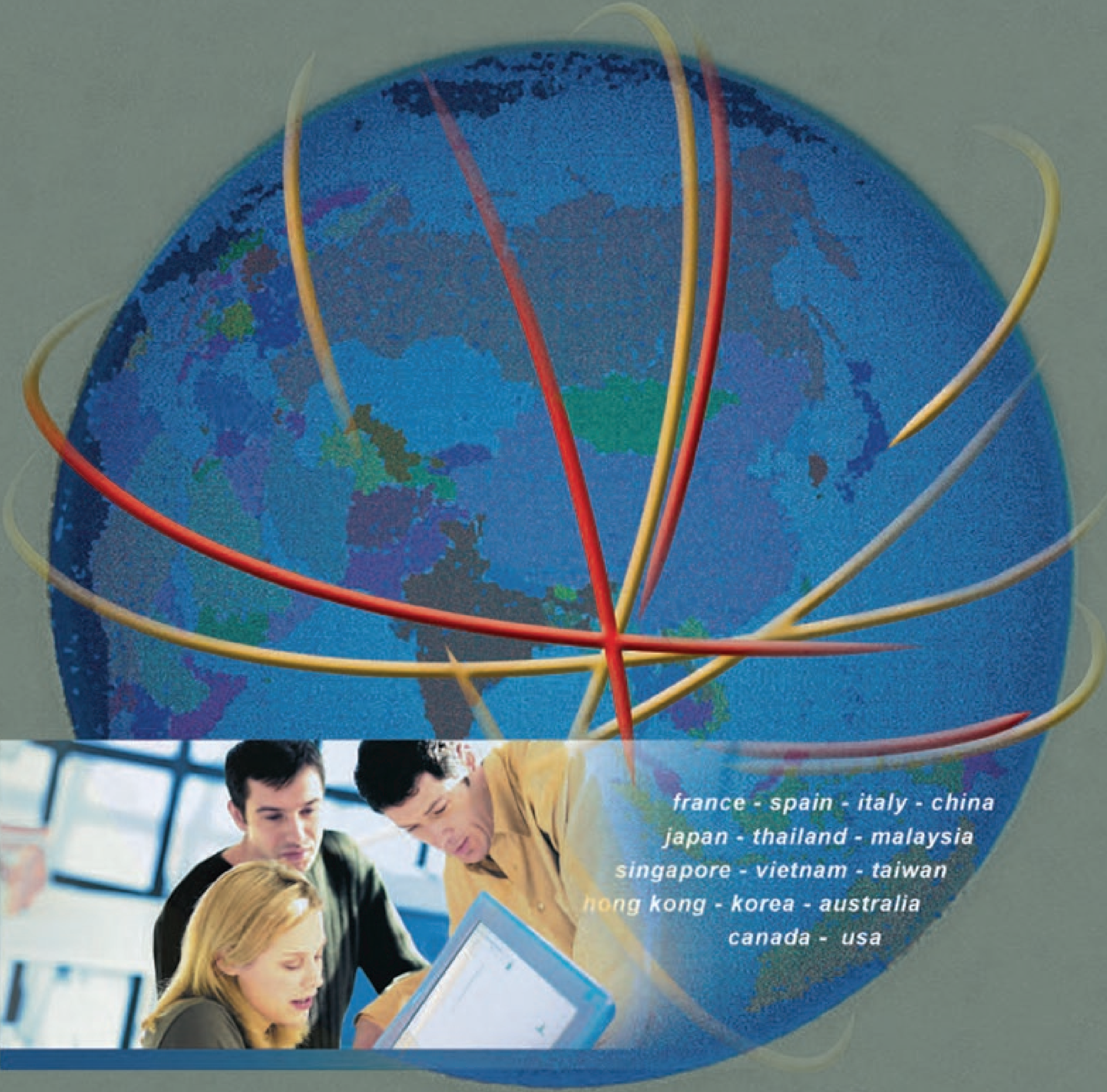
Annual Report 2007



CLASQUIN

International freight and logistics management

SUMMARY

2007: FINANCIAL OVERVIEW 2

MESSAGE FROM THE CHAIRMAN 4

CLASQUIN, A UNIQUE POSITION ON ITS MARKET 6
- Air and sea freight forwarding and overseas logistics 6
- Stages of development 7
- Turnkey solutions dedicated to performance 8
- The keys to success 11
- The only multinational SME purely dedicated to International Freight Management 14
- A rapidly growing market 15
- Development strategy 16

ORGANISATION AND FUNCTIONING 17

SUSTAINABLE DEVELOPMENT 21
- Company and employee policy 21
- Customers and suppliers 25
- Environmental policy 26

SHAREHOLDERS AND INVESTORS 27

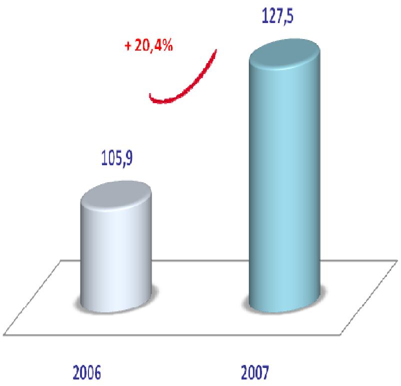
CONSOLIDATED FINANCIAL STATEMENTS 30
- Balance sheet, income statement, notes 33
- Auditors’ report on the consolidated financial statements 88

BOARD OF DIRECTORS’ MANAGEMENT REPORT 90

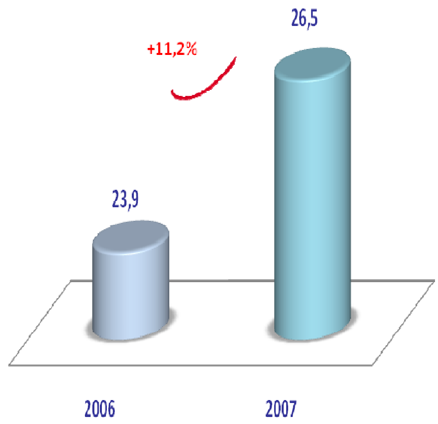
OTHER DOCUMENTS 107
- Report on internal control 107
- Auditors’ report on internal control 111
- Auditors’ special report 112
- Resolutions proposed to the Combined General Meeting of June 16th 117

FINANCIAL OVERVIEW 2007

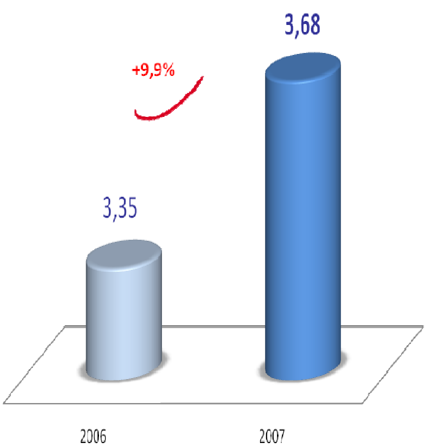
Consolidated sales (in € millions)



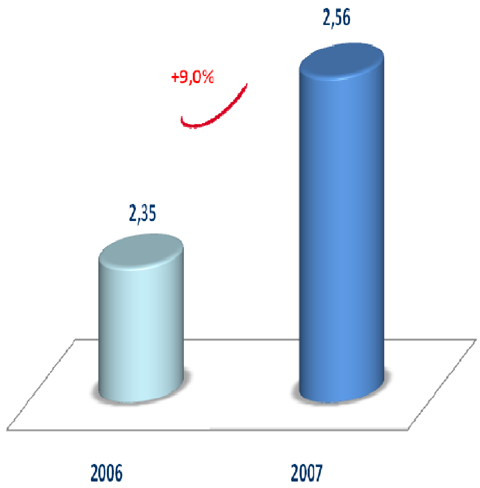
Consolidated gross profit (in € millions)



Current operating income (in € millions)



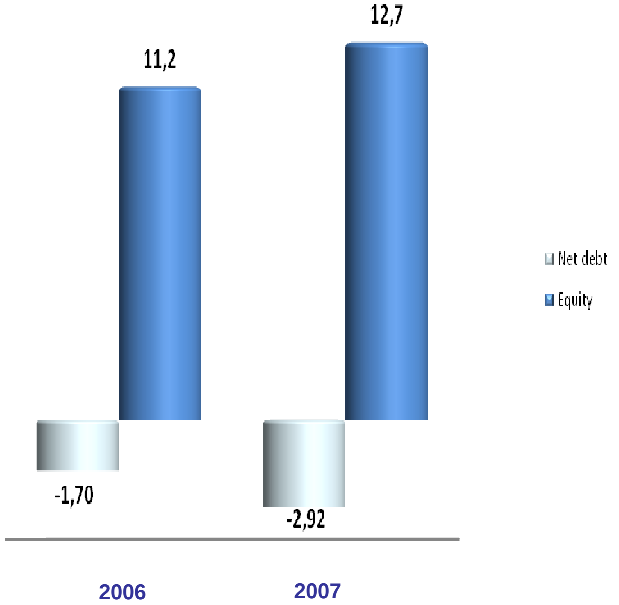
Net profit Group share (in € millions)



Income statement (in € millions)

In M €	2007	% M.B.	2006	% M.B.	Change
Sales	127,49		105,88		+20,4 %
Gross profit	**26,55**	100 %	**23,86**	100 %	+11,2%
Current operating income	3,68	13,9%	3,35	14,0%	+9,9%
Net Profit Group Share	**2,56**	**9,6 %**	**2,35**	**9,8 %**	+9,0%

Financial structure (in € millions)

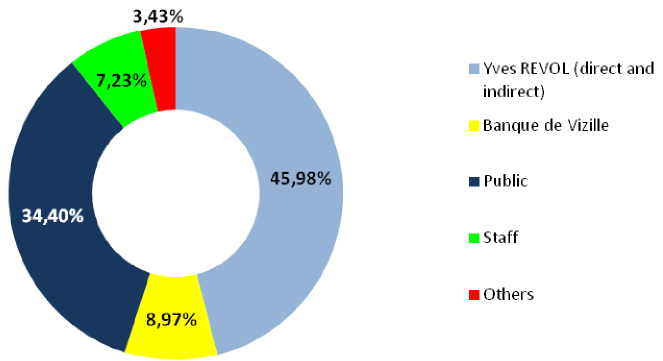


GEARING	
2006	2007
-15,2%	-23,1%

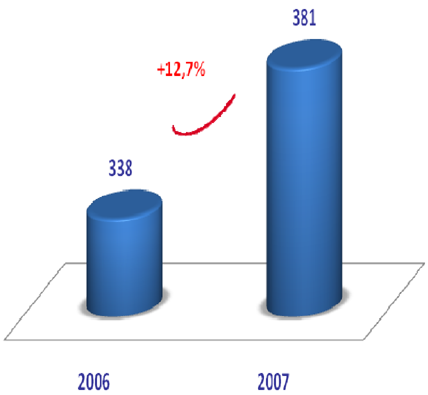
Financial ratios

In M€	2006	2007
ROE	20,99%	20,21%
ROCE	30,65%	33,67%

Shareholding (in %)



Headcount



CHAIRMAN'S MESSAGE

With growth of 20.4% in sales (€127.5 Mn vs. €105.9 Mn) and an 11.2% rise in gross profit to €26.5 Mn, we are in line with our objectives. The biggest share of growth comes from our sea freight business (27.2% rise in the number of shipments, total sales up by 40.9%), particularly for Asia/Europe trade. Growth in air freight (7.5% rise in number of shipments, sales up 5.1%) really picked up over the second half of the year, after a pretty flat start over the first six months.

The great improvement in our EBIT over the second half of the year (up 20.7% when compared with the second half of 2006) meant we were able to end the year with 9% growth in the net profit group share at €2.6 Mn.

In the ever-dynamic environment of world trade, we are continuing to attract new customers and outperform the market. These performances once again validate our business model (specialising in the overseas segment only) and the quality of our offering. Finally, we are very satisfied with the gathering pace of business at the offices opened in 2006 (in Chicago, Montreal, Madrid and Strasburg) and the promising launch of a specialist service for the Bio-Health-Pharmacy sector.

In 2007, we also completed some major organisational projects:

- *Implementation **of new IT architecture** scaled to steer growth over the coming years:*
    - *switch from distributed to centralised architecture for greater security*
    - *servers centralised in a NetCenter*
    - *server sharing for economies of scale*
- *Introduction of much **more powerful accounting software** for all group companies*
    - *real time data processing,*
    - *centralising all group data,*
    - *wider use of the statistics tool,*
- *Implementation of the **IFRS accounting principles.***

For 2008, taking the acquisition of GUEPPE on 8th January 2008 into consideration, we are anticipating a very sharp increase in business (gross profit up by over 30%) and EBIT (growth exceeding 50%), despite the forecasted slowdown in the growth of world trade (around 3.5% vs. 6/7%).

➢ *The integration of GUEPPE-CLASQUIN (GUEPPE's new name) will help us to extend our offer and make the most of sub-contracting, notably with:*

- *a complementary transport and logistics offer upstream and downstream of inter-continental flow,*
- *optimised management of air and sea handling,*

- *setting up synergies and cross-selling,*

- *in the long-term, the capacity to build a global offer (air, sea, road and logistics) as required, for example, by ex-Soviet countries.*

➢ *Moreover, we will of course be pursuing our own particular growth strategy. In the current context, we are most notably planning :*

- *the opening of a trade delegation in Germany (Frankfurt) to coordinate the increasing number of shipments assigned to our local agents,*

- *the opening of two new sales offices in China (Hangzhou and Quingdao) to move into new markets*

- *to convert our Shanghai set-up into a WOFE (wholly-owned foreign enterprise) making us a fully operational player in China (sea freight licence and air freight licence),*

- *to pursue the strategy of dividing our offer into high added-value segments (health/pharmacy, wines and spirits, luxury and fashion and perishable goods).*

➢ *Finally, we are patiently but resolutely studying targeted external growth operations.*

I would like to end by thanking all of our customers for their loyalty and trust, our teams for their commitment and their enthusiasm and our shareholders for their active support in our development.

Yves Revol
Chairman

CLASQUIN, A UNIQUE POSITION ON ITS MARKET

Air and sea freight forwarding and overseas logistics

As a specialist in International Freight Management and overseas logistics, CLASQUIN oversees and organises its customer's cargo flows mainly between France and the rest of the world and particularly to and from Asia Pacific and the United States.

CLASQUIN offers high value-added services in the global management of the supply chain, conceives and oversees transport solutions and custom-made overseas logistics projects, selects and coordinates a network of quality sub-contractors and manages all of the documentary, regulatory, banking and customs aspects of its customers' merchandise. CLASQUIN thus acts as an international freight forwarder and customs broker.

With a presence on 4 continents, CLASQUIN employs 381 people including 178 in France, and has **an international network** of 36 operational offices organised around 15 subsidiaries in 15 countries.

Positioned as a specialist

Entirely dedicated to overseas and the only multinational SME in the sector, CLASQUIN was a forerunner on the Asian market (first set-up in 1983) and the only French company of its size to own an integrated international network.



Stages of development

In 1983, as part of an MBO, Yves REVOL, then Sales Manager of CLASQUIN, bought the company. CLASQUIN only had one office in Lyon at the time. The company employed 15 people with sales of €1.5 million.

- **1983/1990:** CLASQUIN specialised in air freight engineering and expanded abroad.
  Guided by a visionary strategy, the Group found a niche position: exporting by air from France to Asia Pacific. This period was marked by the opening of an office in Paris (Roissy CDG) and nine trade delegations in the main hubs of Asia Pacific.
  In seven years, CLASQUIN became one of the leaders in air freight on the France/ASPAC route.

- **1991/1993:** CLASQUIN began a second phase of its development. Activities were expanded to sea freight import and export. LOG SYSTEM, the Group's IT subsidiary, designed and developed IT tools adapted to the business (operations control, traceability and real-time monitoring of merchandise, performance measures), which would be progressively implemented throughout the network.

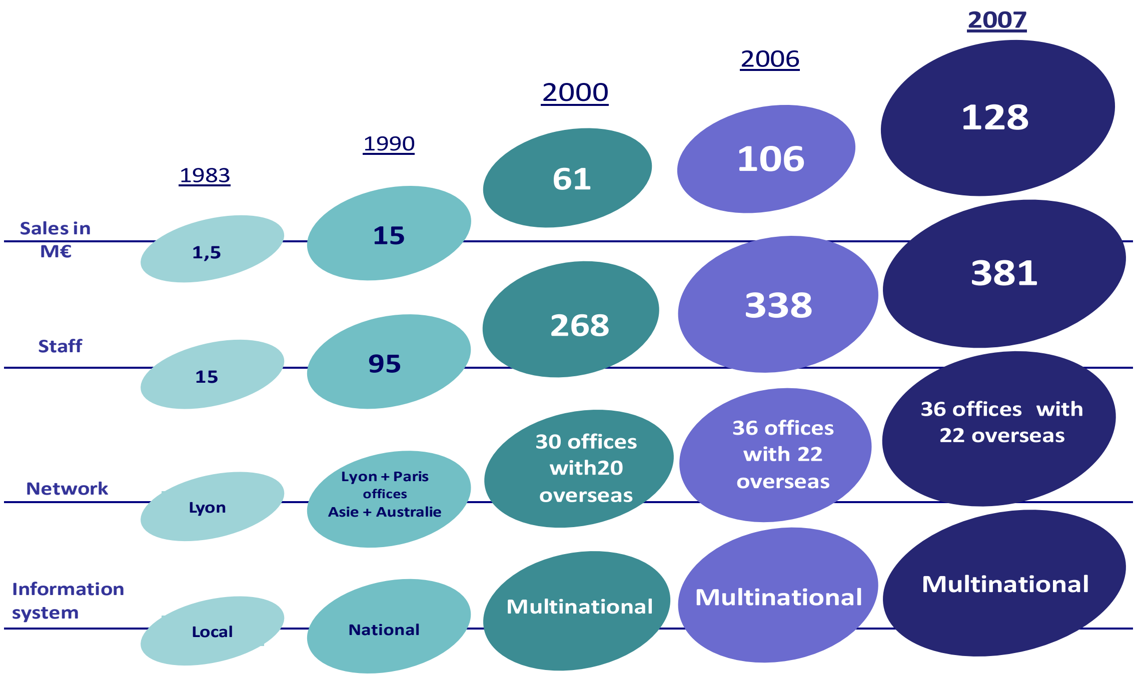
- **1994/1999:** CLASQUIN developed its international network by transforming its commercial branches into operational offices. It set up in the United States (through acquisition), in Italy and in Spain and now had a strong network in its own name. Group sales rose from €25.8 Mn in 1994 to €48.2 Mn in 1999.

- **2000/2003:** CLASQUIN strengthened its information system and development platform. Several accounts management tools were implemented (reporting, clearing office etc). During this period, the Group added high-value, custom-made services to its commercial offering.

- **2004:** With the back office perfectly organised, the Group concentrated on the front office by recruiting account managers and sales people in order to step up growth. CLASQUIN became a global player in Supply Chain Management in the overseas segment and in August 2004, the Banque de Vizille bought into Group capital.
  In 2004, CLASQUIN launched its 2008 Business Plan. The company was of sufficient scale to generate dynamic ongoing growth and profitability.

- **2006:** The group was floated on the Alternext compartment of the NYSE/EURONEXT market in order to raise funds to speed up growth through acquisitions.

Successful development

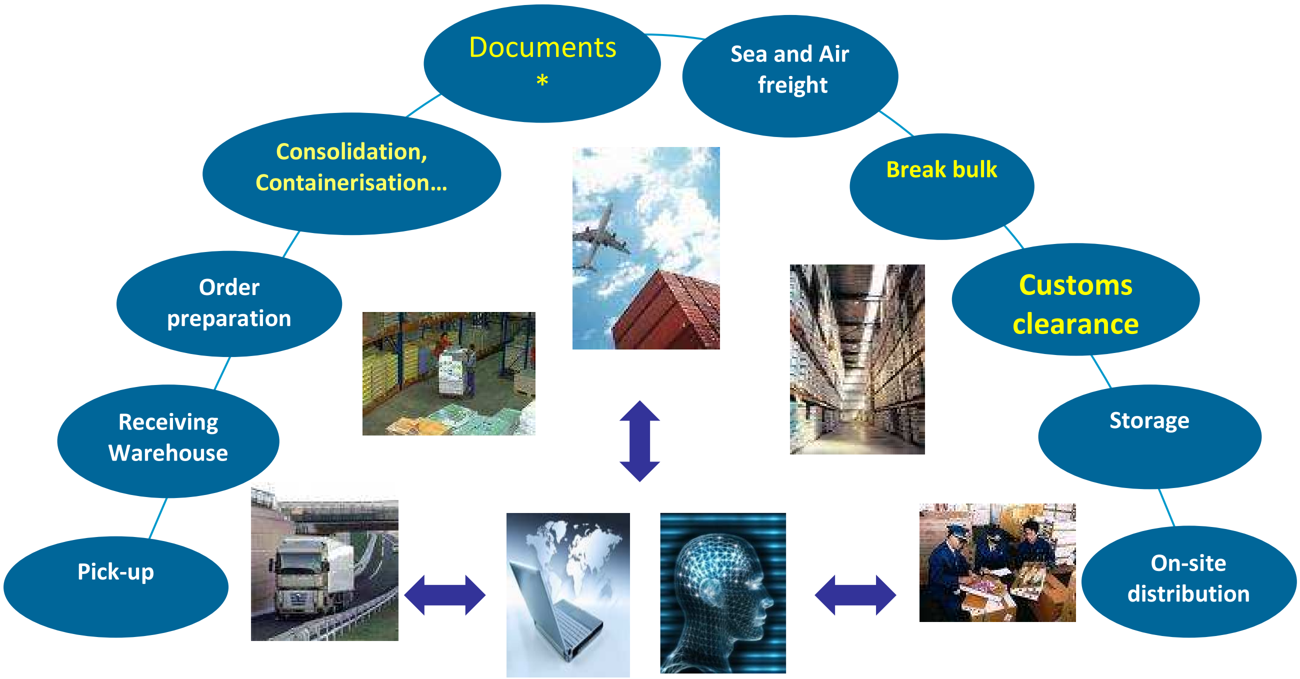


Turnkey solutions dedicated to performance

Geographic segment: overseas

CLASQUIN positions itself as the architect and main contractor for the entire transport and overseas logistics chain:

- It creates and organises air and sea freight forwarding solutions as well as logistics, warehousing and distribution operations up and downstream of overseas transport.
- It selects and coordinates a network of quality sub-contractors.
- It is the sole intermediary for customers during the entire process.

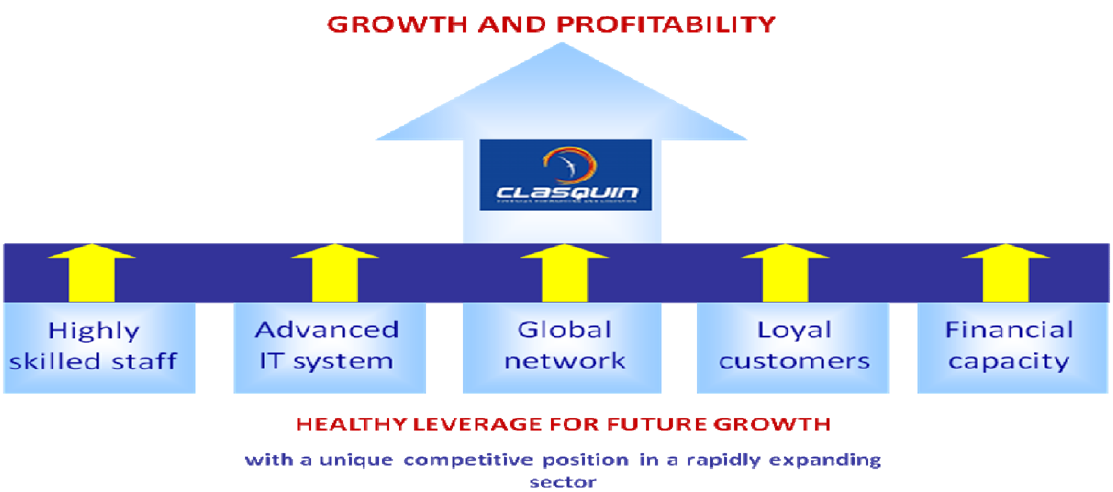


CLASQUIN: designing and supervising the entire overseas transport and logistic chain

** Compiling transport contracts, L/C, customs documents, etc.*

CLASQUIN's offer is built around three basic principles:

- high-level operational teams with specialised professional skills (air and sea freight, local and international regulations, customs regulations, insurance, documentary credits, international regulations),
- its own international network,
- an integrated IT system (complete file management from pick-up to delivery including invoicing, settlement and Group reporting).



A customized offer

CLASQUIN offers customized solutions adapted to the needs and specific demands of every customer, and to the various types of merchandise and geographical areas concerned.

The door-to-door optimisation of all operations in the freight and overseas logistics chain gives customers greater productivity and helps them to improve their own customer service.

These solutions include:

⇨ **Integrating numerous fields of expertise:**

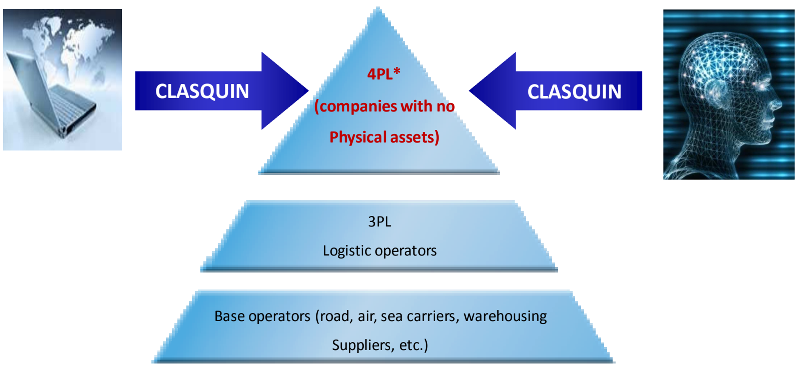
- expertise in air and sea freight, overseas logistics, management of documentary credits, insurance etc.
- CUSTOMS expertise
- sector expertise

⇨ **An optimised process:**

- a single intermediary for customers
- design and implementation of door-to-door international transportation flows
- selection of the best sub-contractors
- optimisation of costs and transit times
- real-time traceability

A high added-value business model

With no management constraints from the means of transport (unlike carriers), CLASQUIN uses its various expertise and know-how to implement efficient solutions that harmonise, streamline and secure transactions for its customers, for whom international trade has become increasingly strategic and complex.



➢ **CLASQUIN selects and oversees a network of subcontractors chosen among the best service providers available**

4PL: Fourth Party Logistics Provider

Source: Les Echos / Merrill Lynch

4PLs are companies free from the constraints related to owning physical means of transport or warehousing. They organise, direct, control and optimise shipments and the sub-contractors involved upstream and downstream of transport and provide high added-value services.

The keys to success

High-level human resources

Human resources management (recruitment, training, coordination etc.) is a fundamental element of the group's strategy. CLASQUIN is very selective in recruiting, with a pronounced multi-cultural approach (90% of employees are bilingual and are graduates). The management team is highly-experienced – 6 of the 8 management committee members have been at CLASQUIN for over 10 years. The **operational and sales teams are international** with a **high level of technical knowledge** (international regulations, customs law, insurance law, banking law and so on).

Thanks to its policy of stressing human values, CLASQUIN has proven its ability to recruit and retain talented staff.

A large part of the Group's success lies in the **strong motivation and involvement** of the teams (organised in autonomous profit centres). The acquisition of new skills is encouraged and in-house promotions are preferred: even though the average age is 30 years old, the average number of years of service is 8 years. Thus there is a **strong sense of belonging to the Group**.

A powerful, integrated international network

CLASQUIN manages import and export flows mainly between France and overseas (Asia-Pacific and North America), as well as from Southern Europe (Spain and Italy) to the USA and Asia-Pacific, and between Asian countries.

Positioned and specialised since 1983 in the "Europe/Asia-Pacific" routes then "Asia-Pacific/Europe", CLASQUIN took full advantage of the Asia-Pacific zone's boom in international trade, thanks to a structured local network (15 offices) and thorough knowledge of local markets, giving the group a strong competitive edge.

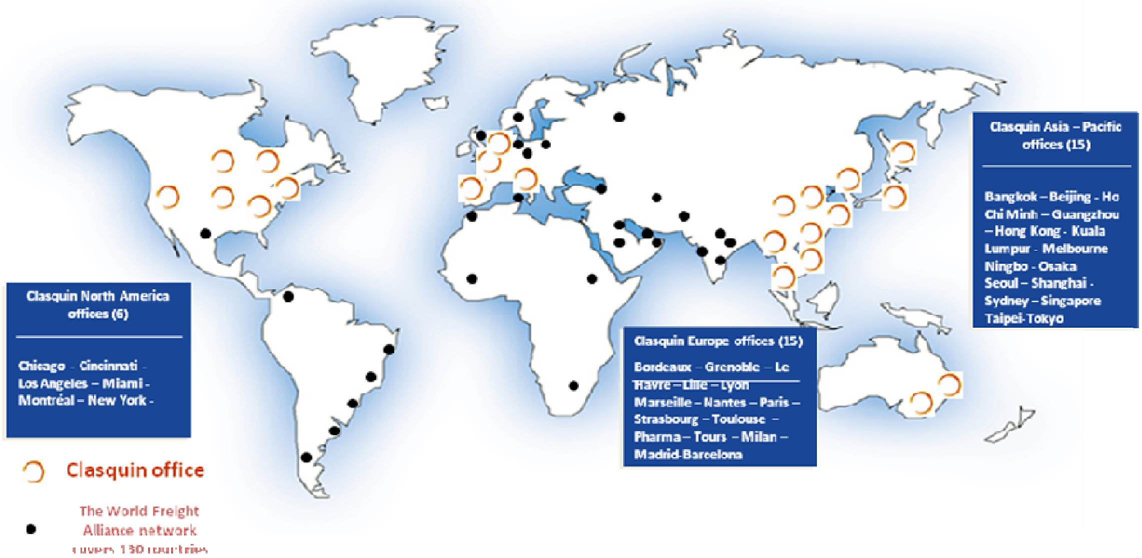
CLASQUIN has been operating in the USA since 1993, and it now has 5 offices there. It has been in Canada since 2006 when a new subsidiary was opened in Montreal.

Present on 4 continents – Europe, Asia, America and Oceania - CLASQUIN has an international network of 36 operational offices, within 15 subsidiaries in 15 countries.

The CLASQUIN Group subsidiaries are familiar with local economic systems and have teams that fully understand the local commercial practices, cultural habits and applicable legislation. CLASQUIN offers the best solutions and sub-contractors for each operation, both in terms of quality and costs. The integrated network allows CLASQUIN to better monitor flows, and provide its customers more personalized service.

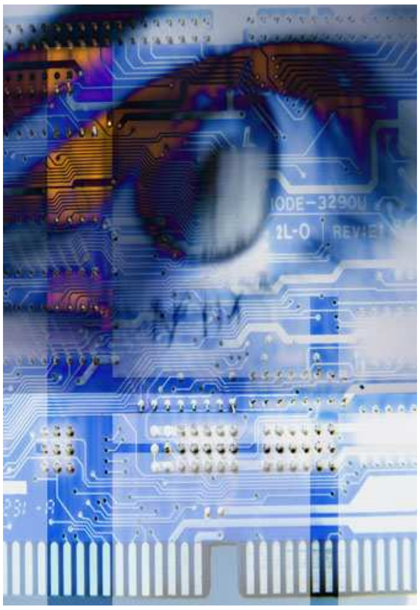
The CLASQUIN network

- **15 offices in Asia-Pacific** (*Bangkok, Beijing, Guangzhou, Ho Chi Minh, Hong Kong, Kuala Lumpur, Melbourne, Ningbo, Osaka, Seoul, Shanghai, Singapore, Sydney, Taipei, Tokyo*).
  - ***Forerunner on the France-Asia route : first installations in 1983***
- **North American development as of 1993** (*New York, Miami, Cincinnati, Los Angeles, Chicago and Montreal*)
- **A dense local network in France and Southern Europe:**
  - **12 operational offices throughout France** (*Bordeaux, Grenoble, Le Havre, Lille, Lyon, Pharma, Marseille, Nantes, Paris, Strasbourg, Toulouse, Tours*)
  - **3 local offices in Southern Europe** (*Barcelona, Madrid, Milan*)



Highly efficient IT tools

Considering the strategic aspect of IT capabilities, CLASQUIN invested in the development of its internal information systems as early as 1990.
Today, CLASQUIN is the only company of its size and in this segment to benefit from such a high level of equipment and technological performance.



Through its subsidiary LOG SYSTEM, CLASQUIN has developed, over its entire network, dedicated systems to optimize its operations and improve real time customer information.

- "E-tracing" is used to monitor shipments throughout the world no matter where the user is located, and to get updates on container, file and airway bill numbers, as well as vessels ETD and ETA.

- "Aeolus" is the integrated management system developed by CLASQUIN to follow up and measure operational efficiency. It offers real time information on the gross profit of the file throughout the entire process.

Each office has its own CLASQUIN IT tools and is linked to the central database, both for sales information and information concerning management of the Group. The Management has almost immediate access to information on the commercial and financial performance of each profit centre (contract follow-up but also profit for each contract). Each office works in a network with the other Group offices.

The CLASQUIN IT system takes full advantage of past development investments and is today more than able to absorb future growth.

A portfolio of prestigious customers, the guarantee of our quality

CLASQUIN, a true creator of value for the companies it works with, has progressively broadened its scope of intervention thanks to a personalised service which addresses both international SMEs and key accounts. CLASQUIN works in many sectors: consumer goods, fashion and luxury, industrial goods, pharmaceuticals and cosmetics, retailers, wines and spirits …Our client base includes:

ABB, Carrefour Asia, Chantelle, Damart, Danfoss, Gerflor, Hasbro, Haulotte, Hospices Civils de Lyon, Hyundai Elevator, Julbo, Kenzo, King Jouets, La Redoute, Le Tanneur, Mango, Marie Brizard, Michelin, Mitsubishi, Novelys, Promod, Quicksilver, Royal Canin, Salomon, Shisheido, Sisley, Samsung, …

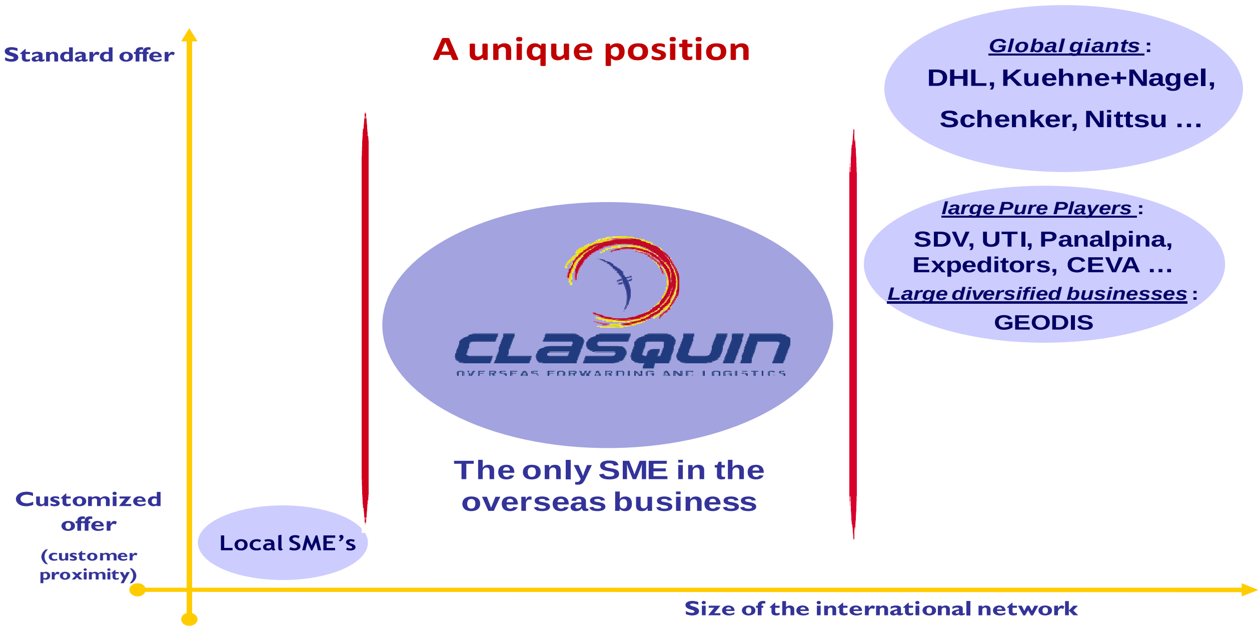
⇨ **The top 30 customers represent less than one third of sales**

CLASQUIN has earned the trust of some prestigious customers, major players in their line of business, thanks to the quality and the very high added-value of its offer.

The only multinational SME purely dedicated to International Freight Management

Positioned within a fragmented, increasingly concentrated market, CLASQUIN is the only multinational SME purely dedicated to International Freight Management. This unique position is strengthened by its role as a forerunner in overseas logistics, by its international network and integrated IT tool, the lack of which creates substantial barriers to entry for newcomers.

Given its dimension and organisation, CLASQUIN offers an industrial customized service to its customers, with the best compromise between size, adaptability and reactivity.

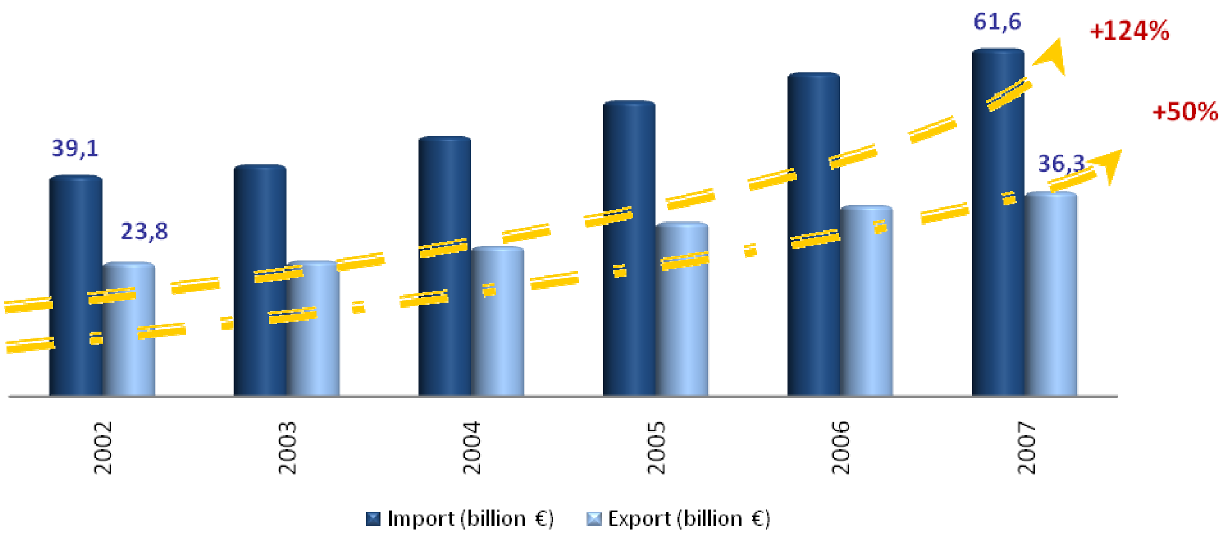


A rapidly growing market

Globalisation intensifies world trade, especially in Asia which is experiencing exponential growth. This phenomenon benefits the air and sea freight forwarding industry, which is recording high growth rates notably on the Asia-Europe, Asia-USA and inter-Asia routes.

Boom in trade from Asia to France

Development of France/Asia trade (in value)



Today the world air freight market has reached $90 billion and sea freight $115 billion.

In 1983, the founder's strategic choice to develop in the Asia-Pacific zone strengthened CLASQUIN in its position as a forerunner in overseas logistics. With international exchanges rising each year, it clearly appears that the most dynamic zone for international trade is, and will remain so for years to come, Asia with China as the true driver of growth.

Growth in world air freight is estimated at 6% per year from now till 2020 (source OECD).

Intra-Asian air freight is up by 8.5% year, with +14% for China (source IATA).

Growth in world sea freight is estimated at 8.5% per year from now till 2020 (source OECD).

The growth rate for the number of sea containers is three times higher than growth in world GDP.

Development strategy

CLASQUIN's development strategy is based on a very favourable global situation and on two main strategies.

All growth levers are positive and of a lasting nature:

- The Group's size is ideal for growth: people and the organisation, the integrated international network as well as the efficient IT system form the basis of this growth.
- A unique positioning for a multinational SME in a very favourable competitive environment (giants versus very small companies).
- A rapidly growing market with prospects of very strong growth in Asia, CLASQUIN's preferred stamping ground.

CLASQUIN's strategy is focused on two priority areas:

1 – Pursuing the current growth strategy, according to the business model

- Continuing to enhance its services by recruiting new skills:
  - marketing: for high added-value sectors: luxury-fashion, bio-pharma-health, wines and spirits, perishable …
  - technical expertise: international chartering, specialised logistics …

- Pursuing the growth of its core business: the management of air and sea freight forwarding:
  - Continuing to increase the sales forces
  - Pursuing the extension and densification of the international network:
    - New commercial agencies to move closer to the customer and to win new markets: China, India
    - New operational offices in high potential areas or in hub locations: Belgium

2 – Boost Group performances through acquisitions

- Objective: speed up growth and generate economies of scale

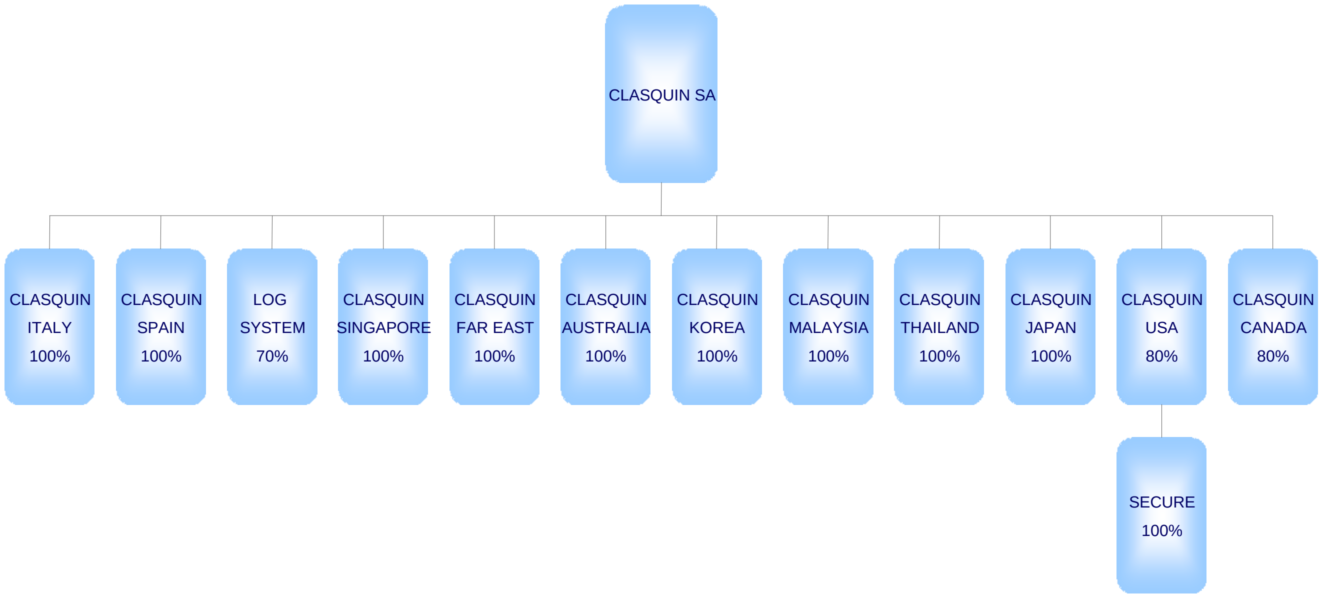
- Target: our core business or any specific activity able to enhance the CLASQUIN offering

- Location: France and neighbouring countries (Germany, Belgium, Switzerland …)

ORGANISATION AND FUNCTIONING

Legal organisation

On December 31st 2007, the parent company directly controls all of the following companies:



Operational organisation

Board of Directors

The Board of Directors defines company strategy, assesses projects, appoints company directors, oversees management and monitors the quality of the information provided to shareholders.

The Board of Directors met 6 times during 2007. The average attendance rate of Directors (present or by proxy) during 2007 was 87.50 %.

On December 31st 2007, the Board Members included:

- OLYMP SA, represented by Philippe LE BIHAN
- Yves REVOL
- Philippe LONS
- Ham San CHAP (independent Board Member appointed in 2006).

Management Committee

Yves REVOL – 60 – Chairman of the Board and CEO

With an M.A. in economics and international experience at the CFAO, Yves REVOL, joined CLASQUIN in 1977, where he successively held positions as a sales engineer, sales manager and CEO. In 1983, he bought CLASQUIN which was achieving sales of about €1.5 million at the time.

Philippe LONS – 44 – Deputy General Manager and CFO

A graduate from EM Lyon, he joined CLASQUIN in 1986 working at their Hong Kong office, where he successively held the positions of sales delegate, head of the subsidiary then regional manager.
In 1991, Philippe LONS returned to France where he became CFO in 1995.

Didier VANDERPERRE – 45 – Chairman of CLASQUIN USA

A graduate from the “Ecole Supérieure de l’Administration du Commerce et de l’Industrie”, Didier VANDERPERRE began his career in international transport as "Manager North America”. He joined CLASQUIN in 1993.

Fabien GIORDANO – 37 – Managing Director of the Asia-Pacific zone

After studying international business and Chinese, Fabien Giordano joined CLASQUIN as sales delegate in Bordeaux before moving to Singapore. Resident in Asia since 2001, he became head of the profit centre in Osaka, then Director of the Northern and Central China zone in Shanghai, before moving to Tokyo as Director of the Northern and Central China & Japan zone. Fabien also took the Asian International Executive programme at the INSEAD Singapore in 2006.

David CANARD-VOLLAND – 40 – Group Manager IT & Process

With a MIAGE diploma, he is in charge of the CLASQUIN Group information system, responsible for its implementation and its efficient use. David CANARD-VOLLAND has 12 years of IT experience, of which 8 years in consulting/service, with positions ranging from software engineer to project manager, then pre-sales consultant, before joining CLASQUIN in 1999.

Hugues MORIN - 39 – Managing Director

After studying at the European Business School, he joined CLASQUIN AUSTRALIA where he held the positions of commercial attaché and Sales Manager. He then left Australia to move to Japan where he was appointed head of the profit centre in Osaka and then Managing Director of CLASQUIN JAPAN. After returning to France in 2002 he was Regional Director for the South of France and Italy and has recently been promoted to Managing Director France.

Xavier DELAHAYES – 40 – VP Sales & Marketing Group

A graduate of both IUT Paris XII in transport and logistics engineering, then the Institut d'Etudes Politiques in Lyon – economy and finance sector -, his entire career has been spent working for an international transport and logistics group (he was head of overseas sales in Hong Kong, Rhône-Alpes sales manager then sales manager for Asia-Pacific for 8 years) before joining CLASQUIN in April 2007.

SUSTAINABLE DEVELOPMENT

Company and employee policy

A strong corporate culture

Human Resources is one of the pillars of the Group's development. The HR policy is directed towards skills development, international mobility and a culture of performance.

Furthermore, CLASQUIN has set up a Human Resources Management Committee, the driving force behind this policy. It deals with remuneration policy, current or future recruitment and any other matter related to the human resources strategy.

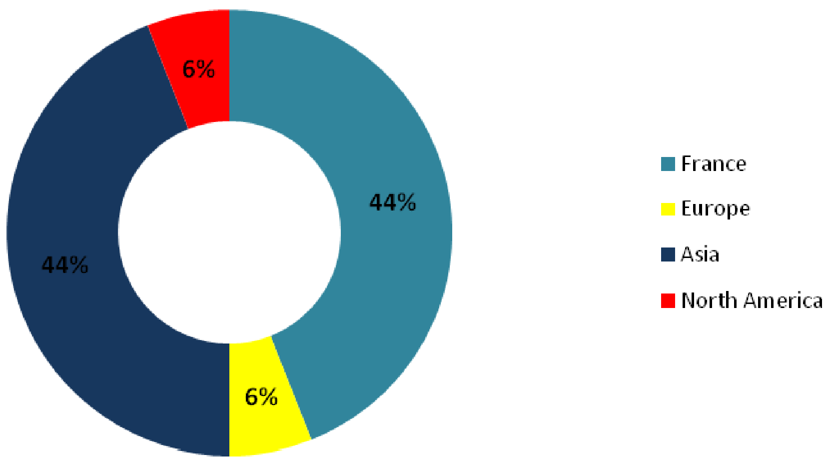
By combining the interests of the company, the employees and the shareholders, the Group Human Resource policy has enabled the development of a strong corporate culture.

Professionalism, enthusiasm and integrity are the three founding values of CLASQUIN culture.

By personally adhering to these values, each employee gives a strong image of quality to customers and suppliers. Through daily commitment to this culture, they help promote the Group and boost its dynamic of development.

The expertise, skills and motivation of CLASQUIN's teams are the leading factor in the Group's success.

A multicultural Group



The Group encourages geographical mobility and has developed an in-house multicultural policy by mixing different nationalities and cultures within its offices and subsidiaries. CLASQUIN strives to reward each person's professional experience by a strong policy of internal promotion.

An optimised recruitment policy

CLASQUIN currently has high-level and stable human resources. More than 50% of employees are graduates and 80% are bilingual. Ten languages are spoken fluently.

The recruitment of each staff member is subject to a very selective process. Each application is thoroughly examined and great care is taken during interviews in order to validate the suitability of the applicant's skills and experience to the particularities of the position to be filled.

Beyond ascertaining the applicant's suitability for the position offered, the interview phase particularly aims to assess the future employee's capacity to integrate the Group and their adhesion to its corporate culture.

For several years the priority at CLASQUIN has been to recruit high-level employees (graduates and multilingual) who combine the different skills required to design, manage and control international logistics solutions.

This highly selective approach to recruiting is unusual, given the size of the Group, and is one of the fundamental keys to the company's success. It also adds to the image of quality that CLASQUIN portrays.

Top-level teams

To design and steer the customized industrial approach to transport and overseas logistics, the Group uses high-level human resources.

The Group has always recognized the importance of having the best technical and qualified teams to carry out its customers projects successfully.

CLASQUIN has managed to attract, motivate, and retain high-level staff that share and maintain the international culture developed by the Group (mobility, language skills, culturally mixed teams…).

The skills to be found at CLASQUIN are:

- Managers or heads of profit centres with recognised experience in air and sea freight forwarding as well as overseas logistics.

  They are accustomed to managing complex processes, analysing requirements, advising, anticipating, developing and steering original, efficient, fast and secure solutions, with the objective of offering the best quality/cost/performance service.

- Business executives, experts in air and sea freight forwarding as well as logistics, storage and distribution, at ease with international trade operational techniques and specialised in overseas practices.
  They deal with customers and suppliers on a daily basis.
  Their expertise is fundamental to company performance.

- Specialists in the different aspects of the back office (IT, administrative management, accounting and finance, law, human resources etc.)

  Acting as support to the front office, professionals in their business, they anticipate economic or functional changes and adapt to international constraints (time zones, languages spoken, and foreign exchange problems) as well as regulatory changes.

- Specific expertise: Customs.
  As a customs agent, CLASQUIN takes care of all customs administrative formalities concerning the import and export of goods. CLASQUIN SA is authorised to practice as a customs agent, in accordance with the stringent French legislation in the matter.

  More particularly CLASQUIN customs agents intervene upstream as consultants, sometimes several months before importing goods for their customers in order to assist them in their choice of origins or materials, and to help them optimise their procurement flows.

Training, the Group's dynamic incentive

CLASQUIN places great emphasis on the training of its staff.

All have spent between 2 and 5 years in higher education and speak at least 2 languages.

However, in order to ensure perfect cohesion of its teams, the Group has also set up an in-house training scheme comprising three parts:

- training in business techniques;

- training in IT tools developed by the Group, mainly on Aeolus, the Group operational software. This takes place in the Aeolus school, created specifically for that purpose and where two or three sessions are held each month;

- training in communication and management.

This is completed by training sessions organised over 3 or 4 days at the Summer Universities. These meetings are an opportunity for exchange, getting to know each other and for learning about new cultures. This intermingling of cultures and people plays a part in each member's personal development and, indirectly, that of the Group.

An attractive remuneration and social protection policy

The objective of CLASQUIN's remuneration policy is to attract the most talented people, and to retain and develop them. Another aim is to make the most of and give responsibility to all employees in the culture of performance.

Participative and diversified, the remuneration policy is based on a global system made up of 4 complementary systems:

- **fixed salary** consistent with market values;

- **variable, performance-based salary,** calculated on the economic results of each profit centre through an incentive program;

In addition, the employees of companies incorporated in France benefit from two complementary programs:

- a **Group savings scheme** through which each employee can invest in the mutual fund Clasquin Performances or in one of the 4 multi-firm funds available;

- **employee share ownership**: CLASQUIN being listed on the stock market, employees have the possibility of investing in CLASQUIN shares each quarter, with a company contribution of 30 %.

  Upon the Company's introduction on Alternext, 70 % of the employees residing in France showed their strong commitment to CLASQUIN by subscribing to the employee share ownership scheme.

The Company is currently thinking about setting up a share ownership scheme for the employees of the Group companies located abroad.

Personal development and staff loyalty

The CLASQUIN Group attaches great importance to economic performance without forgetting its employees' personal development.

As such, a policy of performance-based salary was set up for all employees, the essential component of which is the profit centre result. This underlies the development of the culture of performance.
It is an approach enabling all staff to focus on improving the economic performance of the profit centre to which they belong.

Personal development is also strengthened by the autonomy given to each profit centre, which grants the manager and his team more responsibility and can be seen in the strong commitment and permanent search for better performance.

In return for this entrepreneurial policy, an efficient monitoring tool has been set up to enable closer monitoring of each unit's performance indicators.

In-house communication

Other than the mandatory employee representative bodies, CLASQUIN has set up a communication system giving each person the opportunity to stay informed of Company news and the development of various projects, while enabling them to express their opinions on the running of their profit centre and/or CLASQUIN strategy.

In France, monthly activity meetings (MAM) take place in each profit centre in order to discuss the activity of the office and/or the Company.

Monthly meetings in France (MMF) are aimed at gathering all the heads of profit centres together to ensure coordination of the commercial policy but equally to discuss any news linked to the financial activity, IT development or human resources management.

The World Management Committee Meeting (WMCM) is organised three times a year and allows key people from every continent to meet and discuss Company policy and strategy concerning commercial development, human resources, and IT issues but also to inform them of results and the follow-up of the main economic indicators.

"Summer University" (S.U), takes place every two years, and is a way of gathering a larger panel of people while maintaining the objective of exchanging and sharing the main Company projects, at the same time as promoting the culture of performance in a festive and pleasant atmosphere.

Finally, other than the bi-monthly Management Committee Meeting (MCM), each project manager has the possibility of organising, as the need arises, supervision of his activity through the different work groups created for that purpose.

Customers and suppliers

Customer relations are our core concern

In 2007, CLASQUIN continued its Excellence Plan for Operation (EPO) launched in 2005, the objective of which is to strengthen the quality of its operations through a "Customer Relationship Management" (CRM) approach.

This approach shall aim to provide an even better response to the specific requirements of each customer and to personalise even further the services offered. It also aims to reinforce the existing customer loyalty and bring new customers by offering them completely customized solutions.

Lasting partnership with suppliers

In order to maintain its independence and to be able to choose its partners by selecting only the best, CLASQUIN has a diversified portfolio of suppliers.

This wide panel not only allows the Company to use the sub-contractors with the most specialised skills, but also to find the provider best-suited to the specific nature of the transport and to permanently negotiate the best prices, for the customer's benefit.

The Group thus has a wide range of know-how at its disposal to respond to the customers' requirements.

Environmental policy

Given its position of a fourth-party logistics provider (4 PL) (a company with no physical assets, i.e. without lorries, planes or ships), the Company is not directly confronted with environmental constraints.

However, an in-house discussion is underway concerning the adoption of measures linked to the concept of eco-efficiency.

The Group is highly aware of environmental issues and tries to promote the least polluting means of transport.

Promotion of river and rail services

Firm action is led by the sales force among customers of the Group, both exporters and importers, to promote pre- and post-carriage by river or rail as a substitute for road transport.

More than just an environmental issue in the choice of a non-polluting means of transport, this method offers a considerable economic advantage.

Due to its strategic position, the Lyon St Exupéry office was a pioneer in this field. Promotion carried out among its customers is beginning to bear fruit. Today, out of all haulage organised by the office, 10% is carried out by rail and 8% by river. The customers' favourable response leads us to believe that rail transport is likely to increase over the next few years.

The Roissy office started to use river transport in 2006.

The Group belongs to the Lyon Port Community, as one of the founding members of this association. The objective of this association is twofold: to promote pre-customs clearance aboard the barge, based on an agreement signed by its members, and to carry out lobbying with the public authorities to obtain the corresponding implementation orders.

Another point favouring sustainable development is the developing use of feeder services; three out of the eleven CLASQUIN offices in France use this system.

Selective waste sorting

The Group has set up selective waste sorting practices among its subcontractors. Thus wooden pallets are sorted and separated from other waste (wrapping materials, boxes, etc.).

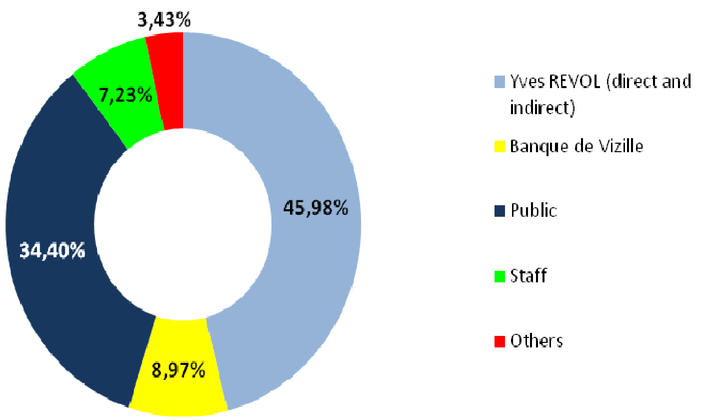
In-house, in the offices, a sorting policy has been set up to separate recyclable elements (paper, cardboard etc.) from un-recyclable elements.

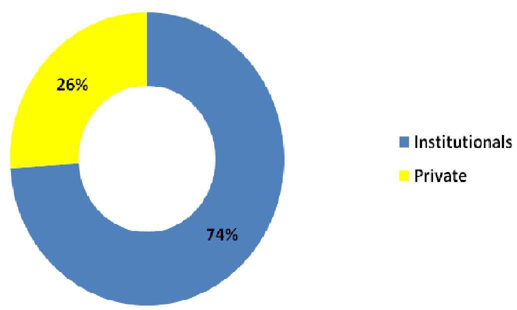
SHAREHOLDERS AND INVESTORS

Stock market information

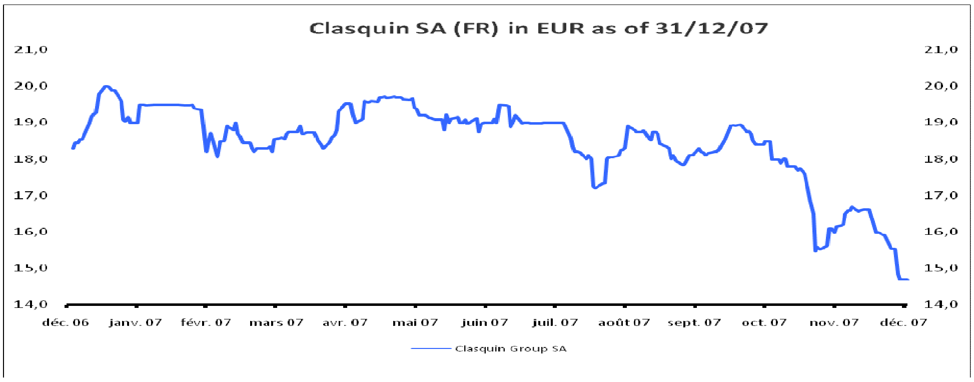
IPO date	January 31 2006
IPO price	€15.50
ISIN code	FR0004152882
Bloomberg code	ALCLA FP
Reuters code	ALCLA PA
ICB Classification	2000 Industries – 2770 Industrial transport
Market	Alternext
Quotation	Continuous
Capital on December 31st 2007	€4,459,862 divided into 2,229,931 shares with a nominal value of €2.00
Price on December 31st 2007	€14.69
Highest price in 2007	€20.50
Lowest price in 2007	€14.69
Average daily volume in 2007	2,477 shares exchanged
Market capitalisation on December 31st 2007	€32.8 Million
Float on December 31st 2007	34.4 %

Shareholding and voting rights





Changes in rate exchanged



Dividend policy

Subject to the financing of investments required for the Group's development, the Company intends to distribute annually at least 20% of its consolidated net attributable income. A dividend of €0.30 per share will be proposed - i.e. 25 % of 2007 results - at the Annual General Meeting held on June 16th 2008.

Listing sponsor

Vizille Capital Finance acts as the Listing Sponsor for the CLASQUIN Group.

Liquidity provision agreement

A liquidity provision agreement was concluded between CLASQUIN and the broker Oddo Corporate Finance on March 16th 2006 expiring on December 31st 2006. Since that date, the contract has been renewed by tacit renewal each year. The contract complies with the code of ethics of the AFEI (French association of investment firms).

Financial analysis

Three financial analysts wrote about CLASQUIN stock during 2007. They were:

- ODDO MIDCAP – in charge of the study: Pierre BLOUIN / Christophe Raphaël GANET
- FORTIS - in charge of the study: Claire DERAY
- ARKEON - in charge of the study: Fanny ALVAREZ.

These analyses are available on the Company's website www.clasquin.com, in the "Investors information" section under the "Documentation" tab, then under the heading "downloadable documents".

Sources of information and documentation

- The annual report in French is communicated within four months of the end of the financial year. It is available on request from the company's headquarters or can be downloaded via a link on the www.clasquin.com website. An English translation is also put on line on the CLASQUIN website.

- Legal documents – bylaws, minutes of general meetings and auditors' reports – can be consulted at CLASQUIN head office.

- The website www.clasquin.com contains the main information concerning the structure, operations, financial data and press releases.

- The website www.alternext.com provides financial and market information concerning the Company.

2008 Calendar

Date	Event
May 15	Sales and gross profit on March 31st
June 16	General meeting of shareholders
September 3	Sales and gross profit on June 30th
September 30	Half-year results
November 17	Sales and gross profit on September 30th

In charge of information

- **Yves REVOL**, Chairman and CEO
- **Philippe LONS**, Deputy General Manager and Group CFO
- **Laurent GAUTHERON**, Financial Communication Manager.
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CONSOLIDATED FINANCIAL STATEMENTS

Contents

A. Consolidated balance sheet 31
1. Consolidated balance sheet - Assets 34
2. Consolidated balance sheet – Liabilities and Equity 35

B. Consolidated income statement 36

C. Cash flow statement 37
1. Table 37
2. Detailed notes on calculation of cash flow and WCR 38

D. Change in shareholder's equity and minority interests 39

E. Financial reporting framework, consolidation procedure, valuation methods & rules 40
1. Financial reporting framework 40
1.1. General framework 40
1.2. Change of accounting method 40
1.3. Reporting and operational currency 40
2. Consolidation modalities 41
2.1. Consolidation methods 41
2.2. Conversion methods for foreign company financial statements 41
2.3. Elimination of intra-group transactions 42
2.4. Use of estimations and assumptions 42
2.5. Year-end closing date for consolidated companies 42
3. Valuation methods and rules 42
3.1. Goodwill 42
3.2. Other intangible assets 43
3.3. Tangible assets 43
3.4. Lease financing agreements 44
3.5. Assets impairment 44
3.5.1. Intangible assets with a definite useful life and tangible assets. 44
3.5.2. Intangible assets with an indefinite useful life and goodwill. 44
3.6. Financial assets 45
3.7. Receivables and debts 45
3.8. Financial hedging instruments 46
3.9. Compound financial instruments 46
3.10. Cash account and marketable securities 46
3.11. Income tax 46
3.12. Provisions 47
3.13. Pension liabilities and similar benefits 47
3.13.1. Defined contribution plans 47
3.13.2. Defined benefit plans 47
3.14. Financial liabilities 48

3.15.	Conversion method for currency transactions	48
3.16.	Sales recognition	48
3.16.1.	Freight activity	48
3.17.	Earnings per share	49
3.18.	Consolidated cash flow statement	49
3.19.	Post balance sheet events	49
3.20.	Determining fair value	50
3.21.	New standards and interpretations not yet applied	50
F.	Switch to IFRS	51
1.	First-time adoption of IFRS	51
2.	Impact on net position on 1st January 2006 and 31st December 2006	56
3.	Opening balance sheet on 1st January 2006	58
4.	Balance on 31st December 2006	59
5.	Income statement on 31st December 2006	60
6.	Cash flow statement on 31st December 2006	61
G.	Key events	31
1.	Creation and closure of subsidiaries abroad	62
2.	Opening of offices abroad and in France	62
H.	Business activity and list of consolidated companies	62
1.	Business	62
2.	List of consolidated companies	63
3.	Changes in the consolidation scope	63
3.1.	Entries/exits	63
3.2.	Internal restructuring	63
3.3.	Changes in consolidation methods	63
4.	Acquisitions or disposals of equity investments after year-end	64
I.	Explanation of the balance sheet, income statement accounts and their changes	64
1.	Goodwill	64
2.	Other intangible fixed assets	64
2.1.	Gross value	64
2.2.	Depreciation	65
3.	Tangible fixed assets	66
3.1.	Gross value	66
3.2.	Depreciation	67
4.	Financial assets	68
4.1.	Gross value	68
4.2.	Depreciation	68
5.	Trade accounts receivable	69
6.	Depreciation of current assets	69
7.	Cash and cash equivalents	69
8.	shareholder’s equity	69
8.1.	Composition of issued capital	70
8.2.	Dividend	70
9.	Provisions	70
9.1.	Figures	70
9.2.	Retirement payments	71

10.	Share-based payment	72
11.	Deferred taxes	73
12.	Loans and debts	75
12.1.	Nature, variation and maturity of loans and financial debts	75
12.2.	Type of loan rates and breakdown per currency of the financial debts	76
12.3.	Debts secured by collateral	77
12.4.	Guarantees	77
13.	Trade creditors and other accounts payable	77
14.	Segment information	78
14.1.	Sales	78
14.1.1.	Sales breakdown by geographical area	78
14.1.2.	Sales breakdown by business line	79
14.1.3.	Sales breakdown by currency	79
14.1.4.	Impact of foreign exchange rates on sales	79
14.2.	Gross profit	79
14.2.1.	Breakdown of gross profit by geographical area	79
14.2.2.	Breakdown of gross profit by business line	80
14.2.3.	Breakdown of gross profit by currency	80
14.2.4.	Impact of foreign exchange rates on gross profit	80
15.	Breakdown of other operating income and expenses	81
16.	Breakdown of other non-current income and expenses	81
17.	Financial income/loss	81
18.	Income tax	82
18.1.	Analysis of income tax	82
18.2.	Tax proof	82
19.	Earnings per share	82
20.	Other information	83
20.1.	Information on headcount/incentive programme/employee profit-sharing plan	83
20.1.1.	Headcount: breakdown by geographical area	83
20.1.2.	Headcount: breakdown by function	31
20.1.3.	Headcount: breakdown executives/non executives	84
20.1.4.	Incentive programme	84
20.1.5.	Employee profit-sharing plan	84
20.2.	Directors	84
20.2.1.	Remuneration granted to members of administrative and management bodies	84
20.2.2.	Commitments for pension and similar benefits	84
20.3.	Income statement balance	85
20.4.	Post balance sheet events	86
20.5.	Associated companies	86
J.	Financial risk management	86
1.	Credit risk	86
1.1.	Exposure to credit risk	87
1.2.	Impairment	87
2.	Liquidity risk	87
3.	Market risk	88
3.1.	Rate risks	88
3.2.	Foreign exchange risks	88

Consolidated accounts

2. Consolidated balance sheet

1. Consolidated balance sheet - Assets

ASSETS (in €)	Note	31/12/2007	31/12/2006
Goodwill	I 1	160.103	160.103
Intangible fixed assets	I 2	1.477.295	1.215.748
Tangible fixed assets	I 3	1.125.449	1.088.377
Shares in non consolidated companies	I 4	14.785	17.245
Other financial assets	I 4	355.407	347.852
Deferred taxes	I 11	250.709	329.472
TOTAL NON-CURRENT ASSETS		**3.383.748**	**3.158.797**
Inventories			
Trade accounts receivable	I 5 & 6.	32.272.070	29.804 148
Other current assets	I 5	2.836.316	2.540 660
Cash and cash equivalents	I 7	7.107.156	5.560 117
Deferred charges	I 13	1.178.713	843 615
TOTAL CURRENT ASSETS		**43.394.255**	**38.748.540**
TOTAL ASSETS		**46.778.003**	**41.907.337**

2. Consolidated balance sheet – Liabilities and Equity

LIABILITIES (in €)	Note	31/12/2007	31/12/2006
Capital	I 8	4.459.862	4.459.862
Issue premium	D.	3.898.415	3.898.415
Consolidated reserves		2.392.136	672.646
Retained earnings		2.561.100	2.349.270
Foreign currency exchange reserves	E 2.2.	(817.938)	(332.771)
EQUITY GROUP SHARE		**12.493.575**	**11.047.422**
MINORITY INTERESTS		**176.593**	**141.742**
TOTAL SHAREHOLDER'S EQUITY		**12.670.168**	**11.189.164**
Deferred taxes	I 11	29.554	24.903
Non-current provisions	I 9	268.607	279.286
Long-term financial debt	I 12	2.279.790	1.716.197
TOTAL NON-CURRENT LIABILITIES		**2.577.951**	**2.020.386**
Current provisions	I 9	582.847	565.106
Short-term financial debt	I 12	969.326	1.197.824
Bank overdrafts	I 12	933.238	943.355
Trade creditors and other accounts payable	I 13	25.027.717	22.386.448
Tax and welfare liabilities	I 13	3.106.200	2.680.611
Tax debt due	I 13	299.776	290.836
Other current liabilities	I 13	436.393	344.190
Deferred income	I 5	174.387	289.417
TOTAL CURRENT LIABILITIES		**31.529.884**	**28.697.787**
TOTAL LIABILITIES		**46.778.003**	**41.907.337**

B. Consolidated income statement

INCOME STATEMENT (in €)	Note	31/12/2007	31/12/2006
Sales Other income	I 14.1	127.494.772	105.882.237
TOTAL OPERATING INCOME		**127.494.772**	**105.882.237**
Cost of sales		100.947.260	82.018.898
GROSS PROFIT	I 14.2	**26.547.512**	**23.863.339**
Other purchases and external expenses Taxes and duties Labour costs Provisions/reversals of provisions & amortization Other operating income (expenses)	I 15	5.936.079 524.762 15.428.918 1.164.563 (184.646)	5.364.310 514.312 13.776.057 1.199.411 (337.727)
CURRENT OPERATING INCOME		**3.677.836**	**3.346.976**
Income from disposal of fixed assets (expenses) Non current income (expenses)	I 16 I 16	(1.359) (371.492)	9.911 (95.002)
OPERATING INCOME		**3.304.985**	**3.261.885**
FINANCIAL INCOME (LOSS)	I 17	**214.913**	**29.120**
PROFIT BEFORE TAX		**3.519.898**	**3.291.005**
Income tax Deferred taxes	I 18 I 18	829.648 81.297	864.312 62.966
CONSOLIDATED NET PROFIT		**2.608.953**	**2.363.727**
Minority interests		47.853	14.457
NET PROFIT GROUP SHARE		**2.561.100**	**2.349.270**

NET EARNINGS PER SHARE	I 19	**1,15**	**1,16**
DILUTED EARNINGS PER SHARE	I 19	**1,11**	**1,12**

C. Cash flow statement

1. Table

CASH FLOW STATEMENT (in € thousand)	31/12/2007	31/12/2006
	12 months	12 months
Cash position at start of year	4.617	11.291
OPERATING ACTIVITIES		
Net profit Group share	**2.561**	**2.349**
Elimination of expenses and income not impacting cash flow or not linked to the activity:		
Depreciation and provisions	1.075	1.143
Underlying gains (-) and losses (+) related to variations in fair value	-67	-183
Capital gains (-) or losses (+) on disposals	1	-111
Minority share in the profit/loss of consolidated companies	48	14
Cash flow from operating activities	**3.618**	**3.212**
Cost of net debt	221	191
Tax expenses (including deferred taxes)	911	1.205
Cash flow from operating activities before cost of net debt and tax expenses	**4.750**	**4.608**
Taxes paid	-818	-714
Change in inventories	0	0
Changes in trade receivables, deferred income	-2.583	-17.918
Changes in trade payables, deferred charges	2.306	2.167
Changes in other assets and liabilities	222	1.987
Exchange rates differences on WCR	-230	86
Variations in Working Capital Requirement	**-285**	**-13.678**
Cash flow from operating activities (A)	**3.647**	**-9.784**
INVESTMENT ACTIVITIES		
Acquisitions of tangible fixed assets	-571	-574
Acquisitions of intangible fixed assets	-844	-591
Disposal of tangible and intangible fixed assets	22	10
Acquisitions of financial assets	-77	-60
Disposal of financial assets	57	40
Net cash assigned to acquisition and disposal of subsidiaries	0	6
Cash flow from investment activities (B)	**-1.413**	**-1.169**
FINANCING ACTIVITIES		
Capital increase	0	5.015
Dividend payments to shareholders of the parent company	-624	-513
Dividend payments to minority shareholders of consolidated companies	-5	-5
Variation in other shareholder’s equity	0	-734
Inflows from new loans	1.543	1.000
Outflows for loan repayments	-764	-642
Contributions (+) from/repayments (-) to associate current accounts	-445	445
Cost of net debt	-221	-191
Cash flow from financing activities (C)	**-516**	**4.375**
Impact of exchange rate fluctuations (D)	**-161**	**-96**
Net cash inflow/outflow (A+B+C+D)	**1.557**	**-6.674**
Cash position at closing	6.174	4.617

2. Detailed notes on calculation of cash flow and WCR

BREAKDOWN OF CASH FLOW CALCULATION AT 31/12/2007 (in € thousand)	Note	+	-
Net Profit Group Share		**2.561**	
Goodwill impairment			
Allocation (+) and reversal (-) of dep. and amort. of intangible and tangible assets	I 2&3	1.096	29
Allocation (+) and reversal (-) of dep. and amort. of financial assets	I 4	4	5
Allocation (+) and reversal (-) of operating provisions	I 9	135	175
Allocation (+) and reversal (-) of financial provisions	I 9	20	
Allocation (+) and reversal (-) of non-current provisions	I 9	279	250
		1.534	459
Depreciation and provisions (1)		**1.075**	
Income on disposal of fixed assets		**1**	
Minority share of net profit		**48**	
Other non-cash income and charges (unrealised foreign exchange gains/losses)			**67**
CASH FLOW		**3.618**	

(1) There may be differences between the depreciation and provisions included in the cash flow versus the variations in balance sheet items that are referred to in the Notes column. This is because the income statement items are presented at average exchange rates while the balance sheet items are presented at the closing rate.

BREAKDOWN OF THE VARIATION IN WCR AT 31/12/2007 (in € thousand)	Note	At 31/12/2007	At 31/12/2006	Variation
Trade accounts receivables (net)	I 5	**32.272**	**29.804**	**-2.468**
Other receivables	I 5	2.836	2.540	-296
Deferred charges	I 13	1.179	844	-335
Total		**4.015**	**3.384**	**-631**
Trade creditors and other accounts payable	I 13	**-25.028**	**-22.386**	**2.642**
Tax and welfare liabilities	I 13	-3.107	-2.681	426
Other debts	I 13	-436	-344	92
Deferred income	I 5	-174	-290	-116
Total		**-3.717**	**-3.315**	**402**
Foreign exchange difference on WCR (2)		**230**		**-230**
WORKING CAPITAL REQUIREMENT		**7.772**	**7.487**	**-285**

(2) The differences for the various items in each cash flow statement cycle are determined at average exchange rates, except for items relating to the WCR, which are calculated at year-end rates (to be in line with consolidated balance sheet items); the difference is allocated to the whole cycle.

D. Change in shareholder's equity and minority interests

BREAKDOWN OF THE VARIATION IN SHAREHOLDER'S EQUITY (in K€)	Capital	Issue premium	Consolidated reserves	Foreign currency exchange reserves	Group share	Minority interests	Total shareholder's equity
Shareholder's equity on 01/01/2006	**3.800**	**0**	**1.182**	**0**	**4.982**	**134**	**5.116**
Capital increase (1)	660	3.898			**4.558**		**4.558**
Dividends distributed for FY 2006			-517		**-517**		**-517**
2006 net profit/loss			2.349		**2.349**	15	**2.364**
Foreign exchange difference for FY 2006				-331	**-331**	-7	**-338**
Change in scope of consolidation (2)			6		**6**		**6**
Foreign exchange difference on customer portfolio valuation			2	-2	**0**		**0**
Shareholder's equity on 31/12/2006	**4.460**	**3.898**	**3.022**	**-333**	**11.047**	**142**	**11.189**
Dividends distributed for FY 2007			-630		**-630**		**-630**
2007 net profit/loss			2.561		**2.561**	48	**2.609**
Foreign exchange difference for FY 2007				-485	**-485**	-13	**-498**
Foreign exchange difference on customer portfolio valuation			1	-1	**0**		**0**
Shareholder's equity on 31/12/2007	**4.460**	**3.898**	**4.953**	**-818**	**12.493**	**177**	**12.670**

(1) The issue premium is comprised of the following elements:

Total gross income from the capital increase		€5,015 K
Nominal value of the capital increase		-€660 K
Allocation of IPO costs deducted from the issue premium:		
gross amount	-€833 K	
corporate tax	€278 K	
net amount		-€555 K
Balance		€3,800 K
Advantage granted to employees under the "Clasquin Performance" investment fund		€98 K
Total		€3,898 K

(2) The difference between the amount of the issued capital of CLASQUIN CANADA and the value of the shares purchased by CLASQUIN SA:

Capital of 50,000 CAD valued at the year-end rate	€32 K
Reduced by the amount of the shares purchased by the Group	-€26 K
Change in consolidation scope	€6 K

E. Financial reporting framework, consolidation procedure, valuation methods and rules

1. Financial reporting framework

1.1 General framework

The company decided to adopt IFRS standards for the first time for the 2007 financial year. In application of European regulation no.1606/2002 of 19th July 2002, the consolidated financial statements of the CLASQUIN group on 31st December 2007 were drawn up in compliance with the IFRS framework, as adopted in the European Union. The IFRS framework comprises the International Financial Reporting Standards (IFRS), the International Accounting Standards (IAS), along with their Standing Interpretations Committee (SIC) and "International Financial Reporting Interpretations Committee" (IFRIC) interpretations.

The accounting rules and valuation principles adopted for the compilation of the financial statements on 31st December 2007 are those contained in the standards and interpretations of the IFRS framework published in the Official Journal of the European Union on 31st December 2007, the application of which became mandatory on that date. The standards and interpretations adopted by the IASB or IFRIC but which not yet mandatory for the European Union on 31st December 2007 were not applied.

Bearing in mind that this is the first application of the IFRS standards, tables intended to provide a bridge between the summary statements according to French standards and summary statements restated for IFRS (on 1st January 2006 and 31st December 2006) are published at the same time as the 2007 annual accounts. The differences with the accounting standards previously used and the resulting impacts are set out in Chapter F "Switch to IFRS".

The financial statements are drawn up according to the historical cost and amortized cost method, with the exception of certain financial assets and liabilities measured according to fair value (refer to paragraph 3.20 – "Determining Fair Value".

The financial statements were approved by the Board of Directors on 3rd April 2008.

1.2 Change of accounting method

Over financial 2007, the company applied a change in accounting method concerning the recognition of audit fees, in accordance with the recommendation from the CNCC (French auditing and accounting professional body). The company thus recorded auditors' fees on the closing date, pro rata for the work carried out by them over the 2007 calendar year.

For the 2007 financial year, the positive impact on the pre-tax income statement comes to €133,000.

1.3 Reporting and operational currency

The consolidated financial statements are presented in Euros, which is the company's operational currency. All financial data presented in Euros is rounded up to the nearest thousand Euros.

2. Consolidation methods

2.1 Consolidation methods

Consolidation is based on the accounts for the year ended December 31st 2007. All the subsidiaries in which the Group has exclusive control, directly or indirectly, are consolidated according to the full consolidation method.
Therefore no company is consolidated according to the proportional consolidation or equity method.
Full consolidation consists of:

- incorporating the items from the consolidated companies' accounts into the accounts of the consolidating company, after any readjustments;
- distributing shareholder's equity and the profit between the consolidating company's interests and the interests of other shareholders or associates referred to as "minority interests";
- eliminating the account transactions between the fully integrated consolidated company and the other consolidated companies.

2.2 Conversion methods for foreign company financial statements

Subsidiaries of CLASQUIN SA are independent foreign companies; their accounts were translated according to the closing rate method:

- balance sheet items are converted to Euros at the rate of exchange on the closing date;
- income statement items are converted to Euros at the financial year's average rate;
- the foreign exchange rate difference is included in consolidated equity capital under "Foreign currency exchange reserves" and does not affect the result.

The conversion rates used are as follows :

CURRENCY	Average rate 2007	Average rate 2006	Rate at 31/12/2007	Rate at 31/12/06
JPY	161,19	146,00	164,67	157,10
SGD	2,06	1,99	2,11	2,02
HKD	10,66	9,75	11,37	10,25
AUD	1,63	1,66	1,67	1,67
KRW	1.262,93	1.205,88	1.362,18	1.209,67
THB	43,81	47,60	43,43	47,03
MYR	4,68	4,60	4,83	4,65
USD	1,36	1,25	1,46	1,31
CAD	1,46	1,42	1,44	1,53

2.3 Elimination of intra-group transactions

In accordance with regulations, transactions between consolidated companies as well as profits/losses these companies generated internally were removed from the consolidated accounts.

2.4 Use of estimations and assumptions

The compilation of financial statements in compliance with IFRS requires the use of judgement by the management to make estimations and form assumptions which have an impact on the application of accounting methods and on the amounts of assets and liabilities, and of income and expenses. The actual values may be different from the estimated values.

The underlying estimations and assumptions are continually reviewed. The impact of changes in accounting estimations is recognised during the period of change and during all subsequent periods affected.

More specifically, information on the main sources of uncertainty in estimations and judgement used to apply the accounting methods, which have the most significant impacts on the amounts recorded in the financial statements, are included in the following paragraphs

- Note 3.1 – Goodwill
- Note 3.5 – Assets impairment
- Note 3.12 - Provisions
- Note 3.13 - Pension liabilities and similar benefits

2.5 Year-end closing date for consolidated companies

The companies are consolidated on the basis of their annual accounts ending December 31st 2007.

3. Valuation methods and rules

The principles and methods implemented by CLASQUIN Group are the following:

3.1 Goodwill

In accordance with regulations, goodwill represents the difference between:

- the acquisition costs of investment securities, increased by the accessory costs,
- the purchasing company's share in the fair value of assets and liabilities identified or identifiable on the acquisition date.

During the changeover to IFRS, the Group decided only to reprocess business combinations which occurred on or after 1st January 2006. For acquisitions prior to 1st January 2006, goodwill is the amount recorded according to the Group's previous reporting framework.

Positive goodwill is recorded under intangible fixed assets. In application of standard IAS 36, it is subject to impairment tests, as soon as there is any indication of impairment and at least once a year, according to the Discounted Cash Flows (DCF) method.

For these tests, the goodwill is broken down into Cash Generating Units, which are uniform units which generate cash inflows and outflows. Given the organisation in place in the group, the cash generating unit is the subsidiary.

The impairment test methods for cash generating units are set out in paragraph 3.5.

Negative goodwill is recorded directly in the result.

In the event of impairment of the useful value, depreciation is recognised in the consolidated financial statements under the heading "variation in goodwill".

Depreciation recognised is irreversible and cannot be written back even if the goodwill useful value is restored to a level higher than its book value.

3.2 Other intangible assets

Intangible fixed assets are valued at their acquisition or production value.

Intangible assets resulting from acquisition are recognised separately from goodwill when they can be identified and controlled by the company and when they are likely to generate future economic benefits.

Development costs for software to be used in-house, for the relative share of internal and external costs contributing directly to the creation or improvement of performance, are recorded as assets in that they generate future economic benefits and that they are clearly identifiable.

Other software development costs are immediately recorded in expenses.

Amortization period for intangible assets

The methods and amortization periods are as follows:

- software developed in-house is subject to straight-line amortization of between 4 and 8 years;
- other software is amortized for 1-6 years according to the planned period of use;
- research and development cots are amortized over 2 years.

Moreover, amortized intangible assets are subject to an impairment test when, due to special events or circumstances, there is doubt as to whether their book value can be recovered.

3.3 Tangible assets

In compliance with standard IAS 16, tangible fixed assets appear on the balance sheet at their acquisition cost (purchase price and related expenses).

Tangible assets are valued for their historical costs and are not subject to revaluation.

Maintenance and repair costs are directly recorded as expenses for the financial year, with the exception of those leading to improved performance of the asset in question or to an extension of its useful life.

Depreciation is calculated according to the straight-line method based on the planned period of use.

Amortization period for tangible assets

The main amortization periods are as follows:

- fixtures and fittings : 10 years maximum,
- transport equipment : 4 years maximum,
- office and IT equipment: : 5 years maximum.

Tangible assets are subject to an impairment test when, due to special events or circumstances, there is doubt as to whether their book value can be recovered.

3.4 Lease financing agreements

In accordance with standard IAS 17"Leases", fixed assets funded by lease financing agreements are included with the assets for the value of the outstanding lease payments. The related debt is recorded on the liabilities side of the balance sheet under "Loans and financial debts."

Amortization is in accordance with the aforementioned methods and rates, and the tax impact of this adjustment is taken into account.

As concerns sale and leaseback operations where margins are generated, they require:

- recognition of the sale on the income statement,
- amortization of the margin over the lease period, with this amortization recorded in liabilities (under deferred income).

3.5 Assets impairment

3.5.1 Intangible assets with a definite useful life and tangible assets.

Amortized assets are subject to an impairment test when, due to special events or circumstances, there is doubt as to whether their book value can be recovered. The recoverable value of fixed assets is then estimated and impairment is recognised when the book value of an asset is higher than its recoverable value.

The recoverable value of an asset is the highest value out of the net sales price of the asset and its useful value, determined by estimating future cash flows generated by the asset.

3.5.2 Intangible assets with an indefinite useful life and goodwill.

Assets with an indefinite useful life are not amortized and are subject to an annual impairment test.

For this test, fixed assets are grouped in Cash Generating Units (CGUs). The Cash Generating Unit is defined as a uniform group of assets generating cash inflows and outflows distinct from those of other asset groups.

Given the organisation in place in the group, the cash generating unit corresponds to the subsidiaries of CLASQUIN SA.

The useful value of assets is defined using the Discounted Cash Flow (DCF) method. Determining the useful value therefore requires, on the one hand, determination of cash flows arising from the continued use of the asset or from its withdrawal, and on the other hand, application of the relevant discount rate to these flows.

The methods used to determine the discount rate must ensure consistency with the nature of the risks involved when determining the cash flows themselves. Thus the standard defines the discount rate as a rate reflective of current market appraisals of the time value of money and the risks specific to the asset, and for which the cash flows have not been adjusted.

It is the return on investment rate required by investors if they were to choose an investment generating cash flows with an amount, maturity and risk profile equivalent to those that the company would hope to obtain for the asset itself. The rate is therefore in principle a market factor and not a factor specific to the company or its ability to generate cash flows when using the tested asset.

The discount rate may therefore be specific and incorporate specific risks for each CGU.

On 31st December 2007, the assumptions used to determine the discount rate for each CGU are as follows:

- a risk-free rate of 4.030% determined by referring to the French state's borrowing rates,
- a risk rate of 6.50% defined by referring to the risk premium required by investors on the small and mid-cap market,
- a specific risk rate of between 1.20% and 1.40% which takes into account the activity of each subsidiary, its maturity, the existence (or not) of a portfolio of recurrent business and the distribution of customers in this portfolio,
- an indefinite growth rate cautiously set at 1.50% in accordance with the outlook for the subsidiaries' activity.

These impairment tests are also subject to sensitivity tests on the growth rate and the discount rate, to make sure that the modification of these assumptions does not alter the outcome of the impairment test.

This impairment is recorded when the net book value of the intangible assets and goodwill is higher than their defined useful value.

Depreciation corresponding to goodwill is irreversible and cannot be written back even if the goodwill useful value is restored to a level higher than its book value.

3.6 Financial assets

This item mainly consists of deposits and guarantees paid and which are not amortized.

Moreover, it includes investment securities in non-consolidated companies. These securities are valued at their acquisition price, adjusted where required for a provision for depreciation, bringing them to their useful value.

3.7 Receivables and debts

Receivables and debts are valued at their nominal value.

A provision for depreciation is set aside when the inventory value of receivables, measured on a case-by-case basis, is below the book value.

Full or partial depreciation provisions are set aside for bad debts if their recovery is uncertain and there is a historical precedence.

At year-end, the Group companies evaluate their debts and receivables in currencies on the basis of the exchange rate at the time of closure.

Debts and receivables hedged against foreign exchange rate fluctuations are valued according to the rate in the hedge contract.

3.8 Financial hedging instruments

The Group enters into contracts for forward currency purchases and sales in order to hedge its positions in foreign currencies. In general, forward contracts do not exceed 3 months.

The financial instruments are valued for their fair value. Out of all the instruments used by the Group, no contract is considered as speculative under the terms of standard IAS 39. Analysis of the financial instruments used by the Group reveals:

- that the financial instruments are designed to hedge future cash flows and fall within the framework of “micro hedges”,
- the highly effective nature of hedging set up to compensate for variations in cash flows.

3.9 Compound financial instruments

The composite financial instruments issued by the Group comprise convertible bonds providing the bearer with a conversion option and a defined number of shares.
The “liability” component of the compound financial instrument is initially recorded at the fair value of an equivalent non-convertible instrument. The equity component initially recognised is determined by the difference between the fair value of the compound financial instrument as a whole and the fair value of the “liability” component.

After initial recording, the “liability” component of the compound financial instrument is valued on an amortized cost basis using the effective interest rate method. The equity component of the compound financial instrument is not remeasured after initial recording.

3.10 Cash account and marketable securities

Marketable securities are initially valued at their purchase or subscription price, excluding related charges.

The short-term investments are valued for their fair value, and underlying or realised gains or losses are recorded in the financial profit/loss. The fair value is determined by referral to the market price at the time of closure.

3.11 Income tax

In compliance with IAS 12, the Group accounts for deferred taxes as soon as a temporary difference occurs between the book value and the tax value of the assets and liabilities, and on unused tax losses.

Deferred taxes are calculated according to the liability method, by applying the last tax rate in force for each company. Deferred taxes are determined using the tax rate that has been enacted or substantively enacted by the end of the reporting period, and expected to apply to the period when the deferred tax asset is realised or the deferred tax loss settled.

Deferred tax assets are only taken into consideration if:

- recovery does not depend on future results;
- or recovery is likely due to taxable profits expected in the near future.

3.12 Provisions

In compliance with standard IAS 37 "Provisions, contingent liabilities and contingent assets", provisions are set aside when a commitment has been made with a third party at the year-end closing date and cash outflow is certain or probable at the account cut-off date with no equivalent cross-entry and future cash outflows can be reliably estimated.

This section includes the commitments whose maturity or amount is uncertain, resulting from trade disputes, labour disputes or other risks.

Generally speaking, the various disputes in which the company is involved were subject to a management review at the time of closure and, after taking external advice where relevant, the provisions considered necessary were set aside to cover the estimated risks.

3.13 Pension liabilities and similar benefits

3.13.1 Defined contribution plans

Contributions paid into defined contribution plans are accounted for as expenses related to employee benefits when they are due.

3.13.2 Defined benefit plans

In accordance with IAS 19, the retirement commitments arising from defined benefit plans are determined using the projected unit credit method.

For non-funded plans, the commitments concerning retirement gratuities are measured using the probable current value of the entitlement acquired, taking into account the legal provisions and collective bargaining agreements, according to actuarial assumptions, and in particular considering salary increases, staff turnover and mortality tables.

Actuarial differences are recognised as income or expenses for the financial year.

For French companies, the costs of these benefits are estimated according to the following assumptions:

- retrospective projected credit unit method (PBO-IAS19/FAS87)
- actuarial assumptions used:

. salary increase rate: 2%
. discount rate: 5,48%
. social contribution rate : 40%

- retirement age: 65
- turnover: low
- mortality table: TV 88/90
- Collective bargaining agreement: agreement specific to each French company or legal compensation if more favourable.

For foreign companies, the local rules apply, after alignment with the principles of IAS 19.

3.14 Financial liabilities

The financial liabilities correspond to the following items:

either a contractual obligation to provide another company with cash or another financial asset,

or a contract which will or which might be settled using the company's shareholder's equity.

The Group recognises financial liabilities when it signs a contract, i.e. on the date that it commits to such transactions.

Financial liabilities are mainly comprised of loans and short-term and long-term debt with credit institutions. These liabilities are initially accounted for at their fair value, which takes into account, where appropriate, the directly-related transaction costs. They are then remeasured for their amortized costs, on the basis of their effective interest rate.

3.15 Conversion method for currency transactions

Any transactions expressed in foreign currencies are converted at the exchange rate in force at the time of the transaction.

On account cut-off, balances in currencies are converted at the closing rate or the hedge rate for the hedged part. Any foreign exchange differences at that time and those generated on currency transactions are, where applicable, recorded in the financial results.

3.16 Sales recognition

3.16.1 Freight activity

Invoices issued by the company include:

- services for air and sea freight forwarding, customs, insurance, etc.
- customs liquidation (customs duties reinvoiced to customers).

Sales appearing in the income statement only include income reported once the service has been provided and only for the items described in paragraph a) above.

Customs liquidation is entered directly on the balance sheet.

3.16.2 LOG SYSTEM activity

LOG SYSTEM is an IT service provider, offering the following services and applying the following accounting methods:

- **Technical assistance, consulting, training, development services :**

Services invoiced on a time-spent basis:
These services are invoiced monthly or according to the terms of the contract.

Services covered by a contract:
These services are recorded using the percentage of completion method. Income earned on these contracts is recorded on the basis of an estimate of the contract's progress. The progress of the contract refers to the time actually spent expressed as a percentage of the total time planned for the contract. Sales for the contract are thus accounted for by applying the percentage of completion to the amount of sales for the contract.

- **Sales of materials and licences :**

Sales of materials and licences are invoiced at the time of delivery.

Any payback on licences or commission for business introducers generate a credit note, issued by the company at the time of invoicing. These credit notes are entered under purchases.

- **Contracts featuring different items:**

Invoicing clearly shows the different items in the contract.
The different items will therefore be accounted for according to their nature and the principles described here above.

3.17 Earnings per share

Net earnings per share correspond to the consolidated net profit group share divided by the average weighted number of shares of the parent company in circulation during the financial year (excluding own shares deducted from equity capital).

Diluted earnings per share correspond to consolidated net profit group share divided by the average weighted number of shares adjusted by the maximum impact of converting dilutive instruments into ordinary shares.

3.18 Consolidated cash flow statement

The cash flow statement is presented in compliance with standard IFRS 1, incorporating in particular the following rules:

- The gains and losses on disposals are given for the amount net of tax,
- Impairment of current assets is given in the cash inflows/outflows related to current assets,
- The net cash item assigned to acquisitions and disposals of subsidiaries corresponds to the acquisition price, from which is deducted the part of the price not yet paid, and less the net cash available (or increased by current cash liabilities) on the acquisition date, with similar logic to that applied to disposals,
- the cash lines at the start of the year and cash at year-end correspond to the cash assets (available cash or investment securities) from which are deducted the current cash liabilities (bank overdrafts). They do not incorporate current accounts with non-consolidated companies.

3.19 Post balance sheet events

The value of assets and liabilities on the balance sheet date is adjusted when events occurring after the end of the financial year significantly alter the amounts existing at the time of closure. These adjustments are made when the Board of Directors approves the financial statements.

Other events not impacting the financial statements are set out in the notes.

3.20 Determining fair value

A certain number of accounting methods/information require determination of the fair value of financial and non-financial assets and liabilities. The fair values are determined for valuation or information requirements according to the following methods:

- **Derivatives**

The fair value of forward currency contracts is based on their market-listed price.

- **Compound financial instruments**

The “liability” component of the compound financial instrument is initially recorded at the fair value of an equivalent non-convertible liability.

- **Share-based payment**

The fair value of the offer made to employees to subscribe to a fraction of the company's capital at a preferential rate, within the framework of the company saving plan, is valued according to the listed price of the share at the time of stock market flotation, taking into account the impact of the non-transferable nature of the options. It is considered that, as the shares were assigned at the time of stock market flotation, the usual fair value valuation methods were not usable. No market condition was attached to the transactions.

3.21 New standards and interpretations not yet applied

Certain new standards, amendments to standards and interpretations are not yet in force to the financial years closed on 31st December 2007 and have not therefore been applied when compiling the consolidation financial statements:

IFRS 8 “Operating segments” introduces the “management approach” to establish segment information. IFRS 8, which will be mandatory for the Group’s 2009 financial statements, requires the note concerning segment information to be based on internal reporting regularly reviewed by the Group’s main operational decision-maker. There should not be any significant impact on the consolidated financial statements.

The revised IAS 23 “Borrowing costs” removes the option of immediately recognising as an expense borrowing costs that relate to the acquisition, construction or production of a qualified asset. The application of the revised IAS 23 will be mandatory for the Group’s 2009 financial statements and will represent a change of accounting method. In accordance with the transitional measures, the Group will apply the revised IAS 23 to those qualified assets for which the capitalisation of borrowing costs starts as from the enforcement date of the standard.

IFRIC 11/IFRS 2 “Group and treasury share transactions” states that an arrangement for which payment is based on shares whereby an entity receives products or services in exchange for the allocation of its own equity capital instruments, should be recorded as an equity-settled share-based payment, regardless of the manner in which the entity obtains the equity capital instruments. The application of IFRIC 11 will apply retrospectively to the Group’s 2009 financial statements. There should not be any impact on the consolidated financial statements.

IFRIC 12 “Service concession arrangements” gives indications on certain issues concerning the recognition and valuation of concession arrangements in the public and private sector. IFRIC 12, which will be mandatory for the Group’s 2008 financial statements, should not have any impact on the consolidated financial statements.

IFRIC 13 “Customer loyalty programmes” deals with accounting for entities that run or take part in any way in customer loyalty programmes. The interpretation concerns loyalty programmes whereby customers may redeem credits awarded against free or discounted products or services. IFRIC 13, which will be mandatory for the Group’s 2009 financial statements, should not have any impact on the consolidated financial statements.

IFRIC 14/IAS 14 “The limit on a defined benefit asset, minimum funding requirements and their interaction” clarifies the date on which refunds or reductions in future contributions to the assets of a defined benefit plan are considered as available and specifies the impact of the minimum financing requirement on these assets. The interpretation also deals with the issue of when the minimum funding requirement may generate a liability. IFRIC 14 will apply retrospectively to the Group’s 2009 financial statements. The interpretation should not have any impact on the consolidated financial statements.

F. Switch to IFRS

This note sets out the principles and options applied by the CLASQUIN group for first-time adoption of IFRS and the differences with the French standards previously applied, along with the financial impacts of the adjustments made to the 2006 financial statements.

The 2006 IFRS accounts and the opening balance sheet of 1st January 2006 were established in compliance with standard IFRS 1 “First-time adoption of IFRS” and the standards and interpretations adopted on 31st December 2007 by the European Union.

1. First-time adoption of IFRS

Adjustments required for the first-time adoption of the IAS/IFRS framework

In accordance with the options provided for in the standard IFRS First-time adoption of International Financial Reporting Standards, the Group has decided, for its opening balance sheet:

- to maintain the historical costs for its tangible and intangible fixed assets and has not therefore carried out any remeasurement of their fair value for the opening balance sheet,
- not to reprocess business combination operations prior to 1st January 2006, in accordance with IFRS 3,
- to opt to reset the translation reserve to zero on 1st January 2006, as regards the conversion into Euros of accounts of those subsidiaries using a foreign currency as their operating currency.
- to recognise all cumulative actuarial gains and losses on the transition date.

Impact of the switch to IAS/IFRS standards

The main impacts related to the application of the new framework, notwithstanding the new presentation formats of the financial statements, are relatively limited and concern, as from 1st January 2006:

- the non-amortization of goodwill,
- provisions for pension commitments,
- the development costs of software assets: the fixed asset costs no longer appear under sales but are deducted from the expenses recorded.

Presentation of the main changes incurred by the application of the IAS/IFRS framework

<u>IAS 1 – Presentation of financial statements</u>

Income statement

Given the practice and the nature of the activity, the decision to present income statements where income and expenses are classified by their nature, preferable to the functional presentation, has been maintained.

The main changes affecting the income statement are:

- The notion of *operating income* and *operating income from ordinary activities*, where the difference between the two is that the Other operating income and expenses item must only include very limited, non-recurring and infrequent items, of a particularly significant amount, generally referred to in financial communication.
- The removal of extraordinary income.

Balance Sheet

The main modifications concern:

- the breakdown of assets and liabilities into current and non-current,
- the inclusion of minority interests in shareholder's equity,
- the "marketable securities" and "available cash" lines are grouped together in the "Cash and cash equivalents" line,
- fixed asset debt has been added to trade creditors and other accounts payable.

Cash flow statement

No modification incurred by the change of framework has been made to the net cash item. The only differences with the previous presentation concern restatements and more detailed indications.

IAS 12 – Deferred taxes

The deferred tax is recorded in the consolidated accounts depending on the temporary differences known.

Temporary differences only give rise to deferred tax where they can be assigned to profits.

Deferred taxes related to losses carried over are recorded where their recovery is probable thanks to future taxable profits.

The impact on shareholder's equity was €257 k on 1st January 2006 and €152 k on 31st December 2006
The impact on the 2006 result is -€105 K.

Moreover, for each restatement related to the switch to IFRS, deferred tax was recorded, either in shareholder's equity or in the result.

Finally, tax receivables and debts have been split into receivables and debts due and deferred receivables and debts on the IFRS balance sheet.

IAS 16 – Property, plant and equipment

Property, plant and equipment continue to appear on the balance sheet for their historical acquisition cost. They are not subject to revaluation.

Bearing in mind former practices, the application of IAS 16 – Property, plant and equipment has not affected the group's financial statements.

IAS 17 – Leases

CLASQUIN SA resorted to leases between 2004 and 2006 for material and software produced by LOG SYSTEM. The sales price to the lessor included a margin which was not amortized.

Within the framework of the switch to IFRS, these software and material lease operations require:

- the accounting of a sale to a third party,
- amortization of the margin as the goods form part of a leasing contract. A liability is recorded for the amortization of the margin.

The impact on shareholder's equity was -€62 k on 1st January 2006 and -€56 k on 31st December 2006
The impact on the 2006 result is +€6 K after deferred taxes.

IAS 19—Employee benefits

Provisions for employee benefits for countries where regulations and/or practice exist meant that, for the first time on 1st January 2006, the CLASQUIN group set up a provision for its commitments toward CLASQUIN SA and LOG SYSTEM.

The impact on shareholder's equity was -€107 k on 1st January 2006 and -€122 k on 31st December 2006.
The impact on the 2006 result is -€15 K after deferred taxes.

IAS 38 – Intangible assets

There are two categories of Research and Development costs:

- internal software,
- development projects

A specific amortization period is applied to each of these categories.

Internal software:

Under standard 99-02, the margin on internal transfers from LOG SYSTEM to CLASQUIN SA was not neutralised as it was insignificant. During the switch to IFRS, this simplification was removed and the margin not of amortization was eliminated.

The impact on shareholder's equity was -€21 k on 1st January 2006 and -€28 k on 31st December 2006, with an impact of -€7 k on the 2006 result after deferred taxes.

Development projects:

LOG SYSTEM has development costs which were not subject to reinvoicing or which were not part of a specific order. These are expenses committed for the ANAPATH project, designed to improve functions. This project meets the criteria for recognition of the assets on the balance sheet and will be activated under IFRS.

The impact on shareholder's equity was +€23 k on 1st January 2006 and +€23 k on 31st December 2006.
The impact on the result is therefore nil, with an impact of +€35 k on Research and Development and -€35 k on depreciation and amortization.

Portfolio repurchases:

SECURE CUSTOMS BROKERS, a subsidiary of CLASQUIN USA has repurchased a customer portfolio for $20 k. This asset was subject to amortisation in the company accounts over 15 years.

This duration does not seem representative of the period over which the acquired customer portfolio will generate income; a more appropriate duration would be five years. Moreover, the commission paid out according to the earn-out clause was recorded as an expense by the subsidiary and was not restated during consolidation, given its non-significant nature. This simplification was removed during the switch to IFRS.

Consequently, the switch to IFRS requires an increase in the asset value for the amount of the earn-out clause, and an adjustment of the amortization period of this asset from 15 to 5 years.

The impact on shareholder's equity was +€18 k on 1st January 2006 and +€15 k on 31st December 2006, with an impact of -€3 k on the 2006 result after deferred taxes, including -€2 k in foreign currency exchange reserves.

IAS 39 – Financial instruments

Hedging instruments:

Financial instruments are measured at their fair value. These contracts are cash flow hedge instruments, whose variations in value are recorded under shareholder's equity for the effective part and under the result for the ineffective part.

On 1st January 2006 and 31st December 2006, the impact on the variation in value was insignificant.

Convertible bonds:

Within the framework of IAS 32, the convertible bond loan must, when it is first recorded, be divided into the liability component and the equity component.

On 1st January 2006, the equity component was measured at €30 k.

IFRS 2 – Share-based payment

In 2006, the preferential purchase offering price reserved for employees within the framework of the employee profit-sharing scheme had no accounting effect under French standards.

IFRS 2 considers that the difference between the price paid by the employee and the fair value of the offer is a benefit granted to employees, and as such should be recognised under labour costs during the year of assignment.

Within the framework of IFRS standards, there was no impact on equity capital on 1st January 2006 but this benefit led to the recognition of an expense of €99 k in 2006, in compensation of the shareholder's equity (share issue premium).

IFRS 3 – Business combinations

Business intangibles arising from the allocation of initial consolidation differences as previously practiced under French standards has been grouped together with goodwill.

The revised IAS 36 removes the amortization of goodwill but now requires an annual impairment test (and each time that there is any indication of impairment) for intangible assets with an indefinite useful life and for goodwill arising from a business combination. The amortization recorded under French standards for the year 2006 has therefore been reversed under IFRS principles.

As indicated in note 3.1 in Chapter E “Financial reporting framework, consolidation procedure, valuation methods and rules”, impairment tests for intangible assets based on discounted cash flow method are now implemented by the group.

Within the framework of IFRS standards, there was no impact on equity capital on 1st January 2006 but this amortization expense for goodwill for 2006 was restated (impact of +€28 k on the 2006 result).

2. Impact on the net position on 1st January 2006 and 31st December 2006

Breakdown of consolidated shareholders' equity in K€	Capital	Issue premium	Consolidated reserves	Foreign currency exchange reserve	Group share	Minority interests	Total shareholder's equity
At 01/01/2006 (French accounting standards 99-02)	**3.800**		**978**	**48**	**4.826**	**152**	**4.978**
Translation difference reset to zero on 1st January 2006 (IFRS 1)			48	-48	**0**		**0**
Goodwill impairment (IAS 36)					**0**		**0**
Leases (IAS 17)			-44		**-44**	-18	**-62**
Intangible assets – development costs (IAS 38°			16		**16**	7	**23**
Tangible and intangible assets – intra-group transfers (IAS 38/IAS 16)			-15		**-15**	-6	**-21**
Customer portfolio valuation (IAS 38)			15		**15**	3	**18**
Employee benefits – pension commitments (IAS 19)			-103		**-103**	-4	**-107**
Shareholder's equity component of the bond loan (IAS 32/39)			30		**30**		**30**
Deferred tax (IAS 12)			257		**257**		**257**
At 01/01/2006 (IFRS)	**3.800**	**0**	**1.182**	**0**	**4.982**	**134**	**5.116**

Breakdown of consolidated equity capital in K€	Capital	Issue premium	Consolidated reserves	Foreign currency exchange reserve	Group share	Minority interests	Total equity capital
At 01/01/2006 (IFRS)	**3.800**		**1.182**	**0**	**4.982**	**134**	**5.116**
Capital increase	660	3.799			**4.459**		**4.459**
Dividend distributed			-517		**-517**		**-517**
31/12/2006 result under French standards			2.541		**2.541**	18	**2.559**
Translation difference – frozen on 31st December 2006				-331	**-331**	-7	**-338**
Change in consolidation scope			6		**6**		**6**
IFRS restatements							
Goodwill impairment (IAS 36)			25		**25**	3	**28**
Leases (IAS 17)			4		**4**	2	**6**
Intangible assets – development costs (IAS 38)			0		**0**	0	**0**
Tangible and intangible assets – intra-group transfers (IAS 38/IAS 16)			-5		**-5**	-2	**-7**
Customer portfolio valuation (IAS 38)			-3		**-3**	0	**-3**
Foreign exchange difference on customer portfolio valuation			2	-2	**0**		**0**
Employee benefits – pension commitments (IAS 39)			-14		**-14**	-1	**-15**
Deferred tax (IAS 12)			-105		**-105**		**-105**
Share-based payment (IFRS 2)		99	-99		**0**		**0**
Sundry adjustments			5		**5**	-5	**0**
At 31.12.06 (IFRS)	**4.460**	**3.898**	**3.022**	**-333**	**11.047**	**142**	**11.189**
Reminder at 31.12.06 (French standards)	**4.460**	**3.799**	**2.782**	**-57**	**10.984**	**163**	**11.147**

3. Opening balance sheet on 1st January 2006

ASSETS (in € thousand)	French accounting standards 99-02	IFRS restatements	IFRS restatements	IFRS accounting standards
Goodwill	160			160
Intangible fixed assets	1.141		28	1.169
Tangible fixed assets	991		-1	990
Shares in non consolidated cies	19			19
Other financial assets	358			358
Deferred taxes	21	19	351	391
TOTAL NON-CURRENT ASSETS	**2.690**	**19**	**378**	**3.087**
Inventories				
Trade accounts receivable	11.793			11.793
Other current assets	4.302	-19		4.283
Cash and cash equivalents	12.995			12.995
Deferred charges	1.046			1.046
TOTAL CURRENT ASSETS	**30.136**	**-19**		**30.117**
TOTAL ASSETS	**32.826**	**0**	**378**	**33.204**

LIABILITIES (in € thousand)	French accounting standards 99-02	IFRS reclassification	IFRS restatements	IFRS accounting standards
Capital	3.800			3.800
Issue premium	0			0
Consolidated reserves	-1.112	49	155	-908
Retained earnings	2.090			2.090
Foreign currency exchange reserves	48	-49	1	0
EQUITY GROUP SHARE	**4.826**	**0**	**156**	**4.982**
Minority reserves	129		-18	111
Minority share in profit/loss	**23**			23
EQUITY - MINORITY INTERESTS	152		-18	134
TOTAL SHAREHOLDER'S EQUITY	**4.978**		**138**	**5.116**
Deferred taxes		5	17	22
Non-current provisions	**548**	-472	160	236
Long-term financial debt	2.144	-609	-30	1.505
TOTAL NON-CURRENT LIABILITIES	**2.692**	**-1.076**	**147**	**1.763**
Current provisions		472		472
Short-term financial debt		609		609
Bank overdrafts	1.703			1.703
Trade creditors and other accounts payable	20.422			20.422
Tax and welfare liabilities	2.363	-141		2.222
Tax debt due		141		**141**
Other current liabilities	**564**	-5		559
Deferred income	**104**		93	197
TOTAL CURRENT LIABILITIES	**25.156**	**1.076**	**93**	**26.325**
TOTAL LIABILITIES	**32.826**	**0**	**378**	**33.204**

4. Balance on 31st December 2006

ASSETS (in € thousand)	French accounting standards 99-02	IFRS reclassification	IFRS restatements	IFRS accounting standards
Goodwill	132		28	160
Intangible fixed assets	1.196		20	1.216
Tangible fixed assets	1.095		-7	1.088
Shares in non consolidated cies	17			17
Other financial assets	348			348
Deferred taxes	48	26	255	329
TOTAL NON-OPERATING ASSETS	**2.836**	**26**	**296**	**3.158**
Inventories				
Trade accounts receivable	29.804			29.804
Other current assets	2.567	-26		2.541
Cash and cash equivalents	5.560			5.560
Deferred charges	844			844
TOTAL CURRENT ASSETS	**38.775**	**-26**		**38.749**
TOTAL ASSETS	**41.611**	**0**	**296**	**41.907**

LIABILITIES (in € thousand)	French accounting standards 99-02	IFRS reclassification	IFRS restatements	IFRS accounting standards
Capital	4.460			4.460
Issue premium	3.799		99	3.898
Consolidated reserves	240		159	399
Retained earnings	2.541		-192	2.349
Foreign currency exchange reserve	-57		-2	-59
EQUITY GROUP SHARE	**10.984**		**64**	**11.048**
Minority share	146		-19	127
Minority share in profit/loss	18		-3	15
EQUITY - MINORITY INTERESTS	**164**		**-22**	**142**
TOTAL SHAREHOLDER'S EQUITY	**11.147**		**42**	**11.189**
Deferred taxes		8	17	25
Non-current provisions	661	-565	183	279
Long-term financial debt	2.944	-1.198	-30	1.716
TOTAL NON-CURRENT LIABILITIES	**3.605**	**-1.755**	**170**	**2.020**
Current provisions		565		565
Short-term financial debt	.	1.198		1.198
Bank overdrafts	943			943
Trade creditors and other accounts payable	22.386			22.386
Tax and welfare liabilities	2.972	-291		2.681
Tax debt due		291		**291**
Other current liabilities	353	-8		345
Deferred income	205		84	289
TOTAL CURRENT LIABILITIES	**26.859**	**1.755**	**84**	**28.698**
TOTAL LIABILITIES	**41.611**	**0**	**296**	**41.907**

5. Income statement on 31st December 2006

in K€	French accounting standards 99-02	IFRS reclassification	IFRS restatements	IFRS accounting standards
Sales	106.172		-290	105.882
Other income, provisions reversals and transfers of charges	880	-880		
TOTAL OPERATING INCOME	**107.052**	**-880**	**-290**	**105.882**
Cost of sales		82.104	-85	82.019
GROSS PROFIT	**107.052**	**-82.984**	**-205**	**23.863**
Other purchases and external expenses	87.517	-82.104	-49	5.364
Taxes and duties	514			514
Labour costs	13.848		-72	13.776
Provisions/reversals of provisions & amortization	1.437	-280	43	1.200
Other operating income (expenses)	262	-600		-338
CURRENT OPERATING INCOME	**3.474**	**0**	**-127**	**3.347**
Income (loss) on disposal of fixed assets .		10		10
Other non-current income (expenses)		-95		-95
Exceptional income	129	-129		
Exceptional charges	-214	214		
OPERATING INCOME	**3.389**	**0**	**-127**	**3.262**
FINANCIAL INCOME (LOSS)	**29**			**29**
Amortization of goodwill	28		-28	
PROFIT BEFORE TAX	**3.390**	**0**	**-99**	**3.291**
Taxes on operating income	831	33		864
Deferred taxes		-33	96	63
CONSOLIDATED NET PROFIT	**2.559**	**0**	**-195**	**2.364**
Minority interests	18		-3	15
NET PROFIT GROUP SHARE	**2.541**	**0**	**-192**	**2.349**

6. Cash flow statement on 31st December 2006

in K€	French accounting standards 99-02	IFRS restatements and reclassification	IFRS accounting standards
Cash position at start of year	**11.291**		**11.291**
OPERATING ACTIVITIES			
Net profit group share	**2.541**	**-192**	**2.349**
Elimination of expenses and income not impacting cash flow or not linked to the activity :			
Depreciation and provisions	1.129	14	1.143
Underlying gains (-) and losses (+) related to variations in fair value	-183		-183
Capital gains (-) or losses (+) on disposals	-111		-111
Minority share in the profit/loss of consolidated companies	18	-4	14
Cash flow from operating activities	**3.394**	**-182**	**3.212**
Cost of net debt		191	191
Tax expenses (including deferred taxes)	250	955	1.205
Cash flow from operating activities before cost of net debt and tax expenses	**3.644**	**964**	**4.608**
Taxes paid		-714	-714
Change in inventories			0
Changes in trade receivables, deferred income	-18.011	93	-17.918
Changes in trade payables, deferred charges	1.965	202	2.167
Changes in other assets and liabilities	2.435	-448	1.987
Exchange rates differences on WCR	86		86
Variations in Working Capital Requirement	**-13.525**	**-153**	**-13.678**
Cash flow from operating activities (A)	**-9.881**	**97**	**-9.784**
INVESTMENT ACTIVITIES			
Acquisitions of tangible fixed assets	-578	4	-574
Acquisitions of intangible fixed assets	-581	-10	-591
Disposal of tangible and intangible fixed assets	10		10
Acquisitions of financial assets	-60		-60
Disposal of financial assets	40		40
Net cash assigned to acquisition and disposal of subsidiaries	6		6
Cash flow from investment activities (B)	**-1.163**	**-6**	**-1.169**
FINANCING ACTIVITIES			
Capital increase	5.015		5.015
Dividend payments to shareholders of the parent company	-513		-513
Dividend payments to minority shareholders of consolidated companies	-5		-5
Variation in other equity capital	-834	100	-734
Inflows from new loans	1.000		1.000
Outflows for loan repayments	-642		-642
Contributions (+) from/repayments (-) to associate current accounts	445		445
Cost of net debt		-191	-191
Cash flow from financing activities (C)	**4.466**	**-91**	**4.375**
Impact of exchange rate fluctuations (D)	**-96**		**-96**
Net cash inflow/outflow (A+B+C+D)	**-6.674**	**0**	**-6.674**
Cash position at closing	**4.617**		**4.617**

G. Key events

1. Creation and closure of subsidiaries abroad

- No subsidiaries were either created or closed during the 2007 financial year.

2. Opening of offices abroad and in France

- No new offices were opened during the 2007 financial year.

H. Business activity and list of consolidated companies

1. Business

Group operations are focused on 2 main areas:

- Activity 1: air freight forwarding and related services.
- Activity 2: sea freight forwarding and related services.
- Other services outside these areas (including related services) are fairly limited and are thus not listed in the business line breakdown.

These areas were retained within the framework of activity segments set out in paragraph 14 of Chapter I "Explanation of the balance sheet and income statement accounts and their variations

2. List of consolidated companies

The companies included within the scope of consolidation are listed below:

ASIA – PACIFIC - USA			
Name of company	**% control**	**% interest**	**Consolidation method**
CLASQUIN JAPAN	100 %	100 %	FC
CLASQUIN SINGAPORE	100 %	100 %	FC
CLASQUIN FAR EAST	100 %	100 %	FC
CLASQUIN AUSTRALIA	100 %	100 %	FC
CLASQUIN KOREA	100 %	100 %	FC
CLASQUIN THAILAND	100 %	49 %	FC
CLASQUIN MALAYSIA	100 %	100 %	FC
CLASQUIN USA	80 %	80 %	FC
CLASQUIN CANADA	80 %	80 %	FC
SECURE CUSTOMS BROKERS	80 %	80 %	FC

EUROPE			
Name of company	**% control**	**% interest**	**Consolidation method**
CLASQUIN SA	Parent company	Parent company	FC
CLASQUIN ITALY	100 %	100 %	FC
CLASQUIN SPAIN	100 %	100 %	FC
LOG SYSTEM (1)	70 %	70 %	FC

(1) LOG SYSTEM is an IT service provider which develops software, either for the Group, or for third party customers.

3. Changes in the consolidation scope

3.1 Entries/exits

- During financial year 2007, there was no acquisition or disposal of companies and no subsidiaries were created or closed.

3.2 Internal restructuring

No internal restructuring took place in 2007.

3.3 Changes in consolidation methods

No change in consolidation methods was observed in 2007.

4. Acquisitions or disposals of equity investments after year-end

Between the end of the financial year and the date on which the accounts were approved, CLASQUIN SA acquired the company GUEPPE Développement, road haulage and logistics specialist.

The company and its subsidiaries achieved sales of €8.5 million in 2007, with pre-tax net profit of €1.5 million and €1.1 million after tax.

I. Explanation of the balance sheet and income statement accounts and their variations

The tables below are an integral part of consolidated accounts.

1. Goodwill

Goodwill relates to the companies listed in the table below:

SUBSIDIARIES	Net amount of goodwill
CLASQUIN SPAIN	0,5
LOG SYSTEM	19,0
CLASQUIN JAPAN	57,0
SECURE CUSTOMS BROKERS	3,5
CLASQUIN THAILAND	80
TOTAL	**160**

For a detailed description of the impairment tests on goodwill, refer to section 3.5.2 of Chapter E “Financial reporting framework, consolidation procedure, valuation methods and rules”.

2. Other intangible assets

2.1. Gross value

In order to optimize Group efficiency an integrated management software programme was developed in-house.

This system was rolled out in all the subsidiaries, except for the AEOLUS operating software.

AEOLUS is installed in the following subsidiaries: France, Italy, Spain, Hong Kong, Australia, Singapore, Thailand and the USA. Together these subsidiaries represent more than 83% of the Group’s activity.

Variations in other intangible fixed assets for the 2006 and 2007 financial years are presented in the table below:

OTHER INTANGIBLE ASSETS (in € thousand)	Gross value at 01/01/2006	Change in consolidation scope	Acquisitions	Disposals	Foreign exchange difference	Gross value at 31/12/2006
Start-up costs	51		7			58
Software (1)	1.486		86	89	-3	1.479
Leased software ***(1)***	1.651		286			1.937
R&D: internal software	695		177			873
R&D: development projects	72		35			106
Other intangible assets	23				-2	21
TOTAL	**3.978**		**591**	**89**	**-5**	**4.474**

(1) From July 1st 2006, CLASQUIN SA stopped financing its IT investments (software and equipment) through leases.

OTHER INTANGIBLE ASSETS (in € thousand)	Gross value at 01/01/2007	Change in consolidation scope	Acquisitions	Disposals	Foreign exchange difference	Gross value at 31/12/2007
Start-up costs	58		0		-4	54
Software	1.479		437	7	-1	1.908
Leased software	1.937					1.937
R&D: internal software	873		375			1.248
R&D: development projects	106		32	38		100
Other intangible assets	21				-2	19
TOTAL	**4.474**		**844**	**45**	**-7**	**5.266**

2.2. Depreciation

Depreciation (in K€)	Value at 01/01/2006	Change in consolidation scope	Provisions	Reversals	Foreign exchange difference	Value at 31/12/2006
Start-up costs	28		10			38
Software	1.341		59	89	-2	1.309
Leased software	889		289			1.178
R&D: internal software	513		146			659
R&D: development projects	37		35			72
Other intangible assets	2		1			3
TOTAL	**2.810**		**540**	**89**	**-2**	**3.259**

Depreciation (in K€)	Value at 01/01/2007	Change in consolidation scope	Provisions	Reversals	Foreign exchange differences	Value at 31/12/2007
Start-up costs	38		9		-3	44
Software	1.309		97	6	-2	1.398
Leased software	1.178		299			1.477
R&D: internal software	659		139			798
R&D: development projects	72		34	38		68
Other intangible assets	3		1			4
TOTAL	**3.259**		**579**	**44**	**-5**	**3.789**

At December 31st 2006 and 2007, the net book value of all the software can be broken down as follows:

AMOUNTS (in K€)	Net book value at 31/12/2007	Net book value at 31/12/2006
Operating software (AEOLUS, LILAUS, etc.)	926	945
Financial management software (EXACT, COGNOS, e-GOR, etc.)	494	196
CRM software (E-Tracing, ORCHID)	0	1
R&D: ANAPATH development projects	32	34
TOTAL	**1.452**	**1.176**

3. Tangible assets

3.1. Gross value

TANGIBLE ASSETS (in € thousand)	Gross value at 01/01/2006	Change in consolidation scope	Acquisitions	Disposals	Foreign exchange difference	Gross value at 31/12/2006
Buildings	4					4
Fixtures/fittings	639	-4	104	10	-15	714
Leased IT equipment (1)	453		113			566
Other tangible assets (1)	1.533		352	82	-55	1.748
TOTAL	**2.629**	**-4**	**569**	**92**	**-70**	**3.032**

(1) From July 1st 2006, CLASQUIN SA stopped financing its IT investments (software and equipment) through leases.

TANGIBLE ASSETS (in € thousand)	Gross value at 01/01/2007	Change in consolidation scope	Acquisitions	Disposals	Foreign exchange difference	Gross value at 31/12/2007
Buildings	4					4
Fixtures/fittings	714		106	18	-19	783
Leased IT equipment	566		25			591
Other property, plant & equipment	1.748		431	208	-52	1.919
TOTAL	**3.032**		**562**	**226**	**-71**	**3.297**

3.2. Depreciation

DEPRECIATION (in € thousand)	Depreciation at 01/01/2006	Change in consolidation scope	Provisions	Reversals	Foreign exchange difference	Depreciation at 31/12/2006
Buildings	1		0			1
Fixtures/fittings	332	-4	109	41	-7	389
Leased IT equipment	131		180			311
Other property, plant & equipment	1.175		161	51	-43	1.242
TOTAL	**1.639**	**-4**	**450**	**92**	**-50**	**1.943**

DEPRECIATION (in € thousand)	Depreciation at 01/01/2007	Change in consolidation scope	Provisions	Reversals	Foreign exchange difference	Depreciation at 31/12/2007
Buildings	1		1			2
Fixtures/fittings	389		78	15	-12	440
Leased IT equipment	311		175			486
Other property, plant & equipment	1.242		229	188	-40	1.243
TOTAL	**1.943**		**483**	**203**	**-52**	**2.171**

4. Financial assets

4.1. Gross value

FINANCIAL ASSETS (in € thousand)	Gross value at 01/01/2006	Change in consolidation scope	Acquisitions	Disposals	Foreign exchange difference	Gross value at 31/12/2006
Shares in non-consolidated companies	55					55
Deposits and guarantees	319	-15	51	9	-8	338
Loans to non-consolidated companies			6			6
Other financial assets	35		8	31	-1	11
TOTAL	**409**	**-15**	**65**	**40**	**-9**	**410**

FINANCIAL ASSETS (in € thousand)	Gross value at 01/01/2007	Change in consolidation scope	Acquisitions	Disposals	Foreign exchange difference	Gross value at 31/12/2007
Shares in non-consolidated companies	55			5		50
Deposits and guarantees	338		49	44	-16	327
Loans to non-consolidated companies	6			6		0
Other financial assets	11		27	7	-1	30
TOTAL	**410**		**76**	**62**	**-17**	**407**

4.2. Depreciation

DEPRECIATION (in € thousand)	Depreciation at 01/01/06	Change in consolidation scope	Provisions	Reversals	Foreign exchange difference	Depreciation at 31/12/2006
Shares in non-consolidated companies	31		7			38
Deposits and guarantees	1		2	2		1
Loans to non-consolidated companies	0		6			6
TOTAL	**32**		**15**	**2**		**45**

DEPRECIATION (in € thousand)	Depreciation at 01/01/2007	Change in consolidation scope	Provisions	Reversals	Foreign exchange difference	Depreciation at 31/12/2007
Shares in non-consolidated companies	38		2	5		35
Deposits and guarantees	1		1			2
Loans to non-consolidated companies	6			6		0
TOTAL	**45**		**3**	**11**		**37**

5. Trade accounts receivable

Receivables can be broken down as follows:

AMOUNTS (in K€)		Gross value at 31/12/2007	Gross value at 31/12/2006
Trade accounts receivable		30.440	28.437
Customer invoices to be issued		2.422	1.834
Other receivables		2.836	2.540
Deferred income	(1)	(174)	(289)

(1) Deferred income mainly includes sales invoiced to customers for business executed subsequent to closing.

6. Depreciation of current assets

DEPRECIATION (in € thousand)	Value at 01/01/2006	Provisions	Reversal	Foreign exchange difference	Value at 31/12/06
Trade accounts receivable	379	216	120	-8	467
TOTAL	**379**	**216**	**120**	**-8**	**467**

DEPRECIATION (in € thousand)	Value at 01/01/2007	Provisions	Reversal	Foreign exchange difference	Value at 31.12.07
Trade accounts receivable	467	300	163	-14	590
TOTAL	**467**	**300**	**163**	**-14**	**590**

7. Cash and cash equivalents

AMOUNTS (in € thousand)	At 31/12/2007	At 31/12/2006
Marketable securities	1.799	
Bank accounts and cash	5.308	5.560
TOTAL	7.107	5.560

8. Shareholder's equity

8.1. Composition of issued capital

Further to the capital increase as a result of the IPO on January 31st 2006, the issued capital of CLASQUIN SA comprises 2,229,931 shares each with a par value of € 2.

Please refer to Chapter D "Variation in shareholder's equity – group share – and minority interest", on page 38 of this document.

It should be noted that as from 1st January 2006, translation differences due to the difference between the valuation of shareholder's equity at the financial year's opening rate and the closing rate, to which are added differences due to the valuation of the income statements at the average annual rate, are no longer assigned to the consolidated reserves but to the "foreign currency exchange reserves" account.

8.2. Dividend

The dividend paid by CLASQUIN SA to its shareholders was €512,884 in 2006, and €624,381 in 2007.
The dividend paid by LOG SYSTEM to its minority shareholders was €4,800 in 2006, and €5,400 in 2007.

9. Provisions

9.1. Figures

Variations in provisions for the 2006 and 2007 financial years can be broken down as follows:

PROVISIONS (in € thousand)	Subsidiaries	Amount at 01/01/2006	Provisions	Foreign exchange difference	Amount of reversals		Amount at 31/12/2006
					used	not used	
Non conversion premium on bond loan	Holding	28	20				48
Commitments for pension and similar benefits	Hold&subsid.	214	35	-3	-15		231
TOTAL NON-CURRENT PROVISIONS		**242**	**55**	**-3**	**-15**		**279**
Suppliers and customers	Holding	17	96			-26	87
CLASQUIN NETHERLANDS guarantees (1)	Holding	336	18				354
Social risk (2)	Holding		101				101
Adjustment for customs accounts of prev. year	Holding	113	30			-120	23
TOTAL CURRENT PROVISIONS		**466**	**245**			**-146**	**565**

PROVISIONS (in € thousand)	Subsidiaries	Amount at 01/01/2007	Provisions	Foreign exchange difference	Amount of reversals		Amount at 31/12/2007
					used	not used	
Non conversion premium on bond loan	Holding	48	20				68
Commitments for pension and similar benefits	Hold&subsid.	231	29	-1	-7	-52	200
TOTAL NON-CURRENT PROVISIONS		**279**	**49**	**-1**	**-7**	**-52**	**268**
Suppliers and customers	Holding	87	57			-43	101
CLASQUIN NETHERLANDS guarantees (1)	Holding	354	229		-200		383
Social risk (2)	Holding	101	63		-73	-50	41
Adjustment for customs accounts of prev. year	Holding	23	37			-2	58
TOTAL CURRENT PROVISIONS		**565**	**386**		**-273**	**-95**	**583**

(1) Guarantees granted for the subsidiary CLASQUIN NETHERLANDS (closed in 2000) come to €544 K.
A decision by the court of first instance in Utrecht (Netherlands) was handed down in August 2007, condemning Clasquin SA for the sum of €650,000 (capital + interest + legal fees).
While it contested this decision, Clasquin SA settled a sum of €200,000 on 23rd October 2007.
The settlement of this sum was recorded under extraordinary expenses and a reversal of provisions for the same amount was recorded.
After having attempted negociations with the guarantor institutions to reach an out-of-court settlement, the company then decided to launch an appeal.
Regarding the remaining €450,000, extra provision of €229,000 has been set aside, bring the total amount provisioned to €383,000.
The Company considers demands in excess of this sum to be unfounded.

(2) The amount provisioned includes on-going litigation since 2002 between CLASQUIN SA and a former employee. The company won the first case before the French Labour court. On appeal, the employee's claims were dismissed but the Court of Cassation quashed the decision and the case has been put before a different juridiction. The Company acknowledged the Court of Cassation's decision and provisioned € 50,000 in its 2006 annual accounts, pending the Court of Appeal's decision.
The Court of Appeal validated the position of the Court of Cassation and the company was condemned. The provision set aside in 2006 was restated and the corresponding charge recorded on 31st December 2007 for an amount of €112,500.

9.2. Retirement payments

These are summarised in the following tables:

Provisions / commitments for pension and similar benefits in K€	At 31/12/2007	At 31/12/2006
CLASQUIN SA	113	158
LOG SYSTEM	18	25
CLASQUIN JAPAN	34	30
CLASQUIN ITALY	35	18
TOTAL	**200**	**231**

SUBSIDIARIES PAYING RETIREMENT GRATUITIES TO **A FUND MANAGEMENT**	2007 expense (in € thousand)
CLASQUIN KOREA (severance & retirement benefit)	31
CLASQUIN AUSTRALIA (Superannuation)	43
CLASQUIN FAR EAST (MPF Contribution)	22

SUBSIDIARIES WITH NO PENSION LIABILITY, IN ACCORDANCE WITH COUNTRY LEGISLATION IN FORCE	Subsidiary headcount at 31/12/2007
CLASQUIN SPAIN	12
CLASQUIN USA	17
SECURE CUSTOMS BROKERS	3
CLASQUIN CANADA	3
CLASQUIN SINGAPORE	13
CLASQUIN THAILAND	15
CLASQUIN MALAYSIA	11

10. Share-based payment

In 2006, the company set up a company savings scheme enabling its employees to subscribe to CLASQUIN SA shares at the time of the IPO.

Employees concerned/ Date of allocation	Number of shares subscribed	Terms of acquisition	Duration of options
Actions subscribed by employees via the "Clasquin Performances" investment fund on 31st January 2006.	31.931	Price set at €12.40 (after 20% allowance) for salaries with 3 months seniority or more.	Immediate but shares inaccessible for 5 years

The difference between the fair value of the shares (the share price having been set at €15.50 at the time of stock market flotation) and the price paid by the employees resulted in recognition of an employee expense of €99,000 in the accounts for the 2006 financial year.

11. Deferred taxes

Deferred tax accounted for in the consolidated financial statements at December 31st 2006 and 2007 had the following impact, item by item:

DEFERRED TAX ASSETS (in € thousand)	Amount at 01/01/2006	Impact on reserves	Impact on profit	Other variations	Amount at 31/12/2006
Lease financing	-29		33		4
Intangible assets (internal software)	10		3		13
Lease financing (amortization of the margin)	31		-3		28
Provision for paid holidays	43		-7		36
Organic	7		1		8
Provision for retirement gratuities	53		8		61
Other temporary differences	37		13	-1	49
Tax losses to be carried forward	239		-109		130
TOTAL EXPENSE (-) / INCOME (+)	**391**		**-61**	**-1**	**329**
DEFERRED TAX LIABILITIES (in € thousand)	**Amount at 01/01/2006**	**Impact on reserves**	**Impact on profit**	**Other variations**	**Amount at 31/12/2006**
Intangible fixed assets :					
- ANAPATH development projects	12		0		12
- customer portfolio repurchase	6		-1		5
Other temporary differences	5		3		8
TOTAL EXPENSE (-) / INCOME (+)	**23**		**2**		**25**

Net	**368**		**-63**	**-1**	**304**

DEFERRED TAX ASSETS (in € thousand)	Amount at 01/01/2007	Impact on reserves	Impact on profit	Other variations	Amount at 31/12/2007
Lease financing	4		12		16
Intangible assets (internal software)	13		20		33
Lease financing (amortization of the margin)	28		-13		15
Provision for employee profit-sharing plan			18		18
Provision for paid holidays	36		-24		12
Organic	8		1		9
Provision for retirement gratuities	61		-17		44
Other temporary differences	49		-11	-3	35
Tax losses to be carried forward	130		-62		68
TOTAL EXPENSE (-) / INCOME (+)	**329**		**-76**	**-3**	**250**

DEFERRED TAX LIABILITIES (in € thousand)	Amount at 01/01/2007	Impact on reserves	Impact on profit	Other variations	Amount at 31/12/2007
Intangible fixed assets:					
- ANAPATH development projects	12		-1		11
- customer portfolio repurchase	5		-2	-1	2
Other temporary differences	8		8		16
TOTAL EXPENSE (+) / INCOME (-)	**25**		**5**	**-1**	**29**

Net	**304**		**-81**	**-2**	**221**

The “other variations" column refers to the difference between the exchange rates used (average rate and closing rate).

12. Loans and debts

12.1. Nature, variation and maturity of loans and financial debts

NATURE (in € thousand)	Subsidiary	Amount at 01/01/2006	New loan	Foreign exchange difference	Loan repaymt.	Amount at 31/12/2006	Year 2007	2008 to 2010	After 2010
Bond loans *(1)*	Holding	470				470		470	
Bank loans *(2)*	Holding	598	600		213	985	335	650	
	Clq. Australia	69		-4	65	0			
Subtotal		**667**	**600**	**-4**	**278**	**985**	**335**	**650**	
Lease loans	Holding	977	400		363	1.014	418	596	
Bank overdrafts	Miscellaneous	1.704			761	943	943		
Associate current accounts (3)	Holding		445			445	445		
Total loans and financial debts		**3.818**	**1.445**	**-4**	**1.402**	**3.857**	**2.141**	**1.716**	**0**
TOTAL LONG-TERM FINANCIAL DEBT								**1.716**	
TOTAL SHORT-TERM FINANCIAL DEBT							**2.141**		

NATURE (in € thousand)	Subsidiary	Amount at 01/01/2007	New loan	Foreign exchange difference	Loan repaymt.	Amount at 31/12/2007	Year 2008	2009 to 2011	After 2011
Bond loans (1)	Holding	470				470		470	
Bank loans	Holding	985	1.500		332	2.153	603	1.550	
	Clq. Canada		19		3	16	3	13	
Subtotal		**985**	**1.519**		**335**	**2.169**	**606**	**1.563**	
Lease loans	Holding	1.014	25		429	610	363	247	
Bank overdrafts	Miscellaneous	943			10	933	933		
Associate current accounts (3)	Holding	445			445	0			
Total loans and financial debts		**3.857**	**1.534**		**1.219**	**4.182**	**1.902**	**2.280**	**0**
TOTAL LONG-TERM FINANCIAL DEBT								**2.280**	
TOTAL SHORT-TERM FINANCIAL DEBT							**1.902**		

(1) The bond loan was for the issue in 2004 of 200,000 convertible bonds by the Banque de Vizille, at a unit issue price of €2.50. The maturity date for this loan is July 31st 2011 at the latest. Its annual cost is 4%.
These bonds come with a non conversion premium of 4% per year, calculated retroactively as of the issue date of the bonds and whose cost is, as a precaution, provisioned in the income statement for the period concerned (cf § 9.1 "Provisions - Figures" on the amount provisioned in the balance sheet).

(2) The original amount of the CLASQUIN AUSTRALIA loan is in Euros.

(3) This relates to cash advance from an associate, with a 3.5% annual interest rate.

12.2. Type of loan rates and breakdown per currency of the financial debts

Bank loans have a variable interest rate but can be hedged.
No hedges were in place at either 31st December 2006 or 31st December 2007.

Moreover, the book value of financial debts, excluding the bond loan, is equal to their nominal value, since the contractual interest rates for variable-rate loans were those practiced by the money market.

The loans and financial debts, detailed in their original currencies, are set out in the table below:

				At 31/12/2007		At 31/12/2006	
NATURE (in K€)	**Currencies**	**Rate type**	**Due date**	**Nominal value**	**Book value**	**Nominal value**	**Book value**
Bond debt	EUR	Fixed	07/2011	500	470	500	470
HO loan €250,000 in 12/2002	EUR	Variable	12/2007	0	0	50	50
HO loan €83,500 in 12/2002	EUR	Variable	12/2007	0	0	33	33
HO loan €250,000 in 08/2002	EUR	Variable	08/2009	100	100	150	150
HO loan €250,000 in 09/2004	EUR	Variable	09/2009	100	100	150	150
HO loan €600,00 in 12/2006	EUR	Variable	12/2010	450	450	600	600
HO loan €1.5 million in 12/2007	EUR	Fixed	12/2011	1.500	1.500		
CLQ CANADA loan €19,000 in 04/2007	CAD	Fixed	04/2012	16	16		
Accrued interest outstanding	EUR	Variable	2008	3	3	2	2
Lease loans	EUR	Fixed	07/2010	610	610	1.014	1.014
Associate current accounts	EUR			0	0	445	445
Bank overdrafts:	EUR			300	300	240	240
c	AUD			18	18	23	23
c	JPY			516	516	509	509
c	THB			8	8	26	26
c	MYR			91	91	35	35
c	SGD			0	0	110	110
TOTAL				**4.212**	**4.182**	**3.887**	**3.857**

12.3. Debts secured by collateral

The amount of debts secured by collateral given by subsidiaries is detailed in the following table:

TYPE OF DEBT (in € thousand)	Pledge value	
	At 31/12/2007	At 31/12/2006
Pledge of CLASQUIN SINGAPORE business intangibles	0	110
Total loans and debts	**0**	**110**

12.4. Guarantees

Commitments made by CLASQUIN SA in the form of guarantees to financial organisations in return for cash advances, or as a guarantee to suppliers, are summarised in the table below:

GUARANTEES (in € thousand)	At 31/12/2007	At 31/12/2006
. FOR SUBSIDIARIES:		
CLASQUIN FAR EAST	1.191	1.254
CLASQUIN JAPAN	602	637
CLASQUIN AUSTRALIA	132	132
CLASQUIN SINGAPORE	539	561
CLASQUIN MALAYSIA	135	142
CLASQUIN ITALY	712	712
CLASQUIN NETHERLANDS	544	544
CLASQUIN THAILAND	49	49
. FOR CLASQUIN PERFORMANCES (employee mutual fund)	250	250
TOTAL	**4.154**	**4.281**

NB: Variations between 2007 and 2006 can be explained by exchange rate variations for guarantees in foreign currencies.

13. Trade creditors and other accounts payable

Accounts payable can be broken down as follows:

AMOUNTS (in K€)	Gross value at 31/12/2007	Gross value at 31/12/2006
Trade creditors	19.358	17.369
Invoices to be received	5.669	5.018
Tax debt due	300	291
Tax and welfare liabilities	3.106	2.680
Other creditors	436	344
Deferred charges *(1)*	(1.179)	(844)

(1) Deferred charges mainly include expenses incurred for business executed prior to closing.

14. Segment information

Segment information is based on the Group's different lines of business. Each segment is uniform in terms of risk and profitability.
The segments concerned are the freight activity (air, sea and other) and the Log System activity.

14.1. Sales

14.1.1. Sales breakdown by geographical area

Before consolidation entries

SALES BY GEOGRAPHICAL AREA	At 31/12/2007		At 31/12/2006		2007/2006 change	
	In € thousands	In %	In € thousands	In %	In € thousands	In %
France	77.004	49,7 %	61.892	47,5 %	15.112	24,4 %
Other European countries	12.648	8,1 %	8.303	6,3 %	4.345	52,3 %
Asia	57.841	37,3 %	52.860	40,6 %	4.981	9,4 %
North America	7.554	4,9 %	7.239	5,6 %	315	4,3 %
Total excl. Log System and consolidation entries	**155.047**	**100 %**	**130.294**	**100 %**	**24.753**	**19,0 %**
Log System	1.697		1.631		66	4,0 %
Consolidation entries	-29.249		-26.043		-3.206	12,3 %
CONSOLIDATED TOTAL	**127.495**		**105.882**		**21.613**	**20,4 %**

After consolidation entries

SALES BY GEOGRAPHICAL AREA	At 31/12/2007		At 31/12/2006		2007/2006 change	
	In € thousands	In %	In € thousands	In %	In € thousands	In %
France	70.935	56,0 %	56.412	53,9 %	14.523	25,7 %
Other European countries	11.257	8,9 %	7.074	6,8 %	4.183	59,1 %
Asia	38.467	30,4 %	35.863	34,2 %	2.604	7,3 %
North America	5.926	4,7 %	5.351	5,1 %	575	10,7 %
Total excl. Log System	**126.585**	**100 %**	**104.700**	**100 %**	**21.885**	**20,9 %**
Log System	910		1.182		-272	-23,0 %
CONSOLIDATED TOTAL	**127.495**		**105.882**		**21.613**	**20,4 %**

14.1.2. Sales breakdown by business line

SALES BY BUSINESS LINE	At 31/12/2007		At 31/12/2006		2007/200 change	
	In € thousands	In %	In € thousands	In %	In € thousands	In %
Air freight	60.267	47,6 %	57.332	54,8 %	2.935	5,1 %
Sea freight	61.817	48,8 %	43.887	41,9 %	17.930	40,8 %
Other	4.501	3,6 %	3.481	3,3 %	1.020	29,3 %
Total excl. Log System	**126.585**	**100 %**	**104.700**	**100 %**	**21.885**	**20,9 %**
Log System	910		1.182		-272	-23,0 %
CONSOLIDATED TOTAL	**127.495**		**105.882**		**21.613**	**20,4 %**

14.1.3. Sales breakdown by currency

SALES BY CURRENCY	At 31/12/07		At 31/12/2006	
	In € thousands	In %	In € thousands	In %
Euro	91.349	58,3 %	71.825	54,4 %
USD / HKD	42.796	27,3 %	36.832	27,9 %
Yen	7.515	4,8 %	8.228	6,3 %
Other	15.084	9,6 %	15.040	11,4 %
Total before consolidation entries	**156.744**	**100 %**	**131.925**	**100 %**
Consolidation entries	-29.249		-26.043	
TOTAL AFTER CONSOLIDATION ENTRIES	**127.495**		**105.882**	

14.1.4. Impact of foreign exchange rates on sales

IMPACT OF FOREIGN EXCHANGE RATE ON SALES	At 31/12/2007	At 31/12/2006	Variation	%
At variable exchange rate	127.495	105.882	21.613	20,4 %
At constant exchange rate	134.960	105.882	29.078	27,5 %
Difference			**-7.465**	**-7,1 %**

14.2. Gross profit

14.2.1. Breakdown of gross profit by geographical area

Before consolidation entries

GROSS PROFIT BY GEOGRAPHICAL AREA	At 31/12/2007		At 31/12/2006		2007/2006 change	
	In € thousands	In %	In € thousands	In %	In € thousands	In %
France	14.934	54,7 %	13.359	55,0 %	1.575	11,8 %
Other European countries	2.172	7,9 %	1.507	6,2 %	665	44,1 %
Asia	8.493	31,1 %	7.839	32,3 %	654	8,3 %
North America	1.721	6,3 %	1.581	6,5 %	140	8,8 %
Total excl. Log System and consolidation entries	**27.320**	**100 %**	**24.286**	**100 %**	**3.034**	**12,5 %**
Log System	1.323		1.232		91	7,4 %
Consolidation entries	-2.096		-1.655		-441	26,6 %
CONSOLIDATED TOTAL	**26.547**		**23.863**		**2.684**	**11,2 %**

After consolidation entries

GROSS PROFIT BY GEOGRAPHICAL AREA	At 31.12.07		At 31.12.06		Evolution 2007 / 2006	
	In € thousands	In %	In € thousands	In %	In € thousands	In %
France	13.793	53,3 %	12.224	53,4 %	1.569	12,8 %
Other European countries	2.172	8,4 %	1.507	6,6 %	665	44,1 %
Asia	8.211	31,7 %	7.635	33,3 %	576	7,5 %
North America	1.721	6,6 %	1.543	6,7 %	178	11,5 %
Total excl. Log System	**25.897**	**100 %**	**22.909**	**100 %**	**2.988**	**13,0 %**
Log System	650		954		-304	-31,9 %
CONSOLIDATED TOTAL	**26.547**		**23.863**		**2.684**	**11,2 %**

14.2.2. Breakdown of gross profit by business line

GROSS PROFIT BY BUSINESS LINE	At 31.12.07		At 31.12.06		Evolution 2007 / 2006	
	In € thousands	In %	In € thousands	In %	In € thousands	In %
Air freight	13.566	52,4 %	13.275	58,1 %	291	2,2 %
Sea freight	11.069	42,7 %	8.836	38,7 %	2.233	25,3 %
Other	1.262	4,9 %	798	3,2 %	464	58,1 %
Total excl. Log System	**25.897**	**100 %**	**22.909**	**100 %**	**2.988**	**13,0 %**
Log System	650		954		-304	-31,9 %
CONSOLIDATED TOTAL	**26.547**		**23.863**		**26.684**	**11,2 %**

14.2.3. Breakdown of gross profit by currency

GROSS PROFIT BY CURRENCY	At 31/12/2007		At 31/12/2006	
	In € thousands	In %	In € thousands	In %
Euro	18.429	64,3 %	16.098	63,1 %
USD / HKD	5.909	20,6 %	5.222	20,5 %
Yen	1.281	4,5 %	1.432	5,6 %
Other	3.024	10,6 %	2.766	10,8 %
Total before consolidation entries	**28.643**	**100 %**	**25.518**	**100 %**
Consolidation entries	-2.096		-1.655	
TOTAL AFTER CONSOLIDATION ENTRIES	**26.547**		**23.863**	

14.2.4. Impact of foreign exchange rates on gross profit

IMPACT OF FOREIGN EXCHANGE RATES ON GROSS PROFIT	At 31/12/2007	At 31/12/2006	Variation	%
At variable exchange rate	26.547	23.863	2.684	11,2 %
At constant exchange rate	27.623	23.863	3.759	15,7 %
Difference			**-1.075**	**-4,5 %**

15. Breakdown of other operating income and expenses

Other income and expenses is detailed in the following table:

GROSS VALUE (in € thousand)	Other expenses	Other income	Profit/loss
Customer adjustments	160	113	-47
Supplier adjustments	15	17	2
Third party account adjustments		167	167
Sundry	23	85	62
TOTAL	**198**	**382**	**184**

16. Breakdown of other non-current income and expenses

This can be broken down as follows:

GROSS VALUE OF OPERATING INCOME (in € thousand)	Other expenses	Other income	Profit/loss
Withdrawal of fixed assets	23	22	-1
Litigation CLASQUIN NETHERLANDS, of which :	446	200	-246
▪ *lawyers fees*	*17*		
▪ *compensation payment/provision reversal*	*200*	*200*	
▪ *adjustment of provision on guarantee*	*210*		
▪ *provision for late interest on guarantees*	*19*		
Provision, payment and reversal of provision for employee dispute	163	50	-113
Sundry	13		-13
TOTAL	**645**	**272**	**-373**

17. Financial income/loss

The financial profit/loss can be broken down as follows:

BREAKDOWN OF FINANCIAL INCOME/LOSS (in € thousand)	At 31/12/2007	At 31/12/2006
Interest and related expenses	221	191
Cost of net debt	**221**	**191**
Financial income from marketable securities	-99	-70
Provision reversal for depreciation of financial assets	-11	-2
Provisions for depreciation of financial assets	4	10
Provisions for financial risk	20	20
Foreign exchange difference	-350	-178
Other financial income (-) and expenses (+)	**-436**	**-220**
FINANCIAL INCOME/LOSS	**215**	**29**

18. Income tax

18.1. Analysis of income tax

For the holding company, there are no tax losses or deferred depreciation left to be reported.

Income tax from tax losses that can be carried over and deferred depreciation have been adjusted for foreign subsidiaries.

Income tax resulting from temporary differences has been restated for French companies and foreign companies.

In 2007, this generated an expense of €81,000 (cf § 11 "Deferred taxes").

18.2. Tax proof

TAX PROOF (in € thousand)	At 31/12/2007	At 31/12/2006
Consolidated net profit	2.609	2.364
Income tax	+911	+927
Profit before tax	**3.520**	**3.291**
Theoretical tax expense (at 33.33 %)	**1.173**	**1.097**
Tax expense recorded	**911**	**927**
TAX DIFFERENCE TO ANALYSE (1)	**262**	**170**

(1) The difference between the income tax in the income statement and the theoretical tax which would be incurred on the basis of the rate in force in France can be analysed as follows:

ANALYSIS OF THE TAX DIFFERENCE (in € thousand)	Expenses	Income
Difference in rate for foreign companies		262
Unused tax losses for the year		
Losses to be carried forward and deferred depreciation used		
Elements taxed at a lower rate and tax credits		
Permanent differences		
Change in rate on deferred tax		
Total		262
NET INCOME FROM TAX DIFFERENCES		**262**

19. Earnings per share

The company calculates basic earnings per share and fully diluted earnings per share.

Basic earnings per shared do not take into account potential shares. They are established on the basis of the weighted average number of shares in circulation over the financial year.

Fully diluted earnings per share are established by taking into account the dilutive shares issued for the bond loan.

	At 31/12/2007	At 31/12/2006
NET PROFIT GROUP SHARE (in €)	**2.561.100**	**2.349.270**
Number of weighted ordinary shares at the start of the year	2,229,931 shares	1,900,000 shares
Shares issues excluding options		329,931 shares
Exercise of options		
Company owned shares		
Number of weighted ordinary shares	2,229,931 shares	2,229,931 shares
NET EARNINGS PER SHARE (in €)	**1,15**	**1,16**
Dilutive instruments (convertible shares)	76,470 shares	76,470 shares
Number of weighted ordinary shares after integration of the potential dilutive instruments	2,306,401 shares	2,306,401 shares
NET PROFIT (AFTER IMPACT OF DILUTIVE INSTRUMENTS WHERE APPLICABLE) (in €)	2.561.100	2.349.270
NET DILUTED EARNINGS PER SHARE (in €)	**1,11**	**1,12**

20. Other information

20.1. Detailed information on headcount/incentive programme/employee profit-sharing plan

The number of employees in consolidated companies worldwide on 31st December 2007 is shown in detail in the following table:

20.1.1. Headcount: breakdown by geographical area

HEADCOUNT BY GEOGRAPHICAL AREA	At 31/12/2007			At 31/12/2006			2007/2006 change
	Number	%	% Total	Number	%	% Total	
France	159	43,6 %	*41,7 %*	139	43,4 %	*41,1 %*	14,4 %
Other European countries	22	6,0 %	*5,8 %*	15	4,7 %	*4,5 %*	46,7 %
Asia	161	44,1 %	*42,3 %*	148	46,3 %	*43,8 %*	8,8 %
North America	23	6,3 %	*6,0 %*	18	5,6 %	*5,3 %*	27,8 %
Total excl. Log System	**365**	**100 %**	***95,8 %***	**320**	**100 %**	***94,7 %***	**14,1 %**
Log System	16		*4,2 %*	18		*5,3 %*	-11,1 %
TOTAL	**381**		***100 %***	**338**		***100 %***	**12,7 %**

20.1.2. Headcount: breakdown by function

HEADCOUNT BY FUNCTION	At 31/12/2007			At 31/12/2006			2007/2006 change
	Number	%	% Total	Number	%	% Total	
Operations	224	61,4 %	*58,8 %*	187	58,4 %	*55,3 %*	19,8 %
Sales staff	54	14,8 %	*14,2 %*	54	16,9 %	*16,0 %*	0,0 %
Back office	52	14,2 %	*13,6 %*	47	14,7 %	*13,9 %*	10,6 %
Management (incl. Country & Profit Centre Managers)	35	9,6 %	*9,2 %*	32	10,0 %	*9,5 %*	9,4 %
Total excl. Log System	**365**	**100 %**	***95,8 %***	**320**	**100 %**	***94,7 %***	**14,1 %**
Log System	16		*4,2 %*	18		*5,3 %*	-11,1 %
TOTAL	**381**		***100 %***	**338**		***100 %***	**12, 7 %**

20.1.3. Headcount: breakdown executives/non executives

EXECUTIVES / NON-EXECUTIVES	At 31/12/2007			At 31/12/2006			2007/2006 change
	Number	%		Number	%		
Non executives	291	76,4 %		245	72,5 %		18,8 %
Executives	90	23,6 %		93	27,5 %		-3,2 %
TOTAL	**381**	**100 %**		**338**	**100 %**		**12,7 %**

20.1.4. *Incentive programme*

The cost of the incentive programme applicable at CLASQUIN SA was € 954,000 for 2007 versus € 828,000 for the previous year.

20.1.5. Employee Profit-sharing plan

Employee profit-sharing plan for 2007 was measured at €54,000.

20.2. Directors

20.2.1. Remuneration granted to members of administrative and management bodies

Remuneration of members of administrative and management bodies amounted to € 509,000 for 2007.

20.2.2. Commitments for pension and similar benefits

There are no commitments relating to pensions and similar benefits for members and former members of administrative and management bodies.

20.3. Income statement balance

Income statement balance (in € millions)	At 31/12/2007	%	At 31/12/2006	%	% change
SALES	**127.494**		**105.882**		**20,4 %**
COST OF SALES	**100.947**		**82.019**		**23,1 %**
GROSS PROFIT	**26.547**	**100 %**	**23.863**	**100 %**	**11,2 %**
Office related expenses	1.782	6,7 %	1.665	7,0 %	**7,0 %**
Communication expenses	764	2,9 %	710	3,0 %	**7,6 %**
Marketing	617	2,3 %	542	2,3 %	**13,8 %**
Travel expenses	1.221	4,6 %	1.018	4,3 %	**19,9 %**
Fees	684	2,6 %	608	2,5 %	**12,5 %**
Insurance	566	2,1 %	530	2,2 %	**6,8 %**
Sundry	571	2,2 %	518	2,2 %	**10,1 %**
TOTAL EXTERNAL EXPENSES	**6.205**	**23,4 %**	**5.591**	**23,4 %**	**11,0 %**
ADDED VALUE	**20.342**	**76,6 %**	**18.272**	**76,6 %**	**11,3 %**
Salaries and costs	15.684	59,1 %	14.063	58,9 %	**11,5 %**
EBITDA	**4.658**	**17,5 %**	**4.209**	**17,6 %**	**10,7 %**
Provisions and amortization, net of reversals	1.164	4,4 %	1.200	5,0 %	**-3,0 %**
Other income	382	1,4 %	599	2,5 %	**-36,2 %**
Other expenses	198	0,7 %	261	1,1 %	**-24,1 %**
CURRENT OPERATING INCOME	**3.678**	**13,9 %**	**3.347**	**14,0 %**	**9,9 %**
Non-current income	277	1,0 %	129	0,5 %	**114,7 %**
Non-current expenses	650	2,4 %	214	0,9 %	**203,7 %**
NON-CURRENT INCOME (LOSS)	**-373**	**-1,4 %**	**-85**	**-0,4 %**	**338,8 %**
OPERATING INCOME	**3.305**	**12,5 %**	**3.262**	**13,7 %**	**1,3 %**
Financial income	1.194	4,5 %	978	4,1 %	**22,1 %**
Financial expenses	979	3,7 %	949	4,0 %	**3,2 %**
FINANCIAL INCOME/LOSS	**215**	**0,8 %**	**29**	**0,1 %**	**641,4 %**
PROFIT BEFORE TAX	**3.520**	**13,3 %**	**3.291**	**13,8 %**	**7,0 %**
Income & differed tax	911	3,4 %	927	3,9 %	**-1,7 %**
CONSOLIDATED NET PROFIT	**2.609**	**9,8 %**	**2.364**	**9,9 %**	**10,4 %**
Minority interests	48	0,2 %	15	0,1 %	**220,0 %**
NET PROFIT GROUP SHARE	**2.561**	**9,6 %**	**2.349**	9,8 %	**9,0 %**

CASH FLOW (in € thousand)	**3.618**	**13,6 %**	**3.213**	**13,5 %**	**12,6 %**

20.4. Post balance sheet events

Two key events occurred after closing of the accounts on 31st December 2007:

- **Acquisition of a 70% stake in GUEPPE Développement** and its subsidiaries, specialists in road haulage and logistics.

The company and its subsidiaries achieved sales of €8.5 million in 2007, with pre-tax net profit of €1.5 million and €1.1 million after tax.

This first external growth operation is fully in line with CLASQUIN's strategy and development model. GUEPPE Développement provides the Group with the benefit of:

- new expertise, and in particular that of Christian and Alain Gueppe,
- an extended range of services for CLASQUIN in logistics and surface freight,
- synergies for cross-selling and optimised purchasing opportunities,
- outlook for future development in Eastern countries

- **Recruitment of a sales delegate with a view to the opening of a liaison office in Germany** (Frankfurt).

This office is scheduled to open mid-2008.

20.5. Associated companies

The volume of transactions undertaken with associated non-consolidated companies is insignificant.

21. Financial risk management

The Group is exposed to the risks set out here below, related to the use of financial instruments:

- Credit risk,
- Liquidity risk,
- Market risk.

1. Credit risk

Credit risk refers to the risk that a customer or a counterparty to a financial instrument will default on its contractual obligations resulting in financial loss for the Group. This risk mainly concerns trade receivables.

CLASQUIN has a diversified customer portfolio where no single customer represents more than 5% of the Group's consolidated sales on 31st December 2007. The CLASQUIN offer targets all sectors of activity and in particular SMEs developing international business and big groups looking for personalised services. The loss of a customer is not likely to have significant impact on CLASQUIN's sale, given the diversity of the portfolio and the respective contribution of each customer to the Group's sales.

Each logistics operation is subject to a transport contract. In general, there are few formalised annual commitments but certain big customers do use calls for tenders.

Moreover, due to its activity as a freight forwarder, in France CLASQUIN has right of lien on the goods that it handles. This right serves to reduce the risks of non-payment for services. While CLASQUIN has this right, it has only rarely made use of it up to now, given the quality and the financial standing of its customers.

In general, each customer shall be covered by credit guarantee insurance from COFACE and SFAC. This requirement means financially-sound customers can be selected, which helps to reduce the risk of non-payment. However the group cannot exclude the possibility of working with a company who, despite approval from COFACE or SFAC, find itself, at any given time, faced with serious cash flow problems, causing it to cease trading. In this case, COFACE or SFAC will pay compensation to CLASQUIN for the share stipulated in the contract. In certain cases, the Group may work with customers not covered by the credit guarantee insurance mentioned above. These cases remain limited and are authorised by the management on the basis of further financial analysis.

1.1 Exposure to credit risk

The book value of the financial assets represents the maximum exposure to credit risk. It is set out in the table below:

	Book value	
	2007	**2006**
Loans and receivables (including customers)	30.205	28.318
Cash and cash equivalent (including current accounts)	0	0
Interest rate swaps used for hedging: assets	0	0
Forward currency contracts used for hedging	1.460	912
TOTAL	**31.665**	**29.230**

1.2 Impairment

The table below shows details on doubtful debts and risk-free receivables is as follows:

	2007	**2006**
Risk-free trade receivables	29.736	27.854
Doubtful trade receivables (gross)	704	583
Provision for doubtful debts	-590	-467
Customer item	**29.850**	**27.970**

2. Liquidity risk

The group’s financing is based on medium-term loans and a lease contract used to finance IT material over two years.

Working capital requirement is subject to significant changes throughout the year due to the monthly settlements paid to the customs authorities (customs duties and VAT) and to the Cargo International Settlement System (i.e. airlines). At the time of these operations and depending on the settlement dates, the working capital requirement registers significant variations.

The liquidity risk that the Group would normally have to bear, related to these occasional variations in working capital requirement, is covered by bank overdraft authorisations, for an amount of K€16 100, giving the group the benefit of cash reserves.

Moreover, the contracts managing Group loans do not have restrictions of a sort that would limit operational and financial flexibility and which would represent a liquidity risk for CLASQUIN.

The remaining contractual maturity for financial liabilities is detailed in the table below:

	Book value	Contractual cash flow	1 year	1 to 2 years	2 to 5 years	Over 5 years
Non-derivative financial liabilities						
Bank loans	2.169	2.169	606	620	943	0
Convertible bonds	470	500		167	333	0
Liabilities related to lease financing agreements	610	610	363	200	47	0
Banking facilities	0	0				
Trade creditors and other accounts payable	23.200	23.200	23.200			
Bank overdrafts	933	933	933			
Derivative financial liabilities						
Interest rate swaps used for hedging	0	0				

3. Market risk

The market risk refers to the risk that the variations in market prices, such as exchange rates and interest rates, have on the Group's results.

3.1 Rate risks

The loans taken out by the Group are at a variable rate of interest, with the exception of the last loan for €1,500 k. Considering the amounts involved, the Group did not wish to set up a rate hedging operation. However, according to the evolution of market rates, the Group can, at any moment and on its own initiative, put such an operation into place.

3.2 Foreign exchange risks

The Euro is the currency used by CLASQUIN to establish its accounts, and invoicing between subsidiaries is established in Euros. The foreign exchange risk is thus essentially borne by the subsidiaries based outside the Euro zone. The Group also develops a policy of monthly exchange hedging on subsidiaries which generate heavy exchange flows.

The Group has also set up a "Clearing Office" which centralises all the settlements between the different entities. In this way the exposure in terms of foreign exchange risks for any one of the entities can be essentially summed up to a risk on a balance of debts and claims offset with all of the other Group entities. The foreign exchange risk is thus easier to measure.

CLASQUIN Japan chiefly handles import flows coming from Europe. It is therefore exposed to rises in the euro against the yen. This subsidiary therefore also has a monthly Euro exchange hedging policy.

CLASQUIN Far East chiefly handles export flows towards Europe. It is therefore exposed to falls in the euro against the Hong Kong dollar. This subsidiary therefore also has a monthly Euro forward sales hedging policy.

CLASQUIN Australia is exposed to the same risk as CLASQUIN Japan, given that its trade is largely focused on import operations. This subsidiary therefore also has a monthly Euro exchange hedging policy.

The company's exposure to exchange rate risk is therefore limited to the variation in rates between the issue date of invoices and the date of their settlement.

To find out the main exchange rates applied during the financial year, refer to note 2.2 of Chapter E "Financial reporting framework, consolidation procedure, valuation methods and rules".

Auditors' report on the consolidated financial statements for the financial year ended on December 31st 2007

Dear Shareholders,

In accordance with the mission entrusted to us at your General Meeting, we have audited the consolidated financial statements of CLASQUIN SA relating to the year-ending December 31st 2007, as presented with this report.
The consolidated financial statements were approved by your Board of Directors. Our role is to express an opinion on these financial statements on the basis of our audit.

Opinion on the consolidated financial statements

We conducted our audit in compliance with professional standards applicable in France. These standards require that we use diligence procedures to enable reasonable assurance to be obtained that the annual financial statements do not contain any specific anomalies. An audit consists in examining, on a test basis, evidence supporting the information contained in these statements. It also consists in assessing the accounting principles used and significant estimates retained for approval of the accounts, as well as evaluating the overall presentation. We believe that our audit provides a reasonable basis for our opinion.
With regard to IFRS accounting rules and principles as adopted in the European Union, we certify that the consolidated accounts are fair and give a true picture of the assets, the financial position as well as the overall results of all companies and entities included in the consolidation.
Without questioning the opinion expressed here above, we would like to draw your attention to point 1.1 "Accounting principles, rules and methods" in the notes, on the change of method applied to the accounting of audit fees.

Justification of assessments

In pursuance of the provisions of article L.8239 of the French commercial code relating to the justification of our assessments, we would like to inform you of the following items:
Accounting changes
Within the context of our assessment of the accounting rules and principles followed by your Company, we are entirely satisfied with the merits of this change in accounting method and the presentation which has been made.
Accounting rules and principles
Note E.3.16 in the financial statements sets out the accounting methods applying to the recognition of sales.
As part of our appraisal of the accounting rules and principles used by your company, we have checked the merits of the accounting methods specified here above and the information provided in the notes to the accounts, and ensured that they were applied correctly.
The remarks thus expressed form part of our mission to audit the annual financial statements in their entirety, and therefore contribute to our opinion as expressed in the first part of this report.

Specific verification

In accordance with professional standards applicable in France we also proceeded with the verification of the information given in the report on Group management. We have no observations to make on their sincerity and consistency with the consolidated financial statements.

LYON, April 21st 2008

Statutory Auditors

KPMG - Entreprises
Department within KPMG SA
Alain CHAMAK, Partner

PIN ASSOCIES
Jean-François PIN,
Partner

BOARD OF DIRECTORS' MANAGEMENT REPORT ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDING DECEMBER 31st 2007

Ladies and Gentlemen,

We have called you to this Annual General Meeting, according to the company's articles of association and the law governing commercial companies, to:

- report on our Company's, subsidiaries' and Group's activity for the year ending December 31st 2007, as well as the results of this activity and future prospects;

- request your approval of the balance sheet, company accounts and consolidated accounts for the said year.

1. Situation of the Group, the Company and its subsidiaries

1.1 CLASQUIN Group

In 2007, the Group enjoyed double-digit growth in activity, consistent with targets.

Sales were up 20.4% to reach €127 Million.

In the ever-dynamic environment of world trade, CLASQUIN continues to gain new market share thanks to the quality of its services and the gathering pace of business at the new offices opened in 2006. The commercial success of the specialist Bio-Health-Pharma segment endorses our strategy of dividing our offer into high added-value segments and our ability to attract and integrate new talents.

The geographical breakdown of sales has changed only slightly over 2007 and can be shown as follows:

	2006	2007
▪ France	47.5 %	49.7 %
▪ Europe (excl. France)	6.4 %	8.1 %
▪ Asia-Pacific	40.6 %	37.3 %
▪ North America	5.5 %	4.9 %

The strong growth of the Euro against the US dollar and currencies linked to it has had a negative impact on our sales growth at current exchange rate, in particular altering the relative weight of Asia (37.3% vs. 40.6%) in the geographical distribution of sales.

Elsewhere, the breakdown of sales per activity has been affected by strong growth in the sea freight business, while air freight only took off again during Q4 2007. Sales breakdown per activity is as follows:

	2006	2007
▪ Air freight	54.,8 %	47.6 %
▪ Sea freight	41.9 %	48.8 %
▪ Other	3.3 %	3.6 %

Gross profit, the Group's benchmark indicator, showed growth up by 11.2 % (at current exchange rate) at €26.5 million vs. €23.9 million.

1.2 CLASQUIN SA

Sales of CLASQUIN SA, parent company of the Group, but also the Company grouping all operations in France, increased by 24.4 % to €77 million vs. €61.9 million.

Results are detailed in paragraph II.

For CLASQUIN SA, 2007 was marked by the completion of three structural projects:

- the implementation of the new IT architecture, scaled to steer growth over the next 10 years (switch from distributed to centralised architecture, centralising servers in a Netcenter and sharing of servers)
- use of a much more powerful accounting tool for all group companies (real-time data processing, centralisation of all group data, extension of the statistic tool) ,
- implementing IFRS accounting principles.

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1.3 CLASQUIN SA subsidiaries

In € thousands	Sales 2007	Gross profit 2007	Growth in gross profit 2007/2006	EBIT 2007	EBIT 2006
CLASQUIN ITALIA	3.651	904	84.9%	136	-7
CLASQUIN SPAIN	8.997	1.269	24.7%	352	314
LOG SYSTEM	1.697	1.324	7.5%	179	56
CLASQUIN JAPAN	7.516	1.281	-10.5%	-31	52
CLASQUIN KOREA	3.274	569	-0.2%	82	142
CLASQUIN FAR EAST	35.241	4.188	15.0%	1.124	977
CLASQUIN SINGAPORE	2.651	720	11.8%	49	60
CLASQUIN THAILAND	1.168	316	49.1%	23	20
CLASQUIN MALAYSIA	2.028	327	-0.3%	69	58
CLASQUIN AUSTRALIA	5.965	1.092	7.9%	17	57
CLASQUIN USA	6.814	1.346	3.3%	103	91
CLASQUIN CANADA	331	111	NA	-96	-41
(*) : At constant exchange rates					

2. Economic and financial results of the Company

2.1 Presentation of company and consolidated accounts

The company and consolidated accounts on December 31st 2007 that we are submitting to you for approval were established in compliance with the rules of presentation and valuation methods provided for by the regulations in force.

Concerning consolidated accounts, the rules of presentation and valuation methods have been modified to meet IFRS accounting standards, which thus replace the French accounting standards 99-02.

Compared with the previous financial year, the company has applied a change of method, for both company and consolidated accounts, according to recommendations from the Accounting Studies Commission at the CNCC (French auditing and accounting professional body) concerning the accounting methods to be applied when registering audit fees. On the closing date, the company thus recorded auditors' fees pro rata for the work carried out by them over the 2007 calendar year.
For the 2007 financial year, the positive impact on the income statement comes to:
€50,000 in the company accounts
€133,000 in the consolidated accounts

2.1.1 Consolidated accounts

The consolidation methods are described in the notes to the consolidated financial statements.

2.1.2 Scope of consolidation

Consolidated companies included in CLASQUIN Group are listed in the notes to the consolidated financial statements.

The scope of consolidation has been extended with the following acquisitions/creations:

- The following companies have been integrated in the scope of consolidation: Not applicable
- The following companies have been withdrawn from the scope of consolidation: Not applicable

The other companies were not consolidated according to the rules of consolidation.

2.1.1.1 Consolidated results for year ending December 31st 2007

	French accounting standards 99-02			IFRS accounting standards		
(in Euros)	**31.12.2007**	**31.12.2006**	Change	**31.12.2007**	**31.12.2006**	Change
Net sales	128,031,580	106,172,123	20.6 %	127,494,772	105,882,237	20.4 %
Cost of sales	101,061,220	82,104,049	23.1 %	100,947,260	82,018,898	23.1 %
Gross profit	26,970,360	24,068,073	12.1 %	26,547,512	23,863339	11.2 %
Current operating income	3,655,646	3,474,004	5.2 %	3,677,836	3,346,976	9.9 %
Profit before tax	3,497,707	3,418,033	2.3 %	3,519,898	3,291,005	7.0 %
Consolidated net profit	**2,637,545**	**2,558,750**	**3.1 %**	**2,608,952**	**2,363,728**	**10.4 %**
Net profit group share	**2,585,598**	**2,541,214**	**1.7 %**	**2,561,100**	**2,349,270**	**9.0 %**
Net earnings per share	**1.16**	**1.16**	**0.0 %**	**1.15**	**1.16**	**- 0.9 %**

The consolidated results for the financial year give a consolidated net profit group share of €2,561,100 compared to a consolidated net profit group share of €2,349,270 for the previous year, meaning growth of 9.0 %.
Taking this result into consideration, within shareholders' equity, the Group share is €12,493,575 and the minority shares represent €176,592 for a capital of €4,459,862 on December 31st 2007.

Net sales amounted to €127,494,772 for the year vs. €105,882,237 for the previous year, making a 20.4% increase.

There was a 9.9 % increase in current operating income at €3,677,836, compared to €3,346,976 for the previous year.

Net financial items recorded profit of €214,913 compared to a €29,120 profit the previous year.

Extraordinary activities registered a €372,851 loss compared to a loss of €85,091 the previous year.

Consolidating net profit registered a profit of €2,608,952, with net profit group share reaching €2,561,100.

2.1.3 Company accounts

CLASQUIN SA financial statements for the year ending December 31st 2007 show net profit of €844,184, of which the main components are:

(in Euros)	French accounting standards 99-02		
	31.12.2007	**31.12.2006**	Change
Net sales	77,034,454	61,933,729	24.4 %
Operating income	77,527,962	62,729,341	23.6 %
Operating charges	75,039,225	60,152,832	24.7 %
Current operating profit	2,488,737	2,576,509	- 3.4 %
Financial income	452,943	433,404	4.5 %
Financial charges	387,223	420,778	- 8.0 %
Financial result	65,720	12,626	420.5 %
Pre-tax operating profit	2,554,457	2,589,135	- 1.3 %
Exceptional income	268,470	3,900	NS
Exceptional charges	586,144	92,474	NS
Exceptional result	- 317,674	- 88,574	NS
Employee performance-based salary	961,430	827,813	16.1 %
Income tax	431,169	572,521	- 24.7 %
Net profit	**844,183**	**1,100,227**	**- 23.3 %**

Net sales amounted to €77,034,454 for the year vs. €61,933,729 for the previous year.

There was total operating income of €77,527,962 and total operating charges reaching €75,039,225, thus leaving current operating profit at €2,488,737, compared to €2,576,509 for the previous year.

The total financial income reached €452,943 while total financial charges came to €387,223, resulting in financial result of €65,720.

Pre-tax operating profit was €2,589,135 compared to €2,554,457 for the previous year.

The total exceptional income was €268,470 and total of exceptional charges was €586,144, resulting in a loss of – €317,674 of exceptional result.

Company accounts for the year recorded net profit of €844,183 compared to net profit of €1,100,227 for the previous year.

The table of results, as required by article R.225-102 of the French Commercial code, is adjoined to this report in a note.

2.1.4 Information on the application of IFRS standards

The transition to IFRS standards had impacts on certain items on the income statement.

- Overall impact on consolidated sales = - €536.8 K,
- Cost of sales down by €114 K,
- Labour costs down by €321.8 K,
- External expenses down by €85.2 K,
- Depreciation and provisions down by €35 K,
- Deferred taxes up by €78.2 million,
- Goodwill depreciation entirely restated (- €27.4 K),
- Minority interests down by €4.1 K.

The overall impact of these new accounting standards results in a fall of €24.5 K in the net profit group share for 2007.

2.2 Analysis of the evolution of business, results and the Company's financial situation, notably its debt position, concerning the volume and complexity of business

Cash continues to grow reaching €6.2 million (after impact of foreign exchange rates) at year-end compared to €4.6 million for the previous year.

The strong performance is the result of:

- Increased cash flow from operating activities, which reached €3.62 million (+ 13.2 %);
- The slight rise in WCR in absolute value to reach €7.54 million, and which falls in terms of relative value, from 14.6 days billing in 2006 to 11.9 days in 2007.

Total borrowing from banks comes to €4.18 million including € 2.28 millions for the medium/long-term, €0.97 million for the short-term and €0.93 million in credit facilities. Given this debt, the Group has €7.11 million of available cash.

Shareholder's equity reached €12.67 million on 31st December 2007, versus €11.19 million on 31st December 2006.

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2.3 Financial analysis of risks

2.3.1 Management of financial risks

2.3.1.1 Liquidity risk

Group investments are primarily in IT equipment (hardware and software) and in fixtures and fittings and are financed through leasing contracts and mid-term loans. The working capital requirements are financed by the Group's cash flow and occasionally by bank overdrafts.

Working capital requirements are subject to significant changes throughout the year due to occasional operations of a large volume, but also and particularly due to the monthly settlements paid to customs administration (customs duties and VAT) and to the Cargo International Settlement System (in charge of collecting air freight settlements). On these settlement dates the working capital requirements register significant variations.

Contracts managing Group loans do not have restrictions of a sort that would limit operational and financial flexibility and which would represent a liquidity risk for CLASQUIN.

2.3.1.2 Rate risks

Some loans contracted by the Group are at a variable rate of interest. Considering the amounts involved, the Group did not wish to set up a rate hedging operation. However, according to the evolution of market rates, the Group can, at any moment and on its own initiative, put such an operation into place.

2.3.1.3 Inflation risks

The Company considers that it runs no inflationary risk, inasmuch as the increase in freight rates, due to inflation, is passed on to the sales prices. This impact is not effective immediately due to the period of time necessary for it to be implemented.

2.3.1.4 Impact of conversion on the performance indicators

The Group is an international enterprise currently comprising 15 companies and 36 offices located in Europe, North America, Asia and the Pacific zone. The strategy is based upon the continuous development of its activities internationally.

With the Group presenting its consolidated accounts in Euros, foreign exchange fluctuations can have a positive or negative impact on CLASQUIN's level of activity and performance indicators.

2.3.2 Foreign exchange risks

The Euro is the currency used by CLASQUIN to establish its accounts, and invoicing between subsidiaries is established in Euros. The foreign exchange risk is thus essentially borne by the subsidiaries based outside the Euro zone. The Group thus develops a policy of monthly exchange hedging on subsidiaries which generate heavy exchange flows.

The Group has also set up a "Clearing Office" which centralises all the settlements between the different entities. In this way the exposure in terms of foreign exchange risks for any one of the entities can be basically summed up as a risk on a balance of debts and claims offset with all of the other Group entities. The foreign exchange risk is thus easier to measure.

With the Group having an international activity, the foreign exchange fluctuations could have a negative impact on the result of its subsidiaries situated outside the Euro-zone insufficiently hedged or not hedged at all considering the import and/or export flows, and thus on the financial situation and the results of the Group.

2.3.3 Foreign exchange rate variation risks

Following its listing on the Alternext Euronext market in Paris on January 31st 2006, and in order to ensure better liquidity of its stock market price and to regulate this, the Group signed a liquidity contract on March 16th 2006 with Oddo Midcaps.

3. Research and development activities

This activity represented €407,000 for the CLASQUIN Group in 2007, i.e. 0.3 % of our sales.

In order to optimise Group efficiency, CLASQUIN has developed, in-house, an integrated IT management system. This system is used in all of its subsidiaries, except for the AEOLUS software.

AEOLUS is installed in the following subsidiaries: France, Italy, Spain, Far East (Hong Kong), Australia, Singapore, Thailand, USA, Canada and Malaysia, which represent more than 83 % of the Group's activity. This deployment is on-going to equip all the subsidiaries.

This integrated IT management system gives the CLASQUIN Group an important technological advantage in operational matters and subsidiary management.

4. Important events that have taken place since the end of the year

On 8th January 2008, the company acquired a 70% stake in the capital and voting rights of GUEPPE Développement (registered under no. 477 738 058 on the Lyon trade register), a road haulage and logistics specialist.

GUEPPE Développement owns 100% of the companies GUEPPE (Lyon trade register no. 316 418 276) and Christian GUEPPE Location (Lyon trade register no. 384 666 780).

This Group's sales came to €8.5 million over 2007, with net pre-tax profit of €1.5 million, and net profit after tax worth €1.1 million under French accounting standards (ref. 99.02).

This acquisition offers CLASQUIN:

- new expertise, and in particular that of the two directors, Christian and Alain Gueppe,
- an extended range of services for CLASQUIN France in logistics and surface freight, upstream and downstream of overseas freight,
- synergies for cross-selling and optimised purchasing opportunities,
- outlook for future development in Eastern countries

5. Outlook for 2008

Taking into account the integration of GUEPPE and the numerous investments already made (particularly the opening of new offices in 2006), CLASQUIN is expecting growth in gross profit to exceed 30% with a 50% rise in EBIT.

Furthermore, a trade delegation will be opened in Frankfurt during 2008, along with two new offices in China (Hangzhou and Quigdao), while the set-up in Shanghai is currently being converted into a WOFE (wholly-owned foreign enterprise).

In addition to this, the Excellence Plan for Operation and the policy of segmenting our offer will be pursued, in line with our strategy.

Finally, the group maintains its desire to speed up growth through acquisition(s) in France or in neighbouring countries, in order to increase its size and thus benefit from economies of scale.

6. Allocation of income

We would like to remind you that, in the prospectus established upon going public on Alternext, subject to the financing of necessary investments for the development of the Group and in so far as the results of the parent company allow it, the Company has announced its intention to proceed with an annual distribution of at least 20% of its consolidated net profit group share.

We would like to propose that the distribution, for the year ending December 31st 2007, represents approximately 25% of the consolidated net profit group share which is €2,561,100.
We suggest allocation of the year's profit of CLASQUIN SA (the parent company) amounting to €844,183.24, in the following manner:

- Allocation to the legal reserve €42,209.16
- Dividend distribution of €668,979.30
- The balance, i.e. allocated to the retained earnings item €132,994.78

Each shareholder will thus receive a dividend of 0.30 Euro per share.
This dividend will be released on June 26th 2008.

In accordance with the provisions of article 158 3.2° of the French Tax Code, the dividend distribution proposed entitles natural persons resident in France for tax purposes to a rebate of 40%. In the event where a shareholder or associate has individually opted for the flat-rate withholding tax provided for in article 117 quater of the French Tax Code, the rebate indicated here above will not apply.

In accordance with the provisions of article 243 bis of the French Tax Code, we would like to remind you that the amounts distributed as dividends, for the previous 3 years, were as follows:

FY	Dividend distribution per share
December 31 2006	€0.28
December 31 2005	€0.23
December 31 2004	€0.06

7. Non tax-deductible expenditure

In accordance with the provisions of article 223 quater and 223 quinquiès of the French Tax Code, we hereby inform you that the accounts for the past year take into account the sum of €24,470, corresponding to expenses that are not deductible for tax purposes, and the income tax at the basic rate paid accordingly is €8,157.

8. Subsidiaries and participating interests

We have presented the activity of the subsidiaries by reporting the Company's activity.

The table of subsidiaries and participating interests is included in this report.

Our Group did not acquire any new company over the previous financial year.

9. Audited companies

As of December 31st 2007, the Company controls, directly or indirectly, the following companies:

Directly:

Company	% control	% interest
Log System	70 %	70 %
Clasquin Italy	100 %	100 %
Clasquin Spain	100 %	100 %
Clasquin USA	80 %	80 %
Clasquin Japan	100 %	100 %
Clasquin Singapore	100 %	100 %
Clasquin Far East	100 %	100 %
Clasquin Australia	100 %	100 %
Clasquin Korea	100 %	100 %
Clasquin Malaysia	100 %	100 %
Clasquin Thailand	100 %	100 %
Clasquin Canada	80 %	80 %

Indirectly:

Company	% control	% interest
Clasquin SECURE (subsidiary of Clasquin USA)	80 %	80 %

10. Agreements provided for by article L.225-38 and thereafter of the French commercial code

Your auditors will provide their report for your perusal, and in which are mentioned the agreements duly authorised by the Board of Directors for this year and the previous years and which were continued during the year ending December 31st 2007.

11. Agreements provided for by article L.225-39 of the French commercial code

The list of agreements concerning ordinary activities concluded under normal conditions and whose financial implications are significant for the parties, has been made available to you within the legal time limit and transmitted to your auditors.

12. Stock options – Free allocation of shares

In compliance with the provisions of article L.225-184 of the French commercial code, the Annual General Meeting must be informed of any stock option plans implemented and of the free allocation of shares, by means of a special report, attached to this report.

We would like to inform you that the Company has not implemented any stock option programme and has not allocated any free shares.

13. Information on share capital and voting rights

In accordance with the provisions of article L.233-13 of the French commercial code and in view of information and notification received in pursuance of articles L.233-7 and L.233-12 of the said commercial code, we here below inform you of:

1. the identity of shareholders holding, at year end more than 5 %, 10 %, 15 %, 20 %, 25 %, 33.33 %, 50 %, 66.66 %, 90 % and 95 % of share capital or voting rights:

- OLYMP: 34.19 % of share capital and 41.75 % of voting rights;
- Mr Yves REVOL: 11.56 % of share capital and 14.11 % of voting rights;
- Banque de Vizille: 8.97 % of share capital and 10.95 % of voting rights.

2. the breakdown of share capital and voting rights, in view of notifications to the Company concerning legal and authorised thresholds exceeded, from the time that the previous report was drafted up until the establishment of this report:

- Banque de Vizille informed the Company in a letter dated 2nd August 2007 of having fallen below the legal and authorised threshold of 10% of share capital and the authorised threshold of 12.5% of the company's voting rights;
- For information, we should inform you that company employees and the employees of affiliated companies, as described in article L255-180 of the French commercial code, directly hold 5.61% of the capital.

14. Operations undertaken by the management, or by those affiliated to them, concerning their shares

In compliance with legal and regulatory provisions, we would like to inform you that no operation was undertaken concerning Company shares during 2007 by the management or by those affiliated to them.

15. Company employee share ownership

In accordance with the provisions of article L.225-102 of the French commercial code, we hereby report to you the situation concerning employee shareholding in share capital at year-end, the share of capital that represents, on December 31st 2007, the shares held by Company employees and by employees of affiliated companies, as described in article L.225-180 of the French commercial code, within the framework of a company savings scheme, an employee investment fund, and/or directly.

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On December 31st 2007, the employment investment fund FCPE Clasquin Performances held 1.62 % of the share capital in the company.

We would like to remind you that the FCPE Clasquin Performances, approved by the Autorité des Marchés Financiers (French market authority) on January 17th 2006, subscribed to the capital increase for €63,862, representing 1.43 % of the capital on February 27th 2006, the date when the capital increase took place.

16. Information concerning corporate representatives

In accordance with L.225-102-1 of the French commercial code, we hereby report to you the list of all the mandates and functions held during the year in any company by each representative, established from information provided by each interested party.

Mandates of Mr Yves REVOL, Chief Executive Officer:

- Manager of SCI DE LA LOUVE
- Manager of SCI APHRODITE
- Chairman of OLYMP
- Chairman of CLASQUIN Italia
- Chairman of CLASQUIN FAR EAST
- Chairman of CLASQUIN JAPAN
- Chairman of CLASQUIN SINGAPORE
- Chairman of CLASQUIN MALAYSIA
- Chairman of CLASQUIN AUSTRALIA
- Chairman of CLASQUIN CANADA
- Chairman of CLASQUIN USA
- Chairman of CLASQUIN SECURE
- Chairman of CLASQUIN THAILAND
- Board Member of CLASQUIN KOREA
- Manager of CLASQUIN SPAIN

Mandates of Mr Philippe LONS, Board Member and Deputy General Manager:

- Board Member of CLASQUIN JAPAN
- Board Member of CLASQUIN ITALIA
- Board Member of CLASQUIN FAR EAST
- Board Member of CLASQUIN SINGAPORE
- Board Member of CLASQUIN KOREA
- Board Member of CLASQUIN MALAYSIA
- Board Member of CLASQUIN AUSTRALIA
- Board Member of CLASQUIN THAILAND
- Board Member of CLASQUIN CANADA
- Board Member of CLASQUIN USA since 05/10/07
- Board Member of SECURE CUSTOMS BROKERS since 05/10/07

Mandates of OLYMP, Board Member, represented by Mr Philippe LE BIHAN:

Not applicable

Mandates exercised by the company OLYMP:

Not applicable

Mandates exercised by Mr Philippe LE BIHAN, Permanent Representative of OLYMP and Deputy General Manager:

Manager of LOG SYSTEM

Mandates of Mr Hamsan CHAP, Board Member:

Manager of CHINA EVERRICH EUROPE SARL

Mandates of Mr Serge RENAULT, Deputy General Manager until 24th April 2007:

Not applicable

Mandates of Mr Hugues MORIN, Deputy General Manager:

Not applicable

17. Report from the Chairman of the Board of Directors concerning internal audit procedures

In accordance with the provisions of the last paragraph of article L.225-37 of the French commercial code, the Chairman of the Board of Directors reports, in a document attached to the present report, on the conditions regarding the preparation and the organisation of Board tasks as well as the internal audit procedures established by the Company and the possible limits that the Board of Directors may impose on the CEO.

18. Report from the Board of Directors on delegations for capital increase operations

In accordance with the provisions of article L.225-100 of the French commercial code, can be found attached to the present report, information concerning:

- delegations of authority and power that are currently valid and granted by the Annual General Meeting to the Board of Directors concerning capital increases;
- the use made during the year of the aforementioned delegations.

19. Auditors audit

We will provide you with the general and special reports from the Auditors concerning:

- the company accounts;
- the internal audit procedures concerning the drawing up and processing of accounting and financial information;
- the agreements described in L.225-38 and thereafter of the French commercial code;
- the consolidated accounts.

We hope that all of the resolutions presented to you will meet with your approval.

The Board of Directors

APPENDIX

REPORT FROM THE BOARD OF DIRECTORS ON DELEGATIONS FOR CAPITAL INCREASE OPERATIONS

In order to comply with the provisions of article L.225-100 of the French commercial code, here follows our account of the information concerning:

1. Delegations of authority and powers that are currently valid and granted to the Board of Directors in matters concerning capital increases:

1.1 The Combined General Meeting of 12th June 2007 granted the Board of Directors with the authority:

- to increase the share capital by the issue of shares with or without the withdrawal of the pre-emptive subscription right, for a maximum nominal amount of €1,500,000 and €2,000,000 respectively, depending on the case, with power to the Board of Directors to carry out the issues and to finalise their terms and conditions;

- to increase the number of securities to be issued under the terms of article L.225-135-1 of the French commercial code, in the event of excess demand for subscription during the capital increase operations described above;

- to increase the share capital, for a maximum nominal amount of €200,000, with withdrawal of the pre-emptive right of subscription benefiting members of a company savings scheme through an employee investment fund (or any other plan allowed by article L.443-5 of the commercial code to reserve an increase of capital under equivalent conditions) of the Company and companies of the Group, as described in article L.223-16 of the French commercial code, with delegation to the Board of Directors to carry out the issue and finalise its terms and conditions.

- to allocate, free of charge, to members of the salaried staff or the corporate representatives of the company or of affiliated companies, as described in article L.225-197-2 of the French commercial code, existing shares or shares issued in the future up to a limit of 1.8% of the equity capital existing on the day that the decision to allocate shares is taken by the Board of Directors.

2. On the use made during the financial year of the delegations described here above:

Not applicable

Notes to paragraph 2.1.2 – Company Accounts – of the management report

Income statement

INCOME STATEMENT	31.12.2007	31.12.2006	31.12.2005	31.12.2004	31.12.2003
CAPITAL AT YEAR END					
Issued capital	4,459,862	4,459,862	3,800,000	3,800,000	3,000,000
Number of ordinary shares	2,229,931	2,229,931	1,900,000	3,800,000	3,000,000
OPERATIONS AND RESULT					
Sales (net of tax)	77,0344,540	61,933,729	55,450,263	44,016,259	42,180,683
Earnings before interest, tax, depreciation and amortization (EBITDA)	2,692,735	2,944,067	2,304,585	1 ,421,945	(705,299)
Income tax	431,169	572,521	84,428	22,500	268,489
Employee performance-based salary	961,430	827,813	681,943	150,928	268,489
Earnings after interest, tax, depreciation and amortization	844,186	1,100,227	1,122,998	492,281	170,666
Net profit		624,381	512,884	228,000	
EARNINGS PER SHARE					
Earnings after interest, tax, before depreciation and amortization	0.66	0.76	0.81	0.33	1.33
Earnings after interest, tax, depreciation and amortization	0.38	0.49	0.59	0.13	0.23
Dividend distributed		0.28	0.27*(1)*	00.6	
EMPLOYEES					
Average number of employees	159	140	141	118	106
Salaries	5,205,694	4,379,812	3,911,314	3,132,865	3,023,237
Expenses linked to salaries	2,316,834	2,078,833	1,605,263	1,363,696	1,319,977

(1) 0,23€ per share on the basis of 2 229 931 shares, after the IPO on Alternext, end of January 2006.

Notes to paragraph 8 – Subsidiaries and participating interests – of the management report

Subsidiaries and holdings

SUBSIDIARIES (more than 50 % of capital held)	Capital	Shareholder's equity on 31.12.07	Share of capital held	Book value of shares held	
				gross	net
CLASQUIN FAR EAST	87,881	3,567,886	100 %	128,893	128,893
CLASQUIN AUSTRALIA	373,714	201,190	100 %	365,428	201,191
CLASQUIN JAPAN	60,730	305,193	100 %	196,746	196,746
CLASQUIN KOREA	220,200	483,086	100 %	214,493	214,493
CLASQUIN SINGAPORE	188,910	233,719	100 %	232,047	223,047
CLASQUIN THAILAND	138,150	-89,565	100 %	617	---
CLASQUIN MALAYSIA	88,684	63,961	100 %	127,372	63,962
CLASQUIN SPAIN	335,032	953,216	100 %	453,356	453,356
CLASQUIN ITALY	100,000	105,383	100 %	118,367	105,380
CLASQUIN USA	13,606	543,861	80 %	99,148	99,148
CLASQUIN CANADA	34,662	-109,223	80 %	26,438	---
LOG SYSTEM	7,622	224,905	70 %	88,039	88,039
CLASQUIN NETHERLANDS	NA	NA	NA	18,106	---

SUBSIDIARIES (more than 50 % of capital held)	Advances and loans granted by the company	Amounts of guarantees and securities given by the company on 31.12.07	Sales	Net profit 2007	Dividends received by the company during the year
					---
CLASQUIN FAR EAST	200,000	1,496,265	35,241,034	1,337,139	---
CLASQUIN AUSTRALIA	100,000	131,492	5,964,517	29,726	---
CLASQUIN JAPAN	---	601,938	-{}-7,515,660	-20,312	---
CLASQUIN KOREA	---	---	3,273,537	70,789	---
CLASQUIN SINGAPORE	100,000	538,671	2,651,427	19,561	---
CLASQUIN THAILAND	100,000	49,261	1,168,254	-492	---
CLASQUIN MALAYSIA	110,000	135,390	2,027,675	30,469	---
CLASQUIN SPAIN	---	---	8,997,185	258,633	---
CLASQUIN ITALY	625,833	712,000	3,651,102	46,463	---
CLASQUIN USA	---	---	6,814,028	67,333	---
CLASQUIN CANADA	129,715	---	330,740	-99,129	---
LOG SYSTEM	---	---	1,696,774	118,090	12,600
CLASQUIN NETHERLANDS	---	544,105	NA	NA	---

OTHER DOCUMENTS

Document attached to the management report setting out the conditions for preparing and organising Board tasks as well as the internal control procedures established by the Company

In accordance with article L.225-37 of the French Commercial code, the Chairman of the Board of Directors gives account, in a document attached to the management report, of “conditions for preparing and organising Board tasks as well as the internal control procedures established by the Company. Without prejudice to the provisions of article L.225-56 of the French commercial code, the report indicates the possible limits that the Board of Directors may impose on the power of the CEO".

It is my honour to present this report to you.

1. Conditions for preparing and organising Board tasks

1.1 Composition of the Board of Directors

- **Mr Yves REVOL**, Chairman, CEO and Board Member:
    - renewal of his mandate as Board Member by the Annual General Meeting on June 13th 2003;
    - renewal of his mandate as Chairman & CEO by the Board of Directors meeting on June 16th 2003;
    - expiry of the mandate at the Annual General Meeting called to review the financial statements for the year ending December 31st 2008.

- **Mr Philippe LONS**, Deputy Chief Executive and Board Member:
    - renewal of his mandate as Board Member by the Annual General Meeting on June 13th 2003;
    - renewal of his mandate as Deputy Chief Executive by the Board of Directors meeting on April 5th 2006 for a period equal to that of the Chairman & CEO’s mandate;
    - expiry of the mandate at the Annual General Meeting called to review the financial statements for the year ending December 31st 2008.

- **OLYMP**, Board Member, represented by Mr Philippe LE BIHAN:
    - appointment by the Annual General Meeting on July 15th 2004;
    - expiry of the mandate at the Annual General Meeting called to review the financial statements for the year ending December 31st 2008.

- **Mr Hamsan CHAP**, Board Member:
    - appointment by the Annual General Meeting on 6th June 2006;
    - expiry of the mandate at the Annual General Meeting called to review the financial statements for the year ending December 31st 2011.

The Board of Directors now includes an independent Board Member in accordance with the recommendations of the AMF (French Financial Markets Authority) relating to Corporate Governance.

Two Deputy Chief Executives are not members of the Board of Directors:

- **Mr Philippe LE BIHAN**, Deputy Chief Executive :
  - renewal of his mandate as Deputy Chief Executive by the Board of Directors meeting of April 5th 2006 for a period equal to that of the Chairman & CEO's mandate.

- **Mr Hugues MORIN**, Deputy Chief Executive :
  - renewal of his mandate as Deputy Chief Executive by the Board of Directors meeting of April 5th 2006 for a period equal to that of the Chairman & CEO's mandate.

1.2 Role and operation of the Board of Directors

The Board of Directors met six times in 2007. The average attendance rate of Directors (present or by proxy) in 2007 was 87.5 %.

1.3 Remuneration and benefits in kind granted to corporate representatives

There are no specific rules for determining Board of Directors' remuneration and benefits in kind granted to corporate representatives (other than stock options and free shares).

1.4 Limitations of the CEO's powers

Article 18 "General Management" of the Articles of Association stipulates "Subject to the powers that the law expressly grants to shareholders meetings, and the powers that it reserves especially for the Board of Directors, the Chairman & CEO is vested with the powers falling to the Chairman & CEO, in respect of the law. He is vested with the broadest powers to act in all circumstances in the name of the company. He exercises these powers within the limit of the company's purpose and subject to the powers the law expressly grants to shareholders meetings and the Board of Directors ".

1.5 Special Committees

The work of the Board of Directors relies on special committees and meetings that are held regularly.

The Management Committee meeting is held every other Monday at head office, attended by the Group Human Resources Director, the Group IT Director, the Deputy Chief Executives, the CEO and, if necessary, the heads of major centres. The agenda includes the general financial situation and results, strategic business issues, market situation, customers, competitors, IT systems and important sundry issues. A World Committee meeting with Asian and American regional heads is held at least twice a year.

The Human Resources Management Committee is the Management Committee meeting that deals specifically with issues relating to human resources. It meets once every two weeks and is led by the Group Human Resources Director. It deals with global issues such as remuneration, salary policy, recruitment policy and individual questions concerning recruitment, departures and transfers.

The France Monthly Meeting brings together the heads of each profit centre in France. The full-day meeting is held once a month, and the schedule is set for the year. Its objective is to analyse each profit centre from a financial and sales and marketing standpoint. The head of each profit centre reports on monthly results, sales events and short-term changes.

Each committee produces written minute of the meeting.

2. Procedures implemented by the Company

For many years, CLASQUIN SA has developed and installed its own information system throughout the entire Group, designed to provide network-wide financial control and operational reporting.

Organisation of financial control and reporting is thus intrinsically linked to this information system and relies on both centralised and decentralised financial control. This structure depends on the heads of profit centres and is subsequently monitored by head office.

2.1 General presentation of Group management control at subsidiary and profit centre level – Players

Profit Centre Heads

- Run their own monthly management control
- Report every month

⇓

Subsidiary Heads

- Run their own monthly management control
- Report every month

⇓

Group Financial Department

2.2 Consolidation

Operational consolidation is carried out:

- Monthly for the income statement, using information from :
  - the operating software for sales and gross profit
  - the accounting software for overheads

- Quarterly for sales/gross profit, using information coming from the accounting software.

- Every six months or annually for the balance sheet, income statement, cash flow statement and attachments, using accounting information.
  Consolidated financial statements at June 30th are not submitted to the Auditors for certification.

2.3 Follow-up of customer accounts

The “**SAM”** (Subsidiary Ageing Monitor) is a reporting tool used for real-time follow-up, individually and by degree of ageing, that provides customer receivable statements for all Group companies.

2.4 Legal control

Legal control is provided by a Legal Manager under the responsibility of the Administrative and Financial Director and the CEO.

The Chairman of the Board of Directors

Auditors’ report established according to article L.823-9 of the French commercial code on the report from the Chairman of the Board of Directors of CLASQUIN SA concerning internal control procedures for the compilation and processing of financial and accounting information.

Dear Shareholders,

As Auditors of CLASQUIN and in accordance with the provisions of article L.823-9 of the French commercial code, we hereby present our report on the report drawn up by the Chairman of your company according to the provisions of article L.225-37 of the commercial code for the year ending December 31st 2007.

It is the Chairman’s duty to give account, in his report, of the conditions for preparing and organising the Board of Directors’ tasks and the internal control procedures implemented within the Company.

It is our duty to inform you of our observations based on the information given to us in the Chairman’s report concerning the internal control procedures relating to the compilation and processing of financial and accounting information.

We performed our work in compliance with professional standards applicable in France. This requires due diligence in assessing the true nature of the information provided in the Chairman’s report concerning the internal control procedures relating to the compilation and processing of the accounting and financial information. These due diligence procedures consist primarily of:

- studying the objectives and general organisation of internal control, as well as the internal control procedures relating to the compilation and processing of accounting and financial information presented in the Chairman’s report;
- studying the documents underlying the information given in this report.

On the basis of this work, we have no observations to make on the information provided concerning the Company’s internal control procedures relating to the compilation and processing of the accounting and financial information presented in the Chairman of the Board of Directors’ report established in accordance with the provisions of the final paragraph of article L.225-37 of the French Commercial code.

LYON, April 21st 2008

Statutory Auditors

KPMG - Entreprises
Department within KPMG SA
Alain CHAMAK,
Partner

PIN ASSOCIES
Jean-François PIN,
Partner

Auditors' special report for the year ending December 31st 2007

Dear Shareholders,

As auditors of your Company, we would like to present you our report on the regulated agreements and commitments.

In accordance with article L.225-40 of the French Commercial code, we were informed of the agreements and commitments which are the subject to your Board of Directors' prior authorisation.

It is not our duty to look for the possible existence of other agreements and commitments, but to inform you, on the basis of the information we have been given, of the main characteristics and conditions that we were informed of, without giving our opinion on their usefulness or validity. According to the terms of article R.225-31 of the French Commercial code, it is up to you to assess the significance of these agreements and commitments with a view to their approval.

We performed our work in compliance with professional standards applicable in France; these standards require due care in order to check that the information given to us concurs with the reference documents from which it was taken.

Company	Subject
All subsidiaries	Renewal of authorization to grant guarantees and other securities for one year for the benefit of subsidiaries limited to: • € 4,281,491 for renewals • € 1,000,000 for new guarantees General Meeting of March 30th 2007
OLYMP	The amount of fees for management work and services carried out by OLYMP was increased to €5,000 excl. VAT/year as of May 1st 2007. General Meeting of April 24th 2007 Fees recorded from 01.05.2007 to 31.12.2007: €40,000
CLASQUIN ITALIA	Issuing of an exceptional credit note for all management fees invoiced for 2007, to support the subsidiary from a commercial point of view and pending a return to better performance General Meeting of December 11th 2007 Amount of the credit note: €74,000

Moreover, in pursuance of the French commercial code, we were informed that the execution of the following previously-approved agreements and commitments, continued during the last financial year.

Agreements previously approved, whose execution continued during the financial year:

- Table I presents individual agreements applicable to each relevant company,
- Table II presents agreements applicable to all relevant companies,
- Table III presents guarantees and other securities.

The people involved in these agreements (Board Members, Chief Executive, permanent representative of a legal entity board member, shareholder holding more than 5% of the share capital) are shown in table IV of this report.

1. Agreements relating to individual companies

Company	Subject
OLYMP	Management services provided by the company OLYMP for an amount of €270,000 excl. VAT/year up to April 30th 2007. Fees recorded from 1st January April 30th 2007: €90,000
CLASQUIN ITALIA CLASQUIN SPAIN CLASQUIN FAR EAST CLASQUIN JAPAN CLASQUIN KOREA CLASQUIN SINGAPORE CLASQUIN MALAYSIA CLASQUIN THAILAND CLASQUIN AUSTRALIA CLASQUIN USA CLASQUIN PYONGYANG	Signature of a cash agreement with the subsidiaries.
CLASQUIN JAPAN	Agreement on terms and conditions of loan granted by CLASQUIN JAPAN in 2001.
SCI DE LA LOUVE	Rental from SCI DE LA LOUVE of 537 m² of office space situated in Immeuble Le Rhône-Alpes – 235 cours Lafayette in Lyon, and 14 parking spaces for the annual sum of €181.21/sqm and €1,242.60 excl. VAT per parking space - revised annually. Expenses recorded for the year: €128,640 excl. VAT.
LOG SYSTEM	Centralised cash management agreement with Banque FORTIS.

2. Agreements relating to all subsidiaries

Nature	Purpose – Agreements Terms
Remuneration of guarantees	Payment of 1.75 % for guarantees granted to subsidiaries. Income for year: €58,801
Guarantees and other security	Guarantees and other securities granted, for a period of one year as from April 5th 2006 to the benefit of subsidiaries up to a limit of: - € 3,800,000 per year for renewals - € 1,000,000 per year for new guarantees Applicable until March 30th 2007

3. Guarantees and other security

Company	Financial institutions	Amounts
CLASQUIN SINGAPORE	NATEXIS SINGAPORE NATEXIS SINGAPORE	932,000 SGD 100 000 €
CLASQUIN FAR EAST	BRA LYON HSBC BANQUE POPULAIRE LYON NATEXIS Hong Kong Branch	152 449 € 6,000,000 HKD 152 449 € 363 000 €
CLASQUIN AUSTRALIA	CCF (HSBC AUSTRALIA)	220,000 AUD
CLASQUIN ITALIA	BP DI MILANO BP DI MILANO UNICREDIT BANCA D'IMPRESA COFACE	300 000 € 72 000 € 250 000 € 90 000 €
CLASQUIN MALAYSIA	NATEXIS LYON CCF (HSBC MALAYSIA)	360 000 ringgits 300,000 ringgits
CLASQUIN JAPAN	SUMITOMO	100 000 000 yens
CLASQUIN THAILAND	NATEXIS LYON	49 261 €

4. People involved in the agreements

	Yves REVOL	Philippe LONS	Philippe LE BIHAN	Serge RENAULT	Hugues MORIN	Hamsam CHAP
CLASQUIN SA	Chairman + CEO	Board Member + Deputy CEO	Deputy Chief Executive + representative of OLYMP Board Member	Deputy Chief Executive	Deputy Chief Executive	Board Member
CLASQUIN SPAIN	Sole Board Member					
CLASQUIN FAR EAST	Chairman	Board Member				
CLASQUIN SINGAPORE	Chairman	Board Member				
CLASQUIN JAPAN	Chairman	Board Member				
CLASQUIN AUSTRALIA	Chairman	Board Member				
CLASQUIN ITALY	Chairman	Board Member				
CLASQUIN MALAYSIA	Chairman	Board Member				
LOG SYSTEM		Representative of CLASQUIN SA	Manager			
CLASQUIN USA	Chairman					
CLASQUIN KOREA	Board Member	Board Member				
SECURE CUSTOMS BROKERS	Chairman					

CLASQUIN THAILAND	Board Member	Board Member				
CLASQUIN CANADA	Chairman	Board Member				
CLASQUIN PYONGYANG	Chairman					
SCI LA LOUVE	Manager	Partner	Partner			
OLYMP	Manager					
SCI APHRODITE	Manager					
CHINA EVERRICH EUROPE						Manager

LYON, April 21st 2008

Statutory Auditors

KPMG - Entreprises
Department within KPMG SA
Alain CHAMAK
Partner

PIN ASSOCIES

Jean-François PIN
Partner

Resolutions proposed at the Combined General Meeting of June 16th 2008

First resolution

Following the presentation of the Board of Directors' Report and the reading of the Auditors' General Report on the company accounts for the year ending December 31st 2007, the General Meeting approves the company accounts as presented, as well as the transactions reported in these accounts and summarised in the reports.

The General Meeting also approves the sum of €24,470 as the total for expenses and charges non-deductible from profits and subject to corporate income tax, as well as the tax borne under the aforementioned expenses and charges amounting to € 8,157.

The Directors are therefore granted discharge from their responsibilities in this respect for the aforementioned financial year.

Second resolution

Further to the proposal by the Board of Directors, the General Meeting decides to allocate the profits from the year amounting to € 844,183.24 as follows:

- allocation to the legal reserve €42,209.16
- dividend distribution of €668,979.30
- the balance, i.e. €132,994.78
  allocated to the retained earnings item

Each shareholder will thus receive a dividend of 0.30 Euro per share.

This dividend is payable on June 26th 2008.

Regarding taxation, as per the legal provisions in force from January 1st 2006, this dividend does not carry tax credits, but it entitles shareholders who are natural persons to a rebate of 40% calculated on the total amount.

The General Meeting points out that the sums distributed as dividends over the previous three financial years were as follows:

FY	Dividend distribution per share
31-12-2006	€0.28
31-12-2005	€0.23
31-12-2004	€0.06

Third resolution

After hearing the Auditors' Special Report on agreements relating to articles L.225-38 and thereafter of the French commercial code, the General Meeting approves the agreements described therein.

Fourth resolution

After presentation of the Board of Directors' Report including the Group's management report and the reading of the Auditors' General Report on the consolidated accounts for the year ending December 31st 2007, the General Meeting approves the consolidated accounts as presented, as well as the transactions recorded in these accounts and summarised in the reports.

Fifth resolution

The General Meeting confers on holders of originals, copies or extracts of this document, all powers required to complete the necessary formalities for registering the document.