

Translated from the French

Egis Projects S.A.

Financial year ending on 31 December 2004

Auditor's general report concerning
the consolidated financial statement.

TRADUTEC

30 bis, rue Émile Menier - 75116 PARIS

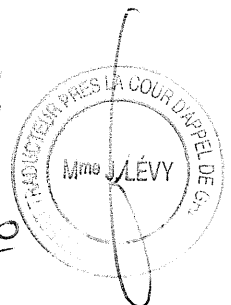
Téléphone : 01 45 53 23 18

Télécopieur : 01 45 53 34 19

*Copy certified true and accurate
initials*

Traduction certifiée
exacte et conforme
à l'original

Enregistrée Ne Varietur
sous la Réf. ...506210
le 22/06/2005



ERNST & YOUNG

Ernst & Young Audit
A joint stock company with a capital of
3,044,220 €
Nanterre Trade and Companies Register
344 366 117

Tour Ernst & Young
Faubourg de l'Arche
Mailing address:
92037 Paris-la Défense cedex
Telephone: 01 46 93 60 00

Egis Projects S.A.

Financial year ending on 31 December 2004

**Auditor's general report
concerning the consolidated accounts**

To the shareholders:

In performance of the assignment with which we were entrusted by your Shareholders' Meeting, we have carried out the audit of the consolidated accounts of the company Egis Projects S.A. to you concerning the financial year ending on 31 December 2004, as attached to the present report.

The consolidated financial statements have been approved by the Board of Directors. It is up to us on the basis of our audit to express an opinion concerning the said financial statements.

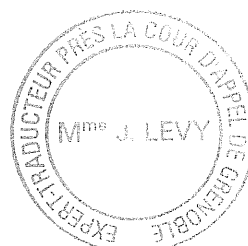
I. Opinion concerning the consolidated financial statements

We carried out our audit in accordance with professional standards applicable in France, which require steps making it possible to obtain a reasonable assurance that the consolidated financial statements do not contain any significant anomalies. An audit consists in examining, by sampling, the decisive elements justifying the data contained in the said financial statements. It also consists in judging the accounting principles followed and the significant estimates used in closing out the accounts and in judging their general presentation. We consider that our checks provide a reasonable basis for the opinion expressed below.

We hereby certify that the consolidated financial statements are regular and accurate in the light of the French accounting rules and principles, and provide a fair representation of the results of the operations of the past financial year as well as of the company's financial situation and holdings at the end of the said financial year.

Without casting doubt on the opinion expressed above, we draw your attention to the changes of the accounting procedures concerning long-service medals and conversion rate adjustments explained in note 3 of the appendix.

*Copy certified true and accurate
initials*



ERNST & YOUNG

II. Justification for the judgments

Pursuant to the provisions of article L. 225-235 of the Commercial Code, the assessments we carried out were based upon the appropriate nature of the accounting principles applied as well as on the reasonable nature of the significant assumptions adopted.

The judgements made in this way fall within the framework of our procedures for auditing the consolidated financial statements, taken as a whole, and hence they contributed to development of our unreserved opinion expressed in the first part of this report.

III. Specific verifications and information

We also carried out the specific verifications required by law, in accordance with the professional standards applicable in France, of information relating to the group provided in the Management report.

We have no remarks to make concerning the accuracy and the agreement with the consolidated accounts.

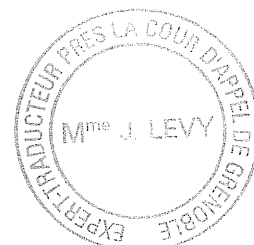
Paris-La Défense, 10 June 2005

The Auditor
ERNST & YOUNG Audit

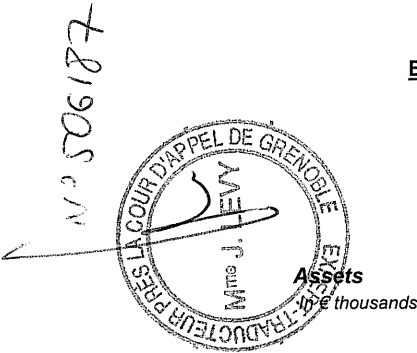
(signature)
Thierry Aymonier

Egis Projects S.A.
Financial year ending on 31 December 2004

*Copy certified true and accurate
initials*



EGIS PROJECTS CONSOLIDATED FINANCIAL STATEMENT AT 31/12/04



	Actual 2004		Actual 2003	
	Gross amounts	Depreciation amortisation or provisions	Net amounts	Net amounts
Capital subscribed but not called up	-	-	-	-
Fixed assets				
Intangible fixed assets	263	(260)	3	8
Tangible fixed assets	8 213	(3 500)	4 713	4 871
Goodwill	1 079	(58)	1 021	1 075
Shareholdings accounted for by the equity method	2 454		2 454	874
Shareholdings	20 265	(861)	19 404	13 081
Other investments	13 254	(211)	13 043	20 336
TOTAL FIXED ASSETS	45 529	(4 890)	40 639	40 245
Current assets				
Stocks and work-in-progress	1 636	(1 006)	630	15 983
Operating receivables	19 149	(579)	18 570	14 674
Other receivables	4 369	(2 657)	1 712	1 043
Marketable securities and accrued interest	-	0	-	315
Cash and equivalents and accrued interest	25 625		25 625	12 882
TOTAL CURRENT ASSETS	50 780	(4 242)	46 537	44 897
Accrual accounts	1 234		1 234	5 161
TOTAL ASSETS	97 543	(9 132)	88 411	90 303

Liabilities and shareholders' equity

In € thousands

Shareholders' equity

	Actual 2004	Actual 2003
Share capital		29 152
Share premiums		77
Consolidation reserves		14 661
Group net income		7 679
TOTAL GROUP SHAREHOLDERS' EQUITY	50 024	44 675

Minority interests

Provisions for contingencies

Financial liabilities

Sous-total	4 605	6 175
------------	-------	-------

Operating liabilities

Sous-total	25 175	31 127
------------	--------	--------

Miscellaneous liabilities

TOTAL LIABILITIES	31 602	38 283
--------------------------	---------------	---------------

Accrual accounts

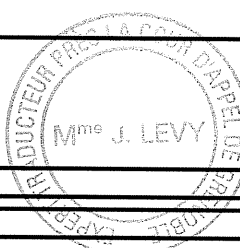
Deferred income	4 949	2 940
Translation differences	-	639
Sous-total	4 949	3 579

TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	88 411	90 303
---	---------------	---------------

Net debt

Marketable securities and accrued interest	-	315
Cash and equivalents and accrued interest	25 625	12 882
s/total assets	25 625	13 197
Financial liabilities	4 605	6 175
s/total liabilities	4 605	6 175
net debt	- 21 020	- 7 023

EGIS PROJECTS CONSOLIDATED RESULT AT 31/12/04

	<i>In € thousands</i>	<u>Actual 2004</u>	<u>Actual 2003</u>
<i>Operating revenues</i>			
Sales France		3 691	(338)
Sales Abroad		95 480	61 282
Variation in work-in-progress		(14 220)	14 960
Other revenues		358	345
	Sub-total	85 309	76 249
<i>Operating costs</i>			
External purchases and costs		(16 960)	(17 904)
External services		(33 126)	(25 481)
Duties and taxes		(645)	(537)
Staff costs		(21 088)	(14 631)
Other operating costs		(761)	(1 290)
	Sub-total	(72 580)	(59 844)
GROSS OPERATING PROFIT		12 729	16 405
<i>Depreciation, amortisation and provisions</i>		(3 086)	(2 866)
<i>Releases of provisions and depreciation and amortisation</i>		1 661	1 638
OPERATING INCOME		11 304	15 178
<i>Financial income</i>		1 523	3 066
<i>Financial charges</i>		(1 646)	(4 523)
FINANCIAL RESULT		(123)	(1 457)
NET INCOME BEFORE TAX AND EXCEPTIONAL ITEMS		11 181	13 721
<i>Income tax</i>		(4 673)	(3 620)
NET INCOME AFTER TAX BUT BEFORE EXCEPTIONAL ITEMS		6 507	10 101
EXCEPTIONAL RESULT AFTER TAX		(137)	(2 329)
AMORTISATION OF GOODWILL		(54)	(4)
NET INCOME AFTER TAX		6 316	7 767
INCOME FROM COMPANIES ACCOUNTED FOR BY THE EQUITY METHOD		0	0
INCOME FROM COMPANIES BEING SOLD			
CONSOLIDATED NET INCOME		6 316	7 767
			
<i>Allocated between</i>			
Non-Group interests		(183)	(88)
EGIS PROJECTS GROUP		6 134	7 679
<i>Earnings per share</i>			
Basic		3,20	4
Diluted		3,20	4

CONSOLIDATED CASH FLOW STATEMENT

(In € K)

	2004	2003
Opening cash position	13 197	18 214
Management operations		
Group net income	6 134	7 679
Minority interests	183	88
Total net income	6 317	7 767
Elimination of non-cash costs and revenues	1 861	(20 564)
Variation in cash position from management operations	5 618	16 262
Cash flow from operations	13 796	3 465
Investment operations		
Disbursements/purchase of tangible and intangible fixed assets	(2 194)	(2 846)
Proceeds/disposals of tangible and intangible fixed assets	526	6 078
Disbursements/purchases of shareholdings	(2 331)	(3 673)
Proceeds/sale of shareholdings	670	991
Proceeds or disbursements/financial receivables	2 954	(4 785)
Cash flow from investments	(375)	(4 235)
Financing operations		
Variation in share capital	(7)	(3)
Variation in financial liabilities	111	1 519
Interest disbursements	(316)	27
Variation in miscellaneous receivables and liabilities	572	124
Dividends	(1 425)	(5 804)
Cash flow from financings	(1 065)	(4 137)
Impact of other movements	(50)	3
Impact of currency fluctuations	122	(113)
Closing cash position	25 625	13 197

SUMMARY OF VARIATION IN THE CASH POSITION

(In € K)

	2004	2003
Opening cash position	13 197	18 214
Summary of variations in the cash position		
Variation in cash and equivalents	12 743	(2 095)
Variation in marketable securities	(315)	(2 922)
Variation in Group investments	0	0
Total variations in the cash position	12 428	(5 017)
Closing cash position	25 625	13 197

Certified true & accurate copy

