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#### XVIII.

# Corporate foundation

Pursuant to the decision by the General Meeting of 12 June 2007, our company set up a corporate foundation that was officially formed by the decision of the representative of the French government (Préfet) of the Bouches du Rhône region of 11 February 2008.

We remind you that the objective of this Foundation is to select one or more underprivileged persons wishing to receive secondaryschool or university training and having defined a career project, in order to provide them with financial support as well as any help and assistance over the duration of their studies.

Our Foundation, with an annual budget of €40,000, assisted and monitored the progress of 17 candidates during fiscal 2013.

# B. ITEMS WITHIN THE PURVIEW OF THE EXTRAORDINARY GENERAL MEETING

We remind you that according to the provisions of article L. 225-129-6 of the French commercial code, every three years, an extraordinary general meeting must be called to rule on a draft resolution proposing a capital increase in accordance with the provisions of L.3332-18 to L. 3332-24 of theFrench labour code if, in light of the report presented to the general meeting by the Chairman, shares held by the company and companies related to it represent at least 3% of the share capital, whereby this is the case for our company.

As shareholders have not been consulted about a capital increase reserved for employees for three years, under the provisions of the aforementioned regulations it is accordingly necessary to rule on the merits of proceeding with a capital increase by the issuance of cash shares reserved for employees.

The resolutions hereby submitted to you under the purview of the extraordinary general meeting comply with this obligation.

The draft resolutions we had produced relate to various items of business referred to above, as well as the discharge of the members of the Board of Directors and the agreements referred to in article L.225-38 et seq. of the Commercial Code, as well as the agreements similar in nature to those covered by Article L.225-42 subsection 3 of the Commercial Code.

We hereby request that you approve these resolutions submitted to your vote.

The board of Directors

A Director

The Chairman

# > Corporate social responsibility report

# Our commitments

# OUR BUSINESS: SERVICE. OUR OBJECTIVE: QUALITY

Our business is providing, as a specialist in international catering services, food, living accommodations, service and care for thousands of people around the world working on major projects.

Today we are recognised worldwide for our expertise in managing remote sites in the four corners of the globe, the professionalism of our teams and the quality of our services.

To maintain and **improve the performance** of our services, I initiated a **quality process** at CIS that in February 2004 received ISO 9001 certification and has subsequently been renewed every year since.

All **necessary means and resources** have been implemented for this process seeking to:

- Consolidate CIS' position in order to respond to major calls for tender and facilitate its access to new markets,
- Improve the efficiency of our organization and working practices,
- Strengthen the interfaces between the headquarters and the sites,
- Ensure a consistent level of quality over the long-term of our services to meet the growing demands by our customers, particularly in the area of QHSE,
- Promoting and respecting core values in the areas of human rights, working condition standards and the environment, and the fight against corruption.

These quality objectives are reviewed, measured and analysed each year.

In this context, and because the satisfaction of our customers and consumers is our top priority, I ask all staff, including those working at the operating sites to actively continue to contribute to this collective and company-wide undertaking, with the Chief Quality Officer.

"Our values: team spirit in respecting others"

Régis Arnoux Chairman and Chief Executive Officer

# Our responsibilities

#### **CIS: A RESPONSIBLE CORPORATE CITIZEN**

CIS Group since its creation has consistently sought to pursue a path of sustainable development in a manner that benefits local populations and economies in the countries where it operates. Through its position as a worldwide leader in remote site management specialised in providing living accommodations and catering services, CIS has an increasing responsibility to its customers, consumers, staff and suppliers.

Our business has undergone major transformations in recent years. In response to this trend, CIS has decided to regularly introduce practices increasingly responsible, forward-looking and proactive. CIS has developed a comprehensive process built around the three pillars of sustainable development, divided into ten areas:

#### **Economic responsibility and performance**

- Customer and consumer satisfaction
- Guaranteeing effective processes to ensure profitable operations for our investors
- Contributing to sustainable local economic growth
- Publishing information on sustainable development

## **Environmental responsibility and performance**

- Reducing the environmental impacts of our products and services
- Limiting greenhouse gas emissions

#### Social and corporate responsibility and performance

- Staff safety
- Monitoring human resources regulations and anticipating regulatory developments
- Ethical development of CIS
- Strengthening relations with stakeholders

## Our ethical values

# THE CIS BUSINESS ETHICS CHARTER: VALUES SHARED BY ALL GROUP EMPLOYEES



In 2004, CIS incorporated a business ethics charter into its management system that defines and highlights the ethical, moral and professional rules of conduct to be applied in our business practices and relations with third parties (customers, suppliers, partners, authorities, shareholders etc.).

Indeed, our actions must comply with the principles of integrity, impartiality and openness in order to maintain and increase the confidence of our shareholders, partners, customers and suppliers, and ensure our continuing success.

Our commitments consist in particular in combating money laundering, fighting against corruption, complying with the rules of fair trade and confidentiality, avoiding any situations giving rise to conflict of interests, strictly comply with all applicable laws and regulations, and adopting environmentally friendly and sustainable development practices. In line with these objectives, CIS has been a member of the UN Global Compact since 2005 and regularly publishes on this basis the report to stakeholders entitled "Communication on Progress".

In addition, CIS is actively engaged in its day-to-day operations in promoting diversity, equal opportunity employment, occupational health and safety. These values are shared by all CIS staff and management with the Business Ethics Charter applying to both.

#### Methodology note

The following information is presented in accordance with the disclosure requirements established by Article 225 of the "Grenelle II Act" of 12 July 2010 and the implementation decree of 24 April 2012. The reporting boundary for indicators presented covers the entire Group (CIS France as well as all subsidiaries and companies that it controls), calculated by consolidating data collected from 41 countries where CIS operates. As such the reporting boundary for social data and the Group's environmental impacts is consistent with the financial reporting boundary. Additional information on our sustainable development commitments and policy is available at CIS Group's website <a href="https://www.cis-catering.com">www.cis-catering.com</a>.

The severity of occupational accidents is not disclosed in this report, as is the case for information on collective bargaining agreements, whereby this information is not available. Furthermore, certain indicators are presented herein on the basis of a limited reporting boundary (headquarters or headquarters and expatriate staff) in light of the relevance or availability of such information. These reporting boundary limitations are specified within the report for each indicator concerned.

### The CIS Group employer profile

#### **Our teams**

At 31 December 2013, the Group had an average workforce of 11,857 employees, up 2% from the end of the previous year. Women accounted for 13% of the total workforce (for headquarter and expatriate staff). This significant gender imbalance within the Group is a direct consequence of our activity as a provider of catering services in extreme conditions and our presence in certain countries where religious rules prohibit women from working with the safety of our teams in operating countries remaining our priority.

#### CIS teams: a significant presence in international markets

	31 Decer	mber 2013	31 Dece	mber 2012
Average payroll	12 months	%	12 months	%
Asia/Pacific	1,606	14	1,812	16
Africa	7,093	60	6,769	58
CIS	1,074	9	825	7
South America	1,756	15	1,895	16
Expatriates	279	2	287	3
Head office	49	0	49	0
TOTAL	11,857	100	11,637	100

Changes in the headquarters and expatriate workforce (328 employees in 2013) generated 43 recruitments and 51 departures (including 10 dismissals) in fiscal 2013.

#### CIS teams: highly experienced staff

Head office and expatriate workforce by age

(%)	31 December 2013	31 December 2012
Less than 25	1	1
25-29	9	8
30-34	17	19
35-39	11	10
40-44	18	20
45-49	17	16
50-54	12	14
55-59	10	9
60 or older	5	3
	100	100
AVERAGE AGE	43	43

#### **Work-time organisation**

The legal number of working hours for headquarters staff of the Group is 39 hours per week (including 4% part-time). The absenteeism rate in 2013 was 0.9% (calculated as the number of days of illness-related or unjustified absences for employee and per year).

Working hours for local employees in operating countries are determined in reference to local regulations.

## ROTATION

The frequency of expatriate field assignments in operating countries

The duration of expatriate assignments is largely dependent on the customer contracts.

Expatriates, depending on their contract and operating country, work according to assignments defined in terms of weeks or months of continuous presence in the field versus the length of their home stay (for example "8/3" corresponds to an eight week assignment in the field for three weeks at home).

#### The organisation of dialogue between employees and management

In light of its workforce, CIS France has established a dialogue of quality with employee representatives who may be consulted, in particular, on subjects relating to occupational health and safety. Employee representation bodies exist at the subsidiary CIS New Caledonia with which the company's management maintains regular dialogue. The other subsidiaries are not concerned by these provisions.

#### **Promoting and developing talent**

Staff training: developing skills to achieve continuous improvement in the quality of our service and promote professional fulfilment for all our staff

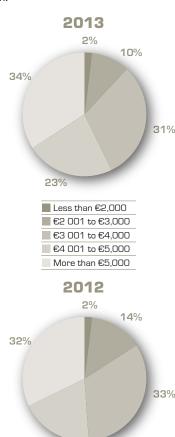
Training programmes available to teams cover:

- Quality
- Safety
- Technical-business line skills
- Managerial skills
- Information technology

External and internal training provided to staff represented 19,316 training hours in 2013 or 12% less than in 2012 for expenditures of €88,600 in 2013 and €92,600 in 2012. All staff, regardless of their responsibilities, is offered a training programme adapted to their skills, providing them with a possibility, according to their wishes, for vocational retraining for a career change, an international assignment or career advancement. Training was made available to all staff in 2013.

#### **Compensation trends**

The following charts provide a breakdown for headquarters and expatriate staff on permanent contracts by gross monthly compensation:



19%



Average monthly salaries (including social charges) for local employees by geographic region break down as follows in 2013 (and 2012):



#### Safety of our teams: our priority

The occupational health and safety management methods of CIS Group comply with ISO and OHSAS guidelines. This also applies to subsidiaries not engaged in a certification process. Compliance with these guidelines by all Group staff is further reinforced by provisions that have been incorporated into the Business Ethic Charter.

### 3,000

The number of days with no lost time injuries (LTI) in Chad.

Occupational accidents are systematically analysed to determine the causes and take corrective actions, by taking measures to secure the site, train personnel or implement preventive actions. In 2013, 8 lost time injuries compared with 28 in 2012 (with no accidents occurring at the head office in 2013 and 2012), representing a lost time injury frequency rate of 0.25 in 2013 and 0.90 in 2012 (calculated according to a multiple of 1,000,000 hours worked). At the Group head office, no occupational illnesses were reported in 2013.

#### Our Business Ethics Charter: an internal code of conduct

Ethical recruitment and promotion practices: an equal opportunity employer

Recruitment and promotion within the Group are based exclusively on the skills and qualifications of each employee, without discrimination relating to gender, ethnic origin or physical condition. By way of example, headquarters and expatriate staff represent 25 different nationalities, with women accounting for 13% (46% for the Group's headquarters), and disabled employees 2% (headquarters). The Business Ethics Charter is signed by all employees when they join CIS Group.

In addition, CIS' Board of Directors complies with the provisions of Law No. 2011-103 of 27 January 2011, pertaining to balanced gender representation.

Furthermore, the Charter requires within the Group the promotion of and strict compliance with the ILO core conventions (freedom of association and protection of the right to organise and negotiate collective bargaining agreements, eliminating employment and occupational discrimination, abolishing forced labour and the effective abolition of child labour).

Fair business practices call for an engagement by all employees

Promoting the fight against corruption, and in particular, the policy of accepting and offering gifts within the framework of the relations of Group employees with interested third parties (supplier, customer, local public authority, board, etc.) is strictly defined by the Group's Business Ethics Charter. Furthermore, consumer health and safety is guaranteed by compliance with the ISO and OHSAS guidelines within Group subsidiaries.

#### CIS Group as an active environmental stakeholder

#### **QHSE AND SD**

The QHSE and Sustainable Development department of CIS Group is responsible for applying the social and environmental policy established by Executive Management.

In 2013, the QHSE&SD department implemented the "CSR Data" project. This project that involved the creation of an environmental reporting metrics provided a mechanism for collecting selected data. Several operating sites in effect confirmed that it was not materially possible to evaluate or obtain reliable data to quantify:

- water, electricity, fuel consumption;
- volume of waste produced and recycled, ...

...as the sourcing of these supplies and their recycling are managed by our customers that possess only consolidated information for the site without a break down between supplier and subcontractors.

However, for those sites with effective reporting procedures and for which this information has been obtained, the QHSE&SD department has launched measures to improve the main energy consumption and waste reduction indicators. Our teams receive training and information on sustainable water and energy use for day-to-day operations and poster campaigns are carried out on a regular basis on good practices for reducing consumption. Some of our customers have also allowed us to carry out awareness-raising initiatives for users on water and energy conservation methods.

The Group's headquarters and certain subsidiaries have engaged in certification processes:

		ISO 9001	ISO 14001	OHSAS 18001	ISO 22000
2014 Certifications planned	2014	Mongolia	Mongolia		
2013	2013	Russia			Russia
	2012			Kazakhstan	
	2011	Chad Kazakhstan	Algeria Chad	Algeria	
	2010	New Caledonia		New Caledonia	
Certifications obtained	2009			Chad	
	2008	Bolivia	Bolivia	Bolivia	
	2007	Brazil			Brazil
	2006				
	2005	Algeria			
2004	2004	France			

#### Our commitments in favour of protecting the environment

#### Responsible consumption of resources

In 2013, for the Group headquarters water consumption totalled 317 m3 (308 m3 in 2012) and electricity consumption 157 MWh (139 MWh in 2012), a low-level that has not warranted measures for the study of renewable energy options. As indicated in the section presenting the "CSR Data" project, this information is not available for these subsidiaries. However, Country Managers are aware of the need for sustainable water consumption practices, particularly in water-stressed regions.

Our procurement policy provides for sending a questionnaire on ethical practices to suppliers prior to their selection. Supplies of food products for operating sites are dependent on contractual terms (which generally set minimum quantities for food supply inventories to be maintained on site).



CIS Group promotes the protection of biodiversity and refuses to use any endangered species (such as bluefin tuna) in the menus proposed to customers. Subsidiaries themselves are responsible for taking their own initiatives to promote biodiversity at the local level. Buyers and head chefs receive training from the QHSE and SD department on ways to improve product freshness (by giving priority to local sourcing, respecting the growing seasons for fruit and vegetables, etc.).

#### Reducing the Group's carbon footprint

The carbon impact of CIS Group's activities is measurable by carbon assessments for travel by headquarters and expatriate employees. In 2013, travel thus generated 1,428 tonnes of CO2 (1,184 tonnes in 2012. We encourage our personnel to limit their travel to reduce our environmental footprint, notably by using videoconferencing communications to avoid unnecessary travel. Electricity consumption of the headquarters represented 14 tonnes of indirect CO2 emissions in 2013 based on emission factors published by the International Energy Agency (IEA).

# Releases of dangerous substances, noise nuisance and other specific impacts

The Group's activity does not generate air, water or ground pollution with an environmental impact. Land use, noise pollution and other forms of pollution specific to an activity have also not been measured as indicators not applicable to our activity.

#### Limiting waste

Recycling and limiting waste can have a meaningful impact on contributing to environmental protection.

In this way, 5.9 tonnes of paper were recycled in 2013 by the headquarters (2.5 in 2012). In priority we systematically print documents in PDF format and scan photocopies with the objective of limiting paper consumption and protecting the environment. Packaging waste separation procedures exist at all our subsidiaries and sustainable use of food supplies for the preparation of our meals is a key priority, with the goal of reducing our costs while limiting our environmental impact. In 2013, we launched a campaign promoting waste separation practices in Eritrea. We also carry out awareness-raising initiatives on behalf of our customers with respect on ways to avoid food wastage. For example in Chad, food waste is weighed every day and the results are displayed.

#### CIS Group efforts in favour of QHSE and SD

Employee training and information initiatives on quality, health, safety and the environment and sustainable development represented 18,869 hours in 2013 or 98% of total training. In 2012, 21,516 hours of internal and external training focusing on QHSE issues were provided to CIS staff.

In 2013, CIS Group did not incur expenditures (as in 2012) for the prevention of environmental and pollution risks, to the extent this was not necessary, as it is our customers who are the owners of the installations and consequently responsible for decisions on environmental measures. At 31 December 2013, there were no provisions for contingencies and guarantees for environmental risks.

#### **Our societal commitments**

#### The CIS Nutrition-Health programme

With nearly 40 million meals served every year, CIS Group is very conscious of the health effects of an unbalanced diet. In response, to combat cardiovascular illnesses and obesity, CIS head chefs receive specific training on measures for reducing saturated fats, sugar and salt in their recipes. On-site awareness raising initiatives are also regularly conducted.

## Regional impact of CIS Group activities in operating countries

With a policy of giving preference to recruiting staff originating from the countries where it operates, 97% of CIS Group activities are assured by local employees. Employees are offered both job opportunities and training formations (in certain cases leading to a professional diploma), while subsidiaries promote the transfer of expertise from expatriates to local staff.

### The commitment of Group companies to local development

In light of the breakdown of CIS activities throughout the world, we have not considered it useful to undertake initiatives in the different countries based on a common global project. Instead, CIS Group emphasises the importance to Country Managers and expatriate staff on the necessity of safeguarding the local environment. In this way, each subsidiary contributes to local projects of its own choosing, based on specific regional needs and considerations. Through this approach, each of our local projects receives the support of teams on-site, thus providing a way to propose initiatives considered relevant and effective by local stakeholders.

By way of example, our subsidiary CIS Nacala that commenced operations in Mozambique in May 2013, is involved in a number of local projects:

- Agriculture: providing training on agricultural techniques to the local population;
- Environment: recycling program, awareness-raising campaign and water and energy consumption reduction controls;
- Training: partnerships with training centres and schools to provide apprenticeship and internship opportunities, continuing education for local teams;
- Social engagement: refurbishment of a loading dock, preparation of the hospital incinerator, co-management of a community vegetable garden.

In just eight months of existence in 2013, our subsidiary contributed to improving the social and economic conditions of more than 4,000 residents living in proximity of the remote site.

Furthermore, CIS Group has been a member of the UN Global Pact since 2005 and regularly publishes on this basis its report to stakeholders entitled "Communication on Progress" on promoting and respecting human rights, labour rights, the environment and anti-

Finally, in Marseilles CIS Group created a corporate foundation to which it has provided an annual budget of €30,000 since 2008 to young adults from the PACA region originating from under-resourced districts, to provide them with opportunities to join or pursue an educational programme, and in so doing, gain access to jobs in the workforce that corresponds to their ambitions for success. In 2013, the annual budget was increased by more than 33% to €40,000. The foundation has supported 17 youth in pursuing their educational projects. Since 2008, it has supported 50 projects and a certain number of are scholarship beneficiaries were able to obtain their diploma and permanent jobs through the training financed by the CIS Foundation.