

GROUPE BENETEAU

ANNUAL REPORT 2009 - 2010

GENERAL MIXT MEETING
JANUARY 28, 2011

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Management and supervisory bodies

Supervisory Board

Chairman
Yves Lyon-Caen

Vice-Chairman
Annette Roux

Yvon Bénéteau
Jean-Louis Caussin
Eric Delannoy
Luc Dupé
Yves Gonnord
Christian de Labriffe
Patrick Mahé

Management

Chairman
Bruno Cathelinais

Dieter Gust
Aymeric Duthoit

Statutory Auditors

Compagnie Régionale de Poitiers
Atlantique Révision Conseil

Compagnie Régionale de Versailles
KPMG Audit

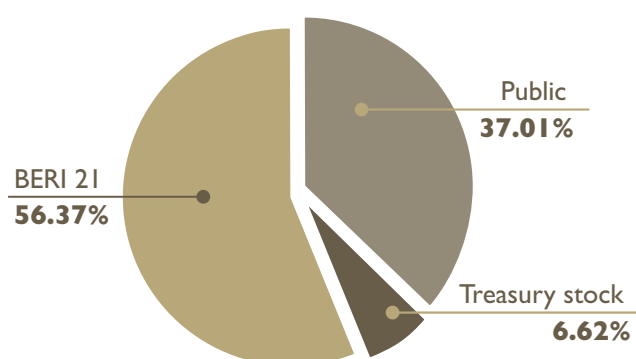
Bénéteau and the stock market

Capital

87,147,200 shares with a par value of €0.10
Share capital : 8,714,720 €

To the best of our knowledge, no public shareholders own more than 5% of the capital.

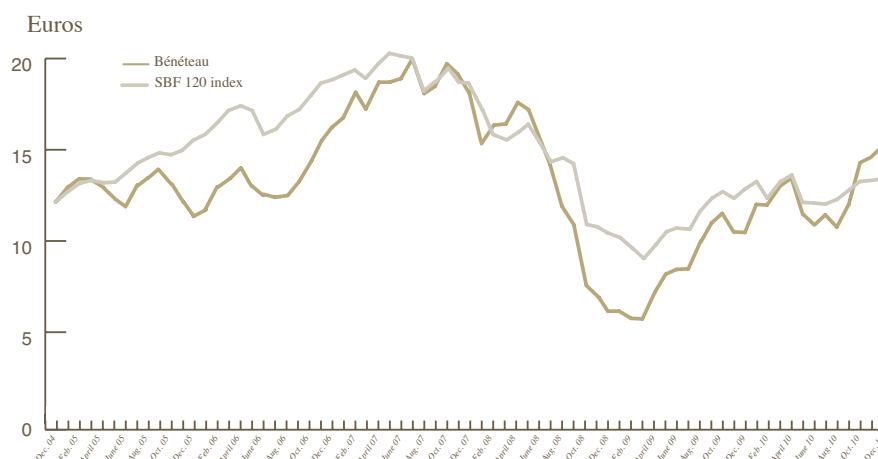
S.A. BERI 21, a limited company owned by the family group, had a 56.37% stake in BÉNÉTEAU's capital at August 31st, 2010.



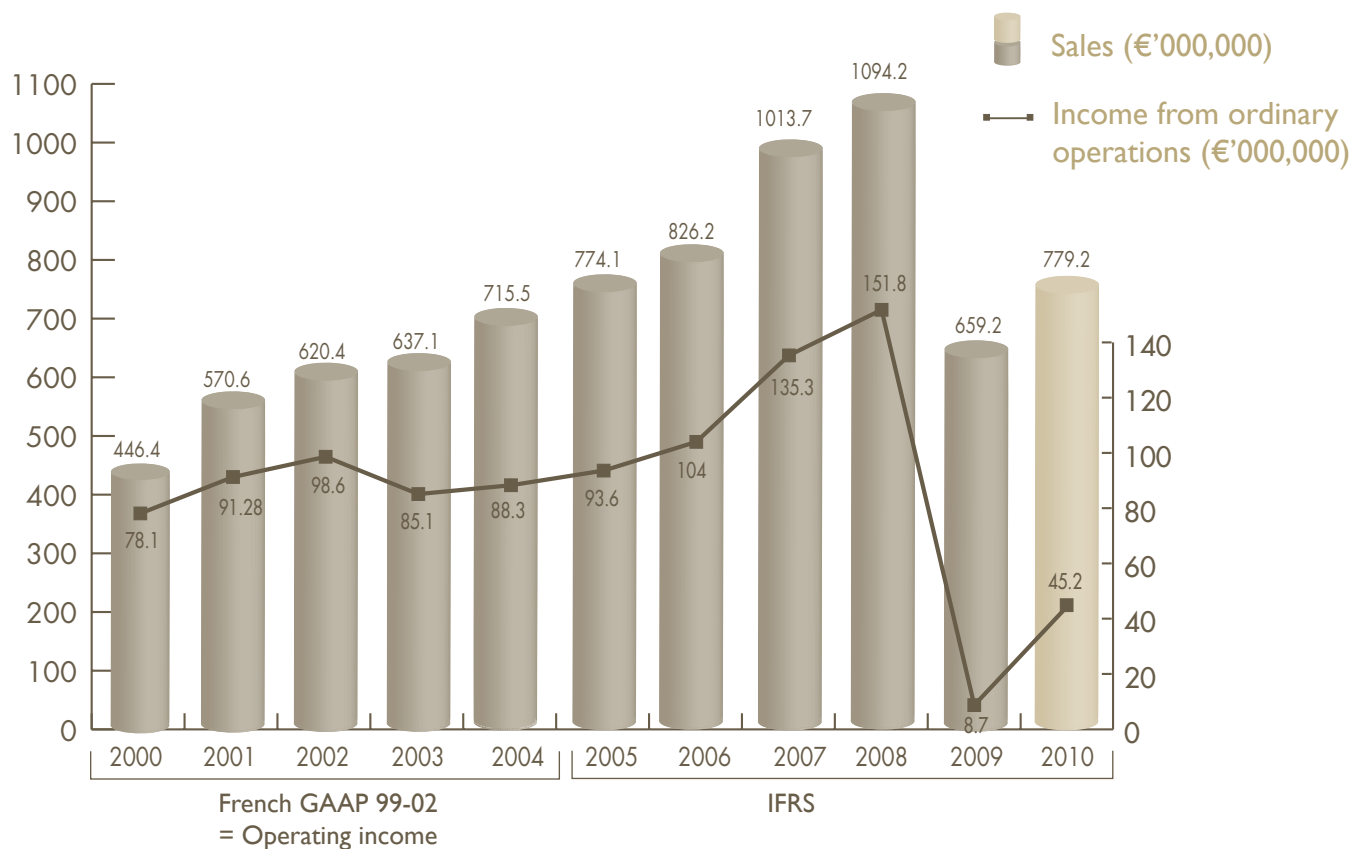
Stock data

Company name	BÉNÉTEAU
Listed on	Euronext Paris
Compartment	Eurolist Compartment B
Date listed	Mars 1984
Stock name	BÉNÉTEAU
ISIN	FR0000035164
Listed share par value	€ 0.10
Number of shares	87,147,200
Voting rights	Yes
Entitlement to ordinary dividend	Yes

Change in Bénéteau's share price



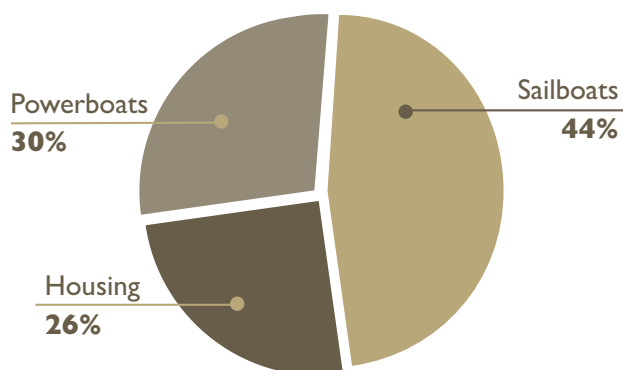
Change in key indicators



Breakdown of sales for FY 2009-10 by business

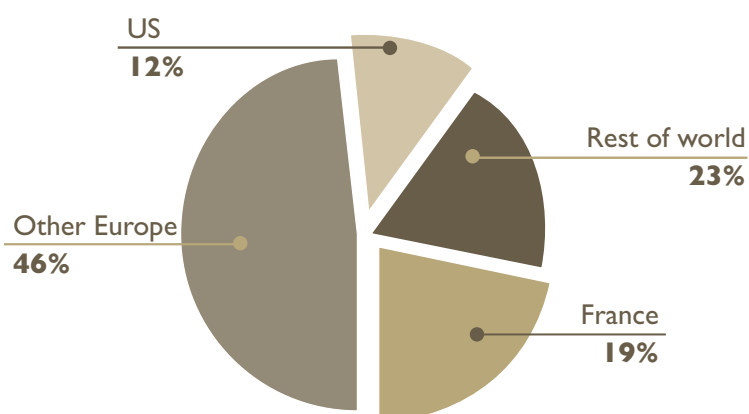
Boats : Bénéteau, Jeanneau, Lagoon, CNB, Prestige Yacht, Monte Carlo Yacht

Housing : O'Hara, IRM, BH



Breakdown of Sailboat sales* for FY 2009-10 by region

(*) excluding hire fleet



MANAGEMENT REPORT - FY 2009-10

The Group's consolidated sales came to €779.2 million at August 31st, 2010, compared with €659.2 million at August 31st, 2009.

Income from ordinary operations totaled €45.2 million.

The figure published for net income represents €31.4 million.

The Group's consolidated net cash position totaled €207.1 million, with €58.1 million in treasury stock (based on their acquisition value).

■ I – DIVISION BUSINESS AND EARNINGS

• Key indicators for each business

€'000,000	Sales		Change	Income from ordinary operations			
	2010	2009		2010	2009		
				% of sales	% of sales		
BOATS	573.5	494.3	16.0%	32.5	5.7%	(5.3)	(1.1%)
HOUSING	205.7	164.9	24.7%	12.7	6.2%	14.0	8.5%
TOTAL	779.2	659.2	18.2%	45.2	5.8%	8.7	1.3%

Consolidated **sales** came to €779.2 million at August 31st, 2010, up 18.2% in relation to August 31st, 2009.

This performance is enabling the Group's main two business lines to grow more quickly than their respective markets and further strengthen their positions:

- In the Boat business, the Group's strategy has paid off, with 16% growth,
- The Housing business is up 24.7%.

Income from ordinary operations totaled €45.2 million.

- The Boat business recorded €32.5 million in income from ordinary operations, with an operating margin of 5.7%. More specifically, this significant improvement in profitability reflects the success of the new models released. It has been achieved after €3 million in financing, corresponding to the costs for launching the large powerboat business.
- The Housing business generated €12.7 million in operating income over the financial year, with €18.5 million contributed through the improvement in profitability on the leisure homes business, which posted an operating margin of 9.5%, compared with 8.5% last year. In addition, its financing for residential housing launch costs represents €5.8 million.

a) Boat business

The Boat business recorded €573.5 million in sales over the year; up 16%, with stronger growth on powerboats (29.3%) than sailboats (8.5%). On both sail and powerboats, these rates of growth are higher than the markets, making it possible for the Group to further strengthen its positions.

On Boats, operating income came to €32.5 million.

SPBI (Chantiers Bénéteau – Chantiers Jeanneau - BJ Technologie) (*)

	2009-10	2008-09	2007-08	2006-07
Sales (€'000,000)	515.6	431.5	356.1	1.2
Operating income (€'000,000)	35.1	(5.8)	0.7	(0.3)
Net income (€'000,000)	30.5	(28.5)	-	(0.4)
Average headcount	3,185	3,950	126	4

Chantiers Bénéteau (*)

	2007-08	2006-07	2005-06
Sales (€'000,000)	435.7	386.8	344.6
Operating income (€'000,000)	73.4	64.7	54.2
Net income (€'000,000)	45.1	41.4	36.9
Average headcount	2,280	2,223	2,184

Chantiers Jeanneau (*)

	2007-08	2006-07	2005-06
Sales (€'000,000)	378.2	347.6	316.0
Operating income (€'000,000)	62.6	61.5	50.7
Net income (€'000,000)	36.9	35.9	30.0
Average headcount	1,662	1,676	1,658

(*) Effective retroactively to September 1st, 2008, Chantiers Bénéteau and Chantiers Jeanneau were merged with BJ Technologie. The newly created entity changed its corporate name to SPBI, and is made up of three entities: Chantiers Bénéteau, Chantiers Jeanneau and BJ Technologie.

This operation has not resulted in any changes to the internal organizations for operations and has not had any impact on the strategy for the Bénéteau and Jeanneau brands.

Bénéteau Inc	2009-10	2008-09	2007-08	2006-07	2005-06
Sales (USD '000,000)	32.8	22.7	63.9	73.0	73.7
Operating income (USD '000,000)	(1.7)	(6.3)	5.4	9.2	9.0
Net income (USD '000,000)	(1.7)	(4.2)	3.7	6.2	5.1
Average headcount	147	179	293	330	330
Exchange rate at August 31st, 2010:	€1 = USD 1.2680				
Average exchange rate over the year:	€1 = USD 1.3690				

Jeanneau America Inc	2009-10	2008-09	2007-08	2006-07	2005-06
Sales (USD '000,000)	19.6	14.7	26.5	32.7	26.5
Operating income (USD '000,000)	2.1	0.3	0.9	1.4	1.8
Net income (USD '000,000)	1.1	0.02	0.2	0.5	0.8
Average headcount	4	4	4.7	5.7	5.5
Exchange rate at August 31st, 2010:	€1 = USD 1.2680				
Average exchange rate over the year:	€1 = USD 1.3690				

Ostroda Yachts	2009-10	2008-09	2007-08	2006-07	2005-06
Sales (PLN '000,000)	149.2	102.6	137.7	139.0	131.4
Operating income (PLN '000,000)	6.5	12.0	3.2	8.9	6.8
Net income (PLN '000,000)	(1.2)	(0.6)	5.3	9.0	11.0
Average headcount	472	391	373	358	314
Exchange rate at August 31st, 2010:	€1 = PLN 4.0135				
Average exchange rate over the year:	€1 = PLN 4.0640				

CNB	2009-10	2008-09	2007-08	2006-07	2005-06
Sales (€'000,000)	104.6	105.4	120.3	99.3	85.8
Operating income (€'000,000)	5.9	3.5	3.0	6.8	4.4
Net income (€'000,000)	2.5	1.7	6.5	3.3	2.4
Average headcount	416	427	389	347	317

Monte Carlo Yacht spa	2009-10	2008-09
Sales (€'000,000)	2.4	-
Operating income (€'000,000)	(3.2)	(1.0)
Net income (€'000,000) (*)	0.3	(0.2)
Average headcount	18	4

(*) Of which, debt write-off granted by GBI for €3.5 million

GBI srl	2009-10	2008-09
Sales (€'000,000)	-	-
Operating income (€'000,000)	-	-
Net income (€'000,000) (*)	-	-
Average headcount	-	-

(*) Of which, debt write-off granted by Bénétteau SA for €3.6 million

Fonderie Vrignaud sa	2009-10
Sales (€'000,000)	3.4
Operating income (€'000,000)	-
Net income (€'000,000)	-
Average headcount	9

This company has been 74.94% owned by the Group since September 1st, 2009, and its principal activity is the production of keels for pleasure cruisers.

The activities of the sales and marketing subsidiaries involve coordinating the local network of dealers. As such, changes in and the levels of their sales are not representative of actual sales made in their region, with the majority of them invoiced from France.

Bénétteau U.K. Ltd	2009-10	2008-09	2007-08	2006-07	2005-06
Sales (GBP '000,000)	0.1	0.3	0.2	0.4	0.4
Net income (GBP '000,000)	-	-	-	0.1	0.1
Average headcount	-	-	-	-	-
Exchange rate at August 31st, 2010:	€1 = GBP 0.8248				
Average exchange rate over the year:	€1 = GBP 0.8737				

Bénétteau Espana sa	2009-10	2008-09	2007-08	2006-07	2005-06
Sales (€'000,000)	0.6	0.8	1.4	1.5	1.6
Net income (€'000,000)	0.2	0.2	0.5	0.4	0.5
Average headcount	1	2	3	3	3

Bénéteau Italia srl	2009-10	2008-09	2007-08	2006-07	2005-06
Sales (€'000,000)	1.3	1.2	1.5	1.3	1.4
Net income (€'000,000)	0.6	-	0.4	0.4	0.4
Average headcount	3	3	4	4	3

Jeanneau Espana Newco	2009-10	2008-09	2007-08	2006-07	2005-06
Sales (€'000,000)	-	0.2	0.7	0.2	0.2
Net income (€'000,000)	-	-	0.4	-	-
Average headcount	-	1	2	2	2

Jeanneau Italia srl	2009-10	2008-09	2007-08
Sales (€'000,000)	0.6	0.6	0.7
Net income (€'000,000)	0.2	0.3	0.3
Average headcount	2	2	2

SGB Finance

SGB Finance, consolidated on an equity basis, has stepped up the pace of its development in Europe, and more specifically in France, Italy and Spain, with €2,641,000 in net income (Group share), compared with €1,832,000 the previous year:

Other companies

SCI Nautilus, fully owned by Bénéteau SA, owns the industrial premises leased in Neuville en Ferrain (59).

SCI Nautilus	2009-10	2008-09	2007-08	2006-07	2005-06
Sales (€'000,000)	0.3	0.5	0.3	0.3	0.3
Net income (€'000,000)	(0.1)	(0.1)	-	(0.1)	-
Average headcount	-	-	-	-	-

b) Housing business

During the period, the Housing business recorded €205.7 million in sales.

On the Housing business, income from ordinary operations came to €12.7 million, compared with €14 million the previous year:

O'Hara	2009-10	2008-09	2007-08	2006-07	2005-06
Sales (€'000,000)	67.4	53.3	63.3	58.8	43.9
Operating income (€'000,000)	7.5	5.1	6.6	5.6	4.0
Net income (€'000,000)	3.7 (*)	2.6	3.3	3.0	1.7
Average headcount	254	293	300	274	256.3

O'Hara Vacances	2009-10	2008-09	2007-08	2006-07	2005-06
Sales (€'000,000)	12.0	9.0	7.2	4.8	3.7
Operating income (€'000,000)	(0.3)	0.4	0.1	0.3	(0.2)
Net income (€'000,000)	0.2 (*)	0.2	0.1	0.3	(0.2)
Average headcount	14	10	9	7	6

(*) Of which, debt write-off granted by O'Hara to O'Hara Vacances for €0.7 million

IRM	2009-10	2008-09	2007-08	2006-07
Sales (€'000,000)	128.3	115.7	146.7	98.3
Operating income (€'000,000)	11.8	10.8	17.7	13.1
Net income (€'000,000)	6.5	6.2	10.4	6.9
Average headcount	451	507	450	441

JJ Trans	2009-10	2008-09	2007-08	2006-07
Sales (€'000,000)	10.2	7.8	9.9	6.6
Operating income (€'000,000)	1.1	0.7	1.1	1.0
Net income (€'000,000)	0.7	0.5	0.7	0.6
Average headcount	17	17	17	17

N.B. Over eight months in 2006-07 for IRM and JJ Trans, since the companies have been consolidated since January 1st, 2007

BH	2009-10	2008-09	2007-08
Sales (€'000,000)	12.2	0.6	-
Operating income (€'000,000)	(5.7)	(0.7)	(0.2)
Net income (€'000,000)	(1.9) (*)	(0.5)	(0.2)
Average headcount	55	-	-

(*) Of which, debt write-off granted by Bénéteau SA for €4 million

BH Services	2009-10
Sales (€'000,000)	1.2
Operating income (€'000,000)	-
Net income (€'000,000)	-
Average headcount	4

Since September 1st, 2009, the support services (Finance / Procurement / Design Office / Human Resources) for the Group's Housing division have been grouped together under the entity Bio Habitat.

BIO Habitat	2009-10
Sales (€'000,000)	11.5
Operating income (€'000,000)	1.1
Net income (€'000,000)	0.4
Average headcount	88

Habitat d'avenir

Habitat d'Avenir, whose mission is to support BH for marketing its wooden-frame houses, is consolidated on an equity basis. Net income (Group share) came to €47,000 at August 31st, 2010, compared with a (-)€123,000 loss at August 31st, 2009.

■ II – FROM INCOME FROM ORDINARY OPERATIONS TO NET INCOME

a) From income from ordinary operations to operating income

The €45.1 million in operating income includes €0.1 million in expenses relating to the implementation of the Boat business adaptation plan from 2009 over FY 2009-10.

b) Net financial result

€'000,000	2009-10	2008-09
Net financial result	(2.3)	(3.0)
Of which:		
- Exchange rate gains (losses)	(1.6)	(3.4)
- Net investment income	(0.7)	0.4

The €1.6 million exchange rate loss in 2009-10 is primarily due to the Polish subsidiary, whose accounts are expressed in zlotys, as was the case in 2008-09.

The Group hedges its commercial currency risk based on currency futures.

At August 31, 2010, the following futures sales were underway against euros:

- USD 37,397,000 at the following average rate: €1 for USD 1.3072
 - PLN 110,371,000 at the following average rate: €1 for PLN 4.3283

Furthermore, the Group hedges its medium-term borrowings using interest rate swaps.

c) Net income

Net income (Group share) totaled €31.4 million.

The Group's net income factors in the recognition of a €1.4 million tax expense, giving an effective rate of 32.8%.

■ III - FINANCIAL STRUCTURE

a) Operating cash-flow

Operating cash-flow came to €80.4 million, compared with €40.9 million in 2008-09.

It can be broken down as follows:

€'000,000	2009-10	2008-09
Net income		
(excluding equity affiliates)	28.8	(12.1)
Depreciation allowances	47.9	44.6
Net provisions	4.4	1.8
Deferred tax	(0.7)	6.6
Capital gains or losses on disposals	-	-
Operating cash-flow	80.4	40.9

In line with the IFRS changeover, the Group has recorded molds as well as the corresponding development costs on its balance sheet. In this way, depreciation allowances came to €3 million for 2009-10 and €3.4 million in 2008-09.

b) Cash-flow statement

The Group had a positive net cash position of €149 million at August 31st, 2010, after deducting financial debt (€32.7 million in medium-term borrowings, €7.1 million in partner current accounts and €0.1 million in sundry financial debt) and borrowings linked to a finance lease (€0.1 million).

The change in the cash position can be broken down as follows:

€'000,000	2009-10	2008-09
Operating cash-flow	80.4	40.9
Change in working capital linked directly to operations (1)	6.6	(11.7)
Change in working capital for tax and social security (2)	42.6	(59.5)
Change in working capital excluding operations	-	30.0
Change in scope (3)	(0.5)	-
Investments	(36.2)	(68.1)
Dividends	-	(34.7)
Other (4) (5)	6.1	(6.7)
Change in cash position (5)	99.0	(109.8)
Opening cash position (6)	50.0	159.8
Closing cash position (6)	149.0	50.0
Treasury stock	58.1	64.2
Restated closing net cash position	207.1	114.2

(1) Inventories - trade receivables - trade payables

(2) Tax and social security-related liabilities and receivables, including corporate income tax

(3) Including acquisition of Fonderie Vignaud in 2009-10

(4) Primarily changes in treasury stock

(5) Excluding change in financial debt (partner current accounts and finance-lease borrowings)

(6) After financial debt (partner current accounts and finance-lease borrowings)

In addition, the Group's net cash position reflects the highly seasonal nature of its business and it is close to its highest monthly level on the balance sheet at August 31st. The annual average cash position is significantly lower than the level recorded on the balance sheet at August 31st.

c) Investments

The main industrial projects concerned product investments in line with the plan for releasing new models.

€'000,000	2009-10	2008-09
Capital expenditure	33.5	68.1
Change in fixed-asset related liabilities	2.7	-
Net investments	36.2	68.1

■ IV - OTHER INFORMATION

a) Environmental performance

During this financial year, the Bénéteau Group continued to develop its environmental policy focusing on the following three areas.

- I - Ensuring the long-term regulatory compliance of production sites.
- II - Reducing the environmental impacts of its activities.
- III - Reducing the environmental impact of its products.

I – Ensuring the long-term regulatory compliance of production sites

To ensure this long-term viability, the Bénéteau Group launched an ISO 14001 certification process in 2003.

To date, Chantiers Bénéteau, Chantiers Jeanneau and O'HARA have been ISO 14001 certified.

The Group's other companies are benefiting from the effects of this approach thanks to the standardization process and the deployment of environmental management procedures.

II – Reducing the environmental impacts of its activities

The Bénéteau Group has continued to reduce its main environmental impacts:

- VOC emissions
- Waste production

This year, the Bénéteau Group's VOC emissions were reduced thanks to the rollout of transformation processes and products with lower VOC emissions.

As far as waste management is concerned, the Bénéteau Group has improved its common industrial waste reclamation rate, coming in at 60% for the year, compared with 47% the previous year.

III – Reducing the environmental impact of its products

This aspect of the Group's environmental policy is rolled out in very different ways depending on the product concerned. For the Boat business, this aspect of the environmental policy is reflected in:

- Developing hybrid motorization solutions,
- Using reconstituted wood as an alternative to fine species,
- Ensuring «Label Bleu» certification for all boats in the pleasure cruising branch.

For the Housing business, this aspect of the environmental policy is reflected in the:

- Use of energy efficient bulbs as standard for lighting on its products,
- Use of equipment limiting water consumption as standard on its products.

In all cases, these developments are based on major research programs and above all benefit the Group's customers.

The following figures for 2009-10 make it possible to measure the Group's environmental impact:

VOC emissions	828 t
Water consumption	63,352 m ³
Electricity	46,251,771 kW
Tonnage of common industrial waste	9,390 t
Tonnage of common industrial waste reclaimed	5,664 t
Percentage of common waste reclaimed	60%
Tonnage of non-reclaimed specific industrial waste	588 t
Tonnage of reclaimed specific industrial waste	108 t

b) HR data

The Bénéteau Group has always acted as a responsible economic player, respecting its employees. Its approach is based on striking a balance between the Group's long-term economic sustainability and respect for the men and women involved in its development, as well as its environmental impact.

At August 31st, 2010, the Bénéteau Group had a total of 5,283 employees (excluding temporary staff) around the world, with the following breakdown:

	At Aug 31, 2010	At Aug 31, 2009
France	3,598	3,659
Other Europe	597	324
US	154	149
Boats	4,349	4,132
Housing	934	831
TOTAL	5,283	4,963

Breakdown by category (excluding temporary staff):

	At Aug 31, 2010	At Aug 31, 2009
Operatives	4,064	3,804
Employees, supervisors and technicians	890	846
Managers	329	313
Headcount (excluding temporary staff)	5,283	4,963

In FY 2009-10, women accounted for 27% of the total workforce, compared with 27.5% in 2008-09.

The average headcount (including temporary staff) can be broken down for each activity as follows:

	2009-10	2008-09
Boats	4,619	5,191
Housing	1,162	954
Total average headcount (including temporary staff)	5,781	6,145

In light of the Group's seasonal activity, it uses temporary staff. On account of the upturn in business, the Group's use of temporary staff increased during the year: on average, 622 temporary members of staff worked within the Group (347 for the Boat business and 275 for Housing), compared with 318 the previous year.

Profit-sharing came to a total of €7.6 million at August 31st, 2010.

■ V - POST-BALANCE SHEET EVENTS

No events likely to alter the presentation of operations for FY 2009-10 have occurred between the close of accounts and the date on which the present report has been drawn up.

■ VI - OUTLOOK

The Boat business, buoyed by the Group's brands holding up well, in addition to the growth drivers from the 2015 development plan, is confirming its ability to achieve 20% sales growth. It is benefiting from the positive results from the autumn shows. However, it will be necessary to wait until the end of the winter shows to gauge the extent of the upturn on the various markets more accurately.

For the Housing division, the Group is able to confirm a sustained level of business, with around €230 million forecast. This target is based on the good level seen on the outdoor accommodation market, this division's main activity, in addition to the promising outlook for the residential housing business. Indeed, the residential housing business, currently in a launch phase, is expected to continue to have an impact - although to a lesser extent - on the division's profitability.

BENETEAU S.A.

Breakdown of earnings

BENETEAU S.A., the holding company at the head of the Bénéteau Group, has an activity that is not significant in relation to its industrial subsidiaries.

Its earnings can be broken down as follows:

€'000,000	2009-10	2008-09
Sales	8.0	8.1
Operating income	(5.5)	(2.9)
Net financial result	3.9	108.6
Net income	(6.5)	141.0

Over the year, Bénéteau S.A. received €5.8 million in dividends from CNB SAS, IRM SAS and O'Hara SA.

The company's total net banking resources came to €58.7 million at August 31st, 2010, compared with €36.6 million at August 31st, 2009.

Breakdown of trade payables balance by due date

The company had €1,123,000 in trade payables at August 31st, 2010 (including €542,000 in accrued expenses).

The balance (excluding accrued expenses) can be broken down by due date as follows:

- Liabilities due: €96,000
- Outstandings due by September 30th, 2010 at the latest: €340,000
- Outstandings due by October 31st, 2010 at the latest: €142,000
- Subsequent outstandings: €3,000

Other elements

To the best of our knowledge, no individuals or legal entities have more than a 5% stake in the capital of Bénéteau S.A., with the exception of BERI 21 S.A.

The expenditure provided for under Article 39-4 of the French general tax code (Code Général des Impôts, CGI) came to €15,574 over the year.

The general meeting did not grant any delegations in relation to new equity issues over the year.

Over the year, the company bought and sold Bénéteau shares under the following conditions:

- Buying a total of 249,813 shares at an average price of €11.39 per share
- Selling a total of 840,813 shares at an average price of €11.81 per share
- Trading costs: €73,000.

At the same time, stock options were exercised by staff representing a total of 32,664 shares, at an average price over the year of €5.44.

This gives a balance of 5,771,426 shares at August 31st, 2010, with a par value of €0.10, representing 6.62% of the capital, with 6.02% for treasury stock and 0.60% for shares awarded. The balance sheet value represents €58,106,000, while the value at August 31st, 2010, based on the average share price over August 2010, came to €64,282,000.

These acquisitions have been carried out in line with the treasury stock buyback program approved at the general meetings on January 30th, 2009 and July 9th, 2010.

Appropriation of earnings

The Management Board proposes the following appropriation of the -€6,478,736.85 in net income for the year::

- Other reserves: - €6,478,736.85

and to draw €10,457,664.00 against other reserves for:

- Dividends: €10,457,664.00

The portion of profits corresponding to dividends not paid out relative to shares held as treasury stock by the company will be allocated to retained earnings.

The proposed dividend represents €0.12 for each one of the 87,147,200 shares, with a par value of €0.10.

As required under French law, shareholders are reminded that the dividends paid out over the last three years were as follows:

	2006-07	2007-08	2008-09
Share par value	€0.10	€0.10	€0.10
Number of shares	87,147,200	87,147,200	87,147,200
Dividend	€0.390	€0.430	€0

FIVE-YEAR FINANCIAL SUMMARY - BENETEAU S.A.

Amounts (€)	2005-06	2006-07	2007-08	2008-09	2009-10
Share capital at year-end					
Share capital	8,714,720	8,714,720	8,714,720	8,714,720	8,714,720
Number of shares	17,429,440	87,147,200	87,147,200	87,147,200	87,147,200
Operations and earnings for the year					
Sales (net of tax)	8,161,088	9,164,853	11,177,989	8,104,220	8,022,882
Earnings before tax, profit-sharing, depreciation and provisions.	44,711,965	38,485,400	79,616,396	122,295,980	2,478,367
Corporate income tax	53,965	4,381,900	(268,228)	(17,249,012)	6,376,431
Employee profit-sharing	217,009	154,940	214,029	-	-
Net income	43,383,568	37,219,231	73,074,355	141,006,065	(6,478,737)
Distributed earnings	25,795,571	33,987,408	37,473,296	-	10,457,664
Earnings per share					
Earnings after tax and profit-sharing, but before depreciation and provisions	2.55	0.39	0.87	1.60	(0.04)
Net income	2.49	0.43	0.84	1.62	(0.07)
Dividend per share (€)	1.48	0.39	0.43	-	0.12
Workforce					
Average headcount	27.3	22.6	24.9	25.9	20
Payroll	2,377,233	2,055,168	2,556,721	1,685,188	1,383,433
Employee benefits	872,485	878,741	1,135,626	723,044	611,615

List of Corporate Officers and compensation

Executive compensation packages are set by the Supervisory Board based on proposals from the Compensation Committee. Variable compensation elements are determined in view of the results achieved.

Management and Supervisory Board members are required to hold on to the shares awarded for two years from their definitive vesting date. There are no commitments for any executive severance packages.

The Group is committed to referring to the AFEP-MEDEF corporate governance code.

Mrs. Annette Roux

Directors' attendance fees within the Group: €54,500

Gross compensation paid within the Group: €100,000 fixed

Offices:

- BERI 21 SA	Chairman of Supervisory Board
- BENETEAU SA	Vice-Chairman of Supervisory Board
- SPBI SA	Director
- CNB SASU	Director
- O'HARA SA	Director
- IRM SASU	Director
- BH SASU	Director
- BENETEAU FOUNDATION	Chairman
- BERI 210 SARL	Manager
- BERI 3000 SARL	Manager
- BENETEAU ESPANA SA	Director
- L'OREAL SA	Director

- JEANNEAU ITALIA	Vice-Chairman
- JEANNEAU ESPANA NEWCO	Representative of SPBI, Director
- MONTE CARLO YACHT SPA	Director
- BANQUE CIC OUEST SA	Director

Mr. Yves Lyon-Caen

Directors' attendance fees within the Group: €41,500

Gross compensation paid within the Group: €312,000 fixed, €122,340 variable (basis: FY 2008-09)

Offices:

- BERI 21 SA	Chairman of Management Board
- BENETEAU SA	Chairman of Supervisory Board
- SPBI SA	Director
- CNB SASU	Director
- BH SASU	Chairman and Director
- HABITAT D'AVENIR SAS	Supervisory Board member
- BENETEAU FOUNDATION	Director
- SCI ODYSSEY	Manager
- BERI 75 SARL	Manager
- BENETEAU ITALIA SRL	Director
- UNIBAIL-RODAMCO SA	Director
- SUCRES et DENREES SA	Supervisory Board member

Mr. Bruno Cathelinais

Directors' attendance fees within the Group: €27,500

Gross compensation paid within the Group: €315,582 fixed, €22,340 variable (basis: FY 2008-09)

Benefits in kind awarded within the Group: €6,321

Offices:

- BENETEAU SA	Chairman of Management Board
- SPBI SA	Chairman of Board of Directors and CEO
- CNB SASU	Director
- O'HARA SA	Chairman of Board of Directors
- IRM SASU	Chairman and Director
- BIO HABITAT SAS	Chairman
- BH SASU	Director
- HABITAT D'AVENIR SAS	Management Board member
- SGB FINANCE SA	Director
- BENETEAU INC	Chairman
- BENETEAU USA INC	Chairman
- BENETEAU UK	Director
- JEANNEAU INC	Director
- JEANNEAU AMERICA INC	Director

Mr. Dieter Gust

Directors' attendance fees within the Group: €11,000

Gross compensation paid within the Group: €223,537 fixed, €1,451 variable (basis: FY 2008-09)

Benefits in kind awarded within the Group: €5,197

Offices:

- BENETEAU SA	Management Board member
- SPBI SA	Deputy Chief Executive Officer and Director
- CNB SASU	Chairman and Director
- SCI NAUTILUS	Manager
- GBI HOLDING SRL	Sole Director
- MONTE CARLO YACHT SPA	Director

Mr. Aymeric Duthoit

Directors' attendance fees within the Group: €11,000
 Gross compensation paid within the Group: €114,192 fixed,
 €43,101 variable (basis: FY 2008-09)
 Benefits in kind awarded within the Group: €2,520

Offices:

- BENETEAU SA	Management Board member
- O'HARA SA	Chief Executive Officer and Director
- O'HARA VACANCES SASU	Chairman
- IRM SASU	Chief Executive Officer and Director
- BH SASU	Deputy Chief Executive Officer and Director
- BIO HABITAT SAS	Deputy Chief Executive Officer
- HABITAT D'AVENIR SAS	Representative of BH, Management Board member
- BH SERVICES SASU	Chairman

Mr. Yvon Bénéteau

Directors' attendance fees within the Group: €30,750
 Gross compensation paid within the Group: €91,020 fixed,
 €5,585 variable (basis: FY 2008-09)

Offices:

- BERI 21 SA	Management Board member
- BENETEAU SA	Supervisory Board member
- SPBI SA	Director
- NOVY 6 SAS	Chairman
- NOVYCAT SARL	Manager
- BENETEAU FOUNDATION	Director

Mr. Luc Dupé

Directors' attendance fees within the Group: €21,000
 Gross compensation paid within the Group: €91,020 fixed,
 €5,585 variable (basis: FY 2008-09)

Offices:

- BERI 21 SA	Supervisory Board member
- BENETEAU SA	Supervisory Board member
- SPBI SA	Representative of BENETEAU SA, Director
- O'HARA SA	Representative of BENETEAU SA, Director
- CNB SASU	Representative of BENETEAU SA, Director
- IRM SASU	Representative of BENETEAU SA, Director
- ELMA ASSOCIES SAS	Deputy Chief Executive Officer

Mr. Yves Gonnord

Directors' attendance fees within the Group: €16,750

Offices:

- BENETEAU SA	Supervisory Board member
- FLEURY MICHON SA	Vice-Chairman
- SHCP SAS	Chairman
- SCA DE LA BROSE	Manager
- BABY GIFT INTERNATIONAL SAS	Supervisory Board member

Mr. Christian de Labriffe

Directors' attendance fees within the Group: €20,750

Offices:

- BENETEAU SA	Supervisory Board member
- FINANCIERE RABELAIS SAS	Chairman
- MONTAIGNE RABELAIS SAS	Representative of ROTHSCHILD & CIE BANQUE SCS, Chairman
- PARC MONCEAU SARL	Manager
- ROTHSCHILD & CIE SCS	General Partner
- ROTHSCHILD & CIE BANQUE SCS	General Partner
- TRANSACTION R SAS	Chairman
- CHRISTIAN DIOR SA	Director
- CHRISTIAN DIOR COUTURE SA	Director
- PARIS ORLEANS SA	Supervisory Board member
- DELAHAYE PASSION SC	Manager
- TCA PARTNERSHIP SAS	Chairman

Mr. Eric Delannoy

Directors' attendance fees within the Group: €13,750

Offices:

- BENETEAU SA	Supervisory Board member
- TALENTS ONLY SARL	Manager
- NAPKIN SARL	Manager

Mr. Jean-Louis Caussin

Directors' attendance fees within the Group: €46,500

Offices:

- BENETEAU SA	Supervisory Board member
- SPBI SA	Director
- GOTCHA EURL	Manager

Mr. Patrick Mahé

Directors' attendance fees within the Group: €13,750

Offices:

- BENETEAU SA	Supervisory Board member
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Corporate officers' transactions on shares

1. Stock options

Options awarded at August 31st, 2010

Date awarded	Number of shares awarded	Maturing	Exercise price	Options exercised before 2009-10	Options exercised in 2009-10	Options not-exercised at Aug 31, 2010
Oct 3, 2001	450,000	Oct 3, 2011	5.96	302,828	12,764	134,408
Feb 13, 2003	450,000	Feb 13, 2013	6.456	203,360	19,900	226,740
Aug 30, 2006	72,500	Aug 30, 2016	12.564	0	0	72,500

Options awarded to corporate officers in FY 2009-10

NA

Options exercised by corporate officers in FY 2009-10

NA

2. Bonus shares

Bonus shares awarded at August 31st, 2010

Date awarded	Number of shares awarded	Value of shares awarded
Aug 29, 2007	38,440	17.67
Sep 3, 2008	50,000	12.21

Bonus shares awarded to corporate officers in FY 2009-10

NA

Bonus shares definitively vested for corporate officers in FY 2009-10

NA

3. Corporate officers' transactions in FY 2009-10

Name	Type of transaction	Transaction date	Number of shares	Amount
Dieter Gust	Sale	Jul 7, 2010	1,700	€18,784

ADDITIONAL MANAGEMENT BOARD'S REPORT

Section excluding the annual account

Dear Shareholders,

Following on from the deliberations of the Management Board and Supervisory Board on November 3rd and 4th, 2010, we invited you to attend a combined general meeting, in accordance with French law and your company's bylaws, in order to deliberate on the ordinary annual section on the one hand, and on the following specific points on the other:

I - Renewal of the company share buyback program and related authorizations:

For all annual general meetings henceforth, BENETEAU wanted to include the renewal of its share buyback program on the agenda, following on from the authorizations already approved at the general meetings held on:

- February 5th, 1999
- August 31st, 2000
- February 1st, 2002
- July 17th, 2003
- January 28th, 2005
- July 20th, 2006
- June 22nd, 2007
- January 30th, 2009
- July 9th, 2010

For reference, under the previous authorization, the following transactions were carried out over the period from July 9th, 2010 to November 30th, 2010:

- Purchases for a total of 91,470 shares,
Representing a total of €1,222,994 and an average share price of €13.37
- Sales for a total of 176,870 shares,
Representing a total of €2,358,454 and an average share price of €13.334
- Transfers for a total of 30,450 shares,
Representing a total of €57,510 and an average share price of €1.889

The transactions carried out on the share under the liquidity agreement represented:

91,470 purchases and 86,970 sales.

In light of this, treasury stock at November 30th, 2010 represented a total of 5,654,076 shares, i.e. 6.49% of the capital, with the following breakdown:

- Liquidity agreement entered into with an investment service provider acting independently: 6,000 shares
- Awarding to staff or corporate officers as stock options: 425,448 shares
- Free allocations to staff or corporate officers: 272,750 shares
- Holding and subsequent issue in exchange or as payment for any external growth operations: 4,949,878 shares

Shares allocated to objectives that are not achieved, or linked to a change of strategy during the buyback program, may be sold off under a sales mandate entered into with an investment service provider acting independently, or may be reallocated for cancellation in line with the regulations applicable.

The Management Board therefore invites you to renew the authorization, for a further 18-month period, for the company to acquire its own shares for up to 10% of the share capital and a maximum theoretical investment of €76.5 million, based on a maximum purchase price set at €25.

The objectives of this buyback program, in decreasing order of priority, remain identical:

- Market-making for the shares by an investment service provider under a liquidity agreement in line with the AMAFI compliance charter;
- Awarding stock options and/or bonus shares to company or Group staff or corporate officers, subject to the corresponding resolutions being adopted at the combined general meeting,

- Selling shares to company or Group staff in connection with one or more company savings schemes created in Group companies, subject to the corresponding resolutions being adopted at the combined general meeting,
- Holding and issuing shares again in payment or exchange as part of external growth or financial operations in line with stock market regulations,
- Cancelling shares with a view to optimizing earnings per share and the return on capital, subject to the corresponding resolutions being adopted at the combined general meeting.

This authorization would cancel and replace the previous one from July 9th, 2010.

The description of the share buyback program will be made available to shareholders at least 21 days before the meeting, notably on the company's internet site.

2 - Possible capital increase reserved for staff with preferential subscription rights waived:

We would like to remind you about the provisions of the French employee savings law of February 19th, 2001, which requires general shareholders' meetings to deliberate every three years or at the time of any decision to increase the capital, on a proposed resolution concerning a capital increase reserved for staff, carried out under the conditions set out in Articles L3332-18 to L3332-24 of the French labor code (Code du travail).

In this way, three years ago, the general shareholders' meeting on February 1st, 2008, as proposed by the Management Board and Supervisory Board, had decided to reject the corresponding resolution.

Since BENETEAU S.A. is still not planning to increase its capital in the immediate future, we recommend purely and simply rejecting the corresponding resolution again.

SUPERVISORY BOARD'S REPORT

Dear Shareholders,

The Supervisory Board has been provided with regular reports from the Management Board on changes in the Group's business, and performed the missions entrusted to it under the law and bylaws.

More specifically, it has reviewed the parent company financial statements of BENETEAU S.A., as well as the consolidated financial statements of the BENETEAU GROUP, for the year ended August 31st, 2010.

We do not have any observations to make regarding the Management Board's management report.

Neither do we have any observations to make concerning the report on the section excluding the annual financial statements.

Your Board therefore invites you to approve the documents presented here, as well as the resolutions put forward, with the exception of the 18th resolution, which we recommend that you purely and simply reject.

Saint Gilles Croix de Vie, November 4th, 2010

Chairman of the Supervisory Board

CHAIRMAN'S REPORT

on Supervisory Board operations and internal control

Dear Shareholders,

Pursuant to the provisions of Article L.225-68 of the French commercial code (Code de Commerce), supplemented by Financial Security Law 2003-706 of August 2nd, 2004, I am reporting to you on the following:

- The conditions for preparing and organizing work carried out by your Supervisory Board during the year ended August 31, 2010
- The internal control procedures put in place by the company

I - Preparation and organization of Supervisory Board operations

The Supervisory Board exercises permanent control over the management of the company by the Management Board. At any time of the year, it carries out the verifications and controls that it deems necessary and may ask to be provided with any documents that it believes relevant for the performance of its mission.

I.1 Supervisory Board structure

Your Supervisory Board is made up of the following nine members:

Mr. Yves Lyon-Caen, Chairman
 Mrs. Annette Roux, Vice-Chairman
 Mr. Yvon Bénéteau
 Mr. Jean-Louis Caussin
 Mr. Eric Delannoy
 Mr. Luc Dupé
 Mr. Yves Gonnord
 Mr. Christian de Labriffe
 Mr. Patrick Mahé

Each member must own at least 500 company shares. Members are appointed for three-year terms of office.

The rules governing Supervisory Board operations are set in the bylaws, in accordance with the legal provisions in force.

Furthermore, a set of internal regulations was adopted by the Supervisory Board on May 10th, 2005.

I.2 Frequency of meetings

The Supervisory Board meets as often as required for the company, and four times a year as a minimum.

Over the past year, your Supervisory Board met four times, including:

- On November 4th, 2009, notably to review the financial statements for the year ended August 31st, 2009
- On April 22nd, 2010, notably to review the financial statements for the first half of the year and to update the forecasts for FY 2009-10.

I.3 Convening of Supervisory Board sessions

Board meetings are convened in a simple letter sent to members at least eight days prior to the date of the meeting.

The statutory auditors are invited to attend in a letter sent recorded delivery with delivery receipt at least eight days before the date of each meeting to review or approve annual or interim financial statements.

I.4 Information for Supervisory Board members

In addition to the agenda, which Board members systematically receive with their notice to attend, the company provides them with all the documents and information required for their mission.

1.5 Specialized committees

The specialized committees were renewed by the Supervisory Board during its meeting on January 7th, 2010 as follows:

Strategic Committee

This committee represents the essential link for relations between the Supervisory Board and the Management Board, in which the family shareholder is represented:

Chairman: Mrs. Annette Roux

Members: Mr. Yves Lyon-Caen, Mr. Yvon Bénéteau, Mr. Luc Dupé

Depending on the subjects covered, the following may be called on: other Supervisory Board members, people from outside of the company for their experience, other family members, etc.

Appointments and Compensation Committee

This committee already existed in the past with a more restricted scope, which is therefore set to be extended.

Chairman: Mr. Yves Lyon-Caen

Members: Mrs. Annette Roux, Mr. Yves Gonnord, Mr. Christian de Labriffe, Mr. Yvon Bénéteau

Audit and Risk Committee

In addition, this committee already has a history of operating exclusively as an Audit Committee. From now on, it will be able to meet twice a year for the close of accounts and once to address risks.

Chairman: Mr. Christian de Labriffe

Members: Mr. Yves Lyon-Caen, Mr. Jean-Louis Caussin, Mr. Luc Dupé

1.6 Meeting reports

The Board's meetings and decisions are formalized in minutes drawn up further to each session, and then signed by the Chairman and at least one Board member:

2 - Conditions for shareholder participation in general meetings

General meetings are convened by the Management Board or the Supervisory Board and deliberate as provided for under French law. They are held at the registered office or any other venue

indicated in the notice to attend.

Since the company is publicly traded, general meetings are convened with an initial notice published in the French official gazette (Bulletin des Annonces Légales Obligatoires, BALO) at least 35 days before the meeting date, followed by a second notice published in an authorized gazette for legal announcements in the region where the registered office is located, at least 15 days before the meeting date.

These publications are also available on the Group website: www.beneteau-group.com

Furthermore, shareholders who have held registered shares for at least one month on the date of the notice to attend are invited to attend any meetings in an ordinary letter or, if requested by them and at their cost, in a letter sent recorded delivery.

All shareholders are entitled to take part in the general meeting whatever the number of shares held, provided that they are fully paid-up.

The right to take part or be represented at the meeting is subject to the securities being recorded in the name of the shareholder or their intermediary in the registered security accounts held by CACEIS for the company or the bearer securities accounts held by the authorized intermediary by midnight (Paris time) three working days prior to the meeting.

Shareholders may vote by mail under the legal and regulatory conditions in force: to be taken into account, the postal voting form must be received by the company at least three days before the date of the meeting.

Under the bylaws, any shareholders taking part in the meeting using videoconferencing or other telecommunications resources making it possible to identify them, the nature and conditions of which are determined by decree, may be deemed to be present for calculating the quorum and majority. This possibility has not yet been used by the company.

A double voting right is granted to fully paid-up registered shares that have been registered for at least two years in the name of the same shareholder; whether they are French nationals or from a European Economic Community member state.

This right will also be granted upon issue:

- In the event of a capital increase through the incorporation of reserves, profits or issue premiums, to any registered shares awarded freely to shareholders in view of the old shares for which they were entitled to this right;
- In the event of a merger, to any registered shares awarded to a shareholder in the merged company in exchange for this company's shares for which they were entitled to this right.

If shares are transferred further to an inheritance, liquidation of joint ownership between spouses or inter-vivos donations to spouses or relatives entitled to inherit, they do not lose the rights acquired and the two-year period set out above continues uninterrupted.

Joint owners of shares are required to be represented with the company and at general meetings by only one of them, which the company considers as the sole owner; or by a single proxy.

The voting right associated with the share belongs to the beneficial owner at all general meetings. Even when voting rights have been waived, the bare owner of shares still has the right to attend the general meetings.

For securities that have been pledged, voting rights are exercised by the owner and not the pledgee.

2.1 Disclosure of shareholding thresholds

Any individuals or legal entities, acting alone or in concert, that may directly or indirectly hold, through one or more legal entities they control as per Article L.233-3 of the French commercial code, a number of shares representing a proportion of the share capital and/or voting rights greater than or equal to 2.5%, or any multiple thereof, including over the disclosure thresholds applicable under the legal and regulatory provisions in force, must inform the company of the total number of shares and voting rights they hold, as well as any securities entitling holders to access the capital in the future and the corresponding potential voting rights, in a letter sent recorded delivery with delivery receipt within the legal and regulatory timeframe.

The requirement to inform the company also applies when the shareholder's interest in the capital or level of voting rights falls below any of the disclosure thresholds indicated in the bylaws.

If shareholders fail to make such declarations in the proper manner, the shares in excess of the fraction that should have been disclosed in accordance with the bylaws and/or legal provisions applicable will not be entitled to voting rights at any shareholder meetings that may be held for two years following notification that the situation has been resolved.

3 - Internal control procedures

3.1 Internal control objectives

Within the Bénéteau Group, internal control is defined as all of the systems aimed at effectively managing activities and risks, while making it possible to ensure that operations are effective, secure and compliant.

Implemented by the Supervisory Board, the Management Board and Group staff, internal control aims to obtain reasonable assurance and not an absolute guarantee over:

- The correct application of the company's general policy
- Compliance with the laws and regulations applicable for the Group
- The prevention, detection and effective management of risks inherent to the business, in addition to risks of fraud or errors
- The reliability of accounting and financial information

3.2 General organization for internal control procedures

3.2.1 Key internal control participants

Supervisory Board

In connection with the permanent control of the company's management and the remits granted to it under the bylaws, the Supervisory Board regularly reviews the company's strategies, evaluates the suitability of its investment policy, and assesses its projects to develop new products. Preparations for its work are based on ad hoc meetings of the strategic committee.

It is regularly provided with reports on the company's accounting and financial information. In its analysis, the Supervisory Board is supported by the Audit Committee, which meets several times over the year, as necessary, with the statutory auditors, and more frequently with the Chairman of the Management Board. It also refers to work conducted by the Appointments and Compensation Committee for decisions relating to Management Board member compensation packages and allocations of bonus shares or stock options.

Management Board

It defines and oversees the Group's operational strategies in connection with its remits under the bylaws. It is based on the chief executive officers and deputy CEOs of subsidiaries, as well as the Group's functional divisions. This management system makes it possible to effectively coordinate and plan internal control.

Operational committees

Focused on the following areas, these committees meet on a regular basis:

- Procurement
- Product development
- Scientific and technical
- Industrial
- Information systems
- Legal
- Financial

Subsidiary steering committees

Regularly brought together by the Chairman of the Management Board and comprising operational and functional managers from the various companies concerned, the steering committees coordinate the implementation of the Group's strategic objectives, while ensuring that they are rolled out correctly within the various departments.

Functional and operational managers

They are responsible for proposing action plans in line with the objectives set by the steering committee, as well as for setting up efficient and effective working methods on the main operational processes. Within this framework, they ensure that the measures adopted are effectively implemented with a view to reducing the likelihood of the main risks occurring and minimizing, if necessary, their consequences.

Financial management

The Group's financial management team, liaising with the management control and accounting teams in the various business units, is responsible for:

- Preventing and effectively managing any differences in relation to the objectives defined
- Guaranteeing the reliability of accounting and financial information

The financial management team prepares the documents requested by the Audit Committee and participates in its work.

The Statutory Auditors

As external parties, the statutory auditors supplement the Group's internal control system. Their work provides the Group with reasonable assurance over the reliability and accuracy of the accounting and financial information produced.

3.2.2 Main management decisions

All major management decisions, which involve a significant commitment for the company, are validated by the Management Board.

3.2.3 Risk management

Finance

Cash management:

Each Group company's surplus cash is centralized at holding level (Bénéteau SA), with a current account accruing interest under the following conditions: 3-month Euribor +0.25% for lending and 3-month Euribor + 1% for borrowing.

The cash centralized in this way is invested exclusively in risk-free vehicles, such as short-term certificates of deposit, with three banks chosen by the Management Board following a review by the Supervisory Board.

Foreign exchange and interest rates:

The Group hedges its medium-term borrowings with interest rate swaps.

The Group carries out foreign-exchange hedging operations on the US dollar and Zloty, based on forward sales. Hedging decisions are taken by the Group's executive management and operations are set up by the financial departments from the companies concerned.

Credit management:

a. Pleasure cruising

A credit management procedure was put in place in 2007, based on written provisions.

A risk committee meets each month. The credit manager presents all of the reports and an update on the current situation. The most important decisions are validated by the risk committee.

One-off meetings may be held in addition to this monthly meeting if necessary.

Weekly reporting on late payments and a monitoring of outstanding trade receivables make it possible to effectively monitor financial risks.

In France, Spain and Italy, boats are paid for before departure, or a financing agreement has been obtained beforehand from SGB.

Outstanding trade receivables are financed using an SGB credit line, the amount of which is determined jointly by SGB and Bénéteau or Jeanneau. It is based on four financial ratios, which determine a credit line representing a maximum of 40% of the volume of sales.

The two boatyards have a contractual commitment to take back any new boats that have not been paid for after one year's financing. During this period, SGB has redeemed 20% of the capital, with the yards' commitment then representing 80% of the purchase price (net of tax). The boatyards may approve an extension of this financing period, but will then request a further repayment.

The risk of non-payment on second-hand boats is covered by SGB.

Outside of France, Spain and Italy, boats are paid for before departure, or a financing agreement has been obtained beforehand from one of the specialized financial companies selected by the Group depending on the country concerned.

A monthly report is provided by these financing organizations and enables the credit manager to ensure the consistency of the various credit lines and the financing facilities granted, as well as compliance with partial repayments over the period.

The boatyards have a commitment to take back any new boats that have not been paid for after one year's financing under identical conditions to those for France.

The credit manager liaises with the various financing companies in order to anticipate any problems and reports on any difficulties to the risk committee.

b.Housing

Before opening a customer account, a financial analysis is carried out by the credit management department, which then sets the level of outstanding liabilities based on the customer's financial soundness.

This approach is systematically combined with a request for credit insurance cover with Coface for orders excluding financing. Coface's cover represents between 30 and 50% of the credit facilities authorized.

The credit management department regularly monitors the levels of liabilities outstanding and may block orders from being entered and deliveries from being made.

A monthly report is provided to the chief commercial officer and the chief financial officer for them to work on the most delicate cases.

IT

IT security:

All IT security-related issues are overseen by the IT services security manager, who heads a unit focused on:

- IT backups,
- System security (secure access, firewall, antivirus, antispam, etc.),
- Network and system availability,
- Monitoring of emerging regulatory issues (French data protection agency),
- Compliance with best practices (IT Charter).

The IT security charter is appended to the bylaws of each Group company.

Every fortnight, the IT services security manager chairs an IT security committee, which looks back over the past period's events and defines the priorities and the actions to be carried out over the following period.

Vulnerability audits are regularly carried out by a specialized external company.

Business recovery management:

All of the company's IT data are backed up daily at two different sites. The data are then kept in line with a daily, weekly, monthly and yearly archiving plan determined based on the criticality and shelf life of the information concerned.

The Group also has a business recovery plan for the main management software, enabling business to resume within 24 hours of a disaster based on the situation 48 hours before the incident.

Procurement and logistics:

Managing supplier risks effectively is essential in order to ensure the continuity of production.

This involves setting up means of control on several levels:

Checking the long-term viability of suppliers

Around 50 strategic or vulnerable suppliers are specifically monitored. The objective is to ensure the long-term viability of partner firms and anticipate any difficulties they may have as early as possible.

This approach is combined with financial monitoring: through subscriptions to accounting and financial monitoring services for a list of suppliers selected by the procurement department, or a more detailed financial review requested by the purchaser from the credit manager.

The objective is to maintain cooperation between the procurement department and the financial departments in order to improve the monitoring of the supplier risk.

Effectively managing product quality risks

The main suppliers - around 100, representing nearly 80% of material purchases - have signed a quality, logistics and environment charter:

This charter sets out a framework for our requirements in terms of timeframes, traceability, environmental standards, flexibility and quality.

Around 50 suppliers have signed a procurement contract, with highly detailed specifications, referring to international standards and drawn up in conjunction with the design department.

This procurement contract is intended more specifically for multiyear deals.

Effectively managing dependence on suppliers:

There are always several suppliers for a given area of expertise. Nevertheless, the Group is not safe from the risk of certain products not being able to be replaced without a new development by the design department. In such cases, there is a risk of certain productions being momentarily stopped due to the interruption in supplies.

These risks are clearly identified, regularly assessed and restricted to a limited number of products.

Checking the continuity of supplies

Supplies are overseen on a daily basis using tools for monitoring the service rate, delays and interruptions. Safety stocks are put in place depending on the product's critical nature and the supplier risk.

Supplies also benefit from a tool for forecasting requirements, which makes it possible to detect and address any capacity risks with a forward-looking approach.

Industry

ISO 9001 certification:

The Group's main companies are ISO 9001 certified, which is based on a quality management system being put in place. The company's essential processes are documented, with performance indicators, and regularly audited.

The certification process targets continuous improvement.

Accredited economic operator (OEA) certification (customs / security and safety simplification):

European customs have approved the Bénéteau Group and its subsidiary SPBI as accredited economic operators. This certification is intended to facilitate international trade in goods, with a trust-based agreement between the customs authorities and our Group, obtained following an audit of our administrative and production sites.

Quality management committee:

A quality management committee meets every fortnight, taking stock with management and the after-sales service, design, procurement and quality departments for the issues concerning each one of them.

There are two levels for action: critical points (actions to be carried out within one month, setting up a pilot and a report for each quality management committee meeting); red points (major risk or security issue or brand image risk: immediate action, with executive management informed).

Environment

Recap on Point IV – a) 2.2.4. from the annual report:

Environmental management is based to a great extent on ISO 14001, which makes it possible to formulate objectives factoring in regulatory requirements and significant environmental impacts for the companies.

This system is also documented (procedures), planned (environmental management programs put in place), tracked using operational management and performance indicators, audited (internal and external) and regularly reviewed in order to check that the facilities are operating correctly and the teams are suitably equipped to react in the event of an environmental emergency.

In addition, fire risks are regularly audited by the Group's insurer.

Regulations:

Regulatory watch is outsourced to a leading specialized company and makes it possible to ensure compliance with environmental laws.

The Group also works with the public authorities within the association of composite industry producers (GPIC), which makes it possible to effectively anticipate changes to the regulations.

The Group has taken the REACH regulations into consideration in its sourcing policy. Within this framework, the Group has adopted an approach promoting the use of less toxic products.

Legal

Monitoring of cases:

In line with the executive management team's instructions, all managers are required to notify the legal department in the event of any significant issue.

Since the legal department has an advisory role, each manager must determine whether or not it is necessary to notify the legal department. However, it remains dependent on the effective assessment of risks by managers.

A reporting system has been put in place for the legal risks and cases that are underway in order to inform executive management as quickly as possible and help it oversee the business.

3.3 Procedures for the preparation and processing of accounting and financial information

The Group has adopted a set of rules and methods making it possible to provide reliable financial information, notably with a view to:

- Ensuring that financial information is reported within reasonable timeframes, and being able to take corrective actions if necessary
- Guaranteeing the quality of financial information provided for the Group Management and Supervisory Boards
- Ensuring that information is consistent across the Group's various companies
- Ensuring compliance with the various regulations applicable (accounting, tax, customs, etc.)
- Keeping the risk of errors occurring under control

The consolidated financial statements are presented in accordance with all of the standards published by the International Accounting Standards Board (IASB) and adopted by the European Union (IFRS).

To meet these objectives, each Bénéteau Group company notably applies an identical budgetary process.

A forecasted income statement is drawn up at the start of the financial year. During the year, the initial estimates are adjusted on two or three occasions.

These adjustments are based on the internal reports drawn up by each Group company.

Several departments work together on the process to produce the Group's consolidated accounting and financial information:

- Accounting and consolidation
- Management control
- Information systems
- Cash management
- Legal

These departments ensure that the Group's various business units are kept abreast of the latest developments in terms of legislation, recommendations issued by the French securities regulator (Autorité des Marchés Financiers, AMF), or the Group's internal procedures and their application.

They provide information on the Group's financial policy, the standards and procedures to be applied, any corrective actions to be taken, and internal control relating to accounting and financial data.

Furthermore, monthly management committees have been set up for each business unit in order to analyze results and contribute to economic steering efforts, while helping create and maintain a financial culture within the Group.

The main management processes support the internal control system. This concerns the medium-term strategic plan, annual budget, quarterly estimates for annual earnings, monthly reports on management results, operational reporting charts and half-year close of accounts (parent company and consolidated).

To draw up its consolidated financial statements, Bénéteau SA uses the common Group-wide standards, which ensures that the accounting methods and consolidation rules applied are consistent and that the reporting formats are standardized.

Bénéteau SA draws up its consolidated financial statements under IFRS. The financial department issues memoranda with instructions, setting out the schedules for the close of accounts. Every six months, elements from the consolidated financial statements are reconciled with monthly reports in order to analyze and account

for any differences. In connection with their mission, the statutory auditors conduct a limited review at the end of the first six months, followed by a full review at August 31st, as a minimum.

3.4 Internal control management

The Group's information system is based on a set of common tools covering the main companies with regard to both production management and the processing of financial information. It makes it possible to obtain quality, reliable information within reasonable timeframes.

Furthermore, the Audit Committee continued working over 2010 to formalize financial information.

Saint Gilles Croix de Vie, November 4th, 2010

Chairman of the Supervisory Board

Statutory auditors' report, drawn up in accordance with Article L.225-235 of the French commercial code, on the Bénéteau S.A. Supervisory Board Chairman's report

Year ended August 31st, 2010

Dear Shareholders,

In our capacity as statutory auditors for Bénéteau S.A., and in accordance with the provisions of Article L.225-235 of the French commercial code, please find hereafter our report on the report drawn up by the Chairman of your company pursuant to the provisions of Article L.225-68 of the French commercial code for the year ended August 31st, 2010.

The Chairman is responsible for drawing up a report and submitting it for approval to the Supervisory Board, presenting the internal control and risk management procedures put in place within the company and providing the other information required by Article L.225-68 of the French commercial code, notably relative to the corporate governance system.

It is our responsibility to:

- Report to you our observations on the information set out in the Chairman's report on the internal control and risk management procedures relating to the preparation and processing of accounting and financial information, and
- Certify that this report contains the other information required under Article L.225-68 of the French commercial code, it being understood that it is not our responsibility to check the accuracy of such other information.

We conducted our audit in accordance with the industry standards applicable in France.

Information concerning the internal control and risk management procedures relating to the preparation and processing of accounting and financial information

These standards require that we plan and perform the audit to obtain reasonable assurance that the information concerning the internal control and risk management procedures applied when drawing up and processing the accounting and financial information contained in the Chairman's report is free from any material misstatements.

This notably consisted of:

- Reviewing the internal control and risk management procedures relative to the preparation and processing of the accounting and financial information supporting the information presented in the Chairman's report, as well as existing documentation;
- Reviewing work that has made it possible to draw up such information and existing documentation;
- Determining whether the major shortcomings concerning internal control relative to the preparation and processing of accounting and financial information which we have identified in connection with our audit are presented with appropriate information in the Chairman's report.

On the basis of this work, we do not have any observations to make regarding the information given concerning the company's internal control and risk management procedures relative to the preparation and processing of the accounting and financial information contained in the Chairman of the Supervisory Board's report, drawn up pursuant to the provisions of Article L.225-68 of the French commercial code.

Other information

We certify that the Chairman of the Supervisory Board's report contains the other information required under Article L.225-68 of the French commercial code.

The Statutory Auditors

Rennes and La Roche surYon, December 17th, 2010

KPMG Audit
KPMG S.A. Department

Atlantique Révision Conseil

Vincent Broyé
Partner

Sébastien Caillaud
Partner

GROUPE  BENETEAU

Bénéteau Group

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Consolidated income statement at August 31st, 2010

€'000	Note	Aug 31, 2010	Aug 31, 2009
Sales	Note 17	779,254	659,195
Change in inventories of finished products and work-in-progress		(11,429)	19,307
Other operating revenues		1,050	1,697
Purchases consumed		(387,799)	(330,038)
Staff costs	Note 18	(196,185)	(175,596)
External expenses	Note 19	(74,090)	(67,649)
Taxes other than on income		(15,008)	(13,113)
Depreciation		(47,945)	(44,581)
Other current operating expenses	Note 20	(7,239)	(3,226)
Other current operating income	Note 20	4,658	1,369
Income from ordinary operations	Note 17	45,267	8,750
Other operating expenses	Note 21	(108)	(25,145)
Operating income		45,159	(16,395)
Income from cash and cash equivalents	Note 22	872	1,854
Cost of gross financial debt	Note 22	(1,876)	(1,988)
Cost of net financial debt	Note 22	(1,004)	(134)
Other financial income	Note 22	653	443
Other financial expenses	Note 22	(1,965)	(3,385)
Share in income of equity affiliates		2,646	1,709
Corporate income tax	Note 23	(14,046)	7,343
Net income (Group share)		31,443	(10,419)
Minority interests		16	0
Consolidated net income		31,427	(10,419)
€			
Net earnings per share	Note 24	0,38	(0,13)
Diluted net earnings per share	Note 24	0,38	(0,13)

**Comprehensive income statement
(Group share)**

€'000	Aug 31, 2010	Aug 31, 2009
Net income (Group share)	31,427	(10,419)
Foreign currency translation adjustments	(3)	164
Revaluation of hedging derivatives	997	40
Actuarial differences on defined benefit schemes	(117)	959
Other comprehensive income items		49
Deferred tax	(303)	(344)
Comprehensive income items (Group share)	574	868
Comprehensive income (Group share)	32,001	(9,551)

Consolidated balance sheet at August 31st, 2010

ASSETS (€'000)	Note	Aug 31, 2010	Aug 31, 2009
Goodwill	Note 5	63,335	63,335
Other intangible fixed assets	Note 5	2,750	1,855
Tangible fixed assets	Note 5	238,338	251,728
Equity interests in affiliated companies	Note 5	15,942	13,296
Non-current financial assets	Note 5	132	238
Deferred tax assets	Note 23	1,029	1,227
Non-current assets		321,526	331,679
Inventories and work-in-progress	Note 6	126,891	126,703
Trade receivables and related	Note 7	86,272	55,059
Other receivables	Note 8	29,728	43,289
Cash and cash equivalents	Note 9	190,999	98,588
Current assets		433,890	323,639
Total assets		755,416	655,318

SHAREHOLDERS' EQUITY AND LIABILITIES (€'000)	Note	Aug 31, 2010	Aug 31, 2009
Share capital		8,715	8,715
Additional paid-in capital		27,850	27,850
Treasury stock	Note 10	(58,106)	(64,243)
Consolidated reserves		466,896	474,058
Consolidated earnings		31,427	(10,419)
Shareholders' equity (Group share)	Note 10	476,782	435,961
Minority interests		189	11
Total shareholders' equity		476,971	435,972
Provisions	Note 11	10,925	11,380
Employee benefits	Note 12	7,852	6,592
Financial debt	Note 13	24,075	31,590
Deferred tax liabilities	Note 23	3,924	4,531
Non-current liabilities		46,776	54,093
Short-term loans and current portion of long-term loans	Note 13	17,910	17,059
Trade and other payables	Note 14	71,934	45,386
Other payables	Note 14	113,823	90,810
Other provisions	Note 11	15,662	11,999
Tax liabilities due	Note 14	12,342	0
Current liabilities		231,671	165,254
Total shareholders' equity and liabilities		755,416	655,318

CHANGE IN SHAREHOLDERS' EQUITY

€'000	Capital stock	Additional paid-in capital	Treasury stock	Consolidated reserves	Translation adjustments	Earnings	Shareholders' equity (Group share)	Minority interests	Total shareholders' equity
Net position at Aug 31, 2008	8,715	27,850	(57,513)	405,548	(9,158)	113,350	488,792	36	488 828
Earnings for 2008-09						(10,419)	(10,419)	0	(10,419)
Other comprehensive income items				704	164		868		868
Comprehensive income for 2008-09				704	164	(10,419)	(9,551)	0	(9,551)
Appropriation of earnings for 2007-08				113,350		(113,350)	0		0
Dividends paid (1)				(34,701)			(34,701)	(25)	(34,726)
Foreign currency translation adjustments					(1,536)		(1,536)		(1,536)
Changes in treasury stock			(6,730)	(448)			(7,178)		(7,178)
Other (2)				135			135		135
Net position at Aug 31, 2009	8,715	27,850	(64,243)	484,588	(10,530)	(10,419)	435,961	11	435,972
Earnings for 2009-10						31,427	31,427	16	31,443
Other comprehensive income items				577	(3)		574	0	574
Comprehensive income for 2009-10				577	(3)	31,427	32,001	16	32,017
Appropriation of earnings for 2008-09				(10,419)		10,419	0	0	0
Foreign currency translation adjustments					1,708		1,708		1,708
Changes in treasury stock			6,137	700			6,837		6,837
Other (2)				275			275	162	437
Net position at Aug 31, 2010	8,715	27,850	(58,106)	475,721	(8,825)	31,427	476,782	189	476,971

(1) Dividend per share

- €0.43 in 2007-08

(2) Detailed breakdown of other changes

- IFRS 2 €275,000 (Note 18)
- Change in scope - minority interests €162,000

CASH-FLOW STATEMENT

€'000	2009-10	2008-09
Operating activities		
Net income for the year	28,797	(12,128)
Elimination of income and expenses without any impact on cash-flow or unrelated to operations	51,649	52,921
<i>Depreciation and provisions</i>	52,357	46,442
<i>Capital gains or losses on disposals</i>	35	(21)
<i>Deferred tax</i>	(743)	6,635
Operating cash-flow	80,446	40,928
Change in working capital needs	50,241	(40,217)
<i>Inventories and work-in-progress</i>	1,441	27,898
<i>Receivables</i>	(29,941)	77,509
<i>Tax due</i>	25,805	(23,052)
<i>Payables</i>	52,936	(122,572)
Total 1 - Cash-flow from operating activities	130,687	711
Investment activities		
Fixed asset acquisitions	(34,745)	(70,577)
Fixed asset disposals	1,288	2,405
Fixed asset-related liabilities	(2,782)	59
Impact of changes in scope	(482)	0
Total 2 - Cash-flow from investment activities	(36,721)	(68,113)
Financing activities		
Change in share capital	0	0
Treasury stock	6,837	(7,178)
Dividends paid to shareholders	0	(34,730)
Payments received in respect of financial debt	0	39,139
Repayments of financial debt	(8,337)	(2,944)
Total 3 - Cash-flow from financing activities	(1,500)	(5,714)
CHANGE IN CASH POSITION (1+2+3)	92,465	(73,117)
Opening cash position	96,966	170,472
Closing cash position - Note 9	189,020	96,966
Impact of changes in exchange rates	(411)	(390)
Of which		
Marketable securities	177,383	87,825
Cash at bank and in hand	13,617	10,763
Bank overdrafts	(1,980)	(1,622)

Note 1 - Company information

Listed on Euronext Paris, Bénéteau SA is a French-law limited company (société anonyme).

The Group has two main activities:

- Designing, manufacturing and selling yachts and powerboats through an international network of dealers, with this activity grouped together under the «Boats» segment. The Group is the number one sailboat builder - both mono- and multi-hull - and one of the leading players on the European powerboat market;
- Designing, manufacturing and selling mobile homes, with this activity grouped together under the «Housing» segment.

The Group's other activities are considered as reconciliation items in terms of the segment reporting given in Note 17.

The consolidated financial statements at August 31st, 2010 reflect the accounting position of the company and its subsidiaries (hereafter «the Group»).

At its meeting on November 3rd, 2010, the Management Board approved the consolidated annual financial statements and authorized the statements to be published for the year ended August 31st, 2010. These accounts will be submitted for approval at the next general shareholders' meeting.

Note 2 - Highlights of the year

There are no material events to report for the year.

Note 3 - Accounting methods

The annual financial statements are presented for the period ended August 31st, 2010 in line with all of the IFRS published by the International Accounting Standards Board (IASB) and adopted by the European Union.

The other IFRS interpretations, amendments and standards presented below have not had any impact on the accounts: IFRS 3 (revised) and IAS 27 (amended) – Business Combinations and related IFRS 5 consolidation and amendments (AIP 2008)

- IAS 39 – Financial Instruments – Eligible Hedged Items
- IFRIC 12 – Service Concession Arrangements
- IFRIC 15 – Agreements for the Construction of Real Estate
- IFRIC 16 – Hedges of a Net Investment in a Foreign Operation
- IFRIC 17 – Distributions of Non-cash Assets to Owners
- IFRIC 18 – Transfers of Assets from Customers

3.1. Presentation of the consolidated financial statements

The following notes and tables are presented in thousands of euros, unless otherwise indicated.

Current assets comprise assets held for sale or consumed in connection with the company's normal operating cycle, or within 12 months of the close of accounts, as well as cash and cash equivalents.

Current liabilities comprise debt falling due during the normal operating cycle or within 12 months of the close of accounts for the year.

Other assets or liabilities are considered to be non-current.

In order to draw up the consolidated financial statements, the Group's management must exercise its judgment when making estimates and assumptions that have an impact on the application of the accounting methods and the amounts recorded in the financial statements.

These underlying assumptions and estimates are drawn up and reviewed on an ongoing basis in light of past experience and other factors that are considered to be reasonable in view of the circumstances. The actual values recorded may be different from the estimated values.

The underlying assumptions and estimates are reexamined on a continuous basis. The impact of changes in accounting estimates is recorded during the period of the change if it only affects this period or during the period of the change and subsequent periods if they are also affected by this change.

Estimate		Type of disclosure
Note 3.5.1	Principal acquisitions, disposals and changes in scope	As relevant, presentation of the principal valuation assumptions and methods applied for the identification of intangible assets in connection with business combinations
Note 12	Employee benefits	Discount rate, inflation, yield for assets under the scheme, rate for increase in wages
Note 10.2 and 18	Share-based payments	Underlying assumptions and model for determining fair values
Note 11	Provisions	Underlying assumptions for assessing and estimating risks
Note 23.2	Corporate income tax	Assumptions retained for recognizing deferred tax assets and the conditions for application under tax legislation

3.2. Consolidation methods

Subsidiaries

A subsidiary is an entity controlled by the Group. Control exists when the Group has the power to direct the entity's financial and operational policies with a view to benefiting from its activities. Subsidiaries' financial statements are included in the consolidated financial statements from the date on which control is obtained up until the date when it ceases to have control over them.

Affiliates and joint ventures

Affiliates are entities for which the company has a significant influence over their financial and operational policies although without having control over them. Affiliates and joint ventures are recorded in line with the equity method. The consolidated financial statements include the Group's share of the total amount of profits and losses recorded by equity affiliates and joint ventures.

Methods applied for the Group

At August 31st, 2010, the Group's companies were exclusively controlled by Bénéteau SA. As such, the accounts of these companies are fully consolidated. Only SGB Finance and Habitat d'Avenir, in which the Group has a 49% and 50% controlling interest respectively, are consolidated on an equity basis.

Any unrealized income, expenses and balance sheet items resulting from inter-company transactions are eliminated when preparing the consolidated financial statements. Any unrealized gains and losses resulting from transactions with affiliates are eliminated under equity-consolidated securities.

The basis for consolidation and the list of subsidiaries are presented in Note 4.

3.3. Conversion method

The financial statements of foreign subsidiaries are converted based on the exchange rate applicable at the close of accounts for the balance sheet, and at the average exchange rate over the year for the income statement. This average rate is an approximate value for the exchange rate on the transaction date if there are no significant fluctuations.

Translation differences linked to inter-company operations are booked under financial income and expenses as relevant.

3.4 Valuation of intangible assets

3.4.1 Business combinations and goodwill

Acquisitions made prior to September 1st, 2004 have not been restated, as permitted under IFRS 1.

When a target is acquired, the goodwill represents the difference between the price paid and the fair value of identifiable assets and liabilities and any contingent liabilities.

The Group has a one-year period to correct this goodwill in light of any new elements brought to its attention following the first integration.

Any earn-out arrangements are incorporated into the initial goodwill calculation when they are likely to be paid and can be reliably valued.

3.4.2. Research and development costs

Research spending is recorded as an expense.

Development costs incurred by the Group over previous years included in the design, development and production process for different boats have been capitalized.

Development costs incurred for the production of molds are capitalized since they are part of individual projects and their ability to be recovered in the future may be reasonably considered as being assured.

They are presented on the balance sheet with the corresponding molds.

3.4.3 Other

The intangible fixed assets acquired by the Group with a definite lifespan are recorded at their acquisition cost, less the total amount of any depreciation and impairments recorded.

3.5. Depreciation of non-financial assets

3.5.1 Goodwill

Intangible assets with an indefinite lifespan, including goodwill, are reviewed each year. An impairment test is carried out for the close of accounts each year as a minimum, and in the event of any signs of impairment in value.

The main value recorded as an asset concerns the cash generating unit IRM. The following assumptions have been retained for the impairment test on IRM's goodwill:

- The discount rate retained is 7.50%, compared with 8.02% at August 31st, 2009
- Cash-flow has been calculated based on a five-year plan
- The perpetuity growth rate retained is 2%.

A 1-point change in the discount rate would have a €51 million impact on discounted cash-flow, without requiring any impairment to be recognized.

3.5.2 Development costs

They are amortized over the same timeframes as the molds, i.e. on a straight-line basis over three years.

3.5.3 Other intangible fixed assets

Amortization charges are recorded as an expense on a straight-line basis in line with the estimated useful life of the intangible assets in question:

- Concessions, patents, licenses over the filing's validity period
- Software: one to three years

They are subject to impairment tests in the event of any signs of impairment in value.

3.6. Tangible fixed assets

Tangible fixed assets are valued at their acquisition cost, less the total amount of any depreciation and impairment recorded, or at their production cost for assets produced by the Group.

When a tangible fixed asset has significant components with different useful lifespans, these components are recorded separately.

3.7. Amortization and depreciation of tangible fixed assets

Amortization charges are recorded as an expense on a straight-line basis, in line with the estimated useful life of the tangible asset in question.

The book values of tangible assets are subject to impairment tests whenever any events or changes in circumstances indicate that it may not be possible to recover the book value.

The depreciation periods retained are as follows:

- Site developments	10 to 20 years
- Operating buildings	20 years
- Building fixtures and fittings	10 to 20 years
- Plant and equipment	3 to 10 years
- Equipment fixtures and fittings	3 to 10 years
- Transport equipment	3 to 5 years
- Office and IT furniture and equipment	2 to 10 years

3.8. Leases

Leases are recorded as finance-leases if virtually all of the economic benefits and risks inherent in ownership of the assets being leased are transferred over to the lessee. From the outset, they are recorded on the balance sheet at the lower of either the fair value of the asset being leased or the discounted value of minimum payments under the lease. Finance-leased assets are amortized over their useful life, which in most cases corresponds to the term of the lease.

Other leases are classified as operating leases. Lease charges are recorded as expenses on a straight-line basis through to the end of the lease.

3.9. Financial assets and liabilities (excluding derivatives)

Financial assets and liabilities comprise trade receivables, other receivables, trade payables, borrowings and financial debt.

When a financial asset or liability is initially recorded in the accounts, it is valued based on its fair value in addition to, as relevant, any transaction costs that may be directly attributed to the acquisition.

Financial assets and liabilities «held for trading» or «available for sale» are measured at their fair value. Fair value adjustments on financial investments held for trading are recognized through profit and loss. Fair value adjustments on available-for-sale financial investments are recognized under other comprehensive income items on a separate line until the financial investment in question is sold off or withdrawn in another way. An impairment must be recognized when there is any lasting or significant impairment in value.

The fair value is determined with reference to the market price published as on the closing date for financial investments that are actively traded on an organized financial market. In other cases, it is determined in relation to a virtually identical instrument traded on a given market, or by discounting the future cash-flow expected from the assets.

In accordance with IFRS 7/IFR 7 (revised), financial assets and liabilities measured at fair value have been classed depending on the fair value levels indicated by the standard:

- Level 1: the fair value corresponds to the market value of instruments listed on an active market
- Level 2: the fair value is measured with a valuation based on observable data
- Level 3: the fair value is measured with a valuation based on non-observable data.

3.10. Inventories and work-in-progress

Inventories of materials, goods and other supplies are valued at cost.

The production cost of finished products and work-in-progress factors in, in addition to direct costs, any indirect expenses strictly attributable to production, excluding research and after-sales service costs.

Provisions for depreciation are calculated based on the difference between the gross value, determined in line with the abovementioned principles, and the likely net realizable value.

3.11. Share capital and reserves

When the Group buys or sells its own shares, the amount paid or received and the transaction costs directly attributable are recorded as a change in shareholders' equity. Treasury stock are deducted from the total amount of shareholders' equity and recorded under the section for «treasury stock».

3.12. Employee benefits

Retirement benefits

The Group records provisions for retirement benefits in line with the usual measures applicable. This concerns a defined benefit system, with provisions valued by an independent actuary in line with the projected credit unit method, based on a discounting rate of 5%.

In line with the option available under IAS 19, the Bénéteau Group records any actuarial differences under other comprehensive income items. In this respect, during the financial year, the Group raised the rate of payroll taxes for manager-status staff by 2.38 points to 54.16% and for non-manager status staff by 1.71 points to 41.42%.

Long-service awards (médailles du travail)

Long-service awards are linked to company agreements applying to the Group's various French companies. These additional bonuses

are paid in one installment to employees who have a certain level of seniority on a given date. The Group books provisions relative to their amount depending on the likelihood of employees being present in the Group on the payment date.

3.13. Share-based payments

Stock options or warrants granted to employees must be recorded on a fair value basis. This fair value must be recognized through profit and loss against reserves over the vesting period for staff to acquire rights to exercise options. The fair value of options and bonus shares has been determined using the Black & Scholes valuation model, based on assumptions drawn up by an actuary.

3.14. Provisions

Provisions are recorded if the following conditions are met: when the Group has a current obligation - legal or implied - resulting from a past event, if it is likely that any withdrawal of resources representative of economic benefits will be required in order to fulfill the obligation, and if it is possible to reliably estimate the amount of the obligation.

When the Group is waiting to receive compensation, under an insurance policy for example, the compensation is recorded as a separate asset if it is virtually certain to be recorded.

3.15. Financial risk management

Customer credit risk

This risk concerns trade receivables and more specifically the risk of a financial loss for the Group if customers fail to fulfill their contractual obligations.

Boats

Customers in France and elsewhere pay the Group's companies before the boats are delivered or after obtaining a bank guarantee. In this way, there is no risk of non-payment.

Housing

Customers for the primarily French Housing business benefit from payment terms, with the credit management department systematically carrying out a financial analysis before opening a customer account, making it possible to set the accepted level of liabilities.

This approach is systematically combined with a request for credit insurance cover with Coface for orders excluding financing. Coface's cover represents between 30 and 50% of the credit facilities authorized.

Other credit risk

This risk primarily concerns financial assets and more specifically the risk of a financial loss for the Group if a counterparty for a financial instrument fails to fulfill its contractual obligations.

This risk primarily concerns the Group's investments in term deposits or certificates of deposit with four first-rate banking institutions.

Liquidity risk

The Group has a positive net cash position, which changes with its operating cycle.

The Group may use means of financing for several weeks in January and February, based on short-term credit lines with first-rate banks. There are no covenants on these means of financing.

Market risk

This represents the risk of changes in the market price affecting the Group's earnings.

The Group hedges its variable rate medium-term borrowings using interest rate swaps.

In order to manage its exposure to foreign exchange risks resulting from its operations, the Group uses only currency forwards on the dollar and zloty.

The hedge accounting eligibility criteria are as follows:

- Formal and documented existence of a hedging relationship when the financial instrument is put in place
- Expected efficiency of the hedging, which may be measured on a reliable basis and demonstrated throughout the hedging relationship initially determined

Financial derivatives are initially recognized at their fair value, which is updated at each close of accounts. Any differences are recognized through profit and loss, except in the event of any dispensatory provisions applicable under hedging accounting.

For hedge accounting purposes, hedges are rated either as fair value hedging instruments when they cover exposure to changes in the fair value of an asset or liability recorded in the accounts, or cash-flow hedging instruments when they cover exposure to changes in the cash-flow attributable to an asset or liability recorded in the accounts or a planned transaction.

3.16. Tax

Deferred tax is determined in line with the accrual method for timing differences resulting from differences between the tax and accounting bases for assets and liabilities.

Deferred tax is not recorded for the following items: the initial recognition of an asset or liability in a transaction which does not constitute a business combination and which does not affect the accounting profit or taxable profit, and the timing differences linked to equity interests in subsidiaries or joint ventures insofar as they are not likely to be reversed in the foreseeable future. In addition, deferred tax is not recorded in the event of a taxable timing difference generated by the initial recognition of goodwill.

Deferred tax is determined in view of the tax rates that have been ratified by a legislative enactment.

Deferred tax assets, linked to losses that may be deferred, may only be recorded insofar as it is likely that future profits will be sufficient to cover the deferrable losses.

3.17. Sales

Income from ordinary activities is recorded when the risks and benefits inherent in ownership of the assets in question are transferred over to the buyer; and their amount may be valued on a reliable basis. This amount is net of any discounts granted to customers and certain costs linked to commercial services.

The limited company Construction Navale Bordeaux S.A. bills for its work as and when progress is made on models with development timeframes exceeding one year.

3.18. Earnings per share

Earnings per share

This figure is determined by dividing the amount of net income by the weighted average number of shares outstanding.

Diluted earnings per share

These earnings are determined by adjusting the earnings attributable to holders of outstanding ordinary shares for the impact of any potentially dilutive ordinary shares, including options on shares awarded to members of staff.

3.19. Segment reporting

The Group has two segments to present as described hereafter; corresponding to the Group's strategic operational units.

The Group's operational segments are organized and managed separately depending on the nature of the products and services provided.

- The «Boats» segment, which groups together the activities for manufacturing and marketing boats, primarily with a customer base made up of dealers;
 - The «Housing» segment, which groups together the activities for manufacturing and marketing mobile homes with a customer base made up of campsites and tour operators, in addition to the activity manufacturing and marketing wooden-frame homes
- Other activities are considered as reconciliation items.

Segment assets and liabilities are used for or stem from this segment's operational activities.

Income from ordinary activities is broken down by region depending on the customer's location. More specifically, the Group has assets in France, the US, Poland, Italy, Spain and the UK.

Note 4 - Equity interests and basis for consolidation

At August 31st, 2010, the following entities were consolidated:

				Taxe consolidation	
BENETEAU SA		Parent company		X	
	Registered office	Siren code	% interest	Method	
Bénéteau Inc. Holding	Marion – USA		100.00	FC	
Bénéteau USA Inc	Marion – USA		100.00	FC	
Bénéteau U.K	Southampton – UK		100.00	FC	
Bénéteau Espana	Barcelona – Spain		99.97	FC	
Bénéteau Italia	Parma – Italy		95.00	FC	
SPBI (*)	Dompierre s/yon – France	491 372 702	100.00	FC	X
Ostroda Yacht	Ostroda – Poland		100.00	FC	
Jeanneau America Inc	Annapolis – USA		100.00	FC	
Jeanneau Espana Newco	Madrid – Spain		99.00	FC	
Jeanneau Italia	Rome – Italy		100.00	FC	
Fonderie Vignaud	Le Poiré s/Vie – France	547 250 241	74.94	FC	
Construction Navale Bordeaux	Bordeaux – France	342 012 390	100.00	FC	X
GBI Holding	Milan - Italy		100.00	FC	
Monte Carlo Yacht	Milan - Italy		100.00	FC	
O'Hara	Givrand – France	423 869 429	100.00	FC	X
O'Hara Vacances	Givrand – France	449 625 920	100.00	FC	X
Bio HABITAT	La Chaize le Vicomte - France	511 239 915	100.00	FC	X
BH	La Chaize le Vicomte - France	501 361 737	100.00	FC	X
BH Services	La Chaize le Vicomte – France	518 504 170	100.00	FC	X
IRM	Luçon – France	444 592 240	100.00	FC	X
JJ Trans	Luçon – France	353 337 090	100.00	FC	X
SGB Finance	Marcq en Baroeul - France	422 518 746	49.00	EM	
Habitat d'avenir	Paris – France	513 180 877	50.00	EM	
SCI Nautilus	Neuville en Ferrain - France	348 740 309	100.00	FC	

FC: fully consolidated EM: equity method

(*) SPBI is made up of three entities: Chantiers Bénéteau, Chantiers Jeanneau and BJ Technologie

On September 1st, 2009, the Bénéteau Group took control of Fonderie Vignaud. This company, in which the Group has a 74.94% stake, has been fully consolidated in the consolidated accounts since September 1st, 2009.

Since this company's principal activity is the production of keels for pleasure cruisers, it is included under the Boats business. The goodwill recorded on acquisition has been recognized in full as a tangible fixed asset. The main impact of this acquisition is presented in the column for the change in scope in Note 5.

On September 3rd, 2009, EYB was merged with SPBI and Bordeaux Loisirs was merged with Financière Mercure. For these two operations, all of the companies' assets and liabilities were transferred.

Effective retroactively to September 1st, 2009, IRM was merged with Holding Financière Mercure. The entity created in this way has changed its corporate name to IRM.

Note 5 - Fixed assets

• Change in fixed assets (gross)

€'000	Year started Sep 1, 2009	Aquisitions	Disposals, retirements	Translation differences	Change in scope	Change through inter-item transfers	Year ended Aug 31, 2010
Acquisition goodwill	63,335						63,335
Start-up costs	6	0	0	0	0	0	6
Development costs	574	0	0	0	0	0	574
Concessions, patents, licenses	2,367	297	(72)	0	4	267	2,863
Software	4,840	755	(2)	9	0	482	6,084
Intangible fixed assets under construction	0	7	0	0	0	0	7
Total intangible fixed assets	7,787	1,060	(74)	9	4	748	9,535
Land (1)	40,540	1,587	(45)	26	21	1,220	43,349
Buildings and facilities (2)	181,696	704	(250)	1,085	51	6,170	189,455
Technical facilities, plant and equipment (3)	243,917	17,375	(31,175)	903	3,203	7,319	241,542
Other tangible fixed assets	27,100	4,499	(800)	274	119	1,804	32,996
Tangible fixed assets under construction	15,879	7,438	(103)	15	0	(15,548)	7,680
Advances and deposits on fixed assets	2,130	2,035	(335)	7	0	(1,714)	2,123
Total tangible fixed assets	511,261	33,637	(32,707)	2,310	3,394	(748)	517,145
Equity affiliates	13,296	2,646	0	0	0	0	15,942
Equity interests	2	0	(0)	0	0	1	2
Other capitalized securities	23	5	(1)	0	0	0	27
Loans	57	9	(61)	0	0	0	4
Other long-term financial investments	157	9	(69)	0	3	0	99
Total non-current financial assets	238	23	(132)	0	3	1	132
TOTAL FIXED ASSETS	595,917	37,366	(32,914)	2,319	3,401	1	606,089
(1) Of which, finance-leased land	173						173
(2) Of which, finance-leased building	2,193						2,193
(3) Of which, finance-leased technical facilities	219						219

The goodwill on the balance sheet corresponds exclusively to goodwill generated on the acquisition of IRM. The conditions for recording goodwill and conducting impairment tests are presented in Note 3.5.1.

• Change in depreciation and provisions

€'000	Year started Sep 1, 2009	Increase over the year	Disposals and reversals	Translation differences	Change in scope	Year ended Aug 31, 2010
Acquisition goodwill	0	0	0	0	0	0
Start-up costs	4	1	0	0	0	5
Development costs	574	0	0	0	0	574
Concessions, patents, licenses	770	481	(72)	0	4	1,183
Software	4,584	436	(2)	4	0	5,023
Intangible fixed assets under construction	0	0	0	0	0	0
Total intangible fixed assets	5,933	918	(74)	4	4	6,785
Land (1)	7,605	1,663	0	0	17	9,286
Buildings and facilities (2)	66,908	9,597	(221)	550	14	76,848
Technical facilities, plant and equipment (3)	167,179	32,712	(30,757)	603	2,247	171,984
Other tangible fixed assets	17,840	3,069	(518)	197	101	20,688
Total tangible fixed assets	259,532	47,041	(31,496)	1,350	2,380	278,807
Equity affiliates	0	0	0	0	0	0
Equity interests	0	0	0	0	0	0
Other capitalized securities	0	0	0	0	0	0
Total non-current financial assets	0	0	0	0	0	0
TOTAL FIXED ASSETS	265,466	47,959	(31,569)	1,353	2,384	285,592
(1) Of which, finance-leased land						
(2) Of which, finance-leased building	1,567	98	0	0	0	1,665
(3) Of which, finance-leased technical facilities	176	11	0	0	0	187

5.1 - Equity interests

This concerns companies which are not included in the basis for consolidation on account of their non-significant nature:

€'000	Year-end	Fair value of securities	Sales	Shareholders' equity excl. earnings	Earnings for the year for the year
SCI du Bignon	Aug 31, 2010	2	55	118	8
Total equity interests		2			

5.2 Equity affiliates

This concerns the 49% equity interest in SGB Finance, with the other 51% owned by CGL (Société Générale Group), as well as the 50% equity interest in Habitat d'avenir.

Information concerning equity affiliates is presented in the following tables:

SGB			Habitat d'avenir		
€'000	Aug 31, 2010	Aug 31, 2009	€'000	Aug 31, 2010	Aug 31, 2009
Total assets	475,422	422,578	Total assets	1,017	1,168
Shareholders' equity	32,163	26,773	Shareholders' equity	63	54
Accounts and borrowings (1)	381,253	349,764	Fixed assets	579	725
Net banking income	13,477	11,026	Sales	0	0
Net income	5,390	3,739	Net income	9	(246)

(1) With Société Générale

Note 6 - Inventories and work-in-progress

Provisions for depreciation are calculated based on the difference between the gross value, determined in line with the abovementioned principles, and the likely net realizable value. The provision for depreciation on inventories of spare production parts has been determined in line with a statistical method, based primarily on the risk of such parts not being used.

At year-end, inventories and work-in-progress can be broken down as follows:

€'000	Gross at Aug 31, 2010	Depreciation & provisions at Aug 31, 2010	Net at Aug 31, 2010	Net at Aug 31, 2009
Raw materials and other supplies	48,489	(2,828)	45,661	36,374
Production work-in-progress	35,197	0	35,197	25,481
Intermediate and finished products	44,774	(1,128)	43,646	62,701
Goods	2,454	(67)	2,387	2,147
Total	130,914	(4,023)	126,891	126,703

Note 7 - Trade receivables and related

A provision for depreciation is recorded when the inventory value of receivables is lower than their gross book value. The management of the financial risk relating to trade receivables and related accounts is presented in Note 26.

€'000	Gross at Aug 31, 2010	Provisions at Aug 31, 2010	Net at Aug 31, 2010	Net at Aug 31, 2009
Trade receivables and related	90,391	(4,119)	86,272	55,059
Total	90,391	(4,119)	86,272	55,059

Note 8 - Other receivables

€'000		Aug 31, 2010	Aug 31, 2009
Advances and deposits on orders		3,980	4,182
Receivables on financial instruments	Note 15	1,823	571
Sundry tax and social security receivables		15,158	16,069
Tax receivables		2,158	15,401
Other receivables		2,774	4,551
Prepaid expenses		3,835	2,515
OTHER RECEIVABLES		29,728	43,289

Other receivables primarily comprise tax and social security-related receivables.

Note 9 - Cash and cash equivalents

€'000	Aug 31, 2010	Aug 31, 2009
Marketable securities and accrued interest	177,383	87,825
Cash at bank and in hand	13,616	10,763
CASH AND CASH EQUIVALENTS	190,999	98,588

Cash and cash equivalents comprise cash at bank, petty cash and short-term deposits with an initial maturity of less than three months.

Marketable securities represent short-term investments that are highly liquid, easily convertible for a known amount of cash and subject to a negligible risk in terms of changes in their value.

The net cash position can be broken down as follows:

€'000	Aug 31, 2010	Aug 31, 2009
Marketable securities and accrued interest	177,383	87,825
Cash at bank and in hand	13,616	10,763
Bank borrowings and accrued interest	Note 13 (1,980)	(1,622)
Financial debt from credit institutions	Note 13 (32,731)	(39,426)
Other sundry financial liabilities	Note 13 (7,274)	(7,602)
NET CASH	149,014	49,938

The change in net financial debt can be broken down as follows:

€'000	Aug 31, 2009	Change	Change in scope	Translation differences	Aug 31, 2010
Gross cash position	98,588	92,864	0	(453)	190,999
Debit balances and current bank borrowings	(1,622)	(400)	0	42	(1,980)
Net cash position	96,966	92,464	0	(411)	189,019
Gross financial debt	(47,028)	7,876	(674)	(179)	(40,005)
Net financial debt	49,938	100,340	(674)	(590)	149,014

Note 10 - Shareholders' equity

10.1. Share capital

The share capital is split into 87,147,200 fully paid-up shares with a par value of €0.10.

The changes in the number of treasury stock outstanding can be broken down as follows:

	Number	Valuation (€'000)
Shares at August 31, 2009	6,395,090	64,243
Acquisitions	249,813	2,846
Disposals	(873,477)	(8,983)
Shares at August 31, 2010	5,771,426	58,106

10.2. Stock option schemes

Over the year, 32,664 stock options were exercised.

The changes over the year can be broken down as follows:

In number of options	Stock options
Options at year-start	466,312
Options exercised over the year	(32,664)
Options at year-end	433,648

For the 32,664 options exercised during the year, the average exercise price was €5.44 and the average share price on the exercise date was €12.22.

Stock options awarded to staff are recorded at their fair value on the income statement under staff costs (Note 18) over the vesting period for staff to acquire rights to exercise options. The fair value is determined using the Black & Scholes valuation model, based on assumptions drawn up by an actuary.

The characteristics of stock options issued and awarded that may be exercised at August 31st, 2010 were as follows:

	Exercise price (€)	Number of options	Residual term (number of years)
Oct-01	5.96	134,408	1.16
Feb-03	6.46	226,740	2.50
Aug-06	12.56	72,500	6.00
Total stock options		433,648	

There are no performance conditions associated with the exercising of these options. The exercise period is six years, following the end of the four year lock-in period.

10.3. Bonus share schemes

The changes over the year can be broken down as follows:

In number of shares	Bonus shares
Shares at year-start	94,440
Shares issued over the year	0
Shares authorized over the year	0
Shares whose conditions for awarding will not be satisfied (*)	(6,000)
Shares at year-end	88,440

(*) Shares reclassified as unallocated treasury stock

36,250 of the outstanding bonus shares at August 31st, 2010 are subject to performance conditions.

10.4. Capital management strategy

Capital structure at August 31st, 2010:

- SA BERI 21 holds 56.37% of the capital and more than 70% of the voting rights
- 6.62% of the capital is held as treasury stock, without any voting rights

- The rest of the capital is held by the public. In accordance with the bylaws, any shareholder owning more than 2.5% of the capital is required to notify the company. At August 31st, 2010, no shareholders other than BERI 21 held more than a 2.5% stake in the capital.

There are no preferential shares.

Dividend payment policy:

The Group's dividend payment policy aims to reward shareholders based on earnings for the past year, while maintaining the Group's capacity for investment through its equity.

Option allocation policy:

The Group's policy is based on awarding stock options or bonus shares within the limits of the maximum number of shares from the company's share buyback plan. They are awarded to executives and corporate officers, as well as a large portion of the Group's workforce.

Treasury stock management policy:

Every 18 months, a new share buyback program is defined and submitted for approval at the general meeting. The current program was approved at the general meeting on July 9th, 2010.

Note 11 - Provisions

	Aug 31, 2009	Allowance	Reversal (prov. used)	Reversal (prov. not used)	Other (*)	Aug 31, 2010
€'000						
Non-current provisions	11,380	7,168	(3,479)	(4,144)	0	10,925
Provisions for warranties	11,911	8,298	(4,549)	(108)	74	15,625
Provisions for exchange rate risk	88	36	(88)	0	0	37
Total provisions	23,380	15,502	(8,116)	(4,252)	74	26,588

(*) Translation differences

Provisions for warranties are calculated based on a statistical approach in addition to after-sales service costs and estimated return rates, factoring in the product base concerned, if any specific risks have been identified.

Non-current provisions primarily comprise provisions for disputes and proceedings that are underway.

Note 12 - Employee benefits

There are three different pension systems in place within the Group, depending on the countries where the subsidiaries are based: Poland, the US and France. They are all defined contribution systems.

€'000	Aug 31, 2010	Aug 31, 2009
Retirement benefits	6,896	5,756
Long-service awards (médaillles du travail)	956	836
Total	7,852	6,592

Retirement benefits

€'000	Aug 31, 2010	Aug 31, 2009
Financial hedging assets		
Value at year-start	0	0
Return		
Supplementary payments		
Benefits paid		
Value at year-end	0	0
Provisions recorded on the balance sheet		
Actuarial value of commitments to be hedged with financial assets (actuarial debt)	6,896	5,756
Value of financial assets		
Actuarial value of non-hedged commitments		
Non-recognized actuarial gains and losses		
Provisions on the balance sheet	6,896	5,756
Annual expense components		
Cost of services provided	345	254
Interest charges on actuarial debt	842	210
Expected return on assets		
Actuarial gains and losses recognized in earnings		
Expense for the year	1,187	464
Change in provisions on the balance sheet		
Year-start	5,756	6,729
Change in scope	0	0
Disbursements	(164)	(478)
Expense for the year	1,187	464
Actuarial gains and losses recognized in reserves (*)	117	(959)
Provisions at year-end	6,896	5,756
Principal actuarial assumptions		
Discount rate	5%	5%
Average rate for wage growth (with inflation)	2%	2%
Retirement age		
Manager born before 1952	60	60
Manager born after 1952	65	65
Non-manager born before 1952	60	60
Non-manager born after 1952	65	65

(*) This is a gross amount; net of deferred tax, it comes to €76,000 (cf. «Comprehensive income statements»)

A 1-point change in the actuarial rate would have a (-)€1,486,000 impact on the provision for retirement benefits.

Long-service awards (médailles du travail)

€'000	Aug 31, 2010	Aug 31, 2009
Year-start	836	921
Change in scope	(-)	(-)
Disbursements	(-)	(90)
Expense for the year	120	3
Provisions at year-end	956	836

The provision for long service awards is calculated by an actuary based on the same criteria as the provision for retirement benefits. The actuarial rate retained is 5%.

Note 13 - Financial debt

This note provides information on the Group's financial debt. The Group's interest rate, exchange rate and liquidity risk exposure is presented in Note 26.

€'000	Aug 31, 2010	Aug 31, 2009
Bank overdrafts	1,980	1,622
Finance-lease borrowings	30	85
Financial debt and borrowings from credit institutions	8,753	7,867
Sundry borrowings and financial debt	7,147	7,485
Short-term financial debt	15,930	15,437
Finance-lease borrowings	33	58
Financial debt and borrowings from credit institutions	23,915	31,416
Sundry borrowings and financial debt	127	116
Long-term financial debt	24,075	31,590
Financial debt	41,985	48,649

The terms and conditions of current borrowings from credit institutions are as follows:

€'000					Aug 31, 2010	
	Currency	Nominal interest rate	Year due	Nominal value	Short-term book value	Long-term book value
Bank loan	PLN	Euribor 3M +0.80%	2013	4,801	1,097	3,704
Bank loan	USD	1.80%	2012	526	263	263
Guaranteed bank loan	EUR	Euribor 3M +0.70%	2014	10,560	2,956	7,920
Guaranteed bank loan	EUR	Euribor 3M +0.83%	2014	8,000	2,199	6,000
Guaranteed bank loan	EUR	Euribor 3M +1.00%	2014	8,000	2,191	6,000

Note 14 - Other debt and payables

€'000		Aug 31, 2010	Aug 31, 2009
Trade payables		71,934	45,386
Advances and deposits received on orders		25,328	15,282
Tax and social security liabilities		66,285	52,218
Other trade payables		16,389	13,880
Payables on financial instruments	Note 15	284	803
Fixed asset-related liabilities		3,575	6,356
Deferred income		1,962	2,271
Other payables		113,823	90,810
Tax liabilities due		12,342	0

Note 15 - Financial instruments

For derivatives that do not comply with the hedge accounting definition, any gains and losses representative of changes in their market value at the closing date are recognized through profit and loss, under «other financial expenses».

At August 31st, 2010, the portfolio of financial instruments was as follows:

Nature	Volume	Maturing	Fair-value (€'000)	IFRS- compliant hedging	Gross impact on earnings (€'000)	Gross impact on reserves (€'000)
VAT\$	USD	Between Sep 2010 and Apr 2011	(284)	Yes	(38)	(246)
AAT PLN	PLN	Between Sep 2010 and Aug 2011	1,823	Yes	111	1,712

Note 16 - Commitments

€'000	Aug 31, 2010		
	Inter-company	Given	Received
Deposits	-	983	1,338
Guarantees	14,117 (1)	81,407 (2)	568
Guarantees (affiliated companies)	16,893 (1)		
Group total	31,010	82,390	1,906

- (1) €29,150,000: commitments linked to product financing contracts,
€1,860,000: commitments linked to furniture leasing
- (2) €118,000: commitments to pay back customer deposits
€16,236,000: rental reservation commitments for campgrounds by O'Hara Vacances
€65,053,000: bank guarantees

Note 17 - Segment reporting

17.1- Operating segments

FY 2009-10

€'000	Boats	Housing	Total
Income from ordinary activities	573,479	205,775	779,254
Depreciation of segment assets	43,952	3,993	47,945
Income from ordinary operations	32,493	12,774	45,267
Segment assets	530,996	224,420	755,416
Tangible and intangible investments	29,992	7,374	37,366

FY 2008-09

€'000	Boats	Housing	Total
Income from ordinary activities	494,297	164,898	659,195
Depreciation of segment assets	41,509	3,072	44,581
Income from ordinary operations	(5,255)	14,005	8,750
Other operating income and expenses	(25,145)		(25,145)
Segment assets	473,710	181,608	655,318
Tangible and intangible investments	57,813	14,773	72,586

17.2- Geographical reporting

FY 2009-10 (€'000)

Business	Region	Income from ordinary activities	Segment assets	Tangible and intangible investments
Boats	France	175,232	467,182	27,621
	Europe	255,189	36,233	1,747
	North America	37,904	27,581	624
	Rest of world	105,154	0	0
	Boats	573,479	530,996	29,992
Housing	France	193,320	224,420	7,374
	Europe	12,334	0	
	Rest of world	121		
	Housing	205,775	224,420	7,374
TOTAL		779,254	755,416	37,366

FY 2008-09 (€'000)

Business	Region	Income from ordinary activities	Segment assets	Tangible and intangible investments
Boats	France	159,487	419,432	45,897
	Europe	238,680	30,660	11,180
	North America	33,032	23,618	736
	Rest of world	63,108	0	0
	Boats	494,307	473,710	57,813
Housing	France	155,073	181,608	14,773
	Europe	9,480	0	0
	Rest of world	345	0	0
	Housing	164,898	181,608	14,773
TOTAL		659,205	655,318	72,586

Note 18 - Staff

€'000	2009-10	2008-09
Salaries and wages	117,338	113,160
Payroll taxes	46,678	46,239
External staff	23,217	14,049
Employee benefits resulting in provisions	1,118	(406)
Share-based payments (IFRS 2)	275	135
Profit-sharing	7,559	2,419
Staff costs	196,185	175,596

Breakdown of the average headcount by category

	2009-10	2008-09
Managers	327	352
Supervisors	253	278
Employees	624	700
Operatives	4,578	4,815
Total headcount	5,782	6,145

Note 19 - External expenses

€'000	2009-10	2008-09
Consumables, outsourcing, maintenance	26,969	20,575
Marketing, advertising	11,456	13,515
Fees, commissions, research, insurance	14,170	13,357
Rental costs	4,604	4,711
Other	16,891	15,492
External expenses	74,090	67,649

The Group's commitments for minimum future lease payments totaled €1,861,000, with €991,000 under one year and €970,000 due within one to five years.

Note 20 - Other current operating income and expenses

€'000	2009-10	2008-09
Provisions no longer applicable	4,252	836
Net capital gains on disposal of fixed assets	0	22
Sundry income	406	511
Other current operating income	4,658	1,369

€'000	2009-10	2008-09
Patents, copyright royalties, attendance fees	(646)	(388)
Net capital losses on disposal of fixed assets	(35)	0
Net expenses on unrecoverable receivables	(912)	(1,579)
Benefits/Indemnités	(4,663)	(716)
Other	(983)	(543)
Other current operating expenses	(7,239)	(3,226)

Note 21 - Other operating income and expenses

€'000	2009-10	2008-09
Restructuring costs	(108)	(25,145)
Other operating expenses	(108)	(25,145)

Note 22 - Net financial result

€'000	2009-10	2008-09
Interest income from cash and cash equivalents	872	1,854
Income from cash and cash equivalents	872	1,854
Interest and related expenses	(1,876)	(1,988)
Cost of gross financial debt	(1,876)	(1,988)
Cost of net financial debt	(1,004)	(134)
Net foreign exchange loss	(1,965)	(3,094)
Fair value adjustment on financial instruments (IAS 32-39) (*)	(291)	
Other financial expenses	(1,965)	(3,385)
Fair value adjustment on financial instruments (IAS 32-39) (*)	379	0
Other interest and related income	274	443
Other financial income	653	443
Net financial result	(2,316)	(3,076)

(*) This concerns non-hedging derivatives and the ineffective portion of value adjustments on hedging instruments.

Note 23 - Corporate income and deferred tax**23.1 - Tax charge**

The tax charge can be broken down as follows:

€'000	2009-10	2008-09
ITax due	14,486	(14,091)
Deferred tax	(440)	6,642
Tax charge before withholding tax	14,046	(7,449)
Withholding tax	0	106
Corporate income tax	14,046	(7,343)

The reconciliation between the theoretical tax charge and the tax charge recorded in the accounts can be broken down as follows:

€'000	2009-10	2008-09
Theoretical tax calculated on consolidated income at rate of 34.43% (excluding equity affiliate)	14,745	(6,704)
Impact of tax credits	(599)	(1,247)
Impact of tax losses	0	206
Impact of other permanent differences	(423)	30
Impact of tax rate changes	323	266
Tax on the income statement (excluding withholding tax)	14,046	(7,449)

23.2 - Deferred tax

Deferred tax assets and liabilities at year-end can be broken down as follows:

€'000	2009-10	2008-09
Intangible fixed assets	9	13
Inventories	721	910
Employee benefits	2,192	1,831
Financial instruments	0	326
Timing differences	2,574	1,802
Compensation	(4,467)	(3,655)
Total deferred tax assets	1,029	1,227
Tangible fixed assets	434	430
Accelerated depreciation	5,925	5,032
Finance-lease capitalization	183	185
Financial instruments	148	0
Capitalization of mold development costs	1,378	1,483
Other	323	1,056
Compensation	(4,467)	(3,655)
Total deferred tax liabilities	3,924	4,531
Net deferred tax assets	(2,895)	(3,305)

The change in net deferred tax assets can be broken down as follows:

€'000	2009-10	2008-09
At September 1st	(3,304)	3,691
Change in scope	0	0
IAS 32 & 39	(343)	(61)
Foreign currency translation adjustments	271	(9)
Deferred tax income (expenses)	440	(6,642)
Other tax booked against shareholders' equity	41	(283)
At August 31st	(2,895)	(3,304)

Note 24 - Earnings per share

	2009-10	2008-09
Net income, Group share (€'000)	31,427	(10,419)
Weighted average number of shares outstanding	81,819,646	80,685,707
Net earnings per share (€)	0.38	(0.13)
Weighted average number of shares after dilution	82,344,595	81,357,873
Net earnings per share (€)	0.38	(0.13)

Note 25 - Information on affiliates

Transactions with affiliates concern:

- Transactions with companies or directors of companies that perform management and supervisory functions within the Bénéteau Group, including transactions with BERI 21, the Group's majority shareholder:

This company carries out research for the design of the Group's industrial buildings and in this respect invoices Group companies. It also invoices for legal assistance, organization and investment assistance and advisory, and strategic advisory services. Furthermore, the Group leases part of its offices to BERI 21.

- The compensation and related benefits awarded to members of the Bénéteau Group's administrative and management bodies.

- Transactions with the joint ventures SGB Finance and Habitat d'Avenir:

25.1 - Transactions with affiliates

€'000	2009-10	2008-09
Sales of goods and services	51	34
Purchases of goods and services	575	838
Receivables	25	2
Payables	205	289

25.2 - Executive benefits

All of the compensation and related benefits awarded to members of the Group's administrative and management bodies, booked under expenses, can be broken down as follows:

€'000	2009-10	2008-09
Short-term benefits	1,233	1,403
Other long-term benefits	15	40
Attendance fees	304	104
Share-based payments (1)	13	(123)
Total	1,565	1,424

(1) Amount determined in accordance with IFRS 2 Share-based Payment and the conditions presented in Notes 3.12 and 18

25.3 – Transactions with joint ventures

Transactions with the joint ventures SGB Finance (49% interest) and Habitat d'Avenir (50% interest) were as follows:

€'000	2009-10	2008-09
Sales of goods and services	1,135	2,106
Purchases of goods and services	233	0
Financial expenses	220	219
Receivables	293	1,017
Payables	301	0

Note 26 - Financial risk management

26.1. Breakdown of financial instruments by category for recognition

At August 31st, 2010

€'000	Book value at Aug 31, 2010	Fair value at Aug 31, 2010	Financial assets at fair value through profit and loss	Loans and receivables	Available for sale financial assets / liabilities	Liabilities at amortized cost
Other equity securities	27	27			27	
Loans and deposits	105	105		105		
Trade receivables	86,272	86,272		86,272		
Other receivables	29,728	29,728	111	27,905	1,712	
Cash and cash equivalents	190,999	190,999	190,999			
Financial liabilities	(41,985)	(41,985)				(41,985)
Other payables	(284)	(284)	(38)		(246)	
Subtotal	264,862	264,862	191,072	114,282	1,493	(41,985)

At August 31st, 2009

€'000	Book value at Aug 31, 2009	Fair value at Aug 31, 2009	Financial assets at fair value through profit and loss	Loans and receivables	Available for sale financial assets / liabilities	Liabilities at amortized cost
Other equity securities	23	23			23	
Loans and deposits	215	215		215		
Trade receivables	55,059	55,059		55,059		
Other receivables	43,289	43,289	32	42,718	539	
Cash and cash equivalents	98,588	98,588	98,588			
Financial liabilities	(48,649)	(48,649)				(48,649)
Other payables	(803)	(803)	(269)		(534)	
Subtotal	147,722	147,722	98,351	97,992	28	(48,649)

26.2. Breakdown of financial assets and liabilities measured at fair value depending on the levels of fair value

At August 31st, 2010

€'000	Level 1	Level 2	Level 3	Total
Available-for-sale securities	0		27	27
Hedging instruments	0	1,823		1,823
Other financial assets measured at fair value through profit and loss	0		190,999	190,999
Financial assets	0	1,823	191,026	192,849
Hedging instruments	0	(284)	0	(284)
Financial liabilities	0	(284)	0	(284)

At August 31st, 2009

€'000	Level 1	Level 2	Level 3	Total
Available-for-sale securities	0		23	23
Hedging instruments	0	571		571
Other financial assets measured at fair value through profit and loss	0		98,588	98,588
Financial assets	0	571	98,611	99,182
Hedging instruments	0	(803)		(803)
Financial liabilities	0	(803)	0	(803)

26.3. Breakdown of financial instruments by risk category

At August 31st, 2010

€'000	Book value at Aug 31, 2010	Credit risk (fair value)	Liquidity risk (fair value)	Rate risk (fair value)	Foreign exchange risk (fair value)
Other equity securities	27	27			
Loans and deposits	105	105			
Trade receivables	86,272	86,272			
Other receivables	29,728	27,905			1,823
Cash at bank and in hand	13,616	13,616			
Mutual funds and other investments	177,383	177,383			
Finance lease	(64)	(34)	(30)		
Other borrowings	(39,941)	(24,041)	(15,900)		
Bank borrowings	(1,980)		(1,980)		
Total	265,146	281,233	(17,910)	0	1,823

At August 31st, 2009

€'000	Book value at Aug 31, 2009	Credit risk (fair value)	Liquidity risk (fair value)	Rate risk (fair value)	Foreign exchange risk (fair value)
Loans and deposits	215	215			
Trade receivables	55,059	55,059			
Other receivables	43,289	42,718			571
Cash at bank and in hand	10,763	10,763			
Mutual funds and other investments	87,825	87,825			
Finance lease	(143)	(58)	(85)		
Other borrowings	(46,884)	(31,532)	(15,352)		
Bank borrowings	(1,622)		(1,622)		
Total	148,502	164,990	(17,059)	0	571

26.4- Credit risk

Breakdown of trade receivables due and not due

At August 31st, 2010

€'000	Gross	Of which, export	Depreciation	Net
Not due	46,751	11,019	0	46,751
Due	43,640	11,513	(4,119)	39,521
Trade receivables	90,391	18,492	(4,119)	86,272

At August 31st, 2010, the €39,521,000 in net receivables due primarily concern:

- Within the Boat business (€20,446,000), boats made available to customers and not yet delivered, in line with the rule adopted by the Group for recognizing sales when products are made available;
- Within the Housing business (€19,075,000), late payments from customers compared with the theoretical deadline for payment, with the credit risk determined by the Group.

At August 31st, 2009

€'000	Gross	Of which, export	Depreciation	Net
Not due	36,009	12,374	0	36,009
Due	22,469	6,118	(3,419)	19,050
Trade receivables	58,478	18,492	(3,419)	55,059

Change in depreciation on trade receivables

€'000	Aug 31, 2009	Aug 31, 2010
Balance at September 1st	2,312	3,419
Impairment recognized	1,107	700
Balance at August 31st	3,419	4,119

Percentage of receivables due out of receivables that may be assigned

€'000	Aug 31, 2009	Aug 31, 2010
Trade receivables (gross)	58,478	90,391
Provisions for bad debt	(3,419)	(4,119)
Trade receivables (net)	55,059	86,272
Receivables due at August 31st	19,050	39,521
Of which, export receivables	6,097	11,513
% receivables due out of receivables that may be assigned	34.6%	45.8%

26.5- Exchange rate risk

The Group's exchange risk exposure can be broken down as follows:

	Aug 31, 2010		Aug 31, 2009	
	USD'000,000	PLN'000,000	USD'000,000	PLN'000,000
Trade receivables	19,045	730	16,586	341
Trade payables	(2,948)	(6,723)	(1,140)	(3,489)
Gross balance sheet exposure	16,097	(5,992)	15,445	(3,148)
Estimated sales forecasts	35,500	0	34,400	0
Estimated purchase forecasts	(10,000)	(117,495)	(6,000)	(163,979)
Gross forecasts exposure	25,500	(117,495)	28,400	(163,979)
Currency forwards	(37,397)	110,371	(39,550)	123,120
			0	0
Net exposure	4,200	(13,116)	4,295	(44,008)

Note 27 - Statutory auditing fees

Fees billed by the statutory auditors in relation to the legal auditing of the accounts and directly related advisory and other services can be broken down as follows:

€'000 and %	ATLANTIQUE REVISION CONSEIL				KPMG Audit			
	Aug 31, 2010		Aug 31, 2009		Aug 31, 2010		Aug 31, 2009	
	€'000	%	€'000	%	€'000	%	€'000	%
Statutory auditing, certification of accounts, review of parent company and consolidated accounts	209	100%	188	100%	186	90%	111	79%
- Parent company	39	19%	37	20%	49	24%	47	33%
- Subsidiaries	170	81%	151	80%	137	66%	64	46%
Other audits and services linked directly to statutory auditing assignment	1	0%	0	0%	1	0%	29	21%
Subtotal	210	100%	188	100%	187	100%	140	100%
Other services provided by networks to fully-consolidated subsidiaries					20			
Subtotal	0	0%	0	0%	20	0%	0	0%
Total fees	210		188		207		140	

Statutory auditors' report on the consolidated financial statements

Year ended August 31st, 2010

Dear Shareholders,

Pursuant to the mandate given to us at the general shareholders' meeting, please find hereafter our report on the year ended August 31st, 2010 relative to:

- The audit of the consolidated financial statements of Bénéteau S.A., as appended to this report,
- The basis for our opinions,
- The specific procedures and information required under French law.

The consolidated financial statements have been drawn up under the responsibility of your Management Board. Our responsibility is to express an opinion on these financial statements based on our audit.

Opinion on the consolidated financial statements

We conducted our audit in accordance with the industry standards applicable in France. These standards require that we plan and perform the audit to obtain reasonable assurance that the consolidated financial statements are free from any material misstatements. An audit involves examining, on a test basis or using other selection methods, evidence supporting the amounts and information contained in the consolidated financial statements. An audit also involves assessing the accounting principles used, the significant estimates made and the overall presentation of the financial statements. We believe that we have collected sufficient and appropriate elements on which to base our opinion.

We certify that the consolidated financial statements for the year present fairly, in all material respects, the financial position of the company, its assets and liabilities, and the results of its operations for all the parties and entities included in the basis for consolidation, in accordance with IFRS, as adopted in the European Union.

Basis for our opinions

Pursuant to the provisions of Article L.823-9 of the French commercial code relative to the forming of our opinions, we would like to draw your attention to the following points:

- At each close of accounts, the company systematically carries out impairment tests on goodwill in accordance with the conditions presented in Note 3.5.1. We have examined the conditions for conducting such tests, as well as the cash-flow forecasts and assumptions used, and we have checked that appropriate information is appended in the notes.
- The provisions recorded on the balance sheet and the principles and methods for recognizing such provisions are presented in Notes 11 and 3.14. In connection with our assessments of estimates made when drawing up the financial statements, and based on information available during the course of our work, we have reviewed the approaches applied by the Group and ensured that the assumptions and conditions retained for determining such provisions were reasonable.

The assessments made in this way are part of our audit of the consolidated financial statements in general and therefore contributed to the formation of our opinion expressed in the first part of this report.

Specific procedures and information

In accordance with industry standards in France, we also performed the specific procedures required under French law concerning the information given in the report relating to the Group's management.

We do not have any observations to make regarding the true and accurate nature of this information or its application for the consolidated financial statements.

The Statutory Auditors
Rennes and La Roche sur Yon, December 17th, 2010

KPMG Audit
KPMG S.A. Department

Atlantique Révision Conseil

Vincent Broyé
Partner

Sébastien Caillaud
Partner

Bénéteau SA parent company

financial statements

Balance sheet at August 31st, 2010**ASSETS**

€'000	Notes	Gross Aug 31, 2010	Deprecia- tion and provisions	Net Aug 31, 2010	Net Aug 31, 2009
Intangible fixed assets	1.2				
Research and development costs	1.3	574	574	-	-
Concessions, patents, licenses and brands	1.4	778	-	778	753
Business goodwill (1)		-	-	-	-
Other intangible fixed assets		1,914	1,513	401	108
Intangible fixed assets under construction		-	-	-	-
Tangible fixed assets	1.5				
Land		392	57	335	389
Buildings		6,498	2,471	4,027	4,374
Technical facilities, plant and equipment		515	301	214	265
Other tangible fixed assets		1,661	1,117	544	536
Fixed assets under construction		68	-	68	286
Advances and deposits		-	-	-	19
Long-term financial investments (2)	1.6				
Equity interests		94,353	-	94,353	93,502
Equity interest-related receivables		19,458	-	19,458	24,290
Other capitalized securities		54,680	-	54,680	58,842
Loans		3	-	3	-
Other long-term financial investments		20	-	20	21
Fixed assets	1.1	180,914	6,033	174,881	183,385
Inventories and work-in-progress					
Raw materials and other supplies		-	-	-	-
Production work-in-progress		-	-	-	-
Intermediate and finished products		-	-	-	-
Advances and deposits on orders		2,250	-	2,250	1,007
Receivables	1.7				
Trade receivables and related		2,170	69	2,101	1,994
Other receivables		71,918	550	71,368	76,614
Marketable securities	1.8	180,785	-	180,785	89,863
Cash at bank and in hand		184	-	184	327
Prepaid expenses	1.9	398	-	398	311
Current assets		257,705	619	257,086	170,116
Foreign currency translation gains		-	-	-	6
TOTAL ASSETS		438 619	6 652	431 967	353 507
(1) Of which, right to lease				-	-
(2) Of which, less than one year				-	-

Balance sheet at August 31st, 2010

LIABILITIES

€'000	Notes	Aug 31, 2010	Aug 31, 2009
Share capital (of which capital paid)	2.1	8,715	8,715
Additional paid-in capital		27,850	27,850
Reserves			
Legal reserve		871	871
Regulated reserves		-	-
Other reserves		257,035	113,241
Retained earnings		-	2,788
Earnings for the year		(6,479)	141,006
Investment subsidies		-	-
Regulated provisions		252	147
Shareholders' equity	2.1.1	288,244	294,618
Provisions			
Provisions for liabilities		5,610	2,866
Provisions for charges		1,012	393
Provisions for liabilities and charges	2.2	6,622	3,259
Financial debt (1)			
Loans and borrowings from credit institutions (2)		18,781	23,293
Sundry borrowings and financial debt		103,442	30,317
Advances and deposits received on orders		-	-
Operating liabilities (1)			
Trade payables and related		1,123	1,223
Tax and social security liabilities		13,522	785
Other		229	-
Other liabilities (1)			
Fixed-asset related liabilities and related		-	12
Deferred income (1)		-	-
Current liabilities	2.3	137,097	55,630
Foreign currency translation losses		4	-
TOTAL LIABILITIES		431,967	353,507
(1) Of which, less than one year		123,177	37,070
(2) Of which, current bank borrowings		148	6

Income statement at August 31st, 2010

€'000	Notes	2009-10	2008-09
Operating income		-	-
Production sold: goods and services		8,022	8,104
Net sales	3.1	8,022	8,104
Stored production		-	-
Capitalized production		-	-
Operating subsidies		-	-
Reversal of depreciation and provisions, transferred expenses	3.2	1,292	1,981
Other income		10	-
Operating income		9,325	10,085
Operating expenses			
Purchases of goods		38	18
Other external purchases		5,789	7,602
Tax and related		257	295
Staff costs	3.3		
Salaries and wages		1,383	1,685
Payroll taxes		612	723
Depreciation allowances and provisions			
On fixed assets: depreciation		847	759
On fixed assets: provisions		-	-
On current assets: provisions		-	620
On liabilities and charges: provisions		5,119	1,000
Other expenses		817	256
Operating expenses		14,863	12,958
Operating income (loss)		(5,538)	(2,873)
Financial income			
From equity interests		5,841	103,500
Other interest and related income		5,554	5,029
Reversal of provisions and transferred expenses		1,741	5,716
Net foreign exchange gains		21	13
Financial income		13,157	114,259
Financial expenses			
Depreciation allowances and provisions		146	1,822
Interest and related expenses		9,099	3,866
Net foreign exchange losses		6	13
Financial expenses		9,251	5,701
Net financial result	3.4	3,906	108,558
Pre-tax income from ordinary operation		(1,632)	105,685

Income statement at August 31st, 2010 (condt.)

€'000	Notes	2009-10	2008-09
Non-recurring income			
On management operations		340	205
On capital operations		51	31,880
Reversal of provisions and transferred expenses		1,870	7
Non-recurring income		2,261	32,092
Non-recurring expenses			
On management operations		571	602
On capital operations		46	13,356
Depreciation allowances and provisions		115	61
Non-recurring expenses		732	14,020
Non-recurring income (loss)	3.5	1,529	18,072
Employee profit-sharing	-	-	-
Corporate income tax	3.6	6,376	(17,249)
NET INCOME		(6,479)	141,006

NOTES TO THE FINANCIAL STATEMENTS OF BENETEAU S.A.

These notes represent an integral part of the annual financial statements for the year ended August 31st, 2010.

Any items of information that are not mandatory are given only when significant.

Highlights of the year

There are no material events to report over this year:

Accounting methods, rules, principles and the presentation of the financial statements

The figures provided in the present notes are given in thousands of euros, unless otherwise indicated.

The financial statements for the year ended August 31st, 2010 have been drawn up in accordance with the principles and methods set out under the French commercial code (Art. 123-12 to 123-23), the decree of November 29th, 1983, and French GAAP (Plan Comptable Général, PCG) as per CRC Regulation 99.03.

The accounting rules have been applied in accordance with the principle of conservatism, in light of the following basic assumptions: continuous operations, independent financial years, and unchanged accounting methods from one financial year to the next.

I - NOTES TO THE BALANCE SHEET: ASSETS

I.1 Changes in fixed assets, depreciation and provisions for depreciation of fixed assets

• GROSS VALUES

€'000	Gross value of fixed assets at Sep 1, 2009	Change through inter-item transfers	Acquisitions, creations, increase in assets	Disposals, retirements, reduction in assets	Gross value of fixed assets at Aug 31, 2010
Research and development costs	574	0	0	0	574
Concessions, patents, licenses and brands	753	0	25	0	778
Business goodwill	23	0	0	(23)	0
Software	1,410	301	203	0	1,914
Intangible fixed assets under construction	0	0	0	0	0
TOTAL Intangible fixed assets	2,760	301	228	(23)	3,266
Land and developments	437	0	0	(45)	392
Buildings and facilities	6,605	0	0	(107)	6,498
Technical facilities, plant and equipment	510	0	5	0	515
Other tangible fixed assets	1,455	0	233	(27)	1,661
Fixed assets under construction	305	(301)	64	0	68
Advances and deposits on fixed assets	0	0	0	0	0
TOTAL Tangible fixed assets	9,312	(301)	302	(179)	9,133
Equity interests	93,502	0	851	0	94,353
Equity interest-related receivables	24,290	0	66	(4,898)	19,458
Other capitalized securities	60,577	57	2,851	(8,805)	54,680
Loans	0	0	6	(3)	3
Other long-term financial investments	21	0	3	(4)	20
TOTAL Long-term financial investments	178,390	57	3,777	(13,710)	168,514
GENERAL TOTAL	190,462	57	4,306	(13,912)	180,914

• DEPRECIATION AND PROVISIONS

€'000	Depreciation at Sep 1, 2009	Increase over the year	Reduction linked to disposals and retirements	Depreciation at Aug 31, 2010
TOTAL Intangible fixed assets	1,899	211	(23)	2,087
Land and developments	48	9	0	57
Buildings	2,231	347	(107)	2,471
Technical facilities, plant and equipment	245	56	0	301
Other tangible fixed assets	919	224	(26)	1,117
TOTAL Tangible fixed assets	3,443	636	(133)	3,946
TOTAL Depreciation	5,342	847	(156)	6,033
Provision for depreciation of assets				
On long-term financial investments	1,735	0	(1,735)	0
TOTAL Provisions	1,735	0	(1,735)	0
GENERAL TOTAL	7,077	847	(1,891)	6,033

1.2 Intangible fixed assets

Intangible fixed assets totaled €3,266,000 at August 31st, 2010, compared with €2,760,000 at August 31st, 2009, and can be broken down as follows:

- Research and development costs depreciated over three years (cf. Note 1.3)
- Non-depreciated brand (cf. Note 1.4)
- Software depreciated over one and three years

1.3 Research and development costs

In previous years, the company launched a research and development project focusing on totally different processes for designing, developing and producing boats.

On account of the nature of this project, the Group decided to capitalize the external costs (primarily fees) and the internal costs (workforce linked directly to the project) and record them as an asset on the balance sheet under research and development costs.

The depreciation of these research and development costs began when the boats concerned were brought into production and marketed: i.e. September 1st, 2004.

1.4 Concessions, patents, licenses and brands

The timeframe for consuming the economic benefits expected from the brand cannot be determined. As such, it has not been subject to depreciation.

It will be depreciated if the going-concern value falls below the net book value.

1.5 Tangible fixed assets

Tangible fixed assets are valued at their acquisition cost or at their production cost for assets produced by the company. They have never been revalued.

Economic depreciation is calculated on a straight-line basis in accordance with the planned useful life:

- | | |
|-----------------------------------|----------------|
| - Site developments | 20 years |
| - Operating buildings | 20 years |
| - Building fixtures and fittings | 10 to 20 years |
| - Plant and equipment | 3 to 10 years |
| - Equipment fixtures and fittings | 3 to 10 years |
| - Transport equipment | 3 to 5 years |
| - Office furniture and equipment | 3 to 10 years |

Insofar as possible, the company applies the diminishing balance method for accelerated depreciation charges for the fraction exceeding the level of economic depreciation. The provision booked in this way represents a total of €252,000.

1.6 Long-term financial investments

Long-term financial investments totaled €168,514,000 at August 31st, 2010, compared with €178,390,000 at August 31st, 2009.

The gross value of equity securities is based on the purchase cost less any related expenses.

A provision for depreciation is recorded for the relevant amount when the going-concern value of the subsidiary is lower than its historical value:

- For industrial subsidiaries, the going-concern value is based on a discounting of future earnings prospects for the subsidiary in question.
- For purely commercial subsidiaries, the going-concern value is determined in light of the amount of the stake in shareholders' equity held, after applying the exchange rate in force at August 31st for foreign subsidiaries.

The table of subsidiaries and equity interests is presented under Note 4.3.

Other capitalized securities primarily comprise treasury stock, with a detailed breakdown of changes available under Note 4.6. Their value at August 31st, 2010, based on the average share price over August 2010, came to €58,467,000, with a net balance sheet value of €54,654,000.

1.7 Receivables

Receivables are valued based on their nominal value.

Receivables denominated in foreign currencies are converted at the closing exchange rate.

A provision for expenses is recorded concerning any unrealized exchange rate losses for the relevant amount.

At year-end, trade receivables did not include any items outstanding for over one year; and can be broken down as follows:

€'000	Aug 31, 2010	Aug 31, 2009
Ordinary trade receivables	29	46
Trade receivables for affiliated companies	2,058	1,934
Notes receivable	-	-
Bad debt	83	83
Provisions for depreciation of trade receivables	(69)	(69)
TOTAL	2,101	1,994

Other trade receivables do not include any items outstanding for over one year; and can be broken down as follows:

€'000	Aug 31, 2010	Aug 31, 2009
Tax	152	14,062
Other receivables	550	646
Other receivables for affiliated companies*	71,216	62,456
Provision for depreciation of receivables	(550)	(550)
TOTAL	71,368	76,614

* Of which, tax consolidation current account

	5,905	3,097
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1.8 Marketable securities

This concerns reserved treasury stock (cf. Notes 4.4 and 4.5), representing a total of €3,452,000. A provision for liabilities has been recorded concerning the bonus share allocation portfolio (cf. Note 2.2).

The inventory value of reserved treasury stock represents €5,815,000.

Other securities comprise shares or units in mutual funds for €12,458,000, with an inventory value of €12,508,000, and €164,875,000 in certificates of deposit under three months.

1.9 Accruals and related - assets

Prepaid expenses totaled €398,000 and include €383,000 in operating expenses and €15,000 in financial expenses.

At August 31st, 2009, they came to €311,000.

Revenue accruals totaled €96,000, and can be broken down as follows:

€'000	Aug 31, 2010	Aug 31, 2009
Operating income	-	10
Operating income for affiliated companies	-	-
Financial income	96	13
TOTAL	96	23

2 - NOTES TO THE BALANCE SHEET: LIABILITIES

2.1 Share capital

The share capital is split into 87,147,200 fully paid-up shares with a par value of €0.10.

Detailed information on treasury stock and share allocation programs is given under Points 4.4, 4.5 and 4.6.

2.1.1 Shareholders' equity

The change in shareholders' equity over the year can be broken down as follows:

€'000	
Shareholders' equity at Sep 1, 2009	294,618
Accelerated depreciation (cf. Note 1.5)	105
Dividends paid	(-)
Earnings for the year	(6,479)
Shareholders' equity at Aug 31, 2010	288,244

Net income excluding the impact of optional tax provisions came to €(6,374,000) at August 31st, 2010.

For our company, the tax provisions are reflected in a future tax liability of €36,000 (net) calculated at a rate of 34.43%.

2.2 Provisions for liabilities and charges

€'000	Amount at year-start (Sep 1, 2009)	Increase over year	Reversal of provisions used	Reversal of provisions not used	Amount at year-end (Aug 31, 2010)
Provisions for exchange rate loss	6	-	(6)	-	6
Provisions for liabilities	2,860	4,610	(500)	(1,360)	5,610
Other provisions for liabilities and charges	393	655	(36)	-	1,012
TOTAL	3,259	5,265	(536)	(1,360)	3,259

At August 31st, 2010, Bénéteau SA recorded:

- €4,610,000 in additional provisions for liabilities, representing the best estimate of risks incurred under its contractual commitments.
- A €146,000 provision for charges relating to treasury stock reserved for the bonus share scheme.
- A €508,000 provision for charges.

- A €1,200 provision for long-service awards, whose valuation factors in staff present in the company on the calculation date as well as their seniority, the schedule for bonuses based on this seniority, the survival rate, the turnover rate and a financial discounting process.

2.3 Accounts payable

The breakdown of accounts payable based on their due dates is presented in the following table as at August 31st, 2010:

€'000	Total	<1 year	1 to 5 years	> 5 years
Loans and borrowings from credit institutions				
- Due within 2 years at the outset	148	148	-	-
- Due after more than 2 years at the outset	18,633	4,713	13,920	-
Sundry borrowings and financial debt	6,992	6,992	-	-
Financial debt for affiliated companies	96,450	96,450	-	-
Trade payables and related	739	739	-	-
Trade payables for affiliated companies	385	385	-	-
Staff and related	583	583	-	-
Social security and related	287	287	-	-
Tax and related				
- Corporate income tax	12,281	12,281	-	-
- Value-added tax	263	263	-	-
- Other tax and related	107	107	-	-
Liabilities on fixed assets and related	-	-	-	-
Fixed asset-related liabilities for affiliated companies	-	-	-	-
Other payables	-	-	-	-
Other payables for affiliated companies	229	-	-	-
TOTAL	137,097	123,177	13,920	-

2.4 Accrued expenses

At August 31st, 2010, accrued expenses totaled €1,773,000, with the following breakdown:

€'000	Operating	Aug 31, 2010	
		Financial	Non-recurring
Trade payables and related	534	-	-
Trade payables for affiliated companies	8	-	-
Tax and social security liabilities	737	-	-
Sundry borrowings and financial debt	0	255	-
Other payables	10	-	-
Other payables for affiliated companies	229	-	-
TOTAL	1,518	255	-

3 - NOTES TO THE INCOME STATEMENT

3.1 Sales

€'000	2009-10	2008-09
Sales in France	7,657	7,699
Sales outside of France	366	405
TOTAL	8,023	8,104

3.2 Reversal of provisions and transfer of operating expenses

€'000	2009-10	2008-09
Reversal of provisions for liabilities and charges	36	-
Transferred expenses*	1,256	1,981
TOTAL	1,292	1,981

* This primarily concerns costs invoiced back to subsidiaries

3.3 Staff costs

Compensation for members of the administrative and management bodies came to €353,000, compared with €675,000 the previous year.

The average headcount is 19.9, with 7 employees and 12.9 managers.

3.4 Financial income and expenses

The net financial result factors in €3,906,000 in net income, primarily comprising dividends received from subsidiaries for a total of €5,841,000. Bénéteau SA has reversed €1,735,000 in

provisions on treasury stock. It has also granted debt write-offs to two of its subsidiaries - GBI Holding and BH - for €3,650,000 and €4,000,000 respectively.

The net financial result for affiliated companies, taking the abovementioned elements into consideration, shows €93,000 in net income.

3.5 Non-recurring income and expenses

The non-recurring items recorded can be broken down as follows:

€'000	2009-10	2008-09
Accelerated depreciation charge / write-back	(105)	(55)
Capital gains or losses on asset disposals	5	18,524
Reversal of provision for liabilities	1,860	-
Treasury stock buyback premium	274	(597)
Provisions for liabilities and charges	-	-
Other	(500)	200
Donations	(5)	-
TOTAL	1,529	18,072

3.6 Tax

At August 31st, 2010, the breakdown of tax between income from ordinary operations and non-recurring items is as follows:

€'000	Before tax	Net tax charge	After tax
Income from ordinary operations	(1,632)	(5,584)	(7,216)
Non-recurring income / loss	1,529	(792)	737
TOTAL	(103)	(6,376)	(6,479)

Bénéteau S.A. has opted for the tax consolidation system. The agreement entered into in this respect is compliant with the second conception authorized, with the tax saving recorded, linked to losses, immediately factored in to the parent company's earnings.

The tax consolidation-related tax charge for FY 2009-10 represents €9,318,000.

4 - OTHER INFORMATION

4.1 Affiliated companies

The amounts concerning affiliated companies are given for each corresponding item on the balance sheet.

The accounts of Bénéteau S.A., in line with the full consolidation method, are included in the financial statements for BERI 21 S.A.

4.2 Commitments given

Commitments given comprise:

€'000	Aug 31, 2010
Deposits:	
- Consortium for building a plant for a subsidiary	800
- Customs	51
Guarantees:	
- Commitment linked to product financing contracts	183
- Banking commitment for subsidiaries' credit lines	59,051
Retirement benefits*	155
TOTAL	60,240

* The company's commitments in this respect are calculated in line with the method adopted within the Group, factoring in all staff in addition to the provisions of the agreements applicable, the survival rate, wage trends, staff turnover, financial returns and social security expenses. The method used is the projected credit unit method.

Endorsements and guarantees given do not concern any executives, subsidiaries, equity interests or other affiliated companies.

4.3 Subsidiaries and equity affiliates

Company	Share capital	Shareholder's equity excl. last year's earnings	% of capital held	Book value of securities held		Outstanding loans and advances granted by company	Deposits granted by company	Sales net of tax for last year	Profit or loss for last year	Dividends received by company over year
€'000				Gross	Net					
SUBSIDIARIES (at least 50% interest)										
C.N.B	3,488	15,768	100.0	5,209	5,209	23,568	-	104,585	2,460	563
S.P.B.I	50,903	183,180	100.0	40,341	40,341	-	-	515,565	30,536	-
B.H.	1,001	333	100.0	1,001	1,001	8,150	-	12,205	(1,938)	-
IRM	11,038	18,687	100.0	38,903	38,903	29,682	-	128,347	6,513	4,415
O'Hara	3,900	13,402	100.0	4,031	4,031	924	-	67,367	3,750	863
Sci Nautilus	450	(918)	100.0	1,794	1,794	3,228	-	318	(119)	-
GBI Holding	108	10	100.0	108	108	5,233	-	-	100	-
EQUITY AFFILIATES (10 to 50%)										
SGB Finance (1)	6,054	41,676	49	2,967	2,967	-	-	-	(5,588)	-

(1) Close of accounts: December 31st

4.4 Stock options

In accordance with the authorizations given by shareholders at general meetings, and factoring in the five-for-one stock split, the company's relevant bodies decided to award:

- 450,000 shares to 91 beneficiaries on October 3rd, 2001 at an exercise price of €5.96 per share.
- 450,000 shares to 99 beneficiaries on February 13th, 2003 at an exercise price of €6.46 per share.
- 72,500 shares to 35 beneficiaries on August 30th, 2006 at an exercise price of €12.56 per share.

The first options were exercised during FY 2005-06, with 220,250 shares purchased.

During FY 2006-07, 171,425 stock options were exercised.

During FY 2007-08, 108,513 stock options were exercised.

During FY 2008-09, 6,000 stock options were exercised.

During FY 2009-10, 32,664 stock options were exercised.

The beneficiaries are Bénéteau Group company executives or employees.

4.5 Bonus shares

In accordance with the authorizations given by shareholders at general meetings, and factoring in the five-for-one stock split, the company's relevant bodies decided to award:

- 42,500 bonus shares on August 30th, 2005.
- 57,500 bonus shares on August 30th, 2006.
- 148,440 bonus shares on August 29th, 2007, including 110,000 whose allocation was abandoned in FY 2008-09.
- 56,000 bonus shares on September 3rd, 2008, including 6,000 whose allocation was abandoned in FY 2009-10 (cf. Point 4.6.).

The beneficiaries are Bénéteau Group company executives or employees.

The first bonus shares were definitively awarded in FY 2006-07, representing a total of 42,500 shares.

During FY 2007-08, 57,500 shares were awarded.

4.6 Treasury stock

The value of treasury stock at August 31st, 2010, based on the average share price over August 2010, came to €58,467,000, with a net balance sheet value of €54,654,000.

€'000	Number	Gross value
Shares at Aug 31, 2009	5,834,338	60,556
Acquisitions over the year	249,813	2,846
Disposals over the year	(840,813)	(8,805)
Transfer (*)	6,000	57
Shares at Aug 31, 2010	5,249,338	54,654

(*) Of which, 6,000 shares previously assigned to a bonus share scheme dated September 3rd, 2008, for which the conditions will not be achieved.

Average purchase price over the year: €11.39

Average sales price over the year: €11.81

Share price at August 31st, 2010: €10.48

Average share price over August 2010: €11.138

5 - CASH-FLOW STATEMENT

€'000	2009-10	2008-09
Operating activities		
Net income for the year	(6,479)	141,006
Elimination of income and expenses without any impact on cash-flow or unrelated to operations	2,575	(20,604)
Depreciation and provisions	2,580	(2,080)
Capital gains or losses on disposals	(5)	(18,524)
Operating cash-flow	(3,904)	120,401
Change in working capital needs	16,685	(22,427)
Receivables	5,145	(12,557)
Payables	11,540	(9,870)
Total 1 - Cash-flow from operating activities	12,781	97,974
Investment activities		
Fixed asset acquisitions	(4,362)	(32,831)
Fixed asset disposals	13,761	34,880
Fixed asset-related liabilities	(12)	12
Total 2 - Cash-flow from investment activities	9,387	2,061
Financing activities		
Dividends paid to shareholders	-	(34,685)
Payments received in respect of financial debt	73,604	-
Repayments of financial debt	(5,134)	(131,956)
Change in scope	-	-
Total 3 - Cash-flow from financing activities	68,471	(166,641)
CHANGE IN CASH POSITION (1+2+3)	90,638	(66,606)
Opening cash position	90,184	156,790
Closing cash position	180,822	90,184
Of which, treasury stock	3,452	3,687
Other marketable securities	177,334	86,176
Cash at bank and in hand	184	327
Bank overdrafts	(148)	(6)

Statutory auditors' report on the annual financial statements

Year ended August 31st, 2010

Dear Shareholders,

Pursuant to the mandate given to us at the general shareholders' meeting, please find hereafter our report on the year ended August 31st, 2010 relative to:

- The audit of the annual financial statements of Bénéteau S.A., as appended to this report;
- The basis for our opinions;
- The specific procedures and information required under French law.

The annual financial statements have been drawn up under the responsibility of the Management Board. Our responsibility is to express an opinion on these financial statements based on our audit.

I - OPINION ON THE ANNUAL FINANCIAL STATEMENTS

We conducted our audit in accordance with the industry standards applicable in France. These standards require that we plan and perform the audit to obtain reasonable assurance that the annual financial statements are free from any material misstatements. An audit involves examining, on a test basis or using other selection methods, evidence supporting the amounts and information contained in the annual financial statements. An audit also involves assessing the accounting principles used, the significant estimates made and the overall presentation of the financial statements. We believe that we have collected sufficient and appropriate elements on which to base our opinion.

We certify that the annual financial statements present fairly, in all material respects, the financial position of the company, its assets and liabilities, and the results of its operations for the year ended in accordance with the accounting rules and principles in force in France.

II - BASIS FOR OUR OPINIONS

Pursuant to the provisions of Article L. 823-9 of the French commercial code relative to the forming of our opinions, we would like to draw your attention to the following point:

Note 1.6 presents the accounting rules and methods retained by your company for determining the inventory value of its long-term financial investments.

In connection with our assessment of the accounting rules and principles applied by your company, we verified the appropriate nature of the abovementioned accounting methods and ensured that they were applied correctly.

The assessments made in this way are part of our audit of the annual financial statements in general and therefore contributed to the formation of our opinion expressed in the first part of this report.

III - SPECIFIC PROCEDURES AND INFORMATION

In accordance with the industry standards applicable in France, we also performed the specific procedures required under French law.

We do not have any observations to make regarding the true and accurate nature of information given in the Management Board's management report and in the documents provided to shareholders on the financial position and annual financial statements, or the application of such information for the annual financial statements.

Concerning the information provided in accordance with Article L.225-102-1 of the French commercial code relating to the compensation and benefits awarded to corporate officers, as well as any commitments made to them, we have checked its consistency with the accounts or with the data used as a basis for drawing up such accounts and, as relevant, with any elements collected by your company from its controlled or controlling companies. On the basis of this work, we certify the true and accurate nature of such information.

As required under French law, we also ensured that the management report contained the various items of information needed relative to the identity of shareholders and voting rights.

The Statutory Auditors

Rennes and La Roche sur Yon, December 17th, 2010

ATLANTIQUE REVISION CONSEIL – A.R.C.

Sébastien CAILLAUD
Partner

KPMG Audit
KPMG S.A. Department

Vincent BROYE
Partner

Special Statutory Auditors' Report, on regulated agreements and commitments

Year ended August 31st, 2010

Dear Shareholders,

In our capacity as statutory auditors for your company, please find hereafter our report on regulated agreements and commitments.

Our responsibility does not include identifying any undisclosed agreements or commitments. We are required to report to you, based on the information provided, on the main terms and conditions of agreements that have been disclosed to us, without commenting on their relevance or substance. Under the terms of Article R. 225-58 of the French commercial code, it is your responsibility to determine whether such agreements or commitments are appropriate and should be approved.

No notification of agreements or commitments

We have not been informed of any agreements or commitments entered into during the year and governed by the provisions of Article L.225-86 of the French commercial code.

AGREEMENTS AND COMMITMENTS APPROVED DURING PREVIOUS YEARS WHOSE PERFORMANCE CONTINUED OVER THE LAST FINANCIAL YEAR

Furthermore, in accordance with the French commercial code, we have been informed that the performance of the following agreements and commitments, approved during previous years, continued over the last financial year:

With Management and Supervisory Board members:

Mrs. Annette Roux, Mr. Bruno Cathelinais, Mrs. Maryse Dupé and Mr. Luc Dupé, Mrs. Elisabeth Bénétteau and Mr. Yvon Bénétteau.

Interest has been calculated on their current account advances within the limits authorized as being admissible for tax deductible expenses, representing a combined total of €149,050.

We have performed the procedures that we have deemed necessary in view of the French national statutory auditors board (Compagnie Nationale des Commissaires aux Comptes) professional standards relative to this mission. These standards require that we perform procedures to verify that the information given is consistent with the underlying documents.

AGREEMENTS AND COMMITMENTS NOT PREVIOUSLY AUTHORIZED

We are also presenting our report on the agreements and commitments subject to the provisions of Article L.225-90 of the French commercial code.

Pursuant to Article L.823-12 of the French commercial code, we would like to inform you that these agreements and commitments have not been authorized previously by your Supervisory Board.

In addition to the main terms and conditions of such agreements and commitments, we are required to report to you, based on the information provided, on the circumstances under which the authorization procedure has not been respected.

With GBI Holding S.R.L.

Person concerned: Mr. Dieter Gust

As decided by the Management Board on August 31st, 2010, your company granted GBI Holding a debt write-off for the amount of the estimated negative net position, before recognizing the write-off, representing a total of €3,650,000.

We would like to inform you that, during its meeting on September 1st, 2010, your Supervisory Board decided subsequently to authorize this agreement.

With SAS BH

Persons concerned: Mrs. Annette Roux, Mr. Bruno Cathelinais, Mr. Yves Lyon-Caen and Mr. Aymeric Duthoit.

As decided by the Management Board on August 31st, 2010, your company granted SAS BH a debt write-off for €4,000,000.

We would like to inform you that, during its meeting on September 1st, 2010, your Supervisory Board decided subsequently to authorize this agreement.

The Statutory Auditors

Rennes and La Roche sur Yon, December 17th, 2010

ATLANTIQUE REVISION CONSEIL - A.R.C.

Sébastien Caillaud
Partner

KPMG Audit
KPMG S.A. Department

Vincent Broyé
Partner

Statutory auditors' report on the capital operations provided for under Resolutions 14, 15, 17 and 18 from the Extraordinary General Meeting on January 28th, 2011

Extraordinary General Meeting on January 28th, 2011

Dear Shareholders,

In our capacity as your company's statutory auditors and pursuant to the mandate provided for under the French commercial code, please find hereafter our report on the operations which you are invited to give your opinion on.

Awarding of stock options to executives, salaried members of staff and corporate officers (Resolution 14)

Pursuant to the mandate provided for under Articles L.225-177 and R.225-144 of the French commercial code, we have drawn up the present report on the opening up of stock options to executives, salaried members of staff and corporate officers of Bénéteau and affiliated companies as per Article L.225-197-2 of the French commercial code.

Your Management Board is responsible for drawing up a report on the reasons for opening up stock options and the conditions proposed for setting the subscription or purchase price. It is our responsibility to give an opinion on the proposed conditions for determining the purchase price.

We have performed the procedures that we have deemed necessary in view of the French national statutory auditors board (Compagnie Nationale des Commissaires aux Comptes) professional standards relative to this mission. These standards require that we perform procedures to verify that the proposed conditions for setting the purchase price are mentioned in your Management Board's report, that they are consistent with the legal and regulatory provisions in force, with a view to providing clarification for shareholders, and that they do not appear manifestly inappropriate.

We do not have any observations to make regarding the proposed conditions.

Awarding of your company's ordinary bonus shares - existing or to be issued - to executives, salaried members of staff and corporate officers (Resolution 15)

Pursuant to the mandate provided for under Article L.225-197-1 of the French commercial code, we have drawn up the present report on the proposed free allocation of existing or future shares to executives, salaried members of staff and corporate officers of Bénéteau and affiliated companies as per Article L.225-197-2 of the French commercial code.

Your Management Board asks you to authorize the awarding of existing or future bonus shares. It is required to prepare a report on this operation which it would like to be able to carry out. It is our responsibility to inform you, as relevant, of our observations on the information provided to you in this way concerning the planned operation.

We have performed the procedures that we have deemed necessary. These standards notably require that we perform procedures to verify that the proposed conditions set out in the Management Board's report are compliant with the legal provisions in force.

We do not have any observations to make regarding the information given in the Management Board's report in terms of the planned operation to award bonus shares.

Capital reduction through the cancellation of shares purchased (Resolution 17)

Pursuant to the mandate provided for under Article L. 225-209 Paragraph 7 of the French commercial code, in the event of a capital reduction through the cancellation of shares purchased, we have drawn up the present report in order to present our assessment of the causes and conditions for the planned capital reduction.

We have performed the procedures that we have deemed necessary in view of the French national statutory auditors board (Compagnie Nationale des Commissaires aux Comptes) professional standards relative to this mission. These procedures involved ensuring that the reasons and conditions for the planned capital reduction were consistent.

This operation is included within the framework of your company purchasing treasury stock for up to 10% of its capital, under the conditions set out in Article L. 225-209 of the French commercial code. This purchasing authorization is also being submitted for approval at your general meeting, and would be given for an 18-month period.

For implementing the authorization for your company to buy treasury stock, your Management Board is requesting that you delegate full powers to it for a three-year period with a view to cancelling shares purchased in this way for up to 10% of its capital, per 24-month period.

We do not have any observations to make regarding the causes and conditions for the planned capital reduction, it being understood that this may only be carried out if your shareholders' meeting previously approves the beforehand for your company to buy treasury stock.

Issuing of shares and waiving of preferential subscription rights (Resolutions 18)

Pursuant to the mandate provided for under the French commercial code, and more specifically Articles L.225-135 et seq, please find hereafter our report on the proposed operation to increase the capital through the issuing of ordinary shares with preferential subscription rights waived, reserved for the company's staff, which you are invited to make a decision on.

You are asked to approve this capital increase in accordance with the provisions of Articles L.225-129-6 of the French commercial code and L.3332-18 of the French labor code.

Your Management Board is proposing, based on its report, for you to authorize it for an 18-month period to decide on a capital increase through the issuing of new shares and set the

definitive conditions for such issues, and is proposing to waive your preferential subscription rights.

The total nominal amount of capital increases that may be carried out immediately or in the future may not exceed €87,000.

Your Management Board is responsible for drawing up a report in accordance with Articles R.225-113, R.225-114 and R.225-117 of the French commercial code. It is our responsibility to give an opinion on the accuracy of the quantified information based on the accounts, on the proposal to waive preferential subscription rights and on certain other items of information concerning such operations, as set out in this report.

We have performed the procedures that we have deemed necessary in view of the French national statutory auditors board (Compagnie Nationale des Commissaires aux Comptes) professional standards relative to this mission. These procedures involved verifying the content of the Management Board's report relative to these operations and the conditions for determining the issue price for the capital securities to be issued.

Subject to the subsequent review of the conditions for the proposed capital increase, we do not have any observations to make regarding the conditions for determining the issue price given in the Management Board's report.

Since the amount of the issue price for capital securities to be issued is not set, we have not expressed any opinion on the definitive conditions under which issues will be carried out and, as a result, on the proposal submitted to you in the 18th resolution to waive preferential subscription rights.

In accordance with Article R.225-116 of the French commercial code, we will draw up an additional report, as relevant, on the use of this authorization by your Management Board.

The Statutory Auditors

Rennes and La Roche sur Yon, December 17th, 2010

KPMG Audit
KPMG SA. Department

Vincent Broyé
Partner

Atlantique Révision Conseil

Sébastien Caillaud
Partner

Draft resolutions

First resolution - ordinary

After hearing the Management Board's management report, the Supervisory Board's report and the general statutory auditors' report on the parent company financial statements, the general meeting approves the parent company financial statements for the year ended August 31st, 2010, as presented to shareholders, with a loss of €6,478,736.85.

This approval includes spending provided for under Article 39-4 of the French general tax code, reintegrated into taxable income for the year for a total of €15,574.

Second resolution - ordinary

After hearing the Management Board's report, the Supervisory Board's report and the general statutory auditors' report on the consolidated financial statements, the general meeting approves the consolidated financial statements for the year ended August 31st, 2010, as presented to shareholders, with a net profit of €31,443,000 (Group share: €31,427,000).

Third resolution - ordinary

After hearing the special statutory auditors' report on the agreements provided for under Article L.225-86 of the French commercial code, the general meeting approves the corresponding agreements without any reservations whatsoever.

Fourth resolution - ordinary

The general meeting, as proposed by the Management Board, decides to allocate net income for the year ended August 31st, 2010, totaling -€6,478,736.85, as follows:

- Other reserves -€6,478,736.85

and to draw €10,457,664.00 against Other reserves for:

- Dividends €10,457,664.00

The portion of profits corresponding to dividends not paid out relative to shares held as treasury stock by the company will be allocated to retained earnings.

The general meeting grants full powers to the Management Board to pay out a dividend of €0.12 on Friday February 4th, 2011 for each one of the 87,147,200 shares with a par value of €0.10. For individual shareholders domiciled in France for tax purposes,

the total amount distributed in this way is eligible for the 40% rebate set out under Article 158-3-2 of the French general tax code.

As required under French law, shareholders are reminded that the dividends paid out over the last three years were as follows:

	2006-07	2007-08	2008-09
Share par value	€0.10	€0.10	€0.10
Number of shares	87,147,200	87,147,200	87,147,200
Net dividend	€0.39	€0.43	-

Fifth resolution - ordinary

The general meeting decides to reappoint the following Supervisory Board member:

- Mrs. Annette Roux
born August 4th, 1942 in St Gilles Croix de Vie (85), France
residing at 47 quai d'Orsay, Paris (75007), France

For a three year term-of-office ending further to the ordinary general meeting convened to approve the financial statements for the year ending August 31st, 2013.

Sixth resolution - ordinary

The general meeting decides to reappoint the following Supervisory Board member:

- Mr. Yves Lyon-Caen
born June 29th, 1950 in Paris (75), France
residing at 14 rue du Cherche Midi, Paris (75006), France

For a three year term-of-office ending further to the ordinary general meeting convened to approve the financial statements for the year ending August 31st, 2013.

Seventh resolution - ordinary

The general meeting decides to reappoint the following Supervisory Board member:

- Mr. Yvon Bénétiau
born June 20th, 1950 in St Gilles Croix de Vie (85), France
residing at 5 chemin du parc, Soullans (85300), France

For a three year term-of-office ending further to the ordinary general meeting convened to approve the financial statements for the year ending August 31st, 2013.

Eighth resolution - ordinary

The general meeting decides to reappoint the following Supervisory Board member:

- Mr: Luc Dupé,
born May 15th, 1949 in Challans (85), France
residing at 4 rue Raynaud, St Gilles Croix de Vie (85800), France

For a three year term-of-office ending further to the ordinary general meeting convened to approve the financial statements for the year ending August 31st, 2013.

Ninth resolution - ordinary

The general meeting decides to reappoint the following Supervisory Board member:

- Mr: Yves Gonnord
born July 27th, 1936 in Pouzauges (85), France
residing at 4 rue de l'Aumônerie, Pouzauges (85700), France

For a three year term-of-office ending further to the ordinary general meeting convened to approve the financial statements for the year ending August 31st, 2013.

Tenth resolution - ordinary

The general meeting decides to reappoint the following Supervisory Board member:

- Mr: Christian de Labriffe
born March 13th, 1947 in Paris (75), France
residing at 19 rue Pauline Borghèse, Neuilly (92200), France

For a three year term-of-office ending further to the ordinary general meeting convened to approve the financial statements for the year ending August 31st, 2013.

Eleventh resolution - ordinary

The general meeting decides to reappoint the following Supervisory Board member:

- Mr: Eric Delannoy
born May 2nd, 1962 in Libercourt (62), France
residing at 22 rue Perronet, Neuilly-sur-Seine (92200), France

For a three year term-of-office ending further to the ordinary general meeting convened to approve the financial statements for the year ending August 31st, 2013.

Twelfth resolution - ordinary

The general meeting decides to grant the Supervisory Board a total of €200,000 in directors' attendance fees for the current financial year, which the Board will distribute to members as appropriate.

Thirteenth resolution - ordinary

The ordinary general meeting grants the Management Board an authorization, over an 18-month period, for the company to acquire its own shares for up to 10% of the share capital with a view to, in order of priority:

- Market-making for the shares by an investment service provider under a liquidity agreement in line with the AMAFI compliance charter;
- Awarding stock options and/or bonus shares to company or Group staff or corporate officers, subject to the combined general meeting adopting the 14th and 15th resolutions authorizing this allocation,
- Selling shares to company or Group staff in connection with one or more company savings schemes created in Group companies, subject to the combined general meeting adopting the 16th resolution authorizing this sale,
- Holding and issuing shares again in payment or exchange as part of external growth or financial operations in line with stock market regulations,
- Cancelling shares with a view to optimizing earnings per share and the return on capital, subject to the combined general meeting adopting the 17th resolution authorizing this cancellation.

The maximum purchase price for shares is set at €25.

The maximum amount of funds set aside for the implementation of this program to buy shares will be €76.5 million.

This decision cancels and replaces the previous authorization.

In the event of an adjustment in the share's par value, the abovementioned values will be adjusted in the same proportions.

Fourteenth resolution - extraordinary

The extraordinary general meeting, after reviewing the Management Board's report and the special statutory auditors' report, authorizes the Management Board to award company stock options on one or more occasions and under the conditions it determines to some or all of the executives, corporate officers or staff of BENETEAU S.A. and other Group entities, within the limits of the maximum number of shares from the company's share buyback plan.

The purchase price may be no lower than 80% of the average purchase price for shares held by the company in connection with its share buyback program.

This authorization is valid for 38 months as of this date. The options will be able to be exercised between the 4th and 10th anniversaries of the date on which they were awarded.

The extraordinary general meeting grants full powers to the Management Board to perform all formalities or procedures making it possible to set up and implement the stock option scheme, under the conditions set out above and within the limits authorized by the regulations and laws in force.

This decision cancels and replaces the previous authorization.

Fifteenth resolution – extraordinary

The extraordinary general meeting, after reviewing the Management Board's report and the special statutory auditors' report, authorizes the Management Board to award bonus company shares, existing (held in a portfolio or to be acquired) or to be issued, on one or more occasions and under the conditions it determines to some or all of the executives, corporate officers or staff of BENETEAU S.A. and other Group entities, within the limits of the maximum number of shares from the company's share buyback plan.

This authorization is valid for 38 months as of this date.

Shares will be definitively awarded to their beneficiaries at the end of a two-year vesting period following their allocation. Beneficiaries will be required to hold such shares for two years after they have been definitively awarded.

The extraordinary general meeting grants full powers to the Management Board to perform all formalities or procedures making it possible to set up and implement the bonus share scheme, under the conditions set out above and within the limits authorized by the regulations and laws in force.

This decision cancels and replaces the previous authorization.

Sixteenth resolution – extraordinary

The extraordinary general meeting, after reviewing the Management Board's report, authorizes the Management Board for a three-year period to sell shares on one or more occasions and under the conditions it determines to company or Group staff in connection with one or more company savings schemes created in Group companies, within the limits of the maximum number of shares from the company's share buyback plan.

The extraordinary general meeting grants full powers to the Management Board to perform all formalities or procedures making it possible to set up and implement the sale of shares for one or more company savings schemes, under the conditions set out above and within the limits authorized by the regulations and laws in force.

This decision cancels and replaces the previous authorization.

Seventeenth resolution – extraordinary

The extraordinary general meeting, after reviewing the Management Board's report and the special statutory auditors' report, authorizes the Management Board for a three-year period to reduce the share capital by cancelling shares purchased under the 13th resolution, within the legal limits.

The extraordinary general meeting grants full powers to the Management Board to perform all formalities or procedures making it possible to set up and implement the share capital reduction and amend the bylaws accordingly.

This decision cancels and replaces the previous authorization.

Eighteenth resolution - extraordinary

The extraordinary general meeting, after reviewing the Management Board's report and the statutory auditors' report, and in accordance with the provisions of Section VII of Article L.225-129-6 of the French commercial code:

- Grants the Management Board the powers required to carry out a capital increase through new shares reserved for staff, on one or more occasions and in the proportions and at the times that it deems relevant.
- Decides to waive the preferential subscription rights of shareholders in relation to these members of staff.
- Decides that the subscription price to be set by the Management Board may be no higher than the average share price over the 20 days trading prior to the day of the Management Board's decision setting the subscription start date, nor more than 20% lower than this average.

- Decides that this delegation will be valid for an 18-month period and for up to €87,000.
- Decides that the Management Board will have full powers to implement this delegation, notably with a view to determining the issue dates and conditions, setting the amounts to be issued, the dividend entitlement date for securities to be issued, the conditions for freeing up shares, as well as recording the costs for this capital increase against the amount of the corresponding premium and more generally taking all useful measure to ensure the successful completion of the planned issue, acknowledging the capital increase(s) and amending the bylaws accordingly.

Nineteenth Resolution

Full powers are granted to the bearer of a copy of or extract from the present resolutions to perform all formalities and do whatever is necessary.

Statement by the person responsible for the 2009-10 Annual Financial Report

I certify that, to the best of my knowledge, the financial statements have been drawn up in accordance with the accounting standards applicable and faithfully reflect the assets, liabilities, financial position and earnings of the company and all of the companies included in the basis for consolidation, and that the management report faithfully reflects the changes in the business, earnings and financial position of the company and all of the companies included in the basis for consolidation, while presenting the main risks and uncertainties faced by them.

Yves Lyon-Caen
Chairman of the Supervisory Board

Bruno Cathelinais
Chairman of the Management Board

[illegible]

[illegible]

[illegible]

