

CONSOLIDATED
financial statements



2008



BOARD OF **DIRECTORS OF ECS SA**

Jacques SORREL	Chairman
Henri BONNET	Director
SOCIÉTÉ GÉNÉRALE SA <i>Represented by Christian POIRIER</i>	Director
SG FINANCIAL SERVICES HOLDING <i>Represented by Mathieu VACARIE</i>	Director
SOGÉPARTS SA <i>Represented by Stéphane DEMON</i>	Director
Bruno BASSAC	Director

CHAIRMAN'S LETTER

In 2008, ECS Group proved its ability to weather the difficult economic conditions: gross operating profit was up 12.4% thanks to sustained business activity and costs being kept down.

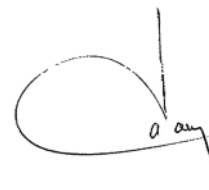
The Group continued to consolidate its combined leasing and infrastructure service offering, a strategy that was reflected in a number of ways:

- The acquisition of EDS' European iSeries Services Centre in France.
- A 15% rise in services turnover.
- Services now account for 35% of the group's total margin.

The Group also continued to develop business internationally, with turnover outside France growing by 10.1%.

2009 will be a difficult year but ECS Group has all the necessary resources and skills to succeed.

We therefore remain confident and determined.



Yves CAPARROS
Chairman and Chief Executive Officer

BOARD OF DIRECTORS' REPORT ON ECS GROUP

BUSINESS ACTIVITY AND RESULTS

In 2008 the Group aligned its legal structure with its development strategy. This involved reinforcing the Group's strategy to promote a combined leasing-service offering by:

- Merging all the Group's French entities on 1 January 2008 in order to combine the leasing and service businesses into a single entity
- Merging the Italian entities in November 2008, with retroactive effect on 1 January 2008
- Acquiring EDS' European iSeries and AS/400 Service Centre on 1st November 2008, thereby enabling the Group to extend its offering and provide IT outsourcing services for its clients.

In parallel, the Group launched a small tickets business in 2008 through two independent legal entities in France and Italy, called WANLEASE.

The Group's leasing commercial production remained steady compared with 2007, standing at €940 million at the end of 2008. €377 million of this was generated in France whilst €563 million came from the subsidiaries outside France. As in the previous year, commercial production outside France in 2008 accounted for over 60% of the Group's total production.

The Group's services activity grew considerably in 2008 (up 13.2%). This increase is due partly to the reorganisation of the business line in 2007, and partly to the continuing

development of services in France and other countries, with, most notably, an increase of 14.2% in France and 32.4% in Italy.

Consolidated turnover stood at €1,876.1 million in 2008, down €52.6 million (-2.7%) compared with 2007. This was caused by a decrease in the Group's leasing business, both in France (€-26 million) and in other countries (€-49 million), despite a sustained increase of €22 million (+36.4%) in the service turnover.

Consolidated operating profit before taxation and financial result amounted to €30.8 million in 2008, up by 12.4% (€27.4 million in 2007). This was due on the one hand to a significant increase in leasing margin rates (20.1%) and margin rates for services continuing to perform well (69.7%), and on the other hand to overheads being kept under control (+1.5%) - not including the impact of WANLEASE's business.

Consolidated income for the year before taxation and depreciation of goodwill stands at €27.4 million, an increase of 14.6% (€23.9 million in 2007). Net consolidated income for the year, including minority interests, stands at €17.6 million, a rise of 53.1% (€11.5 million in 2007) compared with the previous year.

The total amount, at present value, of commitments relating to financial residual value of leased equipment came to € 58 million at the end of

2008 compared with €52 million at the end of 2007. As a proportion of amounts outstanding (€1.687 million at the end of 2008), discounted financial residual values are up to 3.4% at the end of 2008 from 3.1% at the end of 2007.

Despite a continually competitive market, growth in residual value remains moderate and contained throughout the group.

LEASING

The IT market experienced sustained growth in 2008 (up 6% for the European Union) for both hardware and software and services. This growth was, however, mainly concentrated in eastern and central Europe (+13%), whilst growth on the western European market was slower (+4%). Against this backdrop, the Group's commercial production fell slightly (-1.7%), (not including the impact of WANLEASE's business), due to an increase in the number of contracts (+15%) but a decrease in the average investment amount of the contracts.

PCs accounted for over 90% of the group's production, whilst figures for other technologies remain steady.

New business accounted for 19% of total production, reflecting the Group's lively sales activity.

Our comprehensive "IT leasing services" offering, combined with the economic climate in 2008, led to a rise in the leasing margin (20.1%

in 2008 versus 12.2% in 2007). In 2008, gross margin for leasing stands at €117 million, up 3% (€114 million compared with 2007).

Commercial production in France – excluding the small tickets business – rose by 1.1% to €372 million from €368 million in 2007. This increase was due to a rise in desktop equipment (88% of commercial production) and a fall in investments in Unix and AS/400.

Gross margin rose €4.8 million to €59.0 million at the end of 2008.

Outside France, production (not including WANLEASE) fell by 3.4% to €559 million from €579 million in 2007, mainly due to the performance of the Belgian (-42.1%) and U K (-20.1% excluding the effect of exchange rates) subsidiaries.

This resulted in the gross margin for leasing falling €1.4 million to €58.3 million at the end of 2008.

SERVICES

The legal restructuring of the various subsidiaries and increased synergies between the two business lines facilitated the combining of the service offering into the leasing offering.

Turnover generated by consolidated service companies amounts to €93.3 million, 23% of which came from outside France, representing an increase of 15.3% on the previous year.

In line with the Group's strategy for

balancing out the various activities, the contribution of services to overall income remained high: gross margin generated by services stood at €65.0 million, accounting for over 35% of the total margin.

Turnover outside France rose by 10.1%, thereby confirming the Group's strategy for international development. The contribution of subsidiaries outside France to gross margin remained steady, accounting for 24.2% of the total gross margin.

SCOPE OF CONSOLIDATION

The consolidated financial statements cover 14 companies.

- ECS SA
- ECS International Italia SpA
- ECS United Kingdom Plc
- ECS Deutschland Holding GmbH
- Technoservice Solutions Ag
- ECS International Belgium SA/NV
- ECS International España SA
- ECS International Netherlands BV
- ECS Solutis SA/NV (Belgium)
- ECS International Polska Sp.z.O.O
- HTFL
- ECS Luxembourg SA
- Wanlease SAS
- Wanlease Italia SpA

Wanlease Italia SpA came into the scope of consolidation in 2008.

In 2008 ECS Solutis Deutschland GmbH, ECS Solutis Italia Srl, ECS Solutis SA and ECS Telci merged with ECS Deutschland Holding GmbH, ECS International Italia SpA and ECS SA respectively.

OUTLOOK FOR 2009

The "small tickets" market experienced a difficult second half in 2008, with fewer refinancers on the market. In light of these difficulties, the Group decided to cease its small tickets activity on the Italian market as from 1 January 2009.

Nevertheless, ECS Group predicts an increase in its SME and key account business in 2009; for, despite the downturn, growth in IT investments should reach 3% in 2009, due to the strategic necessity for companies to invest in this area. Moreover, the service sector is set to grow by around 4% during the first half of 2009 with the demand for virtualisation and IT outsourcing in particular on the increase.

In 2009, an economic climate favourable to outsourcing and industrialising IT services should enable the group to consolidate its existing positions and continue to integrate the service offering into the leasing offering.

However, 2009 is also likely to be marked by tougher refinancing conditions and increased credit control difficulties which could affect the cost of risk for the company.

In line with its strategy, the Group will also merge the Spanish and Belgian subsidiaries in order to combine its service and leasing businesses in these countries.

CONSOLIDATED BALANCE SHEET ASSETS

AS AT 31 DECEMBER 2008

<i>(in thousands of euros)</i>	Notes	2008			2007	CHANGE 2008/ 2007
		GROSS	DEPREC. & PROV.	NET	NET	
FIXED ASSETS		199 606	53 955	145 652	156 408	-7%
Intangible assets	3,4,7	25 528	14 421	11 107	8 023	38%
Goodwill	5	27 839	12 751	15 088	18 542	-19%
Tangible assets	3,6,7	50 823	26 020	24 804	23 807	4%
Financial assets	3,8	95 416	763	94 653	106 036	-11%
CURRENT ASSETS		727 141	19 954	707 186	678 519	4%
Inventories and work-in-progress	9	80 414	10 537	69 877	62 570	12%
Advances and down payments	10	22 355	58	22 297	1 005	
Trade receivables	11	545 106	9 195	535 911	490 069	9%
Other receivables	11	60 339	164	60 176	68 128	-12%
Differed tax assets	22	11 985		11 985	9 540	21%
Marketable securities		0		0	0	
Cash and cash equivalents		6 941		6 941	47 207	-85%
OTHER ASSETS	12	39 813		39 813	33 730	18%
TOTAL		966 560	73 909	892 651	868 657	3%

CONSOLIDATED BALANCE SHEET LIABILITIES AND SHAREHOLDERS' EQUITY AS AT 31 DECEMBER 2008

<i>(in thousands of euros)</i>	Notes	2008	2007	<i>Change 2008/ 2007</i>
		NET	NET	
SHAREHOLDERS' EQUITY	13	134 257	125 204	7%
Share capital		36 837	36 837	0%
Share premium		915	915	0%
Reserves		85 580	79 014	8%
Currency translation adjustment		(6 685)	(3 064)	119%
Net income		17 610	11 502	53%
MINORITY INTERESTS		1	1	0%
PROVISIONS	14	11 599	11 674	-1%
SUBORDINATED LOANS				
LIABILITIES		637 441	621 831	3%
Borrowings and financial debts	15	185 160	179 289	3%
Advances and down payments		0	97	-100%
Trade payables	16	390 116	381 320	2%
Other debts	17	62 166	61 125	2%
Deferred tax liabilities				
OTHER LIABILITIES	12	109 353	109 947	-1%
TOTAL		892 651	868 657	3%

CONSOLIDATED INCOME STATEMENT

<i>(in thousands of euros)</i>	Notes	2008	2007	Change 2008/ 2007
Net sales	18	1 876 112	1 928 703	-3%
Other operating income		16 283	13 341	22%
Cost of sales		(1 681 889)	(1 749 496)	-4%
Salaries and related costs		(105 236)	(101 798)	3%
Other operating expenses		(45 115)	(42 945)	5%
Taxes		(5 250)	(5 076)	3%
Depreciation and provision		(26 826)	(18 355)	46%
OPERATING INCOME	19	<u>28 079</u>	<u>24 374</u>	15%
Financial income		7 585	5 139	48%
Financial expenses		(7 960)	(6 817)	17%
FINANCIAL RESULT	20	<u>(375)</u>	<u>(1 678)</u>	-78%
INCOME BEFORE INCOME TAX AND EXTRAORDINARY ITEMS		<u>27 704</u>	<u>22 696</u>	22%
Extraordinary income		215	8 820	-98%
Extraordinary expenses		(475)	(7 576)	-94%
EXTRAORDINARY ITEMS	21	<u>(260)</u>	<u>1 244</u>	
Corporate income tax	22	(6 905)	(9 393)	-28%
NET RESULT OF CONSOLIDATED SUBSIDIARIES (before depreciation of goodwill)		<u>20 539</u>	<u>14 547</u>	42%
NET RESULT OF CONSOLIDATED SUBSIDIARIES				
Depreciation of goodwill	5	(2 929)	(3 045)	-4%
NET INCOME		<u>17 610</u>	<u>11 502</u>	54%
* Minority interests				
* Group		17 610	11 502	54%
Net income per share (basic) – in Euros		1.20	0.78	
Net income per share (diluted) – in Euros	25	1.20	0.78	

CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY

<i>(in thousands of euros)</i>	Capital	Premium	Conso- lidated reserves	Net result	Others			Total capital
					Currency translation adjustment	Change in consoli- dation scope	Other move- ments	
Shareholders' equity at 31 December 2006	36 837	915	69 519	12 203	(1 470)	99	164	118 267
Increase of parent company's share capital								0
Appropriation of prior year net income			12 203	(12 203)				0
Dividend paid			(2 947)					(2 947)
Change in consolidation scope (1)						(2)		(2)
Net consolidated income				11 502				11 502
Changes in currency translation					(1 594)			(1 594)
Adjustments and others			263			(99)	(186)	(22)
Shareholders' equity at 31 December 2007	36 837	915	79 038	11 502	(3 064)	(2)	(22)	125 204
Increase of parent company's share capital								0
Appropriation of prior year net income			11 502	(11 502)				0
Dividend paid			(4 861)					(4 861)
Change in consolidation scope (2)						(20)		(20)
Net consolidated income				17 610				17 610
Changes in currency translation adjustments					(3 620)			(3 620)
Others			(80)			2	22	(56)
Shareholders' equity at 31 December 2008	36 837	915	85 599	17 610	(6 684)	(20)	0	134 257

(1) Effect of the incorporation of: ECS Luxembourg (- 1) K€, and Wanlease (- 1) K€

(2) Effect of the incorporation of Wanlease Italy

CONSOLIDATED CASH FLOW STATEMENT

<i>(in thousands of euros)</i>	31 december 2008	31 december 2007
Net income	17 610	11 502
- Depreciation and provisions	6 984	4 937
- Gain on sale of investments	145	(1 011)
- Changes in deferred taxes	(2 558)	2 051
- Effect of previous year income of newly incorporated companies		
Cash flow gross	22 181	17 479
Change in inventories	(9 631)	(8 462)
Change in accounts receivable and trade payable	(58 083)	20 269
Net cash flow out from operating activities	(45 533)	29 286
Acquisition of companies		
Change in fixed assets	(8 607)	(46 758)
Asset disposal	12 127	16 652
Effect of restructuring	(54)	(36)
Net cash flow out from investment activities	3 466	(30 142)
Increase in capital		
Dividends paid	(4 861)	(2 947)
Increase in long-term debts	11 637	35 807
Decrease in long-term debts	(38)	(54)
Net cash flow out from financing activities	6 738	32 806
CHANGE IN CASH AND CASH EQUIVALENT	(35 329)	31 950
Cash opening balance	29 060	(2 195)
Cash closing balance	(5 416)	29 060
Translation currency adjustment	772	(950)
Effect of change in accounting policy	(20)	62
Change in consolidation scope	101	193
CHANGE IN CASH AND CASH EQUIVALENT	(35 329)	31 950

NOTES TO THE CASH FLOW STATEMENT**Net cash flow out from business**

The inclusion of Wanlease Italy in the scope of consolidation had no significant effect.

Changes in deferred taxes can be explained mainly by an adjustment of the deferred tax debit related to losses carried forward in Germany.

Net cash flow out from investment activities

The high level of acquisitions of fixed assets in 2007 is mainly due to the fact that, in accordance with Société Générale Group's policy on investing equity, ECS granted a loan to Société Générale.

The disposal of fixed assets is due to the repaying of a loan by Société Générale.

Net cash flow out from financing activities

In addition to investing its equity, ECS took out short-term loans with Société Générale

Change in cash and cash equivalent

The change in consolidation scope is a result of the entry of Wanlease Italy.

NOTES TO THE 2008 CONSOLIDATED FINANCIAL STATEMENTS

The Group operates a leasing business and a services business for IT equipment.

NOTE 1: ACCOUNTING POLICIES AND METHODS

The consolidated financial statements have been drawn up in accordance with the provisions of the decision (*arrêté*) of 22 June 1999 which ratifies the *Comité de la Réglementation Comptable* (CRC, the French accounting standards board) Regulation no. 99-02 of 29 April 1999 applicable to accounts covering financial years beginning on 1 January 2000 or after.

The accounts were consolidated using the annual financial statements of ECS SA and its subsidiaries, as of 31 December 2008.

Since 1 January 2002, the presentation of the financial statements complies with the provisions of *Comité de la Réglementation Comptable* (CRC), Regulation no. 2000-06 concerning liabilities.

A – Consolidation methods

The companies over which ECS SA has exclusive control – directly or indirectly – are consolidated using the full consolidation method, taking into account minority interests.

Pursuant to CRC Regulation no. 99-02 (§ 1000 and 21), companies which are not material compared to the consolidated financial statements are not consolidated.

B – Translation of the financial statements of foreign subsidiaries

Assets and liabilities stated in foreign currency are converted to Euros at the exchange rate applicable on 31 December, except for shareholders' equity, which is converted at the historical rate. Currency translation adjustments are included in consolidated retained earnings.

The various items of the income statement are converted using the average exchange rate for the year. The resulting conversion difference is included in the consolidated retained earnings.

C – Consolidated adjustments to single company financial statements

The main differences in accounting principles between the consolidated financial statements and single company financial statements of certain companies of the Group are as follows:

- Adjustments made to present the consolidated financial statements using consistent principles,
- Accounting for deferred income taxes,
- Elimination of inter-company transactions, including receivables, payables and internal profit on operations.

D – Accounting principles

The consolidated financial statements have been prepared in accordance with French Generally Accepted Accounting Principles.

1. Intangible assets

Intangible assets cover software development and acquisition costs, *franchises*, patents, licenses and acquired business goodwill.

Development expenses relate to the design of long-life software applications.

Intangible assets are amortised as follows:

- Long-term software development

and acquisition costs.....1 to 5 years

- *Franchises*, patents and licences5 to 20 years
- The amortisation period on acquired business ("*Fonds commercial*") is decided on a case-by-case basis.

2. Goodwill

Goodwill, recorded as an asset, represents the excess of purchase price over the ownership interest of ECS in net assets acquired when this excess cannot be allocated to a specific balance sheet item. Goodwill is amortised on a straight-line basis over five to ten years, starting on the date of acquisition of the shares.

The amortisation period is based on the average time required for making an investment profitable and the nature of the business.

Goodwill impairment testing takes place at least annually.

This involves comparing the net book value of goodwill with its present value estimated on the basis of future cash flow. The cash flow out is a result of the business plans of the entities concerned that are available on the date of testing. Assumptions of discount rate and long term growth rate for subsequent years are made according to the specific characteristics of each entity.

If the annual impairment test reveals a loss, an impairment is written for the amount of the difference between the net book value and the total adjusted future cash flow.

As at 31 December 2008, testing did not result in any impairment being recognised.

3. Tangible fixed assets

Tangible fixed assets are recorded at their historical cost and depreciated on a straight line basis as follows:

- Buildings.....20 to 50 years
- Fixtures and fittings..10 to 25 years
- Machinery and equipment..5 years
- Office furniture and equipment5 to 20 years
- Transportation equipment...4 years
- Leased IT equipmentterm of lease contract

The potential impacts of the application of CRC Regulation n° 2002-10 regarding depreciation of tangible assets per component were analysed and deemed negligible and requiring no particular accounting treatment.

4. Financial assets

Shares in non-consolidated companies are recorded at acquisition cost. When their value at closing date is lower than acquisition cost an impairment loss amounting to the difference is recognised. The value at year-end is determined taking into account net assets after revaluation, profitability, future prospects and usefulness of the investment for the Group.

5. Inventories

Inventories include computer equipment physically held at the balance sheet date and intended for external use. Inventories are valued at acquisition cost and primarily include the following:

- Equipment to be allocated to operating leases for which the contract is being negotiated
- Equipment to be sold
- Equipment purchased for which no allocation has yet been specified
- Spare part inventories which are valued using the weighted average cost method.

An impairment charge is recognised to bring inventories into line with their fair market value where necessary.

6. Marketable securities

Marketable securities are valued at cost and an impairment charge is recognised to bring them into line with their fair market value where

necessary.

7. Provision for retirement indemnities

Employees are entitled to a retirement bonus, in accordance with local labour laws.

Provisions for this are based on estimations of the number of employees who will reach retirement age in the company. The adjusted value of the provision and the cost of services rendered during the year are determined using the Projected Unit Credit method.

The amount of this provision is set forth in note 14.

8. Finance Leases

As part of its leasing activities, the group refinances the equipment underlying the contracts using various techniques, including lease-back agreements.

Given their nature and according to French accounting principles, these operations are recorded as operating leases, i.e. lease payments are expensed in the consolidated income statement as incurred. The Group does not prepare financial statements under bank regulation.

9. Contingencies and provisions

Contingencies and provisions are designed to cover identified risks which are considered certain or probable at the closing date. They are evaluated on a case-by-case basis.

10. Deferred taxes

Deferred taxes are recognised in accordance with the liability method (extended conception), to take into account:

- Timing differences between individual financial statement carrying amounts of existing assets and liabilities and their respective tax bases;
- Consolidation adjustments impacting the income statement.

Deferred tax assets are only accounted for when it is likely that there will be tax benefits.

11. Recognition of Revenue

The group's revenues consist of several items (see note 18 for quan-

tified breakdown).

Leasing revenues

- Leasing revenues on equipment which the Group owns
- Leasing revenues on equipment which the Group no longer owns but has been assigned under a finance or operating lease to a third party to whom ECS pays lease payments.

Sales and disposals

- Disposals of computer equipment lease agreements with under various arrangements, some of which involve the Group bearing the financial risk and others not:

- (i) Lease or buy-back contracts where the financial risk is borne by the Group,
- (ii) Other disposals, lease-back with servicing agreements, non recourse lease-back where the recoverability risk is transferred to the lessor.

Revenues on disposals include the amounts at which the Group has committed to repurchase the equipment at the end of the contract.

These amounts called "Residual Financial Value" are presented in note 26 relating to the off-balance sheet commitments.

- Sale of new or used equipment not assigned to lease contracts.

Services rendered and cross-charging of costs

- This heading includes management commissions invoiced to companies for which the group handles management, within the scope of a specific agreement.

These management commissions cover the administrative, financial and sales-related services performed by the Group for the benefit of the other companies.

- Maintenance and service revenues: revenues from maintenance services rendered to third parties and other services.

12. Recognition of the margin on leasing

The Group's policy for accounting for the margin on leasing varies according to the nature of the lease

contract:

- When the leased equipment is owned by ECS, the margin is recognised when lease payments are

invoiced to customers;

- In the case of lease-back agreements or lease-back with servicing agreements, the margin is recorded

when the equipment is sold.

- Personnel expenses
- Employee profit-sharing is recorded under personnel expenses.

NOTE 2: SCOPE OF CONSOLIDATION

The following companies were consolidated using the full consolidation method as of 31 December 2008:

COMPANIES	REGISTERED OFFICE	%INTEREST	BUSINESS ACTIVITY
ECS SA	Nanterre (France)	Head office	IT asset leasing and asset management
ECS United Kingdom Plc	Richmond (UK)	100.00	IT asset leasing and asset management
HIGH TECHNOLOGY FINANCE Ltd	Dublin (Ireland)	100.00	IT asset leasing and asset management
ECS INT. ITALIA SpA	Milan (Italy)	100.00	IT asset leasing and asset management
ECS DEUTSCHLAND Holding GmbH (1)	Frankfurt am Main (Germany)	100.00	IT asset leasing and asset management
TECHNOSERVICES SOLUTIONS AG	Dreieich (Germany)	100.00	Installation and maintenance of IT equipment
ECS INT. ESPAÑA SA	Barcelona (Spain)	100.00	IT asset leasing and asset management
ECS INT. NETHERLANDS B.V.	Amersfoort (Netherlands)	100.00	IT asset leasing and asset management
ECS INT. POLSKA Sp.z.o.o	Warszawa (Poland)	100.00	IT asset leasing and asset management
ECS INT. BELGIUM SA/NV	Brussels (Belgium)	99.98	IT asset leasing and asset management
ECS SOLUTIS BELGIUM SA/NV	Brussels (Belgium)	100.00	Installation and maintenance of IT equipment
ECS Luxembourg S.A.	Luxemburg	100.00	IT asset leasing and asset management
WANLEASE France S.A.S	Nanterre (France)	100.00	IT asset leasing
WANLEASE ITALIA SpA (2)	Milan (Italy)	100.00	IT asset leasing

(1) Including the sub-consolidation of ECS International Deutschland GmbH.

(2) Came into the scope of consolidation on 30 June 2008.

The impacts of the first consolidation are analysed in the shareholders' equity statement. (cf shareholders' equity statement).

The following Group companies were not consolidated as at 31 December 2008 since they are relatively immaterial in relation to the consolidated financial statements of the group (see note 8, financial assets):

- ECS International Corporation
- ECS Solutis Cibernetica Srl
- ECS International Switzerland SA
- ECS International Czech Republic
- ECS International Maroc SA
- ECS International Romania SA

**NOTE 3: MOVEMENTS IN INTANGIBLE,
TANGIBLE AND FINANCIAL ASSETS**

Changes in intangible, tangible and financial assets are as follows:

<i>(in thousands of euros)</i>	INTANGIBLE ASSETS	TANGIBLE ASSETS	FINANCIAL ASSETS
Gross values			
At 1 January 2008	20 846	46 275	106 799
Currency translation adjustments	0	(996)	0
Change in scope of consolidation	6	16	(16)
Acquisitions and increases	4 685	9 855	2 613
Disposals and decreases	(9)	(4 326)	(13 980)
At 31 December 2008	25 528	50 823	95 416
Depreciation and provisions			
At 1 January 2008	(12 823)	(22 468)	(763)
Currency translation adjustments	0	577	0
Change in scope of consolidation	(6)	(13)	0
Increases	(1 601)	(7 342)	0
Disposals and decreases	8	3 226	0
At 31 December 2008	(14 421)	(26 020)	(763)
Net book value			
At 1 January 2008	8 023	23 807	106 036
At 31 December 2008	11 107	24 803	94 653

NOTE 4: INTANGIBLE ASSETS

Intangible assets are as follows:

<i>(in thousands of euros)</i>	1 January 2008	31 December 2008
Gross values		
Development and acquisition of software	6 717	9 160
Franchises, patents, licences	5 065	4 084
Acquired business goodwill	7 790	9 502
Other intangible assets	1 274	2 782
TOTAL	20 846	25 528

	1 January 2008	31 December 2008
Depreciation		
Development and acquisition of software	(3 930)	(5 819)
Franchises, patents, licences	(3 454)	(3 338)
Acquired business goodwill	(4 725)	(4 725)
Other intangible assets	(714)	(539)
TOTAL	(12 823)	(14 421)

NOTE 5: GOODWILL

Changes during the period are as follows:

<i>(in thousands of euros)</i>	1 January 2008	Increase for the year	Decrease for the year	31 December 2008
Gross value				
ECS SA	0	5 952	0	5 952
ECS Italia S.p.a (1)	2 699	147	0	2 846
ECS Int Espana (2)	6 724	0	0	6 724
ECS Solutis Italia Srl (3)	147	0	(147)	0
ECS TELCI (4)	5 952	0	(5 952)	0
TECHNOSERVICE SOL Ag (5)	12 842	0	(525)	12 317
Total gross value	28 364	6 099	(6 624)	27 839
Depreciation				
ECS SA	0	(2 548)	0	(2 548)
ECS Italia S.p.a (1)	(2 699)	(147)	0	(2 846)
ECS Int Espana (2)	(2 520)	(672)	0	(3 192)
ECS Solutis Italia Srl (3)	(147)	0	147	0
ECS TELCI (4)	(1 804)	0	1 804	0
TECHNOSERVICE SOL Ag (5)	(2 652)	(1 513)	0	(4 165)
Total depreciation	(9 822)	(4 880)	1 951	(12 751)
Net value	18 542	1 219	(4 673)	15 088

(1) Goodwill for ECS ITALIA was completely amortised at 31/12/2005 (initial amortisation schedule was 4 years).

(2) The outstanding goodwill as at 31 December 2008 for ECS International España from the acquisition of Parsys will be amortised over the next six years as follows: €672 thousand between 2009 and 2013 and €172 thousand in 2014 (initial amortisation schedule over ten years from 1st April 2004).

(3) The outstanding goodwill for Solutis Italy was transferred to ECS ITALIA after the two entities merged. At 31 December 2005, goodwill was completely amortised.

(4) The outstanding goodwill for TELCI was transferred

to ECS SA after the two entities merged and will be amortised over the next five years as follows: €744 thousand between 2009 and 2012 and €428 thousand in 2013 (initial amortisation schedule over eight years from 27 July 2005).

(5) The change in goodwill in 2008 for Technoservice Solutions Ag is due to an adjustment in the cost of net assets acquired.

The outstanding goodwill as at 31 December 2008 will be amortised over the next six years as follows: €1,513 thousand between 2009 and 2013 and €587 thousand in 2014 (initial amortisation schedule over eight years from 19 May 2006).

NOTE 6: TANGIBLE ASSETS

Tangible assets are detailed as follows:

<i>(in thousands of euros)</i>	1 January 2008	31 December 2008
Gross value		
Freehold land	394	394
Buildings and improvements	479	511
Fixtures and fittings	10 172	10 054
Leased IT equipment	25 113	29 459
Computer equipment	6 562	6 784
Machinery and equipment	188	174
Transportation equipment	196	241
Office equipment and furniture	3 150	3 086
Work in progress	21	121
TOTAL	46 275	50 823

	1 January 2008	31 December 2008
Depreciation		
Buildings and improvements	(92)	(144)
Fixtures and fittings	(6 319)	(5 621)
Leased IT equipment	(9 441)	(12 679)
Computer equipment	(4 362)	(5 196)
Machinery and equipment	(168)	(161)
Transportation equipment	(62)	(69)
Office equipment and furniture	(2 024)	(2 150)
TOTAL	(22 468)	(26 020)

NOTE 7: ALLOCATION OF INTANGIBLE AND TANGIBLE ASSETS BY GEOGRAPHICAL AREA

The allocation by geographical area of intangible and tangible assets is as follows:

<i>(in thousands of euros)</i>	FRANCE		INTERNATIONAL		TOTAL	
	01/01/08	31/12/08	01/01/08	31/12/08	01/01/08	31/12/08
Gross value						
Intangible assets	19 491	24 162	1 355	1 366	20 846	25 528
Tangible assets	31 565	32 145	14 710	18 678	46 275	50 823
Depreciation						
Intangible assets	(11 531)	(13 107)	(1 292)	(1 314)	(12 823)	(14 421)
Tangible assets	(12 612)	(14 895)	(9 856)	(11 125)	(22 468)	(26 020)
Net value						
Intangible assets	7 960	11 055	63	52	8 023	11 107
Tangible assets	18 953	17 250	4 854	7 554	23 807	24 804

NOTE 8: FINANCIAL ASSETS

A – BREAKDOWN OF FINANCIAL ASSETS

<i>(in thousands of euros)</i>	31 december 2008			31 december 2007
	Gross value	Provision	Net value	Net value
Non-consolidated subsidiaries	3 199	763	2 436	2 864
Other financial assets	92 217		92 217	103 172
TOTAL	95 416	763	94 653	106 036

The main reason for the change in non-consolidated subsidiaries is the consolidation of Wanlease Italy in 2008 and the merger of Arilis into ECS SA.

In accordance with Société Générale group's policy on investing equity, ECS granted a loan to Société Générale.

The amount of this loan as at 31 December 2008 is €88,000 thousand, recognised as "Other financial assets".

In parallel, Société Générale also granted ECS a line of credit for the same amount (see note 15).

B – BREAKDOWN OF NON-CONSOLIDATED SUBSIDIARIES

<i>(in thousands of euros)</i>	Percentage share of capital	Book value of securities held		Loans and Advances granted and not yet repaid	Amount of guaranties given by the parent company	Revenues exc. VAT for the last financial year	Net result of the last financial year	Equity for the last financial year	Dividends collected by the company during the year
		Gross value	Net value						
ECS INTERNATIONAL CORP. (1)	100,00	236	236	(149)	-	-	2	199	-
ECS SOLUTIS CIBERNETICA Srl	100,00	1 300	600		-	5 253	260	82	-
ECS INTERNATIONAL SWITZERLAND SA	98,00	64	1	2 088	-	16 418	(248)	(1 502)	-
ECS INTERNATIONAL CZECH REPUBLIC	100,00	514	514	19	-	13 437	(539)	(912)	-
ECS INTERNATIONAL MAROC SA (2)	85,00	592	592	957	-	1 225	(390)	(385)	-
ECS INTERNATIONAL ROMANIA SA	85,00	493	493		-	5 353	(308)	91	-
		3 199	2 436						

(1) Company with no activity

(2) 50% of share capital paid up

C – MATURITY OF FINANCIAL ASSETS

The maturity of financial assets is analysed as follows:

<i>(in thousands of euros)</i>	2008		2007	
	less than 1 year	more than 1 year	less than 1 year	more than 1 year
Non-consolidated subsidiaries		3 199		3 627
Other investments	11 105	81 112	13 063	90 109
Sub-total by maturity	11 105	84 311	13 063	93 736
TOTAL		95 416		106 799

NOTE 9: INVENTORIES AND WORK IN PROGRESS

Inventories are analysed as follows (in thousands of euros):

<i>(in thousands of euros)</i>	31 december 2008			31 december 2007
	Gross value	Provision	Net value	Net value
Leasing	71 273	7 724	63 549	56 857
Maintenance and services	9 141	2 813	6 328	5 713
TOTAL	80 414	10 537	69 877	62 570
- France	22 859	2 953	19 906	16 515
- Rest of Europe	57 555	7 584	49 971	46 055

Inventories related to the leasing activity consist mainly of micro-computer equipment.

NOTE 10: ADVANCES AND DOWN PAYMENTS

Advance and down payments made to suppliers as at 31 December 2008 amount to €22,355 thousand (€1,020 thousand at 31 December 2007).

This change is mainly due to amounts previously recognised as trade payables being reclassified.

NOTE 11: TRADE RECEIVABLES AND OTHER RECEIVABLES

A – Trade receivables

Trade receivables as of 31 December 2008 are detailed as follows (in thousands of euros):

	31 december 2008	31 december 2007
• Trade receivables from lessees	164 292	159 213
• Trade receivables from refinancing companies	347 920	312 344
• Trade receivables from services activity	23 699	18 512
Total	535 911	490 069

The high level of trade receivables is due to a high level of refinancing activity during the month of December for the companies in the leasing business.

The maturity of all trade receivables is less than one year.

Movements in provisions against trade receivables are as follows (in thousands of euros):

	31 december 2008
• 1 January 2008	8 685
• Increase	3 403
• Release	(2 797)
• Currency translation adjustments	(96)
Total as at 31 December 2008	9 195

B – Other receivables

Other receivables as of 31 December 2008 are detailed as follows (in thousands of euros):

	31 december 2008	31 december 2006
• Tax and social receivables	42 405	43 778
• Other operating receivables	11 342	20 759
• Tax consolidation-related receivables	481	508
• Inter-company accounts (non-consolidated subsidiaries)	3 578	3 050
• Others	2 369	33
Total	60 175	68 128

The maturity of other receivables is less than one year.

NOTE 12: OTHER ASSETS AND LIABILITIES

Other assets and liabilities as of 31 December 2007 are detailed as follows (in thousands of euros):

A – Other assets

31 december 2008	31 december 2007
39 813	33 730

Other assets include prepaid expenses comprising mainly lease payments due within a year.

B – Other liabilities

	31 december 2008	31 december 2007
Other liabilities	109 947	107 233

These liabilities include deferred income comprising mainly lease payments and fees due within a year.

NOTE 13: SHAREHOLDERS' EQUITY

The consolidated statement of shareholders' equity can be found in the consolidated financial statements.

A – SHARE CAPITAL

- As at 31 December 2008 the share capital of ECS SA amounts to €36,836,885. It is divided into 14,734,754 shares with a par value of €2.5 per share.
- As at 31 December 2008, there are no stock options allocated and pending on the closing date.

B – SHARE PREMIUM

This includes:

- The share premium of €7,383 related to the reduction in share capital decided on 14 June 2000.
- Share premiums related to the increase in share capital pursuant to the exercise of stock options:
 - €431,866 for the increase in share capital on 2 December 2002

- €245,019 for the increase in share capital on 10 March 2005
- €231,169 for the increase in share capital on 22 March 2006.

RESERVES

This caption includes the following:

- Permanent reserves
- ECS SA shares in non-distributed results of subsidiaries since inception,
- Retained earnings.

D - SHAREHOLDERS AND CONSOLIDATION METHODS

The main shareholder of ECS S.A, the parent company of ECS group, is SG Financial Services Holding SA, a subsidiary of Société Générale (100% stake held). ECS Group is fully consolidated in Société Générale's consolidated accounts.

NOTE 14: PROVISIONS

Provisions as of 31 December 2007 are detailed as follows:

<i>(in thousands of euros)</i>	31 december 2007	Increase	Releases – provisions used	Releases – unused provision ⁽¹⁾	Change in scope of consolidation and others	Currency translation adjustment	31 december 2008
Provisions for risks	10 004	3 546	(1 474)	(2 519)	0	(137)	9 420
Provisions for charges	1 670	510	0	0	(1)	0	2 179
TOTAL	11 674	4 056	(1 474)	(2 519)	(1)	(137)	11 599

- The increases and releases are recorded in the operating income.
- There have been provisions for retirement indemnities in the French companies of the group.

The main actuarial assumptions for evaluating retirement indemnities are as follows:

	31 december 2008
Discount rate	6.42%
Long-term inflation rates	2.45%
Wage increases	1.45%

NOTE 15: BORROWINGS AND FINANCIAL DEBTS

As of 31 December 2008, borrowings and financial debts are detailed as follows:

<i>(in thousands of euros)</i>	2008 Gross amount	2007 Gross amount
Credit balances on banks	12 357	18 153
Borrowings and bank debts	172 785	161 082
Borrowings and other financial debts	18	54
TOTAL	185 160	179 289

The maturity of all borrowings and financial debts is less than one year.

Borrowings and financial debts include the short-term loan taken out in return for the loan granted to the Société Générale for the purpose of investing ECS' equity (see note 8).

Breakdown of financial debt by currency is as follows:

- Credit balances on banks:
€3,081 thousand (12,796 thousand zlotys).
- Borrowings and bank debts:
€2,051 thousand (3,100 thousand CHF).

NOTE 16: TRADE PAYABLES

Trade payables are detailed as follows (in thousands of euros):

	31 december 2008	31 december 2007
• Suppliers	315 231	314 131
• Refinancing companies	74 885	67 189
Total	390 116	381 320

NOTE 17: OTHER PAYABLES

Other debts as of 31 December 2008 are detailed as follows (in thousands of euros):

	31 december 2008	31 december 2007
A – Operating liabilities		
• Tax and social security payables	52 018	50 210
• Other operating liabilities	3 018	3 539
B – Other liabilities		
• Payables on financial assets	296	642
• Corporate income tax payable to the Group	5 574	1 854
• Income tax payable	588	4 395
• Current accounts with credit balances	537	341
• Other debt	135	144
Total	62 166	61 125

NOTE 18: BREAKDOWN OF NET SALES AND ADJUSTED GROSS MARGIN BY SEGMENT

A – REVENUES

Contribution to consolidated net sales

The contribution to consolidated net sales, after adjustments and elimination of inter-company transactions, is as follows:

<i>(in thousands of euros)</i>	2008	2007
Leasing	1 794 022	1 868 539
Maintenance and services	82 090	60 164
TOTAL	1 876 112	1 928 703
- France	725 919	734 360
- Other countries	1 150 193	1 194 343

Adjusted leasing revenue

Taking into account the reversal of revenues from the leasing of equipment refinanced by lease-back or buy-back agreements, for which the group pays over lease payments received (see note 1-D-12), leasing revenues are as follows:

<i>(in thousands of euros)</i>	SALES 2008	LEASE OR BUY- BACK PAYMENTS 2008	NET SALES 2008	NET SALES 2007
Leasing	510 302	(447 763)	62 539	66 677
Disposals and sales	1 277 886		1 277 886	1 351 277
Services and billing of costs	5 834		5 834	12 120
Leasing Total	1 794 022	(447 763)	1 346 258	1 430 074

B – GROSS MARGIN

The profitability of Group activities can be measured by gross margin defined according to aggregates related to:

- Net sales
- Cost of sales
- + Other operating income
- Other operating expenses
- + Release of depreciation, amortisation and provisions
- Depreciation, amortisation and provisions

<i>(in thousands of euros)</i>	2008	2007
LEASING, MAINTENANCE and SERVICES:		
Net sales	1 870.7	1 924.1
Cost of sales	(1 681.8)	(1 747.1)
Other operating income	1.5	2.7
Other operating expenses	(1.3)	(1.9)
(Charge)/Release: amortisation and provisions	(7.8)	(4.8)
Gross margin	181.3	173.0

NOTE 19 : BREAKDOWN OF OPERATING RESULT

The breakdown of operating result by geographical area is as follows:

<i>(in thousands of euros)</i>	2008	2007
France	11 349	2 350
International	16 730	22 024
TOTAL	28 079	24 374

NOTE 20: FINANCIAL RESULT

The financial result is analysed as follows (in thousands of euros):

	31 december 2008	31 december 2007
A – Financial income		
• Net gains on sales of marketable securities	4	283
• Foreign exchange gains	2 247	372
• Other financial income	5 334	4 101
• Reversal of other financial provisions	0	383
Total	7 585	5 139
B – Financial expenses		
• Interest expense	6 427	5 721
• Foreign exchange losses	1 306	728
• Other financial expenses	227	368
Total	7 960	6 817

Considering the different refinancing techniques, the company is not exposed to any interest rate risk. Due to the significant difference in exchange rates, particularly concerning the pound sterling and the zloty, there has been an increase in foreign exchange rate losses.

NOTE 21: EXTRAORDINARY RESULT

The extraordinary result is detailed as follows (in thousands of euros):

	31 december 2008	31 december 2007
A – Extraordinary income		
• On capital items (excluding leased equipment)	215	8 820
Total	215	8 820
B – Extraordinary expenses		
• On capital items (excluding leased equipment)	260	7 576
• On sale of securities	215	0
Total	475	7 576

The extraordinary result for 2007 is mainly due to the sale of a building.

NOTE 22: CORPORATE INCOME TAX

A – Breakdown of tax payable and deferred tax

The corporate income tax shown in the consolidated income statement includes both the income tax charges recorded at local level and a provision for deferred tax attributable to timing differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and differences due to consolidation adjustments.

As of 31 December 2008, corporate income tax is detailed as follows:

	31 december 2008
• Corporate income tax	9 463
• Net deferred taxation	(2 558)
Total	6 905

ECS SA, ECS INT. UK and Wanlease are included in the consolidated tax group of Société Générale.

The provision for deferred tax has been calculated on the basis of the rates of corporate income tax known at the date of closing and applicable to the following years.

The movements in deferred taxes are detailed as follows:

<i>(in thousands of euros)</i>	1 january 2008	Movements			31 december 2008
		On reserves		On net income	
		Other	Currency translation adjustment		
Deferred tax – liabilities					
Deferred tax - assets	9 540		(111)	2 558	11 985
- of which temporary differences	4 551		(111)	1 220	5 660
- of which consolidation adjustments	438			105	543
- recognition of deferred tax	4 551			1 231	5 782
Net deferred taxation	9 540		(111)	2 558	11 985

Deferred tax is calculated on the basis of temporary differences.

The deferred tax assets of the German subsidiary were adjusted in 2008 in view of their future profitability.

B – Reconciliation between effective tax rate and theoretical tax rate

The effective tax rate amounts to 25.2% in 2008.

	31 december 2008
• Income before tax and goodwill	27 444
• Corporate income tax	(6 905)
• Effective tax rate	25.2%

Reconciliation between the effective tax rate and the theoretical tax rate can be analysed as follows:

Theoretical tax rate	34.4%
• Impact of rate in foreign countries	(1.1)%
• Recognition as assets and use of previously unrecognised tax losses	(5.3)%
• Impact of tax incentives	(2.0)%
• Permanent differences and restatements	(0.9)%
Effective tax rate	25.2%

NOTE 23: NUMBER OF EMPLOYEES

As at 31 December 2008, the number of employees within the Group is as follows:

COMPANIES	EXECUTIVE	NON-EXECUTIVE	TOTAL 2008	TOTAL 2007
ECS SA	561	478	1 039	
ECS United Kingdom Plc	27	25	52	
High Technology Finance Ltd	1	0	1	
ECS International Italia Spa	95	111	206	
ECS Solutis Italia Srl	0	0	0	
ECS International Deutschland GmbH	34	38	72	
Technoservice Solutions Ag	22	58	80	
ECS International Belgium SA/NV	12	7	19	
ECS Solutis Belgium SA/NV	1	5	6	
ECS International Espana SA	25	24	49	
ECS International Netherlands BV	9	1	10	
ECS International Polska Spzoo	7	6	13	
ECS Luxembourg SA	2	0	2	
Wanlease ITALIA	8	3	11	
TOTAL	804	756	1 560	1 439

NOTE 24: DIRECTORS' SALARIES

Directors' salaries are not disclosed since this would entail disclosing information on individuals.

NOTE 25: NET INCOME PER SHARE

The diluted net income per share is calculated on the basis of a total number of shares taking into account:

- The number of shares in circulation on the closing date
- The number of stock options allocated and pending on the closing date (see note 14-A).

As at 31 December 2008, the total number of shares taken into account is 14,734,754.

NOTE 26: OFF-BALANCE SHEET COMMITMENTS

Off-balance sheet commitments, not discounted, are detailed as follows (in thousands of euros):

	31 december 2008	31 december 2007
• Commitments received	1 001 135	1 078 365
• Commitments given	1 011 390	1 047 444
A – Commitments received	31 december 2008	31 december 2007
• Lease payments receivable for the irrevocable term of unfunded lease contracts and lease-back agreements	999 315	1 011 226
• Counter-guarantees received	1 819	7 139
• Interest rate change contracts (2)	0	60 000
Total	1 001 135	1 078 365
B – Commitments given	31 december 2008	31 december 2007
• Lease-back rentals due to third parties (1)	937 755	915 060
• Counter-guarantees given to Société Générale subsidiaries	29	2 400
• Repurchase options	64 961	57 850
• Real estate lease	0	0
• Interest rate change contracts (2)	0	60 000
• Support letters and guarantees	8 645	12 134
Total	1 011 390	1 047 444

(1) Including €754,639 thousand for which ECS has no obligation to pay the lease payments in the event of customer insolvency.

(2) In 2007, ECS put in place two interest rate change contracts with Société Générale (rate swap). The two swaps were completed in 2008.



STATUTORY AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

YEAR ENDED **31 DECEMBER 2008**

This is a free translation into English of the statutory auditors' report issued in French language and is provided solely for the convenience of English-speaking readers. This report includes information specifically required by French law in all audit reports, whether qualified or not, and this is presented below the opinion on the financial statements. This information includes an explanatory paragraphs discussing the auditors' assessments of certain significant accounting matters. These assessments were made for the purpose of issuing an opinion on the financial statements taken as a whole and not to provide separate assurance on individual account captions or on information taken outside the consolidated financial statements. This report also includes information relating to the specific verification of information in the group management report.

This report should be read in conjunction with and is construed in accordance with French law and professional auditing standards applicable in France.

To the Shareholders,

In compliance with the assignment entrusted to us by your shareholders' general meetings, we have audited the accompanying consolidated financial statements of ECS for the year ended December 31, 2008 on:

- the audit of the accompanying consolidated financial statements of ECS;
- the justification of our assessments;
- the specific verification required by French law.

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

I. OPINION ON THE CONSOLIDATED FINANCIAL STATEMENTS

We conducted our audit in accordance with professional standards applicable in France; those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes verifying, by audit sampling and other selective testing procedures, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements presentation. We believe that the evidence we have gathered in order to form our opinion is adequate and relevant.

In our opinion, the consolidated financial statements give a true and fair view of the assets, liabilities, financial position and results of the consolidated group in accordance with the accounting rules and principles applicable in France.

II. JUSTIFICATION OF ASSESSMENTS

In accordance with the requirements of article L. 823-9 of French company law (Code de commerce) relating to the justification of our assessments, we bring to your attention the following matter:

- Your company uses significant accounting estimations that carry on the valuation of pension commitments and other post employment benefits, along with the valuation of residual financial value. We have examined the retained hypotheses and verified that these accounting estimations are based on documented methods that are conform to the principles described in the note relative to the appendix of the principal accounting agreements.

We carried out the assessment of the reasonableness of these estimates.

The assessments were thus made in the context of the performance of our audit of the consolidated financial statements taken as a whole and therefore contributed to the formation of our audit opinion expressed in the first part of this report.

III. SPECIFIC VERIFICATION

In accordance with professional standards applicable in France, we have also verified the information given in the group management report as required by French law.

We have no matters to report regarding its fair presentation and conformity with the consolidated financial statements.

Neuilly-sur-Seine and Paris-La Défense, April 15, 2009