NORBERT DENTRESSANGLE

HALF-YEAR FINANCIAL REPORT

30 JUNE 2014

I – ACTIVITY REPORT OF THE FIRST HALF OF 2014

Our first half of 2014 took place in a European economic environment that had improved overall and was favourably influenced by the dynamics of the UK economy and the recovery of Spain.

The activity's performance of activity, 2 190M€ by the Group that is to say +13.4% gross growth compared with N-1 and +5.8% growth at constant scope and exchange, is satisfactory. In this more favourable environment, the Logistics activity has maintained strong organic growth (8%) boosted by the growth represented in 2014 by the Asos UK contract and the start of our Danone business in Russia.

Transport remained the focus of organic growth at +4% with a return to growth in all of our activities with the exception of Bulk and General Cargo.

Our current operating income rose by 22% (18% before taking the CICE into account) to reach 72.4 M€ and our operating profit before goodwill increased by 19% to 65.4 M€ (3% EBITA margin), reflecting overall proper operation in all sectors and some nice gains.

The Air & Sea Freight Forwarding Division is significantly ahead as against the previous year (1M€). Causes of substantial operating losses in 2013 (China and Spain) are resolved with the perimeter of Daher in France being consistent with our expectations and the Russian perimeter being significantly higher.

Finally, the pressure on transport margins in France remains a subject requiring significant attention with France having a rather sluggish economy and regulatory transport instability (Eco tax/transit tax) causing problems in terms of reference prices.

The half-year saw us easily integrate the British Bulk Pulverent company Hopkinson in April (£4M/25 vehicles/44 tanks) and 9 French MGF warehouses in June and July (26 M€ /272 employees).

1. CONSOLIDATED RESULTS AS OF 30TH JUNE 2014

1.1 Consolidated income statement as of 30th June 2014

in thousands of €uros	Realised 30-June-13	Realised 30-June-14	Variation R14/R13
TURNOVER	**1,932,120**	**2,190,501**	*13%*
EBITDA	112,077	119,191	*6%*
	5.8%	5.4%	
Current operating income	59,585	72,478	*22%*
	3.1%	*3.3%*	
EBITA (Res. Op. before acquisition differences)	**55,096**	**65,455**	***19%***
as % of turnover	***2.9%***	***3.0%***	
Amortisation of Customer Relations	-3,166	-5,023	
Depreciation of goodwill / negative goodwill		1,375	
EBIT (Operating income)	51,930	61,807	*19%*
as % of turnover	*2.7%*	*2.8%*	
Financial Result	-12,292	-16,423	*-34%*
PROFIT before corporation tax and equity method	39,638	45,384	*14%*
as % of turnover	*2.1%*	*2.1%*	
Corporation taxes	-8,181	-11,337	
CVAE	-6,560	-6,523	
Equity Method	-39	-20	
elimination of Minority	-348	-3,145	
Group share of NET INCOME	**24,510**	**24,359**	*-1%*
as % of turnover	*1.3%*	*1.1%*	

As of 30th June 2014, the consolidated turnover of the Norbert Dentressangle Group was 2 191M€ , an increase of 13.4% compared to the turnover for the 1st quarter of 2013 that is to say 5.8% at comparable scope and exchange rates.

TOTAL TURNOVER END June	GROUP BUSINE SS	2014 BUSINESS ON A CONSTANT	N-1 AT NET RATE CONSTANT	GLOBAL DIFFERENCE	DIFFERENCE AT CONSTANT PERIMETER & CHANGE	VAR PERIMETER	DIFFERENCE CHANGE
GROUP	**2,190,501**	**2,140,893**	2,023,677	**13.4%**	**5.8%**	6.5%	1.1%
Interdivisional turnover	**(58,162)**	**(58,085)**	(54,001)				
TRANSPORT	**1,066,746**	**1,059,356**	1,018,048	**5.6%**	**4.1%**	0.7%	0.8%
LOGISTICS	**1,068,492**	**1,026,196**	946,677	**19.2%**	**8.4%**	9.1%	1.7%
AIR & SEA	**95,842**	**95,842**	98,294	**50.5%**	**-2.5%**	57.5%	-4.5%
CORPORATE	**17,583**	**17,583**	14,659				

Transport generates 1 067M€ during this first half of the year, up 5.6%, including 4.1% at comparable exchange rates and scope. This means that the organic growth of the transport activity was perpetuated during the second quarter of 2014 at a comparable level (4.0%) to the 1st quarter of 2014 (4.1%). These figures generally reflect a less difficult economic environment for this activity than the one we faced in 2013.
It is the same for the Logistics Division which saw a turnover of 1 068M€ in the first half of the year and exceeded that of the Transport activity for the first time. This level of activity represents a cumulative increase of 19.2% compared with the first half of 2013, including 8.4% at comparable scope and exchange rates, a strictly identical performance between the 1st and 2nd quarter of 2014. From 1st January 2014, these figures retrospectively record the exit of the Saudi joint venture from the consolidation scope, with our shares being sold to the Saudi minority in June 2014.
Finally, in the first half of 2014 the Air & Sea Freight Forwarding activity posted a turnover of 96M€an increase of over 50% compared to the turnover recorded in the first half of 2013. This increase is mainly explained by the full-year consolidation of the activities undertaken by the Daher group in 2013, in France and Russia. However, organic erosion, at comparable exchange rates and scope in the first half of 2014, is limited to -2.5%, reflecting an increase in the 2nd quarter of 2014.

The distribution of turnover (net of intercompany) in the first half of 2014 is as follows:

COUNTRY CONTRIBUTIONS	TOTAL COUNTRY	%
FRANCE	845,892	38.6%
GREAT BRITAIN	639,877	29.2%
SPAIN	276,003	12.6%
NETHERLANDS	58,508	2.7%
ITALY	121,970	5.6%
BELGIUM	45,096	2.1%
CHINA	11,170	0.5%
POLAND	26,414	1.2%
IRELAND	16,826	0.8%
ROMANIA	19,908	0.9%
SWITZERLAND	17,825	0.8%
UNITED STATES	11,301	0.5%
PORTUGAL	16,533	0.8%
RUSSIA	44,987	2.1%
GERMANY	14,223	0.6%
SAUDI ARABIA	0	0.0%
LUXEMBOURG	5,350	0.2%
SLOVAK REPUBLIC	6,042	0.3%
CZECH REPUBLIC	3,945	0.2%
CHILE	2,673	0.1%
BRAZIL	1,015	0.0%
INDIA	992	0.0%
SRI LANKA	1,270	0.1%
UKRAINE	1,461	0.1%
HONG-KONG	321	0.0%
MOROCCO	900	0.0%
TOTAL	2,190,501	100%

The half-year has seen the following trends:

- the increase in the Air & Sea Freight Forwarding activity which now accounts for over 4% of the group's consolidated turnover,
- the weight of the Logistics Division, which now represents 49% of the total,
- the group's top 3 countries in terms of activity remain: France (39%); Great Britain (29%); Spain (13%),
- the cessation, retroactive as of 1st January, of our activities in Saudi Arabia.

EBITDA (Earnings Before Interest Taxes Depreciation and Amortisation), was 119.2M€ for the 1st half of 2014. Regardless of the 6.4% increase compared with EBITDA for the first half of 2013 (when turnover rose by more than 13%), this EBITDA represents a margin of 5.4% of turnover, compared with 5.8% in the first half of 2013.

Given a level of depreciation and amortisation below the budget, which reflects deferred CAPEX from the 1st and 2nd half of the year, **current operating income** was at a satisfactory level at 72.5M€, that is to say 3.3% of the turnover. This current operating income rose 22% compared to the first half of 2013 (59.6M€ or 3.1% of turnover), higher than that of the turnover.

In the first half of 2013, the group recorded 6.7M€ of restructuring costs, a significant amount but it is still below the first half of last year (7.7M€). Given these restructuring costs, the **operating profit before goodwill (EBITA)** in the first half of 2014 was 65.5M€ or 3.0% of turnover, up 19% compared with the first half of 2013 (55.1M€ or 2.9% of turnover). The increase in operating income is higher than the turnover during the 1st half of 2014. However, it is worth recalling the budgetary challenge of the 2nd half of 2014 which, as in the previous year, should help generate about 60% of the annual EBITA.

In addition to the depreciation of "customer relationships" which represented 3.5M€ in the first half of the year, we observed exceptional amortisation of 1.5M€ on a recognised intangible asset in 2012 and on the occasion of the resumption of Nova Natie activities in Anvers. This extraordinary depreciation is justified by the level of losses, still substantial, from these activities in 2014.
In addition, we recorded in "badwill" a negative technical goodwill on the Russian joint venture equivalent to 3.1M€ and "entry fees" for 1.9M€. Finally, an acquisition "badwill" of 0.2M€ was also recorded for the Sri Lankan joint venture with John Keels.
Given this, the **EBIT (Earnings Before Interest and Taxes)** totalled 61.8M€ representing 2.8% of turnover, up 19% compared with the EBIT in the first half of 2013.

The **bottom line** for the period is a cost of -16.4m€ greater than the costs recorded in the first half of 2013 (-12.3M€) due to the introduction in late 2013 of bank resources, particularly additional bonds; the result also recorded significant losses related to the devaluation of the Ukrainian currency for -1.2M€.

The **profit before corporation tax** and equity amounted to 45.4M€ for N-1 at 39.6M€. The **cost of corporation tax** in the first half of 2014 represents -11.3M€. This tax cost corresponds to an "Effective Tax Rate" excluding CVAE of 29%, a rate that remains higher than that recorded last year (24.7%). These higher taxes are explained in particular by higher corporation tax rates in France and the significance of tax losses not activated for Belgium in particular.

Given this corporation tax burden, a CAVE amounting to -6.5M€ and taking into account minority interests for 3.1M€, the **Group's net income share** in the 1st half of 2014 is 24.4M€, strictly comparable to the net income in the first half of 2013 (24.5M€). The increase in operating income in the first half of 2014, although higher than the increase in turnover, is offset by higher financial expenses and heavier taxation, which will not be allowed to increase the Group's net income for the first half of 2014.

1.2 - Consolidated balance sheet

As of 30th June 2014, **equity** including minority interests) is 607M€. It rose more than 37M€ compared with the 1st half of 2014 given:

- a net income share for the group for the first half of the year at +24.4 M€,
- the annual dividend payment of -15.6M€,
- actuarial reduction of British pension fund deficits for +26.8 M€,
- other positive impacts are related to conversion differences, tax effects and revaluations of put options on minorities.

As of 30th June 2014, the **non-current assets** are 1 347M€. They are relatively stable compared to 31st December 2013 (1 355M€) despite the inclusion of positive conversion differences for 18M€ related to the revaluation of the £ relative to the €.

As of 30th June 2014, the **working capital requirement (WCR)** was 87.5M€. This is a need for traditional financing during the year. This need is greater than our forecast. The difference of 26 M€ is half explained by less funding on capital providers and the other half by operating WCR. The decrease in operating WCR is the result of greater difficulties relating to getting paid on time by our customers; problems faced mainly in France by three operating divisions. While the deadline for payment of our suppliers is under control.

The net level of investment recorded in the first half of 2014 was below our expectations; the group accrued fewer additional **financial debts**. Thus, despite a WCR higher than the budget, the net financial debt on the balance sheet as of 30th June 2014 is 551M€. In the 1st half of 2014 the group invested 3M€ in purchasing activity (Hopkinson in the UK and part of the goodwill in MGF, the balance being resumed in July 2014). As a reminder, this is still significantly higher than that achieved at the end of last year (456M€), this development being directly linked to the cyclical production of cash within the group.

Provisions (long-term and short-term) total 171M€ compared with over 211M€ as of 31st December 2013. The decrease in the amount of these provisions is mainly explained by the actuarial reduction of the deficits of the 2 British pension funds.

1.3 - Cash Flow Statement

Cash flow generated from operating activities over the 1st half of 2014 shows consumption of -2.5M€ compared to a release of cash in the 1st half of 2013 in the order of +10M€. This variance is justified by WCR consumption up by 7M€ compared with the previous year. In addition, disbursements from pension funds are higher this year due to different "phasing" and the payment of an "unfunded pension" to a former director of TDG. This unbudgeted payment will limit future disbursements which the group was committed to.

The **investment cash flow** in the rises 1st half of 2014 is -56.9M€, down 13M€ relative to the 1st half of 2013. This flow notably includes acquisitions for-3M€ in the 1st half of 2014 (acquisition of Hopkinson, which joined the Bulk BU in the UK and partial redemption of the goodwill to MGF, which will continue in July 2014). Last year we invested 31 M€ in external growth. The operational CAPEX (including changes in WCR on capital providers) amounted, in the 1st half of 2013, to 54M€, an amount substantially greater than the operational CAPEX posted in the 1st half of last year (39M€).

Cash flow from financing reflects a period of deleveraging of 14M€ while in the 1st half of 2013, the flow of additional funding was 17M€.

Net changes in cash and cash equivalents in the 1st half of 2014, including the impact of foreign exchange, -71M€ compared with the 1st half of 2013 at -44M€. As of 30th June 2014 the group had available cash amounting to more than 318M€.

1.4 - Bank and bond ratios and covenants

Financial ratios measured for the 1st half of 2014 are characterised by

- the gearing ratio was 95% (excluding goodwill amortisation),
- a leverage ratio 2.1x greater than as of 31st December 2013 as in each year and as explained by the seasonality of the group's cash flow. This ratio naturally remains far from the maximum limit set out in the bank covenants (3.5x),
- the ROCE (EBITA before tax on average capital employed for the period) is 13%.

Considering the current average share price (between 95 and 100€, that is to say -25% relative to the highest of the year), the group's multiple current stock valuations are about 10x EBITA and 5.9x EBITDA.

This means that these multiples are still below the majority of our major comparables

- between 12.3 and 13.7x EBITDA 2014 for freight forwarders such as DSV, K+N, Panalpina,
- Stef is currently valued at 6.3x EBITDA and 12x EBIT 2014,
- U.S. freight-forwarders (Expeditors, C.H. Robinson) between 11.6 and 13.6x EBITDA.

1.5 - Operational performance of the three Divisions

in k€	30/06/2013	30/06/2014	Variation 2014 / 2013
LOGISTICS:			
Total Turnover	896,536	**1,068,492**	19.2%
- Intra-group invoicing	-3,482	-4,699	
Turnover net of inter company business.	893,054	**1,063,793**	
Res. Current Operations	34,724	**42,215**	22%
% cons. turnover	3.9%	**4.0%**	
Res. Operational (EBITA)	31,848	**37,698**	18%
% cons. turnover	3.6%	**3.5%**	
TRANSPORT:			
Total Turnover	1,010,320	**1,066,746**	5.6%
- Intra-group invoicing	-33,382	-34,661	
Turnover net of inter company business.	976,938	**1,032,085**	
Res. Current Operations	25,249	**29,445**	17%
% cons. turnover	2.6%	**2.9%**	
Res. Operational (EBITA)	23,820	**26,949**	13%
% cons. turnover	2.4%	**2.6%**	
AIR & SEA:			
Total Turnover	63,687	**95,842**	50%
- Intra-group invoicing	-1,747	-1,333	
Turnover net of inter company business.	61,940	**94,509**	
Res. Current Operations	-388	**818**	311%
% cons. turnover	-0.6%	**0.9%**	
Res. Operational (EBITA)	-572	**810**	242%
% cons. turnover	-0.9%	**0.9%**	
Total CONSOLIDATED GROUP:			
Consolidated Turnover	**1,932,120**	**2,190,501**	**13.4%**
Res. Current Operations	59,585	**72,479**	**22%**
% cons. turnover	3.1%	3.3%	
Res. Operational (EBITA)	**55,096**	**65,455**	**19%**
% cons. turnover	2.9%	**3.0%**	

During the 1st half of 2014, the group's three Business Divisions saw turnover increase through organic growth and the contribution of external growth. The current operating profitability has also recovered significantly by a greater degree than the growth in turnover for the three divisions. Thus

- Within the Logistics Division, the half-year turnover increased by 19% compared to 2013 and the COI by 22%. The current operating margin for the 1st half of 2014 was 4.0%,
- The turnover for the Transport Division increased by 5.6% compared to the 1st half of 2013; its operating margin rose by 17% to 2.9%,
- Finally, the Air & Sea Freight Forwarding Division saw its sales increase significantly for the 1st half of 2014 to +50%; its current operating margin became positive at 0.9% of this turnover.

1.6 - Logistics Division

The 2nd quarter of 2014 for the Logistics Division was once again marked by an increase in its turnover expressed in Euros: 546 M€ as against 460 M€ in the 2nd quarter of 2013, an increase of +18.6%.
Which consolidates the increase in turnover in the 1st half of the year 1.1bn €as against 0.9bn € in 2013 (+19%).
At constant scope and exchange rates, organic growth in the 2nd quarter was 8.4%, or +42 M€.

This growth is half explained by turnover of 19.7 M€ in Russia in the 2nd quarter of 2014 (country started in July 2013), and half by the commercial dynamism of the two major countries, the UK (+6.5% at constant exchange rates) and France (+4.0%), but also Italy (+12.7% excluding Fiege) and Spain (+64% excluding Fiege).
The shares of the company in a joint venture in Saudi Arabia started in June 2013 having been sold to the local partner, the 2014 turnover was cancelled.

1.6.1 - The Division's EBITA

The first half of 2014 benefited from a change in the consolidation method for the Spanish and Romanian JVs: 100% consolidated since 1st January; they were previously consolidated at 50%.

In the first half of the year, the Division's EBITA is 37.7 M€ (3.5% return) as against 31.8 M€ in 2013 (3.6%) and within budget.

Significant increases compared with 2013 come from

- Italy where the income is greater with new clients including H&M; the rest coming from higher volumes from GUCCI, non-contractual transactions rebilled to METRO with a higher profit margin on departure and control of the cost structure following the acquisition of Fiege in 2013;

- Spain where the income is greater thanks to the new client AMAZON started in March 2014 but also due to the scalability of the INDITEX activity started in March 2013. The 1st half of 2013 was also marked by non-recurring restructuring costs.

However, France posted income that was slightly down compared with 2013, the half of the year was very satisfactory with increased profitability as against the budget.

The UK posted income that was slightly down compared with 2013, but in line with budget expectations: managing to offset the costs arising from the bankruptcy of SIT-UP TV in March 2014.

In Belgium the situation is always different from one entity to another. The Welkenraedt site, which showed an encouraging recovery since the beginning of the year, has been very negatively impacted by a problem with its main client.
Operations in Antwerp are still heavily in deficit, still representing the Division's black point in terms of profitability The decline in volumes combined with the loss of customers in the Fresh activity (- 10% of turnover compared with 2013) annihilates income from restructuring operations since April 2013.

The Netherlands has suffered from the departure of two customers and the loss of the contribution from these two files to the subsidiary's income; in 2013, these two contracts represented annual turnover of 23 M€, that is say 17% of the subsidiary's total turnover. However, thanks to controlled operations and significant volumes on all sites, almost all sites operated at full capacity in the first half of the year- the Netherlands had a very good half with returns above their budget.

The Russian JV, despite turnover well below the budgetary target due to the unfavourable exchange rate, the operational costs of the sites listed below expectations and business development with relatively small external customers, shows profitability in line with the defined plan.

Fiege & MGF (2013 and 2014 acquisitions)
The result from Fiege activities in Spain and Portugal is positive despite the empty surface areas that have not been fulfilled. In Italy, the result is also positive despite significant losses in the pharmaceutical sector.

In June 2014, the first 4 points of the 8 sites bought with MGF were bought by ND Logistics in France for a turnover of 0.6 M€ over the month. The other 4 sites will follow in July 2014.

1.7 - Transport Division

Generally speaking, the 1st half of the year was satisfactory for the Transport Division in terms of the level of turnover and the operating profit, both of which are over budget and an improvement over the previous year. Note the positive evolution of the French BUs, as well as the decline of the UK Transport and Distribution BU.
Compared with last year, all Transport BUs evolved positively.
The Distribution BUs have shown growth in both France and Spain, compensating for the significant deterioration in the UK Transport & Distribution BU.

1.7.1 Evolution of sales

Turnover in the 1st half of 2014 amounted to 1 067 M€ which represents an increase of 57 M€ and +5.6% vs. last year, continuing the positive trend initiated in the 4th quarter of 2013 (+2.4%) and the 1st quarter of 2014 (+ 5.4%).

The only BUs having seen a decrease are the Bulk BU - 6% (mainly the Pulverant business in France) and the France Transport Solutions BU - 2.3% due to the loss of significant customers in 2013 having an effect on 2014.
However, the total of the three Distribution BUs increased by more than 9% and the Central Europe BU by 18%.

1.7.2 Income

The EBITA in the first half of 2014 amounted to 26.9 M€ (2.5% of turnover) and an increase of 3.1 M€ compared with the first half of 2013.

As shown in the table below, the increase in EBITA compared to the previous year is due to sales growth, net of a slight deterioration in the net profit margin and an increase in structures (linked to the extension of the scope in Spain and the increase in activity, particularly in the distribution sector), on the one hand, and the increase in CICE and lower restructuring costs on the other hand.

Analysis of the results by BU highlights that only two BUs are lagging behind their goals: the Bulk BU and Transport & Distribution UK, the first due to the significant decline its turnover on the Pulverant France activity and the second due to the difficult start of the new national Crick hub in the distribution business.
In the Bulk BU, the trend is clearly improving.

On the other hand, the distribution BUs in France and in the Iberian Peninsula are still delivering strong results and the Transport Solutions France and Volume BUs are meeting their budgets.

1.7.3 The business

In summary, the pace of new contracts in the second quarter accelerated as against 2013 and compared with the 1st quarter to be above our objectives.
The rate impact is positive but it is limited to +2.1 M €.
Overall, the transport activity saw a positive level of organic growth in the 1st half of 2014 +4.2% compared with 2013 and +5.6% including acquisitions.
Our growth is based mainly on a return to the growth of strategic "Top 30" customers.
Strategic files in the Key PL sector such as Tata Steel, Aggregate and Coca Cola are again showing strong growth at over 10% in 2014.

With regard to our product mix, we are maintaining solid growth in our Red Inside business at +4.0%, we are continuing to strongly develop our domestic Distribution activities with +12.6% and our Red Europe activity is maintaining sustained growth of +7.0% like the Key PL activity (+7.2%). The Complete Batch activity has resumed growth with +3.2%.

1.7.4 Evolution of the vehicle fleet

As of 30th June 2014, the Group's vehicle fleet is 7,376 vehicles (including Logistics with 1 340), 10 771 semi-trailers (including Logistics with 2 097).
These figures include vehicles belonging to JV in Russia.
The vehicle fleet is down by 1.5% compared with June 2013.
94% of the vehicles Euro V and Euro VI.
Our vehicle fleet is the newest and least polluting on the market.
This change in the mix of our transport means is fully aligned with the strategy defined by the Division and that is to focus on subcontracting for international transport, the regular charter fleet being increased from 29% in January 2013 to 35% in June 2014.

1.8 – Freight Forwarding Division Air & Sea

As of the end of June, the Overseas Division counted 677 employees (compared to 725 as of 31st December 2013), distributed over 53 offices locations in 14 countries.

The **Division's turnover** was 95.8 M€ the first six months of 2014, up 50% compared with 2013 due to the acquisition of Daher. At constant scope and exchange rates, the decrease is, however, only 2.5% compared with 2013, despite the loss of two significant contracts in France related to the acquisition of Daher.

The **average profit margin** in the Division totalled 20.7% in the first six months of 2014. It is a significant improvement compared to 2013 (16.2%) with the Division enjoying good profit margins in France and Russia driven by customs activities.

The **EBITA** cumulated over the first six months was +818 K€ and -388 K€ over the same period in 2013 (an improvement of 1.2 M€ compared with last year).

The difference compared with 2013 is mainly due to
- China: activity balanced in the first half of the year as against a loss in the same period in 2013
- Spain: an activity close to balance in the first half of the year as against a significant loss in the same period in 2013
- France
- Russia: a very strong activity with a very positive EBIT

The Division (and notably France) responds to a growing number of calls for tenders for blue chip customers. However, the conversion rate remains low with large customers hesitating to entrust traffic to NDO at the first consultation. In contrast, France won numerous spot volumes. In the United States, the contract with the main clients has been renewed for the remainder of 2014 without a new call for tenders.

The structure of NDO is still being strengthened at commercial and legal level.

Several IT projects have also moved forward: back office, front office and B.I.

1.9 - HUMAN RESOURCES

Numbers generally increased from 13% between June 2013 and June 2014 due to the growth of the logistics activity and external acquisitions made in the period.

Workforce at the end of June 2014	Group as a whole	Transport Division	Logistics Division	Commission of International Transport Division	Group
Total workforce	37552	13275	23557	677	61

2. OTHER INFORMATION

2.1 - Major transactions with related parties

No significant change in the nature of transactions with related parties took place with respect to 31st December 2013 (see note (q) of the annex in the condensed interim financial statements and note (z) of the annex to the consolidated accounts of the year ended 31st December 2013).

2.2- Significant events during the first six months of the financial year and their impact on the interim financial statements

In addition to the events described above in this report, and the references to subsequent events appearing in the Annex to the interim financial statements (see III, v).); no significant events took place during the first six months of the year which would have had an impact on the interim financial statements.

2.3 - Principal risks and uncertainties

As of 30th June 2014, the risk factors as identified at the end of fiscal year 2013 have not changed. The principal risks and uncertainties to which the Group may be exposed in the second half of 2014 are those detailed in Chapter 2 of Reference Document 2012.

3. FORECAST FOR THE 2nd HALF OF THE YEAR AND THE WHOLE OF 2014

In an economic context perceived as less favourable than what we experienced in 2013, the Group is expected to continue to grow its turnover and profitability during the 2nd half of 2014.
The organic growth of the Logistics Division, significant in the 1st half of 2014, will probably be lower this year-end, taking into account unfavourable "base effects" for the rest of the year.

Given its financial resources, the Group will remain attentive to external growth opportunities, especially those outside of Europe for the logistics activity.
The Transportation Division is continuing to restore its margins in an unfavourable environment, because of its exposure to the French market.
Finally, for the Air & Sea Freight Forwarding activity, 2014 will remain a year of transition, dedicated to strengthening the structure, teamwork and installing common tools.

With the strength of its position in its markets, its diversified portfolio and its flexible decentralised organisation, Norbert Dentressangle has the strengths to address a context that still lacks visibility.

II - CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. CONSOLIDATED INCOME STATEMENT

In K€	Note	30/06/2014	30/06/2013
TURNOVER	**b**	**2 190 501**	**1 932120**
Other purchases and external costs		(1 368 918)	(1 189 139)
Staffing costs		(670 780)	(603 724)
Taxes, and similar payments		(23 191)	(22 438)
Depreciation and amortisations		(57 100)	(57 591)
Other operational expenses (income)		467	(811)
Income from sales of current assets		1 342	1 012
Restructuring costs		(6 655)	(7 696)
Capital gains or or losses on real estate		(210)	3 363
OPERATING INCOME BEFORE GOODWILL AND AMORTISATION OF CLIENT RELATIONS (EBITA)		**65 455**	**55 096**
Amortisation of allocated Customer Relations		(5 023)	(3 166)
Badwill		1 375	
OPERATING INCOME (EBIT)	**c**	**61 807**	**51 930**
Financial income	d	2735	1 992
Financial expenses	d	(19 158)	(14 285)
THE GROUP'S PRE-TAX PROFIT		**45 384**	**39 638**
Income tax	e	(17 860)	(14 741)
Share of income from associated companies		(20)	(39)
NET PROFIT		**27 504**	**24 858**
Non-controlling interests		3 145	348
THE GROUP'S NET PROFIT		**24 359**	**24 510**
INCOME PER SHARE	**g**		
basis for the year's profit		**2.50**	**2.56**
diluted for the year's profit		**2.46**	**2.54**

2. COMPREHENSIVE INCOME STATEMENT

K€	30/06/2014	30/06/2013
NET INCOME	**27 504**	**24 858**
Exchange differences	7 028	(8 271)
Gains and losses related to revaluation of financial instruments	(1 508)	7 480
Tax effect on financial instruments and exchange differences	456	(3 519)
Miscellaneous		70
Subtotal recyclable elements in the profit	**5 976**	**(4 240)**
Actuarial gains and (losses) on employee benefits	26 844	17 545
Tax effect	(5 357)	(4 036)
Miscellaneous		(90)
Subtotal of non-recyclable elements in the profit	**21 487**	**13 419**
OTHER COMPREHENSIVE INCOME	**27 463**	**9 179**
TOTAL COMPREHENSIVE INCOME	**54 967**	**34 037**
Share of non-controlling interests in other global income	3 106	358
The Group's share in the overall profit	51 861	33 679

3. CONSOLIDATED BALANCE SHEET

ASSETS

In K€	Note	30/06/2014	31/12/2013
Goodwills	h	610 975	599 951
Intangible assets	h	128 845	133 128
Tangible assets	i	524 093	532 849
Participations in related companies	j	2 907	2 877
Other non-current assets	j	30 583	33 146
Deferred taxes on assets		49 218	53 347
NON-CURRENT ASSETS		**1 346 621**	**1 355 298**
Stocks		14 377	14 049
Clients	k	860 613	775 879
Current tax assets	k	22 503	17 621
Other receivables	k	196 305	141 743
Other current assets			
Cash and cash equivalents	l, o	329 571	396 622
CURRENT ASSETS		**1 423 369**	**1 345 914**
TOTAL ASSETS		**2 769 990**	**2 701 212**

LIABILITIES

In K€	Note	30/06/2014	31/12/2013
Share Capital	m	19 672	19 672
Issue premiums	m	19 077	19 077
Exchange differences	m	(15 330)	(22 464)
Consolidated reserves	m	531 575	456 182
Income over the year		24 359	70 100
THE GROUP'S EQUITY SHARE		**579 353**	**542 567**
Non-controlling interests		28 116	27 595
EQUITY		**607 469**	**570 162**
Long-term provisions	n	152 770	190 583
Deferred tax liabilities		73 345	72 846
Financial debts of more a year	o	761 963	742 884
Other non-current liabilities		18 917	17 451
NON-CURRENT LIABILITIES		**1 006 995**	**1 023 764**
Short-term provisions	n	18 544	20 605
Financial liabilities of less than a year	o	106 757	102 507
Other current liabilities		12 413	9 330
Bank overdrafts	l, o	11 513	7 200
Suppliers		605 089	601 548
Current tax liabilities		9 841	11 528
Other debts		391 369	354 568
CURRENT LIABILITIES		**1 155 526**	**1 107 286**
TOTAL LIABILITIES		**2 769 990**	**2 701 212**

4. TABLE OF CONSOLIDATED CASH FLOWS

K€	Note	30/06/2014	30/06/2013
Net income		**24 359**	**24 510**
Depreciation and provisions		59 802	61 832
Net financial expenses related to financing activities		14 004	10 607
Income from minority interests & related companies		3 166	387
Income tax (income) expenses		17 860	14 741
EBITDA		**119 191**	**112 077**
Gains or losses on sales of fixed assets		(1 042)	(4 343)
Other adjustments		126	(900)
Income taxes paid		(24 418)	(17 579)
Gross operating margin for self-financing after tax paid		**93 857**	**89 255**
Variation in stocks		(233)	1 021
Current customer receivables -		(72 363)	(53 687)
Current supplier liabilities -		5 309	(9 071)
Operating WCR		**(67 287)**	**(61 737)**
Social receivables and liabilities		(1 000)	(5 488)
Tax receivables and liabilities		(10 130)	(4 722)
Other receivables and debts		(3 297)	(2 217)
Non-operating WCR		**(14 427)**	**(12 427)**
Operating WCR		**(81 714)**	**(74 164)**
Changes in Pension Funds		(14 668)	(5 173)
CASH FLOW GENERATED BY THE ACTIVITY		**(2 525)**	**9 918**
Sales of tangible and intangible fixed assets		22 916	28 024
Acquisitions of intangible and tangible fixed assets		(61 534)	(69 636)
Receivables and payables on fixed assets		(15 427)	2 971
Sales of financial fixed assets		113	103
Acquisition of financial fixed assets		(327)	
Net cash flow from acquisitions and sales of companies	p	(2 688)	(31 308)
NET CASH FLOW FROM INVESTMENT ACTIVITIES		**(56 947)**	**(69 846)**
AVAILABLE CASH FLOW		**(59 472)**	**(59 928)**
Dividends paid		(15 744)	(14 575)
Net issue of borrowings		9 321	40 711
Increase/Decrease in capital			2 480
Stock		(758)	260
Other financial Assets/Liabilities		6 961	(1 302)
Net financial expenses related to financing activities		(14 041)	(10 607)
CASH FLOWS FROM FINANCING OPERATIONS		**(14 261)**	**16 967**
Exchange differences during the conversion of cash		2 369	(1 380)
Variation in cash		**(71 364)**	**(44 341)**
Cash and cash equivalents on opening		389 421	247 041
Cash and cash equivalents on closing		318 057	202 700
Variation in cash (closing - opening)		**(71 364)**	**(44 341)**

5. STATEMENT OF CONSOLIDATED CHANGES IN EQUITY

In K€	Capital	Bonuses	Undistributed reserves	Other reserves	Result	Conversion reserves	Own equity in the Group	Non-controlling interests	TOTAL Equity
AS OF 31ST DEC. 2012	**19 672**	**18 891**	**455 443**	**(28 028)**	**69 672**	**(18 103)**	**517 547**	**3 251**	**520 798**
Allocation of income			69 672		(69 672)				
Dividends paid			(14 384)				(14 384)	(191)	(14 575)
Net income for 1st half of 2013					24 510		24 510	348	24 858
Other comprehensive income elements			13 504	4 031		(8 366)	9 169	10	9 179
Capital increase								2 608	2 608
(Purchases) sales of own shares			4	128			132		132
Benefits related to share-based payments			222				222		222
Changes in scope									
Other changes			291				291	(368)	(77)
AS OF 30TH JUNE 2013	**19 672**	**18 891**	**524 752**	**(23 869)**	**24 510**	**(26 469)**	**537 487**	**5 658**	**543 145**
Allocation of income									
Dividends paid			(4)				(4)		(4)
Net income for 2nd half of 2013					45 590		45 590	(91)	45 499
Other comprehensive income elements			(55 650)	2 197		4 005	(49 448)	(124)	(49 572)
Capital increase		186	(69)				117	105	222
(Purchases) sales of own shares			321	8 174			8 495		8 495
Benefits related to share-based payments			497				497		497
Impact of changes in the consolidation method								22 047	22 047
Other changes			(167)				(167)		(167)
AS OF 31ST DECEMBER 2013	**19 672**	**19 077**	**469 680**	**(13 498)**	**70 100**	**(22 464)**	**542 567**	**27 595**	**570 162**
Allocation of income			70 100		(70 100)				
Dividends paid			(15 586)				(15 586)	(158)	(15 744)
Net income in 1st half of 2014					24 359		24 359	3 145	27 504
Other comprehensive income elements			20 966	(610)		7 134	27 490	(39)	27 451
Capital increase									
(Purchases) sales of own shares			107	(866)			(759)		(759)
Benefits related to share-based payments			626				626		626
Changes in scope			700				700	(2 427)	(1 727)
Other changes			(44)				(44)		(44)
AS OF 30TH JUNE 2014	**19 672**	**19 077**	**546 549**	**(14 974)**	**24 359**	**(15 330)**	**579 353**	**28 116**	**607 469**

III ANNEX TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS AS OF 30TH JUNE 2014 - IFRS STANDARDS

1. GENERAL INFORMATION ABOUT THE ISSUER

Name: Norbert Dentressangle.
Registered office: 192 avenue Thiers - 69457 LYON Cedex 06 - France.
Legal form: Public limited company with a Management and Supervisory Board, subject to the provisions of the Commercial Code.
The parent company of the Group is Norbert Dentressangle.
It is subject to French law.
The Company is listed on the Eurolist Compartment B
The Norbert Dentressangle Group's accounts were established by the Management Board on 29th July 2014.
The Group's businesses are Transport, Logistics and the Air & Sea division.

There is no marked seasonality in either the Transportation activity, the Logistics activity or the Air & Sea activity at the end of June 2014 in terms of turnover.

2. ACCOUNTING POLICIES

2.1 Statement of compliance and basis of preparation

Pursuant to European Regulation 1606/2002 of 19th July 2002 on international standards, the condensed consolidated financial statements of the Norbert Dentressangle Group as of 30th June 2014 have been prepared in accordance with International Financial Reporting Standards (IFRS) applicable on that date and as approved by the European Union on the date of preparation of these financial statements.

These standards are available on the European Commission's website at the following address (http://ec.europa.eu/internal_market/accounting/ias/index_fr.htm).

The condensed consolidated financial statements for the first half of 2014 have been prepared in accordance with IAS 34 "Interim Financial Reporting". They do not include all information and annexes included in the annual financial statements. Therefore, it is advisable to be read them in conjunction with the consolidated financial statements of 31st December 2013.
The Group's consolidated financial statements for the year ended 31st December 2013 are available upon request at the company's headquarters, or on the website http://www.norbert-dentressangle.com.

Some standards are subject to changes or interpretations that could be retrospective. These developments could cause the Group to edit the consolidated financial statements according to IFRS standards.

The consolidated financial statements as of 30th June were prepared in Euros, the Group's functional currency. They are presented in thousands of Euros.

2.2 Changes in accounting policies

The accounting policies applied in the preparation of financial statements are identical to those used in the preparation of the consolidated financial statements for the year ended 31st December 2013, complemented by the following new standards and interpretations applicable from 1st January 2014

- IFRS 10: consolidated financial statements
- IFRS 11: partnerships
- IFRS 12: disclosure of interests in other entities
- IAS 28 R: Shares in associated companies
- IAS 32 amendment financial instruments
- IAS 36 amendment: disclosure of the recoverable amount of non financial assets
- IAS 39 amendment: novation of derivatives and maintenance of hedge accounting

None of these amendments or new standards have a material impact on the Group's net income and financial position, or on the presentation of the accounts and the financial reporting.

In this specific case, the application of IFRS 10 and 11 as of 1st January 2013 not having a significant impact on the accounts for 2013, these accounts presented for comparison purposes are not the subject of reprocessing.

In addition, the Group has not adopted any standards, interpretations and amendments early or in the process of being adopted by the European Union and whose application is compulsory after 31st December 2014.

- IFRIC 21 Duties and Taxes

2.3 Estimates and judgments

Preparing its financial statements, the Group is required to make estimates and assumptions that may affect the financial statements. The Group reviews its estimates and judgments on a regular basis to take into account past experience and other factors deemed relevant to the economic conditions. Depending on the evolution of these different assumptions or conditions, the amounts appearing in the future financial statements may differ from current estimates.

The major elements of the financial statements that may be subject to estimates are as follows:

- impairment of receivables,
- impairment of goodwill the assessment of which is based on assumptions of future cash flows, discount rates, terminal values based on long-term growth rates,
- valuation of stock option plans, equity warrants and performance shares granted to employees and directors whose assessment is based on a number of actuarial assumptions,
- valuation of assets and liabilities related to pension liabilities through the inclusion of actuarial assumptions in effect on the balance sheet date (discount rate, future salary rates and inflation)
- valuation of customer relationships,
- valuation of financial instruments,
- deferred taxes and income tax expenses.

The financial statements reflect the management's best estimates based on the information available on the date of the financial statements.
They have been prepared according to the historical cost convention, except for certain items such as financial assets and liabilities that are measured at fair value.
The financial statements for each company in the Group are prepared in accordance with the accounting principles and regulations in force in their respective countries. They are restated to comply with the consolidation principles in force within the Group.

2.3.1. Features specific to the preparation of the interim financial statements:

- **Income tax:**

In the context of the interim financial statements, income tax (current and deferred) is determined by applying the average effective rate estimated for the entire year to the pre-tax income.

- **Pensions and other employee benefits:**

Pension costs and other long-term employee benefits are calculated on the basis of an extrapolation of actuarial valuations performed at the end of last year. Where appropriate, these assessments are adjusted for discounts, settlements or other significant non-recurring developments during the period.

3. NOTES ANNEXED TO THE INTERIM FINANCIAL STATEMENTS AS OF 30TH JUNE 2014

3.1. Events in the period

To use a more appropriate name vis-à-vis the business partners and to communicate its core business more readily, the name of the Freight Forwarding division has changed to the Air & Sea division.

The Logistics activity in Saudi Arabia in partnership with Danone has been sold; the entity is removed from the consolidation scope.

3.2. Sector information

In M€	Transport	Logistics	Air & Sea	Elimination of inter sectoral operations and various turnover	Total
Turnover					
30/06/2014	1 067	1 068	96	(40)	**2 191**
30/06/2013	1 010	896	64	(38)	**1 932**
Inter-sector turnover					
30/06/2014	(34)	(5)	(1)		**(40)**
30/06/2013	(33)	(3)	(2)		**(38)**

In M€	Transport	Logistics	Air & Sea	Total
Operating income (EBIT)				
30/06/2014	25.8	34.9	1.1	**61.8**
30/06/2013	23.0	29.5	-0.6	**51. 9**

3.3. Operating income

Passage from EBITDA to Operating income (EBIT):

In K€	30/06/2014	30/06/2013
EBITDA	**119 191**	**112 077**
Depreciation and amortisation	(57 100)	(57 591)
Depreciation and reversals of provisions (1)	3 365	610
Amortisation of customer relationships	(5 023)	(3 166)
Badwill	1 375	
OPERATING INCOME (EBIT)	**61 807**	**51 930**

(1) The 3365 K€ is divided into the items on the consolidated income statement as follows 3 443 K€ in "Other purchases and external charges" (1 093) K€ in "Other operational expenses (income)", 1641 K€ in "Restructuring costs" and (626) K€ in "Personnel expenses".

3.4. Financial result

In K€	30/06/2014	30/06/2013
Interest and similar financial income	2 583	1 932
Income from the sale of investment instruments	1	1
Other financial income	113	
Interest from pension funds and other provisions	38	59
TOTAL FINANCIAL INCOME	**2735**	**1 992**
Interest and assimilated costs	(15 408)	(12 025)
Negative exchange differences	(1 216)	(283)
Other financial expenses	(239)	(233)
Interest from pension funds and other provisions	(2 295)	(1 744)
TOTAL FINANCIAL EXPENSES	**(19 158)**	**(14 285)**
TOTAL	**(16 423)**	**(12 293)**

3.5. Income tax

In K€	30/06/2014	30/06/2013
Profit before tax	45 384	39 638
CVAE	(6 523)	(6 560)
Profit before tax and after CVAE	**38 861**	**33 078**
Permanent differences	3 430	3 761
Income tax	**(11 337)**	**(8 181)**
Effective tax rate	**29.2%**	**24.7%**

3.6. Distribution of dividends

In K€	30/06/2014	30/06/2013
Dividends paid by the parent company on 3rd June 2014	15 586	14 376

3.7. Average number of shares

	30/06/2014	30/06/2013
Average number of shares issued	9 836 241	9 836 241
Average number of shares	(98 212)	(254 476)
Average number of shares	**9 738 029**	**9 581 765**
Equity warrants	140 000	60 000
Share subscription options(*)	25 610	0
Average number of diluted shares	**9 903 639**	**9 641 765**

* On the balance sheet date, the Group believes it is more likely than not that the options will be exercised contrary to previous years.

3.8. Goodwill and intangible assets

In K€	Goodwill	Patents, licenses	Other intangible assets	Total
Gross value				
Value as of 31st December 2013	**605 451**	**47 900**	**157 298**	**810 649**
Acquisitions		1 998	385	2 383
Sales		(7)		(7)
Exchange differences	9 989	286	3 683	13 958
Changes in scope and reclassifications	1 035	59	(2 015)	(920)
Value as of 30th June 2014	**616 475**	**50 235**	**159 351**	**826 062**
Depreciations, amortisations				
Value as of 31st December 2013	**(5 500)**	**(40 189)**	**(31 881)**	**(77 570)**
Allocations		(1 972)	(5 252)	(7 224)
Recoveries		7		7
Exchange differences		(206)	(1 208)	(1 414)
Changes in scope and reclassifications		(142)	100	(43)
Value as of 30th June 2014	**(5 500)**	**(42 501)**	**(38 240)**	**(86 241)**
Net value as of 31st December 2013	**599 951**	**7 711**	**125 417**	**733 079**
Net value as of 30th June 2014	**610 975**	**7 734**	**121 111**	**739 821**

As of 30th June 2014, the allocation of the purchase price to the identifiable assets and liabilities in the logistics and transportation activities acquired from the Fiege Group is complete. No significant adjustments were recorded during the period.
The allocation of the acquisition price concerning the Daher Group's Air & Sea activities is in progress and is subject to change.

3.9. Tangible fixed assets

In K€	Land and buildings	Transport equipment	Other tangible assets	Total
Gross value				
Value as of 31st December 2013	**170 111**	**532 406**	**336 215**	**1 038 732**
Acquisitions	6 155	26 291	32 378	64 823
Sales	(570)	(47 905)	(5 122)	(53 597)
Exchange differences	1 653	3 263	2 988	7 904
Changes in scope and reclassifications	595	2 882	(5 448)	(1 971)
Value as of 30th June 2014	**177 945**	**516 936**	**361 018**	**1 055 898**
Depreciations, amortisations				
Value as of 31st December 2013	**(80 296)**	**(208 492)**	**(217 095)**	**(505 883)**
Allocations	(3 835)	(31 743)	(19 463)	(55 041)
Recoveries	370	26 565	4 722	31 656
Exchange differences	(375)	(1 110)	(1 531)	(3 016)
Changes in scope and reclassifications	5	166	312	482
Value as of 30th June 2014	**(84 130)**	**(214 614)**	**(233 060)**	**(531 805)**
Net value as of 31st December 2013	**89 815**	**323 914**	**119 120**	**532 849**
Net value as of 30th June 2014	**93 815**	**302 322**	**127 958**	**524 093**

3.10. Monitoring the value of non-current assets and investments in associate companies

The net book value of goodwills, customer relationships, other intangible assets and investments in associated companies is reviewed at least annually and whenever events or circumstances indicate that an impairment is likely to occur. Such events or circumstances are associated with adverse changes of a permanent nature and affect either the economic environment or the assumptions or objectives on the acquisition date. An impairment loss is recognised when the recoverable amount of the assets tested becomes sustainably lower than their net book value.

As of 30th June 2014, the Group conducted a review of impairment indicators that may result in a reduction of the book value of goodwills, customer relationships recognised and participations in associated companies.

The Group reviewed, given the current economic environment on the one hand, and the performance achieved in the first half of the year on the other hand, the assumed growth rates and discount rates as of 31/12/2013, the latter remain valid as of 30th June 2014.

No evidence of impairment has been detected; the group has not proceeded with any impairment test.

With regard to investments in associated companies, the Group has identified no elements questioning their value as of 30th June 2014.

3.11. Trade and other receivables

In K€	30/06/2014	31/12/2013
Customers and associated accounts	882 828	795 593
Provisions for impairment	(22 215)	(19 714)
Clients	**860 613**	**775 879**
Tax and social receivables	95 701	63 606
Advances and deposits paid	8 142	11 134
Prepaid expenses	70 295	48 583
Other miscellaneous receivables	22 172	18 420
Other receivables	**196 305**	**141 743**
Current tax assets	**22 503**	**17 621**

- **Receivables transferred and derecognised in their entirety**

The Group has not proceeded with any assignment of trade receivables since July 2013.

3.12. Cash and cash equivalents

In K€	30/06/2014	31/12/2013
Cash equivalents	213 015	197 638
Cash and cash equivalents	116 556	198 984
Cash and cash equivalents	**329 571**	**396 622**
Banks (payable balances)	(11 513)	(7 200)
Net Cash	**318 057**	**389 422**

Cash equivalents consist of deposits paid, and cash available at any time at a known value. There are no restrictions on the use of its cash by the Group.

3.13. Issued capital and reserves

Years	Nature of transaction	Change in capital			Capital after operation	
		Number of shares	Nominal in Euros	Bonuses in Euros	Amount in Euros	Number of shares
As of 31st December 2010		-	-	-	19 672 482	9 836 241
As of 22nd July 2011	Equity warrants	75 000	2	3 726 000	19 822 482	9 911 241
As of 24th October 2011	Capital Decrease	75 000	2	(3 374 861)	19 672 482	9 836 241
As of 18th September 2013	Equity warrants	30 000	2	1 759 200	19 732 482	9 866 241
As of 20th December 2013	Capital Decrease	30 000	2	1 648 680	19 672 482	9 836 241
AS OF 30TH JUNE 2014					19 672 482	9 836 241

3.14. Provisions

In K€	Claims	Social and tax disputes	Personnel benefits	Other provisions	Total
Value as of 31st December 2013	**14 858**	**12 080**	**133 792**	**50 460**	**211 188**
Allocations	2 763	1 720	3 923	5 797	14 202
Reversals used	(2 842)	(1 408)	(13 545)	(6 603)	(24 397)
Reversals not applicable	(1 471)	(547)	(1)	(2 901)	(4 920)
Changes in scope				80	80
Other global income elements			(26 751)		(26 751)
Reclassifications			(357)	(1 873)	(2 231)
Effect of conversion	324	(46)	3 163	701	4 142
Value as of 30th June 2014	**13 631**	**11 799**	**100 224**	**45 660**	**171 314**

For the interim financial statements as of 30th June 2014, employee benefits include employee benefits for UK employees (e.g. Christian Salvesen and formerly TDG) for a total of 67.7 M€ (101.4 M€ as of 31st December 2013).

The balance of other provisions at 45.7 M€ as of 30th June 2014 consists primarily of

- 13.2 M€ relating to provisions for remediation of sites under operating leases (dilapidation costs) (12.2
- M€ as of 31st December 2013)
- 3.8 M€ relating to provisions for non-market rents (onerous leases),
- 3.9 M€ relating to disputes in connection with the activity,
- 2.9 M€ provisions relating to restructuring,
- 14.6 M€ relating to social risks -7.2 M€ relating to various provisions which are insignificant in their amount.

3.15. Financial debts

In K€			Payment dates		
	31/12/2013	30/06/2014	Less than 1 year	- 1 to 5 years	Over 5 years
NON-CURRENT					
Financial debt over a year	713 181	727 076		490 595	236 481
Leasing	28 664	33 916		32 202	1 714
Other borrowings	1 039	971		971	-
TOTAL NON-CURRENT	**742 884**	**761 963**		**523 768**	**238 195**
CURRENT					
Financial debt less than a year	94 454	96 539	96 539		
Leasing	7 628	9 811	9 811		
Other borrowings	382	407	407		
TOTAL CURRENT	**102 464**	**106 757**	**106 757**		
TOTAL GROSS DEBT	**845 391**	**868 720**	**106 757**	**523 768**	**238 195**
Cash and cash equivalents	(396 622)	(329 571)	(329 571)		
Bank overdrafts	7 200	11 513	11 513		
TOTAL NET CASH	**(389 422)**	**(318 057)**	**(318 057)**		
TOTAL NET FINANCIAL DEBT	**455 969**	**550 663**	**211 300**	**523 768**	**238 195**

3.15.1 Banking covenants

As of 30th June 2014, the amount of loans subject to these financial ratios amounted to 480 M€, including 405 M€ subject to two financial ratios and 75 M€ at three financial ratios.

The three financial ratios listed below are calculated semi-annually based on the consolidated financial statements published in accordance with contractual definitions and over a rolling 12 month period.

- The "Financial Indebtedness" ratio, the ratio of Net Total Debt (Gross Financial debt less cash) and consolidated Equity;

- The "Financial Expenses Coverage" ratio, the ratio of operating income - Consolidated EBIT - and Net Financial Charges;

- The “Leverage" ratio, the ratio of Total Net Debt (Gross financial debt less cash) and the EBITDA.

As of 30th June 2014, the Group complied with these three ratios.

- The "Financial Indebtedness" ratio as defined in the contracts amounts to 0.77. Its value as of 30th June 2014 must be less than or equal to 2.00.

- The "Financial Expenses Coverage" ratio as defined in the contracts amounts to 5.68. Its value as of 30th June 2014 must be greater than or equal to 3.00.

- The "Leverage" ratio as defined in the contracts amounts to 2.13. Its value as of 30th June 2014 must be less than or equal to 3.50.

Given the continuity of operations context in which the Group has signed up for the future, especially for 2014, the Group believes that it will meet these three ratios in 2014 within the limits set by the credit agreement.

3.15.2 Liquidity risk

In K€	30/06/2014	confirmed		unconfirmed	
		Drawn	Not Drawn	Drawn	Not Drawn
Credit lines available					
Lease debt	43 727	43 727	0	0	0
Financial debt	1 051 449	823 615	227 834	0	0
Bank overdrafts	101 306	2 220	47 686	9 293	42 107

As of 30/06/14, the Group has a revolving credit line of 400 M€, confirmed with maturity of more than one year and not used in part to the tune of 228 M€, and an overdraft, confirmed at 49.9 M€ (drawn at 2.2M€) and unconfirmed at 51.4M€ (drawn up to 9.2M€).

3.16. Cash flow

Cash is used for acquisitions and sales of subsidiaries as follows

In K€	30/06/2014
Disbursement following the acquisition of subsidiaries	(3 046)
Net cash provided by acquired companies	358
CASH USED FOR PURCHASES AND SALES OF SUBSIDIARIES	**(2 688)**

3.17. Information on related parties

1. Transactions concluded under normal market conditions between the Group and the companies owned directly or indirectly by majority shareholder of the company Norbert Dentressangle S.A., are as follows:

Company	Nature	Income or (expense)		Balance sheet debit or (credit)		Provision for doubtful accounts		Guarantee given or received	
In K€		30/06/14	30/06/13	30/06/14	31/12/13	30/06/14	31/12/13	30/06/14	31/12/13
Dentressangle Initiatives	Administrative services	(700)	(769)	(140)	(244)		-		
Dentressangle Initiatives	Use of the trademark and logo for free	(10)	(4)	(2)			-		
Dentressangle Initiatives	Various services	73	83	54			-		
Other companies owned directly or indirectly by Financière Norbert Dentressangle	Rent costs	(10 069)	(7 783)	(4 518)	28		-	5 575	5 828

2. Transactions with companies in which the Norbert Dentressangle Group has significant influence and accounted for using the equity method are only common transactions at market prices for non-significant amounts in relation to the Group's activity.
The balances of receivables and payables at year end are also not significant.

3. Gross remuneration allocated to Directors and Executive Officers

In K€	30/06/2014	30/06/2013
Nature of the expense		
Short-term employee benefits	1 068	1 046
Post-employment benefits		
Other long-term benefits		
Termination indemnities		
Benefits under stock options, warrants and performance shares	626	222
Attendance tokens	126	106

4. Remuneration paid in shares to executives

	30/06/2014	31/12/2013
Subscriptions for the year		
Equity warrants		110 000
Performance shares		
Exercised during the year		
Equity warrants		(30 000)
Performance shares		
Cancelled and repurchased by the Company		
Equity warrants		(55 000)
Performance shares		
Stock held at the end of the year		
Equity warrants	140 000	140 000
Performance shares		

3.18. Commitments and contingencies

The Group's commitments (parent company fully consolidated companies) are as follows:

In K€	30/06/2014	31/12/2013
Commitments given		
Commitments related to the scope		
Acquisition of securities	na	na
Warranties	25 153	24 189
Financing commitments		
Bonds and guarantees	64 185	87 638
Borrowings subject to financial covenants	480 413	473 300
Contribution from the pension regimes to defined UK and Ireland benefits	115 211	137 917
Commitments related to operating activities		
Bonds and guarantees	0	1 097
Property rent	990 210	966 768
Transport leases	193 110	204 018
DIF in hours	1 173 130	1 196 714

K€	30/06/2014	31/12/2013
Commitments received		
Commitments related to the scope		
Warranties	44 169	40 589
Financing commitments		
Unused lines of credit available	see below	see below
Commitments related to operating activities		
Property rent	6 382	6 263
Manufacturers	134 582	159 774

3.18.1. Commitments given

Warranties

The Group has given warranties in respect of the sale of TFND South East and the sale of the Dagenham site in the UK.

Data on warranties:

- Deductibles: 0.1M€
- Maximum ceiling for warranties as of 30th June 2014: 25.1 million€ (including 24.9 M€ due in 2019)

Commitments relating to property rental

The latter correspond to rents due from the date of closing and the first legally permissible lease. They range as follows:

	In K€
1 year	180 791
1 - 5 years	492 796
Over 5 years	316 624
Total	**990 210**

Transport commitments

	In K€
1 year	50 661
1 - 5 years	131 486
Over 5 years	11 003
Total	**193 150**

Commitment to pay contributions to pension regimes with defined benefits in the UK and Ireland

	In K€
1 year	11 357
1 - 5 years	51 122
Over 5 years	52 732
Total	**115 211**

3.18.2. Commitments received

Commitment on available credit lines

Credit lines available and not used are detailed in note III o) Borrowings § Liquidity Risk.

Warranties
The Group provided guarantees of liabilities from the acquisition of TDG, Daher, Fiege, Brune Lavage, Hopkinson and MGF.

Warranties received in June 2014:

- Deductibles: 0.5M€
- Maximum ceiling for warranties at the end of June 2014: 44.2 M€ (including 4.3 M€ due in 2017 and 39.2 M€ due in 2018)
- This upper limit can be increased to 20.1 M€ in case of fraud.

The Group provided warranties from the acquisition of APC: compensation for the Euro/Euro on all returns (no deductible or ceiling or duration).

The Group has also received guarantees in connection with the acquisition of John Kells. The latter run from the 31/10/2012 for a period of 3 years (no deductible, no ceiling).

3.19. Post balance sheet events

In July 2014, our subsidiary ND Distribution (formerly Darfeuille Services, a subsidiary of the Christian Salvesen Group acquired through a takeover in December 2007) received notification from the French Competition Authority relating to alleged anti-competitive practices on the part of players in the courier transport sector.
Most French players in this specialty have seen and reported these complaints for several years.
At the heart the investigation is the role played by a professional association whose "Courier business council" meetings would have been put to use by the participants to align their trade policies including tariffs.
At this preliminary stage, the period covered by the Competition Authority is between June 2007 and March 2008, partially before the effective takeover by our Group of this company.
At this stage it is a statement of objections, which is temporary in nature, and opens up the right to challenge.

III - CERTIFICATION FROM THE PERSON RESPONSIBLE OF THE HALF-YEAR FINANCIAL REPORT

Lyon, 30th July 2014

Certification of Half-Year Financial Report

I hereby confirm that the condensed interim financial statements have been prepared in accordance with applicable accounting standards and give a true and fair view of the company's assets, financial position and results and the undertakings included in the consolidation, and that the interim management report attached hereto presents a true picture of the important events during the first six months of the financial year and their impact on the financial statements, the main transactions between related parties and a description of the principal risks and uncertainties for the remaining six months of the year.

Hervé Montjotin
President of the Management Board

IV - REPORT FROM THE STATUTORY AUDITORS ON THE HAL-YEAR FINANCIAL INFORMATION

Norbert Dentressangle
For the period from January 1 to June 30, 2014

Statutory Auditors' review on the half-yearly financial information

To the Shareholders,

In compliance with the assignment entrusted to us by your annual general meetings and in accordance with the requirements of article L. 451-1-2 III of the French monetary and financial code ("Code monétaire et financier"), we hereby report to you on:

- the review of the accompanying condensed half-yearly consolidated financial statements of Norbert Dentressangle, for the period from January 1 to June 30, 2014
- the verification of information presented in the half-yearly management report.

These consolidated condensed interim financial statements have been prepared under the responsibility of the Executive Board. It is up to us, based on our limited review, to express a conclusion on these financial statements.

1. Conclusion on the financial statements

We conducted our review in accordance with professional standards applicable in France. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with professional standards applicable in France and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Based on our review, nothing has come to our attention that causes us to believe that the accompanying condensed half-yearly consolidated financial statements are not prepared, in all material, respects in accordance with IAS 34 – standard of the IFRSs as adopted by the European Union applicable to interim financial information.

2. Specific verification

We have also verified the information presented in the half-yearly management report on the condensed half-yearly consolidated financial statements subject to our review.

We have no matters to report as to its fair presentation and consistency with the condensed half-yearly consolidated financial statements.

Lyon, July 30, 2014

The statutory auditors

French original signed by

GRANT THORTON	
French member of Grant Thornton International	ERNST & YOUNG and Others
Robert Dambo	Daniel Mary-Dauphin