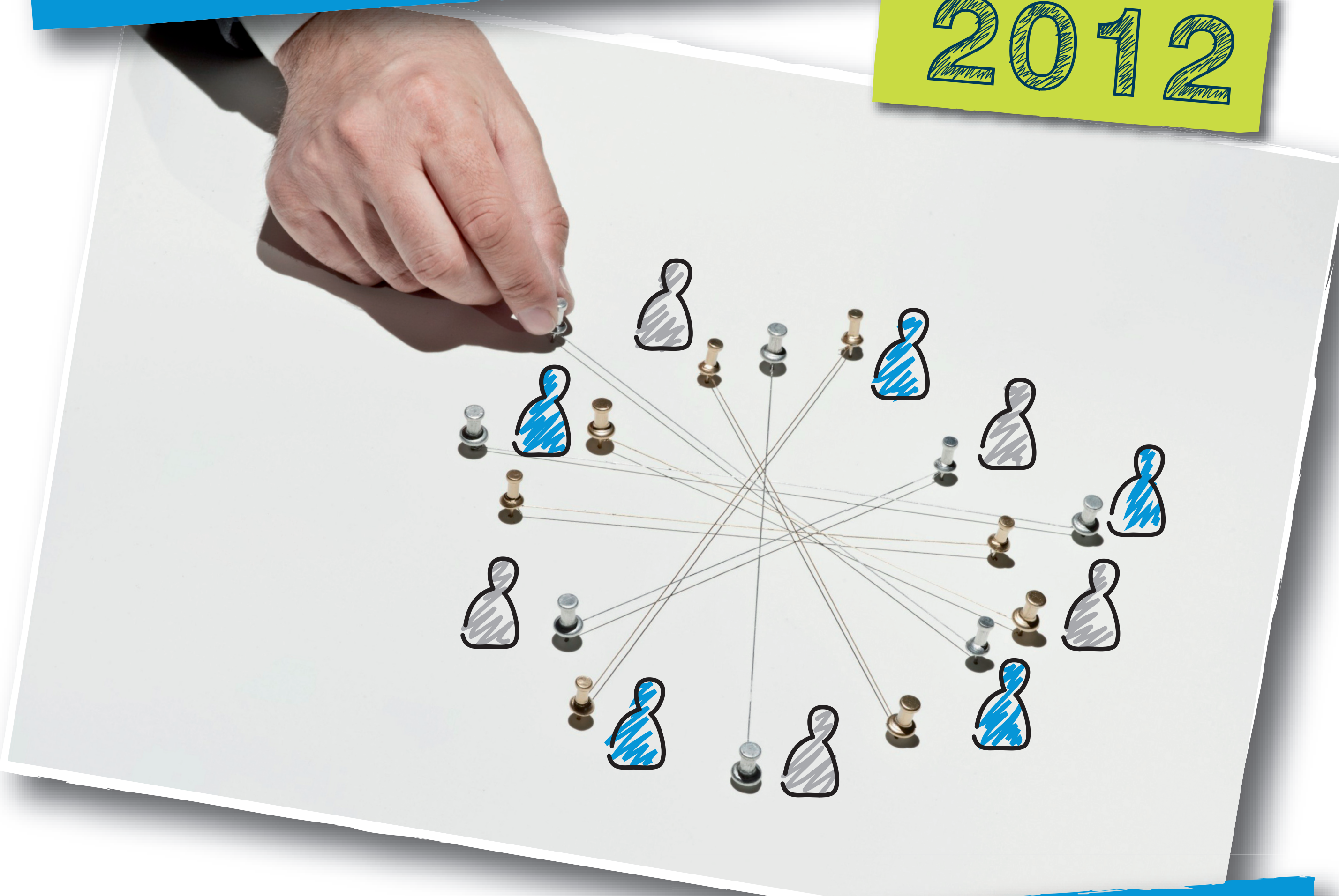
REGISTRATION DOCUMENT

Annual financial report included

2012



www.cegedim.com/finance

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This is a free translation into English of the Document de Référence 2012 issued in French and is provided solely for the convenience of English speakers readers. This document should be read in conjunction with, and construed in accordance with, French law professional auditing standards applicable in France.

WARNING

Certain information other than historical contained in this Registration Document may concern objectives, projected data or unaudited financial projections. This information is sometimes identified by the use of the future or conditional tense and terms such as “expect”, “may”, “assume”, “intend to”, “consider”, “anticipate”, as well as other similar terms. This data is subject to risks and contingencies that may subsequently be expressed by actual data that is substantially different. By nature, it is possible that these objectives will not be achieved, and the prospective items on which they are based may prove partially or completely erroneous.

REGISTRATION DOCUMENT 2012

ANNUAL FINANCIAL REPORT INCLUDED

Copies of the Registration Document are available for free from Cegedim SA
at 127-137 rue d'Aguesseau, 92100 Boulogne-Billancourt, France,
and on the website: **www.cegedim.com/finance**

AUTORITÉ DES MARCHÉS FINANCIERS
AMF

This Registration Document was filed with the Autorité des Marchés Financiers (AMF) on March 5, 2013 in accordance with the provisions of article 212-13 of AMF general regulations.

This document was prepared by the issuer and is binding on its signatories.

It may be used in support of a financial transaction if supplemented by a transaction note that has received approval from the Autorité des Marchés Financiers.

SOMMAIRE

OVERVIEW

SDR

FINANCE

Annual Financial Report items are clearly identified in the summary with the aid of the AFR pictogram

Overview

Extract of Registration Document.

2012

cegedim

CORPORATE OVERVIEW .

This section provides an overview of our activities; highlights key performance and an overview of Cegedim on the Capital Market. You will find also the Chairman's statement and the Report of the Board management.

Message from the Chairman & CEO

Jean-Claude LABRUNE,
Chairman & CEO

For Cegedim, 2012 will be remembered as a year marked by the overall stability of its operations, with continued business growth for the "Healthcare professionals" and "Insurance and services" segments, despite the contraction of the activities related to the pharmaceutical industry. Cegedim's challenges include declining numbers of medical representatives due to the development of generic medicines, a low number of new medicines as well as the intention of pharmaceutical companies to reduce their promotional investments.

At the same time, the need for information is greater and pharmaceutical companies are looking for innovative tools aimed at healthcare professionals and patients.

Digital media, more economically viable, increasingly complement or even replace traditional media and this shift in demand represents a new opportunity for Cegedim's priority areas, which include databases and communication tools. For example, the Docnet offering, a new type of social network dedicated exclusively to healthcare professionals, is already operational in Northern Europe.

At the same time, to meet the need for a better return on investment, it has become especially important to find the marketing mix best suited to each physician. This includes optimizing the choice of the information channel (medical representative visits, the press, email, conferences, public relations, e-detailing, etc.) and content of the medical information to be provided based on the individual preferences and needs of the professionals.
In short, this means many new applications for our offerings related to OneKey, Cegedim's worldwide database of health professionals.

In addition, our latest mobile pharmaceutical CRM solutions are among the most advanced on the market. Based on OneKey, they are already available on Windows 8, the new Microsoft platform, well before our competitors.

But digital technology and mobility are not the only opportunities offered by this paradigm shift in the pharmaceutical industry.
The new government policies regarding compliance, longitudinal patient studies, "risk-benefit" studies for all new products upon market release, management of the organizations authorizing medical protocols and management of new purchasers or market access managers - all represent new applications for Cegedim's offerings.
It is also worth noting that AggregateSpend360™, our "reconciliation" offering regarding the requirement to disclose conflicts between the interests of the professionals and those of pharmaceutical companies, was a major success in the US and has also been introduced in Europe, in particular in France.

At the same time, the adaptation of management and prescription software used by healthcare professionals, the new requirements for sharing medical records and the importance of rationalizing relationships between patients and insurers continue and will provide Cegedim with opportunities to develop new medical and paramedical software. 2013 will see the launch of new offerings in prescription software accessible solely via the Internet, innovative solutions such as new portals reserved for physician-patient and pharmacist-patient communication and probably the large-scale realization of advances in remote healthcare.

Cegedim's "Insurance and services" business is another major growth driver, for which Cegedim has supported key order placers by meeting their needs for interconnection and computerization as well as by offering support in the area of their changing relationships with healthcare professionals. Here too, the Group boasts strong growth potential based on its specialized knowledge of the healthcare sector and the converging needs of organizations, pharmaceutical companies, insurers and healthcare professionals.

Moreover, the success of Cegedim's activities in IT for human resources management, electronic data exchange and the new SEPA procedures for payment and debit management continues.

Cegedim will continue the strategy that has always made it strong: investing in innovation and new tools for healthcare businesses.
Cegedim's expertise and its continuously improving, flexible organization led by entrepreneurial managers provide an optimistic outlook for the future despite the new health challenges.

By leveraging its key strengths, notably its efficient and motivated teams, and by continuing to adapt its products to new requirements,
Cegedim aims to remain a world leader in its field.

Jean-Claude LABRUNE
Chairman & CEO

Corporate GOVERNANCE

Boards of Directors

The Board of Directors is composed of ten Directors including an independent member as defined by the Afep-Medef Code of Corporate Governance.
In 2013, two of its members are women.
During fiscal year 2012, the Board of Directors met five times on written invitation from the Chairman, sent to each Director at least one week before the date of the meeting.
The Board approved the annual and interim financial statements and deliberated on the overall direction and strategic decisions of the Group.

Audit Committee

The mission of the Audit Committee is mainly to examine the financial statements, monitor the process of preparation of financial information and the efficiency of the internal control systems, and oversee risk management and the rules of independence and objectivity of the Auditors.
It is composed of four members including one independent member.
The Audit Committee met four times during the 2012 fiscal year.
All meetings were held in the presence of all committee members.
The Auditors and the Director of Investment also attended the meetings.

Appointments Committee

The main missions of the Appointments Committee are to create proposals for the selection of Directors and to elaborate a plan for the succession of the corporate officers in the event of unplanned vacancies.
It is composed of three members including one independent member.
The Committee met once during the 2012 fiscal year.

Compensation Committee

The main missions of the Compensation Committee are to examine and make recommendations to the Board concerning the compensation of the Cegedim Directors, the Chairman & CEO and the Deputy Managing Director; and to examine the policy of free share allocation and variable compensation.
It is composed of three members including one independent member.
The Committee met two times during the 2012 fiscal year, with all of its members in attendance.

Strategy Committee

The main missions of the Strategy Committee are to propose directions for the Company's growth and to identify potential targets.
It is composed of three members appointed by the Board of Directors.
The Committee met three times during the 2012 fiscal year, with all of its members in attendance.

Management BODIES

Boards of Directors

Jean-Claude LABRUNE
Chairman

Laurent LABRUNE

Aude LABRUNE-MARYSSE

Jean-Louis MERY

Pierre MARUCCHI

Jacques-Henri DAVID*

Nicolas MANARDO

Philippe TCHENG

Anthony ROBERTS

Jean-Pierre CASSAN
Independent Member

Audit Committee

Jacques-Henri DAVID*, *Chairman*
Aude LABRUNE-MARYSSE
Pierre MARUCCHI
Jean-Pierre CASSAN

Appointments Committee

Jean-Claude LABRUNE, *Chairman*
Jacques-Henri DAVID*
Jean-Pierre CASSAN

Compensation Committee

Jean-Pierre CASSAN, *Chairman*
Aude LABRUNE-MARYSSE
Jean-Louis MERY

Strategy Committee

Jean-Claude LABRUNE, *Chairman*
Laurent LABRUNE
Nicolas MANARDO

Statutory Auditors

GRANT THORNTON, *represented by Solange AIACHE*
MAZARS, *represented by Jérôme de PASTORS*

* Valérie RAOUL-DESPREZ has been coopted member of the Board of Directors in replacement of Jacques-Henri DAVID, on January 31st, 2013. Her final nomination should be approved by the Shareholder Meeting on June 6th, 2013.

CEGEDIM'S SKILLS
are divided into 3 sectors

CRM & strategic data

for the life sciences industry

more than 200,000
users of Cegedim's solutions

OneKey the world leading
healthcare professional database

53%
of 2012 revenue

Healthcare Professionals

for general practitioners, specialists,
paramedics and pharmacists

more than 145,000
physicians' and paramedics' workstations

more than 78,000
pharmacists' workstations

31%
of 2012 revenue

Insurance & services

for major healthcare insurance players
& clients in all business sectors

40 million
policyholders managed with its solutions

300 million
electronic payments

16%
of 2012 revenue

CRM & strategic data

This sector aims to support healthcare companies around the world in their different commercial and medical operations by providing them with databases, marketing tools and regular or customized audits.

Cegedim allows those in the life science industries to optimize their investments by providing the technological tools and necessary data to identify the medical needs of prescribers. Cegedim also provides different compliance services, allowing for customers to better understand the correct use of drugs and ensure the compliance of prescriptions with market authorizations.
Cegedim solutions combine performance and compliance with different Public Health Codes and privacy laws.

Healthcare Professionals

Alongside health professionals for many years, Cegedim has today positioned itself as one of leading publishers of medical management software throughout the world.

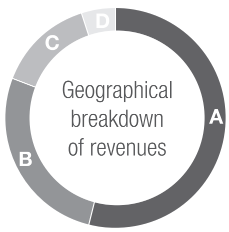
Cegedim assists paramedics, pharmacists, general practitioners and specialists in their professional lives on a daily basis. Structured and communicative, Cegedim software meets the daily needs of healthcare practitioners and professionals while meeting the latest technical and regulatory requirements. It is an important vehicle for transferring scientific and medical information between healthcare professionals at the place of practice.

Insurance & services

Leveraging its skills in professional software publishing and in processing complex information, the Cegedim Group brings together offers, in this sector, for major healthcare insurance players and technological expertise for its customers in all business sectors.

The Cegedim Insurance Business Unit includes all of the Group's products and services for insurers, mutual insurers and provident societies, through its subsidiaries Cegedim Activ, Midiway, CETIP and iGestion.
This BU harvests synergies along the entire exchange chain, from healthcare professionals to supplementary health insurers.

CEGEDIM Key figures

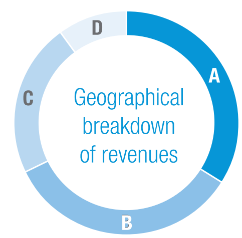


A	France	55%
B	EMEA excluding France	26%
C	Americas	14%
D	Res of the world	5%

Key figures

Revenues in millions of	**2012**	**921.8**	+ 1.1%
	2011	911.5	
EBITDA from ordinary activities in millions of	**2012**	**153.6**	+ 2.1%
	2011	150.4	
Margin of EBITDA from ordinary activities as a % of revenues	**2012**	**16.7 %**	+ 17bps
	2011	16.5 %	
EBIT from continuing operations in millions of	**2012**	**90.1**	+ 7.4%
	2011	83.9	
Margin of EBIT from ordinary activities as a % of revenues	**2012**	**9.8 %**	+ 57bps
	2011	9.2 %	

CRM & strategic data

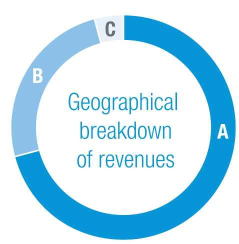


A	France	33%
B	EMEA excluding France	35%
C	Americas	23%
D	Asia	9%

Key figures

Revenues in millions of	**2012**	**488.1**	- 4.4%
	2011	510.6	
EBITDA from ordinary activities in millions of €	**2012**	**60.3**	- 0.0%
	2011	60.3	
Margin of EBITDA from ordinary activities as a % revenues	**2012**	**12.4 %**	+ 60 bps
	2011	11.8 %	
EBIT from contunuing operations in millions of €	**2012**	**32.7**	- 2,7%
	2011	33.6	
Margin of EBIT from ordinary activities as a % of revenues	**2012**	**6.7 %**	+ 10 bps
	2011	6.6 %	

Healthcare professionals

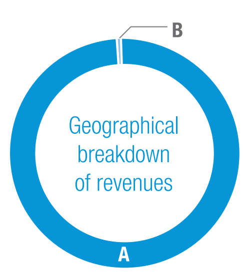


A	France	71%
B	EMEA excluding France	25%
C	Americas	4%

Key figures

Revenues in millions of	**2012**	**282.6**	+ 8.8%
	2011	259.8	
EBITDA from ordinary activities in millions of	**2012**	**59.0**	+ 0.5%
	2011	58.7	
Margin of EBITDA from ordinary activities as a % of revenues	**2012**	**20.9%**	- 170bps
	2011	22.6%	
EBIT from continuing operations in millions of	**2012**	**35.2**	+ 20.1%
	2011	29.3	
Margin of EBIT from ordinary activities as a % of revenue	**2012**	**12.4%**	+ 110bps
	2011	11.3%	

Insurance & services



A	France	100%
B	EMEA excluding France	0%

Key figures

Revenues in millions of	**2012**	**151.0**	+ 7.1%
	2011	141.0	
EBITDA from ordinary activities in millions of	**2012**	**34.3**	+ 9.2%
	2011	31.4	
Marge d'EBITDA from ordinary activities as a % of revenue	**2012**	**22.7%**	+ 50bps
	2011	22.2%	
EBIT from continuing operations in millions of	**2012**	**22.3**	+ 6.1%
	2011	21.0	
Margin of EBIT courant as a % of revenue	**2012**	**14.7%**	- 20bps
	2011	14.9%	

Comments on Cegedim **Activities**

Revenue amounted to 921.8 million euros in 2012, an incrrease of 1.1% on a reported basis.
The positive impact of acquisitions counterbalanced her negative effect of cessions.

Operating income from continuing operations totaled 90.1 million euros, up 7.4% year-on-year.

The operating margin on continuing operations was 9.8%, compared with 9.2% in 2011.

CRM & strategic data

Sector revenues amounted to 488.1 million euros in 2012, a decline of 4.4% on a reported basis.
Cessions had a negative contribution of 0.8%, while currency fluctuations had a positive impact of 2.7%.
Operating income from continuing operations totaled 32.7 million euros, a decline of 0.9 million euros year-on-year. The operating margin on continuing operations was 6.7%, compared with 6.6% in 2011.

Healthcare professionals

Sector revenues amounted to 282.6 million euros in 2012, up 8.8% on a reported basis. Acquisitions had a positive contribution of 1.7% currency fluctuations had a negative impact of 1.9%.
Operating income from continuing operations totaled 35.2 million euros, an increase of 5.9 million euros year-on-year. The operating margin on continuing operations was 12.4%, compared with 11.3% in 2011.

Insurance and services

Sector revenues amounted to 151.0 million euros in 2012, an increase of 7.1% on a reported basis.

Operating income from continuing operations totaled 22.3 million euros, an increase of 1.3 million euros year-on-year.
The operating margin on continuing operations was 14.7%, compared with 14.9% in 2011.

2012 MILESTONES

First Quarter

Revenue growth of 1.3%, on a reported basis and 0.3% on L-f-L

Second Quarter

Revenue decrease of 3.2%, on a reported basis and 5.2% on L-f-L

EBITDA from continuing operations amounted to €68.3 million compared with €75.4 a year earlier.
€115 million of impairment of goodwill due to adverse changes in activity during H1 2012 in the CRM and strategic data sector, especially in mature countries of American and European zones. Thus, operating income amounts to a loss of €79.4 million.
To adjust its cost structure to keep pace with the trend in sales, the Performance Improvement Program, affecting all areas of expenditure, is extended over the second half of 2012 with a full-year target of savings of around 10 million euros.

April 30: Disposal of Pharmapost, one of France's leading printers of drug information sheets, to the Chesapeake group. Pharmapost, that synergies with the Group was limited, contributed €5.9 million to Group consolidated revenues in 2011; its contribution to consolidated EBITDA was close to zero.

Third Quarter

Revenue growth of 5.3% on a reported basis and 1.4% on L-f-L

July 3: Acquisition of ASP Line, France's fourth-largest publisher of pharmacist software, thus strengthening Cegedim's leadership position in the pharmacy computerization market in France.

September 26: Cegedim received the "Mid Cap Corporate Governance" award, sponsored by L'AGEFI, in recognition of the quality of the transparency and governance practices that the Group has adopted.

Fourth Quarter

Revenue growth of 2.0%, on a reported basis and 0.3% on L-f-L

October 3: Cegedim obtained the consent of its banking partners under the credit facility for additional headroom under its leverage and interest cover financial covenants. This consent signals the continued confidence of our banking partners. Cegedim, was in compliance with its covenants under the credit facility as of June 30, 2012.

Subsequent Events

To the best of the company's knowledge, there have been no other significant events since the closing date.

Cegedim
at a glance in 2012

Americas
Revenue

14%

1,268

EMEA
Revenue

81%

5,901

APAC
Revenue

5%

949

Revenue 921.8 M€

- CRM & strategic data 53%
- Healthcare Professionals 31%
- Insurance & Services 16%

Employees 8,118

- Americas 16%
- EMEA 73%
- APAC 12%

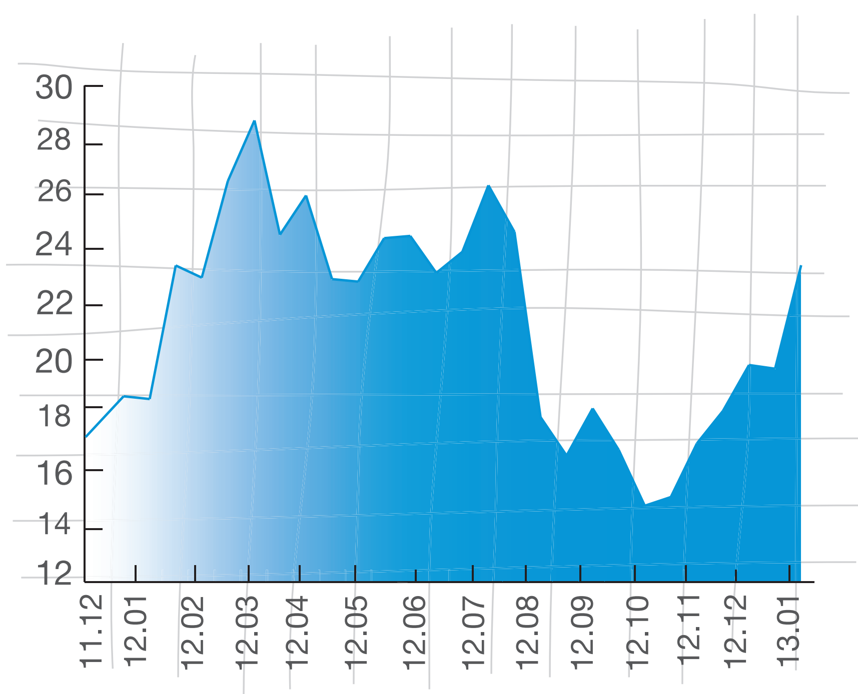
Cegedim
on the Capital Market

Additional financial information

Further information and updates can be viewed on our website: *www.cegedim.com/finance*
➔ menu: profil/actionnariat

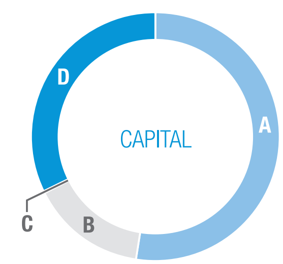
Change in the share price

Our share price increased by 9.4% in 2012

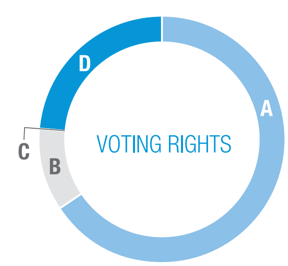


Shareholding structure

as December 31, 2012



A	FCB	52.6%
B	FSI	15.0%
C	Cegedim	0.2%
D	Free float including Alliance Healthcare	32.2%



A	FCB	64.9%
B	FSI	11.2%
C	Cegedim	0.0%
D	Free float including Alliance Healthcare	24.0%

Key share data

In euros	2012	2011	2010	2009	2008
Market capitalization, in millions	260.3	238.0	575.6	804.8	331.3
Number of shares	13,997,173	13,997,173	13,997,173	13,997,173	9,331,449
Share value at year end (€)	18.60	17.00	41.12	57.50	35.50
Yearly high (€)	28.68	49.19	61.95	76.10	78.30
Yearly low (€)	13.43	13.72	40.33	30.00	32.70
Average price (€)	20.44	34.58	51.92	42.48	51.37

clarity simplicity TRANSPARENCY / Policy in respect of financial disclosure

The Cegedim share

Date of IPO	April 1995
Market	NYSE Euronext Paris Compt. B
Code ISIN	FR0000053506
Code Reuters ; code Bloomberg	CGDM.PA ; CGM
Indices	SBF 250 ; CAC IT ; CAC Mid & Small 190 ; CAC Mid 100 ; CAC Technology ; CAC Soft & C.S.
Date of year end	December 31

Market financing

On July 27, 2010, Cegedim issued 300 million euros in bonds maturing in 2015, with a fixed-rate coupon of 7.00% per annum, payable every six month. The bonds are traded on the Luxembourg Stock Exchange under the ISIN code FR0010925172.

Investor contacts

Jan Eryk UMIASTOWSKI
Chief Investment Officer &
Head of Investor Relations

janeryk.umiastowski@cegedim.com
www.cegedim.com/finance
TEL: +33 (0)1 49 09 33 36

Credit rating

Notation Standard & Poor's: B stable

Cegedim is committed to maintaining a high credit rating. Meetings are held regulary between the rating agency and Cegdim's senior management.

Analysts

Fixed income

* **CA Cheuvreux:** Michaël Beucher
* **CM-CIC Securities:** Jean-Pascal Brivady
* **Gilbert Dupont:** Mickael Chane-Du
* **Natixis Securities:** Richard Beaudoux
* **Société Générale:** Patrick Jousseaume

Equity

* **Exane (France):** Benjamin Sabahi
* **Oddo (France):** Carole Braudeau
* **Imperial Capital (US):** Diego Affo
* **Société Générale (UK):** Robert Jaeger
* **BofA Merrill Lynch (UK):** Navann Ty

Public company with share capital of €13 336 506.43 - 127-137 rue d'Aguesseau 92100 Boulogne-Billancourt - France - R.C.S. Nanterre: 350 422 622 - NAF code: 6311 Z - Phone: +33 (0)1 49 09 22 00
Email: investor.relations@cegedim.com - www.cegedim.com/finance

SDR

Sustainable Development Report

Extract of Registration Document

2012

cegedim

EMPLOYMENT, ENVIRONMENTAL, AND SOCIAL INFORMATION

CEGEDIM'S CORE VALUES

Cegedim's values are based on a permanent desire for innovation and the optimization of the quality of products and data which are adapted to the business needs of its clients' markets.

The demands for innovation, quality, and investment for the future are at the heart of the Group's growth strategy and rest on strong values:

- an agile organization conceived to foster innovation and entrepreneurial spirit

  Cegedim Group is organized around Business Units and autonomous companies, led by responsible entrepreneurs who are able to share and promote the technological excellence of products, in sectors with a strong potential for growth.

  For most of its offers, it looks to provide clients with very complete services that require a high level of professional knowledge and specialization. The technical teams accompany the product from the innovation stage up until the production phase. The product development teams have a perfect knowledge of client needs and of the characteristics of the products offered;

- an entrepreneurial culture resolutely focused on client satisfaction

  Cegedim's objective is to provide clients with the added value they require at the right price. Strong reactivity and large adaptability to change are possible thanks to human-sized teams which foster communication, transmission of skills and sharing of experience. Cegedim relies on the performance of these teams, which are reactive and motivated, and benefit from short information circuits and rapid decision making, and a large adaptability to change;

- compliance

  Cegedim's activities implement sensitive data processing, notably in the pharmaceutical field.

  Compliance is the source of Cegedim's credibility in the health sector, notably with respect to confidential client data and anonymity commitments.

  Respect for the regulations in force and strong ethics are the base of Cegedim's development, and contribute in turn to the evolution of each of its guiding principles.

EMPLOYMENT REPORT

1. EMPLOYMENT

Employees

The Cegedim Group's total workforce as of December 31, 2012 was 8,118 employees.

Employees based in France represented 41.2% of the Cegedim Group's total workforce in 2012.

94.5% of employees are employed under open-ended contracts, 97.5% in France and 92.4% abroad.

In 2012, the Cegedim Group hired 1,911 employees. Among them, 1,034 were hired under open-ended contract (37.3% in France) and 685 employees under temporary contracts, (53.1% in France) and 192 joined the Group via acquisitions.

In order to support the company's plans and initiatives, Cegedim:

- hires several hundred employees in France each year, with an ever-increasing effort to promote diversity among the company's employees and to help persons with disabilities enter the workforce;
- employs a large number of interns and young people under work-study contracts;
- recruits employees internationally through its presence in over 80 countries around the world.

The Group hires temporary employees when required to meet its needs.

The breakdown of the workforce by region as of December 31, 2012 is as follows:

	France	EMEA excluding France:	Americas	APAC
% of employees	41.2%	31.5%	15.6%	11.7%

In 2012, based on legally available data* 57.4% of the Group's employees were men, with an average age of 39.0, and 42.6% were women, with an average age of 38.4.

Terminations

In 2012, 2,025 of the Cegedim Group's employees left employment with the company, 827 in France and 1,198 abroad. Reasons for employee departure include: end of temporary contracts, end of open-ended contracts, end of assignment, end of trial period, resignations, contractual termination, or death.

In France, 12.2% were redundancies.

Regarding employee termination procedures in France, 42 lawsuits were filed.

Compensation and evaluations

The Group's compensation policy aims to recognize talent by rewarding both individual and group-wide performance. Nevertheless, individualized compensation plays a larger role.

A fixed and variable compensation policy is in place for certain employees to incentivize high performance. The compensation paid to managers, salespeople, consultants, Project Directors, and certain operational employees includes a variable component. Essentially, this variable compensation is contingent upon meeting annual individual and group targets. These targets are set by upper management and are reviewed each year.

The targets to be met by Managers are determined based on the company's general objectives in terms of growth, profitability, and cash flow for the Group.

Each year, the Cegedim Group's managers meet with each of their team members one-on-one to evaluate them and to discuss the targets that have been set. The evaluation takes place in the first quarter using the internal software tool known as "Evaluadim." An evaluation meeting guide is provided each year to participants to ensure that discussions take place under the best possible conditions.

Semi-annual meetings are held within certain entities of the Group.

End-of-trial-period evaluations are held to discuss the work done by the employee in question.

For senior employees, the Group ensures that meetings be held to discuss the second phase of the employee's career.

As regards the management, the principle duties of the Nominations Committee, which was formed in 2010, are to propose prospective directors and to establish a succession plan for executive corporate officers in the event of an unforeseen vacancy of office. The Committee is composed of three Directors, one of whom is independent. The Nominations Committee met once in 2012.

A Compensation Committee was formed in 2010. Its main duties are to review and make proposals to the Board of Directors on the compensation of Cegedim's Directors, Chairman & CEO and deputy managing director, and to examine the policies on the attribution of free shares and variable compensation. The Committee is composed of three Directors, one of whom is independent. The Compensation Committee met twice in 2012.

Payroll costs

Payroll costs include net salaries, benefits in kind, variable compensation, bonuses and incentives, as well as payroll taxes and contributions to social welfare programs for employees. The fluctuation in these costs over the past three years is as follows:

In thousands of euros	**2012**	**2011**	**2010**
Payroll costs	449,821	442,231	435,579

Employees make up the Group's main resource and represent one of the most significant expenses. Cegedim adapts its wage policy appropriately in order to motivate talent, ensure training and recruiting while maintaining salary costs within a reasonable growth level.

There are social welfare and retirement benefits for employees in all countries where the law requires it, and the Group is working to progressively extend these types of systems to countries where the law does not require it. In this way 99% of Group employees have been offered health insurance.

**: this information is not legally available for Russia and Poland.*

2. WORK ORGANIZATION

Organization of work hours

For employees in France, who represent 41.2% of the Cegedim Group's total workforce, work hours are organized based on an annual total of 216 work days with a contractual work week of 35 hours, in exchange for reduced work hour ("RTT" for "réduction du temps de travail") days. There are 13 RTT days per year.

Employees receive 25 days of paid vacation, plus any paid vacation time for legal holidays or established under company agreements.

The provisions applied for overtime comply with the collective bargaining agreements applied within each entity.

Outside of France, the national regulations governing work hours are observed in each respective country. If there are no regulations, the Cegedim Group applies work hour requirements that are considered reasonable by the Human Resources Department of that region, in consultation with head office.

There were 165 employees working under part-time contracts in France and 229 part-time employees abroad.

Absenteeism was equivalent to 35,006 days in France and 72,095 days abroad. Absenteeism includes absences for sickness, family events (maternity, weddings, etc.), and unexplained absences. Paid leave and reduced work hour days are not included.

Professional relations and collective bargaining agreements

The Cegedim Group works to maintain good relations with its employees and their representatives and fosters regular dialogue between the parties.

In the French subsidiaries and even more so in the Group as a whole, there are a very large number of collective bargaining agreements in place. It is not possible to provide a detailed list of all of them. The Group objectively and regularly evaluates the collective bargaining agreements in place, and local management believes that the results are positive overall. In France, the Group signed the 35-hour workweek agreement (see the section entitled "Organization of work hours" above). Furthermore, a profit-sharing plan is regularly negotiated.

Within the French entities, and even more so in the Group as a whole, there are employee representatives, Works Committees and a Central Works Committee elected under legal frameworks. The topics covered in employee-employer discussions are not always the same from entity to entity, but major topics, such as work hours, health and safety, wages, and training, are recurring themes.

In addition, two members of the Works Committee are members of the Board of Directors.

In every country, the Group upholds its obligations, in terms of frequency, procedure, and topics, to hold meetings with various bodies regarding employee well-being within the company (organization, scheduling, safety, health, resignations, etc.).

Works Committee

Pursuant to the provisions of Article L. 432-4 of the French Labor Code, it should be noted that the Works Committee has no comments regarding the social and economic situation of the Company in 2012.

In 2012, the Central Works Committee met 12 times.

Information and communication

Within the company, information is disseminated via the following communication tools:

- an intranet;
- an internal newsletter;
- Intranet news messages for employees;
- a report, at least once per year, on the Group's performance and highlights, presented by the Deputy Managing Director in person, for employees based in the greater Paris region, or distributed via internal tools for the rest of the Group;
- various other initiatives have been launched locally within different Group entities;
- individual interviews.

Other initiatives are in the development stage.

Health and safety

In France, health and safety conditions are addressed during meetings of the Health, Safety, and Working Conditions Committee. These meetings are held regularly in the Group's various entities.

Cegedim's bylaws and various actions carried out in 2012 made it possible to improve personal safety and working conditions among employees, during their trips to visit customers, for example.

As a result, in France in 2012 there were 69 workplace accidents that forced employees to take leave from work, including 44 accidents during work-related travel. Such accidents did not affect temporary personnel or service providers. These accidents did not result in any case of permanent disability.

A single case of an occupational disease was declared to the French social security system in 2012. This occupational disease was neither recurrent nor contagious in nature. In general, the Group considers the situation regarding agreements relating to health and safety at work to be satisfactory.

Outside of France, the Group adheres to any local regulations in relation to health and safety conditions.

Training

Training, which gives employees a foundation on which the build their skills and maximize their potential, is a cornerstone of the Cegedim strategy. The Group works to help employees define and achieve their personal development goals. Requests for training may be expressed during the annual evaluation meeting or at any other time. Requests may be placed through a central management system for employees connected to the Group Intranet, which also allows them to consult their individual right to training in real time.

For the year 2012, 1% of the Cegedim Group's payroll was allocated to training, representing a total budget of 3,302 thousand euros. This amount went primarily toward outside training hours. Internal training was also organized for the employees of the Group.

1,547 Group employees received training within the company. This training represents a total of 31,268 hours.

Training costs are paid directly by each entity of the Cegedim Group or paid for by bodies depending on the payments made.

Gender equality at the workplace

The Group does not discriminate when hiring and assigning positions. Job offers provide wages without discrimination; raises depend on criteria linked to the performance and experience of each worker.

Any employee who is the victim of or is a witness to discrimination has various means of reporting it, most notably through the Group's Ethics Committee or any staff authority who will act in a totally independent manner.

A mentoring system to support new employees is provided by the Group's senior staff, senior in terms of both age and seniority.

Employment of workers with disabilities

The Cegedim Group works to provide employment opportunities to workers with disabilities and to prevent discrimination. The Group is making efforts to improve access to buildings for handicapped people. Furthermore, in France, special five-day paid leave is offered to employees with disabilities to allow them to take care of their medical needs. A parking space is also automatically provided to them when the premises have such facilities.

In France in 2012, 47 handicapped persons recognized as such by the COTOREP, were declared as applicable under the contribution program for workers with disabilities.

Outside of France, the Group enforces the regulations in force with regard to the employment of people with disabilities and, in general, works to combat any form of discrimination.

Ethical charter and Ethics Committee

In March 2011, an ethical charter was drawn up to remind employees of the Group's objectives in the areas of sustainable development and social equity, with respect to its employees and the communities with which the Group interacts. Rules for proper conduct were developed based on this charter. These rules make up the core of the standards and responsibilities that the Group wishes to emphasize. This charter is provided to each Cegedim employee and to every new hire. When employees receive it, they pledge to be ever mindful of Cegedim's values and to strictly adhere to the code of ethics.

The Cegedim Group's management is responsible for ensuring compliance with the values and principles set forth in the ethical charter with respect to its customers and employees. It is aided in this endeavor by an independent Ethics Committee. Since 2011, this committee has been made up of three members: one staff representative (the secretary of the Works Committee of the Boulogne-Billancourt Social and Economic Unit in France), the Managing Director of Cegedim, and the Human Resources Director of Cegedim. Requests may be sent directly by mail to the members of the Ethics Committee or to a committee-specific email address.

Our code of ethics seeks to:

- apply the laws and regulations in force in the countries where the Group does business to all relevant areas;
- ensure to conduct business in a way that has a positive impact on each country in which we operate;
- put the men and women of Cegedim at the core of the Group's development strategy and offer all employees the opportunity to put their full operational and intellectual potential to use;
- apply the 12 commitments set forth in the "Cegedim Compact":
  1. eliminate all forms of forced or mandatory labor,
  2. prohibit the employment of children under the age of 15 to the exclusion of training,
  3. eliminate all discrimination in the areas of employment and professional occupation,
  4. promote individual success,
  5. ensure a favorable working environment on all sites,
  6. promote local employment and respect the laws in effect,
  7. undertake initiatives to promote greater environmental responsibility,
  8. act against corruption in all forms,
  9. ensure the safety of property belonging to the Group and its clients,
  10. ensure the confidentiality of client information,
  11. respect the laws in effect governing the protection of personal data worldwide,
  12. reduce travel;
- conduct business in accordance with the highest standards of honesty, integrity, and fairness in every country served by the Group;
- give vendors, partners, and sub-contractors the chance to succeed, in keeping with the spirit of fair competition as well as a spirit of collaboration, partnership, and mutual benefit;
- communicate information openly and transparently with shareholders, stakeholders, and the financial community, while ensuring that the information provided to them is relevant.

As part of their duties, the men and women of Cegedim strive to follow the following rules of conduct:

- protect the confidentiality of the information and data to which they have access as part of their job;
- ensure that any gifts and invitations received or offered are merely symbolic in nature and that they do not violate acceptable use policies, any relevant regulations, or ethics in general;
- use the equipment and office supplies made available to perform their duties with respect for the Group's interests;
- express themselves on behalf of the Cegedim Group, such as to journalists and analysts, in strict compliance with the Group's communication rules;
- ensure that there is no confusion between personal opinions and interests and the interests of the Cegedim Group;
- notify supervisors of potential conflicts of interests or circumstances that could possibly be seen as influencing one's judgment or behavior;
- refrain from holding any position or job or from holding a financial interest in an organization that is a competitor, customer, vendor, or business partner of the Cegedim Group, if the duties performed allow one to have an influence on the relationship, unless the interest is acquired through the purchase of listed securities as part of the management of a portfolio of securities and in compliance with the rules prohibiting the use of insider information;
- refrain from selling, transferring, or assigning any property belonging to the Cegedim Group without the proper authorizations and documentation;
- protect the confidential information and data to which any employee may have access as part of his or her job, by using such information strictly for his or her professional duties and by upholding the commitment to keep such information confidential with regard to third parties.

ENVIRONMENTAL REPORT

In keeping with the code of ethics described above, the Cegedim Group works to protect the environment. Nevertheless, it should be mentioned that the Group's activities do not, by nature, generate pollution, since the Group's products are essentially intangible. Cegedim relies first and foremost on its human capital, as it provides service activities that do not directly require the use of industrial processes or raw materials. Nevertheless, the Group is careful to follow best practices and to promote processes that minimize its impact on the environment, especially as regards the day-to-day organization of work activities.

Actions taken to protect the environment

The Cegedim Group's sustainable development program, the "Cegedim Compact", was launched on the initiative of Group Management and is inspired by the United Nations' "Global Compact".

In most countries, Cegedim promotes and deploys actions regarding the items that have a large impact on the environment throughout the entire Group.

- By consolidating and virtualizing servers, the company is able to streamline the use of this type of equipment while reducing the electricity necessary to operate and maintain them.
- The company has been making a special effort to reduce work-related travel. This item represents a large expense, as well as a large source of emissions. The Group clearly encourages employees to cut back on their travel and to use alternative solutions while maintaining the quality of the services offered to customers. Announced by the Chairman, this encouragement to reduce travel is circulated on the Group's Internet site. In addition, each new employee is made aware of the "Cegedim Compact".
- Reducing the number of printed documents is another goal. On a day-to-day basis, teams are encouraged to consider whether or not they truly need to print out their work or whether there are simple alternatives at their disposal (e.g., projecting information for a meeting on a screen rather than printing it out, only printing out emails when necessary, etc.). There are less and less individual printers being used among employees, who instead send their documents to a shared printing station. This limits printouts made simply out of convenience and helps to save consumables by encouraging black-and-white printing over color printouts.

Other actions revolve around more responsible individual behaviors and on various initiatives by local teams in charge of general services.

- Ink cartridges are recycled throughout almost the entire group, and the recycling of paper is increasing within many subsidiaries.
- The purchase of green office supplies is encouraged when the price-to-quality ratio is reasonable ("Ecolabel" recycled paper or paper from sustainably managed plantations), especially for certain initiatives requiring mass printouts. For example, since 2007, the Group's Registration Document has been published on 100%-recycled, European Ecolabel-certified paper.
- Simple ways to reduce energy spending have been implemented on a case-by-case basis, such as systematically turning off lights and air conditioning in the offices after a certain time, encouraging car-pooling, etc. In the US, for instance, the Group participates in a local program for those who drive to work (New Jersey Community Program for Ridewise). Through this program, Cegedim offers employees parking spaces in exchange for car-pooling or the use of cleaner fuels. The Company also provides showers for employees who come to work by bike. In reward for all of these actions, in 2012 Cegedim was granted a gold medal by the New Jersey Community Program.

Prevention of environmental risks

As a service provider, the Cegedim Group does not have insurance to specifically protect it against environmental risks. However, the Group does benefit from an accidental pollution clause under its civil liability insurance policies.

In addition, given the non-polluting nature of its activities, the Group has not set aside provisions for environmental risks.

Environmental impact, in numbers

Given their essentially intangible nature, the activities of the Cegedim group have no significant environmental impact.

- Regarding reducing printing, since 2007, the Group has promoted electronic dissemination of the information it is required to provide under French regulations. Furthermore, the Group has cut the number of printed copies of its Registration Documents by almost 65% between 2010 and 2012.
- Regarding the management of work-related travel, the Group has begun to measure the number of business trips taken by its personnel and to monitor the impact of CO_2 emissions in the six main countries where it is established. More generally, throughout the Group as a whole, recommendations have been circulated to encourage limiting travel and using less polluting alternatives, without sacrificing the quality of the services offered to customers.

- for over thirty years, Cegedim has designed, built and run its data centers and technological platforms with a view to optimizing energy efficiency, in order to respond to both the economic demands of a highly competitive market and the objectives of sustainable development.

These global data centers (Europe, Americas and Asia) have incorporated the environmental, energy and economic constraints of each country in which they are based, integrating them throughout their design, setup and operational stages.

These constraints are integrated into every dimension of information systems hosting:

a/ Technology

Every technological decision is made according to certain energy criteria, expressed in terms of specific indicators: (i) the actual consumption of a service rendered by each piece of equipment: network switch, router and server; and (ii) the environmental impact of technologies used: manufacturers' commitment to sustainable development, recyclability of equipment.

Large-scale virtualization has led to significant reductions in electricity consumption by our Hosting Centers, coupled with an improved level of service quality in terms of availability and performance.

b/ Energy-regulation efficiency

Very high-output inverters have encouraged lower consumption of energy and greater efficiency of generators, the use of which has fallen considerably compared to the previous decade.

Air-conditioning systems (accounting for 30% of energy consumption) have been optimized:

- Freecooling maximizes air-conditioning output in cold seasons;
- Channeling treated air flows optimizes heat collection;
- Adjusting server working temperatures promotes greater energy efficiency;
- Heat recycling facilitates office heating.

c/ Consumption control

Embedded energy meters in active and environmental air treatment equipment measure data centers' energy efficiency.

Processing capacity modulation is available according to the needs of digital resources:

- Dynamic allocation of resources through virtualization technology;
- Deactivation of arithmetic units during periods of low activity.
- The Group's carbon footprint regarding greenhouse gas is measured in terms of CO2 emissions and the electricity consumption necessary to carry out its business activities.

  The figures below indicate the yearly CO^2 emissions in kilograms and the annual electricity use in kWh of our six main countries (France, the UK, Germany, Spain, the US and Singapore, the Cegedim Group's headquarters of American and Asian business activities respectively). In 2012, these six countries encompassed 66% of the Group's total employees, 83% of the Group's consolidated revenue, and 77% of the Group's consolidated EBIT:

The consolidation and virtualization of servers.

- The Group's carbon footprint regarding greenhouse gas is measured in terms of CO2 emissions and the electricity consumption necessary to carry out its business activities.

  The figures below indicate the yearly CO^2 emissions in kilograms and the annual electricity use in kWh of our six main countries (France, the UK, Germany, Spain, the US and Singapore, the Cegedim Group's headquarters of American and Asian business activities respectively). In 2012, these six countries encompassed 66% of the Group's total employees, 83% of the Group's consolidated revenue, and 77% of the Group's consolidated EBIT:

Annual CO_2 emissions *(in kg)*	Annual electricity use *(in kWh)*
2,231,592	31,922,022

One relevant initiative should be noted. Since September 8, 2009, Cegedim's US headquarters in Bedminster, New Jersey have been powered entirely by "green" power from renewable energy resources, i.e., energy from non-fossil fuel, non-nuclear natural resources. These sources include hydroelectricity and power generated by the wind, the sun, the rain, or the tides. The use of green power at our Bedminster site is a testament to our long-term commitment to the environment, in accordance with the Cegedim Compact.

Given its activity as a service provider, the Group does not have any water consumption needs other than those for its normal day-to-day needs.

SUSTAINABLE DEVELOPMENT

As part of its international expansion, Cegedim is naturally involved in sustainable development, which puts human capital and, particularly, social equity for its employees as well as its communities, at the forefront of the Group's concerns.

Impact on regional employment and development

Cegedim consistently bears in mind the regional impact of its activities, in terms of both employment and development.

Present in 80 countries, the Group gives priority to local hires, thus boosting the local economy.

An international mobility policy is also applied to the Group's employees. Centrally managed, this policy ensures that employees are able to retain their health and pension benefits and offers the necessary return and repatriation provisions.

In December 2011, Cegedim made a promise to FSI to prioritize three goals for progress:

- take the full scope of the company into consideration, treating human resources as the company's most valuable asset;
- put a greater focus on people;
- continue efforts to support transparent, effective governance.

Employment policy

In 2012, Cegedim's employment policy supported the Group's business activities. The job market was very tight this year.

The Group hired 1,911 employees, mainly employed under openended contracts and managerial personnel, or the equivalent abroad.

Expertise and potential for advancement are top priorities when hiring employees. The people hired as Managers all have advanced degrees. Most employees have a scientific or business-oriented educational background.

New employees, who are mostly employed under open-ended contracts, or the equivalent abroad, are typically hired locally.

The Group gives preference to the hiring of young graduates under apprenticeship contracts thanks to partnerships with schools and universities in India, France, Belgium, and Germany, among others.

For instance, in 2012, Cegedim created a promotional film in France with the ESGI School of Computer Science to promote work-study programs and employment opportunities for students in the business world.

Sub-contracting and supplier relations

In 2012, sub-contracting represented 61,544 person-days in France and 91,466 abroad.

This amount pertains to external vendors of the Cegedim Group.

For sub-contracting in France, agreements are centralized. In other countries, it is a local responsibility. Off-shore sub-contracting is insourced. For example, the Group has created its own sub-contracted IT subsidiaries in India and Morocco.

The Group works with vendors who apply responsible practices and strives to apply the same treatment to the employees of external subcontractors as to Group employees.

General commitments regarding consumer health and safety

The Group is fully aware of the fact that it operates in a sensitive sector, that of life science industries, and it ensures the anonymization of health data, secure hosting and the carrying out of studies in line with standards that are regularly audited by clients.

Career management

As an international service provider, Cegedim encourages its employees to work as a group-wide team and to collaborate with teams in other geographic regions. The Group aims to consistently provide high quality services to its international customers, wherever they are based. For Cegedim, opportunities for internal promotion and geographic transfers allow employees to broaden their skills and their business knowledge and help the Group to guarantee the transfer of knowledge among entities.

As a major proponent of the "win-win" principle, the Cegedim Group seeks to create an environment in which its employees are able to fully develop their talents while actively contributing to the company's performance. The diversity of business activities and the international presence of Cegedim in 80 countries give employees opportunities to enrich their skills and personal experience with a view to taking on new responsibilities. The Group applies an ambitious HR policy for training and internal mobility and uses professional advancement as a tool to motivate employees and drive success.

To this end, an international mobility department serves managers, salespeople, and technicians to manage their requests for international placement (generally on assignments lasting three years), for transfer, or for short-term assignments from France abroad, from abroad to France, or between different locations outside of France. The Cegedim Group offers its employees international assignments both from France abroad and from abroad to France.

Philanthropy

The Cegedim Group commits to developing initiatives to support social causes around the world.

On a very wide scale grants are given to employees as part of their extra-professional activities.

Various actions have been undertaken in connection with the holidays at the end of the year (gift vouchers, Christmas tree, etc.) and for other important events.

Other initiatives are organized at the discretion of Group subsidiaries. For example, the Aguesseau art gallery, located at the Group's headquarters, regularly exhibits and promotes young local artists. The artwork is visible from the building's exterior. In 2012, the works of seven artists were shown there, of which three are residents of Boulogne Billancourt, near the Group's headquarters.

GOING FURTHER

Awards

In 2011 and 2012, Cegedim received the following awards for its corporate social responsibility program:

- *grand prix de la transparence* (first prize for transparency) in the SBF 250 category, which recognizes best practices in the area of regulated financial information. This prize is awarded to French publicly traded companies with top-notch financial reporting systems in a contest where the number of regulatory requirements and players in the financial markets continues to multiply. Companies are ranked by a scientific committee made up of representatives from key financial players and opinion leaders in the field of financial reporting in France (such as the AMF);
- *trophée leader de la finance* (financial leadership trophy) in 2011 "Financial Management: services sector". Cegedim was recognized for its strong revenue growth over recent years with excellent support from its Finance Department, its development and rapid improvement of monitoring tools, its strategic acquisitions in the US, and the quality of its work with respect to its Audit Committee. This trophy was awarded in the presence of over 400 Financial and General Managers, business bankers, French and international investment bank executives, financial experts, and members of the financial press;
- first prize in 2012 from financial newspaper AGEFI for "mid-cap corporate governance", an award that distinguishes stock issuers that demonstrate the level of excellence demanded by investors in the areas of both transparency and corporate governance: operations of corporate bodies, composition of the board, organization of General Shareholders' Meetings, corporate social responsibility, risk management, transparency in reporting, etc. This prize is awarded based on the results of a perception survey conducted among finance professionals. Its methodology is qualified and approved by a steering committee responsible for its integrity and for ensuring that it meets the expectations of industry players.

Participation in sustainable development panels

- GAIA: SRI index for stocks listed on the Paris stock exchange.
- Monitored by the SRI fund.

Certifications

The Group currently has the following certifications:

- ISAE3402 and SSAE16 for data and application hosting services for all business units, by the Director of Information Systems (audit report issued in December 2012);
- ISO 9001 for the datacenter and support services in Chesapeake, US (renewed in 2008, probably to be discontinued in 2013 for IT, as it will be replaced by SSAE16);
- ISO 27001 for the security of the GSC based in Bangalore, India (renewed in 2009);
- ISO 27001 for Cegedim Rx, UK;
- ISO 9001 for Resip in Boulogne/Mer, France (renewed in 2008);
- ISO 9001 for Amix in Montargis, France (renewed in 2008);
- ISO 9001 and ISO 13485 for RM Informatique in Rodez, France (2008);
- ISO 9001 for iGestion , a subsidiary of Cegedim Activ, France.

Useful links

- Cegedim sustainable development website: http://www.cegedim.fr/groupe/Developpement-durable/Pages/default.aspx

Group Ethics Committee: http://www.cegedim.fr/groupe/Developpement-durable/Pages/default.aspx

- Group Ethical Charter: http://www.cegedim.fr/groupe/Developpement-durable/Pages/default.aspx
- Group Business Conduct Charter: http://www.cegedim.fr/groupe/Developpement-durable/Pages/default.aspx
- Group Non-Discrimination Charter: http://www.cegedim.fr/groupe/Developpement-durable/Pages/default.aspx

METHODOLOGICAL NOTE

Scope of consolidation

The information contained in the present report concerns the whole Cegedim Group, that is to say the parent company and all its subsidiaries consolidated using the full consolidation method, unless a different scope is expressly stipulated.

In general terms, for this first edition, the comments are more detailed and the illustrations more numerous for the French companies, which represent 41.2% of the total Group workforce.

The figures relating to employment information are consolidated for all companies worldwide that are fully consolidated in the scope of consolidation, i.e.143 companies.

The figures relating to the environmental report (notably CO^2 emissions and electricity consumption in kilowatt hours) concern all the Group's subsidiaries present in the six countries considered to be the most representative for these indicators, that is, France, the UK, Spain and Germany, as well as the US and Singapore, the head offices of the business activities based in America and Asia respectively . The workforce of these countries represent 66% of the Group's workforce.

Information sources

In order to ensure the homogeneity and reliability of the indicators monitored in all its entities, the Group has developed common employment and environmental reporting tools. These are accompanied by methodological instructions and definitions that ensure the clarity of the questions asked and guarantee the comparability of the responses.

The collection of employment figures has been carried out by the HR Teams worldwide database, developed by the Group. This database enables workforce data as well as other employment information to be monitored in each country. It meets the security and confidentiality requirements and, more generally, the legal constraints specific to each country, which are systematically respected for data collection and processing.

It is updated on a daily basis by the Human Resources teams in the different regions around the world.

The other quantitative data has been collected by means of a questionnaire that is included in the annual consolidation package and is completed by each of the consolidated subsidiaries. Data relating to external suppliers is also used, notably statistics from travel agencies relating to CO_2 emissions or invoices and annual records prepared by energy suppliers relating to the energy consumption expressed in kilowatt hours.

The qualitative information contained in this report results from interviews with the managers responsible for the matters dealt with, either at Group headquarters or in the Group subsidiaries (notably in the Human Resources, IT, Quality and Finance Departments).

Most of these declarations have been corroborated by a survey sent to each country where the Group is established and completed under the responsibility of the local financial director. This survey, which is integrated in the consolidation software that follows a different procedure from the annual consolidation package, can be completed, on the basis of one survey per country, from the beginning of the fourth quarter until the closing of the annual financial statements. It aims to test the knowledge and application of the main measures contained in the Cegedim Compact Charters.

Reporting period

The information contained in this report covers a period of 12 months, from January 2012 to December 2012. The exception is that a 12-month rolling calendar may have been used exclusively for the energy consumption indicator, with a maximum difference of two months with regard to the previous fiscal year.

Methodological precisions and limits

The methodologies relating to certain indicators can be limited by the following:

- the absence of definitions that are recognized at a national and/or international level (for example, concerning the different types of employment contracts);
- the need to make estimations, the representativity of the measurements carried out or the limited availability of the external data necessary to make calculations;
- practical or legal methods for collecting and inputting data (for example, storing information regarding the age or gender of employees may be prohibited).

The reporting scope and coverage of the measurements relating to certain indicators have, if necessary, been adapted. This is indicated in the report, notably:

- information pertaining to the calculation of the rates of frequency and severity of work accidents could not be collected across the Group. The number of work accidents is nonetheless provided;
- CO_2 emissions only concern emissions from work-related travel by plane in the 2012 calendar year in the six countries listed previously;
- electricity consumption in kWh covers all the establishments for which the data is available in the same six countries. Certain premises have been excluded since bills are included in the rent, but these cases are minimal. The Group considers that these omissions do not significantly affect the published information.

- in view of the low polluting nature of its activities, recycling prevention and waste elimination measures do not apply to the Group. Nonetheless, actions in favor of responsible environmental practices are being taken, and are detailed in the “actions in favor of the environment” section.

The Group intends to expand the scope of these indicators to a greater number of countries and to other sources of emissions.

Non-applicable indicators

Considering the Group’s activities, the following indicators are not considered to be applicable:

- Resources set aside for the prevention of environmental risks and pollution
- Measures to prevent, reduce or repair air, water or soil pollution having a serious effect on the environment
- The consideration of noise pollution and all other forms of pollution specific to an activity
- The water supply in accordance with local constraints
- The consumption of raw materials and the measures taken to improve efficiency in their use
- Land use
- The measures taken to preserve or develop biodiversity
- Adapting to the consequences of climate change
- Other actions undertaken in favor of human rights

Consolidation and internal controls

The data is consolidated under the responsibility of the Human Resources and Finance Departments at the headquarters of the consolidating entity.

A preliminary validation of the data is carried out by the persons responsible for its collection. Coherence checks on the data are then carried out by the Human Resources and Finance Departments when consolidation takes place. These checks include comparisons with the data from previous fiscal years, with any differences considered to be significant being systematically analyzed. They also include the investigation of atypical ratios when data can be related to the workforce, to an activity or to another relevant indicator that enable a comparison between entities to be made.

External controls

In order to obtain an external opinion on the reliability of the data and the robustness of the reporting process, the Auditors of Cegedim SA have been asked to carry out specific checks on certain information contained in the report considered to be key indicators of the Group’s Employment and Environmental policy. It covers the workforce, CO_2 emissions, consumption in kWh. The Auditors’ assurance report detailing the work carried out together with their comments and conclusions is included in the Group’s Registration Document.

Public company with share capital of €13 336 506.43 - 127-137 rue d'Aguesseau 92100 Boulogne-Billancourt - France - R.C.S. Nanterre: 350 422 622 - NAF code: 6311 Z - Phone: +33 (0)1 49 09 22 00
Email: investor.relations@cegedim.com - www.cegedim.com/finance

Finance

Extract of Registration Document.

2012

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PERSONS RESPONSIBLE

1.1 NAME AND TITLE OF THE PERSON RESPONSIBLE FOR THE REGISTRATION DOCUMENT

Jean-Claude Labrune

Chairman & CEO

Cegedim SA

1.2 STATEMENT OF THE PERSON RESPONSIBLE FOR THE REGISTRATION DOCUMENT

I certify, after having taken all reasonable steps to this end, that to my knowledge, the information contained in this Registration Document is consistent with reality and does not comprise any omissions likely to alter its scope.

I hereby certify that, to the best of my knowledge, the financial statements have been established in accordance with applicable accounting standards and give a true and fair view of the assets, financial position and earnings of the Company and all of the companies included in the consolidation scope. I hereby certify that, to the best of my knowledge, the items of the Corporate Management Report present a true image of the change in business, earnings and financial position of the Company and of all the companies included in the scope of consolidation as well as a description of the main risks and uncertainties that they are faced with.

I received a final letter from the legal Auditors indicating that they had audited the information regarding the financial position and the information given in this Registration Document and that they had read the entire Registration Document.

The Auditors' report on the annual financial statements for fiscal year 2012, which appears in chapter 20.3.1 of the present Registration Document, contains the following comments: "without qualifying our opinion, we wish to draw your attention to the note 1 "Characteristics of the 2012 fiscal year - Cegedim USA share depreciation" and note 2 "Accounting rules and methods, paragraph C Equity investments and other investments" which described the purpose of the depreciation".

The Auditors' report on the annual consolidated financial statements for fiscal year 2012, which appears in chapter 20.3.2 of the present Registration Document, contains the following comments: "without qualifying our opinion, we wish to draw your attention to note 7 "Goodwill on acquisition", which states, among other, the circumstances in which the CRM and strategic data goodwill depreciation was accounted as at June 30, 2012.

The Auditors' report on the annual consolidated financial statements for fiscal year 2011, which appears in the Registration Document filed with the Autorité des Marchés Financiers on April 6, 2012 under the number D.12-0301, contains the following comments: "without qualifying our opinion, we wish to draw your attention to the accounting principles and methods paragraph, Retirement benefits, and note 13, Retirement commitments, which explain the change in accounting method made during the fiscal year in relation to the application of the option offered by IAS 19 (revised), as well as note 7, Goodwill, which states that the difficult economic environment in which the Group operated in 2011 has been factored into the assumptions and business plans underlying the impairment tests for goodwill. Moreover, the Group's management emphasizes that there will be no lasting or long-term impact on forecasts for the CRM sector and strategic data".

The Auditors' report on the annual financial statements for fiscal year 2011, which appear in the Registration Document filed with the Autorité des Marchés Financiers on April 6, 2012 under the number D.12-0301, contains the following comments: "without qualifying our opinion, we wish to draw your attention to paragraph C, Investments and other securities, of note 2 (Accounting policies) of the notes to the financial statements, which stated that the difficult economic environment in which the Group operated in 2011 has been factored into the assumptions and business plans underlying the valuation of equity investments. Moreover, the Group's management emphasizes that there will be no lasting or long-term impact on forecasts for the CRM and strategic data sector".

The Auditors' report on the annual consolidated financial statements for fiscal year 2010, which appear in the Registration Document filed with the Autorité des Marchés Financiers on April 21, 2011 under the number D.11-0351, contains the following comments: "without qualifying our opinion, we wish to draw your attention to the Accounting standards note in the notes to the consolidated financial statements, which details the methods of presenting the consolidated financial statements and new obligatory standards, as well as note 3, Intangible assets, which specifically details the circumstances concerning impairment reporting of the Dendrite brand as of December 31, 2010".

The Auditors' report concerning the statutory financial statements for fiscal year 2010 (which appear in the Registration Document filed with the "Autorité des Marchés Financiers" on April 21, 2011 under the number D.11-0351) does not contain any comments.

Drawn up in Boulogne-Billancourt, on March 5, 2013.

Jean-Claude Labrune

Chairman & CEO

Cegedim SA

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STATUTORY AUDITORS FOR THE PERIOD COVERED BY THE HISTORICAL FINANCIAL INFORMATION

2.1 PERMANENT AUDITORS

Cabinet Mazars
represented by Mr. Jérôme de Pastors
Exaltis, 61, rue Henri Regnault – 92400 Courbevoie

Renewal during the 2007 General Meeting approving the 2006 financial statements for a term of six years until the 2013 General Meeting approving the 2012 financial statements.

Cabinet Grant Thornton represented by Ms Solange Aïache
100, rue de Courcelles – 75017 Paris

Renewal during the 2007 General Meeting approving the 2006 financial statements for a term of six years until the 2013 General Meeting approving the 2012 financial statements.

2.2 ALTERNATE AUDITORS

Mr. Thierry Colin
Exaltis, 61, rue Henri Regnault – 92400 Courbevoie

Renewal during the 2007 General Meeting approving the 2006 financial statements for a term of six years until the 2013 General Meeting approving the 2012 financial statements.

IGEC – Institut de Gestion et d'Expertise Comptable represented by Mr. Victor Amselem
3, rue Léon Jost – 75017 Paris

Renewal during the 2007 General Meeting approving the 2006 financial statements for a term of six years until the 2013 General Meeting approving the 2012 financial statements.

2.3 AUDITORS' FEES

The fees paid to each Auditor in 2012 and 2011 are set out in chapter 20.1.2.3 of this Registration Document.

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SELECTED FINANCIAL INFORMATION

The selected consolidated financial information presented below was prepared in accordance with the International Financial Reporting Standards (IFRS) as adopted by the European Union, unless otherwise indicated.

In millions of euros (except for per share data)	12/31/2012	12/31/2011	12/31/2010
Revenue	922	911	927
Operating income from recurring operations	90	84	108
Net earnings	(85)	33	(16)
Profit (loss) for the period attributable to the owners of the parent	(85)	33	(16)
Number of shares outstanding	13,997,173	13,997,173	13,997,173
Average number of shares excluding treasury shares	13,964,700	13,955,940	13,965,092
Earnings per share *(in euros)*	(6.1)	2.3	(1.2)
Net current earnings per share *(in euros)*	2.7	2.8	4.1

In millions of euros	12/31/2012	12/31/2011	12/31/2010
Total balance sheet	1 288	1,393	1,377
Goodwill on acquisition	614	725	711
Net financial debt	476	453	462
Shareholders' equity, Group share	425	516	480
Cash flow	89	96	150

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RISK FACTORS

The Group's activities remain subject to the usual risks inherent in engaging in its trades as well as political and geopolitical risks arising from its international presence for most of its activities and unexpected instances of force majeure. These risks as well as others of which it is not yet aware or which it considers to be insignificant to date could have a negative impact on its activity and results. After examination of these risks, the Group does not believe that it is exposed to any significant risks, apart from those described below.

In order to understand how the Group evaluates risks and what procedures are in place to monitor risk control, it is also necessary to consult the report prepared by the Chairman of the Board on the preparation and organization of the Board's work and on internal control, both of which are attached to this Registration Document.

4.1 MARKET RISK

4.1.1 INTEREST RATES RISK

To limit the effects of rising interest rates on its financial expenses, the Group has decided to implement a risk hedging policy to protect a maximum annual finance rate for the term of the loans. Only Cegedim SA has hedged borrowing, when necessary. Interest rate hedges are monitored centrally so allowing the Group's overall interest rate risk exposure to be measured and the market instruments used under hedging strategies in place to be perfectly controlled.

The Group hedges interest rate risk on the basis of both current debt and probable future debt levels, namely accounting for changes in the use of its revolver lines of credit. Depending on the position to be managed and the benchmark rate upheld, a hedging strategy is implemented. The aim of such a strategy is to protect the benchmark rate and leverage, at least in part, on any positive changes. These hedging strategies mainly involve futures or forwards derivatives and options derivatives. There is no guarantee as to the Group's capacity to effectively hedge itself against interest rate risks.

In July 2010, Cegedim SA issued a 300 million euros 5-year bond redeemable in July 2015 with a 7% semi-annual coupon. The bond is listed on the Luxembourg stock exchange and its ISIN code is FR0010925172. In 2011, following an active management of its debt, 300 millions euros initial nominal was brought back to 280 million euros. The amount outstanding at December 31, 2012 was 280 million euros.

In June 2011, the Group established a 5-year bank credit of 200 million euros as a term loan, with variable rate, with semi-annual principal repayments of 20 million euros. Cegedim also established a revolving credit in the notional amount of 80 million euros, non-reducible and payable in 5 years.

In May 2007, FCB granted a loan to Cegedim SA for 50,000 thousand euros. When Cegedim increased its capital in December 2009, FCB subscribed for an amount of 4,906 thousand euros by an extinguishment of debt that resulted in a decrease in the debt from 50,000 thousand euros to 45,094 thousand euros. On September 21, 2011, an agreement between FCB and Cegedim was signed, under the same financial conditions, to extend the loan until June 10, 2016. The loan has interests with rate described earlier + 200 bps.

The interest rate on the term loan and the revolving credit is equal to the Euribor for the relevant drawn-down period plus a margin set half-yearly as a function of the ratio of net financial debt to current EBITDA.

Net financial debt in the calculation does not include employee profit-sharing debt or FCB's shareholder loan to Cegedim SA.

The margin may vary within a range of 250 to 375 basis points on the term loan and 225 to 325 basis points on the revolving credit. The margin applied in the second half of 2012 was 325 basis points on the term loan and 300 basis points on the revolving credit. There is a non-use fee of 40% of the margin on the revolving credit, and a use fee of 25 basis points applies if the amount drawn down exceeds 50% of the total amount of the revolving credit.

At December 31, 2012, the financing breaks down as follows:

- 140 million euros bank loan ;
- 30 million euros used on the revolving ;
- 45.1 million euros of shareholder loan to FCB ;
- 280 millions euros bond.

Repayment of Borrowings

Period	Bank loan *(in euros)*	Bonds *(in euros)*	Shareholder loan *(in euros)*
December 31, 2011	20,000,000	-	-
June 30, 2012	20,000,000	-	-
December 31, 2012	20,000,000	-	-
June 30, 2013	20,000,000	-	-
December 31, 2013	20,000,000	-	-
June 30, 2014	20,000,000	-	-
December 31, 2014	20,000,000	-	-
June 30, 2015	20,000,000	-	-
July 21, 2015	-	280,000,000	-
December 31, 2015	20,000,000	-	-
June 30, 2016	20,000,000	-	45,093,726

Description of Hedges put in place by the Group

The euro debt's exposure to variations in the euro rate is partially hedged. The notional amount hedged is 105,597 thousand euros for a euro debt of 211,094 thousand euros (the bank loan, the RCF portion and the shareholder debt). The hedge is made up of three no premium one month Euribor pre-set receivers, fixed rate payer as follows :

- Rate of 4.565% on a notional hedged amount of 35,199 million euros, amortizable as shown in the table below;
- Rate of 4.57% on a notional hedged amount of 35,199 million euros, amortizable as shown in the table below;
- Rate of 4.58% on a notional hedged amount of 35,199 million euros, amortizable as shown in the table below.

Amortization of hedges

		Notional amount hedged			
From (included)	**To (excluded)**	**swap 4.565%**	**swap 4.57%**	**swap 4.58%**	**Total**
12/31/2011	06/29/2012	45,652,644.99	45,652,644.99	45,652,644.99	136,957,934.97
06/29/2012	12/31/2012	40,425,748.88	40,425,748.88	40,425,748.88	121,277,246.64
12/31/2012	06/28/2013	35,198,852.77	35,198,852.77	35,198,852.77	105,596,558.31
06/28/2013	12/29/2017	20,000,000.00	20,000,000.00	20,000,000.00	60,000,000.00

The amount of loans exposed to exchange rate risk at December 31, 2012 totaled 109,497 thousand euros

Assessment of the Interest Rates Risk

At December 31, 2012, a 1% increase in interest rates applied to the non-hedged debt would have an impact of approximately 1.1 million euros on the Group's earnings before income tax.

Financial rating

Cegedim has been rated by Standard & Poor's since May 2010. At the date this Registration Document was submitted, and since October 2012, Cegedim has had the B grade, with a stable outlook. The rating agency could downgrade the Group either due to factors internal to Cegedim or on account of factors that affect the sector of activity in which the Group operates.

A lower grade by Standard & Poor's would have no impact on the financial costs of the current bond issue. On the other hand, it could impact the Group's ability to raise new funding or to refinance a portion of its existing debt.

4.1.2 EXCHANGE RATE RISK

65% of the Group's activities are conducted by subsidiaries in the euro zone, exposing Cegedim to limited exchange rate risk. In fact, exchange rate effects accounted for a 2.1% loss of revenue in 2012. These effects come mainly from the US dollar (12% of revenue), the Singapore dollar (3% of revenue) and from the pound sterling (9% of revenue). The Group has not established a policy for exchange rate hedging.

Because of the substantial number of currencies involved, exposure to variations in currencies and the volatile nature of exchange rates, the Group cannot predict the impact of exchange rate fluctuations on its future operating earnings. However, Group subsidiaries mainly deal in their local currencies.

The breakdown of the Group's consolidated balance sheet by currency used to prepare the financial statements of subsidiaries that are part of the Group's consolidated scope at December 31, 2012, is as follows:

Consolidated Balance Sheet at 12/31/2012	GBP	USD	EUR	Other currencies	Total
Amount (in thousands of euros)	84.737	266.253	886.274	51.034	1.288.297
Share in %	**6.6%**	**20.7%**	**68.8%**	**4.0%**	**100.0%**

The table below allows the loss risk on the net global foreign currency position to be calculated on the basis of unfavorable currency effects or consistent 1% growth being experienced by a currency used to prepare financial statements in comparison to the total number of foreign currencies concerned. The impact of an unfavorable and consistent currency change of 1% of the :

- euro-dollar parity on the financial statements of the subsidiaries whose currency used in preparation of their financial statements is the USD would have a negative impact of 3.0 million euros on the Group's shareholders' equity;
- euro-sterling parity on the financial statements of the subsidiaries whose currency used in the preparation of their financial statements is the GBP would have a negative impact of 0.3 million euros on the Group's shareholders' equity.

In thousands of euros	GBP	USD
Total balance sheet	(684)	(6,027)
Off-balance sheet positions	-	-
Net position after management	**(684)**	**(6,027)**

Should the revenue/costs structure remain similar, any appreciation in the euro against the pound sterling would bring about a reduction in earnings expressed in euro. On the basis of the 2012 fiscal year, all other currencies remaining at the same level against the pound sterling, a theoretical 1% appreciation in the euro against the pound sterling would have a negative impact of 841 thousand euros on Cegedim's revenue, and 148 thousand euros on its operating income.

Should the revenue/costs structure remain similar, any appreciation in the euro against the US dollar would bring about a reduction in earnings expressed in euros. On the basis of the 2012 fiscal year, all other currencies remaining at the same level against the US dollar, a theoretical 1% appreciation in the euro against the US dollar would have a negative impact of 1,046 thousand euros on Cegedim's revenue and 39 thousand euros on its operating income.

Exchange rate effects had a positive impact of 19 million euros on 2012 revenue. It should be noted that the US dollar had a positive impact of 8.6 million euros, the Singapore dollar had a positive impact of 2.9 million euros and the pound sterling had a positive impact of 5.5 million euros. The amount of exchange gains or losses on revenue is determined by recalculating the 2011 revenue based on the 2012 exchange rate. The currency exchange rates used are the average rates over the fiscal year.

4.1.3 LIQUIDITY RISK

The Group's non-operational cash risk is caused mainly by the due date of its bank loans and bonds giving rise to the payment of interest and amortization and the payment flows on financial instruments as well as on other debts that do not generate interest payments.

Borrowing is monitored centrally.

Net financial debt at December 31, 2012 increased by 4.9%, compared with December 31, 2011.

12/31/2012	12/31/2011
€475.6 million	€453.3 million

As regards financial covenants, the credit agreement entered into by the Group implies compliance with financial covenants, failing which, no additional drawings on the revolver credit will be available and any outstanding credit may become payable immediately.

At June 30, 2012 and December 31, 2012, the Group complied with all its bank and bond debt covenants.

For the banking covenant, aside from the usual covenants for this type of agreement, the Group must meet two ratios (contractual net financial debt over contractual pro forma EBITDA, and contractual pro forma EBITDA over cost of contractual pro forma debt).

On October 3, 2012, Cegedim obtained the consent of its banking partners under the credit facility to amend certain covenants thereunder. In particular, Pro forma ratio of contractual net financial debt to contractual EBITDA and Pro forma contractual EBITDA to contractual cost of debt ratio. The Group also agreed to:

- No dividend while the Leverage Ratio is greater than 2.50;
- Reduce permitted Joint Ventures from 200 million euros to 50 million euros;
- Limit acquisitions to 5 million euros per fiscal year while the Leverage Ratio is greater than 3.00;
- Limit acquisitions to 25 million euros per fiscal year while the Leverage Ratio is between 2.00 and 3.00;
- Limit the shareholder Loan payments to a cumulated amount of 5 million euros as long as the Leverage Ratio is greater than 2.00;

The meaning of contractual is as defined in the financial agreement covenants. Pro forma means over a 12 month running period.

Pro forma ratio of contractual net financial debt to contractual EBITDA

The contractual pro forma EBITDA (used as the basis to calculate the bank ratios) is equivalent to the restated operating income from other non-current income and expenses from operations, amortization expenses, and integration expenses (expenses considered as non-IFRS as defined in the credit agreement with the Group's creditor banks).

Net financial debt excludes the subordinated loan granted by FCB to Cegedim and profi t sharing plans for Cegedim employees.

The ratio of contractual net financial debt to contractual pro forma EBITDA at the end of each half calendar year must be less than a certain point indicated in bellow:

Period	Covenants	Cegedim
June 30, 2012 [(1)]	3.00	2.98
December 31, 2012	3.60	2.80
June 30, 2013	3.60	
December 31, 2013	3.50	
June 30, 2014	3.50	
December 31, 2014	3.25	
June 30, 2015	3.25	
December 31, 2015	3.00	

(1) Unaudited covenants

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Pro forma contractual EBITDA to contractual cost of debt ratio

The cost of debt is defined in the credit agreement and excludes, among other things, the cost of the subordinated loan granted by FCB to Cegedim.

Net financial debt excludes the subordinated loan granted by FCB to Cegedim and profit sharing plans for Cegedim employees.

The contractual pro forma EBITDA over contractual cost of debt ratio must, at the end of each half calendar year, be greater than a certain point indicated bellow:

Period	Covenants	Cegedim
June 30, 2012 (1)	4.50	5.14
December 31, 2012	3.00	4.95
June 30, 2013	3.00	
December 31, 2013	3.00	
June 30, 2014	3.00	
December 31, 2014	3.25	
June 30, 2015	3.25	
December 31, 2015	3.50	

(1) Unaudited covenantss

Restrictions on the use of capital are set out in section 10.4 of this Registration Document.

To assess the expected sources of financing necessary to honor the commitments for investments (mentioned in points 5.3.2 and 8.1) it is also necessary to see point 10.5 of the Registration Document.

4.1.4 CLIENT RISK

The clients of Cegedim SA and the clients of the Cegedim Group are mainly pharmaceutical companies, physicians, pharmacists, and healthcare insurance companies and mutuals. They do not present any significant counterparty risks.

None of the Group's clients represent more than 2.4% of the Group's revenue in the fiscal year ended December 31, 2012. With the exception of a single client who represented 4.6% of revenue in the fiscal year ended December 31, 2012. The top five and the top ten of the Group's clients respectively amount to 13.1% and 19.0% of the Group's revenue in the fiscal year ended December 31, 2012.

If relations with these clients were to cease, the corresponding revenue could not be replaced which would have a negative impact on the Group.

Furthermore, the majority of the Group's income is earned from clients in the healthcare industry. These clients may experience declines in demand for their products or increases in their costs. In addition, the State could introduce changes to the system for the financing and reimbursement of medical care, or impose a more stringent pricing policy for pharmaceutical companies. The Group cannot guarantee that such changes, particularly those affecting the main markets in which it operates, will not adversely affect its business and operating income.

Finally, consolidation in the areas of activity of the Group's clients could result in a decrease in the Group's margins and operating earnings.

4.2 LEGAL RISKS

4.2.1 SPECIFIC REGULATIONS

Although the health sector is highly regulated, the Cegedim Group, as a service provider, is not subject to the same regulations to the exclusion of rules governing the protection and transfer of personal data (Data Protection Act of August 6, 2004 which transposes the European Directive 95/46/EC of October 24, 1995, on the protection of personal data and the free movement of such data, under French law) which, in particular, imposes that systematic declarations be made to the regulatory authorities of each country in which the Group owns personal files and databases.

The Group's subsidiaries located in the European Union make every effort to conduct their activities in strict compliance with the national regulations of each of the countries in question. These countries also stipulate similar reporting obligations to those established by the CNIL in line with the previously mentioned directive. Outside of the European Union, subsidiaries comply with local laws and if these so stipulate also make declarations to the regulatory authorities and notify health professionals in accordance with the regulations governing data protection.

The Group's Legal Department oversees compliance with regulations that apply to Group activities.

However, given the current environment in which the revised version of Directive 95/46/EC of October 24, 1995 was expected to be introduced in 2012, the Group cannot rule out that this change in legislation or a further tightening of regulations governing the collection, protection, processing and transfer of personal data could have a significant impact on its business activities. The Group cannot guarantee that unanticipated regulatory reforms, particularly those affecting the main markets in which it operates, will not adversely affect its ability to provide access to its databases in the current conditions, which would have a negative impact on its business.

4.2.2 INTELLECTUAL PROPERTY

To a large extent, the Group's activity depends on the effective protection of its intellectual property rights pertaining to the trademarks used and the software and databases the Group develops.

Cegedim develops and produces all of its service offers, relying on its own human, infrastructure and financing resources. The Group also owns the resources required for its operations. Thus, the management of expertise is internalized. Intellectual property rights (namely trademarks and software and databases) are monitored centrally by the Group's General Management so as to ensure that protection is adequate, appropriate and up to date on an international scale. However, the Group could be faced with the complications and costs arising from action taken to fight counterfeiting or unauthorized use of products, software piracy or the inefficiency, in some parts of the world, of national legislation governing the protection of intellectual property rights which does not uphold the same standards. In such regions, the Group may be unable to prevent the future misuse or counterfeiting of its databases, software or products. Furthermore, the Group may not be able to guarantee the outcome of legal action brought in this domain.

The confidentiality and non-disclosure constraints imposed on the Group are directly related to these declarations.

4.2.3 REGULATORY RISK

The Group's Legal Department tracks developments in current legislation and regulations, ensuring that the Group's activities comply with applicable laws and regulations. Changes in regulations could have an impact on the performance of the Group's activities and consequently on profitability.

Although the health sector is highly regulated, the Cegedim Group, as a service provider, is not subject to the same regulations to the exclusion of rules governing the protection and transfer of personal data. In particular, they require that systematic declarations be made to the regulators of the countries in which the Group owns or manages files and databases.

There are no technological ties or dependencies with other companies whose threshold is significant enough to have an appreciable impact on Cegedim. The Group owns all assets needed for its operation.

Moreover, changes to fiscal regulations on income tax rates, transfer prices, dividends, specific tax regimes or tax exemption rules may have an impact on the Group's effective income tax rate and on future results.

Moreover, the fiscal environment complexity, formalism and constant change creates risks when it comes to respect fiscal rules.

Although the Group takes all measures to prevent these risks, it is possible to have fiscal tax adjustments.

4.2.4 CONTRACTUAL RISK

For the Group, the legal risk represents the risk of any litigation for liability resulting from any inaccuracy, negligence, or insufficiency that could be attributed to it for its operations, or for counterfeit arising from intellectual property held and/or exploited by the Group in its activities. To a large extent, the Group's activity depends on the effective protection of its intellectual property rights pertaining to the trademarks used and the software and databases the Group develops.

Despite the fact that the Group continues to insure a portion of its professional civil liability with an external insurance provider, liability insurance is increasingly difficult and costly to obtain, particularly in the United States. Given these insurance conditions, even when the Group is covered by insurance policies, obtaining compensation from insurance companies may not be totally satisfactory.

To the Group's knowledge, there are no litigations that have not been covered by provisions in the financial statements likely to have or that have recently had a significant impact on the financial position, the earnings, the activity and the assets of the Company or the Group.

4.2.5 LEGAL ACTION AND ARBITRATION

There are no ongoing government, legal or arbitration proceedings of which Cegedim is aware or with which Cegedim is threatened, that during the past 12 months might have had or have recently had a significant impact on the financial position or the profitability of the Company or of the Cegedim Group.

4.3 INDUSTRIAL AND ENVIRONMENTAL RISK

As part of its international strategy, the Cegedim Group is naturally involved in sustainable development in order to contribute to:

- issues of social equity in relation to its employees and local communities in more than 80 countries where the Group has set up operations;
- the preservation of the environment by minimizing the impact of the Group's activities on its environment;
- economic efficiency.

The Cegedim Group's sustainable development program was thus launched in September 2008 on the initiative of the Group's management. Given the name "Cegedim Compact", it is inspired by the United Nations "Global Compact".

Cegedim Compact comprises twelve major commitments based on those contained in the Global Compact and on Cegedim's business activities which aim to:

1. Eliminate all forms of forced or mandatory labor;
2. Prohibit the employment of children under the age of 15 to the exclusion of training;
3. Eliminate all discrimination in the areas of employment and professional occupation;
4. Promote individual success;
5. Ensure a favorable working environment on all sites;
6. Promote local employment and respect the laws in effect;
7. Undertake initiatives to promote greater environmental responsibility;
8. Act against corruption in all forms;
9. Ensure the safety of property belonging to the Group and its clients;
10. Ensure the confidentiality of client information;
11. Respect the laws in effect governing the protection of personal data worldwide;
12. Control movements.

The implementation of these commitments is coordinated by a dedicated team that is responsible for quality, safety and environmental policies within the Operational Excellence Unit.

4.3.1 INDUSTRIAL RISK

Operating in the sector of Technologies and services relating to information and databases, the Cegedim Group's priority is to satisfy its clients and partners concerning systems and data security. The best precautions are taken to guarantee that our clients receive the highest standards of quality and of protection of data and traffic that are entrusted to us, and in this area, Cegedim's Director of Information Systems obtained ISAE 3402 and SSAE 16 accreditation in 2012 for the Group's data hosting and services.

Thus, the reduction of risks and impacts that can affect the assets and the image of the Group, relating in particular to fire, floods or other natural disasters, power outages, computer viruses and sabotage is a constant and primary concern for the Group.

The Group implements strategies for activity and service continuity, drawing on the global distribution of its five IT centers and the state of the art of information technologies.

The Chairman's Report on internal control details the information system security measures implemented in the Cegedim Group. The industrial risks are also covered by suitable insurance policies.

4.3.2 ENVIRONMENTAL RISK

Given their essentially intangible nature (software, databases and intellectual services), the activities of the Cegedim Group have no significant environmental impact.

The main levers are based on:

- reducing energy consumption, mainly at the level of the data centers and the use of latest generation equipment;
- the purchase of recycled products;
- optimizing the life cycle of manufactured goods by managing certain products' end of life (paper, cardboard, IT equipment, cartridges, etc.);
- controlling the Group's vehicle fleet;
- controlling movements.

Within the framework of Cegedim Compact, and in order to meet these objectives, the Cegedim Group has continued to develop global and local initiatives to reduce its environmental impact in accordance with local laws and regulations.

Additionally, the subsidiaries abide by local laws and regulations relating to hygiene, safety and the environment.

Cegedim Compact's main efforts are aimed at:

- the virtualization of the data centers and reducing energy consumption;
- the drawing up of an Ethical charter and a non-discrimination charter;
- the creation of an Ethics Committee involving senior management and staff representatives;
- the implementation of best HR practices for managing the key posts and spreading the values of the Group;
- campaigns to improve employee awareness through Group or local initiatives;
- equipping people with new generation computers that consume less;
- introducing a travel policy;
- developing remote communication tools.

4.4 OTHER RISKS ASSOCIATED WITH CEGEDIM'S ACTIVITY

4.4.1 RISKS RELATED TO HUMAN RESOURCES

To a large extent, Cegedim's success depends on the skills, experience, performance and commitment of its employees and key members of management. Given the specific nature of its business sector, characterized by strong and relentless competition in terms of recruiting new, highly-qualified employees, the Group could experience situations of tension if faced with difficulties in recruiting or retaining key people and managers. However, the Group's global presence, which offers different job markets and cycles, enables the Group to alleviate any such tensions.

4.4.2 RISKS RELATED TO THE ECONOMIC SITUATION

The Group cannot guarantee that a general, prolonged and acute deterioration in the world economy, affecting the needs of clients and their financial capacity to renew current contracts or enter into new contracts, will not have a negative effect on its financial position, its earnings and its business.

4.4.3 RISKS RELATED TO THE COMPETITION

Although the Group considers its competitive position in its markets to be unique and sustainable, it is not impossible that one or more competitors may offer discounts on certain products or services and that the Group may be obliged to follow suit, or attempt to offer other advantages, with the risk of a negative impact on its margins or operating earnings. Additionally, if one or more competitors of the Group were to merge or enter into a partnership with another of its competitors, such a change in the competitive environment could result in additional pressure on the Group's pricing policy.

Also, certain Cegedim competitors may have more resources in the technical, financial or commercial fields. The Group cannot, at this stage, guarantee that it will be able to maintain its share in the markets in which it already operates, or penetrate new markets.

Finally, in the pharmaceutical industry, some of the Group's clients could choose to develop in-house CRM solutions. The Group's future results and financial position will depend, in part, on its ability to respond effectively to the internal product developments of its clients.

4.4.4 DEPENDENCE ON THIRD PARTIES

There is no technological connection or dependency with other companies whose threshold is significant enough to have a substantial impact on the Group (also see chapter 6). The Group owns all assets needed for its operation.

However, the Group's products and services require access to databases collected from third parties. These data providers could ncrease restrictions affecting access to or use of this data, or refuse to provide the Group with this data, which could impact on the Group's ability to continue providing products and services to its clients.

4.4.5 TECHNOLOGICAL RISKS

The Group operates in a field that is very sensitive to rapid technological advances, changing client requirements, product enhancement and the launch of new products. The Group's future results and financial position will depend, in part, on its ability to develop new products, offer improved versions of existing offers, adapt to technological change and meet the market's ever-changing standards and the more complex requirements of its clients.

4.4.6 RISK RELATED TO INTANGIBLE ASSETS IMPAIRMENT

The Group made several acquisitions during the last couple of years and could be exposed to an intangible assets risk of impairment, in particular its goodwill. The CRM and strategic data sector level of activity accounted a 115 million euros intangible loss in Americas, Europe and Middle East. Net global goodwill amounts to 614 million euros. For more information, please see note 7 of the consolidated annexes presented in the present Registration Document and to the auditor's report.

4.4.7 PRODUCT-RELATED RISKS

The products and services offered by the Group use complex technologies and could occasionally contain defects of errors despite the wide array of tests performed as part of the quality control process. Potential clients could postpone their purchases, the Group's reputation could be affected or legal action claiming liability for a defective product could be sought against the Group, in which case it could be required to compensate its clients or incur additional costs. The Group could also incur loss of sales, increased operating costs and a reduction in its market share.

In addition, delays in product and service development, as well as major investments in products and services that prove to be less profitable than expected, could affect the Group's revenue and operating earnings.

4.4.8 SHARE PRICE

The Group's operating earnings could fail to meet analyst and investor expectations and the share price could therefore fall. Furthermore, financial markets worldwide experience significant fluctuations in share prices. The Cegedim share price could be sensitive to financial market changes and to general economic, political and market conditions.

4.4.9 RISKS RELATED TO ACQUISITIONS

One component of the Group's strategy is to identify opportunities for external growth through the acquisition of companies offering the potential to expand or complement the Group's business activities. The integration of acquired companies implies certain risks such as the assimilation of acquired businesses, operations and systems, the realization of potential synergies, the integration of new teams and the retention of new clients. Despite permanent monitoring by General Management, the Group cannot guarantee the successful integration of acquired businesses, nor can it guarantee that any such integration will not have a negative impact on its business and operating income.

4.4.10 POLITICAL RISK

Political risk is the risk associated with a political situation or a decision of political power: nationalization without adequate compensation, revolution, exclusion from certain markets, discriminatory taxation, inability to repatriate capital, etc.

Due to its international scope, the Group remains vigilant regarding the political developments in the various countries in which its subsidiaries are located.

4.5 INSURANCE

Cegedim SA has established an insurance program with recognized insurance companies covering it and all the companies belonging to the Group against all professional and civil liability risks inherent in its operations. These contracts provide the following cover:

- civil liability for operations: 25 million euros per claim;
- professional civil liability and civil liability for products or after delivery: 15 million euros per claim, and per year insured.

Cegedim has also taken out, inter alia, with this same company a policy covering buildings and/or all tenant risks for all the sites occupied by it or by the companies belonging to the Group. This contract includes computer all risk coverage up to a limit of 14.3 million euros excluding events relating to the overall limit and theft.

The US subsidiaries have renewed their policies covering risk related to employment, vehicle risk and general liability. The insurance policies covering risks relating to civil liability include several levels of cover:

- 10 million dollars per year of insurance for professional civil liability;
- 32 million dollars per year of insurance for operations civil liability and/or liability after delivery.

The insurance program entered into by Cegedim SA comes into play when there are different conditions and as a complement to or after exhaustion of the US coverage.

5

INFORMATION CONCERNING THE ISSUER

5.1 HISTORY AND DEVELOPMENT OF THE COMPANY

5.1.1 REGISTERED COMPANY NAME AND TRADE NAME OF THE ISSUER

The issuer's registered company name is: Cegedim.

The issuer's trade names are: Cegedim - TVF Division, Cegedim - Santesurf Division, Cegedim Pharma CRM Division, Cegedim Relationship Management, Cegedim Relationship Management France, Cegedim Relationship Management Corp., *Deskom* and Cegers.

5.1.2 ISSUER'S PLACE OF REGISTRATION AND NUMBER

Registered in the Nanterre Trade and Companies Register, under number: 350 422 622, APE code 6311Z.

5.1.3 DATE OF INCORPORATION AND TERM OF THE ISSUER

Cegedim SA was incorporated on August 27, 1969.

On April 18, 1989, FCB was incorporated for a term of ninety-nine years.

On December 26, 1994, the holding company at that time merged with Cegedim SA and took on its corporate name.

5.1.4 ISSUER'S CORPORATE HEADQUARTERS AND LEGAL FORM, LAWS GOVERNING ITS BUSINESS ACTIVITIES, COUNTRY OF ORIGIN, ADDRESS AND TELEPHONE NUMBER OF THE HEAD OFFICE

Cegedim SA

A public limited company with a Board of Directors and capital of 13,336,506.43 euros.

Corporate headquarters: 127 – 137, rue d'Aguesseau, 92100 Boulogne-Billancourt, France.

Telephone: + 33 (0)1 49 09 22 00

Fax: + 33 (0)1 46 03 45 95

Country of origin: France.

Laws governing the business activities of Cegedim: Code of Commerce.

5.1.5 SIGNIFICANT EVENTS IN THE DEVELOPMENT OF THE ISSUER'S BUSINESS ACTIVITIES

Cegedim is a global technology and services company specializing in the healthcare field. Cegedim supplies services, IT tools, specialized software, data flow management services and databases.

The world leader[1] in life sciences CRM (Customer Relationship Management), its historical core business, Cegedim provides the world's largest pharmaceutical companies with vital support for successful CRM and helps to measure the effectiveness of their sales and marketing. The Cegedim Group's CRM tools, with its value-added strategic databases, provide its customers with an informed view of their market and their targets so that they can optimize their strategies and their returns on investments. These activities are now consolidated into the "CRM and strategic data" sector.

Cegedim has also positioned itself as one of Europe's leading publishers[2] of medical and para-medical management software. Structured, scalable, and communicative, this software adapts to the needs of healthcare professionals while meeting the latest technical and regulatory requirements. These activities are now consolidated into the "Healthcare professionals" sector.

Capitalizing on its skills in the publishing of professional software and the processing of complex information, the Group also offers solutions dedicated to health insurance players as well as high value-added management solutions to its many customers concerned with issues related to outsourcing and computerized exchanges. These activities are now consolidated into the "Insurance and services" sector.

Cegedim Group's skills are currently divided into three sectors:

- "CRM and strategic data";
- "Healthcare professionals";
- "Insurance and services".

5.1.6 HISTORY

1969 Jean-Claude Labrune founds Cegedim (for CEntre de GEstion, de Documentation, d'Informatique et de Marketing) with initial vocation to pool pharmaceutical companies' know-how and IT resources in document research fields.

1972 Innovation with the first computerized database of doctors.

1979 Launch of CRM activities in France.

1990 International expansion begins.

1991 Innovation with the first electronic data interchange platform.

1994 Launch of computerization offers for doctors in France and promotional activities dedicated to doctors and pharmacists. Launch of human resources management activities.

1995 Cegedim is listed on the Paris Second Market and is now listed on NYSE Euronext Paris, compartment B.

1996 CRM innovation with the TEAMS suite in SaaS mode.

1997 Innovation with the BCB, the first computerized drugs database.

1999 Computerization of health insurance and mutual companies.

2006 Cegedim revenue exceeds 500 million euros.

2007 With the acquisition of Dendrite International, Cegedim becomes the world leader in CRM for the pharmaceutical industry. With the broadest and best R&D structure dedicated to this highly specific sector, Cegedim shows a unique ability to optimize promotional investments for its customers.

2009 Share issue of 180.5 million euros to relaunch a strategy of dynamic external growth and the French Strategic Investment Fund (FSI – Fonds Stratégique d'Investissement) becomes a shareholder in the Group.

2010 Cegedim strengthens its positions in the American market with the acquisition of SK&A and Pulse.

2010 Cegedim employs 8,470 people in more than 80 countries. International activities represent more than 50% of full-year revenue. *OneKey*, the database of choice for healthcare professionals around the world, is available in 73 countries.

2010 Cegedim carries out a bond issue for 300 million euros.

2011 Refinancing of a 200 million euro loan and a revolving credit facility of 80 million euros with a pool of banks.

2012 Innovation is an ongoing process for OneKey, the global database for healthcare professionals.

(1) Cegedim, via its subsidiary Cegedim Relationship Management, is the world leader in terms of the number of users of its CRM solutions for the pharmaceutical industry, according to in-house estimates.

(2) Cegedim is one of the leading European publishers of software for healthcare professionals in terms of the number of workstations installed.

5.1.7 COMPANY DEVELOPMENT

Revenue for the "CRM and strategic data" sector is more than four times the level it was in 2000 and represents 53% of the Group's revenue at December 31, 2012. This increase was particularly affected by the acquisition of Dendrite in 2007 which represented a significant strategic step for the Group allowing it to enter a new growth phase. Sustained internal and external growth has allowed Cegedim to cover over 80 countries at present with an extensive line of products and services.

The computerization of "Healthcare professionals," initiated in French doctors' offices, was extended to the United Kingdom in 1999 and to French pharmacists in 2001. It continued through the acquisition of software for doctors publishing companies in Belgium (2003), in Italy (2006), in Spain (2006) and the United States (2010) and software for pharmacists publishing companies in the United Kingdom (2004).

The "Insurance and services" sector, historically devoted to managing direct billing and direct payment health insurance flows, has, since 2000, included computerization services and software packages for members of the healthcare insurance and pension industries. This sector has strengthened steadily since 2003, and in 2008 in particular with the marketing of the new range of "*ACTIV'Insurance Suite*" solutions and the acquisition of Protectia, a French publisher of health software packages aimed at personal insurance, particularly well-established on the middle market, and in 2010 with the acquisition of Hosta and *Deskom*.

5.2 INVESTMENTS

5.2.1 MAIN INVESTMENTS MADE BY THE ISSUER DURING THE PERIOD COVERED BY THE HISTORICAL FINANCIAL INFORMATION UP TO THE DATE OF THE REGISTRATION DOCUMENT

Acquisitions on a scope of activities earning less than 10 million euros in revenue are generally internally financed. For larger operations, after the December 2009 capital increase, the Group examines the advisability of debt financing on a case-by-case basis.

The acquisition price is covered by confidentiality agreements.

The other growth operations (launch of new business activities, opening of a new country, etc.) are internally financed.

Transactions in excess of 20 million euros must be approved by the Board of Directors with a qualified majority of 6/10 including at least one Director representing the FSI (Fonds Stratégique d'Investissement).

The table below summarizes the investments made during the past three years:

In millions of euros **Year of acquisition**	**Price of acquisitions excluding earn-outs**	**Amount of earn-outs paid**	**Total acquisition price**
2010	55.1	15.0	70.1
2011	1.5	0.0	1.5
2012	13,1	9,8	22,9

In 2012, acquisitions of companies and earn-outs payment were self-financed and amounted to 22.9 million euros.

Acquisitions are ASP Line and Longimetrica, plus the creation of the Primeum JV. The Group also sold its entity Pharmapost. Therefore, the total net acquisition amounts to 18.2 million euros.

As mentioned in chapter 20 of this Registration Document, all calculable earn-outs were recorded. There is no minority shareholder buyback commitment.

After 2012, no more earn-outs has to be paid.

In 2012, net consolidated tangible assets decrease by 2.4 million euros, while consolidated net intangible assets increase by 18.7 million euros.

Main Investments of 2010

"CRM AND STRATEGIC DATA"

January 2010: acquisition of SK&A Information Services, Inc. (SK&A). This first-rate healthcare data supplier, based in the United States, has established and maintains a database containing targeted information on more than 2 million healthcare professionals, including more than 800,000 prescribers. It is the only database of American prescribers and other healthcare professionals with 100% of their e-mail addresses verified by telephone. This acquisition allows the Cegedim Group to complement and reinforce its *OneKey* offering in the United States.

In 2010, the acquired activities represented annual revenue of some 15 million US dollars.

June 2010: acquisition of Swiss CRM and Direct Marketing Division of IMS Health to complete and strengthen Cegedim's offering on the Swiss market.

In 2010, these activities represent an annual revenue of some 2 million euros.

"HEALTHCARE PROFESSIONALS"

July 2010: acquisition of Pulse Systems, Inc., a leading US healthcare software and services provider with more than 20,000 workstations installed across the US in 35 specialties. Its Pulse Patient Relationship Management, version 4.1.02, is certified by the CCHIT[(1)] for outpatient patient files and pediatrics. The move gives Cegedim access to the US market for the computerization of health care professionals at a very favorable time for the development of electronic patient records. The ARRA[(2)] provides some 30 billion US dollars in incentives for doctors and hospitals to implement EHR[(3)] solutions. Motivated by these financial incentives, which will be paid starting in 2011, it will be necessary to develop and equip doctors with computerized electronic medical records quickly, offering fantastic prospects for actors in the market. According to a report by the Congressional Budget Office (CBO) from March 2009, 90% of doctors must be equipped with this by 2019 compared to 12% in 2006. Today, this rate remains low, which still leaves a large percentage to be equipped.

In 2010, Pulse's businesses represent annual revenues of some 14 million US dollars.

"INSURANCE AND SERVICES"

June 2010: acquisition of Hosta, a specialist in third-party management in which Cegedim had held a minority stake since 2004. The addition allows the Cegedim Group to pursue its development plan and expand its portfolio of solutions by offering tailored solutions to all of its clients in the insurance sector.

In 2010, the acquired businesses represent annual revenues of some 11 million euros.

September 2010: acquisition of *Deskom*, the leading French B-to-B invoice dematerialization company. The deal is an opportunity for its professional electronic exchange management department to build on its leadership in the field.

In 2010, the acquired businesses represent annual revenue of 4 million euros.

Main Investments of 2011

"HEALTHCARE PROFESSIONALS"

April 2011: acquisition of Pharmec, the leader in computerization of pharmacies in Romania with more than a third of the market. Formed in January 2011 for the purposes of this transaction, following a spin-off from a large Romanian company, Pharmec brings together all IT and services activities for pharmacies and doctors. This acquisition also builds on Cegedim's data offering for pharmaceutical laboratories in Romania.

In 2011, the acquired activities represented annual revenue of just under 1 million euros.

(1) CCHIT – Certification Commission for Health Information Technology. Founded in 2004, the CCHIT is an independent commission whose mission is to develop a certification recognized by the American government for all IT healthcare services. For more information, see www.cchit.org

(2) ARRA – American Recovery and Reinvestment Act. Corresponds to the recovery plan proposed by American President Obama and approved by Congress in February 2009, with the goal of restarting the American economy following the economic crisis in 2008.

(3) EHR – Electronic Health Record. EHR is defined as a patient's health records. This electronic data can be shared within different medical facilities and exchanged between healthcare professionals. Also referred to as Electronic Patient Record (EPR) or Dossier Médical Personnel (DMP).

Main investments of 2012 and up to March 4, 2013

"CRM AND STRATEGIC DATA"

May 2012: Cegedim sold to Chesapeake Pharmaceutical and Healthcare Packaging its entity Pharmapost, a leading French manufacturer of pharmaceutical leaflets. Pharmapost perfectly complements Chesapeake's existing three French healthcare-focused facilities and further extends its extensive global production capability.

Pharmapost, an ISO 9001 certified company, is a printing business dedicated to printing and processing different types of paper. In 2011, it produced 470 million pharmaceutical patient information leaflets which ranks it amongst France's leading manufacturers. The company also produces other printed medical related products including booklets and questionnaires. Based in Amilly near Montargis, Pharmapost employs 60 people and supplies both global pharmaceutical and prestigious French companies.

The activities sold to Chesapeake represent annual revenue of approximately 6 million euros for a full year.

November 2012 : acquisition of Longimetrica, an Italian entity which created the HOST information palteform ("Hôpital de suivi des ventes"). This plateform includes sales phamaceutical companies information into regional healthcare institutions. It presents a great innovation in the database marketing and sales domain.

The acquired activities represent non significant annual revenue of less than 0.1 million euros for a full year.

"HEALTHCARE PROFESSIONALS"

July 2012: acquisition of ASP Line, the fourth-ranking publisher of pharmacy management software in France, well implemented throughout the country. This acquisition has strengthened Cegedim's leading position in France on the pharmacy computerization market. It also offers, in addition to numerous opportunities to benefit from synergies with the Group's other activities, excellent prospects for growth going forward.

The acquired activities represent annual revenue of approximately 9 million euros for a full year.

5.2.2 MAIN CURRENT INVESTMENTS

Investments are primarily made through external growth as well as internal growth with a particular focus on the international development of activities intended for pharmaceutical companies, physicians, and pharmacists, as well as opportunities for expanding the line of services offered.

The Cegedim Group's external growth strategy involves developing its historical core business: services for health-care and strategic-data operators.

The desire to support the Group's customers in their markets is the main driver of international expansion. The Group regularly looks into acquisition possibilities that are consistent with this strategy. There is no active, systematic search for targets. However, the Group constantly monitors potential targets in-house in order to seize the best opportunities when the time comes.

5.2.3 CEGEDIM'S INTENDED FUTURE INVESTMENTS FOR WHICH ITS MANAGEMENT HAS ALREADY MADE FIRM COMMITMENTS

As of the date of filing of this Registration Document, no firm undertakings have been made by the Cegedim Group.

5.2.4 ACQUISITION OF DIRECT AND INDIRECT EQUITY INVESTMENTS AND SALES OF EQUITY INTERESTS BY CEGEDIM SA

Cegedim SA's investments are associated with its activities and logically involve the IT infrastructure and equity investments. Net intangible and tangible assets increased by 13.4 million euros in 2012.

The direct and indirect equity investments of Cegedim SA are the following:

Company	% interest	Holding	Entry date
Institute of Medical Communication	100.00%	Indirect holding via its subsidiary Cegedim LLC of 99.99% of the shares, and via its subsidiary CDS of 0.01%	Created in April 2012
Cegedim Software	100.00%	Indirect holding via its subsidiary CDS	Created in May 2012
Primeum Cegedim	50.00%	Direct holding	Created in June 2012
Cegedim SRH Montargis	100.00%	Indirect holding via its subsidiary Cegedim SRH	Created in June 2012
Asp Line	99.96%	Indirect holding via its subsidiary CDS	Acquired in July 2012
AJLB Services	99.96%	Indirect holding via its subsidiary ASP Line	Acquired in July 2012
Longimetrica	100.00%	Indirect holding via its subsidiary Cegedim Italy	Acquired in November 2012
Cegedim Healthcare Software	100.00%	Direct holding	Created in December 2012
Cegedim Dynamic Framework	100.00%	Direct holding	Created in December 2012
Cegedim Assurances	100.00%	Direct holding	Created in December 2012
Cegedim Secteur 1	100.00%	Direct holding	Created in December 2012
Cegedim IT	100.00%	Direct holding	Created in December 2012
Cegedim ebusiness	100.00%	Direct holding	Created in December 2012
Santestat	100.00%	Direct holding	Created in December 2012
Cegedim Onekey	100.00%	Direct holding	Created in December 2012

During fiscal year 2012, Cegedim sold its entire equity interest in Pharmapost.

6

SUMMARY OF ACTIVITIES

6.1 CEGEDIM GROUP

6.1.1 INTRODUCTION

Founded in 1969, Cegedim is an innovation-led global technology and services company specializing in healthcare.

Cegedim supplies services, IT tools, specialized software, data flow management services and databases. Its products are targeted in particular at health care industries, life sciences companies, healthcare professionals and insurance companies.

The Cegedim Group's expertise is broken down into three sectors:

- CRM and strategic data;
- Healthcare professionals;
- Insurance and services.

Cegedim is involved in an ongoing process of developing and synergizing its activities, and its stated ambition is to become one of the chief intermediaries for healthcare sector partners and position itself at the heart of their information needs.

Cegedim provides a range of centralized services for its subsidiaries, such as: accounting, financial, legal, human resources and purchasing management. It also plays an operational role by pooling the Group's resources and IT tools, which it makes available to its French and foreign subsidiaries. This infrastructure is in particular the source of a certain number of product developments that benefit the entire Group.

Cegedim also carries out a number of commercial activities associated with information production under its own name, particularly with its statistics (pharmaceutical product sales statistics), file management and processing (professional personal databases), and EDI (Electronic Data Interchange) Departments.

Cegedim SA is a subsidiary of FCB, the lead holding company of the Cegedim Group. It has been listed for trading on NYSE Euronext since 1995.

6.1.2 STRENGTHS

Leading market positions in each activity

Cegedim has established itself as a leading provider of technology and information services to the healthcare industry through the quality and diversity of its products and services and its continued investment in research, development and innovation.

Cegedim maintains a leading market share across each of its 3 sectors of activity in many of the countries in which the Group operates.

CRM AND STRATEGIC DATA SECTOR

With this sector, Cegedim is among the global leaders serving the needs of the healthcare industry in terms of databases, market research, CRM software, compliance applications and support. With around 200,000 medical sales representatives and other users in over 80 countries, Cegedim has global market shares of around 36% for pharmaceutical CRM and around 44% for healthcare professionals databases (as of December 31, 2012 according to internal semi-annual market share research).

Cegedim serves many of the leading pharmaceutical companies, including the top 10/20 global pharmaceutical companies by revenue in the year ended December 31, 2012.

HEALTHCARE PROFESSIONALS SECTOR

Through this sector, Cegedim holds either the #1 or #2 position in seven countries for medical management and electronic healthcare record software publishing. Over 145,000 physician and paramedical workstations, and over 78,000 pharmaceutical workstations have installed Cegedim's healthcare software across nine countries (according to internal estimates).

INSURANCE AND SERVICES SECTOR

With this sector, Cegedim is the leading provider in France of software for managing policyholder information and third-party payments, measured by the number of policyholders and the number of transactions conducted annually. The software published by this sector is used to manage approximately 40 million policyholders and more than 300 million third-party payment flow transactions each year.

Cegedim's leading market positions and global reputation and comprehensive product and service offerings provide the Group with a number of competitive advantages, including the ability to attract new customers, to expand the range of products sold to existing clients and to expand into new markets.

High barriers to entry

There are considerable barriers to entry into the healthcare technology and information services industry. These include (i) creating databases with sufficient breadth and depth of information, (ii) building longstanding customer relationships, (iii) offering innovative integrated products and services and (iv) managing large amounts of data and transactions.

Creating a database in a new market is a long, difficult and costly process. Cegedim collects the information contained in its databases using a variety of methods and sources, including phone calls to its large network of physicians, surveys of healthcare professionals, user updates and physician panels. The OneKey database with information on more than 8.5 million healthcare professionals is the benchmark in the pharmaceutical industry in terms of the number of countries covered, volume of data entered and the number of users.

The length of time Cegedim has offered OneKey, the geographic reach of OneKey that allows customers who operate in various countries to easily coordinate their cross-border operations, and its large network of physicians and medical sales representatives who contribute to updating the information in the OneKey database, provide the Group with a distinct advantage over new entrants in the market. Additionally, the success of its OneKey database has provided Cegedim with access to decision makers at top pharmaceutical companies and has given opportunities to cross-sell its software, which is easily connected to the OneKey database and can be tailored to the specific needs of each company.

Cegedim has also established, long-term relationships with its clients, and because of the complexity and costs associated with a change of provider, the Group believes that they would not be easily persuaded to switch to a competitor. Its clients need a partner that they can trust to provide accurate and high-quality data, products and services. In addition, many new entrants to the market provide either software or databases, whereas Cegedim is not only able to offer both to address the many needs of its clients, but its software and databases are also well connected, allowing users to avoid delays in tailoring other software to operate with the Group's database.

Clients prefer to do business with a "one-stop shop" instead of working with various different providers which often causes integration difficulties across platforms.

In the case of the Healthcare Professionals sector, Cegedim's main clients are physicians and pharmacists who, as a traditionally conservative customer base, are less likely to entrust their data management needs to a new market entrant.

Finally, Cegedim is able to manage large amounts of data and transactions. Its healthcare flow management services process 300 million electronic data interchange flows per year. Building such a robust processing infrastructure is very costly and may be cost prohibitive to new entrants in the market.

Recognized portfolio of innovative and integrated products and services

Cegedim's portfolio of products is technologically advanced and among the best-in-class in each category. Industry experts have recognized Cegedim's commitment to innovation and production of high-quality products. In 2011 Frost & Sullivan awarded Cegedim the Mobile Sales Force Automation award and reported that, "Cegedim Relationship Management innovates against its competitors on a number of levels." To ensure that its products fully meet its customers' needs, Cegedim actively engages its technical teams from the innovation stage and involve them through the production and implementation stages. The Group has developed a reputation for innovation through the introduction of pioneering healthcare information technology and committed a significant amount of its resources to the research, design and development of technologically advanced software and services. Some of the more recent product and service offerings developed by Cegedim's R&D team include the following:

- MI Touch, the tablet version of Mobile Intelligence is one of the first platform to be available on Windows 8.
- Docnet, a social network dedicated to physicians, enabling them to consult or share medical questions, post links and updates, invite colleagues to events and send messages to other users. With over 16,000 users in Norway, Sweden, Turkey and Netherlands as of December 31, 2012, Docnet should be available soon in Switzerland, in France, in Greece and in Mexico. Global pharmaceutical and other companies use Docnet as an Internet marketing tool and rent advertising space on the Docnet website.
- Patient Portal, an interactive platform that allows patients and physicians to communicate using a secure channel, set appointments and alerts, develop a healthcare plan and follow up on progress of treatment.
- An upgrade version of AggregateSpend360 software that allows users to automatically generate expenditure reports adapted to the regulations of each specific jurisdiction and, in its most recent version, contains features to detect fraud and identify conflicts.

In the year ended December 31, 2012, Cegedim dedicated 13% of its workforce to R&D. The payroll expense for its R&D workforce amounted to 7% of Group revenue and represented the majority of total R&D costs. Its extensive offerings provide Cegedim with multiple avenues for strengthening and expanding its ongoing customer relationships. Its ability to provide a broad and integrated suite of products and services positions the Group as a strategic long-term partner for its customers by allowing it to respond to a variety of customers' needs.

Strong, stable and diversified customer base

Cegedim's long-standing customer relationships and its significant expertise provide the Group with a reliable and loyal customer base.

Most of its ongoing contracts with its customers are concluded for a multi-year initial term (typically three to five years) and are then automatically renewable for a shorter contract term (typically one year) or do not provide for a contract term and can be terminated at will after a notice period of several months. These contracts enjoy a high overall renewal rate. Cegedim believes that these long-standing customer relationships are due in large part to (i) the fact that for over 40 years, Cegedim has produced top-quality, innovative and award-winning products that enable the Group to deliver consistent performance to its customers, (ii) its customers' confidence in the company through transparent corporate governance and visibility over the Group financial situation, (iii) the substantial investment in time and money that its clients make when installing a connected software and database system such as Cegedim's and (iv) the technical issues, high startup and implementation costs and time commitments that would be involved in migrating from one provider to another.

Cegedim also benefits from a diverse customer base, both by type of customer (pharmaceutical, healthcare and other companies, physicians, pharmacists and healthcare insurers) and geographic region, as shown by the diversification of revenues by sector and by geography.

Cegedim is not only focused on the large companies with the large marketing budgets, but also on the medium to small companies that would benefit from the increased trend on the development of specialty drugs, which requires specific and targeted marketing.

Due to this extensive and diversified network of clients, Cegedim benefits from low customer concentration, and its business is not dependent on any single client. Other than one client which represented 4.6% of revenue, no single client represented more than 2.4% of the Group revenue for the year ended December 31, 2012. The top five clients and top ten clients represented 13.1% and 18.9% of the Group revenue for the year ended December 31, 2012.

At the heart of the healthcare system

Cegedim provides products and services to various participants in different segments of the healthcare industry, including pharmaceutical companies, healthcare professionals and healthcare insurers.

Long-term shareholder support and experienced senior management team and qualified personnel

Cegedim is a family-controlled and operated business which has enjoyed strong and ongoing support from its largest shareholders, FCB, the holding company controlled by the Labrune family (52.59% of the share capital and 64.89% of voting rights were ultimately controlled by the Labrune family in the year ended December 31, 2012), and Fonds Stratégique d'Investissement SA, each of whom have shown their support for Cegedim's organic and external growth strategies through significant capital contributions.

The Group also has an experienced, strong and dynamic senior management team, led by Jean-Claude Labrune, the founder, Chairman and Chief Executive Officer, and Pierre Marucchi, the Deputy Managing Director, who have a combined tenure with Cegedim of more than 70 years, with significant experience in the technology, information services and healthcare industries.

6.1.3 STRATEGY

Cegedim's strategy is to strengthen its leading market position as a provider of technology and services specializing in healthcare and increase its global presence. The key elements of this strategy are:

Pursue long-term sustainable growth opportunities

Cegedim will grow over the long term in both mature and emerging markets, both organically and through small opportunistic acquisitions, and will continuously invest to support that growth. The Group will focus on continued expenditures on R&D, as well as strategic opportunities which may arise from the changing product, market and regulatory environments in the countries in which Cegedim operates.

To pursue organic growth in both mature and emerging markets Cegedim will take advantage of its existing capabilities and keys strengths.

In mature markets, Cegedim aims to continue to meet the demand of customers for more specialized data and more sophisticated and diverse products and services as a result of the change in the pharmaceutical industry from the mass marketing of blockbuster drugs towards the more targeted marketing of specialty drugs.

In emerging markets, such as China, Russia, India and Brazil, Cegedim intends to pursue the significant sales growth opportunities generated by the increase in healthcare spending resulting from population growth and progressively higher standards of living. These social developments, in addition to the increased use of electronic medical records and utilization of new medical technologies, is expected to lead to a greater need for Cegedim's products and services by healthcare professionals in these markets.

Cegedim intends to continue to leverage its existing processing infrastructure and market position in France to meet increased demand from insurance providers for software and services. The Group intends to pursue the possibility of developing an electronic payment system. Geographically, Cegedim intends to diversify its sales by expanding outside France, particularly the Middle East and Africa, leveraging its partnership in Morocco.

Although its plans currently focus on cashflow generation, the Group remains sensitive to and evaluate small opportunistic acquisitions, including of companies that serve markets in which Cegedim is not yet active or that offer complementary products and services to further develop its businesses or broaden the scope of products and services that it can provide to customers.

Continue to enhance existing products and services and invest in future products through innovation and create new, Internet-based services

Cegedim believes that in a dynamic technology-driven industry with demanding customers, its introduction of innovative software and services on an ongoing basis is critical to retain its competitiveness. For example, the Group is continuously upgrading the Mobile Intelligence software, which makes the CRM platform accessible to all users, including online and offline functionalities and real-time analysis of data.

In many instances, Mobile Intelligence also provides first time users in emerging markets with a means to efficiently and economically upgrade from paper-based to high-tech computerized operations.

Cegedim continues to enhance its CRM platform on digital devices, improving its competitive advantages.

Cegedim also develops applications that allow customers of its CRM and Strategic Data sector to directly access doctors’ workstations to achieve more tailored and direct marketing.

Cegedim pursues investments for innovation.

Maintain and develop long-term customer relationships

Cegedim intends to continue developing its interactive business model, which is based on a mutually beneficial relationship with its customers whereby much of the data collected is provided by its customers (physicians, medical sales representatives and other healthcare professionals), which, in turn, allows us to compile, verify, update and make such information collectively available to all customers.

So far Cegedim had limited presence in the market for databases and software for medical device companies. These companies are less impacted by the tends that are affecting the marketing budget of particularly the larger pharmaceutical companies in mature markets. Cegedim’s products and services can address the marketing needs of medical device companies with the same success that the Group has had in addressing the needs of pharmaceutical companies, and therefore intend to increase its marketing efforts towards them.

Continue to reduce costs with a focus on increased profitability

While continuing to produce high quality products and services, Cegedim intends to control costs, improve operating efficiencies, improve cashflow generation and reduce leverage through optimizing operating procedures and synergies throughout the group. In November 2011, Cegedim implemented the first round of its Performance Improvement Plan to improve the cost structure of its business. The Performance Improvement applies to all operations and aims to reduce operating expenses and take advantage of synergies between various group activities through, among other things, productivity improvements, enhanced process efficiency, cost sharing among operating units, staff reductions and lower real estate costs.

In November 2012, the Group announced a new round of the Performance Improvement Plan. The ongoing effects of the first and second rounds of the Performance Improvement Plan contributed to the reduction in costs of the CRM and Strategic Data division by €20 million in 2012. The costs are defined as the difference between revenue and operating income from recurring operations.

6.2 SECTOR 1 “CRM AND STRATEGIC DATA”

6.2.1 DESCRIPTION OF THE ISSUER’S MAIN OPERATIONS AND PRODUCTS IN THIS SECTOR

The “CRM and strategic data” sector aims to support healthcare companies worldwide in their different commercial and medical operations by providing them with databases, marketing tools and regular or tailored audits.

Cegedim enables the life science industries to optimize their investments using the technological tools and data necessary to identify the medical needs of prescribers.

Cegedim also provides different compliance services, which lead to a better understanding of the correct use of drugs and ensure the compliance of prescriptions with market authorizations.

Cegedim solutions combine performance and compliance with different Public Health Codes and privacy laws.

In particular, Cegedim offers:

- tools for optimizing information and investment resources for sales and marketing;
- report and analysis tools for city and hospital-based sales forces;
- databases and tools allowing for a better understanding of prescriber demands;

- tools and research for strategic marketing, operational marketing and monitoring competition;
- tools for measuring performance and promotional investments;
- business intelligence solutions.

CRM

CEGEDIM RELATIONSHIP MANAGEMENT

With around 200,000 users of its solutions worldwide, and global market share of around 36% in pharmaceutical CRM and 44% in databases of healthcare professionals (excluding pharma in-house databases), Cegedim Relationship Management is a leading[1] provider of technology solutions specifically tailored for the life sciences industry.

Cegedim Relationship Management helps companies in this sector improve their customer relations, improve sales force performance and marketing initiatives, optimize the quality of their data and mitigate risk relating to regulatory constraints. Available in 80 countries, Cegedim Relationship Management clients benefit from its global experience and in-depth knowledge of local, regional and international issues, helping them promote and market their products as efficiently and profitably as possible.

Based on its experience and knowledge of the healthcare industry and related commercial and regulatory issues, Cegedim Relationship Management offers life sciences companies a targeted approach to optimize their growth in a constantly changing global sector.

Its large portfolio of integrated products and services offers real value to the various functions and organizations of life sciences companies and allows it to intervene at each stage of a product's life cycle.

Mobile Intelligence

Cegedim Relationship Management offers Mobile Intelligence, a quality CRM platform combining powerful, continuously upgraded digital functionalities designed to allow medical and sales teams to optimize their relationships with different partners.

This offer is based on:

- A full suite of CRM solutions available under license or in Cloud mode for all types of partners through the company (regardless of role: medical reps, account executive or area, whether IT, medical or sales);
- User-oriented design and identical user-friendly graphic interface for online and offline use;
- Open model that allows clients and partners to easily configure, administer and interface Mobile Intelligence in order to increase their autonomy and facilitate management;
- Upgraded Closed Loop Marketing functions to improve interactions with different partners;
- Implementation and support tools adapted to local issues and business intelligence solutions;
- Cegedim's hosting centers worldwide, with ISAE 3402 and SSAE 16 certification.

The first CRM solution for life sciences industries available on iPad® and iPhone® in 2010, Mobile Intelligence also operates on Windows 8 PRO tablet and other Smartphones.

Data optimization

OneKey

With more than 8.5 million entries, Cegedim Relationship Management's *OneKey* product is the world's most comprehensive database of healthcare professionals[2], enabling global management of worldwide data.

This solution is based on an advanced data integration model and a tried and tested updating methodology implemented daily by subject experts with in-depth knowledge of local healthcare issues and in compliance with ISO 9001 certified procedures.

Used by medical reps and healthcare players, the *OneKey* database allows users to obtain specific information on each category of healthcare professional as well as various means of contacting them, such as business addresses, telephone numbers, emails, etc.

New information is regularly collected to meet the new challenges facing the pharmaceutical industry, such as data relating to Key Opinion Leaders, Market Access information and, more recently, data relating to Internet and digital usage, which is decisive for new multi-channel strategies.

SK&A

SK&A is the leading[3] provider of healthcare databases in the USA.

Integrated into Cegedim's *OneKey* solution, SK&A researches the details and profiles of over 1 million health professionals and keeps them up-to-date.

SK&A data facilitates canvassing and marketing actions in many sectors and particularly in the pharmaceutical industry, medical equipment, medical management, direct marketing, publishing, education, insurance and public companies. The quality and reliability of the SK&A databases are assured by ongoing checks carried out by telephone by SK&A's teams in Irvine, California.

Every month SK&A receives more than 400 orders and supplies over 32 million health data records to its many clients, which include the largest healthcare institutions, press groups and pharmaceutical companies.

(1) According to in-house estimates.

(2) The OneKey database is the benchmark in France in the pharmaceutical industry in turns of number of countries covered and date entered, as well as in terms of users.

(3) According to in-house estimates.

Regulatory transparency

To help life sciences industries to comply with the complex regulations in the healthcare sector, Cegedim Relationship Management offers specialized experts, support procedures and leading technological tools to set up solutions tailored to local, regional and global policies, processes and regulations at lower cost.

The spread of transparency regulations across the world is leading pharmaceutical companies to monitor and notify their expenditure aimed at healthcare professionals.

The Cegedim Relationship Management AggregateSpend360 solution launched in 2006 was the first of its type rolled out in this area. Cegedim Relationship Management continues to upgrade this solution, and is now the world leader in this area, according to a 2011 IDC survey (IDC report on the Aggregate Spend Compliance market).

AggregateSpend360 has tools that enable users to automatically generate reports adapted to each regulation. The latest version of the solution includes an improved fraud detection option, Internet publication of expenditure and conflict management in line with US federal requirements and with the more recent requirements of various countries around the world, such as France, Germany, Spain and the United Kingdom.

Business Intelligence

REPORTIVE

Reportive publishes a business intelligence software package, acknowledged as one of the best on the market. This software can be used to create and automatically distribute personalized reports and interactive trend charts (sales force, marketing, finance, human resources, etc.) aimed at improving the competitiveness, productivity and efficiency of organizations.

The flexibility of the solution makes it possible to adapt to the needs of the profession and provides the necessary responsiveness to integrate changes.

It is easy to use and has advanced data validation capabilities, allowing experts in the field to develop their own applications whilst guaranteeing the reliability of results.

The use of a component library and “Plug and Play” interface generates significant productivity gains thanks to low TCO (Total Cost of Ownership) and quick implementation.

Reportive is a significant player on the decision software publishing market, with more than 200 customers across all business sectors, including 16 of the world’s 20 largest pharmaceutical companies.

Many Cegedim solutions also include Reportive to provide indicators, dashboards and trend charts.

Market research studies

CEGEDIM STRATEGIC DATA

Cegedim Strategic Data (CSD) is one of the leading[1] market research companies dedicated to the pharmaceutical industry. With over 20 years’ experience in this industry, CSD offers a unique combination of databases, primary market research and clinical research based on the integration of its numerous data sources (ad hoc studies, promotional audit, patient databases and communication tracking).

Many state organizations are now using CSD data as benchmark data for their studies and particularly for their medico-economic studies.

CSD data enables users to optimize and adjust their commercial strategies throughout the product life cycle, particularly in terms of Market Access, market maintenance, Sales Force Effectiveness and launch excellence.

This information is collected from general practitioners, specialists (office- and hospital-based), pharmacists and patients.

CSD is present worldwide and counts over 370 pharmaceutical companies among its clients. Its international expertise enables it to provide its clients with comparable analyses between different countries. Using the *INES* software (a tool originally developed for clinical study management), CSD Analyzer (a dynamic data analysis and dashboard tool) and CSD Advance (a Business Intelligence tool developed by Reportive) and the *OneKey* physicians database, CSD manages every stage of its research in-house, from the collection, processing, analysis and interpretation of raw data to the presentation of completed surveys to its clients.

(1) CSD is a leading player in market research for the healthcare industry in terms of the variety and coverage of the research available.

Promotional Audit

Each year more than 200,000 healthcare professionals worldwide participate in CSD's panels. Data collected on promotional investment of pharmaceutical companies makes it possible to track & benchmark the pharmaceutical industry's marketing and promotional activities: marketing mix analysis (medical rep visits, press advertising, samples, direct mailings, meetings, clinical trials, Internet and DTC, social media, etc.), investment trends for different targets (general practitioners, specialists and pharmacists), the usefulness and impact of medical rep visits, the effectiveness of sales forces, and monitoring of the competition.

Patient database

CSD has two sources for patient and prescription information:

- longitudinal patient databases with anonymized observational data;
- a panel of specialists (office- and hospital-based) that ensures constant monitoring market by market: PDS (Patient Database Survey).

The patient data collected offers a wide range of surveys: market trends, product performance tracking particularly during the launch phase, monitoring of patient cohorts, changes in prescribing behavior for a particular therapeutic class or product, etc.

Communication tracking

The Communication Tracking range provides pharmaceutical companies with an in-depth view of market communications. It measures sales force performance, evaluates message recall and analyses the impact of their communication on prescribing behavior. These reports are adapted to the specific needs of each client, and deal with product communication and its evolution over time, allowing for adjustments to strategies and communication campaigns if necessary.

Medical research

CSD's offer includes CRO *(Contract Research Organization)* activities.

With its patient management software installed in physicians' practices and its Web-based data collection tool *(INES),* CSD can respond to any pharmaceutical company's or health authority's medical research needs: post-marketing studies, pharmaco-epidemiology, health economics, regulatory affairs, clinical studies or registries.

Primary market research

CSD offers a wide range of both qualitative and quantitative primary market research surveys to provide customized strategic recommendations to its clients. In 2012, CSD conducted over 1,500 international and local surveys (recall tests, prescribing behavior, analyses of rep visits, brand assessment, advertising overview, etc.), in all therapeutic areas.

Sales force optimization

ITOPS CONSULTING

Itops Consulting offers its customers support in their strategic thinking on promotional issues.

Itops Consulting's expertise covers projects relating to organization, recommendation, performance, strategic analysis, compliance and support.

Sales statistics for pharmaceutical products

GERS SAS

Gers SAS processes and establishes sales statistics for all pharmaceutical products by geographic analysis units (UGAs) on behalf of Gers (an economic interest group of pharmaceutical companies operating in France) using data collected from wholesale distributors, pharmaceutical companies and pharmacists.

Since 1999, these statistics have been available online on a weekly basis. The most recent geographical segmentation (746 geographic units divided into 4,565 Sales Points Aggregates or APVs, each containing 3 to 8 pharmacies) is much more homogeneous in terms of activity volume, allowing pharmaceutical companies to develop true micro-marketing strategies.

France is one of the few countries in the world where the industry has joined forces to produce its own statistics, which have become regulatory data for agreements between LEEM(1) and CEPS(2).

CEGEDIM ANALYTICS FRANCE

A data processing specialist, Cegedim Analytics France offers a complete outsourcing service through the integration of all types of data, and the reprocessing and distribution of dashboards via Click-Pharma (PC), Click-Manager (PC) or Match (iPad®). Cegedim Analytics France also has an insourcing offer, which enables companies' business experts to be independent in their reporting and to meet the needs of their internal clients through access to the Reportive software platform. This service is available to all business sectors.

INFOSANTÉ

With its subsidiaries InfoSanté in Romania and Gers Maghreb in Tunisia, the Cegedim Group provides sales statistics on pharmaceutical products. In both countries, Cegedim is now the market leader(3) in regional and national sales data, and offers a full range of products and services for the pharmacy and hospital segments.

(1) LEEM is a professional organization that unites and represents drugs companies operating in France.

(2) CEPS is the Healthcare Products Pricing Committee, an inter-ministerial body under the joint authority of the Ministers for Health, Social Security and the Economy, whose main task is to set drug prices and rates for medical equipment for individual use paid for by France's mandatory health insurance scheme.

(3) InfoSanté is the leader in terms of revenue on the Romanian and Tunisian sales data markets.

SANTESTAT

Using sales data collected from a range of pharmacies, Santestat compiles a statistics database that is continuously enriched. Thanks to Santestat, pharmacists and their groups have the tools they need to optimize pharmacy management, pricing policy monitoring and to have an overview of their purchasing market.

These statistics provide pharmaceutical companies with the data necessary to better understand drug distribution channels.

Physicians' nominative data

CEGEDIM CUSTOMER INFORMATION

With more than 25 years' experience, Cegedim Customer Information (CCI) is the unrivaled leader in specific data on healthcare professionals. This specific research provides users with key indicators for segmentation and targeting: prescription preferences, number of patients, therapeutic strategies, early adopters, digital profile and experts as well as their networks of influence.

Using information from *OneKey*, CCI delivers strategic data to pharmaceutical companies that is in full compliance with local personal data protection legislation.

Icomed/Docscan (prescriber in Germany)

Each year, Icomed conducts syndicated surveys on the activities and prescribing preferences of general and specialist physicians, with a significant response rate of 30-50%, depending on specialty and country. The information obtained is mainly used to implement or optimize the segmentation and targeting of pharmaceutical companies, and can be used as indicators by sales forces.

These surveys are carried out in France (on 44 specialties), as well as in Germany, Italy, Spain, the Benelux and Nordic countries, Russia, Poland, Turkey and Romania.

Docsan can meet a pharmaceutical company's segmentation and targeting needs in a specific therapeutic area in all the countries in which the *OneKey* database is present.

Physician Connect

Physician Connect identifies experts and their networks of influence in a particular pathology using a unique and robust peer-to-peer nomination methodology. This survey responds to the needs of different departments (medical, marketing, sales and SFE) to optimize their relationships with networks of influence throughout the product life cycle.

Physician Connect can also be used for specific requests from pharmaceutical companies in a specific therapeutic area in all the countries in which the *OneKey* database is present.

Digital Customer

Digital Customer is used to segment physicians according to their liking for digital media and thus provides a new element of operational segmentation for optimizing the media mix.

This survey involves general and specialist physicians in France, Belgium and the Netherlands, and is currently being developed elsewhere in Europe.

Performance indicators for the quality of medical rep visits

To take account of the emergence of a new need expressed by pharmaceutical companies, CCI is developing a new survey to measure the quality of the medical information delivered by medical reps. This new survey offers indicators of sector measures adapted to the needs of pharmaceutical companies, and enables them to carry out, at the most relevant level of granularity, customized analyses on company-specific sectorization and activity.

The results obtained are used to rank the various sectors of a network, thus favoring the distribution of a quality bonus based on objective and external quality.

Corporate databases and associated services

CEGEDIM COMMUNICATION DIRECTE

Specializing in professional databases and promotional tools throughout the world and backed by its expertise in these domains(1), Cegedim has developed a specific department for its French activities in the field of direct marketing, Cegedim Communication Directe (CCD), which offers:

Specific databases

- Business & Management: 287,435 companies, classified by revenue, with telephone and fax numbers, and more than 501,811 skilled functions;
- 3,738,306 corporate headquarters with details of the main executive, telephone and fax;
- Insee: 5,832,120 organizations (comprehensive directory of companies);
- LaMég@baseB2B: a multichannel BtoB repository with more than 2,900,000 email addresses;
- Company Car Fleets: 1,252,000 active organizations for 4,810,000 vehicles;
- Businesses: professional occupations, elected officials and local authorities.

(1) *The OneKey database is the pharmaceutical industry benchmark in terms of number of countries covered, data entered, and user numbers.*

Data processing/data quality management

- Database audit, standardization, restructuring and clearing;
- Merge and purge, reconciliation and data consolidation;
- Reconciliation with the Sirene database;
- Data cleaning and enrichment;
- Client data maintenance using updates specific to Cegedim CD;
- Analysis of data and client profiles, segmentation and marketing scores.

Online services

- *GlobalDataControl* is a secure place to exchange information along with automated controls and data enrichment and reliability processes;
- *GlobalDataDistri* is a Web solution for counting and extracting BtoB data;
- *SirWebAnnuaire* provides access to Insee's Sirene repository, which is enhanced by Cegedim CD in the form of a directory;
- *SirWebServices* are Web Services for connecting client solutions (CRM, ERP, Web form, etc.) to CCD's BtoB repository,
- *GlobalDataReport* is a report generation solution (using the Reportive software suite) to enhance client knowledge;
- *GlobalDataValid* is a Web solution for manual reconciliation and validation to compare duplicate entries online;

To offer all of these services, Cegedim CD relies on programs and tools, a number of which are unique in France, such as the *Source* database logging all establishment transfers and changes of domicile since 1993.

Products and Services Dedicated to Press and Web Publishers

Cegedim Communication Directe provides a set of solutions to print and digital news publishers to optimize their customers' knowledge:

- *SIGA* meets the requirements of press publishers in the fields of subscription management, direct marketing, circulation and business intelligence;
- *OneKey Web Authentication* is a Web Service designed specifically for publishers of professional content sites requiring strict validation of access. This service can build highly accurate visitor profiles using the Group's business reference systems.

Management of medical samples and promotional material

PHARMASTOCK

Medical promotion requires the implementation of logistics capabilities for preparing and distributing promotional material to the sales forces of pharmaceutical companies. Cegedim offers its partners the possibility of outsourcing this capability via its Pharmastock subsidiary, a pharmaceutical prewholesale specialist.

On behalf of pharmaceutical companies, Pharmastock stores, prepares and dispatches:

- documentation for medical reps working in the field to meet their occasional needs or as part of their usual allowances;
- samples to physicians.

To comply with pharmaceutical companies' traceability obligations in respect of sample distribution, Pharmastock, backed by the Cegedim Group's knowledge of healthcare professional file management, can meet the specific needs of sales personnel and health professionals through its TRACERE® package.

Digital promotion

MEDEXACT

MedExact works in synergy with Cegedim Group companies involved in promotion, with the exception of medical rep visits.

ScreenPub is for doctors with Cegedim medical software interconnected to the Cegedim server. It allows information exchange and the downloading and circulation of advertising campaigns.

6.2.2 PRODUCTS OR SERVICES RELEASED ON THE MARKET DURING FISCAL YEAR 2012 FOR THE “CRM AND STRATEGIC DATA” SECTOR

The sustained investment over recent years in innovation for this activity has had a direct effect on product quality, hailed by observers such as IDC or Frost & Sullivan.

In 2012, Cegedim Relationship Management completely upgraded Mobile Intelligence, its CRM platform in Cloud mode, to meet and address user expectations and issues, particularly in terms of effectiveness, flexibility and mobility. Dozens of new and enhanced features were thus implemented on this solution, which is available on tablets (MI Touch), Smartphones (MI Pocket), laptops and PCs (MI PC). These features include a wholly overhauled mobile application including a particularly intuitive graphic interface, new CLM (closed loop marketing) functionalities, advanced configuration tools, sectorization improvements, etc.

Compatible with Windows 8 and Apple iOS, Version 9 of Mobile Intelligence, launched in late 2012, is the most comprehensive offering on the market.

In compliance, in 2012, Cegedim Relationship Management launched a new version of AggregateSpend360, its expenditure consolidation solution for life sciences industries. It also announced a new partnership with Clifford Chance to extend its information portal on transparency regulations for life sciences companies worldwide: E-Reg Monitor Services™.

Cegedim Relationship Management has also strengthened its partnership with IMS Health, specifically to provide new analysis services to its Mobile Intelligence clients.

Cegedim has also continued to develop *OneKey*, its global database of healthcare professionals, the Group's core business. Available in over 70 countries, *OneKey* exceeded the threshold of 8.5 million validated healthcare professionals in early 2012.

In 2012 Cegedim also launched Docnet, a social network dedicated to physicians, enabling them to consult or share medical questions, post links and updates, invite colleagues to events and send messages to other users. With over 16,000 users as of December 31, 2012, Docnet is currently available in eight countries in Europe with plans to expand into other countries.

In France, Cegedim Communication Directe has brought out GlobalDataValid, a new service dedicated to improving data reliability, and is marketing a new "BtoB Car Fleets" database of all French companies (retailers, skilled workers, professional occupations, sole traders, small businesses and corporates) with a vehicle fleet.

6.2.3 MAIN MARKETS

Key figures

53% of the Cegedim Group’s consolidated revenue.

Geographic presence: across 5 continents; more than 80 countries.

Main clients: sales & marketing, IT and compliance departments in the pharmaceutical, biotechnology and life sciences industries.

Competition

The services offered by Cegedim are unique in the healthcare sector and are highly differentiated from competitors’ offerings. Cegedim is the only company with a product portfolio that combines the most comprehensive databases on the global market with CRM and compliance solutions.

Cegedim develops a full range of strategic databases that allow pharmaceutical companies to better understand where their drugs are sold, by whom they are prescribed, and why and to what extent their marketing efforts are effective. The objective is to provide them with the information necessary to define their marketing and sales strategies. Data on healthcare professionals is indeed essential information that allows pharmaceutical companies to direct their sales forces in the field. Cegedim owns its *OneKey* database and updates it daily. There are few alternatives and those that are available are more limited geographically, unlike *OneKey,* which is present in 70 countries.

Cegedim's CRM competitors offers do not have a database or regulatory compliance product. Additionally, the main competitor in terms of databases does not have a CRM product.

More specifically, Cegedim's main competitors in these two business areas are as follows:

CRM

Oracle (Siebel) and **Salesforce.com:** these companies are software generalists who, contrary to Cegedim, do not focus exclusively on the healthcare sector. They focus on supplying software, while Cegedim also supplies outsourcing solutions, combining them with a complete range of services (online services, implementation, user support, training, etc.). Oracle, which bought out Siebel in 2006, is now positioned as the world leader in generalist CRM software.

Update is an Austrian publisher specializing in CRM that offers a dedicated healthcare solution and primarily targets the European market.

Veeva Systems is a competitor that appeared on the US market in 2007. It offers a solution that is only available in SaaS (Software as a Service) mode with limited analytical capacities based on the Salesforce.com platform. Its offering does not include compliance, cost monitoring or sales force allocation solutions, which means that Cegedim is able offer its own services to Veeva's CRM clients.

There are also a number of local competitors in various countries.

STRATEGIC DATA

IMS is Cegedim's main international competitor on the market for strategic studies in the health sector.

Taylor Nelson Sofres plc and **GFK** are generalists who offer primary market research in the medical field.

There are also a number of local competitors in this market.

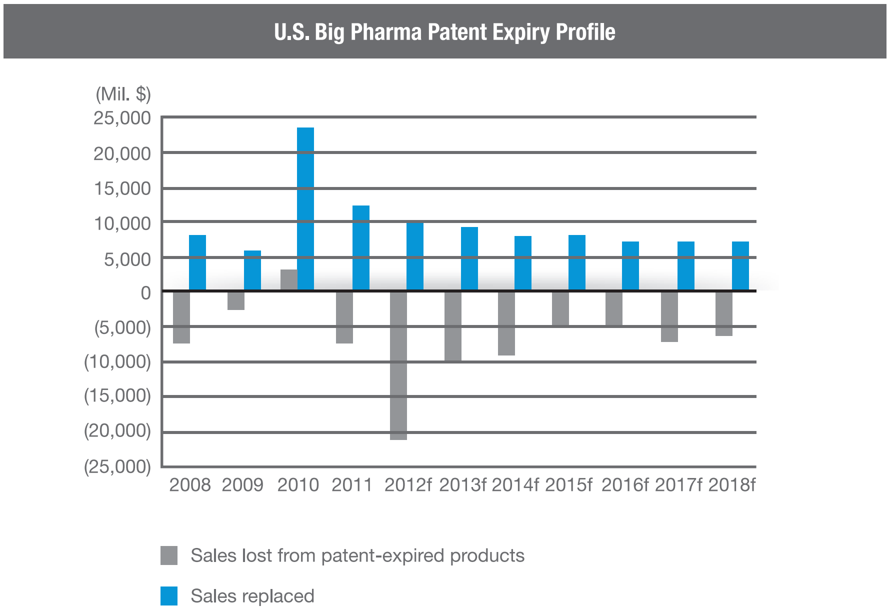
Main market trends

Despite the unfavorable economic climate, pressure from international competition, the development of the generics market and attempts to impose State regulations, the global drug market should continue to grow over the coming years to reach 1,000 billion dollars in 2014.

This IMS estimate (April 2012) highlights growth rates that vary greatly from region to region. Emerging countries, particularly Brazil, Russia, India and China, continue to drive growth, set to rise 13-16% between 2011 and 2015.

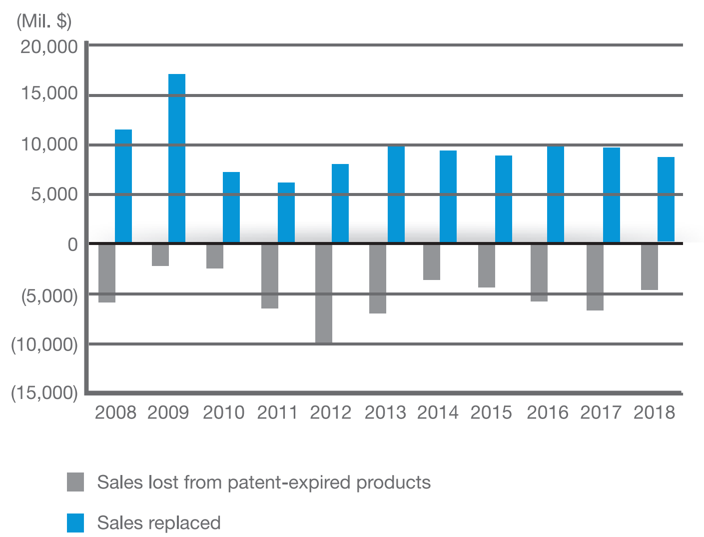
The mature markets of North America, continental Europe and Japan are expected to achieve growth of 1-5% over the same period.

The loss of originator drug patents is one reason for the shrinkage in these markets, but the risk seems to have peaked in 2012 and should fall off from 2013 on.



Source: Evaluate Pharma

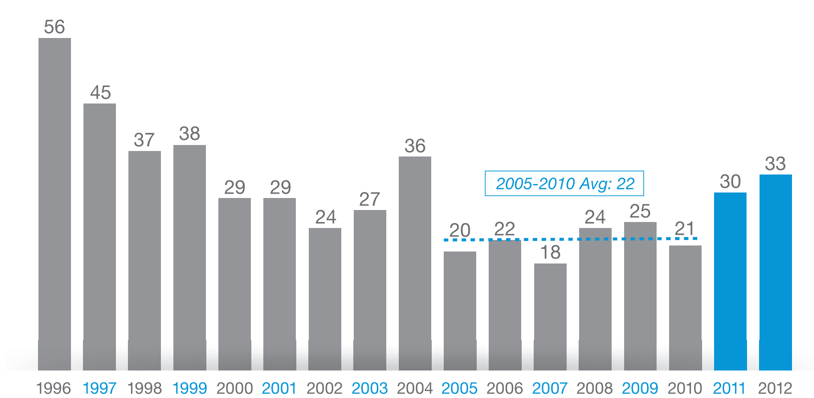
European Big Pharma Patent Expiry Profile



Source: Evaluate Pharma

In parallel, after a slowdown in the number of new products launched up to 2010 (partly due to heightened regulatory approval requirements), the trend seems to have reversed from 2011, as shown in the FDA (Food and Drug Administration) estimate for drugs in phase 3.

Sales Potential of Projects with Positive Phase III *(in bn. $)*



Source: FDA

The worldwide healthcare sector is restructuring to cope with changes in its model and the slow erosion of its profitability. According to a survey published in February 2012 by PricewaterhouseCoopers, growth in merger and acquisition operations in the healthcare industry are set to continue. Ratings agency Fitch, which believes that the economic transition of the pharmaceutical industry should end in 2015, indicates that pharmaceutical companies should now favor modest but strategic acquisitions, particularly in biotechs.

Sales and promotions functions, along with R&D quality, are the main areas of differentiation in the healthcare sector.

Also, particular attention is being paid to the personalization of customer relations, acknowledgment of all stakeholders in the decision to reference a drug, new forms of promotion, including the Internet, and the concept of a return on investment (ROI) from promotional tools.

While the number of medical reps has fallen significantly in recent years in mature economies, it is growing strongly in specialized areas and emerging economies. According to a survey published by Cegedim Strategic Data (CSD) in April 2012, the rise in the number of medical reps in emerging countries like China offset the overall reduction in sales forces in the pharmaceutical industry in 2011, which was down 1.8% to 413,565 medical reps worldwide against 421,223 in 2010. Over the first quarter of 2012, China may even have exceeded the United States, with 80,000 medical reps in full-time equivalent.

Medical rep visits remain the most widely used promotional channel. According to surveys published by Cegedim Strategic Data (CSD), which serve as a benchmark[(1)] in the healthcare sector, the amount set aside for promotional spending worldwide in 2012 was 88.4 billion dollars broken down as follows: 61% related to medical rep visits, 10% on samples distributed, 9% on so-called DTC (Direct To Consumer) expenses and lastly 20% on other promotional resources such as public relations, the press and the Internet.

Furthermore, following the lead of the US Sunshine Act adopted in 2010 by Congress, many European countries (the Netherlands, the United Kingdom, etc.) are stepping up their regulations in favor of greater transparency as regards expenditure aimed at healthcare professionals These regulations are disrupting the operating mode of pharmaceutical companies but signal an opportunity to improve the image of the life sciences industry and restore confidence in players in the sector. France has recently adopted legislation similar to the US Patient Protection et Affordable Care Act (which includes the "Sunshine Provisions"), compelling pharmaceutical companies operating in France to implement full transparency as regards payments to healthcare professionals,

Healthcare sector trends in France

France is the third largest European producer and one of the main exporters of drugs worldwide, with over 25 billion euros' worth of drugs produced in France. French drug exports represent over 24 billion euros, making this sector the 4th largest in terms of trade surplus and the 2nd largest exporting sector.

There are about 300 drugs companies operating in France, with a total workforce of over 104,000. In total, the drugs industry employs over 300,000 people (including employees from drugs and biotechnology companies and jobs created by this industry particularly in wholesale-distribution and pharmacies).

With 5 billion euros, i.e. 12.5% of revenue, invested in research and development, the pharmaceutical industry is the 2nd largest investor in private research in France.

(Source: LEEM 2012)

Promotion is the main leveraging tool to optimize pharmaceutical company marketing and sales. Despite government attempts to regulate the sector, it still has considerable resources: 3.8 billion dollars in 2012 (versus 4.1 billion in 2011).

For example, the promotional budgets of French pharmaceutical companies in 2012 may be broken down as follows: 52% related to sales force promotion, approximately 23% on public relations type promotions, the press, the Internet, almost 24% on so-called DTC expenditure and less than 1% on samples distributed.

(Source: CSD 2012, Cegedim Group).

(1) CSD is a leading player in market research for the healthcare industry in terms of the variety and coverage of the research available.

6.3 SECTOR 2 "HEALTHCARE PROFESSIONALS"

6.3.1 DESCRIPTION OF THE ISSUER'S MAIN OPERATIONS AND PRODUCTS IN THIS SECTOR

Having worked alongside healthcare professionals for many years, today Cegedim has positioned itself as one of the leading[(1)] medical management software publishers across the world.

The Group works on a daily basis with paramedical professionals, pharmacists, general physicians, and specialists.

Structured and communicative, Cegedim's software meets the daily practice needs of professionals and the latest technical and regulatory requirements. It is an important vector for transferring scientific and medical information between healthcare professionals at the place of practice.

CEGEDIM HEALTHCARE SOFTWARE (CHS)

Created in 2009 to coordinate and consolidate all activities pertaining to software solutions for healthcare professionals, the Cegedim Healthcare Software (CHS) Business Unit has over 145,000 physician and paramedical workstations and 78,000 pharmaceutical workstations, using its solutions in nine countries (Belgium, Chile, Spain, the United States, France, Italy, Romania, the United Kingdom, Tunisia). Cegedim Healthcare Software, organized around four areas, provides major diversification for Cegedim's future:

- pharmacist software (Alliadis, Cegedim Rx, Next Software, Pharmec);
- medical software (CLM, INPS, HDMP, Millennium, Stacks, Pharmec, Pulse Systems);
- software for paramedical professions (RM Ingénierie);
- medication database (Resip/Claude Bernard Database).

Software for pharmacists

ALLIADIS

Specializing in pharmacy computerization, the Alliadis group (Alliance Software, Alliadis, PGInformatique and ASP Line) has been providing support to pharmacists since that sector began to be computerized more than 20 years ago.

It develops and markets comprehensive, integrated software solutions, including the supply of suitable IT equipment. The new regulatory challenges such as the Pharmaceutical File, the development of the SESAM-Vitale environment, substitution goals, product traceability and coding, over-the-counter drugs, and new pharmacist responsibilities from the HPST law[(2)] are some of the issues that encourage short or medium term changes in IT tools, and are areas in which Alliadis has always been involved from an early stage.

The Alliadis Group offers custom-made solutions to the various entities in the market:

- independent pharmacists and pharmacists with a private healthcare agreement;
- pharmacies organized in SELS (independent professional companies), with different products that allow colleagues to network;
- pharmacist groups for whom, to date, the Alliadis solutions are the most popular, indeed the sole solution of some;
- pharmaceutical companies, via a dedicated solution. Since 50% of drug flows are managed through its software applications, the Alliadis group is the preferred partner of the leading pharmaceutical companies for implementing information and promotional systems designed for pharmacists.

(1) Cegedim is one of the leading publishers of software for healthcare professionals in terms of the member of workstations installed.

(2) "Hôpital, Patients, Santé, Territoires" (The Hospital, Patient, Health & Territories Law).

The Alliadis group has developed a range of different business solutions that allow it to target all types of pharmacy. Its new Périphar software developed in Java has enhanced the Alliadis Group's current product line comprising the Opus and Alliance Prémium software.

Alliadis continues to anticipate pharmacists' needs, particularly through NTPharm, its Sales Division devoted to keeping sales areas attractive and secure, and by offering services related to their new duties such the rental of medical equipment and management of long-term care facilities.

Alliadis has made a significant effort in conjunction with the sector authorities, alongside CNAM and the pharmacist trade associations, as part of the SCOR process aimed at complete dematerialization of the transmission of documentary evidence to CPAM. The success of the testing phase led to the signature of an addendum to the agreement which authorizes the digitalization of prescriptions at pharmacy counters nationwide, as well as their online transmission to CPAM from 2012.

Likewise, anticipating the new pharmacy agreement which as of 2013 gives pharmacists a major role in patient management inside the pharmacy, Alliadis has developed a full Web application called MSP (for *Mon Suivi Patient,* or "My patient follow-up"). MSP will provide access to a treatment folder in which all the health data on individual patients can be collated, and to a library of pharmacist consultation protocols, such as the follow-up of patients taking oral anti-coagulants, the monitoring of asthmatic patents, etc. The ability to access it in cloud mode means that a group of pharmacies can share patient data, which is a first step towards coordination between health professionals.

With over 8,500 clients, the Alliadis group is co-leader of the pharmaceuticals IT market in France.

CEGEDIM RX

Cegedim Rx is the leading supplier of Pharmacy software solutions and computer services in the United Kingdom, with over 50% of the pharmacy market which incorporates in excess of 12,200 pharmacies.

Its product line includes Nexphase and Pharmacy Manager Patient Medication Record systems, which process over 300 million prescriptions every year. Cegedim Rx has ISO 27001 certification and now has over 150 employees who are based in two main sites in the UK. The majority of leading pharmacy cooperatives such as: Asda, Alliance Boots, the Co-operative Group, Sainsburys, Tesco, Morrisons and Superdrug all use one of Cegedim Rx's solutions.

Cegedim Rx is heavily involved in the development and provision of electronic prescriptions and minor ailment software in the UK.

Cegedim Rx also provides its customers with government sponsored broadband communications (N3) within pharmacies as well as providing its own Message Handling service which will eventually handle up to 60% of the English prescriptions managed by its own Network Operating Centre.

Cegedim Rx also offers products for:

- hardware distribution and engineering;
- support and training for users;
- sale of consumables.

NEXT SOFTWARE

Next Software is a company specialized in publishing and distributing solutions for healthcare professionals in Tunisia.

A leader in pharmacy computerization with a 25% market share, Next Software is one of the most important players in the market, with a presence across the Tunisian territory.

Already heavily involved in IT support for reimbursement systems installed by the healthcare authorities, Next Software will quickly benefit from the experience of Cegedim's other "pharmaceutical" publishers, enhancing its offering in therapeutic banks (Claude Bernard Database) and electronic information exchange.

PHARMEC HEALTHCARE SOFTWARE

Specialized in publishing and supporting solutions for healthcare professionals in Romania, Pharmec Healthcare Software is the leader in the pharmaceutical software industry with over 40% market share. Pharmec is also one of the up and coming players in the physician computerization market in the country. Pharmec Healthcare Software's offering is going to rapidly grow in the medicinal database and online medical software fields thanks to Cegedim's experience in this area.

Medical software

CEGEDIM LOGICIELS MÉDICAUX (CLM)

Cegedim Logiciels Médicaux designs solutions for office-based physicians (general and specialist), multi-disciplinary healthcare centers, other healthcare centers and oncology institutions:

- For independent physicians: the applications Crossway, Doc'ware, Médiclick and monLogicielMedical.com, hosted in the Cegedim environment known by the French acronym HADS, standing for certified hosting of healthcare data, all provide simple, effective management of patient files;
- For multidisciplinary healthcare facilities: a special version of monLogicielMedical.com has been tailored to data sharing needs between healthcare professionals (physicians and paramedics) within a single building. This version is called ASIP, and it also meets the needs of healthcare groups;
- For healthcare centers: Crossway CDS provides medical management software for healthcare centers. This is combined with a solution for third party payment management;
- For oncology facilities: OncoBaze and Oncoweb software offer overall management of the workflow for chemotherapy treatments and their complete traceability.

The Resip FSE and e-FSE software programs, used alone or integrated with medical software, allow electronic care sheets to be prepared in compliance with the latest regulations in force.

Cegedim Logiciels Médicaux professional software changes over time in accordance with regulatory requirements—such as HAS accreditation (risk management), integration of electronic services and tracking ROSP indicators (remuneration based on public health objectives)—and to users' needs, particularly in their interactions with medical data sharing platforms.

INPS

INPS is maintaining its leading[(1)] position in the "Primary Care" sector in the United Kingdom with its Vision offer. The national IT projects, driven by the the National Health Service require INPS to continually develop and adapt Vision to meet the requirements for interoperability between healthcare professionals.

The Vision clinical application is used by approximately 10,000 doctors at more than 2,300 primary care centers in the United Kingdom.

HDMP

With the Health One solution, HDMP is the second largest player in the Electronic Healthcare Record market for general practitioners in Belgium. HDMP is also very active in sectors involving hospitals, occupational medicine, after hours services, prevention centers, healthcare centers, etc. with more than 2,200 references

MILLENNIUM

Based in Florence, Millennium, 49% owned by Cegedim, is Italy's leading[(2)] medical software publisher, with Millewin installed on nearly 16,500 workstations. Millennium recently strengthened its regional presence and became a strong shareholder of two other publishers, one focused on general practitioners and the other on pediatricians (Mediatec with 2,600 Gps and Sosepe with 3,700 Gps). Millennium now directly or indirectly equips more than 22,800 physicians (GPs and Pediatricians), representing a 39% market share with Italian general practitioners and 45% with pediatricians.

STACKS

The leader[(3)] in physician software in Spain with more than 30,000 users, Stacks specializes in the analysis, design, and development of information systems dedicated to the healthcare sector. Stacks also offers consulting and technical services for identification, adaptation, and integration of solutions in order to meet the needs of healthcare professionals. The primary market for Stacks is the Spanish public sector, which represents more than 60% of its sales. The company has its own commercial network throughout the country. It is also present in South America through its establishment in Chile.

In 2012, Stacks has been working together with CHS to launch the first 100% on-line medical solution for physicians in France (monLogicielMedical.com) and other EU countries.

PULSE SYSTEMS, INC.

Pulse is in line with President Obama's healthcare reform and is being developed to manage electronic patient files EHRs[(4)] in the United States. The incentive programs undertaken by the US Department of Health and Human Services encouraged adoption of these healthcare technologies beginning in 2011, and Pulse Systems continues to develop and adapt its software solutions in order to remain at the forefront of these technologies. Pulse applications are utilized by over 20,000 healthcare users in locations throughout the United States.

Software for paramedical professions

RM INGÉNIERIE

RM Ingénierie offers a full range of software (+4,000 line) for the paramedical professions: nurses, physiotherapists, speech therapists, orthoptists, chiropodists, podiatrists, midwives.

Designer of France's first practice management software for physiotherapists in 1984, RM Ingénierie has positioned itself as one of the leading providers in France of management software solutions for paramedical practices, with over 33,000 users.

RM Ingénierie also develops innovative tools designed for physiotherapists and functional medicine customers. These tools make it possible to analyze, measure, and rehabilitate movement.

Medication database

CLAUDE BERNARD DATABASE – THE RESIP COMPANY

Resip (Research and Studies in Professional Information Systems) provides healthcare professionals with a scientific database to assist them in prescribing and issuing medications: the Claude Bernard Base (French acronym BCB). The BCB was the first drug database accredited as of 2008 by the French national health authority, Haute Autorité de Santé (HAS), as a certification of prescription assistance software.

It is integrated into the pharmacy management software marketed by the Alliadis network (*Alliance Premium and Opus* software), representing more than 8,500 subscribing pharmacies. The BCB is also to be found in applications for physicians: over 16,000 medical offices subscribe to it. The BCB will be more and more present on all computerized physicians' workstations owned by the Cegedim Group in France and is also distributed by other medical software publishers.

(1) INPS is the leader in terms of the number of physicians' software workstations installed in the Windows environment in the UK.

(2) Millennium is the leading publisher of physicians' software in terms of the number of workstations installed in Italy.

(3) Stacks is the leader for physicians' software in terms of the number of workstations installed in Spain.

(4) EHR: Electronic Health Record. Concept defined as the regrouping of patient health information. This electronic data can be shared within different medical facilities and exchanged between healthcare professionals. Also referred to as Electronic Patient Record (EPR) or Dossier Médical Personnel (DMP).

As the leading[1] player in the Web market, the BCB is integrated into healthcare sites and portals.

The technology used by the BCB makes it easy for hospitals to incorporate the database into their Intranet systems for Web consultation: BCB Dexther. APIs (Application Program Interface) also make it possible to interface with the hospital management software. More than 300 hospitals have integrated the BCB into their prescription or dispensation software.

OTHER SERVICES

Promotional information

RÉSEAU NATIONAL DE PROMOTION (RNP)

RNP is the benchmark in France[2] RNP for pharmacy and para-pharmacy intervention regarding:

- dynamic display;
- structural and opportunistic marketing (linear, counter, etc.);
- sales space organization;
- point-of-sale surveys.

Equipped with Android tablets, RNP promoters and merchandisers transmit their activity with supporting digital photos in real time. Pharmaceutical companies can, at the same time, monitor the roll-out of their campaigns online. RNP also makes auxiliary merchandising and sales teams available to its customers. Furthermore, becoming the exclusive partner of major associations, RNP manages all of their promotional activities.

After installing customized LED screens in strategic shop windows, RNP is accelerating the deployment of dynamic screens in pharmacies, at key points of sale, thereby creating a significant network.

Medical financial leasing

CEGELEASE

Cegelease, *with its Pharmalease* and *Médilease* brands, is a financial leasing company that offers financing options to retail pharmacies and healthcare professionals.

6.3.2 PRODUCTS AND SERVICES LAUNCHED DURING THE 2012 FISCAL YEAR IN THE “HEALTHCARE PROFESSIONALS” SECTOR

In 2012, Cegedim Healthcare Software continued to reinforce international synergies among its different entities as well as strengthen its leading position in health-related data exchange in all countries where its Business Units operate (Belgium, Chile, Spain, the United States, France, Italy, Romania, Tunisia and the United Kingdom).

For example:

- **In the United Kingdom:**

  In 2012 INPS installed a new medications data base, the British version of the Cegedim Groupe's Claude Bernard Base (BCB). Its Vision software was also one of two applications adopted for use in Wales over the next five years, starting in 2013. INPS also introduced and installed new versions of several modules of its Vision 360 application for health centers.

  In 2012 Cegedim Rx completed the installation of its Pharmacy Manager application at one of the largest British supermarket chains and plans to extend its services to the seven largest pharmacy networks in the country. Cegedim Rx also took part in implementing the electronic transmission of prescriptions (Electronic Prescriptions Service), which has been a major national project in England.

(1) BCB is the leading player on the Web market in France, regarding the deployment of the database on the tools used daily by healthcare professionals (software, Intranets, portals, etc.).

(2) RNP is the French benchmark for point-of-sale advertising in terms of the number of pharmacies covered by its display network.

- **In Belgium:**

  During 2012 HDMP's HealthOne became the first computerized medical file to be compatible with Belgian social security's eHealth platform, supporting Hub-MetaHub (decentralized medical data exchanges) and eHealth Box (secured inboxes). Also in 2012, as a partner in the Flemish government's Vitalink project (a data exchange platform among professionals who dispense medication), HDMP firmly established its market position for outreach clinics and started selling RMI products such as *BioValRescue* and RM Feedback to Belgian physiotherapists.

- **In Spain:**

  In 2012 Stacks launched a new Web 2.0 portal application that facilitates and improves exchanges between patients and health professionals using a new communication channel. Stacks also consolidated its market position with over 15,000 professionals connected and over 7 million items of medical data handled in the greater Madrid area, making it the largest centralized healthcare system in Spain.

  Beyond the public sector, Stacks launched mispacientes.es, an application for private practices, insurance companies and health centers. Based on the latest technologies and available on the cloud, this application improves IS management, security, maintenance and user autonomy.

- **In the United States:**

  In 2012 Pulse continued to expand its marketing and sales presence in the United States. Because it is eligible to submit quality data to the CMS (Center for Medicare and Medicaid Services) and is an officially recognized member of the PQRS (Physician Quality Reporting System), Pulse's legal status continues to benefit its clients, as it enables it to submit their data to the CMS and to receive PQRS subsidies in 2013.

- **In France:**

  In 2012, Cegedim Logiciels Médicaux launched monLogicielMedical.com, a 100% Web-based medical office management program, developed with Stacks, another CHS subsidiary. The year was also notable for the introduction of new versions of MédiClick (a prescription assistance application certified by HAS, the French national health agency), and Crossway/Docware (more modern look and continued functional improvements). Both new versions are very popular with users. Cegedim Logiciels Médicaux software was also enhanced by the electronic service of the French national Health Insurance Agency, providing Payment histories, treating physician statements, disability notices and a module for calculating performance indicators from the new collective agreement for medicine. In this way Crossway became the first software in France to combine Electronic Healthcare Records (EHR), the electronic services of the national health insurance, HAS certification and the P4P (payment for performance) indicators calculation module.

  Resip launched a new Web application for healthcare institutions, hospitals and clinics: BCB Dexther. The main innovations of BCB Dexther are a new interface, a new search engine, the addition of information on non-medicinal products, such as diet, skincare and related products, and daily online updates. Both an ecological and business application, BCB Dexther enables users to easily access information from anywhere within a healthcare institution with an Internet connection. The BCB Dexther mobile solutions for iOS and Android will be available from early 2013. In 2012, updates using CD ROMs were phased out, as they have been progressively replaced by online updates. Almost all equipment should receive online updates from 2013.

  In September 2012, RM Ingénierie launched its Simply Vitale mobile system on touch-screen tablets, which is aimed in particular at nurses and midwives. This system was very well received by a large number of health professionals, who were keen to have an efficient, simple and exhaustive mobile solution. RM Feedback, its rehabilitation system that uses movement sensors, also looks to have a good future ahead of it.

  By the merger in 2012 with ASP Line, publisher of Périphar software, Alliadis added to its product offering already consisting of the Opus and Alliance Premium software suites. In a constantly changing market, moreover, Alliadis continues to diversify, so as to keep improving its ability to anticipate the needs of pharmacists, primarily with product lines aimed at enhancing the sales area and making it more secure. Also anticipating the new pharmaceutical collective agreement that, as of 2013, gives a major role to pharmacists in caring for patients at the pharmacy, Alliadis introduced MSP (MonSuiviPatient) in 2012, a full-Web application available to all pharmacies whether or not they own the Group's professional software.

6.3.3 PRINCIPAL MARKETS

Key figures

31% of the Cegedim Group's consolidated revenue.

Geographic presence: Belgium, Spain, the United States, France, Italy, the United Kingdom, Romania, Tunisia and Chile.

Principal clients: doctors, pharmacists, and paramedical professionals.

Competition

There is currently no global competition operating across the countries covered by Cegedim. Therefore, the analysis has been broken down by market and by country.

SOFTWARE FOR DOCTORS

In France: Cegedim is one of the market leaders(1). Its principal competitors are CompuGroup (primarily their AxiSanté software), Imagine Editions (Hellodoc) and Prokov Editions (MédiStory).

In the United Kingdom: Cegedim, with its INPS subsidiary, is ranked number two in terms of user numbers (market share estimated at more than 23%), after EMIS (market share estimated at 51%), and ahead of TPP (18%).

In Belgium: Cegedim is a major player at the forefront of this very fragmented market which has a substantial number of healthcare software publishers including Corilus and Compugroup Medical.

In Spain: with 35% of the estimated general practitioner market share, Cegedim, with its subsidiary, Stacks, is the leader(2) in this corner of the market. Indra and Siemens are among the main competitors in the healthcare field.

In the United States: with more than 20,000 users across the United States in 36 different specialties, Pulse occupies a leading position in terms of electronic medical document management. Its largest competitors are: Allscripts, Cerner, NextGen, Greenway, eClinicalWorks, McKesson and AthenaHealth.

In Italy: Millennium and its subsidiaries have a 43% market share and their competitors include: Compogrup (Profim, Phronesis, FPS, Venere, Bracco), Koinè, Iatros and Perseo.

In Romania: Pharmec is a leading player with a market share estimated at 19%.

SOFTWARE FOR PHARMACISTS

In France: The Alliadis group (Alliance Software, Alliadis and PGInformatique), which belongs to Cegedim, and Pharmagest Interactive are co-leaders in the pharmacy computerization market in France.

In The United Kingdom: Cegedim entered this market at the end of 2004, with the acquisition of NDC Health and Enigma Health, which today are combined into one entity called Cegedim Rx. With an estimated 50% market share, Cegedim Rx occupies a leading position in terms of the number of computerized retail pharmacies in the UK.

In Romania: Pharmec is the leading player with a market share estimated at 40%.

In Tunisia: Next software has a 25% share of the pharmacy computerization market in Tunisia. Its main competitors are: 3S, Pharmasoft and EasyPharm.

SOFTWARE FOR PARAMEDICAL PROFESSIONS

In France: RM Ingéniérie, a leader(3) in supplying physiotherapists, speech therapists, chiropodists, and orthoptists, is at the forefront of the computerization of the paramedical professions in France. Its main competitor is Epsilog.

Thanks to its Simply Vitale system, RM Ingénierie is currently regaining market share with independent nurses.

Internationally: Sales of the RM Feedback system are also growing, and its future prospects look bright in a market with very little competition.

OTHER

In terms of promotions, Cegedim is the French leader(4), both in terms of advertising at points of sale (POS) in pharmacies, through the numerous pharmacies included in its display network, and of advertising at points of prescription (through its fleet of computerized physicians).

In terms of medication data bases: Cegedim's BCB (Base Claude Bernard) and its competitor, Vidal, are the main players in the field in France.

(1) Cegedim is one of the leading publishers of software for healthcare professionals in terms of the member of workstations installed.

(2) Stacks is the leader for physicians' software in terms of the number of workstations installed in Spain.

(3) RMI is the leader among physiotherapists, speech therapists, chiropodists, and orthoptists in terms of the number of FSEs (electronic care sheets) transmitted (source GIE SESAM-Vitale).

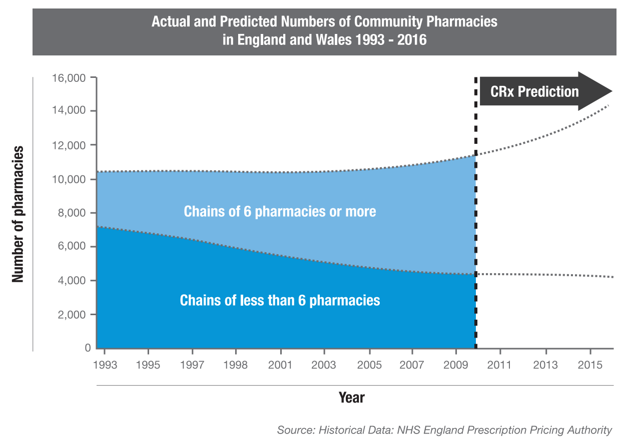
(4) RNP is the French benchmark for point-of-sale advertising in terms of the number of pharmacies covered by its display network.

In the pharmacy management software sector, the BCB (Claude Bernard Database) has but a single competitor, the Clickadoc database of the pharmaceutical distributor OCP. Although there is no paper version of the BCB, its main competitor in the general practitioner practice and hospital sectors is Vidal, with its Vidal Expert and Vidal Hoptimal products respectively. Then come two other competing databases, sold only on the hospital market, Thésorimed and Thériaque.

Main market trends

Cegedim strives to provide all healthcare professionals with effective tools for managing their day-to-day practices. Doctors and pharmacists, particularly in France and the United Kingdom, constitute a prime example in this sector of activity. The number of staff employed in these professions gives a good estimate of Cegedim's potential market.

UNITED KINGDOM POPULATION



Register [1]	No. of doctors	%	No. of doctors licensed	%
Specialist Register	75,219	29,79	70,748	30,02
GP Register	62,481	24,75	59,870	25,41
TOTAL NO. OF DOCTORS ON LRMP	**252,469**	**100.00**	**235,653**	**100.00**

Source : General Medical Council 2012.
(1) Please note that doctors can be registered on both the GP and Specialist Registers.

FRENCH POPULATION

Physicians	In regular practice[1]	In general medicine[1]	In general medicine and private practice[1]	Generalist services transmitted electronically[2]	Specialist services transmitted electronically[2]
	199,821	92,477	55,208	56,223	47,039

Pharmacists	Practicing[3]	Holding a pharmacy license[3]	Assistant pharmacists[3]	Number of pharmacies[3]	Services transmitted electronically[2]
	73,127	27,733	25,633	22,080	22,789

Physiotherapists	Practicing[4]	Individual practices[4]	Group practices[4]	Independent[4]	Services transmitted electronically[2]
	72,870	34,069	20,839	57,370	51,964

Sources:
(1) French National Council of Physicians - Atlas of Medical Demography - situation on January 1st, 2012.
(2) GIE SESAM-Vitale, figures on 12/31/2012.
(3) Statistics from the French National Council of Pharmacists (l'Ordre National des Pharmaciens) on January 1st, 2012.
(4) DREES, Répertoire Adeli figures on January 1st, 2012.

COMPUTERIZATION OF DOCTORS IN FRANCE

The large majority of French medical practices, almost 90% according to Cegedim's estimates, are computerized. However, until now this level of computerization essentially concerned electronic care sheet management: With the new medical collective agreement, which incorporates "compensation on public health objectives" known in French as ROSP or P4P, the electronic handling of patient files has become nearly obligatory, in terms of diagnostics, prescriptions, pathologies, allergies, family history, test results, etc.

In addition, to be paid doctors will need to use certified software, especially a secure prescriptions module with a medications data base. So this is a time for the software market to tighten up. Cegedim Logiciels Médicaux has seen its growth driven by this regulatory impetus, such that 80% of its sales involves recovering data from competing software.

COMPUTERIZATION OF PHARMACISTS IN FRANCE

Today all French pharmacies are computerized. The pharmacy software market is therefore a replacement market. Nevertheless, this market remains dynamic given the considerable technological developments it has experienced and continues to experience, particularly with respect to computerizing flows (both for managing direct payment with health insurance and for orders placed with wholesalers and pharmaceutical companies).

The new regulatory challenges such as the Pharmaceutical File, the development of the SESAM-Vitale environment, substitution goals, product traceability and coding, over-the-counter drugs, new pharmacist responsibilities from the HPST laws, etc. are some of the issues that encourage short or medium term changes in IT tools.

PHYSICIAN SOFTWARE IN THE UNITED KINGDOM

All medical practices are computerized in the United Kingdom.

This is encouraged by the National Health Service (NHS), which is undertaking an ambitious program to introduce reforms of the IT required to improve the provision of healthcare in the United Kingdom. The current British government has declared it will continue this program, which has already brought results, and negotiations are under way to set the next phases of the reform over the next five years.

Cegedim SA will continue to benefit from these measures, through its subsidiaries INPS and Cegedim Rx, which supply computer programs to general practitioners and pharmacists.

Its products have been given total interoperability with the national systems in order to improve the management and processing of patients and their files. The security and privacy of data are guaranteed by a private network known as N3. For GP systems, the interoperability agenda covers the following topics:

- compliance with NHS standards (accreditation with a series of ongoing updates);
- electronic appointments system between GP Practices and hospital consultants;
- electronic transmission of prescriptions (ETP) from GPs to pharmacists is entering its second phase;
- electronic transmission of the patient files of GPs when their patients change facilities;
- summary of patient medical data (called SCR), which are transferred to a central national system and continually updated;
- automated creation of medical certificates and transmission to a central agency;
- centralized hosting of GP IT systems according to accredited standards in force.

INPS has successfully incorporated all of these technical features into its software. All these functional areas are also regularly reviewed and adjusted in light of users' needs. INPS must take them into account in accordance with the changes demanded by the NHS.

For GP systems, adherence to the standards and the commercial arrangements are administered by a department of the NHS called GP Systems of Choice (GPSoC). INPS has also been involved in a large number of smaller scale projects as part of the Change Control Notices required of general practitioners.

The overall program remains ambitious and demanding for all of the players in the British market. Cegedim, through its subsidiaries INPS (GP Systems) and Cegedim Rx (Pharmacy Management Systems), has stayed at the forefront of all of these projects.

Take-up for the new developments is ensured through government financial incentives and targets, which pay for the roll-out of new functionality and the ongoing technical support for GP Systems. Pharmacists are also reimbursed for implementing systems that have been accredited for ETP and for connection to the national secure N3 network.

The Group is convinced that over the coming years it can continue to take part in new opportunities stemming from the re-organization of the British healthcare system.

PHYSICIAN SOFTWARE IN THE UNITED STATES

This market continues its rapid growth. According to a Bloomberg Government study of November 2012, it is thought to have represented $20.9 billion in 2012 and be set to reach $35.4 billion by 2016. This steady growth offers considerable opportunity for Pulse, acquired by Cegedim in 2010.

It stems partly from physicians computerizing for the first time and partly from physicians replacing their applications for managing their electronic health records (EHR) in order to have a robust, complete solution such as Pulse's Complete EHR.

The medical computerization incentive program offers grants to "eligible" professionals who implement EHRs that have been certified according to "best practices" criteria established by the US government.

The Federal payments program has several steps to it. Phase 1, which began in 2011, consists of making payments to professionals who have a program that complies with the criteria.

Thus Pulse clients received such payments. To allow more health professionals to obtain accredited software applications, the second phase of the project was deferred by the government until 2014.

Pulse continues to deliver certified products to its clients and to assist them with the successive phases. Doctors who practice out-patient care must come into compliance with the governmental criteria before 2015 or face penalties.

6.4 SECTOR 3 "INSURANCE AND SERVICES"

6.4.1 DESCRIPTION OF THE ISSUER'S MAIN OPERATIONS AND PRODUCTS IN THIS SECTOR

Leveraging its skills in professional software publishing and in processing complex information, the Cegedim Group brings together different offers in the "Insurance and services" sector for major healthcare insurance players, as well as technological expertise for its customers in all business sectors.

CEGEDIM INSURANCE

The Cegedim Insurance Business Unit includes all of the Group's products and services for insurers, mutual and contingency companies and intermediaries through its subsidiaries Cegedim Activ, Midiway, CETIP and iGestion. This BU groups all competencies along the entire chain of information sharing between healthcare professionals and insurance organizations and mandatory and supplemental insurers.

IT for heathcare insurers

CEGEDIM ACTIV

With more than 40 million policyholders managed with its solutions, Cegedim Activ is now the leader[1] of software and services dedicated to personal insurance (supplementary health plans, mandatory health plans, contingency plans, life insurance and retirement).

Its product line is aimed at all market operators: insurance companies, mutual healthcare companies, provident institutions and intermediaries.

With its expertise in personal insurance, Cegedim Activ works closely with its customers to create innovative offers and help them optimize the profitability of their business.

To do this Cegedim Activ brings unique know-how to bear: the business expertise of its employees, the availability and integration of its technological solutions, outsourcing solutions in IaaS, PaaS and SaaS modes using a private cloud, and lastly, healthcare flow management services, with more than 300 million EDI flows per year.

In 2012 Cegedim Activ developed a product for detecting atypical behavior among pharmacists, called Comport&a.

This year also saw the implementation, with *ACTIV'Infinite* and *ACTIV'Premium* clients, of a dedicated interface for SEPA migration, combined in the case of certain clients with MA€A, a software solution for managing the Cegedim Group's SEPA assignments. International software solutions, particularly in Africa, were also rolled out.

Finally, Cegedim Activ received ISAE 3402 accreditation in July 2012 for its hosting services, confirming the appropriateness of its internal risk control system and attesting to its total reliability in operations it manages on clients' behalf.

MIDIWAY

Midiway designs and implements online services on the Internet and on mobile devices for insurers and their policyholders: online sales with electronic signature, extranet in responsive design on mobiles, applications for Smartphones and tablets.

Flows and electronic payment

CETIP

Historically ranked among the best-performing third-party payment operators in the marker, CETIP consolidated this position in 2012 by becoming the leading[2] third-party payer management platform with its SP Santé and iSanté brands. The CETIP platform is now used on behalf of over 200 clients, and manages third party payments for more than 19 million policyholders, with more than 2.2 billion services paid for each year.

(1) Cegedim Activ's clients manage more than 40 million policyholders, making the company the market leader (health, contingency, savings).

(2) Cetip is the leader in France in terms of the number of third party flow handled per year.

In 2012, CETIP’s flow receipt and management platform processed nearly 150 million invoices for third-party payment by insurers, 98% of which were transmitted electronically, with the highest rate of secure electronic claim submissions (Demandes de Remboursement Electroniques or DRE) on the market, also including transfers with hospitals.

2012 saw the development of new segments in the third-party payer market, especially online third-party payers for opticians and hospital facilities, along with significant change in certain services (such as online verification of entitlements from the pharmacist's work station, detection of atypical behavior and of hospital admissions, etc.).

CETIP handles all regulatory and technical changes related to third party payments for its clients. It makes use of an information system developed by staff in the Cegedim Assurances BU from software components supplied by Cegedim Activ and Midiway, and managed in Cegedim's Tier IV Datacenter in Toulouse, which was ISAE 3402 certified in 2012.

Management Services

IGESTION

iGestion offers supplementary and contingency health insurance management services to third parties, for insurance companies, provident institutions, mutual healthcare companies, and intermediaries.

This product enables supplementary health organizations to outsource all or part of their business processes, as for example IS at the Toulouse datacenter.

iGestion's offerings relate to different third party payment management and market risk management systems, and include an option that comes with the third party payment services of the Cegedim Insurance Business Unit.

CEGEDIM E-BUSINESS

Specialized in electronic data exchange since 1989, Cegedim designs, develops and markets invoice digitization, probative value filing offers and EDI through its Cegedim e-business Business Unit. This entity also provides management services for GIE Edipharm, GIE Diagdirect, Hospitalis and *Qualitrans-Telepharma*.

CEGEDIM EDI

Dedicated to Electronic Data Interchange (EDI), the Cegedim EDI Department offers electronic management of all documents circulating between companies. Born from a partnership struck with GIE Edipharm in 1991, which enabled the creation of an EDI system between wholesale distributors and pharmaceutical companies, this operation quickly spread to all of the players in the health sector, as well as medical analysis laboratories and the animal health sector.

Backed by its experience, Cegedim EDI is now able to offer customers an industrial solution for electronic exchanges that adapts to their specific requirements and integrates the constraints of their particular trade, drawing on the power of the Cegedim Group’s IT infrastructure. With more than 1,000 EDI projects, Cegedim EDI was also the first company, in 1992, to obtain approval for invoice digitization from the French tax authority.

The Edipharm solution, operated by Cegedim EDI:

- meets drug traceability requirements (batch number, expiration date) by triggering a shipping notice message (DESADV);
- optimizes supply management through the development of Collaborative Managed Inventory messages (Gestion Partagée des Approvisionnements, or GPA);
- offers the new direct order service for pharmacies by implementing the Pharma-ML standard.

GIS: GLOBAL INFORMATION SERVICES

Cegedim e-business operates, in SaaS mode, the GIS (Global Information Services) platform. GIS is a modern and robust platform that manages all types of documents (paper, structured files, images), all communications protocols and all information systems, and can be accessed securely on the Internet 24/7.

GIS handles 300 million data flow exchanges every year, and has 100,000 clients connected to its service.

GIS can meet all electronic data exchange needs via its range of complementary services:

GIS EDI

With this product Cegedim e-business offers local or outsourced EDI and WebEDI solutions (SaaS mode) to handle all the EDI flows in the supply chain, whether commercial, logistic or financial.

Cegedim is present in all sectors, and particularly in health, mass-market retailing, automobiles, manufacturing, transportation and services.

These proven and secure solutions are based on international standards and regulations and are certified by GS1.

Most clients are large international groups to which Cegedim e-business brings its expertise and offers standard and shared solutions, or solutions tailored to their needs (definition of EDI specifications depending on business sectors and constraints).

Thus the client and its suppliers can use electronic data exchange for orders, responses to orders, delivery notifications, invoices, logistics flows (management of stock in transit), product sheets (GDS) or transportation orders.

GIS Business Process Management

The GIS Business Process Management offer is the combination of:

- a collaborative workflow system that can be customized in line with the company processes and organizations;
- a multi-services platform that can process all types of electronic documents electronically;
- a unified portal that can convey the same information to everyone in the company and to the company's commercial partners;
- an electronic signature and archiving service, Sign & Archive. The documents are signed, time-stamped and archived in a highly-secure electronic safe.

Available in SaaS mode, GIS Business Process Management, allows an electronic solution to be rapidly deployed for handling management processes and carrying out electronic data exchange.

GIS e-invoicing

Gegedim's GIS e-invoicing service can be used for electronic and automated processing of invoices in Europe and the rest of the world through the GIS platform and:

- the Cegedim network, the European leader since the acquisition of *Deskom* in 2010, which puts suppliers and purchasers in contact and enables them to exchange invoices easily with all the companies connected via a unique connection, irrespective of the electronic data systems, formats and solutions used;
- thanks to the high degree of interoperability of the Cegedim network, clients for the GIS e-invoicing solution are connected immediately to their partners;
- the expertise of the Cegedim e-business team, which assists clients in implementation, deployment with their partners and support services, in France and abroad.

The GIS e-invoicing service includes two comprehensive and modular offers, which are proven and optimized, thanks to hundreds of successful projects:

- Suppliers e-invoicing, for handling all supplier invoices electronically, receiving them in electronic format and integrating them automatically into the company's ERP system;
- Clients e-invoicing, for handling all client invoices electronically, issuing them in electronic format using invoicing systems.

CEGEDIM GLOBAL PAYMENTS

Cegedim Global Payments offers a software suite (MA€A) that facilitates and optimizes migration to SEPA[1] direct debits (or SDD[2]). Available under license or in SaaS mode, this software minimizes the modifications that need to be made to the information system of the issuer of the transfer, and makes the complex rules related to the use of SEPA direct debits and transfers transparent to business users.

Cegedim Global Payments also offers access to its Transfer Management Service Center, which provides all the processes and procedures for, in particular, the digitization and filing of digitized transfer orders in an electronic safe (certified NF Z 42013), as well as the related traceability and reporting management processes.

Lastly, the CEG€Pass suite of solutions and services enables:

- complete electronic management of contracts and payment transfer orders;
- electronic payment of invoices issued by the client;
- implementation of new payment methods.

HOSPITALIS

Hospitalis is a shared portal between healthcare organizations and their suppliers, allowing customers to facilitate supply chain commercial exchanges for the pharmaceutical, medical and diagnostic fields.

The scope of what Hospitalis offers includes product repositories, purchase orders, orders, logistics information and invoices.

With 1.75 million orders in 2012, and 1,000 major healthcare organizations, 26 of which are regional university hospital centers, Hospitalis contributes to the traceability of exchanges by centralizing all information on its Web portal. Moreover, this solution ensures the interoperability between the different software programs used by order placers, their suppliers, or their service providers.

Hospitalis is interfaced with portals from the main principals in the public and private hospital sector, for which it routes purchase order data flows.

Hospitalis is also integrated into the e-procurement solutions for Cancer Research Institutes to provide a repository of drugs, medical equipment, and laboratory products and to make the necessary infrastructure available for the electronic exchange of all procurement flows.

QUALITRANS-TELEPHARMA

Qualitrans-Telepharma is a Technical Centralizing Body (*Organisme Concentrateur Technique* or OCT) that centralizes the claims for electronic care sheets from pharmacies and allocates them to the appropriate mandatory and supplementary healthcare insurers. This is crucial to the acceptance of third-party payments by healthcare professionals. *Qualitrans-Telepharma* is fully compatible with SESAM-Vitale 1.40 standards and, with a high level of responsiveness, can integrate legislative and regulatory changes (LOI, RPPS, etc.).

It also offers value-added services such as the monitoring of claims and payments via its Web portal. With over 84 million electronic

(1) SEPA: Single Euro Payments Area.

(2) SDD: SEPA Direct Debit.

care sheets routed per year for over 3,000 pharmacists, *Qualitrans-Telepharma* is the second-largest[1] French OCT.

OTHER SERVICES

Outsourced payroll and HR management

CEGEDIM SRH

Cegedim SRH operates in the HR outsourcing market, offering innovative, high value-added solutions, from payroll management to HR management.

A major player in this market[2], Cegedim SRH provides its SmartRH service, which is based on TEAMS[RH], its own HRIS[3] solution, and offers value-added solutions that are tailored to the needs, environment and size of its clients.

In a changing and complex economic and legislative environment, Cegedim SRH makes its HR expertise available to its clients to meet the need for a flexible and effective HR function.

TEAMS[RH] is an innovative, complete and modular HRIS solution designed for outsourcing. Its design method gives it flexibility and ease of use. It is particularly adapted to manage companies with varying sizes and structures; from tens to tens of thousands of employees, multi-companies and multi-establishments, multiple collective labor and regulatory agreements.

TEAMS[RH] offers broad functionality, with a wide range of modular and customizable functions that can meet the needs of every organization:

- payroll and personnel administration;
- HR portal;
- HR management and decision-making;
- GPEC[4];
- training;
- time management;
- global HR.

Cegedim SRH differentiates itself on the market by offering a wide range of service and support offerings, which can be tailored to requirements at any time.

In addition, this offering stands out due to its approach, which provides, as standard, a payroll applications platform that takes into account changes in the law and the key provisions of collective labor agreements.

Cegedim SRH is committed to ensuring that payroll and HR management is reliable and sustainable, irrespective of its clients' structures or related legislative changes.

Cegedim SRH's services are as follows:

- Saas+ (Software as a Service+): data management, corrective maintenance and application updates following changes in the law and collective labor agreements;
- Processing Outsourcing: partial outsourcing, customer relations management. Payroll processing, operating activities, production and publishing;
- Total BPO outsourcing: complete management of all payroll operations (ISAE 3402 accreditation);
- BPO on Demand option: for customized service: In addition to the Processing and BPO service, management of certain processes (preparation of reports, monitoring of medical rep visits, etc.).

Hosting, services and Internet

CEGEDIM HOSTING

Cegedim has extensive expertise in facilities management for pharmaceutical companies, insurers and healthcare mutual companies, and healthcare networks (e.g. Electronic Patient File trials[5]) as well as in managing financial flows and digitized documents, and in outsourcing HR processes and payroll.

Due to their highly strategic and sensitive nature, these activities have led the Group’s IT teams to devise and implement processes and architectures with very high availability that meet the most stringent security requirements and, in particular, standards governing the hosting of medical records or the banking sector.

Cegedim is accredited as "private healthcare data hoster" by the French Ministry of Health.

(1) Qualitrans-Telepharma is the second OCT (Technical Centralizing Body) in the market in terms of the number of Electronic Care Sheets processed each year and the number of users among healthcare professionals.

(2) Cegedim SRH is number two in the payroll outsourcing market in France according to research published by the CXP in 2013.

(3) HRIS: Human Resource Information System.

(4) GPEC: Gestion Prévisionnelle des Emplois et des Compétences (Projected Employment and Skills Management).

(5) Electronic Healthcare Record: DMP or Dossier Médical Personnel in French.

Cegedim also obtained ISAE 3402 and SSAE 16 accreditation in 2012, for all of its hosting offers worldwide.

Cegedim thus offers its customers a complete "private cloud" service, based on hosting capacities and knowledge distributed around the world across its three zones: USA (Chesapeake site), Europe (Boulogne-Billancourt campus and Toulouse site) and Asia-Pacific (Singapore site).

The locations of these Tier III+ level sites allow, on the one hand, for services to be provided continuously, and, on the other, the implementation of Service Continuity Plans or Disaster Recovery Plans within the same region or between regions.

CEGEDIM OUTSOURCING

Cegedim Outsourcing provides infrastructure solutions to companies, allowing them to secure, administer, and supervise information systems, data management and electronic data exchange.

Cegedim Outsourcing's offer is centered on three main business areas:

- Integration: this involves designing and implementing all or part of the IT systems and networks requiring the integration of assorted elements: company directories, collaborative messaging, migrations, virtualization, storage, security and supervision;
- data management: this regroups services linked to managing IT infrastructures: distribution, asset leasing, on-site technical assistance, fleet management, and outsourcing backups;
- digitalization: this is aimed at supporting customers through the overall process of managing assorted content (forms, inbound documents, invoices, etc., in paper or electronic format): receipt, digitalization, recognition, extraction, verification, validation through the establishment of workflows via an EDM system[1].

6.4.2 PRODUCTS OR SERVICES LAUNCHED DURING THE 2012 FISCAL YEAR IN THE "INSURANCE AND SERVICES" SECTOR

In the insurance field

2012 was marked by the implementation of an ambitious internal organization project aimed at generating synergies from the Cegedim Assurance BU's various activities, supporting its growth and making its services more relevant to the needs of its clients:

- Implementation of a cross-functional organization for sales, marketing and communications;
- More effective organization of skills and services, from software publishing to business process outsourcing (BPO).

Regarding IT for healthcare insurers and mutual funds

2012 was a year of significant development for Cegedim Activ's services:

- The arrival of new clients on the *ACTIV'Infinite*, and *ACTIV'Premium* software packages, mainly in relation to outsourcing solutions;
- The integration of new clients for the *ACTIV'Infinite* contingency plan offering, thereby consolidating the positioning of this offering with a portfolio of several million people protected;
- Migration and switchover to the outsourced platform of the Toulouse Data Center of all registered organizations with a private healthcare agreement that had chosen *ACTIV'RO*, and APRIA's decision to join this platform: *ACTIV'RO* has become the most commonly-used solution for management of the mandatory healthcare plan for self-employed workers, with a market share of more than 75%;
- The development of Comport&a, a fraud detection tool that detects atypical prescriber or consumer behavior, enabling insurers, using data from its information system, to undertake additional investigations and the actions they deem appropriate vis-à-vis health professionals or subscribers, or to adjust cover, where there is suspicion of unusual or atypical consumption, which is not classed as fraud (change of cover, introduction of limits, strengthening of controls, etc.);
- The deployment of an interface for SEPA[2] migration for our *ACTIV'Infinite* and *ACTIV'Premium* clients, and the additional purchase by certain clients of MA€A, the Cegedim Group's software solution for managing payments and SDD[3];
- The launch of a solution for improving productivity in relation to delegating management of the mandatory healthcare plan (monitoring of performance level, tools for improving results, recommendations for optimizing workstations, etc.);
- Installing software internationally, in particular in Africa, primarily through a partnership established with the Moroccan group SAHAM.

(1) EDM: Electronic Document Management.

(2) Single Euro Payments Area.

(3) SEPA Direct Debit.

Regarding flows and third-party payment

Major changes in services in this area were proposed in 2012. The aim was to attain higher rates of digitalization of data flows while simultaneously providing optimal management of all the processes in the "Healthcare suppliers/Healthcare funders" chain.

For example:

- Online verification of insurance coverage from the workstations of pharmacists and medical assistants equipped with Cegedim Group software, with a more widespread application to be employed from the first half of 2013;
- Hospital costing systems to verify the services provided more effectively and ensure that healthcare organizations adhere more closely to their contractual commitments in relation to tariffs (particularly for individual rooms);
- A fraud detection tool, Comport&a, that detects atypical health professional or consumer behavior, making it possible, by analyzing healthcare consumption for example, to study ways to modify insurance coverage;
- Electronic data exchange facilities for care sheets and the paper invoices of hospitals and clinics, based on the automated document reading/recognition offers of the Group's Cegedim Outsourcing subsidiary, pending the more widespread use of EDI by hospital software.

Regarding outsourced payroll and HR

In 2012 Cegedim SRH announced the introduction of five innovative products that fill out its SmartRH range of services: SmartRH BI (Business Intelligence), SmartRH DSIJ (wage statement for per diem payments), SmartRH Visites Médicales (medical visits), SmartRH Coffre-fort (strongbox), SmartRH AED (digitized employer statement). Completely integrated into Cegedim SRH's payroll management and human resources platform, these new products help HR Departments achieve greater agility, flexibility and performance levels.

Cegedim SRH showed very solid growth throughout 2012. La Société Générale de Surveillance, the global leader in inspection, audit, analysis and certification, and Crédit Agricole, the leading banking institution in France, were among the new accounts acquired by Cegedim SRH during the year.

Regarding paperless exchanges

In 2012 Cegedim e-business brought out a new integrated Business Intelligence application based on Reportive V9 for the users of its GIS (Global Information Services) paperless platform. This application makes it possible to make full use of all data conveyed on GIS: usage and performance indicators, financial items and business data such as analytical data, consumption and statistics.

Cegedim e-business also strengthened its position in the area of digitized payment through Cegedim Global Payments and its innovative software suite MA€A, designed to facilitate migration to the SEPA (Single Euro Payment Area), which will become mandatory as of February 1, 2014.

6.4.3 PRINCIPAL MARKETS

Key figures

16% of the Cegedim Group’s consolidated revenue.

Geographic presence: France, Francophone Africa (Insurance), Great Britain and Switzerland (Payroll and HR).

Main clients: Insurance companies and healthcare mutual companies; companies in all sectors including businesses related to the healthcare sector.

Competition

Cegedim Activ is the leader[(1)] in France with over 40 million insured people managed by its solutions in the personal insurance computerization market. Its main competitors are generalist consulting, engineering and integration firms such as CSC, Sopra Group, Atos, Oracle and Accenture, or software houses such as Linedata and Wyde.

As regards value-added services in third party payment and registration management, CETIP (through the two brands SP Santé and iSanté) holds a leading position[(2)] at the forefront of the market with over 19 million people managed in third-party payment and more than 300 million data flows carried. Viamedis and Almerys (Orange Business Services) are its main competitors in this field.

“Services” operations mainly cover a natural extension of the Group’s expertise; notably with electronic data exchange, outsourced IT services, and outsourced payroll and human resources management.

There are a large number of competitors in these different businesses.

As an example, Cegedim SRH holds the number two position in the French market for payroll outsourcing (behind ADP) according to a 2013 study by CXP.

(1) Cegedim Activ's clients manage more than 40 million policyholders, making the company the market leader (health, contingency, savings).

(2) CETIP is the leader in France in terms of the number of third-party payment flows handled per year.

A regards paperless exchanges: after a year of highly significant, new commercial successes in 2012, Cegedim e-business has consolidated its position as the leading European e-invoicing network, with 100,000 companies connected directly, and 300 million documents handled each year. Docapost (a subsidiary of La Poste group), b-process (acquired by Ariba) and OB10 are among the main competitors of Cegedim e-business.

Main market trends

INSURANCE MARKET IN FRANCE.

In 2012, despite unfavorable economic conditions, French insurance industry revenues stayed at a high level, around 182.3 billion euros (Source: FFSA). Personal insurance premiums amounted to 132.5 billion euros but declined 6% from the previous year, largely due to an outflow in life insurance, while premiums for property and liability insurance rose 4% in 2012 to nearly 50 billion euros for the year.

In view of the continued economic crisis, the health market remains an important strategic stronghold for insurance companies. For this reason revenues grew by 5% in this area to 18.3 billion euros and expenditures by health insurers continued to grow as well (up 3% from 2011 to 2012). This inevitable growth in healthcare spending and the program for withdrawal or reduction of reimbursements for certain treatments currently covered by Social Security, which is already underway, signal an increase in the market’s value which will increase competitiveness. This situation demands ever more productivity gains from supplemental health insurers and causes them to raise their premiums and contributions.

The increased pressure on underwriting balances, the requirements of Solvability 2 and lower revenues from financial management call for changes in health insurance products, both for individuals and for groups. Insurers have to remodel their products, in terms for increased segmentation, regulation of services through the use of healthcare platforms and networks, price negotiation with healthcare professionals and control of administrative costs.

One can therefore also expect this market to show an inevitable continuation of the movement towards consolidation, accentuated by regulatory constraints and financial uncertainty. The race for critical mass continues with the emergence of powerful corporations managing several million beneficiaries, such as Harmonie Mutuelles, which claims to protect 4.5 million people, or Istya (protecting 5.5 million people or nearly 10% of the French population) Médéric-Malkoff and Humanis in the field of provident institutions.

The competition should continue changing, with new entrants on the market such as La Banque Postale, Matmut Mutualité and GMF, and with increasingly strong position of bank-insurers, whose plan it is to get value form the size of their agency networks and their "single office" offering.

All of these changes, along with the reforms to France’s mandatory healthcare insurance scheme, render the system more complex, thus creating new needs. The healthcare system has, for some months now, been hit by major developments: the effects of the HPST law (redefining the role of the pharmacy itself and of the treating physician), of the new collective medical agreement (providing compensation that varies with quality of services) and various measures stemming from the Finance Law.

In 2012 the CNAMTS product line for health professionals grew by extending to other types of health plan. For the RSI, a plan available to the self-employed, this will most likely entail less delegation of management to organizations who have signed such agreements. 2012 confirmed the trend of local mutual insurers and mutual aid societies becoming part of the CNAMTS information system.

Online services continued to expand, as well as prevention and disease management tools and paperless exchanges. Every insurance process has made use of the Internet and mobile phones, primarily to control time and costs better, make circuits more reliable and provide higher quality service. Increasingly, projects are leveraging the entire chain of healthcare value, from the healthcare professional to the supplementary insurance organization.

Cegedim invests by participating in several innovative projects, such as the implementation of the Babusiaux experiments (access to healthcare data by the supplementary insurance organizations), the management of electronic insurance cards (Vitale, Duo and similar cards), or the establishment of direct connections (Web Services) between the workstations of healthcare professionals and supplementary insurance providers, thus greatly reducing timeframes and increasing reliability. At an international level, the Cegedim Group is expanding its services to markets whose health insurance systems are similar to the French system, particularly in the African market, through a partnership with the Moroccan group SAHAM.

PAPERLESS EXCHANGE MARKET IN FRANCE

The paperless exchange market continues to expand rapidly, driven by a major move towards the outsourcing of invoice handling, the increased targeting of rapid productivity gains and the support of French and European public authorities.

A key aim of a new European Directive introduced in 2010 (transposed into French law in January 2013) is to make the rules relating to electronic invoicing more flexible, particularly for SMEs.

According to the Markess International survey published in August 2012, the paperless exchange market (software and services) grew by 14% annually between 2011 and 2013, to be worth a total of 4.7 billion euros.

6.5 EXCEPTIONAL EVENTS

There were no exceptional events that affected the information provided in chapters 6.2, 6.3, and 6.4.

6.6 DEGREE OF DEPENDENCY

Cegedim does not depend on either patents or licenses. The Group owns its own operating resources.

The portion of revenue received in 2012 from the largest client was 4.6%, with the top five clients, 13.1%, and with the top ten clients, 19.0%. Furthermore, none of the Group's customers, with the exception of its largest, accounted for more than 2.4% of revenue in 2012.

Due to its activity as a service provider, the Group has no particular dependency with respect to its suppliers.

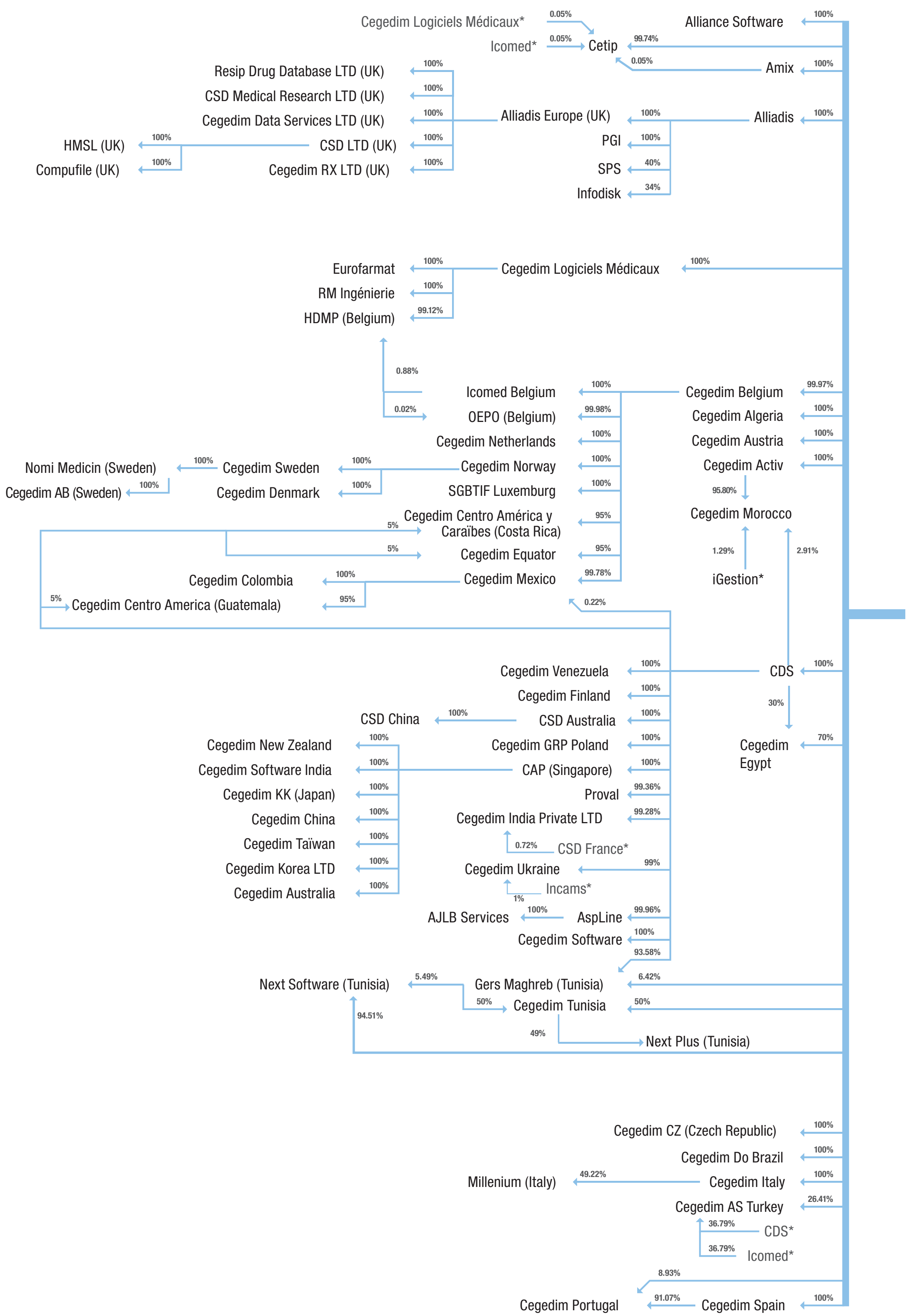
6.7 INFORMATION ON WHICH ANY DECLARATION MADE THE ISSUER REGARDING ITS COMPETITIVE POSITION IS BASED

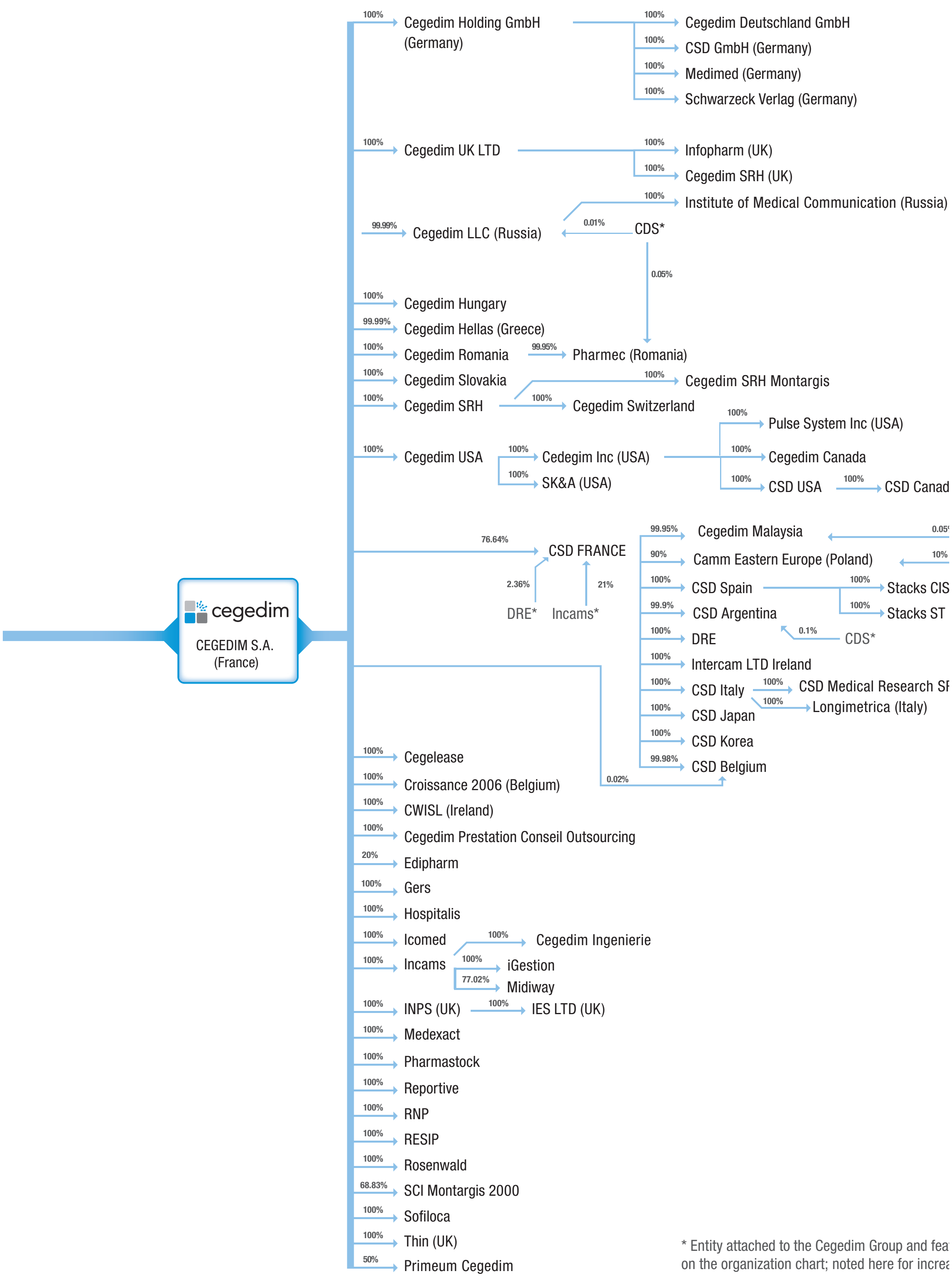
The sources of the figures presented in chapter 6 of this Registration Document are generally cited in the text or explained in the references given below. The topics discussed in the market information in chapters 6.1, 6.2, 6.3 and 6.4 were gathered from Web sites, trade publications, CXP and LEEM market research, and discussions with pharmaceutical industry experts.

7

ORGANIZATION CHART

Organization chart of the Cegedim Group at December 31. 2012





* Entity attached to the Cegedim Group and fea
on the organization chart; noted here for increa

N.B. : If the country name is not given either ir
name or in parentheses, then the company is

7.1 CEGEDIM GROUP AND CEGEDIM'S PLACE WITHIN THE GROUP

Cegedim SA is a subsidiary of FCB, the lead holding company of the Cegedim Group. It is the only Group company listed for trading on NYSE Euronext (since 1995) and does not belong to another group.

Cegedim SA is active in the following fields:

- information technologies: development and upgrading of most of the IT tools used by the other departments and subsidiaries of the Group to supply the services they sell. It is also the Group's IT operations center;
- centralized services: payroll processing, employee management, billing, accounting and monthly reporting. All the security, insurance and confidentiality rules in effect in the IT facilities management fields are obeyed. Centralized services also include handling tax, legal, social and accounting, organization and audit questions, insurance, purchasing, external communication and intellectual property. Based on an annual projected operating budget, these expenses are allocated monthly to the Group's subsidiaries according to the allocation key specific to each family of services.

Cegedim SA plays an operational role with its departments:

- Cegedim Sales statistics: management of the French pharmaceutical products file, processing and establishment for GERS (EIG uniting all the pharmaceutical companies established in France) of sales statistics for all the pharmaceutical products using data gathered from wholesale distributors and pharmaceutical companies in France;
- Cegedim Communication Directe (CCD): design, management and marketing of different personal databases (business addresses and associated direct marketing services) as well as management and processing of files for third parties;
- Electronic Data Interchange (EDI): data concentrator for the transmission of orders and bills between pharmaceutical companies, wholesale distributors and hospitals (Edipharm system) and the transmission of subrogatory bills between pharmacies and payer agencies (Télépharma). Hosting of application software developed by the Group and information flow management;
- Cegedim Hosting: Cegedim has extensive expertise in data management for pharmaceutical companies, insurance providers and health networks (e.g. personalized medical records tests, etc.), as well as in the management of capital flows and paperless documents. Due to their strategic and sensitive nature, these activities have led the Group's teams to devise architectures with very high availability that meet the security requirements of its customers and, in particular, standards governing the hosting of medical records.

7.2 LIST OF CEGEDIM SUBSIDIARIES

The list of the Group's subsidiaries, their country of origin and the percentage of control held are given in chapter 20.1 of the consolidated financial statements of this Registration Document. In addition, more detailed information on the activity of the Group's main subsidiaries appears in chapter 25 of this Registration Document.

The Group's organization chart is presented on the previous pages.

8

REAL ESTATE, PRODUCTION PLANTS AND EQUIPMENT

8.1 SIGNIFICANT, EXISTING OR PLANNED TANGIBLE ASSETS, INCLUDING REAL ESTATE LEASED AND ANY MAJOR SPENDING RELATED TO THEM

Only 17 companies out of the 143 included in the Group's scope of consolidation own buildings or land for a net book value of 6.2 million euros at December 31, 2012.

Most of the companies belonging to the Cegedim Group therefore rent the buildings in which they carry out their businesses.

In particular, Cegedim SA rents all of the facilities it occupies in Boulogne-Billancourt. Some rent amounts are paid to companies (managing holding company FCB or different real estate holding companies) that have common Directors with Cegedim SA, as indicated in the Auditors' Special Report reproduced and appended to this Registration Document. The total rent amounts involved (premises and parking) amounted to 5.2 million euros, excluding occupancy expenses for FY 2012. Rents are established based on market conditions and will remain so.

8.2 USE OF TANGIBLE ASSETS WITH RESPECT TO THE ENVIRONMENT

The use of tangible assets with respect to the environment does not call for any particular remarks.

The Sustainable Development Report is presented in the 2nd part of this Registration Document.

9

ANALYSIS OF THE FINANCIAL POSITION AND EARNINGS

9.1 CEGEDIM SA

9.1.1 ANALYSIS OF THE FINANCIAL POSITION OF CEGEDIM SA

The annual financial statements for the fiscal year ended December 31, 2012, which we are submitting for the approval of the General Meeting, were prepared in accordance with the presentation rules and valuation methods set forth in the regulations in force.

The presentation rules and valuation methods used are identical to those used for the previous fiscal year.

Revenue

In 2012, Cegedim SA's business grew by 3.8%, with revenue increasing from 177.3 million euros to 184.1 million euros. Cegedim SA's revenue consists primarily of services, and if necessary, any sales of software and hardware. These are relatively mature activities that Cegedim SA has been carrying out for many years. They do not call for any particular comments.

Operating income and expenses

Operating income increased by 2.8%. Operating expenses increased by 1.8%. In particular, the fiscal year saw:

- an increase in capitalized production of 1.1 million euros compared to 2011;
- a decrease in write-backs of depreciation, amortization and provisions of (2.0) million euros compared to 2011 ;
- a decrease in other external purchases and expenses of (3.6) million euros compared to 2011;
- an increase in charged payroll and benefit-related expenses of 1.4 million euros compared to 2011 ;
- an increase in allocations to fixed asset depreciation of 4.2 million euros and in allocations to provisions for risks and charges of 1.2 million euros, while allocations to provisions for current assets remain stable ;

The impact as an absolute value of the few changes in other operating income and expense items was insignificant.

Operating earnings were 0.7 million euros, a 1.9 million euros increase compared to 2011.

To the Company's knowledge, except for the developments presented in chapter 4, there are no specific governmental, economic, budgetary, monetary or political strategies or factors capable of influencing Cegedim's operations directly or indirectly.

Accounts payable

Cegedim SA accounts payable aging balance, broken down as Group and excluding-Group, is as follows:

In euros	Total accounts payable at 12/31/2011	Total non-expired accounts payable	Total expired accounts payable	Expired debt < 30 days	Expired debt 31 - 60 days	Expired debt > 60 days
Group suppliers	17,662,397.88	17,215,129.70	447,268.18	422,344.18	960.00	23,964.00
Non-Group suppliers	12,217,428.74	11,864,256.86	353,171.88	48,760.32	25,178.06	279,233.50
TOTAL ACCOUNTS PAYABLE	**29,879,826.62**	**29,079,386.56**	**800,440.06**	**471,104.50**	**26,138.06**	**303,197.50**

In euros	Total accounts payable at 12/31/2012	Total non-expired accounts payable	Total expired accounts payable	Expired debt < 30 days	Expired debt 31 - 60 days	Expired debt > 60 days
Group suppliers	13,854,190.05	13,770,092.76	84,097.29	3,981.65	0.00	80,115.64
Non-Group suppliers	12,368,377.99	10,396,229.26	1,972,148.73	229,361.83	1,315,218.12	427,568.78
TOTAL ACCOUNTS PAYABLE	**26,222,568.04**	**24,166,322.02**	**2,056,246.02**	**233,343.48**	**1,315,218.12**	**507,684.42**

Financial income and expenses

Financial earnings showed a (91) million euros decrease, compared with a 22 million euros gain in 2011. They comprise 162 million euros in financial expenses, including 50 million euros in interest and related expenses, mainly owing to the loan obtained for the acquisition of the Dendrite group, an exchange rate effect of 2 million euros, and allocations to financial depreciation and provisions of 110 million euros. Financial income stood at 71 million euros in 2012, taking into account, in part, 20 million euros in other interest and similar income, and 43 million euros in financial income from equity interests.

Income from recurring operations before taxes

Income from recurring operations before taxes decrease to (90.5) million euros, compared to 21 million euros in 2011.

Non-recurring earnings

Non-recurring earnings were (0.9) million euros in 2012, a slight increase of 0.1 million euros compared to 2011.

Income taxes

Income taxes in 2012 amounted to a 9 million euros gain.

Profit (loss) for the period

Profit (loss) for 2012 showed a (82) million euros loss, compared to a 23 million euros profit in 2011.

The earnings statement for the last five fiscal years required by article 148 of the decree of March 23, 1967, is attached to chapter 20.2 of this Registration Document.

Balance Sheet

At December 31, 2012, the balance sheet total of Cegedim SA came to 1,042 million euros compared to 1,107 million euros for the previous fiscal year, which is a 5.9% decrease.

9.1.2 ANALYSIS OF BUSINESS DEVELOPMENTS FOR CEGEDIM SA

The key financial performance indicators at Cegedim SA are the following:

- revenue achieved within the Group and outside the Group;
- dividends collected;
- investments;
- financial structure.

Detailed comments on these are provided above.

In addition, with regard to the key non-financial performance indicators, Cegedim has pooled its IT resources available to its subsidiaries and their clients. It is therefore essential for Cegedim to be on the cutting edge of new technologies, to make sure that these systems are operating optimally, and to handle their maintenance and security (physical security, security of access, information, and administration of systems and developments).

Cegedim considers the training of its teams to be a key factor of success, making it possible to ensure client satisfaction and employee motivation. The general training policy implemented at Cegedim consists primarily of continuously adapting the skills of its research and development teams and assisting its employees in acquiring new skills necessary for their work.

The Cegedim Group's international expansion, particularly through external growth, relies on its ability to incorporate new activities. Here, the measures taken by Cegedim seek to accelerate the incorporation of new activities, control the risks inherent to growth operations, and track their performance.

9.2 CEGEDIM GROUP

9.2.1 ANALYSIS OF THE FINANCIAL POSITION OF THE CEGEDIM GROUP

Pursuant to European Regulation no. 1606/2002 of July 19, 2002, the consolidated financial statements of the Cegedim Group were prepared as at December 31, 2012, in accordance with the international accounting standards adopted in the European Union. The international accounting standards include the IFRS ("International Financial Reporting Standards"), the IAS ("International Accounting Standards") and their mandatory application interpretations on the closing date.

Income Statement

REVENUE

The Group revenue increased by €10.3 million, or 1.1%, from €911.5 million for the year ended December 31, 2011 to €921.8 million for the year ended December 31, 2012. Excluding the impact of favorable foreign currency translations of 2.1%, revenue decreased by 1.0%. This decrease in revenue was primarily due to a decrease of 6.4% in revenue in the CRM and Strategic Data sector, partially offset by a 5.2% increase and a 7.1% increase in revenue in the Healthcare Professionals and Insurance and Services sectors, respectively (in each case, on a like-for-like basis).

PURCHASES USED

Purchases used increased by €5.9 million, or 5.6%, from €105.6 million for the year ended December 31, 2011 to €111.5 million for the year ended December 31, 2012. Expressed as a percentage of revenue, purchases used represented 11.6% for the year ended December 31, 2011, compared to 12.1% for the year ended December 31, 2012. This increase in purchases used was primarily due to an increase in Cegelease activity, which entailed increased purchase of software and equipment that is then leased to customers.

EXTERNAL EXPENSES

External expenses decreased by €5.5 million, or 2.3%, from €240.2 million for the year ended December 31, 2011 to €234.7 million for the year ended December 31, 2012. Expressed as a percentage of revenue, external expenses represented 26.4% for the year ended December 31, 2011, compared to 25.5% for the year ended December 31, 2012. This decrease in external expenses was primarily due to a reduction in overall operating costs as a result of the introduction of cost control measures, including a reduction in temporary employees, under the Performance Improvement Plan in late 2011 and November 2012. These measures entailed, in particular, a reduction in the number of temporary employees, in addition to the termination of the contracts of the temporary employees that had been hired in late 2010 and in 2011 during the implementation issues relating to the enhancements to the Mobile Intelligence CRM platform. This decrease is partly offset by an increase of Cegelease activity, which entailed increased leasing of software and equipment that is then leased to customers.

PAYROLL COSTS

Payroll costs increased by €7.6 million, or 1.7%, from €442.2 million for the year ended December 31, 2011 to €449.8 million for the year ended December 31, 2012. Expressed as a percentage of revenue, payroll costs represented 48.5% for the year ended December 31, 2011, compared to 48.8% for the year ended December 31, 2012. The increase in payroll costs was primarily due to an increase in the number of employees in the Healthcare Professionals and Insurance and Services sectors, partially offset by an overall reduction in the number of employees pursuant to the Performance Improvement Plan, in particular, in the CRM and Strategic Data sector.

EBITDA

EBITDA increased by €3.2 million, or 2.1%, from €150.4 million for the year ended December 31, 2011 to €153.6 million for the year ended December 31, 2012. Expressed as a percentage of revenue, EBITDA represented 16.5% for the year ended December 31, 2011, compared to 16.7% for the year ended December 31, 2012. This increase in EBITDA reflected the evolution of revenue, purchases used, external expenses and payroll costs based on the factors set out above.

OPERATING INCOME FROM RECURRING OPERATIONS

Operating income from recurring operations increased by €6.2 million, or 7.4%, from €83.9 million for the year ended December 31, 2011 to €90.1 million for the year ended December 31, 2012. This increase was due to the increase in EBITDA of €3.2 million and the decrease in depreciation expenses by €3.0 million, or (4.5)%, from €66.5 million in the year ended December 31, 2011 to €63.5 million in the year ended December 31, 2011.

OPERATING INCOME

Operating income decreased by €110.7 million from a profit of €75.9 million for the year ended December 31, 2011 to a loss of €34.8 million for the year ended December 31, 2012. This decrease primarily reflected the negative impact of impairment of goodwill of €115.0 million, partially offset by an increase in operating income from recurring operations.

COST OF NET FINANCIAL DEBT

Cost of net financial debt increased by €6.4 million, or 17.1%, from €37.7 million for the year ended December 31, 2011 to €44.1 million for the year ended December 31, 2012. Expressed as a percentage of revenue, cost of net financial debt represented 4.1% for the year ended December 31, 2011, compared to 4.8% for the year ended December 31, 2012. This increase in cost of net financial debt was primarily due to the increase in the income on cash equivalents, which included the exceptional gain resulting from the repurchase and cancellation of €20.0 million in principal amount of the Existing Notes in the year ended December 31, 2011. This was partially offset by a decrease in interest paid due to a reduction in gross debt and to use of non-recourse sale of receivables as a source of cash in the ordinary course of business.

TOTAL TAX

Total taxes increased by €1.0 million, or 15.2%, from €6.6 million for the year ended December 31, 2011 to €7.6 million for the year ended December 31, 2012. Expressed as a percentage of revenue, total taxes represented 0.7% for the year ended December 31, 2011, compared to 0.8% for the year ended December 31, 2012. This increase in total taxes was primarily due to a decrease of deferred taxes by €6.4 million, partially offset by a decrease in income taxes by €5.4 million.

CONSOLIDATED PROFIT FOR THE PERIOD

Consolidated profit for the period decreased from €32.7 million for the year ended December 31, 2011 to a loss of €85.3 million for the year ended December 31, 2012.

SEGMENT REPORTING

Revenue for CRM and Strategic Data sector decreased by €22.5 million, or 4.4%, from €510.6 million for the year ended December 31, 2011 to €488.1 million for the year ended December 31, 2012. Expressed as a percentage of total revenue, revenue for the CRM and Strategic Data sector represented 56.0% for the year ended December 31, 2011, compared to 53.0% for the year ended December 31, 2012. Excluding the negative impact of disposals of 0.8% and favorable foreign currency translations of 2.7%, revenue decreased by 6.4%. This decrease was primarily due to a decrease in the number of medical sales representatives and other end-users of the Group products and services, which led to a decrease in the Group total user fees, in mature countries, and a reduction in marketing expenditures by some pharmaceutical companies. This decrease was partially offset by an increase in the number of medical sales representatives and other end-users in certain emerging markets, and an increase in revenue from the OneKey database and the compliance services, reflecting the increased demand for these products and services and Cegedim expansion in certain countries. This decrease in revenue was also partially offset by revenue from new products and services that we launched in 2012.

Revenue for the Healthcare Professionals sector increased by €22.8 million, or 8.8%, from €259.8 million for the year ended December 31, 2011 to €282.6 million for the year ended December 31, 2012. Expressed as a percentage of total revenue, revenue for the Healthcare Professionals sector represented 28.5% for the year ended December 31, 2011, compared to 30.7% for the year ended December 31, 2012. Excluding the positive impact of acquisitions of 1.7% and favorable foreign currency translations of 1.9%, revenue increased by 5.2%. This increase was primarily due to improved performance across all three main business lines within this sector, driven by the continued trend of computerization and the new digital media offerings. Revenue from software for healthcare professionals increased primarily due to increased sales to pharmacists and doctors in the United Kingdom and France.

Revenue for the Insurance and Services sector increased by €10.0 million, or 7.1%, from €141.0 million for the year ended December 31, 2011 to €151.0 million for the year ended December 31, 2012. Expressed as a percentage of total revenue, revenue for the Insurance and Services sector represented 15.5% for the year ended December 31, 2011, compared to 16.4% for the year ended December 31, 2012. This increase was primarily due to the growth in online third-party payer management services, e-business activities and SRH, a system which provides outsourcing of payroll and human resources management. There were no disposals or acquisitions and there was minimal impact from foreign currency translations.

EBITDA for the CRM and Strategic Data sector remained flat at €60.3 million between the years ended December 31, 2011 and 2012. Expressed as a percentage of total EBITDA, EBITDA for the CRM and Strategic Data sector represented 40.1% for the year ended December 31, 2011, compared to 39.3% for the year ended December 31, 2012. This stabilization is primarily due to the implementation of the Performance Improvement Plan, which helped the Group to maintain its EBITDA for the CRM and Strategic Data sector notwithstanding a decrease in revenue from €510.6 million in the year ended December 31, 2011 to €488.1 million in the year ended December 31, 2012.

EBITDA for the Healthcare Professionals sector remained flat at €59.0 million for the year ended December 31, 2012 compared to €58.7 million for the year ended December 31, 2011. Expressed as a percentage of total EBITDA, EBITDA for the Healthcare Professionals sector represented 39.0% for the year ended December 31, 2011, compared to 38.4% for the year ended December 31, 2012. The stability in EBITDA reflects the increase in revenue across the sector, offset by the narrowing of the margins due to the transition of Cegelease to a broker model of business.

EBITDA for the Insurance and Services sector increased by €3.0 million, or 9.5%, from €31.4 million for the year ended December 31, 2011 to €34.3 million for the year ended December 31, 2012. Expressed as a percentage of total EBITDA, EBITDA for the Insurance and Services sector represented 20.8% for the year ended December 31, 2011, compared to 22.3% for the year ended December 31, 2012. The increase in EBITDA was primarily due to better margins in the Group electronic reimbursement and e-business products as those products reached a critical size that no longer requires the same level of expense as before for their development and maintenance.

Operating income from recurring operations for the CRM and Strategic Data sector decreased by €0.9 million, or 2.8%, from €33.6 million for the year ended December 31, 2011 to €32.7 million for the year ended December 31, 2012. Expressed as a percentage of total operating income from continuing operations, operating income from recurring operations for the CRM and Strategic Data sector represented 40.1% for the year ended December 31, 2011, compared to 36.3% for the year ended December 31, 2012. The decrease in operating income from recurring operations was primarily due to an increase in depreciation expenses as the Group started to amortize certain R&D projects.

Operating income from recurring operations for the Healthcare Professionals sector increased by €5.9 million, or 20.0%, from €29.3 million for the year ended December 31, 2011 to €35.2 million for the year ended December 31, 2012. Expressed as a percentage of total operating income from recurring operations, operating income from recurring operations for the Healthcare Professionals sector represented 34.9% for the year ended December 31, 2011, compared to 39.0% for the year ended December 31, 2012. The increase in operating income from recurring operations was primarily due to a decrease in depreciation expenses as the amount of assets on the consolidated balance sheet used by Cegelease in its business decreases as it transitions to a broker model of business.

Operating income from recurring operations for the Insurance and Services sector increased by €1.3 million, or 6.1%, from €21.0 million for the year ended December 31, 2011 to €22.3 million for the year ended December 31, 2012. Expressed as a percentage of total operating income from recurring operations, operating income from recurring operations for the Insurance and Services sector represented 25.0% of the operating income from recurring operations for the year ended December 31, 2011, compared to 24.7% for the year ended December 31, 2012. This increase in operating income from recurring operations was primarily due to the increase in EBITDA, partially offset by the beginning of amortization of certain R&D projects.

9.2.2 ANALYSIS OF BUSINESS DEVELOPMENTS FOR THE CEGEDIM GROUP

The Cegedim Group's key financial indicators are:

- consolidated sector revenue;
- consolidated operating income from continuing operations;
- investments;
- financial structure.

Detailed comments on these are provided above.

The key non-financial performance indicators applicable to Cegedim SA are also applicable at the consolidated Group level.

They are rounded out by different indicators specific to the Group's businesses, particularly:

- tracking of the number of users of CRM solutions;
- as well as the qualitative and quantitative content of the databases marketed by the Group.

The Cegedim Group currently has upwards of 200,000 users of its products and hopes to provide new services aimed at 400,000 virtual visitors around the world.

10

CASH AND CAPITAL

10.1 CEGEDIM SA

Shareholders' equity was 309.7 million euros at December 31, 2012, compared with 391.5 million euros in 2011. This decrease was mainly due to the profit decrease over the period. Other factors remained stable from 2011 to 2012.

Financial liabilities showed an increase to 580.0 million euros, compared with 548.3 million euros for the previous fiscal year.

Considering the positive cash position, net financial debt increase over the period and stood at 574.5 million euros, compared to 544.1 million euros at the end of 2011.

10.2 CEGEDIM GROUP

10.2.1 CEGEDIM SHAREHOLDERS' EQUITY

The consolidated shareholders' equity totaled 425.3 million euros at December 31, 2012, compared with 516.2 million euros at December 31, 2011; a decrease of 91.0 million euros. This decrease is mainly explained by the decrease in unrealized exchange gains/losses of (7.3) million euros combined with the drop in the consolidated Group profit (loss) of (117.9) million euros, which was mainly attributable to the impairment of goodwill on acquisition over the period.

The portion of equity relating to minority interests is 0.5 million euros as at December 31, 2012, or 0.04%.

10.2.2 BORROWING TERMS AND CEGEDIM FINANCING STRUCTURE

Financial liabilities payable in less than one year amounted to 72.6 million euros, and liabilities payable in more than one year came to 457.1 million euros, i.e. a total of 529.7 million euros, compared to 535.6 million euros in 2011. This represented a (5.9) million euros decrease.

Considering the positive cash position, the Group's net financial debt amounted to 486.3 million euros compared to 462.5 million euros at the end of 2011, a 23.8 million euros increase. It represents 1.1 times the amount of shareholders' equity, compared with 0.9 times in 2011.

The Group's operating cash flow before the cost of net financial debt is 141.0 million euros at December 31, 2012, compared to 140.1 million euros at December 31, 2011.

In 2007, the Cegelease Company concluded a flow exchange transaction with Natixis, according to the terms of which Natixis must pay forecast amounts for lease receivables to Cegelease, and Cegelease must pay the actual amounts for these same receivables to Natixis.

In 2007, FCB has granted Natixis its guarantee to cover the risks of this flow exchange transaction.

To pay for the service provided by FCB, Cegelease paid the latter a bonus of 1.2 million euros in 2007. This is a one-time, firm and final bonus for the duration of the transaction.

As the flow exchange transaction guarantees Cegelease's future receivables, Natixis has granted the latter a cash collateral that is repaid as the receivables are collected.

As a guarantee of its obligations to repay the cash collateral, Cegelease must transfer full ownership of the receivables resulting from its goods leasing activity to Natixis. The financial interest (101 thousand euros in 2012) is calculated on the cash collateral.

The cash collateral, which is the up-to-date outstanding leases yet to be collected from clients on behalf of Natixis, was a little under 356 thousand euros as at December 31, 2012.

The debt will be entirely paid off during 2013 first semester.

On December 9, 2011, Cegedim SA concluded a deconsolidation transaction with Eurofactor relating to the assignment of receivables for 21 million euros as at December 31, 2012.

10.2.3 SOURCE AND AMOUNT OF CEGEDIM CASH FLOWS AND DESCRIPTION OF THESE FLOWS

A detailed cash flow statement is presented in the consolidated financial statements in chapter 20.

OVERVIEW

Liquidity describes the ability of a company to generate sufficient cash flows to meet the cash requirements of its business operations, including working capital needs, capital expenditures, debt service obligations, other commitments, contractual obligations and acquisitions. Our principal source of liquidity has been cash provided by operations, equity capital increases and amounts available under our Existing Notes, Existing Term Loan and Revolving Credit Facility Agreement, FCB Loan and overdraft facilities. Our major liquidity requirements in recent years have been in respect of (i) the funding of our operating costs, (ii) the funding of R&D and (iii) the servicing of our debt.

CASH FLOW STATEMENT

Net cash flow from (used in) operating activities

Net cash flow from operating activities decreased from €141.5 million in the year ended December 31, 2011 to €116.9 million in the year ended December 31, 2012. This decrease reflects a decrease in working capital of only €4.0 million in the year ended December 31, 2012 as compared to a decrease of €21.3 million in the year ended December 31, 2011, and an increase in taxes paid by €16.2 million in the year ended December 31, 2012 due to the disbursement schedule of income taxes.

Net cash flow from (used in) investing activities

Net cash flow used in investing activities increased from €80.9 million in the year ended December 31, 2011 to €97.6 million in the year ended December 31, 2012. This increase reflects an increase of €18.6 million due to the acquisition of ASP Line and the earn-out payment in connection with the acquisition of Pulse, partially offset by the disposal of Pharmapost.

Net cash flow from (used in) financing activities

Net cash flow used in financing activities amounted to €69.1 million in the year ended December 31, 2012 as a result of €63.7 million in interest and principal payments in respect of our existing debt obligations.

Working capital requirements

Our working capital levels vary as a result of several factors, including seasonality and the efficiency of our receivables collection process. In the year ended December 31, 2012, our working capital decreased by €4.0 million compared to the year ended December 31, 2011, primarily driven by improved cash collections and an increase in the non-recourse sale of receivables in the ordinary course of business, partially offset by the faster settlement of our accounts payables in the United States to benefit from rebates. Our total working capital requirement for the year ended December 31, 2012 and 2011 was 2.7% and 2.9% of revenues, respectively.

Historically we have financed our working capital requirements through our cash on hand and amounts available under the Existing Revolving Credit Facility and overdraft facilities. Since 2011, we have also been relying on cash from the sale of receivables in the ordinary course of business on a non-resource basis.

CAPITAL EXPENDITURES

Our capital expenditures remain relatively stable from year to year. Historically, they have primarily related to R&D, maintenance costs and purchases made in respect of Cegelease's leasing business. We have no material capital expenditure commitments and we maintain the flexibility and the discretion to adjust the level of capital expenditures depending on the needs of our business from time to time. For the year ended December 31, 2012, capital expenditures were €79.0 million, consisting of €48.4 million of capitalized R&D, €[18.2] million in maintenance costs, €[12.4] million of assets used for lease agreements by Cegelease not transferred to banks. As a percentage of revenue, capital expenditures amounted to 7.3% for the years ended December 31, 2012.

RESEARCH AND DEVELOPMENT

The payroll expense for our R&D workforce represents the majority of our total R&D costs and amounts to approximately 7% of our revenue annually. Although this percentage is not a targeted figure, it has remained relatively stable for the past several years. Of this R&D expenditure, we capitalize approximately half annually in accordance with IAS 38, which requires that (i) the project be clearly identified and the related costs are separable and tracked reliably; (ii) the technical feasibility of the project has been demonstrated, and the Group has the intention and the financial capacity to complete the project and use or sell the products resulting from this project; and (iii) it is probable that the developed project will generate future economic benefits that will flow to the Group. In the years ended December 31, 2012, we capitalized €48.4 million of our R&D costs. Otherwise, R&D costs are recorded as expenses for the fiscal year in which they were incurred.

10.2.4 RESTRICTION ON THE USE OF CAPITAL

The credit facility agreement entered into by the Group implies compliance with financial covenants, failing which, no additional drawings on the revolver credit will be available and any outstanding credit may become payable immediately.

Aside from the usual covenants for this type of banking agreement, the Group must meet two ratios (the contractual net financial debt to EBITDA, and EBITDA to the contractual cost of debt) and comply with the threshold for acquisitions and disposals (see chap. 4.1.3).

Besides these conditions, there are no restrictions on the use of capital having directly or indirectly appreciably influenced or that may appreciably influence Cegedim's operations.

10.2.5 EXPECTED SOURCES OF FINANCING NECESSARY TO HONOR INVESTMENT COMMITMENTS

Considering the operating cash flow and the overdraft margins authorized but not used in full, the Cegedim Group has the necessary cash assets to meet its operating cycle and its capital expenditure plan for the next 12 months.

Cegedim does not rule out the option of going to the market to obtain additional sources of financing if so required.

11

RESEARCH AND DEVELOPMENT, PATENTS AND LICENSES

11.1 RESEARCH AND DEVELOPMENT ACTIVITY AT THE CEGEDIM SA LEVEL

Cegedim SA brings together the pooled development teams assigned to projects using the Group's shared IT infrastructure. Development projects have been capitalized in the statutory financial statements for 28.8 million euros, for all projects combined. This capitalization was carried out in the balance sheet, as the conditions set forth by the General Chart of Accounts were satisfied.

The Company continued and intensified the development of its *Mobile Intelligence* service for the management of pharmaceutical company sales forces, by focusing on the functions enabling the optimization of the solution's deployment and configuration. A major effort was also made in respect of the *OneKey* database offering, the cornerstone of the Group's applications.

As co-coordinator of all the Group's research and development projects, Cegedim continues to favor the extension to the global market of the solutions identified as most effective at the regional level.

Aside from these specific developments, Cegedim handles daily application maintenance for all of the Group's pooled offers based on a budget that is relatively comparable each year.

11.2 RESEARCH AND DEVELOPMENT ACTIVITY AT THE CEGEDIM GROUP LEVEL

Research expenses are recorded as expenses for the fiscal year during which they were incurred. Development costs for new internal projects are capitalized if the following criteria are fully satisfied in accordance with IAS 38:

- the project is clearly identified and the related costs are separable and tracked reliably;
- the technical feasibility of the project has been demonstrated, and the Group has the intention and the financial capacity to complete the project and use or sell the products resulting from this project;
- it is probable that the developed project will generate future economic benefits that will flow to the Group.

Otherwise, the development costs are recorded as expenses for the fiscal year during which they were incurred.

Once in use, a project whose development is complete is transferred to the balance sheet, under the relevant asset category (generally software), and the related amortization is carried out based on its estimated useful life.

The development costs capitalized in the consolidated accounts in 2012 totaled 48 million euros, of which 27 million euros were for Cegedim SA.

Cegedim SA brings together the pooled research and development teams assigned to projects using the Group's shared IT infrastructure. Certain regional R&D centers and some subsidiaries also have their own teams, and conduct their research and development activities under the coordination of the corporate headquarters.

The projects implemented by the Group involve the CRM sector and strategic data for a total amount of 28 million euros, the Healthcare sector for 9 million euros and the Insurance and services sector for 10 million euros. The projects under way have an average amortization duration of 5 years, except for three structuring projects amortized over 15 or 20 years.

These specific development efforts are complemented by investments in software and hardware. The work of the dedicated IT teams performed routinely within the Group's different subsidiaries provides application maintenance for all of the solutions marketed (the cost is allocated to expenses for the year).

In all, the Cegedim Group devotes around 7% of its revenue to research and development, without this figure being a target. In 2012, Research and development team represents around 13% of total Group staff.

See also chapter 4.2.2 relating to intellectual property.

12

INFORMATION CONCERNING TRENDS

The trends applicable at the beginning of 2013 do not show any major differences with those seen during the 2012 fiscal year. In fact, since most Cegedim customers work in the field of healthcare, the Group has not experienced any marked repercussions from the global economic downturn. However, the realignment of the world healthcare economy means that the Group is obliged to make a number of changes across its business sectors.

OPERATING REVENUE AND PRICING POLICY

It should be noted that the Group realizes more than the two thirds of its revenue in the healthcare field, a sector known for its defensive nature which makes the Group rather insensitive (or with a certain amount of inertia) to the general tensions which can affect the economy. The older age profile in mature countries or the population increase combined with a progressively higher standard of living in emerging countries make for an increase in healthcare spending, which is a favorable indicator for the Group's activities. Nonetheless, the changing economic model of pharmaceutical laboratories, associated with pressure from the generics' market, increasingly complex therapies and new regulatory requirements, negatively impacted the Group's margins in 2012. These trends are expected to continue in 2013. This is why, in 2012, Cegedim implemented a new performance improvement program to adapt its fixed costs to this new situation.

For 2013, Cegedim's international growth perspectives are being confirmed for territories such as emerging countries. The Group does not foresee any significant changes in its pricing policy, and is exposed to general parameters which remain relatively unchanged for the start of 2013. Cegedim negotiates with its customers on a continuous basis to maintain its selling prices in line with the quality of its services and ongoing product updates.

OPERATING EXPENSES

Employees make up the Group’s main resource and represent one of the most significant expenses. Cegedim adapts its wage policy appropriately in order to motivate talent, ensure training and recruiting while maintaining salary costs within a reasonable growth level. For 2013, the Group is not expecting any wages.

The Group is continuing to focus strongly on research and development, so that it may continue to offer solutions that meet world demand and the changing economic model of pharmaceutical companies.

INVENTORY AND PRODUCTION

These items do not require any specific comments, and are not significant because of the nature of Cegedim’s activities as a service provider.

13

PROFIT PROJECTIONS OR ESTIMATES

For 2013 the Group has set a goal of further strengthening its position on the world healthcare market with a slight increase of its revenue (excluding new acquisitions and foreign exchange fluctuations) and a slight increase of it operating result from recurring operation. This, operation result margin from recurring operation should increase by 50 bps compare to 2012.

The Group does not disclose profit projections or estimates.

For 2013, Cegedim SA's revenue, which comprises a mix of mature and emerging activities, should increase slightly. Operating income from continuing operations should also grow slightly.

With regard to the Group's outlook and prospects over the coming months, Cegedim should benefit from:

- the launch of new innovative products;
- the increasingly widespread use, for physicians, of payment policies tied to performance, particularly in France;
- the sales efforts made in 2012 in relation to the Compliance and *OneKey* offerings;
- a revolution in online checks of rights under health insurance;
- the continuation of the Performance Improvement Plan effects.

These factors should have a positive impact on the Group's consolidated revenue and EBIT (i.e. a 50 bps increase for 2013 EBIT margin compared to 2012).

14

ADMINISTRATIVE AND MANAGEMENT BODIES

14.1 NAME, BUSINESS ADDRESS AND OFFICES OF THE CORPORATE OFFICERS

14.1.1 MEMBERS OF THE BOARD OF DIRECTORS

During the 2012 fiscal year, the Board of Directors was made up of the following members:

- Jean-Claude Labrune, Chairman & CEO and Founder of Cegedim SA;
- FCB SAS, lead holding company, represented by Pierre Marucchi, also Deputy Managing Director of Cegedim SA;
- GERS, an Economic Interest Grouping (EIG) of pharmaceutical companies operating in France, represented by Philippe Tcheng;
- Alliance Healthcare France, a company held by the pharmaceuticals distributor Alliance Boots, represented by Anthony Roberts;
- Laurent Labrune, Chairman & CEO of Cegedim SRH, a subsidiary of Cegedim SA;
- Aude Labrune-Marysse, Chairman of Rosenwald, a subsidiary of Cegedim SA;
- Jacques-Henri David[(1)];
- Jean-Louis Mery;
- Jean-Pierre Cassan;
- the Strategic Investment Funds (FSI), represented by Nicolas Manardo.

Jean-Claude Labrune is the father of Aude Labrune-Marysse and Laurent Labrune.

The business address of the Directors is the Company's corporate headquarters.

List of offices held during the last five years excluding the subsidiaries of the Cegedim Group.

Director	Company	Office	Start	End
Jean-Claude Labrune	Cegedim	Director	04/12/1989	-
		CEO	12/20/1989	-
		Chairman and CEO	08/18/1994	-
	FCB	Chairman (SAS)	06/24/2005	-
	JCL	Manager	11/30/1994	-
Pierre Marucchi	Cegedim	Representative of FCB on the Board of Directors	04/12/1989	-
		Deputy MD	04/23/2002	-
	IRIS	Manager	1997	-
	Marucchi SASU	Chairman	11/08/2010	
	Chebranmic	Chairman	06/29/2007	
Laurent Labrune	Cegedim	Director	04/18/2001	-
	FCB	Director and Deputy MD	11/21/2005	-
Aude Labrune-Marysse	Cegedim	Director	04/27/2007	-
	FCB	Director and Deputy MD	11/21/2005	-
	SCB	CEO	07/21/2011	
Anthony Roberts	Cegedim	Representative of Alliance Healthcare France on the Board of Directors	12/21/09	-
	Pharmology.com	Director	July 2000	-
	Anzag GmgH	Director	July 2011	-

(1) Valérie Raoul-Desprez was co-opted as a member of the Board of Directors on January 31, 2013 in order to replace Jacques-Henri David. Her final appointment will be submitted to the Annual Ordinary General Meeting held on June 6, 2013. She graduated from ESCP. She is Financial Director of Dassault System Group since 2007. She started her career with Rhône-Poulenc in 1987, which became Rhodia, where she had several positions within the Finance Department.

Director	Company	Office	Start	End
Philippe Tcheng	Cegedim	Representative of GERS on the Board of Directors	02/10/12	-
	LEEM	Member of the Board of Directors	03/06/07	-
	LEEM	Board member	12/11/09	-
	LEEM	Vice-Chairman	12/11/09	-
	Paris Developpement	Board member and Member of the Board of Directors	09/15/06	-
	Fonds Innobio	Chairman	02/01/11	01/01/12
	GIE-GERS	Chairman	02/01/12	-
	Fondation Paris-Diderot	Member of the Board of Directors	01/31/12	-
	Sanofi-Aventis France	Director, natural person	05/03/12	-
Jean-Louis Mery	Cegedim	Director	01/08/2010	-
	Alliance Santé France	Chairman (SAS)	06/13/2003	08/18/2009
	Alliance Healthcare France	Chairman and CEO	04/29/2003	08/19/2009
	Alliance Healthcare Repartition	Chairman (SAS)	1999	08/20/2009
	Alphega	Representative of AHF on the Board of Directors	2001	06/18/2009
	Ouest Repartition	Representative of AHF on the Board of Directors and Director	July 2003	06/18/2009
	Sedley Participation France	Chairman (SAS)	12/12/2007	06/17/2009
	Depolabo	Member of the Supervisory Committee	12/01/2007	06/17/2009
	Cegedim	Representative of AHF on the Board of Directors	May 2003	09/23/2010
Nicolas Manardo	Cegedim	Representative of the FSI on the Board of Directors	09/23/2010	-
	GEM SAS	Director, natural person	06/01/2002	-
	Imalliance SA	Director, natural person	11/01/2012	11/01/2016
Jean-Pierre Cassan	Cegedim	Director	01/08/2010	-
	Eratos	Manager	05/25/2004	-
Jacques-Henri David	Cegedim	Director	01/08/2010	-
	Acxior Corporate Finance	Chairman	2010	-
	CCAF (Commission de Contrôle des Activités Financières) Monaco	Chairman	2011	-
	UGC (Paris)	Director	before 2005	-
	Selene Patrimoine (Luxembourg)	Director	2008	-
	St-Gobain Corporation (New York)	Director	before 2005	December 2008
	Deutsche Bank France	Chairman	before 2005	December 2009

Chairman and CEO: Chairman & Chief Executive Officer
MD: Managing Director
Deputy MD: Deputy Managing Director
SAS: Simplified joint stock company
NC: not communicated

Jean-Claude Labrune and Pierre Marucchi also hold various other positions in Cegedim's French and foreign subsidiaries. Nicolas Manardo also holds various other positions at French companies.

14.1.2 EXPERIENCE

- Jean-Claude Labrune graduated from the École Nationale Supérieure des Arts et Métiers. During his years of experience with IBM as a sales engineer, he became very familiar with the pharmaceutical industry. He was among the promoters of business focus groups bringing together IT Directors from pharmaceutical companies like Cedhys. Concerned with providing responses to the problems raised by the profession, he founded Cegedim in 1969.
- Pierre Marucchi graduated from the École Nationale Supérieure des Télécommunications, Stanford University (USA) and the Centre d'Etudes Supérieures Bancaires. He was also Member of the Institute of French Actuaries. Pierre Marucchi began his career in 1977 at Crédit Lyonnais where he held various technical and commercial positions. He joined the Cegedim Group in 1984.
- Laurent Labrune graduated from the Ecole Nationale Supérieure des Arts et Métiers. He joined Cegedim in 1995, where he was coordinator of IT development for the Group, before taking over as manager of the subsidiary Cegedim SRH. Laurent Labrune is CEO of the new entity, Cegedim Relationship Management.
- Aude Labrune-Marysse has a Master's in Commercial Law and a DESS in International Taxation. She joined Cegedim in 1999 before taking over the management of Rosenwald, a Cegedim subsidiary and taking up the position of Deputy Managing Director in charge of legal matters for the lead holding company, FCB.
- GERS EIG, a grouping of pharmaceutical companies operating in France, is very familiar with the expectations of the industry. It exercises special vigilance concerning the nature and quality of the services supplied by Cegedim, and is a particularly informed source of proposals.
- Alliance Healthcare France, a subsidiary of one of the main European pharmaceutical distributors, Alliance Boots, also offers Cegedim the advantage of its excellent knowledge of the pharmaceutical market. It contributes to fruitful exchanges of viewpoints concerning the opportunities, challenges and strategies specific to the Cegedim environment.
- The Strategic Investment Funds (FSI) is a public limited company (société anonyme) that is 51% owned by the Caisse des Dépots and 49% owned by the French government. The FSI is an informed investor which enhances equity by becoming a minority investor in French companies involved in industrial projects that create value and competitiveness for the economy.
- Jacques-Henri David is a graduate of the Ecole Polytechnique, the Institut d'Etudes Politiques de Paris and the Ecole Nationale Supérieure de la Statistique et de l'Administration économique. Jacques-Henri David began his career as Inspecteur des Finances, and was then appointed Chief of Staff at the Ministry for Finance, before joining Saint-Gobain as Managing Director. He was Chairman of Banque Stern, Managing Director of Vivendi, Chairman and CEO of the Crédit d'Équipement des PME, Sofaris and Banque du Développement des PME (French state-owned bank dedicated to SMEs), before taking up the position as Chairman of Deutsche Bank France from 1999 to 2009.
- Jean-Louis Mery, a pharmacist, is a graduate of the Tours Faculty of Pharmacy, former Tours Hospitals intern and a graduate of the ICG. Jean-Louis Mery has dedicated his entire professional career to equitable sharing in the Alliance Boots group, where he was Establishment Director, Regional Director, Chairman of the Alliance Santé Répartition and then Chairman of Alliance Healthcare France.
- Jean-Pierre Cassan is an independent Director in the sense of the AFEP-Medef Corporate Governance code, Chairman of the Strategy Committee of Inserm-Transfert, a member of the Supervisory Board of Inserm-Transfert, Vice-Chairman of the IFIS, corresponding member of the French Cardiology Association, FEFIS bureau member and manager of Eratos Santé SARL. Jean-Pierre Cassan was Honorary Chairman of the Entreprises du médicament (LEEM), former Chairman & CEO of Astra France, then AstraZeneca France and was a Director of the Afssaps.

14.1.3 DECLARATION

During the last five years and to the Company's knowledge:

- no member of the administrative and management bodies has been convicted of fraud;
- no member of the administrative and management bodies has been associated with bankruptcy, receivership or liquidation;
- no indictments and/or official public sanctions have been handed down against these persons by the statutory or regulatory authorities and the designated professional agencies;
- no member of the administrative and management bodies has been prevented by a court from acting in his capacity as member of an administrative, management or supervisory body of an issuer or from taking part in the management and conduct of the issuer's business dealings.

14.1.4 TRANSACTIONS ON SHARES

Treasury shares held

Except treasury shares, during fiscal year 2012, the Company did not carry out any acquisitions or sales of treasury shares.

The Company has set up a liquidity contract with Chevreux S.A. of 500 thousand euros. At December 31, 2012 the contract had 14,000 Cegedim shares and 41,538.47 euros in cash.

Transactions on shares held by corporate officers

The table below sets out a summary statement of transactions on the shares of corporate officers, to the Company's knowledge, for the period January 1, 2012 to December 31, 2012:

	Number of shares purchased	Number of shares sold
Jean-Claude Labrune	-	-
FCB	2,415	-
Laurent Labrune	-	-
Aude Labrune	-	-
Pierre Marucchi	1,830	-
GIE GERS	-	-
Philippe Tcheng	-	-
Alliance Healthcare France	-	-
Anthony Roberts	-	-
Jean-Pierre Cassan	-	-
Jean-Louis Mery	-	-
FSI	-	-
Nicolas Manardo	-	-
Jacques Henri David	36,092	-
TOTAL	**40,337**	**-**

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14.2 CONFLICTS OF INTEREST IN THE ADMINISTRATIVE AND MANAGEMENT BODIES

To the Company's knowledge, there are no conflicts of interest in the administrative and management bodies of Cegedim.

There are commercial links with the GERS IEG (grouping of pharmaceutical laboratories) and with Alliance Healthcare France due to its activity as a pharmaceutical distributer.

Cegers is wholly owned by Cegedim since April 16, 2010. All assets and liabilities were transferred to Cegedim with effect from January 3, 2011.

As of May 11, 2010, GERS no longer has a stake in Cegedim, but retains a Director on the Board.

Cegedim has commercial relationships with some of its shareholders and/or Directors and their respective groups. In particular, this concerns:

- Alliance Healthcare France: shareholder, and member, with one seat, of Cegedim's Board of Directors;
- GIE GERS: member, with one seat, of Cegedim's Board of Directors;
- Jacques Henri David: member, with one seat, of Cegedim's Board of Directors and Chairman of the Board of Directors of Acxior Corporate Finance.

The contracts entered into with the Alliances Healthcare France, and GIE GERS were concluded at market conditions, and represent a proportion of below 0.4% and 1% respectively of the Company's consolidated revenue. The relationships between Cegedim and the above-mentioned entities do not therefore create any conflicts of interest.

14.3 CORPORATE GOVERNANCE

Cegedim has adopted, following the meeting of the Board of Directors of March 22, 2010, a new internal regulation confirming its adherence to the AFEP-Medef code of Corporate Governance. This internal regulation sets, inter alia, the rules governing its composition, aims, functioning, and responsibilities.

Certain important decisions of the Board of Directors (in particular dissolution or winding up of Cegedim, issue of transferable securities, investments, additional indebtedness, agreement referred to in article L. 225-38 of the Code of Commerce, revocation of any member of the Board of Directors appointed at the proposal of the FSI, determination of the indicative annual budget) are taken on a qualified majority of 6/10 including at least one Director representing the FSI; the FSI's rights are reduced if its share of the capital or voting rights is reduced.

With regard to the determination of the indicative annual budget mentioned above, the FSI, in particular, has a stronger right of consultation under which, in the event of persistent disagreement between the FSI and the Managing Director of Cegedim on this budget, the budget for the previous year will be brought forward after adjustment for inflation and for current projects already authorized by the Board, without prejudice to the Managing Director's right to change it subsequently, if necessary after having informed the members of the Board of Directors in the case of a significant change, provided that the FSI's share of the capital or voting rights does not fall below certain thresholds.

The Board of Directors has four standing committees tasked with improving its functioning and facilitating its decision-making through the prior review of specific subjects in their specialized areas. These committees are:

- the Audit Committee;
- the Appointments Committee;
- the Compensation Committee;
- the Strategy Committee.

AUDIT COMMITTEE

Cegedim's Audit Committee comprises four members of the Board of Directors, including one independent member. The members of the Audit Committee are: Jacques-Henri David[(1)], Chairman, Aude Labrune-Marysse, Pierre Marucchi and Jean-Pierre Cassan, independent member. In view of their current and/or previous professional responsibilities, described in the Registration Document, the 4 members of the Audit Committee possess, individually or collectively, accounting, audit and financial expertise, in particular with regard to the Group's sectors of activity.

The Audit Committee assists the Board of Directors in ensuring that the Company's financial statements and related information provided are accurate and reliable. In particular, it is responsible for:

- examining the financial statements and ensuring the relevance and consistency of the accounting methods adopted for the preparation of the Company's statutory and consolidated financial statements;
- monitoring the preparation process for financial information;
- monitoring the effectiveness of internal control procedures and risk management;
- monitoring compliance with independence and objectivity rules for Auditors.

The Audit Committee meets on at least two occasions each year, prior to the approval of the Company's interim and annual financial statements. In 2012, the Audit Committee met four times, on March 30, May 2, September 18 and November 7.

In the course of its meetings, the Audit Committee discussed, in particular, the following matters, before referring them to the Board of Directors:

- in respect of the approval of the annual financial statements for 2011 and the interim financial statements for 2012, the Audit Committee reviewed the accounts and other related financial information, following consultation with the Auditors and examination of the Auditors' reports;
- it examined the various press releases on the quarterly revenue figures and annual and interim results, as well as the miscellaneous documents used to present these results to financial analysts;
- with regard to the functioning of the IT system: it looked at the uniformity of systems between different Group entities, a description of the reporting process, and the timescales necessary for making available monthly financial information.

APPOINTMENTS COMMITTEE

Cegedim's Appointments Committee comprises three members of the Board of Directors, including one independent member. The members of the Audit Committee are: Jean-Claude Labrune, Chairman, Jacques-Henri David[(1)] and Jean-Pierre Cassan, independent member.

The main duties of the Appointments Committee are to carry out the following tasks and make proposals to the Board of Directors:

- formulate proposals on the selection of Directors with regard to the composition of the Company's shareholder base and any changes thereto;
- formulate proposals on the selection of independent Directors by carrying out its own research into potential candidates before making any approaches;
- formulate a succession plan for Directors and corporate officers so that a proposal can be made to the Board of Directors without delay in the event of an unforeseen vacancy.

The Appointments Committee meets at least once a year, prior to the Board meeting that decides on the date of the Annual General Meeting, and approves the meeting agenda. In 2012, the Appointments Committee met once, on April 2.

In the course of its meetings, the Appointments Committee examined, in particular, its methods of functioning.

(1) Valérie Raoul-Desprez was co-opted as a member of the Board of Directors on January 31, 2013 in order to replace Jacques-Henri David. Her final appointment will be submitted to the Annual Ordinary General Meeting held on June 6, 2013. She graduated from ESCP. She is Financial Director of Dassault System Group since 2007. She started her career with Rhône-Poulenc in 1987, which became Rhodia, where she had several positions within the Finance Department.

REMUNERATION COMMITTEE

The Remuneration Committee is made up of three Directors, one of which is independent and serves as the Chairman: Mr. Jean-Louis Mery, Ms. Aude Labrune-Marysse and Mr. Jean-Pierre Cassan, in the capacity of independent Director, Chairman.

The Remuneration Committee proposes the remuneration criteria for the Company's corporate officers to the Board. Its mission is to review the remuneration of the Company's Directors, Chairman, Managing Director and Deputy Managing Director, and to make proposals to the Board regarding the matter, as well as to review the policies governing the attribution of a free shares and variable compensation, and to review any proposal pertaining to a capital increase by the Company, in the form of an exclusive offer to its employees.

The Remuneration Committee meets at least once a year, prior to the Board meeting that decides on the date of the Annual General Meeting, and approves the meeting agenda. In 2012, the Remuneration Committee met twice, on April 2 and September 19.

STRATEGY COMMITTEE

The Company's complies with the recommendations of the AFEP-Medef Corporate Governance code for listed companies of April 2010.

The Strategy Committee is made up of three Directors. The Chairman of the Board presides over the Strategy Committee: Mr. Jean-Claude Labrune, Mr. Laurent Labrune and Mr. Nicolas Manardo.

The Strategy Committee proposes Company development axes to the Board and identifies potential targets.

It usually meets twice a year. The Strategy Committee met three times in 2012, on March 22, April 22 and November 13. Over the course of its meetings, the Strategy Committee examined its working methods and procedures.

EXCEPTIONS

The exceptions to the recommendations of the AFEP-Medef code that the parties to the draft agreement agreed not to apply are set out below. According to the terms of the Memorandum of Understanding, the Company complies with the principles of the AFEP-Medef code and has amended the internal rules and procedures of the Board of Directors, in accordance with the aforementioned code, with the exception of the following:

- article 2.2. of the AFEP-Medef code will not be applied. The Company will provide information concerning non-balance sheet items in accordance with the law;
- article 3 of the AFEP-Medef code relating to the separation of the duties of the Chairman of the Board of Directors and the Managing Director will not be applied;
- sub-section 7.2. of the AFEP-Medef code will not be applied. In fact, the FSI and Alliance Healthcare, which both have a holding in the Company's capital, would like to be represented on the Board of Directors;
- sub-section 8.2 of the AFEP-Medef code cannot be applied because the number of independent Directors will be lower than the recommendation of said code, which is 1/3 in subsidiary companies;
- article 9 of the AFEP-Medef code relating to the evaluation of the Board of Directors will be applied subject to the evaluation of the performance of the Managing Director;
- article 10 of the AFEP-Medef code will be applied subject to indication in the Annual Report of the duration of sessions which Cegedim does not wish to announce;
- article 11 of the AFEP-Medef code will be applied insofar as the bylaws will be amended within a reasonable period after the increase in capital. Moreover, bearing in mind the size of the Company, the Directors' right to information under this article must be exercised in a reasonable manner in terms of time period and documents or information requested;
- article 12 of the AFEP-Medef code relating to the duration of the Directors' duties will be applied subject to the duration of the Directors' terms of office, which will be kept at six years to ensure stability of the Board of Directors and in accordance with the maximum duration authorized by the AFEP-Medef code, and to the staggering of the Directors' terms of office which the Company considers satisfactory;
- article 17 of the AFEP-Medef code relating to the code of ethics of the Director will be applied subject to application for certain Directors of the recommendation relating to the significant number of shares that each Director in office must hold;
- article 19 of the AFEP-Medef code relating to the termination of the employment contract if the position of corporate officer is taken up will not be applied as it might constitute an obstacle if the Company wishes to ask an employee to take on the duties of corporate officer;
- sub-section 20.1 of the AFEP-Medef code will not be applied as the salaries of the Directors who act as corporate officers are revised annually.

15

COMPENSATION AND BENEFITS

15.1 TOTAL COMPENSATION AND IN-KIND BENEFITS PAID INDIVIDUALLY, DIRECTLY OR INDIRECTLY, DURING THE FISCAL YEAR TO EACH CORPORATE OFFICER BY CEGEDIM AND BY ANY COMPANY OF THE GROUP

Compensation and benefits of corporate officers take into account AMF recommendations relating to information to be given in Registration Documents, in particular, when the listed company is owned by a group, the information regarding compensation and benefits of corporate officer includes the amounts paid by all the companies in the chain of control.

The total gross compensation amounts paid to the Company's corporate officers are set out below:

In euros **Fiscal year 2012**	**Total compensation except in-kind benefit**	**Fixed portion**	**Variable portion**	**Extraordinary variable portion**	**Directors' fees**	**In-kind benefit amount**	**Type**
Jean-Claude Labrune	747,600	731,900	-	-	15,700	1,358	car
Pierre Marucchi	525,345	300,000	209,645	-	15,700	5,521	car
Laurent Labrune	512,500	250,000	250,000	-	12,500	7,157	car
Aude Labrune-Marysse	106,494	84,994	9,000	-	12,500	8,682	car
Jean-Louis Mery	12,500	-	-	-	12,500	-	-
Anthony Roberts	6,250(1)	-	-	-	6,250(1)	-	-
Jacques Henri David	15,000	-	-	-	15,000	-	-
Jean-Pierre Cassan	17,500	-	-	-	17,500	-	-
Nicolas Manardo	12,500(2)	-	-	-	12,500(2)	-	-

(1) Directors' fees paid directly to Alliance Healthcare France.
(2) Directors' fees paid directly to the FSI.

The variable portion is based on the Group's earnings. The variable compensation of Pierre Marucchi, Laurent Labrune and Aude Labrune is a percentage of EBIT from continuing operations, respectively, of the Group, the CRM Division and the activities pertaining to Ms Labrune.

Apart from the allocation of free shares (see chapter 15.3), the Company has made no commitments to its corporate officers involving compensation or benefits owed or that may be owed as a result of the assumption, cessation or change of these duties or subsequent to them.

There are no stock-option plans (subscription or purchase options) within the Cegedim Group.

There are no financial instruments giving access to the capital, nor other optional instruments of any kind subscribed by the management or employees as part of reserved operations.

There are management fees agreements binding Cegedim to its holding company FCB with Directors in common. These agreements are governed by article L. 225-38 of the French Commercial Code relating to agreements concluded at arm's length. The services invoiced by FCB to Cegedim for 2012 total 2.6 million euros. This amount corresponds to the re-invoicing of salary charges and expenses for Directors' fees borne by FCB and attributable to Cegedim. The Directors' fees represent less than 10% of the total. The salary portion corresponds to the re-invoicing of 90% of the compensation of Jean-Claude Labrune, Laurent Labrune, Aude Labrune and of half the compensation of Pierre Marucchi, as well as the compensation of non-managers.

15.2 TOTAL AMOUNTS ALLOCATED OR ACCRUED BY THE ISSUER OR ITS SUBSIDIARIES FOR THE PURPOSES OF PAYING PENSIONS, RETIREMENT OR OTHER BENEFITS

There are no specific supplemental retirement plans set up for certain corporate officers.

All the pertinent information related to calculating the provision for retirement compensation is presented in the Accounting Principles and note 13 (Retirement liabilities) to the consolidated financial statements found in chapter 20.1 of this Registration Document.

15.3 ALLOCATION OF FREE SHARES

The Board of Directors meetings of June 29, 2011 and September 19, 2012 were authorized by the Extraordinary Shareholders' Meeting of June 8, 2011 to award a total number of free shares not exceeding 10% of the total number of shares comprising the share capital to the Directors and employees of the Cegedim Group. This concerned a total of 1,399,717 shares.

Following a resolution of the Extraordinary Shareholders' Meeting of February 22, 2008, the Board of Directors, at their meetings of March 21, 2008, November 5, 2009 and June 8, 2010, were authorized to award a total number of free shares, which were not to exceed 10% of the total number of shares making up the capital, to the Directors and employees of the Cegedim Group. This concerned a total of 933,144 shares.

	Plan 1	Plan 2	Plan 3	Plan 4	Plan 5
Date of the General Meeting	02/22/2008	02/22/2008	02/22/2008	06/08/2011	06/08/2011
Number of shares authorized by the General Meeting	933,144	933,144	933,144	1,399,717	1,399,717
Date of the Board meeting	03/21/2008	11/05/2009	06/08/2010	06/29/2011	09/19/2012
Total number of shares than can be allocated	43,410(1)	28,750	32,540	41,640	31,670
Number of recipients	48	48	73	85	80
Award date	03/21/2008	11/05/2009	06/08/2010	06/29/2011	09/19/2012
Date of free disposal of free shares					
France	03/20/2010	11/04/2011	06/07/2012	06/28/2013	09/18/2014
Abroad	03/20/2012	11/04/2013	06/07/2014	06/28/2015	09/18/2016
End of lock-in period	03/20/2012	11/04/2013	06/07/2014	06/28/2015	09/18/2016
Shares permanently allocated	38,070	27,690	32,378	41,090	31,670
Shares permanently acquired at 12/31/2011	27,910	20,410	27,728	0	0

(1) Including 2,880 shares allocated to Directors (1,280 for P. Marucchi and 1,600 for L. Labrune).
(2) Including 640 maturing on September 16, 2012.

15.4 CEGEDIM SA DIRECTORS' FEES

A proposal will be made on the total amount of Directors' fees allocated to the Board of Directors for the current fiscal year, which could be set at 135 thousand euros.

16

OPERATION OF THE ADMINISTRATIVE AND MANAGEMENT BODIES

16.1 EXPIRY DATE AND LENGTH OF THE CURRENT DIRECTORS' TERMS OF OFFICE

Jean-Claude Labrune joined the Board of Directors on December 1, 1969. His term has been renewed until the General Meeting which will approve the 2015 financial statements.

FCB, which joined the Board on April 12, 1989, has been represented by Pierre Marucchi since this date. His term has been renewed until the General Meeting which will approve the 2015 financial statements.

GIE GERS joined the Board of Directors on March 6, 1995, and has been represented by Philippe Tcheng since February 2012. His term will run until the General Meeting which will approve the 2015 financial statements.

Alliance Healthcare France joined the Board of Directors on November 15, 2000, and has been represented by Anthony Charles Roberts since December 2009. His term has been renewed until the General Meeting which will approve the 2015 financial statements.

Laurent Labrune joined the Board of Directors following the meeting of the Board of Directors on April 18, 2001. In 2007, his term was renewed for six years until the General Meeting which will approve the 2012 financial statements.

Aude Labrune joined the Board of Directors following the meeting of the Board of Directors on April 27, 2007 for a six-year term until the General Meeting which will approve the 2012 financial statements.

Jean-Louis Mery joined the Board of Directors on January 8, 2010 for a six-year term until the General Meeting which will approve the 2015 financial statements.

Jean Pierre Cassan joined the Board of Directors on January 8, 2010 for a six-year term until the General Meeting which will approve the 2015 financial statements.

Jacques Henri David(1) joined the Board of Directors on January 8, 2010 for a six-year term until the General Meeting which will approve the 2015 financial statements.

Nicolas Manardo joined the Board of Directors on January 8, 2010. His term expired on September 23, 2010.

The FSI joined the Board of Directors on September 23, 2010, and is represented by Nicolas Manardo.

Please also refer to the Chairman's Report on Internal Control, chapter 16.5 and the Auditors' Report, chapter 20.3.

16.2 INFORMATION CONCERNING THE SERVICE CONTRACTS BINDING THE MEMBERS OF THE ADMINISTRATIVE AND MANAGEMENT BODIES TO THE ISSUER OR TO ANY OF ITS SUBSIDIARIES AND PROVIDING FOR THE GRANTING OF BENEFITS AT THE END OF THIS CONTRACT

As indicated in chapter 20.1 of the consolidated financial statements, in 2012 FCB re-invoiced its head office expenses, in the amount of 2.6 million euros.

(1) Valérie Raoul-Desprez was co-opted as a member of the Board of Directors on January 31, 2013 in order to replace Jacques-Henri David. Her final appointment will be submitted to the Annual Ordinary General Meeting held on June 6, 2013. She graduated from ESCP. She is Financial Director of Dassault System Group since 2007. She started her career with Rhône-Poulenc in 1987, which became Rhodia, where she had several positions within the Finance Department.

16.3 INFORMATION CONCERNING THE AUDIT COMMITTEE, COMPENSATION COMMITTEE, APPOINTMENTS COMMITTEE AND STRATEGY COMMITTEE

In 2012, the Audit Committee met four times, on March 30, May 2, September 18 and November 7.

In 2012, the Appointments Committee met once, on April 2.

In 2012, the Remuneration Committee met twice, on April 2 and September 19.

In 2012, the Strategy Committee met three times, on March 22, April 22 and November 13.

See also chapter 14.3 of this Registration Document.

16.4 COMPLIANCE WITH THE CORPORATE GOVERNANCE SYSTEM IN EFFECT IN FRANCE

Cegedim applies the AFEP-Medef recommendations on corporate governance, as presented in chapter 14.3. Moreover, Cegedim complies with all the provisions of French Corporate law and the Code of Commerce governing the operation and organization of its administrative and management bodies. The Company therefore considers that all the legal provisions and the application of the AFEP-Medef recommendations on corporate governance offer entirely satisfactory and appropriate guarantees, with a view to ensuring that control is not exercised in an abusive manner.

16.5 REPORT FROM THE CHAIRMAN OF THE BOARD OF DIRECTORS CONCERNING THE CONDITIONS FOR PREPARING AND ORGANIZING THE BOARD'S WORK, AS WELL AS THE INTERNAL CONTROL PROCEDURES SET UP BY THE COMPANY

(Article L. 225-37 of the Code of Commerce)

INTRODUCTION

In accordance with the provisions of article L. 225-37 of the Code of Commerce, as amended by financial security law no. 2003-706 of August 1, 2003, the purpose of this report is to detail:

- conditions for preparing and organizing the work of the Board of Directors;
- any limitations made by the Board of Directors to the powers of the Managing Director and the Deputy Managing Director;
- the internal control procedures established within the Cegedim Group.

This report was prepared on the basis of reports and meetings led by the General Management with all of the bodies involved in the Group's internal control mentioned in the remainder of this document.

CORPORATE GOVERNANCE AND OPERATION OF THE BOARD OF DIRECTORS

Composition of the Board of Directors

The Board of Directors consisted of ten members as at December 31, 2012.

On November 5, 2009, the Company adhered to the agreement signed on October 28, 2009, between Mr. Jean-Claude Labrune, FCB and the FSI which was sent to the AMF. This agreement provides for changes to be made to the Company's governance.

The list of Directors of Cegedim SA including the offices held in other companies is appended to the Corporate Management Report.

Frequency of meetings

Article 13 of the bylaws of Cegedim SA states that the Board of Directors meets as often as the Company's interests dictate.

Thus, during the past fiscal year, your Board of Directors met 5 times.

The schedule of meetings of the Board of Directors was as follows:

2012 schedule of meetings	
2/7/2012	Approval of the minutes of the Board of Directors meeting of November 9, 2011, Analysis of 2011 revenue, Miscellaneous business.
4/2/2012	Approval of the minutes of the Board of Directors meeting of February 7, 2012, Approval of the financial statements for the fiscal year ended December 31, 2011, Approval of the consolidated financial statements for the fiscal year ended December 31, 2011, Proposed capital increase in cash, Proposed capital increase through in-kind contribution, Authorization of a capital increase reserved for employees, Share buyback program, Decisions to be made for the preparation and scheduling of the joint Annual Ordinary and Extraordinary General Meeting, Authorization of securities, endorsements and other guarantees, Proposed disposal of the Pharmapost subsidiary, Approval of the provisional 2012 financial statements, Authorization of a bond issue and delegation of powers to the Chairman and CEO, or with the approval of the latter, to the Deputy Managing Director, for the purposes of implementing the bond issue, Analysis of the Group's five-year business plans, Miscellaneous business.
9/19/2012	Approval of the minutes of the Board of Directors meeting of April 2, 2012, Approval of the financial statements for the first six months of 2012, Analysis of the provisional accounts for the second half of 2012, Review of factoring contract Miscellaneous business.
11/8/2012	Approval of the minutes of the Board of Directors meeting of September 19, 2012, Analysis and authorization for the signing of a proposed amendment in English called "Amendment Agreement relating to the EURO 280,000,000 Term and Multi-Currency Revolving Credit Facility Agreement dated 10 June 2011" ("Amendment Agreement") to an English language credit agreement named "EURO 280,000,000 term and multi-currency revolving Credit Facilities Agreement" concluded by the Company on June 10, 2011. Analysis of 3rd quarter 2012 revenue, Schedule of Board of Directors and Committee meetings for 2013, Miscellaneous business.
12/10/2012	Approval of the minutes of the Board of Directors meeting of November 8, 2012, Guarantee to be given by the Company to its subsidiary Cegedim SRH. Miscellaneous business.

Convening of Directors

The Directors were convened by fax and e-mail in compliance with article 13 of the bylaws of Cegedim SA.

In accordance with article L. 225-238 of the Code of Commerce, the Auditors were convened to the Board of Directors' meetings during which the annual and interim financial statements were examined and approved.

Information provided to Directors

All documents and information necessary for the Directors to perform their duties were sent to them prior to each meeting of the Board of Directors.

At any time of the year, the Board of Directors may perform the checks and audits it deems advisable. In this respect, each Director may request the documents necessary to perform his duties from the Chairman of the Board of Directors.

Meeting location

Meetings of the Board of Directors are held at the Company's corporate headquarters.

Meeting minutes

Minutes of meetings of the Board of Directors are drawn up at the end of each meeting, sent to the Directors and validated by them at the next meeting.

Directors' compensation

The compensation paid to Directors is stipulated in the list of Directors of Cegedim SA appended to chapter 15 of this Registration Document. The Remuneration Committee proposes the remuneration criteria for the Company's corporate officers to the Board. It examines the policies for allocations of free shares and all proposals for increases in the Company's capital in the form of an offer reserved for employees.

Limitation of the powers of the Chairman & CEO and of the Deputy Managing Director

We inform you that the Board of Directors has not imposed any limitations on the powers of Mr. Jean-Claude Labrune, your Chairman & CEO or on those of Pierre Marucchi, the Deputy Managing Director.

The Company's compliance with the recommendations of the AFEP-Medef Corporate Governance code

See chapter 14.3.

INTERNAL CONTROL PROCEDURES

Purpose of the internal control procedures within the Cegedim Group

The purpose of internal control is to provide a reasonable assurance that the Company's priorities will be adhered to and that the published figures are reliable. Its effectiveness relies on the conduct of the employees responsible for it, without any systematic guarantee that all these objectives will be met. On the one hand, it ensures that management actions or the performance of operations and also employee conduct are consistent with the framework defined by the applicable laws and regulations as well as the values described in the charter of ethical business practice and the Company's standards and internal rules. On the other hand, it ensures that the accounting and financial information complies with the standards in force.

Coordination of its activities

Cegedim's growth relies particularly on its ability to anticipate its clients' needs and to satisfy them by combining a large number of "industry" skills.

From the standpoint of internal control, the success of this model requires the harmonization of management actions and employee behavior. It means that these actions and this behavior must be consistent with the directions given to the Group's activities by its corporate bodies, by the laws and regulations in force, and by the Group's internal standards.

Control and transparency of its accounting and financial information

The internal control procedures govern the development and communication of the Group's accounting and financial information. This information is established in order to guarantee its availability, integrity, conformity, and auditability.

Support for its growth

The Cegedim Group's international expansion, particularly through external growth, relies on its ability to identify the external growth relays. Here, the measures taken by Cegedim seek to accelerate the incorporation of new activities, control the risks inherent to growth operations, and track their performance.

The acquisition of Dendrite International Inc. in May 2007 enabled Cegedim to double its size in its core business activities. This major step in the Group's development required at that time the spending of considerable effort to make the integration of the new activities successful. Conscious of what was at stake, in early 2008, the Group's General Management created an "Operational Excellence" unit (Opex) in charge of optimizing the organization and information circuits as well as reinforcing the Group's customer-oriented culture in order to generate savings through synergy, rationalization of procedures and tools, and optimization of team productivity. Chaired by an employee with more than 15 years of experience within the Group, particularly in the role of Director of Human Resources, then Director of International

CRM Activities, Opex is able to propose improvements to internal control and financial control, by placing systematic emphasis on the business activity component.

Security of its information processing operations

Leader in the sector of technologies and services relating to medical information, the Cegedim Group's priority is to provide its clients and partners with complete satisfaction concerning data security. The Cegedim Group applies the data and private life protection law in all of the countries where it operates. In 2010, the Group received Safe Harbor certification.

Acquisition of cutting edge skills

The Cegedim Group considers the training of its teams to be a key factor of success, making it possible to ensure client satisfaction and employee motivation. In 2004, Cegedim was one of the first companies to implement the individual right to training.

The general training policy implemented at Cegedim consists primarily of continuously adapting the skills of its research and development teams and assisting its employees in acquiring new skills necessary for their work.

Organization of the Management bodies that play a role in internal control

Cegedim's internal control system is characterized by a high level of interaction between the Board of Directors, the General Management and the Activity Divisions thus encouraging the transparency of the strategies, risks and actions implemented in the Group.

Cegedim's General Management has central management and control bodies that include the Financial Division, the Accounting Division, the Management Control Division, the Human Resources Division, the Legal Division, the General Secretariat, the IT Division, the Communication Division, and the Operational Excellence unit.

Consistently since 2006, the Group has desired to strengthen its teams dedicated to controlling and coordinating international operations. Reporting to the General Management, their main duty is to formalize then establish procedures that are common to the Group's subsidiaries, guaranteeing the uniformity of work methods.

The network of financial controllers, by country or region, continues to be reinforced, particularly in 2007 with the consolidation of the Dendrite teams. They are responsible for applying Headquarter policies at local level and ensuring local financial control of operations as part of routine management or during the operational revamping processes decided on by Headquarters.

In their respective fields, the mission of these management and control bodies is to regulate the Group's operation and, at the same time, put their specialized skills to use in carrying out operations.

Key elements of internal control relating to the preparation of financial and accounting information

In 2012, the Group continued its work to harmonize and optimize its information and internal control procedures in compliance with the financial security law.

Preparation of the Group's financial statements

Centralized accounting of the companies of the Cegedim Group

The Cegedim Accounting Division prepares the statutory financial statements for the subsidiaries in the French sector of the Group and oversees the process for the preparation of the consolidated financial statements. For the newly-acquired companies and foreign subsidiaries, the Accounting Department established a standard reporting procedure so as to produce consolidation documents. At the same time, the Management Control Division reports key financial and operational data on a monthly basis. The two Divisions together routinely check the consistency of their data.

The creation in 2005 of a department dedicated specifically to international consolidation allowed the Company to help make the financial information coming from foreign subsidiaries reliable while at the same time adapting to the new accounting regulations. Furthermore, this centralized consolidation process made it possible to considerably reduce the time necessary to report international information.

Control and enhancement of financial and accounting information by Management Control

The data supplied by the Accounting Department is systematically reconciled with the work done by the Management Control Department, whether this involves regular analytical monitoring of the activities, budgetary control or inspection reports.

This information forms the basis for the operating reports prepared by Management Control, allowing for regular tracking of key indicators.

IT tools used to prepare financial and accounting information

Cegedim implements a policy aimed at upgrading its IT tools to ensure optimum availability, integrity, conformity and auditability of its financial and accounting data.

In order to ensure the necessary internal consistency and meet the Group's guidance needs, new tools were implemented in 2008 under the direct responsibility of the Managing Director, assisted by a project manager ensuring the interface with the Accounting Department and the Management Control Department.

Key elements of the legal and operational control exercised by the parent company over the subsidiaries

Control of commitments

The General Secretariat of the Group's Legal Department handles the central supervision of authorizations and delegations and makes sure, when they are created, that they are limited in accordance with the Group's internal rules regarding commitments.

Control of the Group's legal activity

The Cegedim Group's procedures require that the Legal Department be consulted prior to signing contracts with third parties, depending on their purpose and the declarations and the commitments they contain and, where relevant, the transnational nature of the operations they govern. The Legal Department also centralizes information related to certain key contracts.

CONTROL OF INTERNAL SECURITY

Cegedim has a governance structure for security. This means that security of all the Company's activities is taken into account in and that all appropriate protection measures are implemented.

A Compliance Department reports directly to the management. It includes the Head of Information Systems Security and defines the Group's security policy using risk analysis, as well as ensuring that the policy is applied consistently to the security requirements identified by the management through regular internal audits.

The Director of Information Systems ensures that the decisions to roll out IT systems, and in particular, procedures relating to data security, take into account Cegedim's strategic priorities.

The IT Operations Manager, the Information Security Manager and the Physical Security Manager implement the Company's strategy. They are responsible for putting security procedures in place.

The Operations Director ensures that all activities provide the level of security appropriate to Cegedim's strategic decisions, through daily monitoring.

The internal security policy for the information system is actively facilitated by the Top Management, and covers, in particular:

- employee security (reducing the risks of human error, theft, fraud or abusive use of infrastructures);
- physical security (controlling access, damage and disruptions relating to the Group's assets);
- IT access security (controlling access to information);
- information security (ensuring an appropriate level of information protection);
- systems administration and network security (ensuring that the information processing infrastructures operate correctly and reliably);
- the security of IT developments (incorporating security in the developments and ensuring the secure execution of support activities);
- crisis prevention, detection, and management;
- compliance with legislation.

The major pharmaceutical companies that are customers of the Cegedim Group apply recognized international standards, adopting the most stringent requirements in terms of the auditing and control of their information systems.

Cegedim refers to international standards such as ISO 27001 and 27002 for its information security, and has created its own process standards, integrating the recently-introduced ISO 20000/ITIL standard for IT service management, ISO 9001 for quality management and CMMI for project management and software development. To gain recognition and validation of this high level of compliance, Cegedim's Director of Information Systems obtained ISAE 3402 and SSAE 16 accreditation for the Company's data hosting and services offering for all its clients.

CONTROL OF OPERATIONS MANAGEMENT

Control of the Group's operations management covers four areas:

- the annual budget preparation process;
- monthly "management" reporting and presentation of annual forecasts;
- quarterly "business" reporting;
- the ad hoc inspection assignments performed at the Group's departments and subsidiaries.

These procedures concern all of the Group's departments and subsidiaries. Furthermore, when new acquisitions are made, a standardized integration process ensures that the operational synergies and information reporting necessary for management and Management Control in accordance with the current standards are implemented as quickly as possible.

THE ANNUAL BUDGET PREPARATION PROCESS

Each year, the Activity Directors present to the Top Management the annual budget for the activities placed under their responsibility. To prepare these budgets, Management Control is responsible for providing all assistance necessary to the operational managers and for guiding their work in order to ensure overall consistency and to record the key assumptions in order to track them during the year.

MONTHLY "MANAGEMENT" REPORTING AND PRESENTATION OF ANNUAL FORECASTS

Management Control is responsible for preparing the monthly reporting for all of the Group's subsidiaries, including their annual forecasts and their budget tracking. Routinely presented to the Group's General Management, this reporting makes it possible to identify the basic performance trends for each entity and to chart any corrective measures to be taken.

QUARTERLY "BUSINESS" REPORTING

Every quarter, each Activities Director is responsible for providing the Top Management with information concerning the management activities relative to the scope of activities for which he is responsible. This reporting concerns the commercial activity, products and services, personnel, organization, and investments. Its essential purpose is to identify the risks that could affect the Group's earnings in each of these areas. The cross-company nature of this "business" reporting helps identify market risks and the status of competition, identify growth opportunities (external growth, strategic directions of growth), and strengthen synergies within the Group.

AD HOC INSPECTIONS

Inspections decided by the General Management are conducted routinely. Other control bodies help to determine the selection and content of these inspections and are generally involved in facilitating their execution. The scope of these inspections covers all areas relating to internal control.

2013 OBJECTIVES

- Optimize reporting after having implemented integrated and uniform financial management tools within the Group, ensuring a secure, systematic, and consistent flow of information to serve both management needs and statutory or consolidated accounting needs.
- Keep working on Group margin improvement and deleveraging Cegedim.

Drawn up in Boulogne-Billancourt, on March 4, 2013.

Jean-Claude Labrune

Chairman & CEO

Cegedim SA

17

EMPLOYEES

17.1 CEGEDIM GROUP WORKFORCE ON THE CLOSING DATE

The total numbers of Group employees (Open-ended contracts and Fixed-term contracts) on the reporting dates for the last three fiscal years are given in the following table:

	12/31/2012	12/31/2011	12/31/2011
CRM and strategic data	5,263	5,530	5,804
Health Professionals	1,750	1,697	1,753
Insurance and services	1,105	1,010	913
TOTAL	**8,118**	**8,237**	**8,470**

17.2 CORPORATE OFFICERS' INTERESTS IN THE CAPITAL AND STOCK OPTIONS

At December 31, 2012:

- Jean-Claude Labrune, Chairman & CEO of Cegedim does not hold any registered shares in Cegedim;
- Pierre Marucchi, Deputy Managing Director of Cegedim, holds 21 761 registered shares in Cegedim, of which 16 entitle him to double voting rights, representing an insignificant portion of the capital and the voting rights;
- Jean-Claude Labrune, Chairman of FCB, indirectly holds 52,59% of the share capital and 64,89% of the voting rights;
- Laurent Labrune holds 1 601 registered shares in Cegedim, of which one entitle him to double voting rights, representing an insignificant portion of the capital and the voting rights;
- Aude Labrune Marysse holds one registered shares in Cegedim with double voting rights, representing an insignificant portion of the capital and the voting rights;
- Jean-Louis Mery holds 10 registered shares in Cegedim, none of which entitle him to double voting rights, representing an insignificant portion of the capital and the voting rights;

To the Company's knowledge, there are no other members of the administrative and management bodies who hold registered shares.

See also chapter 18.1 of this Registration Document.

There are no stock-option plans in the Cegedim Group either for management or for any other category of employees. However, the Group recently implemented a system for the allocation of free shares (see chapter 15.3 in this Registration Document for the description of the allocation of free shares).

17.3 AGREEMENT PROVIDING FOR CEGEDIM EMPLOYEE EQUITY PARTICIPATION PLANS

There are employee equity sharing agreements in accordance with the legal provisions with application of the ordinary law calculation formula. The share may, at the employee's choice, be paid into a Mutual Fund or left in a current account frozen in the corporate accounts.

At December 31, 2012, the Corporate Mutual Fund consisted of 98,048 Cegedim shares, representing 0,70% of the capital.

18

MAIN SHAREHOLDERS

18.1 SHAREHOLDERS

In accordance with the provisions of article L. 233-13 of the Code of Commerce, and given the information and notifications received pursuant to articles L. 233-7 and L. 233-12 of this Code, the capital and voting rights of the shareholders (individuals or legal entities) who directly or indirectly hold more than one-twentieth, one-tenth, three-twentieths, one-fifth, one-quarter, one-third, one-half, two-thirds, eighteen-twentieths, or nineteen-twentieths of the share capital or voting rights at December 31, 2012 are shown below.

Shareholders	Number of shares held	% interest	Number of single votes	Number of double votes		Total votes	% voting rights
				shares	votes		
FCB	7,361,044	52.59%	2,495,207	4,865,837	9,731,674	12,226,881	64.89%
FSI	2,102,061	15.02%	2,102,061	-	-	2,102,061	11.16%
Public (1)	4,505,688	32.19%	4,496,482	9,206	18,412	4,514,894	23.96%
Cegedim (2)	28,380	0.20%	-	-	-	-	-
TOTAL	**13,997,173**	**100.00%**	**9,093,750**	**4,875,043**	**9,750,086**	**18,843,836**	**100.00%**

(1) Including the holding of Alliance Healthcare France
(2) Including the liquidity contract

To the Company's knowledge, on the date of this Registration Document, the shareholders holding more than 5% of the capital and voting rights are: FCB, FSI and Alliance Healthcare France.

- FCB is a Simplified Joint-Stock Company (SAS) with capital of 475,560 euros (Trade and Companies Register of Nanterre 340 651 132), the majority of which are held by Jean-Claude Labrune. It is a lead holding company.
- FSI is a Business Corporation (SA) that is 51% owned by the Caisse des Dépots and 49% owned by the French government. FSI is an informed investor which enhances equity by becoming a minority investor in French companies involved in industrial projects that create value and competitiveness for the economy.
- Alliance Healthcare France is a public limited company with capital of 22,107,536.00 euros (Trade and Companies Register of Nanterre 025 420 068), the majority of which are held by the Alliance Boots group (ex. Alliance Unichem) (pharmaceutical distributor).

At December 31, 2012, FCB and FSI together held 67.61% of the shares of the Cegedim Group, and 76.05% of the voting rights.

The latest declared threshold crossings are as follows:

- March 28, 2001: Alliance Healthcare France, crossed the 10% shareholding threshold;
- November 23, 2006: Financière de l'Échiquier, crossed the 5% shareholding threshold;
- July 26, 2007: AB Acquisition Holding (crossed the 5% and 10% shareholding thresholds). The thresholds were crossed as a result of the acquisition by AB Acquisition Holding Limited of control of Alliance Boots Capital plc, which holds an indirect interest in Alliance Healthcare France which itself holds a direct interest in Cegedim;
- December 22, 2009: FSI, crossed the 5% and 10% shareholding thresholds;
- March 31, 2010: Alliance Healthcare France, fell below the 10% shareholding threshold;
- December 15, 2010: Financière de l'Échiquier fell below the 5% shareholding threshold.

FSI's entrance into Cegedim's capital had an impact upon the Company's governance. See chapter 14 of this Registration Document.

At December 31, 2011, the capital and voting rights were broken down as follows:

Shareholders	Number of shares held	% interest	Number of single votes	Number of double votes		Total votes	% voting rights
				shares	votes		
FCB	7,358,629	52.57%	2,492,792	4,865,837	9,731,674	12,224,466	64.91%
FSI	2,102,061	15.02%	2,102,061	-	-	2,102,061	11.17%
Public (1)	4,496,357	32.12%	4,487,237	9,120	18,240	4,505,477	23.92%
Cegedim (2)	40,126	0.29%	-	-	-	-	-
TOTAL	**13,997,173**	**100.00%**	**9,082,090**	**4,874,957**	**9,749,914**	**18,832,004**	**100.00%**

(1) Including the holding of Alliance Healthcare France
(2) Including the liquidity contract

18.2 SPECIAL VOTING RIGHTS

See chapter 18.1 of this Registration Document.

18.3 CONTROL OF CEGEDIM

Cegedim is controlled by FCB and Jean-Claude Labrune, as indicated in the Registration Document. In accordance with the Memorandum of Understanding between FCB, the FSI and Jean-Claude Labrune, the Group has amended its governance rules. See chapter 14 of this Registration Document.

18.4 AGREEMENT THAT MAY RESULT IN A CHANGE IN CONTROL AT A LATER DATE

Simultaneously with the memorandum signed on October 28, 2009 between Mr. Jean-Claude Labrune, FCB and the FSI, the implementation of a shareholders' agreement to govern the relations between the different parties to the transaction was discussed.

To the Company's knowledge, there are no agreements whose implementation could, at a later date, result in a change in its control.

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OPERATIONS WITH RELATED PARTIES

The regulated agreements that were submitted for the prior authorization of the Board of Directors are detailed in the Auditors' Special Report contained in chapter 20.3 of this Registration Document.

Note 25 of the notes to the 2012 consolidated financial statements appearing in chapter 20.1 of this Registration Document also provides detailed figures for operations with related parties.

No new convention has been allowed to date.

20

FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS, FINANCIAL POSITION AND EARNINGS

20.1 HISTORICAL FINANCIAL INFORMATION – CONSOLIDATED FINANCIAL STATEMENTS

20.1.1 CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2012

Balance Sheet Assets

In thousands of euros	12/31/2012	12/31/2011	12/31/2010*
	Net	Net	Net
GOODWILL ON ACQUISITION (NOTE 7)	**613,727**	**725,058**	**711,089**
Development costs	26,408	24,446	48,093
Other intangible assets	183,714	167,002	121,932
INTANGIBLE ASSETS (NOTE 3)	**210,122**	**191,448**	**170,025**
Land	389	409	430
Buildings	5,766	5,147	5,540
Other tangible assets	33,343	35,958	36,929
Construction work in progress	2,192	2,594	261
TANGIBLE ASSETS (NOTE 4)	**41,690**	**44,108**	**43,160**
Equity investments	544	443	299
Loans	1,917	1,400	1,004
Other long-term investments	11,445	9,637	8,017
LONG-TERM INVESTMENTS – EXCLUDING EQUITY SHARES IN EQUITY METHOD COMPANIES (NOTE 5)	**13,906**	**11,480**	**9,320**
Equity shares in equity method companies (note 6)	8,143	7,645	7,276
Government – Deferred tax (note 19)	57,855	48,093	49,317
Accounts receivable: portion due in more than one year (note 9)	15,909	14,498	16,685
Other receivables: portion due in more than one year (note 10)	726	651	722
NON-CURRENT ASSETS	**962,078**	**1,042,982**	**1,007,594**
Services in progress (note 8)	188	305	298
Goods (note 8)	10,798	10,274	10,428
Advances and deposits received on orders	971	1,151	1,250
Accounts receivable: portion due in less than one year (note 9)	215,223	222,350	233,446
Other receivables: portion due in less than one year (note 10)	38,696	25,778	25,702
Cash equivalents	3,862	14,041	13,238
Cash	39,599	59,087	65,916
Prepaid expenses	16,881	17,347	19,151
CURRENT ASSETS	**326,219**	**350,334**	**369,429**
TOTAL ASSETS	**1,288,297**	**1,393,316**	**1,377,023**

* *The comparative financial statements presented as at 12/31/2010 were drawn up by retrospectively applying the equity method for actuarial differences relating to provisions for pensions and similar obligations.*

Balance Sheet Liabilities

In thousands of euros	12/31/2012	12/31/2011	12/31/2010*
Share Capital	13,337	13,337	13,337
Issue premium	185,561	185,562	185,562
Group reserves	297,712	263,439	291,153
Group exchange reserves	-238	-238	-238
Group exchange gains/losses	13,736	21,058	6,356
Group earnings	-85,351	32,580	-16,349
SHAREHOLDERS' EQUITY, GROUP SHARE	**424,757**	**515,737**	**479,820**
Minority interests (reserves)	418	407	384
Minority interests (earnings)	89	90	102
MINORITY INTERESTS	**507**	**497**	**486**
SHAREHOLDERS' EQUITY	**425,263**	**516,234**	**480,306**
Financial liabilities (note 14)	457,103	483,744	489,280
Financial instruments	13,207	14,094	13,334
Deferred tax liabilities (note 19)	13,617	12,862	13,466
Provisions (note 12)	29,615	25,154	26,481
Other liabilities (note 16)	3,562	7,142	29,890
NON-CURRENT LIABILITIES	**517,104**	**542,996**	**572,451**
Financial liabilities (note 14)	72,609	51,871	60,667
Financial instruments	13	27	-
Accounts payable and related accounts	91,092	92,079	74,789
Tax and social liabilities	123,872	119,517	125,780
Provisions (note 12)	4,533	5,075	6,066
Other liabilities (note 16)	53,810	65,516	56,963
CURRENT LIABILITIES	**345,930**	**334,085**	**324,266**
TOTAL LIABILITIES	**1,288,297**	**1,393,316**	**1,377,023**

* *The comparative financial statements presented as at 12/31/2010 were drawn up by retrospectively applying the equity method for actuarial differences relating to provisions for pensions and similar obligations.*

Income Statement

In thousands of euros	12/31/2012	12/31/2011	12/31/2010*
REVENUE	**921,773**	**911,463**	**926,674**
Other operating income	-	-	-
Capitalized production	48,419	47,137	40,188
Purchases used	(111,513)	(105,648)	(110,887)
External expenses (note 17)	(234,734)	(240,184)	(225,586)
Taxes	(14,658)	(15,101)	(14,660)
Payroll costs (note 28)	(449,821)	(442,231)	(435,579)
Allocations to and reversals of provisions	(5,424)	(3,886)	(4,088)
Change in inventories of products in progress and finished products	(125)	101	94
Other operating income and expenses	(276)	(1,224)	(1,371)
EBITDA	**153,642**	**150,428**	**174,786**
Depreciation expenses	(63,522)	(66,523)	(66,807)
OPERATING INCOME FROM RECURRING OPERATIONS	**90,120**	**83,905**	**107,979**
Impairment of goodwill on acquisition	(115,000)	-	-
Neutralization of the Dendrite brand	-	-	(104,009)
Non-recurrent income and expenses	(9,886)	(7,983)	(10,792)
OTHER NON-RECURRING INCOME AND EXPENSES FROM OPERATIONS (NOTE 18)	**(124,886)**	**(7,983)**	**(114,801)**
OPERATING INCOME	**(34,766)**	**75,922**	**(6,822)**
Income from cash & cash equivalents	727	5,487	961
Cost of gross financial debt	(33,750)	(36,433)	(30,450)
Other financial income and expenses	(11,096)	(6,723)	(4,793)
COST OF NET FINANCIAL DEBT (NOTE 15)	**(44,119)**	**(37,669)**	**(34,282)**
Income taxes	(15,863)	(21,216)	(20,189)
Deferred taxes	8,265	14,642	44,186
TOTAL TAXES (NOTE 19)	**(7,598)**	**(6,574)**	**23,997**
Share of profit (loss) for the period of equity method companies	1,221	991	860
Profit (loss) for the period before earnings from activities that have been discontinued or are being sold	(85,262)	32,670	(16,247)
Profit (loss) for the period net of income tax from activities that have been discontinued or are being sold	-	-	-
Consolidated profit (loss) for the period	(85,262)	32,670	(16,247)
ATTRIBUTABLE TO OWNERS OF THE PARENT (A)	**(85,351)**	**32,580**	**(16,349)**
Minority interests	89	90	102
Average number of shares excluding treasury stock (B)	13,964,700	13,955,940	13,965,092
CURRENT EARNINGS PER SHARE *(IN EUROS)*	**2,7**	**2.8**	**4.1**
EARNINGS PER SHARE *(IN EUROS)* **(NOTE 22) (A/B)**	**(6,1)**	**2.3**	**(1.2)**
Diluting instruments	None	None	None
DILUTED EARNINGS PER SHARE *(IN EUROS)* **(NOTE 23)**	**(6,1)**	**2.3**	**(1.2)**

* *The comparative financial statements presented as at 12/31/2010 were drawn up by retrospectively applying the equity method for actuarial differences relating to provisions for pensions and similar obligations.*

Statement of Consolidated Earnings

In thousands of euros	12/31/2012	12/31/2011	12/31/2010*
CONSOLIDATED PROFIT (LOSS) FOR THE PERIOD	**(85,262)**	**32,670**	**-16,247**
Other items included in total earnings:			
Unrealized exchange gains/losses	(7,321)	11,241	52,143
Free shares award plan	362	445	67
Hedging of financial instruments (net of income tax)	3,740	3,064	1,276
Hedging of net investments	-	3,454	(7,944)
Actuarial differences relating to provisions for pensions	(3,683)	(656)	(511)
ITEMS RECOGNIZED AS SHAREHOLDERS' EQUITY NET OF INCOME TAX	**(6,902)**	**17,548**	**45,031**
Total earnings	(92,164)	50,218	28,784
Minority interests' share	89	83	102
ATTRIBUTABLE TO OWNERS OF THE PARENT	**(92,254)**	**50,135**	**28,682**

* *The comparative financial statements presented as at 12/31/2010 were drawn up by retrospectively applying the equity method for actuarial differences relating to provisions for pensions and similar obligations.*

Statement of changes in consolidated shareholders' equity

In thousands of euros	Capital	Reserves tied to capital	Conso. reserves and earnings	Unrealized exchange gains/losses	Total Group share	Minority interests	Total
Balance as at 01/01/2010	13,337	185,561	304,451	(38,081)	465,268	724	465,992
Earnings for the fiscal year			(16,349)		(16,349)	102	(16,247)
Earnings recorded directly as shareholders' equity:							
▪ Transactions on shares			67		67		67
▪ Hedging of financial instruments			1,276		1,276		1,276
▪ Hedging of net investments				(7,944)	(7,944)		(7,944)
▪ Unrealized exchange gains/losses				52,143	52,143		52,143
▪ Actuarial differences relating to provisions for pensions(2)			(511)		(511)		(511)
TOTAL EARNINGS FOR THE FISCAL YEAR			**(15,517)**	**44,199**	**28,682**	**102**	**28,785**
Total transactions with shareholders:							**0**
▪ Capital transactions					0		0
▪ Distribution of dividends(1)			(13,959)		(13,959)	(75)	(14,033)
▪ Treasury shares			(129)		(129)		(129)
TOTAL TRANSACTIONS WITH SHAREHOLDERS			**(14,087)**		**(14,087)**	**(75)**	**(14,162)**
Other changes			(43)		(43)		(43)
Change in consolidation scope					0	(265)	(265)
BALANCE AS AT 12/31/2010	**13,337**	**185,561**	**274,803**	**6,118**	**479,820**	**486**	**480,306**
Earnings for the fiscal year			32,580		32,580	90	32,670
Earnings recorded directly as shareholders' equity							
▪ Transactions on shares			445		445		445
▪ Hedging of financial instruments			3,064		3,064		3,064
▪ Hedging of net investments				3,454	3,454		3,454
▪ Unrealized exchange gains/losses				11,248	11,248	(6)	11,242
▪ Actuarial differences relating to provisions for pensions(2)			(656)		(656)		(656)
TOTAL EARNINGS FOR THE FISCAL YEAR			**35,433**	**14,702**	**50,135**	**83**	**50,218**
Total transactions with shareholders							
▪ Capital transactions					0		0
▪ Distribution of dividends(1)			(13,953)		(13,953)	(72)	(14,025)
▪ Treasury shares			(277)		(277)		(277)
TOTAL TRANSACTIONS WITH SHAREHOLDERS			**(14,230)**		**(14,230)**	**(72)**	**(14,302)**
Other changes			12		12	7	19
Change in consolidation scope					0	(7)	(7)
BALANCE AS AT 12/31/2011	**13,337**	**185,561**	**296,019**	**20,820**	**515,737**	**497**	**516,234**
Earnings for the fiscal year			(85,351)		(85,351)	89	(85,262)
Earnings recorded directly as shareholders' equity							
▪ Transactions on shares			362		362		362
▪ Hedging of financial instruments			3,740		3,740	-	3,740
▪ Hedging of net investments							
▪ Unrealized exchange gains/losses				(7,322)	(7,322)	1	(7,321)
▪ Actuarial differences relating to provisions for pensions(2)			(3,683)		(3,683)		(3,683)
TOTAL EARNINGS FOR THE FISCAL YEAR			**(84,932)**	**(7,322)**	**(92,254)**	**89**	**(92,164)**
Total transactions with shareholders							
▪ Capital transactions							-
▪ Distribution of dividends(1)						(62)	(62)
▪ Treasury shares			402		402		402
TOTAL TRANSACTIONS WITH SHAREHOLDERS			**402**		**402**	**(62)**	**340**
Other changes			871		871	(1)	870
Change in consolidation scope						(17)	(17)
BALANCE AS AT 12/31/2012	**13,337**	**185,561**	**212,360**	**13,498**	**424,757**	**507**	**425,264**

(1) The total amount of dividends is distributed to common shares. There are no other classes of shares. There were no issues, repurchases or redemptions of equity securities in 2010 or 2011, except for the shares acquired under the free share award plan.

(2) The comparative financial statements presented as at 12/31/2010 were drawn up by retrospectively applying the equity method for actuarial differences relating to provisions for pensions and similar obligations.

Cash flow statement

In thousands of euros	12/31/2012	12/31/2011	12/31/2010*
Consolidated profit (loss) for the period	(85,262)	32,670	-16,247
Share of earnings from equity method companies	(1,221)	-991	-860
▪ Depreciation and provisions(1)	178,495	63,733	167,894
▪ Capital gains or losses on disposals	(2,723)	415	-437
CASH FLOW AFTER COST OF NET FINANCIAL DEBT AND TAXES	**89,289**	**95,827**	**150,350**
▪ Cost of net financial debt	44,119	37,669	34,282
▪ Tax expenses	7,598	6,574	-23,997
OPERATING CASH FLOW BEFORE COST OF NET DEBT AND TAXES	**141,006**	**140,070**	**160,635**
▪ Tax paid	(28,097)	-19,776	-15,264
▪ Change in working capital requirements for operations(2)	4,033	21,249	-11,503
CASH FLOW GENERATED FROM OPERATING ACTIVITIES AFTER TAX PAID AND CHANGE IN WORKING CAPITAL REQUIREMENTS (A)	**116,942**	**141,543**	**133,868**
Acquisitions of intangible assets	(51,993)	-50,538	-45,511
Acquisitions of tangible assets	(26,897)	-29,644	-27,783
Acquisitions of long-term investments	(2,090)	-2,084	-
Disposals of tangible and intangible assets	1,149	2,083	4,155
Disposals of long-term investments	-	-	683
Impact of changes in consolidation scope	(18,587)	-1,422	-56,291
Dividends received from equity method companies	773	662	759
NET CASH FLOWS GENERATED BY INVESTMENT OPERATIONS (B)	**(97,645)**	**-80,943**	**-123,988**
Dividends paid to parent company shareholders	-	-13,953	-13,959
Dividends paid to the minority interests of consolidated companies	(62)	-72	-75
Capital increase through cash contribution	-	-	-
Loans issued	-	200,000	303,147
Loans repaid	(33,327)	-222,558	-303,704
Interest paid on loans	(30,413)	-32,300	-18,734
Other financial income and expenses paid or received	(5,345)	1,050	-6,310
NET CASH FLOWS GENERATED BY FINANCING OPERATIONS (C)	**(69,147)**	**-67,833**	**-39,635**
CHANGE IN CASH EXCLUDING CURRENCY EFFECT (A + B + C)	**(49,850)**	**-7,233**	**-29,755**
Impact of changes in foreign currency exchange rates	(426)	931	5449
CHANGE IN CASH	**(50,276)**	**-6,302**	**-24,306**
Opening net cash	71,730	78,032	102,338
Closing net cash (note 14)	21,454	71,730	78,032

* *The comparative financial statements presented as at 12/31/2010 were drawn up by retrospectively applying the equity method for actuarial differences relating to provisions for pensions and similar obligations.*
(1) *Includes impairment of goodwill on acquisition in the amount of 115 thousand euros.*
(2) *A (-) sign indicates a requirement and a (+) sign indicates a surplus.*

Statement of changes in the consolidation scope

Companies involved	% owned during the year	% owned during the previous year	Consolidation method during the year	Consolidation method during the previous year	Comments
Companies entering the consolidation scope					
Institute of Medical Communication	100.00%	-	FC	-	Created in April 2012
Cegedim Software	100.00%	-	FC	-	Created in May 2012
Primeum Cegedim	50.00%	-	EM	-	Created in June 2012
Cegedim SRH Montargis	100.00%	-	FC	-	Created in June 2012
ASP Line	100.00%	-	FC	-	Acquired in July 2012
AJLB Services	100.00%	-	FC	-	Acquired in July 2012
Longimetrica	100.00%	-	FC	-	Acquired in November 2012
Cegedim Healthcare Software	100.00%	-	FC	-	Creation in November 2012
Cegedim Dynamic Framework	100.00%	-	FC	-	Creation in December 2012
Cegedim Assurances	100.00%	-	FC	-	Creation in December 2012
Cegedim secteur 1	100.00%	-	FC	-	Creation in December 2012
Cegedim IT	100.00%	-	FC	-	Creation in December 2012
Cegedim E-Business	100.00%	-	FC	-	Creation in December 2012
Cegedim santestat	100.00%	-	FC	-	Creation in December 2012
Cegedim onekey	100.00%	-	FC	-	Creation in December 2012
Companies leaving the consolidation scope					
Qualipharma	-	100.00%	-	FC	ToA of Qualipharma to Hospitalis in January 2012
iSanté	-	100.00%	-	FC	ToA of iSanté to Cetip in January 2012
Pharmapost	100.00%	100.00%	FC	FC	Sold in April 2012
CSD Canada	100.00%	100.00%	FC	FC	Liquidated in July 2012

Segment Information as at December 31, 2012

INCOME STATEMENT ITEMS AS AT DECEMBER 31, 2012

	In thousands of euros	CRM and strategic data	Healthcare professionals	Insurance and services	12/31/2012	Total France	Total Rest of World
	Sector income						
A	Outside Group sales	488,145	282,595	151,033	921,773	481,829	439,944
B	Sales to other Group sectors	33,277	9,194	12,443	54,914	51,711	3,202
A + B	**Total sector revenue**	**521,422**	**291,789**	**163,476**	**976,687**	**533,541**	**443,146**
	Sector earnings						
D	**Operating income from recurring operations**	**32,697**	**35,172**	**22,251**	**90,120**		
E	**Current EBITDA**	**60,341**	**58,980**	**34,321**	**153,642**		
	Operating margin (in %)						
D/A	Operating margin from recurring operations outside Group	6.7%	12.4%	14.7%	9.8%		
E/A	EBITDA margin from ordinary activities outside Group	12.4%	20.9%	22.7%	16.7%		
	Depreciation expenses by sector						
	Depreciation expenses	27,644	23,808	12,070	63,522		

GEOGRAPHICAL BREAKDOWN OF 2012 CONSOLIDATED REVENUE

In thousands of euros	France	Euro zone outside France	Pound sterling zone	US dollar zone	Rest of World	12/31/2012
Geographical breakdown	481,829	119,857	84,937	105,667	129,482	921,773
%	52%	13%	9%	11%	14%	100%

BALANCE SHEET ITEMS AS AT DECEMBER 31, 2012

In thousands of euros	CRM and strategic data	Healthcare professionals	Insurance and services	12/31/2012	Total France	Total Rest of World
Sector assets (net values)						
Goodwill on acquisition (note 7)	444,813	118,705	50,209	613,727	120,627	493,100
Intangible assets (note 3)	116,479	42,432	51,212	210,122	189,251	20,871
Tangible assets (note 4)	24,528	12,355	4,807	41,690	22,607	19,083
Equity shares accounted for using the equity method (note 3)	49	8,043	49	8,142	82	8,060
NET TOTAL	**585,869**	**181,535**	**106,276**	**873,681**	**332,567**	**541,114**
Investments for the year (gross values)						
Goodwill on acquisition (note 7)	44	12,619	37	12,700	12,656	44
Intangible assets (note 3)	30,942	9,798	11,252	51,992	45,329	6,663
Tangible assets (note 4)	6,479	18,951	1,606	27,036	18,528	8,508
Equity shares accounted for using the equity method (note 3)	49	-	-	49	49	-
GROSS TOTAL	**37,514**	**41,369**	**12,895**	**91,778**	**76,563**	**15,215**
Sector liabilities						
Non-current liabilities						
Provisions (note 12)	14,466	7,857	7,293	29,615	25,485	4,130
Other liabilities (note 16)	3,192	-	370	3,562	384	3,178
Current liabilities						
Accounts payable and related accounts	59,016	21,490	10,586	91,092	44,426	46,666
Tax and social liabilities	71,780	24,672	27,421	123,872	80,875	42,998
Provisions (note 12)	3,641	701	191	4,533	1,265	3,268
Other liabilities (note 16)	13,338	21,547	18,925	53,810	37,491	16,319

Segment Information as at December 31, 2011

INCOME STATEMENT ITEMS AS AT DECEMBER 31, 2011

	In thousands of euros	CRM and strategic data	Healthcare professionals	Insurance and services	12/31/2011	Total France	Total Rest of World
	Sector income						
A	Outside Group sales	510,631	259,795	141,037	911,463	469,587	441,876
B	Sales to other Group sectors	32,051	7,861	11,014	50,925	48,521	2,405
A + B	**Total sector revenue**	**542,682**	**267,656**	**152,051**	**962,389**	**518,108**	**444,281**
	Sector earnings						
D	Operating income from recurring operations	33,627	29,299	20,979	83,905		
E	Current EBITDA	60,340	58,735	31,352	150,428		
	Operating margin (in %)						
D/A	Operating margin from recurring operations outside Group	6.6%	11.3%	14.9%	9.2%		
E/A	EBITDA margin from ordinary activities outside Group	11.8%	22.6%	22.2%	16.5%		
	Depreciation expenses by sector						
	Depreciation expenses	26,713	29,437	10,373	66,523		

GEOGRAPHICAL BREAKDOWN OF 2011 CONSOLIDATED REVENUE

In thousands of euros	France	Euro zone outside France	Pound sterling zone	US dollar zone	Rest of World	12/31/2011
Geographical breakdown	469,587	127,868	78,868	106,676	128,464	911,463
%	52%	14%	9%	12%	14%	100%

BALANCE SHEET ITEMS AS AT DECEMBER 31, 2011

In thousands of euros	CRM and strategic data	Healthcare professionals	Insurance and services	12/31/2011	Total France	Total Rest of World
Sector assets (net values)						
Goodwill on acquisition (note 7)	568,844	106,042	50,172	725,058	107,971	617,087
Intangible assets (note 3)	108,624	37,684	45,140	191,448	165,325	26,123
Tangible assets (note 4)	28,699	10,201	5,208	44,108	26,071	18,037
Equity shares accounted for using the equity method (note 6)	-	7,593	52	7,645	47	7,598
NET TOTAL	**706,167**	**161,520**	**100,572**	**968,259**	**299,414**	**668,845**
Investments for the year (gross values)						
Goodwill on acquisition (note 7)	46	1,355	-	1,401	-	1,401
Intangible assets (note 3)	29,609	9,334	11,596	50,538	44,416	6,123
Tangible assets (note 4)	10,408	17,000	2,242	29,650	23,198	6,452
Equity shares accounted for using the equity method (note 6)	-	-	-	-	-	-
GROSS TOTAL	**40,063**	**27,689**	**13,837**	**81,589**	**67,614**	**13,975**
Sector liabilities						
Non-current liabilities						
Provisions (note 12)	13,711	6,035	5,408	25,154	18,554	6,600
Other liabilities (note 16)	3,443	914	2,785	7,142	3,100	4,042
Current liabilities						
Accounts payable and related accounts	64,524	16,311	11,244	92,079	46,278	45,801
Tax and social liabilities	74,168	22,443	22,906	119,517	75,121	44,396
Provisions (note 12)	3,991	742	342	5,075	1,316	3,759
Other liabilities (note 16)	29,916	21,293	14,307	65,516	34,500	31,015

20.1.2 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

20.1.2.1 HIGHLIGHTS OF THE 2012 FISCAL YEAR

Acquisition

On July 3, 2012, Cegedim completed the acquisition of ASP Line, France's fourth-largest publisher of pharmacist software, established all around the country, thus strengthening Cegedim's leadership position in the pharmacy computerization market in France. Financed by internal financing, these activities represent annual revenues of around €9 million and are part of the consolidation scope of Cegedim Group from July 1, 2012.

Under the terms of the agreement between the two parties, all other details regarding the transaction are confidential.

Disposal

Cegedim sold its Pharmapost subsidiary, one of France leading printers of drug information sheets, to the Chesapeake group on April 30, 2012. Pharmapost contributed €5.9 million to Group consolidated revenues in 2011; its contribution to consolidated EBITDA was close to zero.

Under the terms of the agreement between the two parties, all other details regarding the transaction are confidential.

Award

On September 26, Cegedim received the "Mid Cap Corporate Governance" award, sponsored by L'AGEFI, in recognition of the quality of the transparency and governance practices that the Group has adopted.

Readjustment of bank covenants

On October 3, Cegedim obtained the consent of its banking partners under the credit facility to amend certain covenants thereunder. This consent signals the continued confidence of our banking partners in the Group .

Intangible assets impairment

CRM and strategic data business plan adjustment led the Group to have a depreciation of goodwill affected to this sector in the consolidated accounts for an amount of 115 million euros (see note 7).

20.1.2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Accounting standards

Pursuant to European Regulation no. 1606/2002 of July 19, 2002 on the application of international accounting standards, amended by EC Regulation no. 297/2008 of March 11, 2008 and subsequent European Regulations on IAS/IFRS standards, the consolidated financial statements of the Cegedim Group were closed on December 31, 2012 in accordance with international accounting standards. International accounting standards include IFRS ("International Financial Reporting Standards"), IAS ("International Accounting Standards") and their mandatory application interpretations on the closing date.

The consolidated financial statements were approved by the Board of Directors of Cegedim SA at their meeting of March 1, 2013, and will be submitted to the General Meeting for approval.

Norms and new interpretations applicable on or after January 1, 2012

The new IFRS standards, interpretations and modifications, as adopted by the European Union for fiscal years starting on or after January 1, 2012, were applied by the Company and did not result in any significant changes in the assessment methods for assets, liabilities, income and expenses.

The new standards, modifications and interpretations that are mandatorily applicable for the 2012 annual financial statements are the following:

- Amendments to IFRS 7 – Disclosures in the event of transfers of financial assets;

Norms and interpretations adopted by IASB but not yet applicable as at December 31, 2012

The Groupe has not yet anticipated any of the new norms and interpretations whose application is foreseen on January 1, 2012:

- Amendments to IAS 1 – Presentation of other comprehensive income;
- Amendments to IAS 32 – Compensation of financial assets and liabilities;
- IAS 12 – Recovery of underlying assets;
- Amendments to IAS 12 – Deferred Tax: recovery of underlying assets ;
- Amendment to IAS 19 – Employee benefits;
- Amendment to IAS 28 – Investments in associates and joint ventures;
- IFRS 9 – Financial instruments;
- IFRS 10 – Consolidated financial statements;
- IFRS 11 – Joint arrangements;
- IFRS 12 – Disclosure of interests in other entities;
- IFRS 13 – Fair value measurement.

Valuation bases

GENERAL PRINCIPLE

The financial statements are mainly prepared according to the historic cost principle, one of the exceptions is derivative instruments and financial assets available for sale, which are valued at fair value.

Use of estimates and assumptions

In order to prepare the financial statements, the management of the Group or the subsidiaries must make estimates and use certain assumptions that impact the value of the assets and liabilities, the valuation of positive and negative contingencies on the closing date, as well as income and expenses for the fiscal year.

Due to the uncertainties inherent in any valuation process, the Group revises its estimates based on regularly updated information. It is possible that the future results of the operations involved will differ from these estimates.

The assumptions and estimates primarily concern:

- the valuation of the recoverable value of assets (assumptions described in the § "Impairment of Assets" and in note 7);
- the valuation of retirement obligations (assumptions described in note 13).

Consolidation methods

Subsidiaries and equity investments are included in the consolidation scope on the date on which control is effectively transferred to the Group, while subsidiaries and equity investments sold are excluded from the consolidation scope on the date on which control is lost.

Subsidiaries over which the Group exercises exclusive control are consolidated using the full consolidation method, even if the percentage held is less than 50%. Exclusive control exists if the parent company directly or indirectly holds the power to dictate the financial and operational policies of a company so as to benefit from its activities.

- The full consolidation method used is the method by which the assets, liabilities, income and expenses are fully consolidated. The share in net assets and net earnings attributable to the minority shareholders is presented separately as minority interests in the consolidated balance sheet and the consolidated income statement.
- Equity investments over which the Group exercises joint control are consolidated using the proportional consolidation method.
- Equity investments over which the Group exercises significant influence are consolidated using the equity method. Significant influence is presumed if the Group holds a percentage of voting rights greater than or equal to 20%. According to this method, the Group records the "share of the profit (loss) for the period of the companies consolidated using the equity method" on a specific line of the consolidated income statement.

The list of consolidated companies is set out in note 1. Some companies, insignificant from the Group's perspective, are not consolidated.

Business combinations (IFRS 3)

Business combinations are accounted for using the acquisition method in accordance with the provisions of standard IFRS 3 – Business combinations.

The assets, liabilities and contingent liabilities of the identified entity acquired are accounted for at their fair value.

The difference between the acquisition price and the Group's interest in the net fair value of assets, liabilities and contingent liabilities of the acquired entity at the acquisition date is recorded as goodwill. In general, the acquisitions made by the Group correspond to acquisitions of market shares leading to limited allocations of acquisition on goodwill. If the acquisition price is less than the fair value of the identified assets, liabilities and contingent liabilities acquired, the difference is immediately recognized as "badwill" in the income statement.

Goodwill on acquisition is recorded in the functional currency of the entity acquired. Standard IAS 21 (§ 47) requires that goodwill on acquisition in foreign currencies be recognized at the closing rate on each accounting closing date and not at the historical cost.

Goodwill on acquisition is not depreciated and is subject, in accordance with revised standard IAS 36, to impairment testing when an impairment indicator is identified and at least once a year (see § "Impairment of Assets"). If necessary, impairments are recorded as "Other non-recurring income and expenses from operations."

Goodwill on acquisition

Commercial goodwill acquired in connection with business combinations for which the length of consumption of the future economic benefits cannot be determined is not depreciated. However, in accordance with IAS 36 (revised), they are subject to impairment testing whenever an impairment indicator is identified and at least once a year (see § "Impairment of Assets").

If the current value of commercial goodwill is less than the net book value, the difference in value is recorded on the income statement.

The current value is estimated based on the present and future profitability of the division concerned.

Intangible assets (IAS 38)

INTANGIBLE ASSETS ACQUIRED SEPARATELY OR IN CONNECTION WITH A BUSINESS COMBINATION

The intangible assets acquired separatly (primarily software) are recorded iinitially at their historical cost.

They are recognized when (1) it is probable that future economic benefits attributable to them will go to the Group and (2) their cost can be measured reliably.

Intangible assets acquired in connection with business combinations are recorded at their fair value at the acquisition date.

Intangible assets whose utility lenght is over are then assessed and recognized according to the cost model. Their amortization base (cost minus residual value) is amortized in cas of value loss (cf § Impairment of assets).

Their value is monitored regularly. If necessary, resulting changes are recognized.

With the exception of commercial goodwill, intangible assets are depreciated using the straight-line method over their useful life (excluding goods with an indefinite life span). The value of depreciated intangible assets is tested if an impairment indicator is identified.

If necessary, impairments are recorded as "Other non-recurring income and expenses from operations."

RESEARCH AND DEVELOPMENT COSTS/INTERNALLY DEVELOPED SOFTWARE

Research expenses are recorded as expenses for the fiscal year during which they were incurred.

Development costs for new internal projects are capitalized if the following criteria are fully satisfied in accordance with IAS 38:

- the project is clearly identified and the related costs are separable and tracked reliably;
- the technical feasibility of the project has been demonstrated, and the Group has the intention and the financial capacity to complete the project and use or sell the products resulting from the project;
- it is probable that the developed project will generate future economic benefits that will flow to the Group.

Otherwise, the development costs are recorded as expenses for the fiscal year during which they were incurred.

Once in use, an asset whose development is complete is removed from the development costs item and recognized under the corresponding asset item (generally software).

Depreciation is calculated as of the moment the fixed asset is in use and is calculated over its foreseeable useful life.

Project typology depends on life cycle and is as follows:

Project type	Duration	Mode	Number of projects
Structuring projects	15-20 years	Straight-line	Very limited number of projects
Strategic projects	8-10 years	Straight-line	Limited number
Current developments	5 years	Straight-line	Core of the Group's projects
Targeted projects	2-4 years	Straight-line	Limited number

TRADEMARKS

The trademarks used by the Group were created and are not recognized under balance sheet assets.

Tangible assets (IAS 16)

Tangible assets consist primarily of computer hardware and industrial equipment and are recorded at their purchase cost less accumulated depreciation and impairment losses.

Tangible lenght average length are revised on regular basis.

Depreciation is calculated based on the economic service life, the depreciable basis used being the purchase cost less any estimated residual value.

The following depreciation terms (period and method) are used:

Description	Average length	Mode
Computer hardware		
Microcomputers for office use	3-4 years	Straight-line
Server systems	5-15 years	Straight-line
Industrial equipment		
Printing equipment	8-10 years	Straight-line
Industrial equipment and machinery	5-8 years	Straight-line
Fixtures and facilities	8-15 years	Straight-line
Transportation equipment	4 years	Straight-line
Office equipment	4 years	Straight-line
Moveable property	8 years	Straight-line

Additionally, IAS 16 prescribes the separate component approach for assets that can be broken down into elements that each have different uses or offer economic benefits at a different rate. In the Cegedim Group, this involves buildings consisting of administrative offices and industrial facilities (shop, warehouse, storage area, etc.) for which separate depreciation plans have been established based on the useful life of the different components (shell, facades and waterproofing, general and technical facilities, fixtures).

The useful lives of tangible assets are reviewed periodically and may be modified prospectively depending on the circumstances.

Tangible assets are subject to impairment testing if an impairment indicator is identified. If necessary, additional impairment is recorded in the income statement as "Other non-recurring income and expenses from operations."

Finance leases (IAS 17)

A finance lease is a lease agreement that transfers almost all risks and benefits of ownership of an asset to the lessee.

Assets used for lease agreements are capitalized at their fair value and offset by a financial debt if these lease agreements effectively transfer virtually all the risks and benefits inherent in ownership of this property to the Group. Lease payments are broken down into financial expense (recorded as "Cost of net financial debt") and debt retirement.

Assets that are the object of financial leases are depreciated over the same periods as owned property of the same category.

Impairment of assets (IAS 36)

CASH GENERATING UNITS (CGU)

Impairment tests are performed on the Cash Generating Units (CGUs) to which these assets may be allocated. The CGU is the smallest identifiable group of assets that generates cash flows which are largely independent of the cash inflows generated by other assets or groups of assets. CGUs generally correspond to a set of entities contributing to the same sector of activity (type of services) and using the same tools.

CGUs follow the divisions of the Group's main sectors of activity, which are further divided themselves into separate industry components if they are relevant to the definition of the cash flows. In some cases, the geographic component takes precedence over the industry component due to synergies established in certain countries or in certain regions thus leading to the definition of geographic CGUs.

Sectors of Activity and CGUs

- CRM and strategic data: This sector includes all services for pharmaceutical companies worldwide. The industry components of this sector are not strictly separate. They have strong synergies in that they revolve around a skills center and a shared database. The division into CGUs thus favors a geographic division (Americas, Europe, Asia) on the basis of which it is possible to monitor distinct cash flows.
- Healthcare professionals: This sector groups together all services for medical professionals. There are two major industry components and two CGUs, thus a distinction between services for physicians and services for pharmacists.
- Insurance and services: This sector is a CGU in its own right. It brings together the know-how needed to develop services for insurance companies, mutuals and other organizations involved in the processing of healthcare flows.

For impairment testing purposes, as of the acquisition date, goodwill acquired within a business combination is allocated to the CGU that is likely to benefit from the synergies of the combination. This assignment is also consistent with the manner in which the Group's management monitors the performance of operations.

DISCOUNT RATE

The Group uses a single rate for all CGUs. The skills center and databases used to support all of these Group services are centralized and only the distribution is local. In addition, Cegedim's customers in its core business are worldwide groups.

Also, given that the value of an asset is independent of its financing method, the discount rate used corresponds to a zero-debt cost of equity. This is consistent with the recommendations of IAS 36, appendices 15 to 21.

The Group has mandated an independent firm of experts to calculate this discount rate. The calculations mainly refer to comparable stock samples and benchmark indexes to determine Cegedim's own risk premium and coefficient. It is updated as required according to market conditions and at least once a year.

In compliance with IAS 36, impairment tests are carried out using a pre-tax discount rate that includes a target debt-equity ratio applicable to Cegedim's activity sector and an industry risk coefficient that is also re-indebted. This pre-tax rate amounts to 10,86% as of December 31, 2012. It is applicable to operating cash flows before income taxes. As of 12/31/2011, Cegedim used a discount rate of 11.55%.

The recoverable amount of a CGU is the higher of its fair value less costs to sell and value in use.

The Group evaluates the recoverability of its long-term assets as follows:

Amortized Intangible Assets (software, databases)

Although these intangible assets are amortized, they are individually monitored. This monitoring is based on indices intended to detect a possible loss of value, namely the productivity of the asset or business opportunities. In the presence of a loss of value, the Group carries out an impairment test that may result in the recognition of additional impairment.

Unamortized Intangible Assets (trademarks, goodwill on acquisition)

Once a year, the Group performs impairment tests to assess the possible loss of value for these assets.

Business plans are set for each CGU from which the net present value of expected future cash flows for the CGU using the DCF (Discounted Cash Flow) method is calculated. The length used for business plans is 5 years.

The discount rate is determined as explained above.

The perpetuity growth rate chosen is based on economic data that is weighted so as to reflect the specificities of the Cegedim Group. Since 2008, an independent firm of experts has been mandated to calculate this rate, which is 2% (unchanged since 2008).

In addition, sensitivity tests are conducted on various parameters, namely by varying the assumptions used for the discount rate, the perpetuity growth rate, and EBIT and Free Cash Flow growth.

In addition to these annual impairment tests, the Group individually monitors these assets in the same manner as amortized intangible assets. Indications of a loss in value specifically account for changes in revenues and the operating margins of the CGUs to which the assets are allocated. Where a risk of impairment is identified, the Group performs an impairment test that may result in the recognition of additional impairment.

A loss in value is recorded if the recoverable amount of an asset or of a CGU is less than its book value.

If the CGU tested includes goodwill on acquisition, the impairment is first allocated to this goodwill.

Impairment is recognized under "Other non-recurring income and expenses from operations" and is clearly explained in the notes to the consolidated financial statements.

Long-term investments (IAS 32/IAS 39)

Equity investments in non-consolidated companies are classified as securities available for sale. They are initially recorded at the purchase cost, and then subsequently valued at their fair value if this fair value can be determined reliably.

Changes in fair value are accounted for in a separate item of shareholders' equity until the securities are effectively sold, at which time the transaction is recognized in the income statement.

Additionally, if an identified decrease in value is considered important or permanent, it is accounted for as financial earnings.

Loans granted are accounted for at their amortized cost and are impaired if there is an objective indication they may be impaired. Long-term financial receivables are discounted if the effect of discounting is deemed significant.

Deferred taxes (IAS 12)

Deferred taxes are calculated using the variable tax rate method for all temporal differences between the book value entered in the consolidated financial statements and the tax basis of the Group's assets and liabilities. Deferred tax assets and liabilities are valued at the tax rate expected to be applied for the fiscal year during which the asset will be realized or the liability paid, based on the tax rates approved on the closing date.

Deferred tax assets on deductible temporal differences and on unused tax losses carried forward are recognized to the extent that it is likely that future taxable profits will be offset by as yet unused tax losses.

Deferred tax assets and liabilities are not discounted. They are offset when (1) the entity has a legally enforceable right to offset tax assets and liabilities, (2) they relate to income taxes levied by the same taxation authority on the same taxable entity.

Inventories of goods and services in progress (IAS 2)

INVENTORIES OF GOODS

Inventories of goods are valued using the weighted average cost method. The gross value of goods and supplies includes the purchase price and ancillary expenses.

Impairment is recorded if the book value is less than the inventory value (net realizable value).

SERVICES IN PROGRESS

The inventory value consists solely of the direct costs recorded on contracts being performed. An impairment is recorded when future billings for work in progress will not cover the corresponding direct costs.

Accounts receivable and other operating receivables

ACCOUNTS RECEIVABLE

Accounts receivable are initially valued at fair value then at amortized cost and are individually monitored. An impairment is established when the inventory value is less than the recorded value based on the probability of recovery.

Receivables transferred to third parties (factoring contract) are derecognized from the Group assets when the risks and advantages associated with them are substantially transferred to the said third parties and if the factoring company accepts, in particular, the credit risk, the rate risk and the recovery deadline.

Credit risk corresponds to the risk of not recovering the receivable. In the case of deconsolidating contracts for Group entities, the credit risk is borne by the factoring company, which means that the Group is no longer exposed to the debt recovery risk and consequently the disposal is deemed without recourse.

The recovery deadline risk corresponds to the transfer of the financial risk associated with the extension of the period for recovering receivables and the related carrying cost. For contracts to deconsolidate entities from the Group, the commission rate for a given disposal is only adjusted according to the EURIBOR and the repayment deadline for the previous disposal. The financing commission is paid at the start of the period and is not modified thereafter.

Technical dilution risk is associated with the non-payment of the receivable due to shortcomings noted with regard to services rendered or commercial disputes. For each deconsolidating contract signed by Group entities, the contingency reserve does not cover general risks or payment deadline risk; the fund guarantee covers technical dilution debits (credits, etc.).

OTHER RECEIVABLES

Receivables are accounted for at their discounted amount if they are payable in more than one year and if the effects of discounting are significant.

Cash and cash equivalents

Cash equivalents are valued at their market value on the closing date. Differences in value are recorded as financial earnings.

Treasury shares (IAS 32)

In accordance with IAS 32, treasury shares are accounted for at their purchase cost and are recorded against consolidated shareholders' equity.

Gains (losses) arising from sales of treasury shares are added to (deducted from) consolidated reserves at their amount net of tax effects.

Sales of treasury shares are accounted for using the FIFO method.

Provisions and contingent liabilities (IAS 37)

A provision is recorded if the Group has a obligation resulting from past events, whose settlement should correspond to an outflow with economical benefit and whose amount can be reasonably measured. The provision ranking is maintained as long as the due date and the amount of the outflow of resources have not been precisely determined.

Provisions are estimated on a case by case basis or based on statistics when they include a lot of items. They are discounted when they are due in more than one year.

Cegedim Group's main commitments (excluding retirement compensation) are intended to cover employee, client and supplier litigation.

Retirement benefits (IAS 19)

DEFINED-CONTRIBUTION PLANS

Defined-contribution plans are post-employment benefit plans under which an entity makes defined contributions to a separate entity (a fund) and shall have no legal or implied obligation to pay additional contributions if the fund has insufficient assets to provide all the benefits corresponding to the services rendered by employees during current and prior periods. These contributions are recorded as expenses for the period in which they are due with no liability recognized in the balance sheet.

DEFINED-BENEFIT PLANS

The defined-benefit plans designate post-employment benefits other than defined-contribution plans.

They primarily involve retirement obligations. If these obligations are assumed directly by the Group's companies, the corresponding actuarial liabilities are covered by a provision in the balance sheet.

Since 2011, the Group has applied the IAS 19, as amended, allowing the recognition directly in equity of actuarial gains and losses arising from changes in the assumptions in the calculation of such liabilities.

Actuarial liabilities are calculated using the projected credit units method and are based on valuations specific to each country and to each company of the Group; these valuations include assumptions concerning wage increases, inflation, life expectancy and employee turnover. The discount rate applied to retirement obligations is determined using the closing benchmark market rate based on first-class bonds. In countries where this type of market is not active, the Group uses the closing rate of government bonds.

Additionally, the impact of changes to the collective bargaining agreements on the valuation of the provision for retirement is spread over the residual length of the employees' working life.

Finally, if this obligation is partially or completely covered by funds paid by the companies of the Group to financial agencies, the amounts of these dedicated investments are deducted from the liability on the balance sheet.

Financial liabilities (IAS 32/IAS 39)

Share premiums and issue costs impact the value (fair value) at the recognition of financial liabilities, and are included in the calculation of the EIR (Effective Interest Rate) in compliance with IAS 32 and IAS 39. Loans and other financial liabilities which carry interest are valued according to the depreciated cost method using the effective interest rate for the loan. The costs are thus spread out over the loan's life cycle via the EIR.

In the event of financial liabilities arising from financial leases, the financial liability recorded to offset the tangible asset is initially recorded at the fair value of the leased asset or, if this is lower, at the present value of the minimum lease payments.

Derivatives and hedging instruments

Financial instruments are recognized at fair value and subsequent changes in fair value of the instrument are recognized according to whether or not the instrument is a hedging instrument and if so, the nature of the item hedged.

The Group's use of derivatives such as interest rate swaps, caps or other equivalent term contracts, is intended to hedge risks associated with fluctuations in interest rates.

These derivative instruments are recorded in the balance sheet at market value. Changes in market value are recognized in the income statement excluding transactions that qualify as cash flow hedges (flows related to a variable interest rate debt) for which changes in value are recorded under equity.

From the outset of the transaction, the Group documents the relationship between the hedging instrument and the hedged item, as well as its risk management objectives and hedging policy.

The financial elements covered by derivatives follow hedging accounting principles which are of two types:

- fair value hedges;
- cash flow hedges.

For fair value hedges, the underlying financial liability of the derivative is revalued in the balance sheet under the risk hedged (risk relating to interest rate fluctuations). Changes in value are recorded in the income statement (as financial expenses) and offset changes in the value of the derivative allocated to the underlying for the hedged portion.

For cash flow hedges, the financial liability is recorded in the balance sheet at amortized cost. Changes in the value of the derivative are recorded in equity. As the financial expenses or income of the hedged element impact on the income statement for a given period, the financial expenses or income recorded under equity in relation to the derivative for the same period are transferred to the income statement.

When a derivative does not qualify under hedge accounting principles, changes in fair value are recognized in the income statement (other operating profits/losses).

Revenue recognition (IAS 18)

Cegedim Group's revenues consist primarily of services, software sales and to a lesser extent, hardware sales.

SERVICES

The main categories of services and the methods of revenue recognition are as follows:

- access to the Group's databases is generally realized by subscription with periodic billing (monthly or yearly); sales revenues are then recorded on a prorated basis according to elapsed time;
- standard and specific studies supplied by the Group are recorded when they are delivered to clients;
- data processing performed for clients is recorded when the service is provided;
- support services (assistance, maintenance, etc.) are covered by a contract (generally annual), calculated on a lump sum basis in relation to the costs and resources committed by the Group to provide these services. Income from these contracts is recorded on a prorated basis over the duration of the contract and results, in this case, in the recognition of deferred income.

SOFTWARE AND HARDWARE SALES

These sales are recorded upon delivery, concurrent with installation at the professional's site. Any discounts and rebates are recorded as a subtraction from sales.

Sales issued from new software licences with unlimited or limited lenght are accounted (under the condition that the Group does not have any other obligations) when there exists an agreement with the client, if the delivery and acceptance are completed, if the amount of sales and costs related can be mesured properly, and if the economical advantages connected to the transaction will go back to the Group. If one of these standards is not completed, sales connected to software licence is postponed until all of these standards are completed.

Methods for translating items into foreign currencies (IAS 21)

TRANSACTIONS IN FOREIGN CURRENCIES

Transactions in foreign currencies are recorded using the exchange rate applicable on the date the transactions are recorded. On the closing date, accounts payable or receivable denominated in foreign currencies are converted into euro at the closing exchange rate.

Translation differences for transactions in foreign currencies are recorded as financial earnings. Such transactions are very limited in number. Therefore, there is no specific management of the exchange risk. The Group is also not covered for amortization of liabilities in dollars, given the Group's revenues in that currency.

FINANCIAL STATEMENTS OF FOREIGN ENTITIES

The currency used to prepare consolidated financial statements is the euro.

The financial statements of foreign entities using a different functional currency are converted into euro using:

- the official closing rate for assets and liabilities;
- the average rate for the fiscal year ended for items of the income statement and the cash flow statement;
- the historic cost for shareholders' equity.

Translation gains or losses resulting from this treatment and those resulting from the translation of the shareholders' equity of subsidiaries at the beginning of the fiscal year based on the closing rates are included as "Group translation gains and losses" under consolidated shareholders' equity.

Translation gains or losses on intra-Group loans are neutralized via the Group translation gains or losses (in reserves) in order to smooth out fluctuations in exchange rates because these loans are long term and may be, if applicable, transformed into increases in capital.

Cash flow statement (IAS 7)

In accordance with the option offered by IAS 7 (Cash flow statement), a detailed cash flow statement is prepared using the indirect method, which presents the reconciliation of profit (loss) for the period with the net cash flow generated by the operations during the fiscal year. The opening and closing cash positions include cash and cash equivalents which are made up of investment instruments less overdrafts and outstanding bank loans.

Segment reporting (IFRS 8)

Segment reporting is prepared according to the accounting methods used for the preparation and presentation of consolidated financial statements.

In application of the provisions in IFRS 8, the segment reporting presents operating segments that are comparable to the activity sectors previously identified according to IAS 14.

The segment reporting corresponds to the organization of the Group's internal reporting, which leads to the development of the management tools used by the Group's management. This is also the main line used for financial communication.

The Group's activities are divided into three activity sectors:

- CRM and strategic data, which includes all activities dedicated to pharmaceutical companies (optimizing marketing and sales strategies, namely through tools and databases for managing sales forces, returns on investment, market or prescriber studies, etc.);
- Healthcare professionals, which includes activities for medical professionals such as physicians and pharmacists (software publishing with availability of promotional information);
- Insurance and services, which brings together the know-how needed to develop services for insurance companies, mutuals and other organizations involved in the processing of healthcare flows (software publishing and management of healthcare reimbursement flows).

The Group continues to publish information by geographic area, which shows the France/outside France dichotomy. This analysis is refined for consolidated revenue in order to show the Group's exposure to the different currencies, to the extent this information is significant.

Intra-Group transfer prices are relative to standard agreements signed under normal terms.

Risk management

The Group's activities remain subject to the usual risks inherent in its industries, political and geopolitical risks arising from its international presence for most activities, and unexpected instances of force majeure. The main identified risks are as follows:

INTEREST RATES RISK

To mitigate the effects of interest-rate increases on financial expense, the Group has decided to implement an interest-rate hedging policy in order to cap the annual financing rate over the term of its borrowings. Only Cegedim SA hedges borrowings as necessary. The total notional value hedged was 105,597 thousand euros as at December 31, 2012. The notional amount hedged as at December 31, 2012 was 109,497 thousand euros of euro-denominated debt.

EXCHANGE RATE RISK

The foreign currencies representing a significant percentage of consolidated revenues are the pound sterling (9%) and the dollar (approximately 12%). The Group has not established a policy in respect of exchange-rate hedging. This leaves the Group potentially exposed to a more or less significant exchange rate risk from year to year.

The table below shows the impact of exchange rate risk on the balance sheet.

In thousands of euros	GBP	USD
Total balance sheet	(684)	(6,027)
Off-balance-sheet position	-	-
Net position after management	**(684)**	**(6,027)**

This table allows the loss risk on the net global foreign currency position to be calculated on the assumption of an unfavorable and consistent change of 1% in the currency used to prepare financial statements in comparison to the total amount of foreign currencies involved. For informational purposes, the impact of an unfavorable and consistent change of 1% in the euro-dollar exchange rate on the financial statements of subsidiaries whose operating currency for financial statements is USD would have a negative impact of 3.0 million euros on the Group's shareholders' equity.

Should the revenue/costs structure remain similar, any appreciation in the euro against the pound sterling would bring about a reduction in earnings expressed in euro. On the basis of the 2012 fiscal year, all other currencies remaining at the same level against the pound sterling, a theoretical 1% appreciation in the euro against the pound sterling would have a negative impact of 841 thousand euros on Cegedim's revenue, and 148 thousand euros on its operating income.

Should the revenue/costs structure remain similar, any appreciation in the euro against the US dollar would bring about a reduction in earnings expressed in euros. On the basis of the 2012 fiscal year, all other currencies remaining at the same level against the US dollar, a theoretical 1% appreciation in the euro against the US dollar would have a negative impact of 1,046 thousand euros on Cegedim's revenue and 39 thousand euros on its operating income.

The total exchange rate effect on revenue was positive in the amount of 19 million euros in 2012. The dollar had a positive impact of 8.6 million euros and the pound sterling had a positive impact of 5.5 million euros. The exchange gains or losses amount on revenue is determined by recalculating 2011 revenue based on the 2012 exchange rate. The currency exchange rates used are the average rates for the fiscal year.

20.1.2.3 NOTES AND ADDITIONAL TABLES

DETAILED SUMMARY OF THE NOTES TO THE FINANCIAL STATEMENTS

NOTE 1 List of consolidated companies

Companies	Main place of business	City	SIREN	% of control	% owned	Method
Fully consolidated companies (France)						
Cegedim	127-137, rue d'Aguesseau	Boulogne	350422622	100.00%	100.00%	FC
Alliance Software	Le Crystal Palace – 369/371 promenade des Anglais	Nice	407702208	100.00%	100.00%	FC
Ajlb Services	ZI du Fond des Prés – 3, rue du Fond des Près	Marcoussis	387667108	99.96%	100.00%	FC
Alliadis	3, impasse des Chênes	Niort	342280609	100.00%	100.00%	FC
Amix	Le Gros Moulin – Amilly	Montargis	339137895	100.00%	100.00%	FC
ASP Line	56, rue Paul Claudel – Parc Magré Romanet	Limoges	384121000	99.96%	99.96%	FC
CDS – Centre de Services	137, rue d'Aguesseau	Boulogne	344480066	100.00%	100.00%	FC
Cegedim Activ	Imm. le Pyrénéen – ZAC de la Grande Borde – Voie n°6	Labege	400891586	100.00%	100.00%	FC
Cegedim Assurances	137, rue d'Aguesseau	Boulogne	790172217	100.00%	100.00%	FC
Cegedim Dynamic Framework	137, rue d'Aguesseau	Boulogne	790172795	100.00%	100.00%	FC
Cegedim e-business	137, rue d'Aguesseau	Boulogne	790172225	100.00%	100.00%	FC
Cegedim Healthcare Software	137, rue d'Aguesseau	Boulogne	789997871	100.00%	100.00%	FC
Cegedim Ingénierie	326, rue du Gros Moulin – Amilly	Montargis	402338719	100.00%	100.00%	FC
Cegedim IT	137, rue d'Aguesseau	Boulogne	790173066	100.00%	100.00%	FC
Cegedim Logiciels Médicaux	122, rue d'Aguesseau	Boulogne	353754088	100.00%	100.00%	FC
Cegedim OneKey	137, rue d'Aguesseau	Boulogne	790172092	100.00%	100.00%	FC
Cegedim Prestation Conseil Outsourcing	15, rue Paul Dautier	Velizy	303529184	100.00%	100.00%	FC
Cegedim Secteur 1	137, rue d'Aguesseau	Boulogne	790171987	100.00%	100.00%	FC
Cegedim Software	114, rue d'Aguesseau	Boulogne	752466516	100.00%	100.00%	FC
Cegedim SRH	17, rue de l'Ancienne Mairie	Boulogne	332665371	100.00%	100.00%	FC
Cegedim SRH Montargis	326, rue du Gros Moulin – Amilly	Montargis	752466805	100.00%	100.00%	FC
CSD France (Cegedim Strategic Data France)	90-92, route de la Reine	Boulogne	318024338	100.00%	100.00%	FC
Cegelease	Rue de la Zamin	Capinghem	622018091	100.00%	100.00%	FC
Cetip	122, rue d'Aguesseau	Boulogne	410489165	99.89%	99.89%	FC
Decision Research Europe	90-92, route de la Reine	Boulogne	322548371	100.00%	100.00%	FC
Eurofarmat	Rue de la Zamin – Immeuble Guilaur	Capinghem	489278978	100.00%	100.00%	FC
GERS	137, rue d'Aguesseau	Boulogne	521625582	100.00%	100.00%	FC
Hospitalis	137, rue d'Aguesseau	Boulogne	452121320	100.00%	100.00%	FC
Icomed	137, rue d'Aguesseau	Boulogne	333046274	100.00%	100.00%	FC
iGestion	114, rue d'Aguesseau	Boulogne	440367357	100.00%	100.00%	FC
Incams	114-116, rue d'Aguesseau	Boulogne	429216351	100.00%	100.00%	FC
MedExact	137, rue d'Aguesseau	Boulogne	432451912	100.00%	100.00%	FC
Midiway	Zac de la Grande Borde – voie 6 immeuble le Pyrénéen	Labège	415394030	77.02%	77.02%	FC
Pharmacie Gestion Informatique	ZA de Kerangueven	Hanvec	391865847	100.00%	100.00%	FC
Pharmastock	326, rue du Gros Moulin – Amilly	Montargis	403286446	100.00%	100.00%	FC
Proval SA	137, rue d'Aguesseau	Boulogne	383118684	99.36%	99.36%	FC
Reportive	137, rue d'Aguesseau	Boulogne	388447179	100.00%	100.00%	FC

Companies	**Main place of business**	**City**	**SIREN**	**% of control**	**% owned**	**Method**
Resip	56, rue Ferdinand Buisson	Boulogne S/Mer	332087964	100.00%	100.00%	FC
RM Ingénierie	Av de la Gineste	Rodez	327755393	100.00%	100.00%	FC
RNP	15, rue de l'Ancienne Mairie	Boulogne	602006306	100.00%	100.00%	FC
Rosenwald	137, rue d'Aguesseau	Boulogne	582151486	100.00%	100.00%	FC
Santestat	137, rue d'Aguesseau	Boulogne	790172175	100.00%	100.00%	FC
SCI Montargis 2000	573, av. d'Antibes	Montargis	324215128	68.83%	68.83%	FC
Services Premium Santé (SPS)	100, rue des Fougères	Lyon	513188771	40.00%	40.00%	FC
Sofiloca	137, rue d'Aguesseau	Boulogne	348940255	100.00%	100.00%	FC
Companies consolidated using the equity method (France)						
Edipharm	137, rue d'Aguesseau	Boulogne	381819309	20.00%	20.00%	EM
Infodisk	Immeuble CPL – Californie 2	Le Lamentin	490029774	34.00%	34.00%	EM
Primeum Cegedim	37, rue de Lisbonne	Paris	752067058	50.00%	50.00%	EM

Companies	Country	City	% of control	% owned	Method
Fully consolidated companies (International)					
Alliadis Europe Ltd	Great Britain	London	100.00%	100.00%	FC
Camm Eastern Europe	Poland	Warsaw	100.00%	100.00%	FC
Cegedim AB	Sweden	Stockholm	100.00%	99.97%	FC
Cegedim Algérie	Algeria	Algiers	100.00%	100.00%	FC
Cegedim Asia Pacific PTE Ltd	Singapore	Singapore	100.00%	100.00%	FC
Cegedim Australia Pty. Ltd	Australia	Pymble	100.00%	100.00%	FC
Cegedim Belgium	Belgium	Drogenbos	99.97%	99.97%	FC
Cegedim Bilisim AS	Turkey	Istanbul	100.00%	100.00%	FC
Cegedim Canada Ltd	Canada	Scarborough	100.00%	100.00%	FC
Cegedim Centroamerica y el Caraibe	Guatemala	Guatemala	100.00%	99.97%	FC
Cegedim China	China	Shanghai	100.00%	100.00%	FC
Cegedim Colombia Ltda	Colombia	Bogota	100.00%	99.97%	FC
Cegedim Computer Technics Development and Trading Co. Ltd	Hungary	Budapest	100.00%	100.00%	FC
Cegedim CZ SRO	Czech Republic	Prague	100.00%	100.00%	FC
Cegedim Data Services Limited	Great Britain	Preston	100.00%	100.00%	FC
Cegedim Denmark AS	Denmark	Soborg	100.00%	99.97%	FC
Cegedim Deutschland GmbH	Germany	Bensheim	100.00%	100.00%	FC
Cegedim do Brasil	Brazil	Sao Paulo	100.00%	100.00%	FC
Cegedim Ecuador	Ecuador	Quito	100.00%	99.97%	FC
Cegedim Finland	Finland	Espoo	100.00%	100.00%	FC
Cegedim GmbH	Austria	Vienna	100.00%	100.00%	FC
Cegedim Group Poland	Poland	Warsaw	100.00%	100.00%	FC
Cegedim Hellas	Greece	Athens	99.99%	99.99%	FC
Cegedim Hispania	Spain	Madrid	100.00%	100.00%	FC
Cegedim Holding GmbH	Germany	Bensheim	100.00%	100.00%	FC
Cegedim India Private Limited	India	Mumbai	100.00%	100.00%	FC
Cegedim Italia	Italy	Milan	100.00%	100.00%	FC
Cegedim KK	Japan	Osaka	100.00%	100.00%	FC
Cegedim Korea Ltd	South Korea	Seoul	100.00%	100.00%	FC
Cegedim LLC	Russia	Moscow	100.00%	100.00%	FC
Cegedim Malaysia SDN	Malaysia	Kuala Lumpur	100.00%	100.00%	FC
Cegedim Maroc	Morocco	Casablanca	100.00%	100.00%	FC
Cegedim Mexico	Mexico	Mexico City	100.00%	99.97%	FC
Cegedim Netherland	Netherlands	Naarden	100.00%	99.97%	FC
Cegedim New Zealand Ltd	New Zealand	Auckland	100.00%	100.00%	FC
Cegedim Norway AS	Norway	Oslo	100.00%	99.97%	FC
Cegedim Portugal	Portugal	Porto Salvo	100.00%	100.00%	FC
Cegedim Romania SRL	Romania	Bucharest	100.00%	100.00%	FC
Cegedim Rx Limited	Great Britain	Chertsey Surrey	100.00%	100.00%	FC
Cegedim SK SRO	Slovakia	Bratislava	100.00%	100.00%	FC
Cegedim SRH Ltd	Great Britain	Chertsey Surrey	100.00%	100.00%	FC
Cegedim Software India Private Limited	India	Bangalore	100.00%	100.00%	FC
Cegedim Strategic Data (China) Co., Ltd	China	Shanghai	100.00%	100.00%	FC
Cegedim Strategic Data Argentina	Argentina	Buenos Aires	100.00%	100.00%	FC

Companies	Country	City	% of control	% owned	Method
Cegedim Strategic Data Australia Pty Ltd	Australia	Chippendale	100.00%	100.00%	FC
Cegedim Strategic Data Belgium	Belgium	Drogenbos	100.00%	100.00%	FC
Cegedim Strategic Data Espana	Spain	Madrid	100.00%	100.00%	FC
Cegedim Strategic Data GmbH	Germany	Bensheim	100.00%	100.00%	FC
Cegedim Strategic Data Italia	Italy	Milan	100.00%	100.00%	FC
Cegedim Strategic Data KK	Japan	Osaka	100.00%	100.00%	FC
Cegedim Strategic Data Korea	South Korea	Seoul	100.00%	100.00%	FC
Cegedim Strategic Data Medical Research Ltd	Great Britain	Chertsey Surrey	100.00%	100.00%	FC
Cegedim Strategic Data Medical Research SRL	Italy	Milan	100.00%	100.00%	FC
Cegedim Strategic Data UK Limited	Great Britain	Chertsey Surrey	100.00%	100.00%	FC
Cegedim Strategic Data USA LLC	USA	Jersey City	100.00%	100.00%	FC
Cegedim Sweden AB	Sweden	Stockholm	100.00%	99.97%	FC
Cegedim Switzerland	Switzerland	Zurich	100.00%	100.00%	FC
Cegedim Taiwan Co Ltd	Taiwan	Taipei	100.00%	100.00%	FC
Cegedim Trends LLC	Egypt	Cairo	100.00%	100.00%	FC
Cegedim Tunisie	Tunisia	Tunis	100.00%	100.00%	FC
Cegedim UK Ltd	Great Britain	Chertsey Surrey	100.00%	100.00%	FC
Cegedim Ukraine LLC	Ukraine	Kiev	100.00%	100.00%	FC
Cegedim USA	USA	Bedminster	100.00%	100.00%	FC
Cegedim Venezuela	Venezuela	Caracas	100.00%	100.00%	FC
Cegedim World Int.Services Ltd	Ireland	Dublin	100.00%	100.00%	FC
Compufile Ltd	Great Britain	Chertsey Surrey	100.00%	100.00%	FC
Croissance 2006	Belgium	Forest	100.00%	100.00%	FC
Cegedim Inc.	USA	Bedminster	100.00%	100.00%	FC
GERS Maghreb	Tunisia	Tunis	100.00%	100.00%	FC
Health Data Management Partners	Belgium	Drogenbos	100.00%	100.00%	FC
Hospital Marketing Services Ltd	Great Britain	Eastleigh	100.00%	100.00%	FC
Icomed Belgium	Belgium	Drogenbos	100.00%	99.97%	FC
InPractice Systems	Great Britain	London	100.00%	100.00%	FC
Infopharm Ltd	Great Britain	Chertsey Surrey	100.00%	100.00%	FC
Inpractice Enterprise Solution Ltd	Great Britain	Dundee	100.00%	100.00%	FC
Institute of Medical Communication	Russia	Moscow	100.00%	100.00%	FC
Intercam Ltd Ireland	Ireland	Dublin	100.00%	100.00%	FC
Longimetrica	Italy	Milan	100.00%	100.00%	FC
Medimed GmbH	Germany	Bensheim	100.00%	100.00%	FC
Ms Centroamerica y el Caribe, SA	Costa Rica	Heredia	100.00%	99.97%	FC
Next Plus	Tunisia	Tunis	49.00%	49.00%	FC
Next Software	Tunisia	Tunis	100.00%	100.00%	FC
Nomi Medicin	Sweden	Stockholm	100.00%	99.97%	FC
Oepo	Belgium	Drogenbos	100.00%	99.97%	FC
Pharmec Health Care Software	Romania	Bucharest	100.00%	100.00%	FC
Pulse System Inc.	USA	Wichita	100.00%	100.00%	FC
Resip Drug Database UK Limited	Great Britain	Loughborough	100.00%	100.00%	FC
Schwarzeck Verlag GmbH	Germany	Munich	100.00%	100.00%	FC
Sgbtif	Luxembourg	Luxembourg	100.00%	99.97%	FC
SK&A Information System	USA	Irvine	100.00%	100.00%	FC

Companies	Country	City	% of control	% owned	Method
Stacks Consulting e Ingeniera de Software	Spain	Barcelona	100.00%	100.00%	FC
Stacks Servicios Tecnologicos SL	Spain	Barcelona	100.00%	100.00%	FC
Stacks Servicios Tecnologicos SL Chile Ltda	Chile	Providencia	100.00%	100.00%	FC
Thin	Great Britain	Chertsey Surrey	100.00%	100.00%	FC
Companies consolidated using the equity method (International)					
Millennium	Italy	Florence	49.22%	49.22%	EM

Art & Strategie, Netfective Technologie, Teranga Software and Quality Flux are held at 20% or less and are not consolidated.

Next Plus, held at 49%, is consolidated using the full consolidation method as the Group has exclusive control, the stewardship being exercised by Cegedim Tunisia.

NOTE 2 Impact of changes in consolidation scope

1) On the balance sheet (at the closing date)

In thousands of euros	Consolidated before change at 12/31/2012	Change 2012	Consolidated after change at 12/31/2012
Goodwill on acquisition	601,065	12,662	613,727
Other non-recurring assets (excluding goodwill on acquisition)	346,873	1,477	348,351
Current assets	323,683	2,536	326,219
BALANCE SHEET TOTAL	**1,271,622**	**16,676**	**1,288,297**

Figures used were not the consolidation entry values but the figures from the financial statements as at December 31, 2012.

At the acquisition date, the impact of the companies entering the consolidation was:

- on assets: 9,055 thousand euros ;
- on liabilities: 5,992 thousand euros.

2) On the P&L (at the closing date)

In thousands of euros	Consolidated before change at 12/31/2012	Change 2012	Consolidated after change at 12/31/2012
Revenue	917,689	4 084	921,773
Operating income	(34,569)	(197)	(34,766)
Consolidated profit (loss) for the period	(84,996)	(266)	(85,262)

The figures mentioned refer to the creation and acquisition of companies starting on the date of their entry into the Group and are therefore not representative of the impact for a full year.

3) Company acquisition financing

In 2012, acquisitions of companies and earn-outs payment were self-financed and amounted to 22.9 million euros.

Acquisitions are ASP Line and Longimetrica, plus the creation of the Primeum JV. The Group also sold its entity Pharmapost. Therefore, the total net acquisition amounts to 18.2 million euros.

NOTE 3 Intangible Assets

In thousands of euros	12/31/2011	Opening reclassification and correction	Acquisitions/ Provisions	Change in scope	Decrease	Change in rate	12/31/2012
Development costs	24,446	(15,907) (2)	17,127	742	-	-	26,408
Internal software (1)	211,604	15,907 (2)	31,476	-	-	(334)	258,653
External software	87,940	-	3,390	894	-1,411	(26)	90,787
TOTAL GROSS VALUE	**323,990**	**-**	**51,993**	**1,636**	**-1,411**	**(360)**	**375,848**
Software amortization	132,542	-	33,679	746	-1,211	(30)	165,726
TOTAL DEPRECIATION AND AMORTIZATION	**132,542**	**-**	**33,679**	**746**	**-1,211**	**(30)**	**165,726**
TOTAL NET VALUE	**191,448**						**210,122**

(1) The projects that stem from internal development and currently underway have an average amortization period of five years, except for three structuring projects amortized over 20 or 15 years.
(2) Reclassification of internal development costs for software once the software is in use.

NOTE 4 Tangible Assets

In thousands of euros	12/31/2011	Opening reclassification and correction	Acquisitions/ Provisions	Change in scope	Decrease	Change in rate	12/31/2012
Land	479	-	-	-	-	2	481
Buildings	8,939	683	845	-	(248)	(57)	10,162
Other tangible assets	149,129	595	25,286	(5,660)	(22,084)	(659)	146,607
Construction work in progress	2,594	(1,286)	906		(19)	(3)	2,192
TOTAL GROSS VALUE	**161,141**	**(8)**	**27,037**	**(5,660)**	**(22,351)**	**(717)**	**159,442**
Depreciation of land	70	-	21	-	-	1	92
Depreciation of buildings	3,792	13	804	-	(180)	(33)	4,396
Depreciation of other tangible assets	113,171	(21)	29,172	(4,851)	(23,601)	(606)	113,264
TOTAL DEPRECIATION	**117,033**	**(8)**	**29,997**	**(4,851)**	**(23,781)**	**(638)**	**117,752**
TOTAL NET VALUE	**44,108**						**41,690**

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NOTE 5 Non-current long-term investments (excluding shares from equity method companies)

In thousands of euros	12/31/2011	Reclassification	Acquisitions/ provisions	Change in scope	Reductions/ reversals	Change in rate	12/31/2012
Equity investments [1]	1,029	-	-	52	(15)	-	1,066
Loans	1,433	-	536	(21)	-	3	1,951
Security deposits	9,123	-	5,073	24	(3,117)	(157)	10,946
Other long-term investments	603	-	16	-	-	(9)	610
TOTAL GROSS VALUE	**12,188**	**-**	**5,625**	**55**	**(3,132)**	**(163)**	**14,573**
Provisions for equity investments	586	-	(89)	26	-	-	523
Provisions on loans	33	-	-	-	-	1	34
Provisions on other long-term investments	89	-	23	-	-	(2)	110
TOTAL PROVISIONS	**708**	**-**	**(66)**	**26**	**-**	**(1)**	**667**
TOTAL NET VALUE	**11,480**	**-**	**5,691**	**29**	**(3,132)**	**(162)**	**13,906**

(1) Including Netfective for 899 thousand euros.

NOTE 6 Shares in companies accounted for by the equity method

1) Value of shares in companies accounted for by the equity method

In thousands of euros	% owned as at 12/31/2011	Shareholders' equity as at 12/31/2011	Group share of total net shareholders' equity 2011	Goodwill on acquisition	Provision for risks	Net value of shares in companies accounted for by the equity method as at 12/31/2011
Edipharm	20.00%	261	52	-	-	52
Infodisk	34.00%	(15)	(5)	-	-	(5)
Millennium	49.22%	9,629	4,740	2,859	-	7,598
Primeum Cegedim	50.00%	-	-	-	-	-
TOTAL		**9,875**	**4,787**	**2,859**	**-**	**7,645**

In thousands of euros	% owned as at 12/31/2012	Profit (loss) as at 12/31/2012	Group share of profit (loss) as at 12/31/2012	Shareholders' equity as at 12/31/2012	Group-share of total net shareholders' equity as at 12/31/2012	Goodwill on acquisition	Provision for risks	Net value of shares in companies accounted for by the equity method as at 12/31/2012
Edipharm	20.00%	157	31	243	49	-	-	49
Infodisk	34.00%	(33)	(11)	(49)	(16)	-	-	(16)
Millennium	49.22%	2,440	1,201	10,570	5,202	2,859	-	8,061
Primeum Cegedim	50.00%	(1)	(1)	99	50	-	-	50
TOTAL		**2,563**	**1,221**	**10,863**	**5,284**	**2,859**	**-**	**8,143**

2) Change in value of shares in companies accounted for by the equity method

The change in equity shares accounted for using the equity method can be analyzed as follows:

Shares accounted for using the equity method as at 01/01/2012	7,645
Distribution of dividends	(773)
Capital increase	-
Group share of profit (loss) as at 12/31/2012	1,221
Newly consolidated companies	50
SHARES ACCOUNTED FOR USING THE EQUITY METHOD AS AT 12/31/2012	**8,143**

NOTE 7 Goodwill on acquisition

As at December 31, 2012, goodwill on acquisition amounted to €729m against €725m at December 31, 2011.

This variation is mainly due to the acquisition of ASPLine (pharmacist software) which was almost offset by the variation in goodwill on acquisition denominated in foreign currencies.

In accordance with IAS 36, intangible assets with indefinite useful lives and goodwill on acquisition are not amortized, but are subject to an impairment test either annually or when events indicate a risk of loss of value.

These impairment tests are intended to ensure that the book value of operating assets for allocation to each of the cash-generating units (including goodwill on acquisition) is not greater than the recoverable value.

The recoverable value of an asset or cash-generating unit (CGU) is the higher of its fair value less selling costs or its value in use.

In net value, goodwill on acquisition stood at €614m, after recording an impairment of €115m in the CRM and strategic data Division (€46.7m for America and Europe and €68.3m for the Middle East. This impairment was recognized in the 2012 half-yearly statement. Lower than expected activity levels in the second quarter in this Division due to deteriorating economic conditions led the Group to post impairment indicators, requiring the implementation of impairment tests in the first half.

Sector	12/31/2011	Scope	Impairment	Translation gains or losses and other changes	12/31/2012
CRM and strategic data	568,843	19	(115,000)	(9,049)	444,813
Healthcare professionals	106,043	12,619	-	44	118,705
Insurance and Services	50,172	37	-	-	50,209
TOTAL GOODWILL ON ACQUISITION	**725,058**	**12,674**	**(115,000)**	**(9,006)**	**613,727**

At end-2012, these impairment tests were conducted on the six CGUs covering the Group's three business sectors. These tests consisted of updating the main assumptions underlying the assessment of assets allocated to Group CGUs. These tests cover not only the value of goodwill on acquisition, (€614m), but all operating assets attributable to CGUs (i.e. almost €900m tested at the closing date).

No additional impairment was identified as a result of these tests.

The main actuarial assumptions used are as follows:

- as in previous years and in the first half, the Group engaged an independent firm to help it conduct these tests.
- the discount rate is 10.86%, against 11.64% at June 30, 2012 and 11.55% at end-2011, with the calculation methodology unchanged.
- The discount rate is a pre-tax rate that includes a target debt-equity ratio applicable to Cegedim's business sector and an industry risk coefficient that is also re-indebted. The Group uses a single rate for all CGUs. The skills center and databases used to support all of these Group services are centralized and only the distribution is local. In addition, Cegedim's customers in its core business are worldwide groups. Lastly, Cegedim's business activities in northern and southern Europe are at the same level and therefore do not warrant specific processing.

- the indefinite growth rate is 2%, unchanged for a number of fiscal years.
- the methodology for preparing business plans, which is also unchanged, aims to draw up projections over 5 years in accordance with assumptions retained by various Group operating divisions in their strategic plans. These business plans are reviewed by the audit committee and approved by the Board of Directors.
- flows expected beyond the five-year business plan are dealt with via a terminal value, the determination of which was changed for work carried out on December 31, 2012. The projected margin corresponds to the average rate observed over the 2013-2017 period (instead of the margin observed in the final year of the plan, in previous assignments). This average margin, which is relatively close to the margins achieved by the Group in 2009, secures terminal value.

In relation to trends shown in the business plans:

- the Group paid particular attention to CGUs where an impairment was recognized during impairment tests conducted at end-June 2012. The second half achieved by these CGUs in 2012 was broadly in line with the revised forecast used for half-yearly impairment testing. Despite everything, the Group has again moderated its growth assumptions, particularly in the final years of the business plan. The higher margins are therefore due less to revenue growth than to productivity gains and to the willingness to shift the product mix to offerings with wider margins whose pricing is not dependent on user numbers.
- in general, the Group continues to focus on pursuing the performance improvement plan. It aims to leverage potential synergies between the activities of the Group's biggest Division: productivity improvements, enhanced process efficiency, cost sharing, space optimization, etc.
- The revenue growth assumptions used in the Group's biggest Division (CRM and strategic data), which includes three geographic CGUs (America, Europe and Middle East), average 3.4% per year over five years, with growth ranging from 2.4% to 6.6% depending on the geographical area. This increase is the result of the mix of mature activities, launching of new product lines and high-growth regions.

  The average annual growth over five years in the other sectors of the Group, Healthcare professionals, and Insurance and services, is 2.9% and 4.9% respectively.

Test sensitivity was measured in all CGUs using the following parameters:

- changes in the discount rate of +/- 50 basis points, and application of the unfavorable rate used in the preceding half (+0.78 basis points)
- changes in the indefinite growth rate of +/- 50 basis points
- possibility of a temporary margin fall (2014 and 2015 lowered to average margins for the 2010-2012 period)
- possibility of a prolonged margin fall (average terminal margin further reduced by 50 basis points)

The difference between CGU values in use and assets tested are presented below for the CRM and strategic data sector (a minus sign points to a potential impairment). Sensitivities tested in CGUs relative to other Group business activities are not likely to lead to an impairment charge.

CRM and strategic data						**cumulative sensitivities**
		discount rate		**growth rate**		**(50 bps)**
Rate sensitivity *In million of euros*	**Taux du 30 juin 2012**	**+ 50 pbs**	**- 50 pbs**	**- 50 pbs**	**+ 50 pbs**	**Actualisation à 11,36%**
	11.64%	**11.36%**	**10.36%**	**1.50%**	**2.50%**	**croissance à 1.5%**
America	*(16)*	*(9)*	*11*	*(5)*	*7*	*(14)*
Europe and Middle East	*(19)*	*(2)*	*46*	*6*	*36*	*(14)*
Asia Pacific	*5*	*7*	*14*	*9*	*12*	*5*

Operational sensitivities *In million of euros*		**reduced margin**
	temporary	**prolonged**
CRM and strategic data		
America	*(10)*	*(5)*
Europe and Middle East	*7*	*4*
Asia Pacific	*2*	*8*

NOTE 8 Inventory and work in progress

In thousands of euros	Gross values as of 12/31/2012	Provision	Net values as of 12/31/2012	Net values as of 12/31/2011
Services in progress	188	-	188	305
Inventories of goods	11 781	983	10 798	10,274
TOTAL INVENTORY AND WORK IN PROGRESS	**11 969**	**983**	**10 986**	**10,579**

NOTE 9 Accounts receivable

In thousands of euros	Current customers	Non-current customers	12/31/2012	12/31/2011
French companies	117,524	15,909(1)	133,432	138,210
Foreign companies	105,092	-	105,092	104,325
TOTAL GROSS VALUE	222,616	15,909	238,524	242,535
Provisions	7,393	-	7,393	5,687
TOTAL NET VALUE	**215,223**	**15,909**	**231,132**	**236,848**

(1) Receivables are valued at their face value.

A provision for impairment is recognized if the inventory value, based on the probability of collection, is less than the recorded value. Thus, customers undergoing reassessment or judicial liquidation are routinely impaired at 100% and receivables outstanding for more than six months are monitored on a case-by-case basis and, if necessary, impaired in the amount of the estimated risk of non-collection.

The share of past-due receivables (gross amount) was 51 million euros as at December 31, 2012.

Aging balance

In thousands of euros	Total past-due receivables	Receivables < 1 month	Receivables 1 to 2 months	Receivables 2 to 3 months	Receivables 3 to 4 months	Receivables > 4 months
French companies	15,782	6,410	3,889	1,593	1,071	2,819
Foreign companies	35,413	16,867	5,818	3,926	2,370	6,432
TOTAL	**51,195**	**23,277**	**9,707**	**5,519**	**3,441**	**9,251**

RECEIVABLES TRANSFERRED WITH TRANSFER OF CREDIT RISK

The contractual conditions of factoring contracts (concluded in 2011) enable the transfer of the main risks and advantages related to transferred receivables and therefore their removal from the balance sheet.

According to IAS 39, receivables transferred to third parties (factoring contract) are derecognized from the Group assets when the risks and advantages associated with them are substantially transferred to the said third parties and if the factoring company accepts, in particular, the credit risk, the interest risk and the recovery deadline (see Accounting Policies – accounts receivable).

Total receivables transferred with transfer of credit risk thus deconsolidated under IAS 39 in the context of factoring contracts as at December 31, 2012 was 21 million euros.

There was no available cash as at December 31, 2012 within the framework of these contracts.

NOTE 10 Other receivables

In thousands of euros	Company debtors	Tax debtors	Other receivables	12/31/2012	12/31/2011
Current receivables					
French companies	757	21,321	6,113	28,190	16,434
Foreign companies	2,165	7,229	1,134	10,529	9,366
TOTAL GROSS VALUE	**2,922**	**28,550**	**7,247**	**38,719**	**25,800**
Provisions	-	-	22	22	22
TOTAL CURRENT RECEIVABLES (NET VALUES)	**2,922**	**28,550**	**7,225**	**38,696**	**25,778**
Non-current receivables					
French companies	-	-	-	-	-
Foreign companies	-	587	139	726	651
TOTAL GROSS VALUE	**-**	**587**	**139**	**726**	**651**
Provisions	-	-	-	-	-
TOTAL NON-CURRENT RECEIVABLES (NET VALUES)	**-**	**587**	**139**	**726**	**651**

NOTE 11 Shareholder base

Bearing in mind the transactions that occurred during the year, the closing position of the fiscal year under review is as follows:

Shareholders	**No. of treasury shares**	**% held**	**No. of single votes**	**No. of double votes**		**Total votes**	**% voting rights**
				shares	**votes**		
FCB	7,361,044	52.59%	2,495,207	4,865,837	9,731,674	12,226,881	64.89%
FSI	2,102,061	15.02%	2,102,061	-	-	2,102,061	11.16%
Public (1)	4,505,688	32.19%	4,496,482	9,206	18,412	4,514,894	23.96%
Cegedim (2)	28,380	0.20%	-	-	-	-	-
TOTAL	**13,997,173**	**100.00%**	**9,093,750**	**4,875,043**	**9,750,086**	**18,843,836**	**100.00%**

(1) Including the holding of Alliance Healthcare France
(2) Including the liquidity contract

NOTE 12 Total current and non-current provisions

Provisions are determined on the basis of estimated future costs for the Company.

In thousands of euros	12/31/2011	Reclassification	Change in consolidation scope	Allowances Additional provisions	Allowances New provisions	Reversals Provisions used	Reversals Provisions not used	Change in rate	12/31/2012
Provision for litigation with employees	1,316	-	-	-	360	(181)	(230)	-	1,265
Other provisions [(1)]	23	-	-	-	4	-	-	(1)	25
Provisions for restructuring	2,822	2,490	-	-	-	(2,749)	(357)	(38)	2,168
Other provisions for expenses	914	-	18	-	206	(61)		(3)	1,075
CURRENT PROVISIONS	**5,075**	**2,490**	**18**	**-**	**570**	**(2,991)**	**(587)**	**(41)**	**4,533**
Provisions for restructuring	5,524	(2,490)		-	482	(150)	(285)	(29)	3,052
Employee-related provisions	42	-		-	-	-	-	(2)	40
Provisions for retirement	15,806	-	36	-	8,340	(364)	(18)	10	23,811
Provisions for litigation	70	-		-	22	-	-	(3)	89
Provisions for guarantees	-	-		-	-	-	-	-	-
Other provisions for risks	2,182	-	49	-	-	(574)	(246)	4	1,416
Other provisions for expenses	1,530	-		-	272	(17)	(577)	-	1,208
NON-CURRENT PROVISIONS	**25,154**	**(2,490)**	**85**	**-**	**9,117**	**(1,104)**	**(1,126)**	**(20)**	**29,615**
TOTAL CURRENT AND NON-CURRENT PROVISIONS	**30,229**	**-**	**103**	**-**	**9,687**	**(4,095)**	**(1,713)**	**(62)**	**34,149**

The amounts involved are insignificant if taken individually.
(1) Provisions for client risks, supplier risks, tax risks, etc.

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NOTE 13 Retirement commitments

1) Retirement: French companies

In thousands of euros	Through an insurance fund	Through prior service cost	Through a provision for expenses
Retirement obligation covered	1,910	3,417	23,158

When employees retire, they receive retirement compensation as defined in the collective bargaining agreements.

An actuarial valuation plan has been set up to fund the obligations resulting from this compensation. The total obligation comes to 28,485 thousand euros, including 1,910 thousand euros paid to an insurance company.

The amount of retirement contributions provisioned as expenses during the fiscal year was 2,887 thousand euros.

The Cegedim Group decided to apply the option under IAS 19 as amended, which allows the actuarial gains and losses relating to changes in assumptions occurring in calculating liabilities to be accounted for directly in equity.

The actuarial assumptions used are as follows:

		2012	2011	2010
Economic assumptions	Net interest rate	2.7%	4.3%	4.7%
	Expected asset yield rate	2.7%	3.2%	3.2%
	Wage increases (including inflation)	1.7%	1.7%	1.7%

The discount rate applied for 2012 was 2.7% (Iboxx corporate rate + ten years) compared with 4.3% in 2011.

Demographic assumptions	Mortality:		Insee 2007-2009 Table
	Mobility:		5% per annum up to the age of 35
			3% up to the age of 45
			1.5% up to the age of 50
			0% over the age of 51
Retirement age			Voluntary retirement at 65 years of age
Sensitivity to the discount rate	2.45%	2.70%	2.95%
Commitment	29,649	28,485	27,380

The Group's collective bargaining agreements are the following:

- national collective bargaining agreement for the publishing industry;
- national collective bargaining agreement for road salesmen, representatives, ushers;
- national collective bargaining agreement for the advertising industry;
- national collective bargaining agreement for the pharmaceutical industry;
- Syntec national collective bargaining agreement;
- French Labor Code.

2) Retirement: foreign companies

Retirement commitments covered by a provision of 652 thousand euros.

The amount of retirement contributions provisioned as expenses during the fiscal year was 18 thousand euros.

The amount of retirement contributions reported as expenses and paid during the fiscal year was 3,503 thousand euros.

3) Comparison of Actuarial Commitments and Hedge Assets

Economic assumptions	2012	2011	2010
Actuarial commitments	29,138	21,572	19,118
Hedge Assets	(1,910)	(1,986)	(1,926)
Unrecognized prior service cost	(3,417)	(3,780)	(4,051)
RECOGNIZED LIABILITIES	**23,811**	**15,806**	**13,141**

CHANGE IN THE COST OF SERVICES RENDERED AND IN THE FAIR VALUE OF HEDGE INSTRUMENTS

In thousands of euros	12/31/2012			
	Hedged commitment	Unhedged commitment	Foreign companies	Total
OPENING ACTUARIAL LIABILITIES	**8,866**	**12,044**	**661**	**21,571**
Cost of services rendered during the fiscal year	639	1,154	12	1,805
Financial cost for the fiscal year	337	549	6	891
Unrecognized prior service cost	-	-	-	-
COSTS FOR THE FISCAL YEAR	**976**	**1,703**	**18**	**2,697**
Benefits paid out	(79)	(188)	(36)	(303)
Actuarial losses (gains) generated during the fiscal year for the obligation	1,886	3,680	-	5,566
Newly consolidated companies	-	194	-	194
Companies no longer consolidated	(597)		-	-597
Reclassification	(77)	77	-	-
Change in exchange rate	-	-	10	10
CLOSING ACTUARIAL LIABILITIES	**10,975**	**17,511**	**653**	**29,138**
Value of the hedge assets				
Opening fair value of the hedge assets	1,986	-	-	1,986
Expected return on assets	60	-	-	60
Contributions	-	-	-	-
Benefits paid out	-	-	-	-
Actuarial gains (losses) for the fiscal year generated on assets	99		-	99
Newly consolidated companies	-	-	-	-
Companies no longer consolidated	(235)	-	-	(235)
CLOSING FAIR VALUE OF THE HEDGE ASSETS	**1,910**	**-**	**-**	**1,910**

AMOUNTS RECORDED IN THE BALANCE SHEET AND IN THE INCOME STATEMENT

In thousands of euros	12/31/2012			
	Hedged commitment	**Unhedged commitment**	**Foreign companies**	**Total**
Cost of services rendered at the closing date	10,975	17,511	661	29,147
Fair value of the hedge assets	(1,910)	-	-	(1,910)
	9,066	17,511	661	27,237
Unrecognized prior service cost	(1,266)	(2,152)	-	(3,417)
LIABILITIES RECOGNIZED ON THE BALANCE SHEET	**7,800**	**15,359**	**661**	**23,820**
Cost of services rendered during the fiscal year	639	1,154	12	1,805
Financial cost for the fiscal year	337	549	6	891
Return on assets	(60)	-	-	(60)
Recognized prior service cost vested rights	94	174	-	268
Effect of plan reduction or liquidation	-	-	-	-
EXPENSES RECOGNIZED IN THE INCOME STATEMENT	**1,010**	**1,877**	**18**	**2,905**

CHANGE IN NET LIABILITIES RECORDED IN THE BALANCE SHEET

In thousands of euros	12/31/2012			
	Hedged commitment	**Unhedged commitment**	**Foreign companies**	**Total**
OPENING NET LIABILITIES	**5,427**	**9,718**	**661**	**15,806**
Actuarial losses (gains)	1,787	3,680	-	5,467
Reclassification of recognized prior service cost – vested rights	-	-	-	-
Expenses recognized in the income statement	1,010	1,877	18	2,905
Benefits paid out	(79)	(188)	(36)	(303)
Contributions paid	-	-	-	-
Newly consolidated companies	-	194	-	194
Companies no longer consolidated	(268)	-	-	(268)
Reclassification	(77)	77	-	-
Change in exchange rate	-	-	10	10
CLOSING NET LIABILITIES	**7,800**	**15,359**	**653**	**23,811**

NOTE 14 Net financial debt

In thousands of euros	12/31/2012			12/31/2011
	Financial	Misc.[1]	Total	
Medium- and long-term financial borrowing and liabilities (> 1 year, < 5 years)	448,714	8,389	457,103	483,745
Short-term financial borrowing and liabilities (> 6 months < 1 year)	20,003	2,260	22,263	21,957
Short-term financial borrowing and liabilities (> 1 month, < 6 months)	20,007	-	20,007	20,030
Short-term financial borrowing and liabilities (< 1 month)	8,330	-	8,330	8,485
Current bank loans	22,008	-	22,008	1,399
TOTAL DEBT	**519,063**	**10,649**	**529,712**	**535,615**
Positive cash	43,462	-	43,462	73,128
NET DEBT	**475,601**	**10,649**	**486,250**	**462,487**

(1) The miscellaneous item mainly includes employee profit sharing plans in the amount of 10 296 thousand euros.

1) Net Cash

In thousands of euros	Financial	12/31/2012	12/31/2011
Current bank loans	22,008	22,008	1,399
Positive cash	43,462	43,462	73,128
NET CASH	**21,454**	**21,454**	**71,730**

2) Statement of changes in net debt

In thousands of euros	12/31/2012	12/31/2011	12/31/2011 published
NET DEBT AT THE BEGINNING OF THE FISCAL YEAR (A)	**462,487**	**470,793**	**470,793**
Operating cash flow before cost of net debt and taxes	141,006	140,070	140,070
Tax paid	(28,097)	(19,776)	(19,776)
Change in working capital requirement [1]	4,033	21,249	21,249
NET CASH FLOW GENERATED FROM OPERATING ACTIVITIES	**116,942**	**141,543**	**141,543**
Change resulting from investment operations	(79,831)	(80,183)	(80,183)
Impact of changes in consolidation scope [2]	(18,587)	(1,422)	(1,422)
Dividends	711	(13,363)	(13,363)
Increase in cash capital	-	-	-
Impact of changes in foreign currency exchange rates	(426)	931	931
Interest paid on loans	(30,413)	(32,300)	(27,577)
Other financial income and expenses paid or received	(5,345)	1,050	(3,673)
Other changes	(6,814)	(7,950)	(7,950)
TOTAL NET CHANGE FOR THE YEAR (B)	**(23,763)**	**8,306**	**8,306**
NET DEBT AT THE END OF THE FISCAL YEAR (A-B)	**486,250**	**462,487**	**462,487**

(1) The change in working capital requirements of 4,168 thousand euros comprises a change in inventories and work in progress of (30) thousand euros, a change in accounts receivable and other receivables of 5,734 thousand euros, and a change in accounts payable and other payables of (1,536) thousand euros.

(2) The impact of changes in consolidation scope of (18,587) thousand euros mainly comprised the acquisition of ASP Line, the earn-outs payment of Pulse System and the disposal of Phamapost.

The bank loans have the following terms:

In thousands of euros	< 1 month	> 1 month, < 6 months	> 6 months, < 1 year	> 1 year
Fixed rate	8,294	7	3	277,262
1-month Euribor rate	37	20,000	20,000	171,452
	8,330	**20,007**	**20,003**	**448,714**

The main bank loans include covenants bearing on the consolidated financial statements and related more particularly to net debt as a proportion of the Group's consolidated gross operating earnings (or EBITDA). These covenants, which were complied with at the close of the fiscal year, were the subject of an annual certification by the Statutory Auditors.

RATE HEDGING

In thousands of euros

Starting date	Ending date	Nominal value	Rate paid	Rate rec'd	Variable rate	2013 annual flow	2014 annual flow	2015 annual flow	2016 annual flow	2017 annual flow	Duration
12/31/2012	06/28/2013	35,198,853	4.58%			(802)					0.50
06/28/2013	12/31/2013	20,000,000	4.58%			(468)					1.01
12/31/2013	06/30/2014	20,000,000	4.58%				(461)				1.52
06/30/2014	12/29/2017	20,000,000	4.58%				(468)	(929)	(931)	(924)	5.07
PAYER PORTION			**4.58%**			**(1,270)**	**(929)**	**(929)**	**(931)**	**(924)**	

In thousands of euros

Starting date	Ending date	Nominal value	Rate paid	Rate rec'd	Variable rate	2013 annual flow	2014 annual flow	2015 annual flow	2016 annual flow	2017 annual flow	Duration
12/31/2012	06/28/2013	35,198,853		EUR 1 M	0.109%	19					0.50
06/28/2013	12/31/2013	20,000,000		EUR 1 M	0.109%	11					1.01
12/31/2013	06/30/2014	20,000,000		EUR 1 M	0.109%		11				1.52
06/30/2014	12/29/2017	20,000,000		EUR 1 M	0.109%		11	22	22	22	5.07
RECEIVER PORTION				**EUR 1 M**	**0.109%**	**30**	**22**	**22**	**22**	**22**	

In thousands of euros

Starting date	Ending date	Nominal value	Rate paid	Rate rec'd	Variable rate	2013 annual flow	2014 annual flow	2015 annual flow	2016 annual flow	2017 annual flow	Duration
12/31/2012	06/28/2013	35,198,853	4.57%			(800)					0.50
06/28/2013	12/31/2013	20,000,000	4.57%			(467)					1.01
12/31/2013	06/30/2014	20,000,000	4.57%				(460)				1.52
06/30/2014	12/29/2017	20,000,000	4.57%				(467)	(927)	(929)	(922)	5.07
PAYER PORTION			**4.57%**			**(1, 267)**	**(927)**	**(927)**	**(929)**	**(922)**	

In thousands of euros

Starting date	Ending date	Nominal value	Rate paid	Rate rec'd	Variable rate	2013 annual flow	2014 annual flow	2015 annual flow	2016 annual flow	2017 annual flow	Duration
12/31/2012	06/28/2013	35,198,853		EUR 1 M	0.109%	19					0.50
06/28/2013	12/31/2013	20,000,000		EUR 1 M	0.109%	11					1.01
12/31/2013	06/30/2014	20,000,000		EUR 1 M	0.109%		11				1.52
06/30/2014	12/29/2017	20,000,000		EUR 1 M	0.109%		11	22	22	22	5.07
RECEIVER PORTION				**EUR 1 M**	**0.109%**	**30**	**22**	**22**	**22**	**22**	

In thousands of euros

Starting date	Ending date	Nominal value	Rate paid	Rate rec'd	Variable rate	2013 annual flow	2014 annual flow	2015 annual flow	2016 annual flow	2017 annual flow	Duration
12/31/2012	06/28/2013	35,198,853	4.565%			(799)					0.50
06/28/2013	12/31/2013	20,000,000	4.565%			(467)					1.01
12/31/2013	06/30/2014	20,000,000	4.565%				(459)				1.52
06/30/2014	12/29/2017	20,000,000	4.565%				(467)	(926)	(928)	(921)	5.07
PAYER PORTION			**4.565%**			**(1,266)**	**(926)**	**(926)**	**(928)**	**(921)**	

In thousands of euros

Starting date	Ending date	Nominal value	Rate paid	Rate rec'd	Variable rate	2013 annual flow	2014 annual flow	2015 annual flow	2016 annual flow	2017 annual flow	Duration
12/31/2012	06/28/2013	35,198,853		EUR 1 M	0.109%	19					0.50
06/28/2013	12/31/2013	20,000,000		EUR 1 M	0.109%	11					1.01
12/31/2013	06/30/2014	20,000,000		EUR 1 M	0.109%		11				1.52
06/30/2014	12/29/2017	20,000,000		EUR 1 M	0.109%		11	22	22	22	5.07
RECEIVER PORTION				**EUR 1 M**	**0.109%**	**30**	**22**	**22**	**22**	**22**	

3) Financing

In July 2010, Cegedim SA issued a €300 million 5-year bond redeemable in July 2015 with a 7% semi-annual coupon. The amount outstanding at December 31, 2012 was €280 million.

In June 2011, the Group established a 5-year bank credit of €200 million as a term loan with semi-annual principal repayments of €20 million.

Cegedim SA also established a revolving credit in the notional amount of €80 million, non-reducible and payable in 5 years.

The interest rate on the term loan and the revolving credit is equal to the Euribor for the relevant drawn-down period plus a margin set half-yearly as a function of the ratio of net financial debt to current EBITDA.

Net financial debt in the calculation does not include employee profit-sharing debt or FCB's shareholder loan to Cegedim SA.

The margin may vary within a range of 250 to 375 basis points on the term loan and 225 to 325 basis points on the revolving credit.

The margin applied in the second half of 2012 was 325 basis points on the term loan and 300 basis points on the revolving credit.

There is a non-use fee of 40% of the margin on the revolving credit, and a use fee of 25 basis points applies if the amount drawn down exceeds 50% of the total amount of the revolving credit.

In respect of both the bank loan and the revolving credit the Group must comply with two financial covenants.

The exposure of the debt to fluctuations in euro rates has been partially hedged by a euro rate hedge.

At December 31, 2012, the hedge of the debt against fluctuations in the euro rate consisted of three no-premium, one-month, amortizing swaps, with a pre-set Euribor receiver rate and a fixed payer rate defined as follows:

- 4.565% rate on a notional hedged amount of 35,199 thousand euros, amortizable until maturity on December 29, 2017;
- 4.57% rate on a notional hedged amount of 35,199 thousand euros, amortizable until maturity on December 29, 2017;
- 4.58% rate on a notional hedged amount of 35,199 thousand euros, amortizable until maturity on December 29, 2017.

The total notional amount hedged was 105,597 thousand euros as at December 31, 2012.

The change in the fair value of these derivatives was recognized under equity for the effective part of those qualified as cash flow hedges (5,853 thousand euros) and in the income statement for their ineffective part and for those not qualified as hedges under IFRS standards ((4,979) thousand euros).

Interest expense on bank loans, bonds, charges and commissions totaled 30,413 thousand euros as at December 31, 2012. The interest resulting from the shareholder loan as at December 31, 2012 was 2,009 thousand euros.

The fair value at the closing date of hedging instruments amounts to 13,207 thousand euros.

4) Liquidity risk

Contractual cash flows are not discounted.

For variable rate instruments, the rate used for calculation is the spot rate on December 31, 2012.

When there is a fixed rate, the rate is used to calculate future interest payments.

CASH FLOW

In thousands of euros	Cash flow (< 1 month)	Cash flow (> 1 month, < 6 months)	Cash flow (> 6 months, < 1 year)	Cash flow (> 1 year, < 5 years)	Cash flow (> 5 years)
Bank loans and interest	8,330	18,347	18,347	542,312	-
Hedging instruments	-	1,856	1,856	10,851	-
Current bank loans	22,008	-	-	-	-
Finance leases	-	-	70	158	-
Employee profit sharing plans	-	-	2,189	8,106	-
Miscellaneous including deposits and bonds	-	-	1	125	-

FINANCIAL INSTRUMENTS

Assumption: variable rates December 31, 2012	
EUR 1 mois	0.109

FORECAST CASH FLOWS – FINANCIAL INSTRUMENTS

In thousands of euros	Rate	2013	2014	2015	2016	2017	Total
Swaps borrowers EUR							
Fixed paid	4.58	1,270	929	929	931	924	4,982
Var. rec'd	0.109	30	22	22	22	22	119
LT SWAPS		**1,240**	**907**	**907**	**909**	**902**	**4,864**
Swaps borrowers EUR							
Fixed paid	4.57	1,267	927	927	929	922	4,971
Var. rec'd	0.109	30	22	22	22	22	119
LT SWAPS		**1,237**	**905**	**905**	**907**	**900**	**4,853**
Swaps borrowers EUR							
Fixed paid	4.565	1,266	926	926	928	921	4,966
Var. rec'd	0.109	30	22	22	22	22	119
LT SWAPS		**1,235**	**904**	**904**	**906**	**899**	**4,847**
TOTAL LT SWAPS		**3,712**	**2,715**	**2,715**	**2,722**	**2,700**	**14,563**

NOTE 15 Cost of net debt

In thousands of euros	12/31/2012	12/31/2011	12/31/2011 published
INCOME OR CASH EQUIVALENT	**727**	**5,487**	**5,487**
■ Interest paid on loans, bank charges and commissions	(30,413)	(32,300)	(32,300)
■ Interest paid on loans	149	606	606
INTEREST ON FINANCIAL LIABILITIES	**(30,264)**	**(31,694)**	**(31,694)**
■ Other financial interest and expenses(1)	(3,486)	(4,739)	(4,739)
COST OF GROSS FINANCIAL DEBT	**(33,750)**	**(36,433)**	**(36,433)**
■ Net exchange differences	(2,586)	305	305
■ Valuation of financial instruments	(7,968)	(8,066)	(8,066)
■ Other non-recurring income and expenses from operations	(542)	1,038	1,038
OTHER FINANCIAL INCOME AND EXPENSES	**(11,096)**	**(6,723)**	**(6,723)**
COST OF NET FINANCIAL DEBT	**(44,119)**	**(37,669)**	**(37,669)**

In thousands of euros	12/31/2012	12/31/2011	12/31/2011 published
(1) Including Financière Cegedim interest	*2,009*	*1,962*	*1,962*
Interest on Ixis debt	*101*	*478*	*478*
Interest on participation	*535*	*523*	*-*
TOTAL	**2,645**	**2,963**	**2,440**

NOTE 16 Other liabilities

	Current		Non-current		Total	
In thousands of euros	12/31/2012	12/31/2011	12/31/2012	12/31/2011	12/31/2012	12/31/2011
Advances and payments on account	**4,570**	**4,971**	**-**	**-**	**4,570**	**4,971**
Clients – Credits to be established	1,170	874	-	-	1,170	874
Expenses payable	66	61	-	-	66	61
Miscellaneous payables	13,612	15,067	2,982	3,677	16,593	18,744
Other liabilities	**14,847**	**16,002**	**2,982**	**3,677**	**17,828**	**19,679**
Debts on acquisition of assets	**2,695**	**9,384**	**580**	**3,465**	**3,275**	**12,849**
Dividends payable	**-**	**-**	**-**	**-**	**-**	**-**
Deferred income	**31,698**	**35,159**	**-**	**-**	**31,698**	**35,159**
TOTAL OTHER LIABILITIES	**53,810**	**65,516**	**3,562**	**7,142**	**57,372**	**72,658**

NOTE 17 External expenses

In thousands of euros	12/31/2012	12/31/2011
Purchases of studies & services and purchases of unstocked goods	(64,952)	(68,408)
External services (leasing, maintenance, insurance)	(74,035)	(67,672)
Other: advertising, seconded personnel, entertainment expenses, postal expenses, etc.	(95,746)	(104,105)
TOTAL EXTERNAL EXPENSES	**(234,734)**	**(240,184)**

NOTE 18 Other non-recurring income and expenses from operations

Other non-recurring income and expenses from operations comprises the following:

In thousands of euros	12/31/2012	12/31/2011
OPERATING INCOME FROM RECURRING OPERATIONS	90,120	83,905
Impairment loss on tang. and intang. assets (incl. ECA)	(115,000)	0
Restructuring costs	(11,563)	(4,901)
Capital gains or losses on disposals and earn-out	2,930	0
Other non-recurring income and expenses from operations	(1,253)	(3,082)
OPERATING INCOME	**(34,766)**	**75,922**

NOTE 19 Deferred taxes

1) Tax breakdown

The tax expense recognized in the income statement during the fiscal year was 7,598 thousand euros, compared with 6,574 thousand euros in December 2011.

This comprised:

In thousands of euros	12/31/2012	12/31/2011
Tax paid		
France	(5,026)	(10,569)
Abroad	(10,837)	(10,647)
TOTAL TAX PAID	**(15,863)**	**(21,217)**
Deferred taxes		
France	2,702	9,871
Abroad	5,563	4,771
TOTAL DEFERRED TAX	**8,265**	**14,643**
TOTAL TAX EXPENSE RECOGNIZED IN THE INCOME STATEMENT	**(7,598)**	**(6,574)**

2) Theoretical tax expense and recognized tax expense

The reconciliation between the theoretical tax expense for the Group and the tax expense effectively recognized is presented in the following table:

In thousands of euros	12/31/2012	12/31/2011
Profit (loss) for the period	(85,262)	32,670
Group share of EM companies	(1,221)	(991)
Income taxes	7,598	6,574
Earnings before tax for consolidated companies (a)	**(78,885)**	**38,253**
of which French consolidated companies	*(116,874)*	*(2,348)*
of which foreign consolidated companies	*37,989*	*40,601*
Normal tax rate in France (b)	36.10%	36.10%
THEORETICAL TAX EXPENSE (C) = (A) X (B)	**28,477**	**(13,809)**
Impact of permanent differences	(2 970)	(547)
Impact of differences in tax rates on profits	6,064	3,041
Impact of differences in tax rates on capitalized losses	-	-
Uncapitalized tax on losses	(5,223)	(4,677)
Impact of tax credit	7,569	9,418
Impairment of goodwill on acquisition	(41,515)	-
TAX EXPENSES RECOGNIZED IN THE INCOME STATEMENT	**(7,598)**	**(6,574)**
Effective tax rate	0.00%	17.19%

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3) Recognized deferred tax assets and liabilities

Analysis by category of the temporal difference for the net deferred tax position recognized in the balance sheet (before compensation by fiscal entities for deferred tax assets and liabilities).

In thousands of euros	12/31/2011	Reclassification	Earnings	Change in consolidation scope	Other changes in equity	Change in exchange rate	12/31/2012
Tax loss carryforwards and tax credits	16,558	-	8,033	-	-	(266)	24,325
Pension plan commitments	5,137	-	569	-	1,947	-	7,653
Non-deductible provisions	6,950	-	(578)	15		(61)	6,327
Updating to fair value of financial instruments	5,098	119	2,055	-	(2,113)		5,159
Cancellation of margin on inventory	35	-	(8)	-	-	-	27
Cancellation of internal capital gain	6,623	-	-	-	-	-	6,623
Restatement of R&D margin	2,199	-	626	-	-	-	2,825
Restatement of allowance for the assignment of intangible assets	440	-	147	-	-	-	587
Updating to fair value of financial instruments	119	(119)	-	-	-	-	0
Other	8,664	-	433	-	(601)	(114)	8,382
DEFERRED TAX ASSETS	**51,821**	**-**	**11 278**	**15**	**(766)**	**(440)**	**61,908**
Translation adjustments	0	-	(1,754)	-	1,754	-	0
Cancellation of accelerated depreciation	(1,665)	-	65	99	-	-	(1,501)
Cegelease unrealized capital gain	(1,330)	-	(152)	-	-	-	(1,482)
Cancellation of depreciation on goodwill	(2,268)	-	(501)	-	-	-	(2,769)
Cancellation of depreciation internal capital gains	(360)	-	(88)	-	-	-	(448)
Finance lease	(143)	-	12	-	-	-	(131)
R&D capitalization	(5,054)	-	(765)	-	-	-	(5,819)
Restatement of the allowance for the R&D margin	(321)	-	(225)	-	-	-	(546)
Assets from business combinations	(4,783)	-	655	-	-	76	(4,052)
Other	(666)	-	(259)	-	-	1	(924)
DEFERRED TAX ASSETS	**(16,590)**	**-**	**(3,013)**	**99**	**1,754**	**77**	**(17,672)**
NET DEFERRED TAX	**35,231**	**0**	**8,265**	**115**	**988**	**(363)**	**44,237**

The change in deferred taxes recognized in the consolidated balance sheet after compensation by fiscal entities for deferred tax assets and liabilities can be verified in the following way:

In thousands of euros	Assets	Liabilities	Net
As at December 31, 2011	48,093	(12,862)	35,231
Impact on earnings for the period	11,278	(3,013)	8,265
Impact on shareholders' equity	(1,191)	1,931	740
Impact of net presentation by fiscal entity	(326)	327	1
AS AT DECEMBER 31, 2012	**57,855**	**(13,617)**	**44,237**

The amount of uncapitalized tax as of December 31, 2012 was 34,414 thousand euros.

NOTE 20 Lease commitments

Financial leases – Cegedim Group lessor

Financial leases involve the Cegelease Company, which provides financing for pharmacies and doctors.

Schedule of payments to be received and present value

These leases are financial leases for 24 to 60 months for computer hardware and 36 to 84 months for capital goods.

In thousands of euros	**Lease payments due**	**Present value of payments**
Within one year	13,776	13,242
Between 1 and 5 years	18,914	15,736
More than 5 years	270	173
TOTAL (A)	32,961	29,151
FINANCIAL INCOME NOT ACQUIRED (B)	-	3,810
MINIMUM PAYMENTS (A) + (B)	**32,961**	**32,961**

Operating leases – Cegedim Group lessee

The Group lists different types of operating leases in the Group:

- real estate;
- computer equipment;
- photocopiers;
- vehicle leases.

The expense resulting from these leases was 48 797 thousand euros in 2012.

Real estate leases are renewable every 3-6-9 years.

The Group signs standard leasing agreements.

The discount rate applied is 10.86%.

Payment schedule and present value

In thousands of euros	**Lease payments due**	**Present value of payments**
Within one year	32,596	-
Between 1 and 5 years	51,861	-
More than 5 years	4,146	-
TOTAL	**88,603**	**74,672**

NOTE 21 Restatement of finance leases

Loans related to former finance leases were totally reimbursed during 2011. There is no more restatement of finance leases.

NOTE 22 Earnings per share

Earnings per share are calculated by dividing Group earnings by the number of shares making up the capital, excluding treasury shares. The number of shares must be the weighted average number of outstanding ordinary shares during the fiscal year (i.e. 13,964,700 shares as of December 31, 2012 and 13,955,940 shares as of December 31, 2011).

Current earnings per share amounted to 2.7 euros in respect of the 2012 fiscal year.

Earnings per share amounted to (6.1) euros in respect of the 2012 fiscal year.

	12/31/2012	12/31/2011
Weighted average number of outstanding ordinary Cegedim SA shares	13,997,173	13,997,173
Less average number of treasury shares held	(32,473)	(41,233)
Number of shares for the earnings per share calculation	13,964,700	13,955,940

NOTE 23 Diluted earnings per share

Earnings per share are calculated by dividing Group earnings by the number of shares making up the capital, excluding treasury shares. The number of shares must be the weighted average number of outstanding ordinary shares during the fiscal year (i.e. 13,964,700 shares as of 12/31/2012 and 13,955,940 shares as of 12/31/2011).

NOTE 24 Off-balance-sheet commitments

There are no commitments for earn-outs to be paid.

There are no stock repurchases from minority interests.

Guarantees given by Cegedim to its subsidiaries

CEGEDIM USA INC. SUBSIDIARY

- Guarantee in favor of Bank of America in the amount of 3.5 million dollars (Board of Directors authorization dated December 27, 2007) reduced to 2.25 million dollars on Mai 1, 2010.

INCAMS

- Guarantee in favor of VSS in the amount of 2,465 thousand euros to pay the purchase price of 246,500 capital shares of iGestion.

Moreover, Cegedim has made itself guarantor on first demand to guarantee the payment of sums from which the payment lies with Incams, which is itself the guarantor of its subsidiary iGestion, to reimburse the loan granted by Incams, AXA Assurances Vie Mutuelle and Mutuelle Mieux Être (co-owner of VSS).

ALL SUBSIDIARIES

- One-year authorization for all subsidiaries to grant guarantees, endorsements and other guarantees in a total amount of 5 million euros provided no single commitment exceeds 2 million euros (authorized by the Board of Directors on April 2, 2012).

Subsidiary guarantees

CEGEDIM ACTIV SUBSIDIARY

- Guarantee in favor of the Caisse Nationale de Sécurité Sociale de Casablanca in the amount of 119 thousand MAD and 11 thousand euros.
- Guarantee in favor of CNOPS in the amount of 264 thousand euros.
- Guarantee in favor of the Caisse Marocaine de Retraite in the amount of 250 thousand MAD.
- Guarantees in favor of ANAM Maroc in the amount of 20 thousand MAD and ANAM in the amount of 8 thousand euros.
- Guarantee in favor of Marocco Kingdom in the amount of 60 thousand MAD.

IGESTION SUBSIDIARY

- Guarantee in favor of LA POSTE in the amount of 80 thousand euros.

CEGEDIM PORTUGAL AND CEGEDIM INC. USA

- Guarantees for Cegedim Protugal and Cegedim Inc. USA respectivelly in the amounts of 269 thousand euros and 2,250 thousand dollars respectively granted by banks to lessors of offices.

Other securities have been granted by Cegedim and its subsidiaries in the total amount of 75 thousand euros.

NOTE 25 Related parties

The purpose of the present note is to present the transactions that exist between the Group and its related parties.

The remuneration of key management personnel is presented in note 26.

Identity of Cegedim's parent company: FCB

Limited company (SA) held primarily by Mr. Jean-Claude Labrune, Chairman and Chief Executive Officer of Cegedim SA, his family and by certain members of the Board of Directors of Cegedim SA.

Figures pertaining to the related parties

Certain transactions were carried out with companies who share a Cegedim SA Director.

The main subsidiaries (companies consolidated with the fully consolidated method) are listed in note 1. Only the significant transactions are described below:

FCB

- FCB reinvoiced leases to Cegedim SA, Cegedim Prestation Conseil Outsourcing and Cegedim Activ in the amount of 4,846 thousand euros, as well as associated taxes in the amount of 569 thousand euros.
- FCB reinvoiced head office costs in the amount of 2,560 thousand euros.
- FCB granted a loan to Cegedim SA in the amount of 50,000 thousand euros in 2007. When Cegedim increased its capital, FCB subscribed in the amount of 4,906 thousand euros by extinguishment of debt resulting in a decrease in the debt from 50,000 thousand euros to 45,094 thousand euros. The interest resulting from this loan for 2012 was 2,009 thousand euros.
- FCB acted as a guarantor for the securitization contract between Cegelease and IXIS CIB in the amount of 664 thousand euros.

	Companies under joint control or significant influence		FCB		Family companies	
In thousands of euros	12/31/2012	12/31/2011	12/31/2012	12/31/2011	12/31/2012	12/31/2011
Income	none	none	186	221	-	-
Expenses	none	none	10,009	10,727	1,086	1,100
Loans	none	none	45,094	45,094	-	-
Security deposits	none	none	1,739	1,858	275	269
Receivables	none	none	10	13	-	-
Provisions for receivables	none	none	none	none	none	none
Liabilities	none	none	3,302	4,083	-	-
Commitments given	none	none	-	-	-	-
Commitments received	none	none	664	2,175	-	-

NOTE 26 Directors' compensation

Directors' fees paid to Board members came to 133 thousand in the year ended December 31, 2012, and are recorded in the "Other external purchases and expenses" item of the income statement.

In compliance with IAS 24, Cegedim's "key managers" correspond to the people sitting on the Board of Directors with the authority and responsibility of planning, managing and controlling Cegedim's activities as well as any of the Group's companies, directly or indirectly.

In accordance with IAS 24.17, in-kind benefits are recorded in the "Short-term benefits" item.

In thousands of euros	12/31/2012	12/31/2011
	gross amount	**gross amount**
Short-term benefits (wages, bonuses, etc.)	1,836	1,810
Post-employment benefits	none	none
Severance pay	none	none
Other long-term benefits	none	none
BENEFITS RECOGNIZED	**1,836**	**1,810**
Termination benefits	none	none
BENEFITS NOT RECOGNIZED	**NONE**	**NONE**

The short term benefits include the variable and fixed portions of the manager's compensation.

NOTE 27 Employees

	12/31/2012	12/31/2011
France	3,342	3,338
International	4,776	4,899
TOTAL STAFF	**8,118**	**8,237**

NOTE 28 Payroll costs

In thousands of euros	12/31/2012	12/31/2011
Wages	(444,166)	(436,270)
Profit-sharing	(5,293)	(5,515)
Free shares award plan	(362)	(445)
PAYROLL COSTS	**(449,821)**	**(442,231)**

NOTE 29 Dividends

No dividend has been paid for 2011, in accordance with the Ordinary General Meeting decision held on June 8, 2012.

NOTE 30 Capital

As at December 31, 2012, the share capital was made up of 13,997,173 shares (including 28,380 treasury shares), each with a nominal value of 0.9528 euros, i.e. total share capital of 13,336,506 euros.

NOTE 31 Treasury shares

An initial outflow transaction relating to 4,740 treasury shares linked to the maturing of part of the plan dated March 21, 2008 was recorded in March 2012 in the amount of 149 thousand euros.

A second outflow transaction relating to 6,548 treasury shares linked to the maturing of part of the plan dated June 8, 2010 was recorded in June 2012 in the amount of 253 thousand euros.

Allocation of free shares

The Board of Directors meetings of June 29, 2011 and September 19, 2012 were authorized by the Extraordinary Shareholders' Meeting of June 8, 2011 to award a total number of free shares not exceeding 10% of the total number of shares comprising the share capital to the Directors and employees of the Cegedim Group.

Following a resolution of the Extraordinary Shareholders' Meeting of February 22, 2008, the Board of Directors, at their meetings of March 21, 2008, November 5, 2009 and June 8, 2010, were authorized to award a total number of free shares, which were not to exceed 10% of the total number of shares making up the capital, to the Directors and employees of the Cegedim Group.

The main characteristics of the plans are the following:

- the free shares awarded will grant the right to dividends. Their distribution will be determined as of the award date;

  The plan dated March 21, 2008 authorized a maximum allocation of 43,410 free shares,

  The plan dated November 5, 2009 authorized a maximum allocation of 28,750 free shares,

  The plan dated June 8, 2010 authorized a maximum allocation of 32,540 free shares,

  The plan dated June 29, 2011 authorized a maximum allocation of 41,640 free shares.

  The plan dated September 19, 2012 authorized a maximum allocation of 31,670 free shares ;
- the allocation of said shares to their beneficiaries will become final at the end of a vesting period of two years for beneficiaries whose residence for tax purposes is in France as of the allocation date and four years for beneficiaries whose residence for tax purposes is not in France as of the allocation date;
- the shares will be permanently awarded to their beneficiaries on a single condition: no resignation, dismissal or redundancy;
- starting from the final award date, beneficiaries whose residence for tax purposes is in France as of the award date must keep their shares for a term of two years starting from the final award date.

In application of standard IFRS 2, the expense measuring "the benefit" offered to employees is spread out on a linear basis over the vesting period.

The amount reported as expenses in respect of the 2012 fiscal year was 362 thousand euros.

The main characteristics of the plans are the following:

	Plan dated 03/21/2008	Plan dated 11/05/2009	Plan dated 06/08/2010	Plan dated 06/29/2011	Plan dated 09/19/2012
Date of the General Meeting	02/22/2008	02/22/2008	02/22/2008	06/08/2011	06/08/2011
Date of the Board of Directors meeting	03/21/2008	11/05/2009	06/08/2010	06/29/2011	09/19/2012
Date of plan opening	03/21/2008	11/05/2009	06/08/2010	06/29/2011	09/19/2012
Total number of shares than can be allocated	43,410 shares	28,750 shares	32,540 shares	41,640 shares	31,670 shares
Initial subscription price	€52.00	€65.00	€55.00	€39.12	€15.70
Date of free disposal of free shares					
France	03/20/2010	11/04/2011	06/07/2012	06/28/2013	09/18/2014
Abroad	03/20/2012	11/04/2013	06/07/2014	06/28/2015	09/18/2016

Position of plans as at December 31, 2012

	Plan dated 03/21/2008	Plan dated 11/05/2009	Plan dated 06/08/2010	Plan dated 06/29/2011	Plan dated 09/19/2012
Total number of shares allocated	-	13,320 shares	21,180 shares	37,310 shares	31,670 shares
Total number of shares left to be acquired after recorded exercising of options and canceled options	-	8,000 shares	21,180 shares	28,250 shares	31,670 shares
Adjusted acquisition price of free share allotments					
France	48.77	61.36	51.45	36.04	15.24
Abroad	41.24	52.11	43.40	29.95	13.35

NOTE 32 Assignment of receivables

The Cegelease Company concluded a flow exchange transaction with Natixis, according to the terms of which Natixis must pay forecast amounts for lease receivables to Cegelease, and Cegelease must pay the actual amounts for these same receivables to Natixis.

FCB has granted Natixis its guarantee to cover the risks of this flow exchange transaction.

To pay for the service provided by FCB, Cegelease paid the latter a bonus of 1.2 million euros in 2007. This is a one-time, firm and final bonus for the duration of the transaction.

As the flow exchange transaction guarantees Cegelease's future receivables, Natixis has granted the latter a cash collateral that is repaid as the receivables are collected.

As a guarantee of its obligations to repay the cash collateral, Cegelease must transfer full ownership of the receivables resulting from its goods leasing activity to Natixis. The financial interest (101 thousand euros in 2012) is calculated on the cash collateral.

The cash collateral, which is the up-to-date outstanding leases yet to be collected from clients on behalf of Natixis, was a little under 356 thousand euros as at December 31, 2012.

The debt will be entirely paid off during 2013 first semester.

On December 9, 2011, Cegedim SA concluded a deconsolidation transaction with Eurofactor relating to the assignment of receivables for 21 million euros as at December 31, 2012.

NOTE 33 Auditors' fees

In thousands of euros	12/31/2012				12/31/2011			
	Mazars	%	Grant Thornton	%	Mazars	%	Grant Thornton	%
Auditing, certification, review of individual and consolidated financial statements								
Cegedim SA	253	58.03%	248	47.60%	260	54.97%	260	47.88%
Fully consolidated subsidiaries	183	41.97%	273	52.40%	213	45.03%	283	52.12%
Other work and services directly linked to the Auditors' assignment								
Cegedim SA	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Fully consolidated subsidiaries	0	0.00%	0	0.00%	0	0.00%	0	0.00%
AUDIT SUB-TOTAL	**436**	**100.00%**	**521**	**100.00%**	**473**	**100.00%**	**543**	**100.00%**
Legal, fiscal, social	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Other	0	0.00%	0	0.00%	0	0.00%	0	0.00%
OTHER SERVICES PROVIDED BY THE NETWORKS TO FULLY CONSOLIDATED SUBSIDIARIES	**0**	**0.00%**	**0**	**0.00%**	**0**	**0.00%**	**0**	**0.00%**
TOTAL AUDITORS' FEES	**436**	**100.00%**	**521**	**100.00%**	**473**	**100.00%**	**543**	**100.00%**

NOTE 34 Post-closing events

To the best of the Company's knowledge, no events or changes with a significant effect on the Group's financial position have taken place since the closing date.

20.2 HISTORICAL FINANCIAL INFORMATION – STATUTORY FINANCIAL STATEMENTS

20.2.1 STATUTORY FINANCIAL STATEMENTS AS AT DECEMBER 31, 2012 - CEGEDIM SA

Balance sheet assets

In thousands of euros	Gross amount	Depreciation and provision	12/31/2012 Net	12/31/2011 Net	12/31/2010 Net
Intangible assets					
Development costs	7,153	-	7,153	11,841	15,133
Concessions, patents, and similar rights	495	348	147	159	172
Goodwill	5,085	174	4,911	5,365	-
Other intangible assets	168,837	46,839	121,998	102,022	79,411
Tangible assets					
Buildings	3,197	1,065	2,132	2,398	2,665
Technical facilities, tooling	27,964	22,098	5,866	7,496	6,409
Other tangible assets	1,753	1,640	113	146	139
Construction work in progress	1,717	-	1,717	1,256	232
Long-term investments					
Other equity investments	866,620	165,227	701,393	810,076	821,077
Minority interest related receivables	146	-	146	186	-
Loans	68,381	5,314	63,067	41,289	39,851
Other long-term investments	3,921	-	3,921	4,366	3,011
FIXED ASSETS	**1,155,269**	**242,705**	**912,564**	**986,600**	**968,100**
Inventory and work in progress					
Inventory of goods and raw materials	18	-	18	19	17
Production of services in progress	-	-	-	0	97
Goods	-	-	-	0	5
Advances and deposits made on orders	259		259	451	474
Receivables					
Accounts receivable and associated accounts	73,209	621	72,588	66,875	55,924
Other receivables	38,548	-	38,548	35,473	26,899
Subscribed and called capital not paid	-	-	-		
Marketable securities	3,030	198	2,832	4,185	5,368
Cash and cash equivalents	2,665	-	2,665	69	269
Accruals					
Prepaid expenses	6,154	-	6,154	5,842	6,067
CURRENT ASSETS	**123,883**	**819**	**123,064**	**112,916**	**95,121**
Deferred loan issuing costs	5,859	-	5,859	6,748	5,615
Unrealized exchange losses	29	-	29	1,076	4,044
TOTAL ASSETS	**1,285,040**	**243, 524**	**1,041,516**	**1,107,339**	**1,072,880**

Balance Sheet Liabilities

In thousands of euros	12/31/2012	12/31/2011	12/31/2010
Share Capital	13,337	13,337	13,337
Share premiums, merger share premiums	244,313	244,313	244,313
Legal reserves	1,334	1,334	1,334
Regulated reserves	738	1,140	1,363
Other reserves	129,774	106,127	99,139
Retained earnings	188	188	143
Profit (loss) for the period	(82,251)	23,244	20,762
Regulated provisions	2,226	1,838	1,669
SHAREHOLDERS' EQUITY	**309,656**	**391,520**	**382,060**
Provisions for risks	2,240	2,979	10,203
Provisions for expenses	8,508	5,696	4,065
PROVISIONS FOR RISKS AND EXPENSES	**10,748**	**8,675**	**14,268**
Financial liabilities			
Other bonds	280,000	280,000	300,000
Loans and liabilities from financial institutions	253,105	221,429	203,284
Miscellaneous loans and financial liabilities	46,883	46,910	47,119
Advances & payments on account received on orders in progress	163	103	52
Operating liabilities			
Accounts payable and related accounts	45,085	50,644	43,536
Tax and social liabilities	22,751	25,861	27,533
Miscellaneous liabilities			
Payables on fixed assets and associated accounts	-	-	-
Other liabilities	44,357	48,392	28,801
Deferred income	845	889	86
LIABILITIES	**693,189**	**674,228**	**650,411**
Unrealized exchange gains	27,923	32,916	26,141
TOTAL LIABILITIES	**1,041,516**	**1,107,339**	**1,072,880**

Income statement (part 1)

In thousands of euros	12/31/2012	12/31/2011	12/31/2010
Sale of goods France	4	-	2
Sale of goods outside France	-	5	-
Production of goods sold France	107	8	35
Production of goods sold outside France	287	-	-
Production of services sold France	125,290	123,895	130,082
Production of services sold outside France	58,400	53,375	40,044
NET REVENUE	**184,087**	**177,284**	**170,162**
Stocked production	-	-	97
Capitalized production	28,785	27,667	25,884
Write-backs on depreciation, provisions and transferred expenses	2,129	4,178	4,240
Other income	476	549	710
OPERATING INCOME	**215,477**	**209,678**	**201,093**
Purchase of goods	4	-	7
Variations in inventories of goods and raw materials	-	3	(2)
Purchase of raw materials and supplies	-	6	-
Other external purchases and expenses	108,131	111,751	103,515
Taxes, duties, and similar payments	5,006	4,630	4,389
Wages and salaries	51,756	51,519	49,314
Payroll taxes	25,226	24,062	22,751
Depreciation of fixed assets	20,124	15,926	12,272
Provisions for current assets	440	290	306
Provisions for risks and expenses	3,220	2,068	1,417
Other expenses	878	650	1,383
OPERATING EXPENSES	**214,786**	**210,905**	**195,353**
OPERATING EARNINGS	**691**	**(1,228)**	**5,741**

Income statement (part 2)

In thousands of euros	12/31/2012	12/31/2011	12/31/2010
Financial income from equity interests	43,388	46,925	36,676
Other interest and related income	19,835	24,734	20,039
Write-backs on provisions and transferred expenses	7,063	22,197	14,455
Foreign exchange gains	416	3,464	5,752
Net gain on disposal of short-term investments	1	30	209
FINANCIAL INCOME	70,703	97,348	77,131
Financial depreciation and provisions	110,165	19,403	17,011
Interest and related expenses	50,134	55,363	45,006
Foreign exchange losses	1,622	816	4,699
FINANCIAL EXPENSES	161,922	75,582	66,716
FINANCIAL EARNINGS	**(91,219)**	**21,766**	**10,415**
CURRENT EARNINGS BEFORE TAX	**(90,528)**	**20,539**	**16,156**
Non-recurring income on management operations	-	-	-
Non-recurring income on capital transactions	4,853	451	835
Write-backs on provisions and transferred expenses	500	723	632
NON-RECURRING INCOME	5,353	1,173	1,467
Non-recurring expenses on management transactions			
Non-recurring expenses on capital transactions	5,367	1,290	866
Non-recurring expenses from depreciation and provisions	888	892	916
NON-RECURRING EXPENSES	6,254	2,182	1,782
NON-RECURRING EARNINGS	**(901)**	**(1,008)**	**(315)**
Employee profit-sharing	195	451	288
Income taxes	(9,372)	(4,165)	(5,209)
TOTAL INCOME	291,533	308,199	279,691
TOTAL EXPENSES	373,784	284,955	258,930
PROFIT (LOSS) FOR THE PERIOD	**(82,251)**	**23,244**	**20,762**
Net earnings per share *(in euros)*	(5.88)	1.66	1.48
Earnings before tax per share *(in euros)*	(6.55)	1.36	1.11
Current earnings before tax per share *(in euros)*	(6.47)	1.47	1.15

Table of Subsidiaries and Equity Interests

Subsidiaries owned more than 50%	Share capital [1]	Shareholders' equity other than share capital [1]	% of control	Book value of shares owned - Gross value	Provision for depreciation on shares
Cegedim Prestation Conseil Outsourcing	2,500	439	100.00%	5,553	2,656
Gers Sas	50	(52)	100.00%	50	0
Cetip	749	4,117	99.74%	1,218	0
Sci 2000	4	471	68.83%	847	0
Incams	38	(67)	100.00%	2,626	777
Pharmastock	576	36	100.00%	576	0
Amix	160	(186)	100.00%	8	0
Cegelease	10,000	3,543	100.00%	10,219	0
Cegedim Logiciels Medicaux	1,000	900	100.00%	30,567	20,493
Icomed	3,087	(88)	100.00%	189	0
Cegedim Srh	7,000	(3,512)	100.00%	12,446	8,396
Rnp	495	909	100.00%	2,430	0
Sofiloca	15	267	100.00%	15	0
Reportive Sa	8,002	(1,542)	100.00%	2,448	0
Cds	10,008	(12,240)	100.00%	12,518	12,399
Medexact	37	2,631	100.00%	655	0
Csd France	398	(10,982)	76.64%	1,797	560
Cegedim Activ	13,323	7,970	100.00%	30,000	0
Hospitalis	37	515	100.00%	37	0
Rosenwald	43	(446)	100.00%	1,484	1,484
Resip	159	1,428	100.00%	20,435	0
Alliadis	1,244	4,664	100.00%	44,224	0
Alliance Software	1,563	1,777	100.00%	8,962	0
Premium Cegedim	100	(1)	50.00%	50	0
Cegedim Healthcare Software	10	0	100.00%	10	0
Cegedim Assurances	0	0	100.00%	0	0
Cegedim Dynamic Framework	0	0	100.00%	0	0
Cegedim E-Business	0	0	100.00%	0	0
Cegedim It	0	0	100.00%	0	0
Cegedim Secteur 1	0	0	100.00%	0	0
Santestat	1	0	100.00%	1	0
Cegedim Onekey	0	0	100.00%	0	0
Cegedim Autriche Gmbh	130	147	100.00%	130	0
Cegedim Algerie	85	0	100.00%	85	0
Cegedim Belgique	269,075	21,557	99.97%	268,985	0
Croissance 2006 Belgique	1,378	6,666	100.00%	6,243	0
Cegedim Cz Tchéquie	29	915	100.00%	1,171	0
Cegedim Trends (Egypte)	14	755	70.00%	434	0
Cegedim Holding Gmbh	11,559	(3,087)	100.00%	12,600	7,533
Cegedim Hellas	358	765	99.99%	360	0
Cegedim Computer Technics (Hongrie)	90	(87)	100.00%	89	86
Cegedim World Int.Services Ltd	60,000	2,730	100.00%	60,000	0

	Book value of shares owned	Loans and advances granted not reimbursed		Revenue excl. tax [2]	Profit (loss) for the period [2]	Dividends received
Net value	Gross value	Provision	Provision for risks			
2,898				9,386	888	
50				27,803	(57)	1,591
1,218				24,652	2,690	620
847				256	217	134
1,849	2,450			3,428	20	
576				2,469	(316)	137
8				2,899	(47)	
10,219	20,000			112,210	2,681	2,583
10,074	2,500			19,831	800	3,032
189				12,398	(1,644)	417
4,050				26,466	362	
2,430	1,000			23,946	859	2,809
15				2,649	257	431
2,448				2,707	1,076	
119	18,600			9,137	717	
655				4,739	341	1,141
1,237	16,550			26,742	(1,913)	
30,000				76,474	6,209	14,245
37				2,435	541	
0	800	404		126	(104)	
20,435				5,725	1,412	1,647
44,224				50,764	3,472	
8,962				23,359	1,509	2,923
50				0	(1)	
10				0	0	
0				0	0	
0				0	0	
0				0	0	
0				0	0	
0				0	0	
1				0	0	
0				0	0	
130				1,969	(343)	
85	246			929	0	
268,985				8,005	24,249	
6,243				0	295	
1,171				4,519	581	660
434				2,010	430	91
5,067				1,099	(939)	750
360				6,130	766	740
3				432	(91)	
60,000				60	2,656	3,000

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Subsidiaries owned more than 50%	Share capital (1)	Shareholders' equity other than share capital (1)	% of control	Book value of shares owned - Gross value	Provision for depreciation on shares
Cegedim Italie	10,000	5,245	100.00%	10,025	0
Cegedim Roumania Srl	2	2,339	100.00%	1,031	0
Cegedim Llc (Russie)	200	2,999	99.99%	2,096	0
Cegedim Sk (Slovaquie)	12	393	100.00%	8	0
Cegedim Espagne	810	2,405	100.00%	1,656	0
Cegedim Tunisie	198	(237)	50.00%	1,419	1,292
Next Software (Tunisie)	187	(206)	94.51%	177	0
Cegedim Uk Ltd	5,172	24	100.00%	5,220	20
In Practice Systems (Angleterre)	19,845	4,578	100.00%	0	0
Thin (Angleterre)	2	(775)	100.00%	188	188
Cegedim Usa	298,464	11,126	100.00%	302,632	108,041
Cegedim Do Brasil	716	(6,589)	100.00%	716	716
TOTAL - SUBSIDIARIES HELD AT OVER 50%				**864,633**	**164,640**

(1) Capital and shareholders' equity of subsidiaries that are not in the euro zone are given at their exchange value in thousands of euros on the historical dates.
(2) Revenue and net earnings for subsidiaries that are not in the euro zone are given in thousands of euros at the annual average exchange rate for the 2012 fiscal year.

Subsidiaries owned at less than 50%	Share capital (1)	Shareholders' equity other than share capital (1)	% of control	Book value of shares owned - Gross value	Provision for depreciation on shares
EDIPHARM	15	228	20,00%	3	0
IGESTION	4,000	-6 015	0,00%	0	0
NETFECTIVE TECHNOLOGY	461	5 412	7,11%	899	482
NEX & COM	500	1 806	20,00%	13	0
CSD Belgium	62	-514	0,02%	0	0
CEGEDIM Portugal	560	3 856	8,93%	535	105
CEGEDIM AS TURKEY	485	1 368	26,41%	497	0
GERS MAGHREB (Tunisie)	547	105	6,42%	40	0
TOTAL - SUBSIDIARIES HELD AT LESS THAN 50%				**1 987**	**587**
TOTAL				**866 620**	**165 227**

(1) Capital and shareholders' equity of subsidiaries that are not in the euro zone are given at their exchange value in thousands of euros on the historical dates.
(2) Revenue and net earnings for subsidiaries that are not in the euro zone are given in thousands of euros at the annual average exchange rate for the 2012 fiscal year.

	Book value of shares owned		Loans and advances granted not reimbursed	Revenue excl. tax (2)	Profit (loss) for the period (2)	Dividends received
Net value	Gross value	Provision	Provision for risks			
10,025				17,015	1,198	1,500
1,031				5,853	712	
2,096				14,610	651	
8				1,132	298	500
1,656				14,595	666	500
128	102			207	(91)	
177				58	(17)	
5,200				16,846	1,382	
0				39,110	3,020	3,757
0			774	883	(22)	
194,591				0	(1)	
0	4,910	4,910	963	7,583	(974)	
699,992	**67,158**	**5,314**	**1,736**	**613,646**	**54,391**	**43,207**

Book value of shares owned - Net value		Loans and advances granted not reimbursed	Provision for risks	Revenue excl. tax (2)	Profit (loss) for the period (2)	Dividends received
	Gross value	Provision				
3	110			6 013	157	35
0				9 676	862	
416				6 853	1 474	16
13				3 858	127	
0				1 134	-181	
430				7 605	77	36
497				4 854	679	95
40	299			689	107	
1 400	**409**	**0**	**0**	**40 682**	**3 301**	**182**
701 393	**67 567**	**5 314**	**1 736**	**654 328**	**57 692**	**43 388**

20.2.2 NOTES TO THE STATUTORY FINANCIAL STATEMENTS AS AT DECEMBER 31, 2012 – CEGEDIM SA

DETAILED SUMMARY OF THE NOTES TO THE FINANCIAL STATEMENTS

NOTE 1 Characteristics of the 2012 fiscal year

Readjustment of bank covenants

On October 3, Cegedim obtained the consent of its banking partners under the credit facility to amend certain covenants. This consent signals the continued confidence of our banking partners in the Group.

Research and development capitalization

Cegedim and its subsidiaries software development costs (maily composed of payroll costs and external costs) were capitalized for 28 580 thousand euros. The conditions set forth by the General Chart of Accounts were satisfied.

Free share award

On September 19, 2012, the Board of Directors was authorized by the Extraordinary General Shareholders' Meeting of June 8, 2011, to award a maximum of 31,670 free shares to the Directors and employees of the Cegedim Group (see note 28)

Disposal of the Pharmapost entity

Cegedim sold its Pharmapost subsidiary, one of France leading printers of drug information sheets, to the Chesapeake group on April 30, 2012. Pharmapost contributed €5.9 million to Group consolidated revenues in 2011; its contribution to consolidated EBITDA was close to zero.

Under the terms of the agreement between the two parties, all other details regarding the transaction are confidential.

Tax adjustments

Between April 10, 2012 and February 2013, Cegedim accounts were controlled. This control conerned years 2008, 2009 and 2010. Tax adjustments were not significant.

Cegedim USA share depreciation

CRM and strategic data business plan adjustment led the Group to have a depreciation of goodwill affected to this sector in the consolidated accounts. The decrease of net consolidated asset recognized of Cegedim Inc led to a 108 million euros provision at December 31, 2012.

NOTE 2 Accounting rules and methods

The annual financial statements are prepared in accordance with French legal and regulatory provisions.

General accounting principles were applied in accordance with the principle of conservatism with the following basic assumptions:

- operational continuity;
- consistency of accounting methods from one fiscal year to another;
- independence of fiscal years.

The basic method used to value the items included in the financial statements is the historical costs method.

The main rules and methods used are as follows:

A) Other intangible assets

Cegedim SA's intangible assets mainly consist of development costs and acquired software.

RESEARCH AND DEVELOPMENT COSTS

Cegedim incurs costs in connection with project development operations.

Development costs for new projects are capitalized as long as the following criteria are fully satisfied (CRC Regulation No. 2004-06):

- the technical feasibility necessary to complete the intangible asset in order to use it or sell it;
- the intention to complete the intangible asset and to use or sell it;
- the ability to use or sell the intangible asset;
- the way in which the intangible asset will generate probable future economic benefits;
- the availability of appropriate resources (technical, financial, and other) to complete development and use or sell the intangible asset;
- the ability to reliably measure the costs related to the intangible asset during its development.

If one of these criteria is not satisfied, development costs are recorded as expenses for the fiscal year during which they were incurred.

Development costs include all expenses that can be directly related to the intangible asset and that are necessary to create it, produce it, and prepare it so that it operates in accordance with the use planned by the management.

Depreciation is calculated using the straight-line method starting with the initial use of the underlying asset and is calculated over its foreseeable useful life.

External projects are recognized first in an expense account called “Studies and research” and at the end of the year, restated as intangible assets in progress offset by an external capitalized production account.

Other projects are recognized in the corresponding expense accounts during the year. At the closing date, they are transferred to research and development costs and offset by a capitalized production account.

Cegedim SA has capitalized 139,060 thousand euros, including 28,580 thousand euros for the 2012 fiscal year in Research and Development. The capitalized amount of 28,580 thousand euros relates solely to software developed by Cegedim and its subsidiaries.

Economically, the two main projects involve the “CRM and strategic data” sector in a total amount of 83,946 thousand euros. These projects have an average depreciation period of 16 years. The other miscellaneous projects, concerning all of Cegedim SA’s activity sectors for a total of 55,115 thousand euros, depreciate over an average of five years.

ACQUIRED ASSETS

Acquired intangible assets are valued at their purchase cost and depreciated using the straight-line method over their economic lifespan.

B) Tangible assets

Acquired tangible assets are valued at their purchase cost and depreciated over their economic lifespan. The depreciable base used is the purchase cost. Lifespans are reviewed periodically and may be modified prospectively depending on the circumstances.

Cegedim SA’s tangible assets consist essentially of computer hardware and fixtures and facilities.

The depreciation periods and methods used are generally the following:

COMPUTER HARDWARE

- Microcomputers intended for office use: between three and four years; straight-line method.
- Server systems: between 5 and 15 years; straight-line method.

FIXTURES AND FACILITIES

Fixtures and facilities have a lifespan of 8 to 15 years (usually being 8 years). Fixtures and facilities are depreciated using the straight-line method.

C) Equity investments and other investments

Their gross value consists of the purchase cost, excluding ancillary acquisition expenses. Equity investments are subject to a provision for impairment, if necessary.

The purpose of the measurement of equity securities is to compare the amount of equity investments to the subsidiary’s net consolidated book value.

D) Treasury shares

Treasury shares held pursuant to an authorization granted by the General Meeting are valued at their purchase price and recorded as long-term investments or investment securities, depending on their type. A provision for impairment is included if the average price for the last month of the fiscal year is lower than the acquisition value. The provision is equal to this difference.

However, the existing treasury shares as at December 31, 2012 involve all of the treasury shares intended for the Cegedim Group’s managers and employees (see note 28), therefore they are recorded as investment securities and there is no cause to record an impairment.

E) Accounts receivable

Receivables are valued at their face value.

A provision for impairment is recognized if the inventory value, based on the probability of collection, is less than the recorded value. Thus, customers undergoing reassessment or judicial liquidation are routinely impaired at 100% and receivables outstanding for more than six months are monitored on a case-by-case basis and, if necessary, impaired in the amount of the estimated risk of non-collection.

Pursuant to a factoring contract signed on December 9, 2011, Cegedim SA assigned receivables representing 11,283 thousand euros in the year ended December 31, 2012. The receivables assigned to the Factor correspond mainly to the security deposit of 1,318 thousand euros, representing 10% of the receivables sold, and to the Eurofactor current account, the balance of which has been paid in full.

F) Retirement benefit obligations

Retirement obligations are recorded as a provision for expenses. Cegedim SA effectively applies the provisions of CNC recommendation No. 2003-R-01 of April 1, 2003, related to the rules for recording and measuring retirement obligations and similar benefits and therefore the preferred method.

Cegedim SA’s obligations are partially covered by funds paid to a financial agency; the amount of these dedicated investments is therefore deducted from the total obligation on the liabilities side of the balance sheet.

The Company’s actuarial liabilities are calculated using the projected credit unit method and on the basis of measurements that include assumptions concerning wage increases, inflation, life expectancy, employee turnover, and return on dedicated investments. Changes tied to periodic modifications of the actuarial assumptions listed above under financial and economic situations or to demographic conditions are recorded in the income statement.

G) Revenue recognition

Cegedim SA revenue consists primarily of services, and if necessary, any sales of software and hardware.

SERVICES

The main categories of services and the methods of revenue recognition are as follows:

- access to Cegedim databases is generally subject to subscription with periodic billing (monthly or annually); sales revenue is then recorded on a prorated basis according to elapsed time;
- standard and specific studies supplied by Cegedim are recorded upon delivery to clients;
- data processing performed for clients is recorded when the service is provided;
- support services (assistance, maintenance, etc.) are covered by a contract (generally annual) calculated on a lump sum basis in relation to the costs and resources committed by Cegedim to provide these services. Income from these contracts is recorded on a prorated basis over the duration of the contract and results in the recognition of deferred income.

SOFTWARE AND HARDWARE SALES

Sales issued from new software licences with unlimited or limited lenght are accounted (under the condition that the Group does not have any other obligations) when there exists an agreement with the client, if the delivery and acceptance are completed, if the amount of sales and costs related can be mesured properly, and if the economical advantages connected to the transaction will go back to the Group. If one of these standards is not completed, sales connected to software licence is postponed until all of these standards are completed.

H) Transactions in foreign currencies

Expenses and income in foreign currencies are recorded at their exchange value in euros on the date of the transaction.

Liabilities and receivables in foreign currencies appear in the balance sheet at their exchange value in euros at the end of the fiscal year. Differences resulting from the conversion of liabilities and receivables into foreign currencies at this last closing exchange rate are listed in the balance sheet as “unrealized conversion gains or losses”. Unrealized, unhedged exchange losses are covered by a provision for risks.

I) Loan issue costs

This represents the deferment of loan issue costs over the duration of the loans (i.e. five years for bank loans and five years for mandatory loans). The total amount for the past fiscal year was 1,654 thousand euros.

In 2012, covenants negociation costs amounted for 765 thousand euros and had been allocated over the duration of the loan in accordance with the loan’s terms of reimbursement (i.e. until 06/10/2016).

J) Statutory Auditors’ fees (Decree No. 2008-1487 dated December 30, 2008)

The information pertaining to the Statutory Auditors’ fees is listed in the Notes to Cegedim SA’s consolidated financial statements.

NOTE 3 Assets

In thousands of euros	12/31/2011	Reclassification peer-to-peer	ToA	Acquisitions/ Contributions	Disposals/ Withdrawals	12/31/2012
Establishment and development costs	11,841	(12,304)	-	7,616	-	7,153
Other intangible assets	120,089	32,496	-	1,810	906	153,489
Other intangible assets in progress	19,930	(20,192)	-	21,191	-	20,928
GROSS INTANGIBLE ASSETS	**151,859**	-	-	**30,617**	**906**	**181,570**
Buildings on un-owned land	-	-	-	-	-	-
General buildings & facilities	3,197	-	-	-	-	3,197
Technical facilities, tooling	29,015	-	-	1,190	2,241	27,964
Office and IT equipment and furniture	1,900	-	-	12	158	1,753
Tangible assets under construction	1,256	-	-	461	-	1,717
GROSS INTANGIBLE ASSETS	**35,368**	-	-	**1,662**	**2,398**	**34,631**
Other equity investments	872,071	-	-	247	5,552	866,766
Loans and other long-term investments	50,482	-	-	80,770	58,950	72,302
GROSS LONG-TERM INVESTMENTS	**922,553**	-	-	**81,017**	**64,502**	**939,068**
TOTAL GROSS ASSETS	**1,109,780**	-	-	**113,296**	**67,806**	**1,155,269**

(1) The increase in equity investment value :
- Creation of various subsidiaries : capital increase by incorporation into the current account.
The decrease in equity investment value :
- Pharmapost subsidiary: Disposal of the company as at 04/30/2012.
(2) The account "Loans, other long term investments" is made up of security deposits in the amount of 3,921 thousand euros, 67,567 thousand euros in loans to subsidiaries, and 814 thousand euros in loans for construction efforts.
The main loans granted to subsidiaries during the fiscal year were as follows : CDS for 19,947 thousand euros, CSD France for 19,050 thousand euros, Cegelease for 15,200 thousand euros and Cegedim Activ for 9,838 thousand euros.
The main loan reimbursements to subsidiaries obtained during the fiscal year were as follows : Cegelease for 5,200 thousand euros, CDS for 29,250 thousand euros and Cegedim Activ for 9,838 thousand euros.

The typical features of loans granted to subsidiaries are:

- an annual interest rate of 3.5% for loans to French subsidiaries;
- an annual interest rate of 4% for loans to foreign subsidiaries;
- varying duration;
- the lack of an automatic renewal clause and other specific clauses.

NOTE 4 Depreciation

In thousands of euros	12/31/2011	Allowances	Reversals	12/31/2012
Establishment and development costs	-	-	-	-
Other intangible assets	32,472	15,341	452	47,361
Other intangible assets in progress	-	-	-	-
AMORTIZATION OF INTANGIBLE ASSETS	**32,472**	15,341	452	47,361
Buildings on un-owned land	-	-	-	-
General buildings & facilities	798	266	-	1,065
Technical facilities, tooling	21,519	2,819	2,240	22,098
Office and computer equipment	1,754	44	158	1,640
AMORTIZATION OF TANGIBLE ASSETS	**24,071**	3,130	2,398	24,803
TOTAL DEPRECIATION	**56,543**	**18,471**	**2,849**	**72,164**

In thousands of euros	Straight-line	Declining balance	Accelerated allowances	Accelerated reversals
Establishment and development costs	-	-	-	-
Other intangible assets	15,341	-	-	-
Other intangible assets in progress	-	-	-	-
INTANGIBLE ASSETS	**15,341**	-	-	-
Buildings on un-owned land	-	-	-	-
General buildings & facilities	266	-	-	-
Technical facilities, tooling	2,819	-	888	500
Office and computer equipment	44	-	-	-
TANGIBLE ASSETS	**3,130**	-	**888**	**500**
TOTAL ALLOWANCES	**18,471**	-	**888**	**500**

NOTE 5 Provisions

In thousands of euros	12/31/2011	Allowances	Reversals		12/31/2012
			used	not used	
Accelerated depreciation	1,838	888	-	500	2,226
TOTAL REGULATED PROVISIONS	**1,838**	**888**	**-**	**500**	**2,226**
Provisions for litigation	-	60	-	-	60
Provision for exchange losses	1,076	29	-	1,076	29
Provisions for pensions and similar obligations	4,771	2,623	72	-	7,322
Provisions for shares allocated to employees	926	537	277	-	1,186
Other provisions for risks and expenses	435	-	16	4	415
Provisions for risks on equity investments	1,468	269	-	-	1,736
TOTAL PROVISIONS FOR RISKS AND EXPENSES	**8,675**	**3,517**	**365**	**1,080**	**10,748**
Equity investments	61,809	109,184	-	5,766	165,227
Other long-term investments	4,828	486	-	-	5,314
Provisions for impairment of accounts receivable	541	440	187	173	621
Other provisions for impairment	222	198	-	222	198
TOTAL PROVISIONS FOR IMPAIRMENT	**67,399**	**110,308**	**187**	**6,160**	**171,360**
TOTAL PROVISIONS	**77,913**	**114,713**	**552**	**7,740**	**184,333**
Operating depreciation and reversals		3,660	552	177	
Financial depreciation and reversals		110,165	-	7,063	
Non-recurring depreciation and reversals		888	-	500	

NOTE 6 Due dates for receivables and liabilities

In thousands of euros	Gross amount	At one year or less	At more than one year
Minority interest related receivables	146	146	-
Loans	68,381	-	68,381
Other long-term investments	3,921	1,318	2,604
Doubtful or litigious customer receivables	1,496	1,496	-
Other customer receivables	71,713	71,713	-
Employees and related obligations	456	456	-
Government: Corporate tax	6,910	6,910	-
Government: Value added tax	2,799	2,799	-
Government: Miscellaneous receivables	122	122	-
Group and associates	27,904	27,904	-
Miscellaneous debtors	356	356	-
Prepaid expenses	6,154	6,154	-
GRAND TOTAL	**190,358**	**119,374**	**70,984**
Loans granted during the fiscal year	79,267	-	-
Repayments received during the fiscal year	57,003	-	-

In thousands of euros	Gross amount	At one year or less	Between 1 and 5 years	At more than five years
Other bonds	280,000	-	280,000	-
Loans initially due in under 1 year maximum	99,329	99,329	-	-
Loans initially due in more than 1 year	178,329	48,329	130,000	-
Miscellaneous loans and financial liabilities	46,883	541	46,342	-
Accounts payable	45,085	45,085	-	-
Employees and related obligations	9,169	9,169	-	-
Social Security and other social agencies	4,823	4,823	-	-
Government: Value added tax	7,285	7,285	-	-
Government: Other income tax, and other related taxes	1,474	1,474	-	-
Group and associates	25,732	25,732	-	-
Other liabilities	18,625	18,625	-	-
Deferred income	845	845	-	-
TOTAL FINANCIAL LIABILITIES	**717,580**	**261,238**	**456,342**	**-**
Loans taken out during the fiscal year	8,860	-	-	-
Loans reimbursed during the fiscal year	39,037	-	-	-

NOTE 7 Retirement

	Through an insurance fund	Through a provision for expenses
Retirement obligation covered	1,566 thousand euros	7,322 thousand euros

When employees retire, they receive retirement compensation as defined in the collective bargaining agreement.

An actuarial valuation plan has been set up to fund the obligations tied to this compensation. The total obligation comes to 10,033,766 euros, including 1,566,269 euros paid to an insurance company.

The actuarial assumptions used are as follows:

Economic assumptions		Net interest rate: 2.7%
		Wage increases: 1.7% inflation included
Demographic assumptions	Mortality:	The mortality tables used are the Insee 2007-2009 tables.
	Mobility:	5.0% per year up to the age of 35
		3.0% up to the age of 45
		1.5% up to the age of 50 and 0% thereafter.
Retirement age		Retirement at age 65 for non-management personnel
Retirement age		Retirement at age 65 for management personnel

Collective bargaining agreement:

Cegedim comes under the national collective bargaining agreement for the Pharmaceutical Industry.

NOTE 8 Tax consolidation scope

Cegedim SA is the parent company and head of the Group.

The following companies elected to form a consolidated tax group with Cegedim SA:

- Alliadis, Alliance Software, Amix, CLM, CDS, Cegedim Activ, Cegedim Ingénierie, iGestion, Cegedim SRH, Cegelease, Cetip, Euroformat, GERS SAS, Hospitalis, Icomed, Incams, iSanté, MedExact, Cegedim Prestation Conseil Outsourcing, PG Informatique, Pharmastock, Resip, Reportive, RNP, RMI, Rosenwald, Sofiloca, Proval SA;
- tax expenses are borne by the consolidated companies as if there were no tax consolidation;
- the tax savings of unprofitable subsidiaries are recorded as an immediate gain in the parent company and amounted to 10,756 thousand euros in 2012 (4,726 thousand euros in 2011);
- the deficits of the companies included in the consolidated tax group scope flowed to the parent company;
- companies returning to profit generated an additional tax expense evaluated at 12,725 thousand euros for Cegedim SA in the year ended December 31, 2012 ;
- Cegedim SA's tax loss-loss carry-forwards amounted to 135,781 thousand euros as at December 31, 2012.

NOTE 9 Data coming under several balance sheet and income statement items

In thousands of euros	Consolidated companies	Equity Investments	Related companies
Fixed assets			
Equity Investments	865,708	912	-
Loans	67,567	-	-
Current assets			
Accounts receivable and associated accounts	35,291	-	5
Other receivables	27,912	-	-
Liabilities			
Financial liabilities	-	-	45,094
Trade payables and related accounts	30,417	-	2,867
Other liabilities	25,740	-	-
Investments			
Financial expenses	16,953	-	2,009
Financial income	19,789	-	-
Operations			
Management fees	-	-	2,560
Rent	-	-	2,664

NOTE 10 Advances paid to management

In accordance with article L. 225-43 of the French Code of Commerce, no advances or loans were granted to the Company's management.

NOTE 11 Breakdown of income receivable

In thousands of euros	12/31/2012
Clients – Invoices to be prepared	28,402
ACCOUNTS RECEIVABLE	**28,402**
Suppliers, accrued credits	321
Receivables from employees	260
Receivables from government	122
OTHER RECEIVABLES	**703**
TOTAL RECEIVABLES	**29,105**

NOTE 12 Breakdown of expenses to be paid

In thousands of euros	12/31/2012
Accrued interest payable on loans	8,329
Accrued interest payable on equity investments	58
BORROWINGS AND FINANCIAL LIABILITIES	**8,387**
Suppliers, accrued invoices	18,595
ACCOUNTS PAYABLE AND RELATED ACCOUNTS	**18,595**
Provision for paid holidays	6,101
Reduced work time provision	1,228
Provision CET holidays	134
Other personnel expenses payable	1,477
Government, expenses payable	735
Group – Consolidated tax	1,179
TAX AND SOCIAL LIABILITIES	**10,854**
Clients – Credits to be established	7,343
TOTAL	**45,179**

NOTE 13 Breakdown of deferred revenue and accrued expenses

In thousands of euros	12/31/2012
Rent	1,101
Software royalties	204
Maintenance of computer hardware	259
Maintenance software	1,535
Insurance	282
Fees	586
Others	566
Financial expenses	1,621
TOTAL ACCRUED EXPENSES	**6,154**
Service revenue	845
TOTAL DEFERRED INCOME	**845**

NOTE 14 Costs for the bond issue

Type	12/31/2011	Increase	Allowances	12/31/2012
Loan issue costs	6,748	765	1,654	5,859

Costs for the 2010 bond issue were spread over the entire term (five years) using the straight-line method.

In 2011, bond issue costs totaling 2,904 thousand euros, which allowed the issuance of a bond to refinance existing debt, were spread over the term of the bond in accordance with the loan's maturity (five years). The balance of the original issue costs of the bond used for the acquisition of the Dendrite group on May 9, 2007, in the amount of 2,979 thousand euros, were spread over the term of the new bond, i.e. five years.

In 2012, covenants negociation costs totaling 765 thousand euros were spread over the remaining term of the loan (i.e. until 06/10/2016).

NOTE 15 Share capital

Categories of shares	Number of shares					
	closing number of shares	created during the fiscal year	created by division of the par value	opening number of shares	closing par value	opening par value
Common Shares	13,997,173			13,997,173	0.9528	0.9528

Shareholders	No. of shares held	% held	No. of single votes	No. of double votes	No. of double votes	Total votes	% voting rights
				Shares	Votes		
FCB	7,361,044	52.59%	2,495,207	4,865,837	9,731,674	12,226,881	64.89%
FSI	2,102,061	15.02%	2,102,061	-	-	2,102,061	11.16%
Public (1)	4,505,688	32.19%	4,496,482	9,206	18,412	4,514,894	23.96%
Cegedim (2)	28,380	0.20%	-	-	-	-	-
TOTAL	**13,997,173**	**100.00%**	**9,093,750**	**4,875,043**	**9,750,086**	**18,843,836**	**100.00%**

(1) Including the holding of Alliance Healthcare France
(2) Including the liquidity contract.

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NOTE 16 Identity of Cegedim's parent company: FCB

A business corporation (SA) held primarily by Mr. Labrune, his family, and by certain members of the Board of Directors of Cegedim SA.

NOTE 17 Statement of changes in consolidated shareholders' equity

In thousands of euros	Capital	Premiums	Legal reserves	Regulated reserves	Other reserves	Retained earnings	Profit (loss) for the period	Total regulated provisions	Total
As at 12/31/2009[(1)]	**13,337**	**244,313**	**889**	**1,879**	**51,217**	**104**	**61,849**	**1,385**	**374,972**
Capital increase	-								-
Decrease in capital									-
2009 earnings			445		61,365	39	(61,849)		-
Dividends					(13,958)				(13,958)
Retained earnings									-
Restated reserves				(515)	515				-
Total regulated provisions								284	284
2010 earnings							20,762		20,762
As at 12/31/2010[(1)]	**13,337**	**244,313**	**1,334**	**1,363**	**99,139**	**143**	**20,762**	**1,669**	**382,060**
Capital increase									-
Decrease in capital									-
2010 earnings					20,717	44	(20,762)		-
Dividends					(13,953)				(13,953)
Retained earnings									-
Restated reserves				(223)	223				-
Total regulated provisions								169	169
2011 earnings							23,244		23,244
As at 12/31/2011[(1)]	**13,337**	**244,313**	**1,334**	**1,140**	**106,127**	**188**	**23,244**	**1,838**	**391,520**
Capital increase									-
Decrease in capital									-
2011 earnings					23,244		(23,244)		-
Dividends									-
Retained earnings									-
Restated reserves				(402)	402				-
Total regulated provisions								387	387
2012 earnings							(82,251)		(82,251)
As at 12/31/2012[(1)]	**13,337**	**244,313**	**1,334**	**738**	**129,774**	**188**	**(82,251)**	**2,226**	**309,656**

(1) Shareholders' equity before distribution.

It will be proposed at the Shareholder Meeting that entire result of the fiscal year be assigned to Other reserves.

NOTE 18 Breakdown of revenue

In thousands of euros	Revenue France	Revenue outside France	Total revenue as at 12/31/2012
Sales of goods	4	0	4
Production of goods	107	287	394
Production of services	125,290	58,400	183,690
TOTAL REVENUE	**125,400**	**58,687**	**184,087**

NOTE 19 Share of earnings on joint operations

In thousands of euros	Total earnings	Transferred earnings
EDIPHARM	157	31
TOTAL	**157**	**31**

NOTE 20 Non-recurring expenses and income

In thousands of euros	12/31/2012
Penalties, fiscal and criminal fines	-
Other exceptional expenses	-
Book value of intangible assets sold	-
Book value of tangible assets sold	1
Book value of long-term investments sold	5,366
Losses on share buybacks	-
Accelerated amortization and depreciation	888
TOTAL EXTERNAL EXPENSES	**6,254**
Gain on the disposal of intangible assets	-
Reversal of employee litigation provisions	-
Merger and liquidation gains	148
Gain on the disposal of tangible assets	4,705
Gain on the disposal of long term investments	-
Write-back of accelerated depreciation	500
TOTAL EXTERNAL EXPENSES	**5,353**

NOTE 21 Breakdown of corporate tax

In thousands of euros	Earnings before tax	Tax due	Net earnings after tax
Income from continuing operations	(90,528)	(371)	(90,156)
Corporate tax savings on deficits/consolidated companies	-	(10,756)	10,756
CT refunds consolidated companies	-	2,419	(2,419)
Neutralization of CT tax consolidation	-	(663)	663
Short term non-recurring earnings	(901)	-	(901)
Employee profit-sharing	(195)	-	(195)
Tax on transferred companies	-	-	-
Source withholding	-	-	-
ACCOUNTING EARNINGS	**(91,624)**	**(9,372)**	**(82,251)**

NOTE 22 Deferred and latent tax situation

Deferred taxation is as follows:

- Organic: 333 thousand euros;
- holding: 195 thousand euros;
- retirement provision: 2,623 thousand euros;
- provision for exchange losses: 29 thousand euros;
- non-deductible provisions: 446 thousand euros.

The corresponding deferred tax amounts to 1,249 thousand euros.

NOTE 23 Compensation of administrative and management bodies

Directors' fees paid to Board members came to 114 thousand euros in 2012 and are recorded as "Other expenses" in the income statement.

In thousands of euros	12/31/2012	12/31/2011
Short-term benefits (wages, bonuses, etc.)	248	334
Post-employment benefits	none	none
Severance pay	none	none
BENEFITS RECOGNIZED	**248**	**334**
Termination benefits	none	none
BENEFITS NOT RECOGNIZED	**NONE**	**NONE**

NOTE 24 Workforce

Employees	12/31/2012
Management	596
Non-management	442
Trainees	14
TOTAL EMPLOYEES	**1,052**

NOTE 25 Net financial debt

In thousands of euros	12/31/2012	12/31/2011
Long-term financial borrowing and liabilities (> 5 years)	-	-
Medium- and long-term financial borrowing and liabilities (> 1 year, < 5 years)	456,342	486,409
Short-term financial borrowing and liabilities (< 1 year)	48,870	48,980
Current bank loans	74,776	12,950
Total financial liabilities (1)	579,988	548,339
Total positive cash flow (2)	5,497	4,255
NET FINANCIAL DEBT	**574,491**	**544,084**
Operating cash flow	44,807	38,871

(1) As of 2010, cash pooling is recorded under "Other debts."
(2) Including 2,293 thousand euros for Investment Securities and shares amounting to 738 thousand euros allocated to employees.

Financing was implemented on May 9, 2007 to purchase Dendrite and to reconsolidate the existing debt. Part of this was refinanced on July 27, 2010 through a five-year bond issue in the amount of 300,000 thousand euros and the balance on June 10, 2011 through the implementation of a five-year bank loan made up of an amortizing term loan in the amount of 200,000 thousand euros and a revolver credit in the amount of 80 million euros.

Following the amortization of 40 million euros of the term loan on December 31, 2012 and the dynamic management of the bond debt, financing as at 12/31/2012, was as follows:

Terms for main loans	Residual value
Year 2016	**30,000**
In the form of revolver credit facilities renewable every month at a variable rate (amount used out of a total available line of 80,000 thousand euros).	
Year 2015	**280,000**
In the form of a bond maturing on 07/27/2015, at a fixed rate of 7% payable twice yearly.	
Year 2016	
200,000 thousand euro loan	140,000
As an amortizable loan with a variable rate.	
The euro debt's exposure to variations in the euro rate is partially hedged by euro interest rate hedges.	
As at December 31, 2012, the debt hedged against variations in euro rates was composed of three no-premium, one-month, pre-set, Euribor-receiver swaps, with a fixed-rate payer, as follows: - 4.565% rate on a hedged notional value of 35,199 thousand euros; - 4.57% rate on a hedged notional value of 35,199 thousand euros; - 4.58% rate on a hedged notional value of 35,199 thousand euros;	
The total hedged notional value was 105,597 thousand euros as at 12/31/2012.	

NOTE 26 Off-balance-sheet commitments

Guarantees given by Cegedim to its subsidiaries

CEGEDIM USA INC. SUBSIDIARY

Security in favor of Bank of America in the amount of 3.5 million dollars (Board of Directors authorization dated December 27, 2007) reduced to 2.25 million dollars on May 1, 2010.

INCAMS SUBSIDIARY

Security in favor of VSS in the amount of 2,465 thousand euros to pay the purchase price of 246,500 capital shares of iGestion. In addition, Cegedim is guarantor for the on-demand guarantee on the payment of the sums for which Incams is responsible, which is itself the guarantor for its subsidiary iGestion, for the repayment of the loan granted by Incams, AXA Assurances Vie Mutuelle and Mutuelle Mieux Être (co-owner of VSS).

ALL SUBSIDIARIES

One-year authorization for all subsidiaries to grant securities, endorsements and other guarantees in a total amount of 5 million euros provided no single commitment exceeds 2 million euros (authorized by the Board of Directors on April 2, 2012).

Subsidiary shares pledged

Releases of pledges relating to the former bank loan were signed on June 10, 2011.

NOTE 27 Treasury shares

In 2012, the Company did not acquire or dispose of treasury shares except for the shares bought as part of the free share award plan.

NOTE 28 Allocation of free shares

The Board of Directors meetings of June 29, 2011 and September 19, 2012 were authorized by the Extraordinary Shareholders' Meeting of June 8, 2011 to award a total number of free shares not exceeding 10% of the total number of shares comprising the share capital to the Directors and employees of the Cegedim Group.

Following a resolution of the Extraordinary Shareholders' Meeting of February 22, 2008, the Board of Directors, in their meetings of March 21, 2008, November 5, 2009 and June 8, 2010, were authorized to award a total number of free shares, which were not to exceed 10% of the total number of shares making up the capital, to the Directors and employees of the Cegedim Group. The main features are as follows:

- the free shares awarded will grant the right to dividends. Their distribution will be determined as of the award date.

  The plan dated March 21, 2008 authorized a maximum allocation of 43,410 free shares.

  The plan dated November 5, 2009 authorized a maximum allocation of 28,750 free shares.

  The plan dated June 8, 2010 authorized a maximum allocation of 32,540 free shares.

  The plan dated June 29, 2011 authorized a maximum allocation of 41,640 free shares.

  The plan dated September 19, 2012 authorized a maximum allocation of 31,670 free shares.
- the allocation of these shares to the beneficiaries will become final at the end of a lock-in period of two years for beneficiaries whose residence for tax purposes is in France as of the award date, and four years for beneficiaries whose residence for tax purposes is not in France as of the award date;
- the shares will be permanently awarded to their beneficiaries on a single condition: no resignation, dismissal or redundancy;
- starting from the final award date, beneficiaries whose residence for tax purposes is in France as of the award date must keep their shares for a term of two years starting from the final award date.

On the closing date, December 31, 2012, Cegedim SA recorded a provision of 1,186 thousand euros in its financial statements.

NOTE 29 Information relating to employee training entitlements

The volume of training hours accumulated by employees corresponding to rights acquired was 84,056 as at December 31, 2012.

NOTE 30 Non-deductible expenses

Pursuant to the provisions of Articles 223 quater and 223 quinquies of the French General Tax Code, it is to be noted that the financial statements for the year ended include an amount of 212,757 euros that corresponds to non-deductible expenses.

Consequently, the tax borne in relation to such expenses amounts to 76,805 euros.

20.2.3 EARNINGS FOR THE LAST FIVE FISCAL YEARS – CEGEDIM SA

Reporting date	12/31/2012	12/31/2011	12/31/2010	12/31/2009	12/31/2008
Length of the fiscal year *(months)*	12	12	12	12	12
Capital at end of fiscal year					
Share Capital	13,336,506.43	13,336,506.43	13,336,506.43	13,336,506.43	8,891,004.63
Number of shares					
■ common	13,997,173	13,997,173	13,997,173	13,997,173	9,331,449
■ with a preferred dividend	-	-	-	-	-
Maximum number of shares to be created					
■ through bond conversions	-	-	-	-	-
■ through subscription rights	-	-	-	-	-
Operations and earnings					
Revenue excluding taxes	184,087,376.60	177,283,816.69	170,162,287.47	155,886,601.54	146,163,676.17
Earnings before taxes, profit sharing, depreciation and provisions	35,116,400.27	34,317,932.87	30,639,150.26	57,003,642.07	(16,925,104.78)
Income taxes	(9,372,459.00)	(4,165,196.80)	(5,208,993.00)	(9,130,423.50)	(11,300,284.17)
Employee profit sharing	195,157.94	451,210.94	287,614.98	315,857.59	660,299.39
Depreciation and provisions	126,545,120.00	14,787,823.01	14,798,565.72	3,969,547.67	16,413,422.34
Net earnings	(82,251,418.67)	23,244,095.72	20,761,962.56	61,848,660.31	(22,698,542.34)
Distributed earnings	-	-	13,997,173.00	13,997,173.00	-
Earnings per share					
Earnings after tax, profit sharing, and before allowances, depreciation, and provisions	3.16	2.72	2.54	4.70	(0.67)
Earnings after tax, profit sharing, allowances, depreciation, and provisions	(5.88)	1.66	1.48	4.42	(2.43)
Dividend allotted	-	-	1.00	1.00	-
Employees					
Average number of employees	1,052	1,077	1,036	1,005	989
Payroll	51,755,987.40	51,518,673.47	49,314,463.90	46,540,429.98	45,136,048.62
Sums paid for employee benefits (social security, welfare institutions, etc.)	25,226,188.66	24,061,561.93	22,751,129.19	21,845,703.21	20,209,331.56

20.2.4 INVENTORY OF SECURITIES AS AT DECEMBER 31, 2012

Companies	Number of shares or units	% owned	Net asset value
I – Equity investments			
1. French companies			
Amix	500	100.00 %	7,622
Alliadis	8,161	100.00 %	44,224,377
Alliance Software	102,500	100.00 %	8,962,245
CDS	500	100.00 %	119,291
Cegedim Activ	873,900	100.00 %	30,000,000
Cegedim Assurances	10	100.00 %	100
Cegedim Dynamic Framework	10	100.00 %	100
Cegedim e-business	10	100.00 %	100
Cegedim Healthcare Software	100	100.00 %	10,000
Cegedim IT	10	100.00 %	100
Cegedim Logiciel Médicaux	1,000	100.00%	10,073,973
Cegedim OneKey	10	100.00%	100
Cegedim Prestation Conseil Outsourcing	25,000	100.00%	2,897,537
Cegedim secteur 1	10	100.00%	100
Cegedim SRH	9,776,597	100.00%	4,050,228
Cegelease	6,450	100.00%	10,219,374
Cetip	39,342	99.74%	1,218,303
CSD	2,178	76.64%	1,236,729
Edipharm	200	20.00%	3,049
GERS SAS	50	100.00%	50,000
Hospitalis	1,000	100.00%	37,000
Icomed	2,500	100.00%	188,656
Incams	2,500	100.00%	1,849,043
iGestion	1	0.00%	1
MedExact	6,549	100.00%	654,900
Pharmastock	5,000	100.00%	576,225
Reportive SA	80,019,361	100.00%	2,448,150
Resip	1,600	100.00%	20,434,710
RNP	26,000	100.00%	2,429,694
Rosenwald	1,258	100.00%	0
SAS Premium Cegedim	50,000	50.00%	50,000
Santestat	100	100.00%	1,000
Sofiloca	1,000	100.00%	15,245
SCI 2000	159	68.83%	846,739
Netfective Technology	130,875	7.11%	416,486
NEX & COM	240	20.00%	13,332
2. Foreign companies			
Cegedim USA	10,000	100.00%	194,591,057
Cegedim do Brazil	1,736,825	100.00%	0
Cegedim Holding GmbH	500	100.00%	5,067,084
Cegedim GmbH (Austria)	13,000	100.00%	130,000

Companies	Number of shares or units	% owned	Net asset value
Cegedim UK Limited	4,150,000	100.00%	5,200,054
InPractice Systems (England)	14,000,000	100.00%	1
THIN (England)	100	100.00%	0
Cegedim World Int.Services Ltd	6,000	100.00%	60,000,000
Cegedim Computer Technics (Hungary)	100	100.00%	3,195
Cegedim Turkey	23,355	26.41%	496,911
Cegedim Hellas	11,933	99.99%	360,244
Cegedim Romania SRL	444	100.00%	1,030,533
Cegedim SK SRO (Slovakia)	100	100.00%	8,125
Croissance 2006 (Belgium)	13,781	100.00%	6,242,793
Cegedim Belgium	2,999	99.97%	268,985,409
CSD Belgium (formerly: BKL Pharma Consulting)	1	0.02%	10
GERS Maghreb (Tunisia)	630	6.42%	40,492
Cegedim Tunisia	500	50.00%	127,758
Cegedim Algeria	1,000	100.00%	85,000
Cegedim CZ (Czech Republic)	1,000	100.00%	1,170,796
Cegedim Italy	9,999,882	100.00%	10,024,736
Cegedim Trends (Egypt)	28	70.00%	434,351
Cegedim Spain	900,000	100.00%	1,656,337
Cegedim Portugal	5,000	8.93%	430,035
Next Software (Tunisia)	34,424	94.51%	177,033
Cegedim LLC (Russia)	100	99.99%	2,096,222
TOTAL EQUITY INVESTMENTS, NET VALUE (I)			**701,392,686**
II – Other long-term securities			
1. French companies			
Listed securities			None
2. Foreign companies			**None**
III – Marketable securities			
Shares allocated to employees			737,694
Chevreux cash assets			500,000
CFM savings			1,792,503
GRAND TOTAL (I + II + III)			**704,422,883**

20.3 STATUTORY AUDITORS' REPORTS

20.3.1 STATUTORY AUDITORS' REPORT ON THE ANNUAL FINANCIAL STATEMENTS

To the Shareholders,

In our capacity as Statutory Auditors, we hereby report to you, for the fiscal year ended December 31, 2012, on:

- The audit of the accompanying annual financial statements of CEGEDIM.
- The justification of our assessments,
- The specific verifications and information required by French law.

These annual 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 annual 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 annual 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 annual financial statements. An audit also includes assessing the accounting principles used, the significant estimates made by management, and 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 financial statements give a true and fair view of the company's financial position and its assets and liabilities as of December 31, 2012 and of the results of its operations for the year then ended in accordance with the accounting rules and principles applicable in France.

Without modifying the opinion expressed above, we draw your attention to note 1 "Characteristics of the 2012 fiscal year – paragraph Cegedim USA shares depreciation" and note 2 "Accounting rules and methods – paragraph C) Equity investments and other investments" to the annual financial statements setting out the elements that led CEGEDIM to record an impairment charge on Cegedim USA shares.

II - Justification of assessments

In accordance with the requirements of article L. 823-9 of the French Code of Commerce, relating to justification of our assessments we bring to your attention the following matters:

CAPITALIZATION OF DEVELOPMENT COSTS

In the context of our assessment of the accounting policies applied by your company, we reviewed the conditions for capitalization of development costs, the amortization method used and the manner in which their recoverable amount was validated and we ensured that note 2 "Accounting policies – paragraph Intangible assets" to the annual financial statements provided appropriate disclosures.

VALUATION OF INVESTMENTS

As mentioned in the first section of this report, note 2 "Accounting rules and methods – paragraph C) Equity investments and other investments" to the annual financial statements sets out how equity investments are assessed. The objective of this method is to compare the amount of equity investments to the subsidiary's net consolidated book value. We carried out specific assessments of the items taken into consideration in making the estimates at the balance sheet date and, as necessary, verified the calculation of the provisions for impairment.

In the context of our assessments, we verified the reasonableness of these estimates and that the disclosures provided in the notes to the annual financial statements were appropriate.

RETIREMENT BENEFIT OBLIGATIONS

Note 2 “Accounting rules and methods – paragraph F) Retirement benefit obligations” to the annual financial statements describes the valuation methods used for retirement commitments. These commitments were assessed by external actuaries. Our work involved reviewing the figures used, assessing the assumptions retained and verifying that note 7 to the annual financial statements provided appropriate disclosures.

In the context of our assessments, we verified the reasonableness of these estimates.

The assessments were thus made in the context of the performance of our audit of the annual 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 verifications and information

We have also performed the specific verifications required by French law.

We have no matters to report regarding the fair presentation and the conformity with the annual financial statements of the information given in the Corporate Management Report of the Board of Directors and in the documents addressed to the shareholders with respect to the financial position and the annual financial statements.

Regarding the information provided in accordance with the requirements of article L. 225-102-1 of the Code of Commerce relating to the compensation and benefits paid to the corporate officers and the commitments granted to them, we verified the conformity with the financial statements, or with the data used to prepare the financial statements; and, when applicable, with the information collected by the Company from companies which control your Company or are controlled by your Company. On the basis of the audit we performed, we attest that this information is true and fair.

In accordance with French law, we have ensured that the required information concerning the purchase of investments and controlling and reciprocal interests and the names of the principal shareholders has been provided to you in the management report.

Paris and Courbevoie, March 5, 2013

The Statutory Auditors

Grant Thornton **Membre Français De Grant Thornton International**	**Mazars**
Solange Aïache	Jérôme de Pastors

20.3.2 STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

To the Shareholders,

In our capacity as Statutory Auditors, we hereby report to you, for the year ended December 31, 2012, on:

- the audit of the accompanying consolidated financial statements of CEGEDIM,
- the justification of our assessments,
- the specific verification required by law.

The 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 auditing 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, the significant estimates made by management, and 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 of entities in accordance with IFRS as adopted by the European Union.

Without modifying the conclusion expressed above, we draw your attention to note 7 "Goodwill on acquisition" to the consolidated financial statements setting out the circumstances under which the impairment of goodwill in the CRM and strategic data sector was recognized as at June 30, 2012.

II - Justification of assessments

In accordance with the requirements of article L. 823-9 of the French Code of Commerce, relating to justification of our assessments we bring to your attention the following matters:

CAPITALIZATION OF DEVELOPMENT COSTS

In the context of our assessment of the accounting policies applied by your company, we reviewed the conditions for capitalization of development costs, the amortization method used and the manner in which their recoverable amount was validated and we ensured that the "Accounting policies – Intangible assets and impairment of Assets" paragraphs of the financial statements provided appropriate disclosures.

IMPAIRMENT TESTS ON GOODWILL

As mentioned in the first section of this report, note 7 to the consolidated financial statements sets out the circumstances under which impairment of goodwill in the CRM and strategic data sector was recognized as at June 30, 2012.

At each balance sheet date, the company systematically performs impairment tests of goodwill and assets with indefinite useful lives and it also seeks to ascertain whether there are any indications of impairment to long-term assets, in accordance with the methodology described in the "Accounting policies – impairment of Assets" paragraph of the financial statements. We reviewed the manner in which this impairment test was implemented and the cash flow projections and assumptions used and verified that the "Accounting policies – impairment of Assets" paragraph as well as note 7 to the financial statements provided appropriate disclosures.

RETIREMENT BENEFIT OBLIGATIONS

The “Accounting policies – Retirement benefits” paragraph describes the valuation methods used for retirement commitments. Our work involved reviewing the figures used, assessing the assumptions retained and verifying that note 13 to the financial statements provided appropriate disclosures.

In the context of our assessments, we verified that these estimates were reasonable and that the disclosures provided in the notes to the consolidated financial statements were appropriate.

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

We have also performed the specific verification required by French law relatives au groupe données dans le rapport de gestion.

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

Paris and Courbevoie, March 5, 2013

The Statutory Auditors

Grant Thornton **Membre Français De Grant Thornton International**	**Mazars**
Solange Aïache	Jérôme de Pastors

20.3.3 AUDITORS' SPECIAL REPORT ON THE REGULATED AGREEMENTS

Cegedim
General Meeting called to approve the financial statements for the fiscal year ended December 31, 2012

To the Shareholders,

In our capacity as Statutory Auditors of your Company, we hereby report to you on regulated agreements and commitments with related parties.

The terms of our engagement do not require us to identify such agreements or commitments, if any, but to inform you, based on information provided to us, of the principal terms and conditions of those agreements and commitments brought to our attention, without expressing an opinion on their usefulness or appropriateness. It is your responsibility, pursuant to Article R. 225-31 of the French Code of Commerce, to assess the interest involved in respect of the conclusion of these agreements and commitments for the purpose of approving them.

We are also required, as necessary, to communicate to you information required by article R. 225-31 of the French Code of Commerce relating to the application of agreements and commitments entered into prior to the past fiscal year, as approved by the General Meeting.

We carried out the tests that we deemed necessary pursuant to the professional doctrine of the French Institute of Statutory Auditors (Compagnie nationale des commissaires aux comptes) regarding this assignment. These standards require that we agree the information provided to us with the underlying documents.

1. Agreements and commitments submitted to the General Meeting for approval

We hereby inform you that we were not advised of any agreement or commitment authorized during the past fiscal year to be submitted to the General Meeting for approval pursuant to the provisions of article 225-38 of the French Code of Commerce.

2. Agreements and commitments already approved by the General Meeting the performance of which continued in the past fiscal year

In accordance with article L. 225-30 of the French Code of Commerce, we have been informed that the performance of the following agreements and commitments already approved by the General Meeting continued in the past fiscal year.

2.1 With SCI MAG

Nature and purpose: Leasing of premises at 110-112 rue d'Aguesseau, Boulogne-Billancourt

Terms: Rent paid in 2012 (excluding expenses): 29,508 euros

2.2 With FCB

2.2.1 Premises and parking spaces at 131-137 rue d'Aguesseau

Nature and purpose: Leasing of premises and parking spaces at 131-137 rue d'Aguesseau, Boulogne-Billancourt

Terms: Rent paid in 2012 (excluding expenses): 1,909,509 euros

2.2.2 Premises and parking spaces at 104-106 rue d'Aguesseau

Nature and purpose: Leasing of premises and parking spaces at 104-106 rue d'Aguesseau, Boulogne-Billancourt

Terms: Rent paid in 2012 (excluding expenses): 5,671 euros

2.2.3 Premises and parking spaces at 17 rue de l'Ancienne Mairie

Nature and purpose: Leasing of premises and parking spaces at 17 rue de l'Ancienne Mairie, Boulogne-Billancourt.

Terms: Rent paid in 2012 (excluding expenses): 314,649 euros

2.2.4 Premises and parking spaces at 15 rue de l'Ancienne Mairie

Nature and purpose: Leasing of premises and parking spaces at 15 rue de l'Ancienne Mairie, Boulogne-Billancourt.

Terms: Rent paid in 2012 (excluding expenses): 38,057 euros

2.2.5 Premises and parking spaces at 8 impasse Latécoère

Nature and purpose: Leasing of premises and parking spaces at 8 impasse Latécoère, Vélizy-Villacoublay.

Terms: Rent paid in 2012 (excluding expenses): 301,329 euros

2.2.6 Service contracts

Nature and purpose: Contract for strategic consulting, human resources, marketing, finance, budget, and internal information system services.

Terms: Services paid for in 2012: 2,560,320 euros

2.3 With Ms Aude Labrune-Marysse and Mr Laurent Labrune

Nature and purpose: Temporary assignment to Cegedim of the usufruct of shares in the SCI at 114 rue d'Aguesseau Bureau, under the following conditions, subject to the approval of Cegedim as a new partner:

- 198 stripped shares belonging in equal parts to Ms Aude Labrune-Marysse and Mr Laurent Labrune,
- Term of the assignment of the usufruct: 18 years beginning October 9, 2006, until October 8, 2024

2.4 With SCI at 114 rue d'Aguesseau Bureau

Nature and purpose: The SCI at 114 rue d'Aguesseau Bureau and your Company were appointed on December 23, 2008, to complete the building work relative to the construction of the office building located at 114-116 bis rue d'Aguesseau in Boulogne-Billancourt (Hauts de Seine), which is the subject of a lease for future completion signed between the two parties, authorized by the Board of Directors meeting on February 14, 2007.

As a modification to the above lease for future completion, the SCI at 114 rue d'Aguesseau Bureau has granted your Company a commercial lease for the office building situated at 114-116 bis rue d'Aguesseau, Boulogne-Billancourt (Hauts de Seine) for a duration of twelve years, from January 1, 2009 to December 31, 2020, with waiver of the option to end the lease at the end of each three-year period.

Terms: Rent paid in 2012 (excluding expenses): 873,924 euros

2.5 With SCI BUR

Nature and purpose: Leasing of premises at 112 rue d'Aguesseau, Boulogne-Billancourt

Terms: Rent paid in 2012 (excluding expenses): 84,382 euros

2.6 With Gers SAS

Nature and purpose: Cegedim is engaged jointly with its subsidiary GERS SAS to guarantee, to an unlimited amount, the payment of all sums of an indemnifying nature (such as penalties, indemnities, interest on late payments, etc) claimed from GIE GERS by Datapharm with respect to contractual obligations and/or any indemnification arising from the provision of data provided by Datapharm from GIE GERS for the benefit of the future GERS SAS.

Paris and Courbevoie, March 05, 2013

The Statutory Auditors

Grant Thornton
Membre Français De Grant Thornton International

Solange Aïache

Mazars

Jérôme de Pastors

20.3.4 AUDITORS' REPORT ON THE CAPITAL INCREASE RESERVED FOR EMPLOYEES WITH CANCELLATION OF PREFERENTIAL SUBSCRIPTION RIGHTS

Cegedim
Extraordinary General Meeting of June 6, 2013 (13th resolution)

To the Shareholders,

In our capacity as auditors of your company, and in performance of the assignment provided for by articles L. 225-135 et seq. of the Code of Commerce, we present you with our report on the proposed capital increase reserved for employees with cancellation of preferential subscription rights for a nominal amount not exceeding 3% of equity, an operation which you are requested to vote on.

This capital increase is subject to your approval pursuant to the provisions of article L. 225-129-6 of the French Code of Commerce and articles L. 3332-18 to L. 3332-24 of the French Labor Code.

Your Board of Directors proposes that, on the basis of its report, you authorize it, for a maximum period of 26 months, to set the terms and conditions of this operation and proposes canceling your preferential subscription right to the shares to be issued.

It is the responsibility of the Board of Directors to prepare a report in accordance with articles R. 225-113 and R. 225-114 of the French Code of Commerce. We are responsible for providing our opinion on the reliability of the figures drawn from the accounts, the proposed cancellation of the preemptive subscription right, and certain other information regarding the issuance given in this report.

We carried out the tests that we deemed necessary pursuant to the professional doctrine of the French Institute of Statutory Auditors (Compagnie nationale des commissaires aux comptes) regarding this assignment. These tests consisted of verifying the content of the Board of Directors' report regarding this operation and its terms and conditions for setting the issue price of equity shares to be issued.

The Board of Director's report requires from us the following observation:

The methods for determining the issue price have not given in this report.

In addition, as the definitive conditions on the capital increase have not been determined, we cannot provide an opinion on these conditions or, consequently, on the cancellation of the preemptive subscription right proposed to you.

Pursuant to article R. 225-116 of the French Code of Commerce, we will prepare an additional report when your Board of Directors carries out the capital increase.

Paris and Courbevoie, March 5, 2013

The Statutory Auditors

Grant Thornton Membre Français De Grant Thornton International	Mazars
Solange Aïache	Jérôme de Pastors

20.3.5 SPECIAL REPORT ON THE ALLOTMENT OF FREE SHARES, EXISTING OR NEWLY ISSUED, TO SALARIED EMPLOYEES AND/OR CORPORATE OFFICERS.

Cegedim
Extraordinary General Meeting of June 6, 2013 (7th resolution)

To the Shareholders,

In our capacity as auditors of your company and in the execution of our assignment, as provided for by article L. 225-197-1 of the French Code of Commerce, we have drawn up this report on the allotment of free shares, either existing or newly issued, to the salaried personnel and/or corporate officers of the company and companies affiliated to it as defined by Article L. 225-197-2 of the French Code of Commerce, an operation which you are requested to vote on.

Your Board of Directors proposes, based on its report, that you authorize it to grant free shares, existing or newly-issued for a period of eighteen months.

The Board must draw up a report on the transactions it wishes to conduct. We must provide you, where necessary, with our observations on the information you are given with regard to planned transactions.

We carried out the tests that we deemed necessary pursuant to the professional doctrine of the French Institute of Statutory Auditors (Compagnie nationale des commissaires aux comptes) regarding this assignment. This due diligence involved, notably, ensuring that the new arrangements foreseen and presented in the report of the Board of Directors adhere to the terms stipulated by law.

We have no observations regarding the information presented in the Board of Directors' report on the free share allotment plan.

Paris and Courbevoie, March 5, 2013

The Statutory Auditors

Grant Thornton Membre Français De Grant Thornton International	Mazars
Solange Aïache	Jérôme de Pastors

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20.3.6 AUDITORS' REPORT ON THE ISSUANCE OF SHARES AND SECURITIES WITH OR WITHOUT PREEMPTIVE SUBSCRIPTION RIGHTS

Extraordinary General Meeting of June 6, 2013 (11th and 12th resolutions)

To the Shareholders,

In our capacity as Auditors of your company and in accordance with article L.225-135 of the French Code of Commerce, we would like to present our report on the proposal to authorize the Board of Directors to decide on a capital increase through the issuance of shares with preferential subscription rights, for a maximum nominal amount of €5,000,000 (11th resolution), or without preferential subscription rights for a maximum nominal amount of €2,600,000 (12th resolution) on which you are called to vote.

Based on its report, your Board of Directors proposes that it be delegated, with the option of sub-delegation, the competence for a period of 26 months (18 months if without preemptive subscription rights according to the 12th resolution) to decide on the issuance of shares setting, where applicable, the definitive terms and conditions for these issuances and to cancel your preferential subscription rights to equity securities to be issued.

It is the responsibility of the Board of Directors to prepare a report in accordance with articles R. 225-113 and R. 225-114 of the French Code of Commerce. We are responsible for providing our opinion on the reliability of the figures drawn from the accounts, the proposed cancellation of the preemptive subscription right, and certain other information regarding the issuance given in this report.

We performed the procedures that we considered necessary in accordance with the professional standards of the French Institute of Statutory Auditors (Compagnie Nationale des Commissaires aux Comptes) applicable to this task. These tests consisted of verifying the content of the Board of Directors' report regarding this operation and its terms and conditions for setting the issue price of equity shares to be issued.

The Board of Director's report requires from us the following observation:

The methods for determining the issue price have not given in this report.

In addition, as the definitive conditions on the capital increase have not been determined, we cannot provide an opinion on these conditions or, consequently, on the cancellation of the preemptive subscription right proposed to you.

In accordance with article R. 225-116 of the French Code of Commerce, we will prepare an additional report, where applicable, when this authorization is used by your Board of Directors.

Paris and Courbevoie, March 5, 2013

The Statutory Auditors

Grant Thornton Membre Français De Grant Thornton International	Mazars
Solange Aïache	Jérôme de Pastors

20.3.7 AUDITORS' REPORT PURSUANT TO THE PROVISIONS OF ARTICLE L. 225-235 OF THE CODE OF COMMERCE, ON THE REPORT PREPARED BY THE CHAIRMAN OF THE BOARD OF DIRECTORS OF CEGEDIM ON THE INTERNAL CONTROL PROCEDURES RELATING TO THE PREPARATION AND HANDLING OF ACCOUNTING AND FINANCIAL INFORMATION

To the Shareholders,

As Auditors of Cegedim and pursuant to the provisions of article L. 225-235 of the Code of Commerce, we present to you our report on the report prepared by the Chairman of your Board of Directors in accordance with the provisions of article L. 225-37 of the French Code of Commerce for the fiscal year ended 12/31/2012.

It is the Chairman's responsibility to prepare and submit for approval from the Board of Directors a report on the internal Control and risk management procedures put into place within the company, also providing the other information required by article L. 225-37 of the French Code of Commerce, particularly with regard to the legislation on corporate governance.

It is our responsibility to:

- Inform you of any comments that we may have concerning the information contained in the Chairman's report concerning the internal Control and risk management procedures related to developing and handling accounting and financial information, and
- Certify that the report includes the other information required by article L. 225-37 of the French Code of Commerce, with the understanding that it is not our responsibility to verify the reliability of this other information.

We performed our work in accordance with professional standards applicable in France.

Information regarding the internal Control and risk management procedures related to developing and handling accounting and financial information

Professional standards of practice require us to take all appropriate measures to assess the reliability of information on internal Control and risk management procedures related to developing and handling accounting and financial information contained in the Chairman's report.

In particular, these measures involve:

- Examining the internal Control and risk management procedures related to developing and handling the accounting and financial information underlying the information presented in the Chairman's report as well as the existing documentation;
- Examining the work done to prepare this information and the existing documentation;
- Determining whether any major deficiencies in the internal controls related to developing and handling accounting and financial information that we noted during the course of our audit are appropriately disclosed in the Chairman's report.

Based on this work, we have no comments to make about information pertaining to the Company's internal Control and risk management procedures related to developing and handling the accounting and financial information contained in the report by the Chairman of the Board of Directors prepared pursuant to the provisions of article L. 225-37 of the French Code of Commerce.

Other information

We certify that the report by the Chairman of the Board of Directors includes the other information required in article L. 225-37 of the French Code of Commerce.

Paris and Courbevoie, March 5, 2013

The Statutory Auditors

Grant Thornton Membre Français De Grant Thornton International	Mazars
Solange Aïache	Jérôme de Pastors

20.3.8 AUDITOR'S EVIDENCE OF INCLUSION AND ASSURANCE REPORT ON EMPLOYMENT, ENVIRONMENTAL AND SOCIAL DISCLOSURES

Year ended December 31, 2012

For the attention of Top Management,

Pursuant to the task entrusted to us as auditors of Cegedim, we hereby present our report on consolidated employment, environmental and social disclosures presented in the Corporate Management Report drawn up for the fiscal year ended December 31, 2012 in accordance with the provisions of article L.225-102-1 of the Code of Commerce.

Company responsibility

It is the responsibility of the Board of Directors to draw up a Corporate Management Report containing consolidated employment, environmental and social disclosures as required under article R. 225-105-1 of the Code of Commerce (hereafter "disclosures"), drawn up in line with the accordance used by Cegedim (the "accordance") and available from the company.

Independence and quality control

Our independence is defined by regulatory provisions, our professional code of conduct code and by the provisions of article L. 822-11 of the Code of Commerce. We have also put in place quality control procedures which include documented policies and procedures to ensure compliance with rules of conduct, professional standards and applicable legislative and regulatory provisions.

Auditors' responsibility

It is our responsibility, based on our work:

- to certify that the required disclosures are provided in the Corporate Management Report or, failing this, to provide an explanation pursuant to article R. 225-105 paragraph 2 of the Code of Commerce and of Decree 2012-557 of April 24, 2012 (Evidence of inclusion);
- to draw a conclusion expressing limited assurance on the fact that the disclosures are presented, in all material aspects, in good faith in line with the accordance (Limited assurance report).

To assist us in carrying out our tasks, we called upon our experts in Corporate Social Responsibility and Sustainable Development.

1. Evidence of inclusion

We performed the following tasks in accordance with the professional standards of practice applicable in France.

- we compared the disclosures presented in the Corporate Management Report with the list set out in article R. 225-105-1 of the Code of Commerce.
- we verified that the disclosures covered the scope of consolidation, i.e. the company and its subsidiaries as defined in article L. 233-1 and companies under its control as defined in article L. 233-3 of the Code of Commerce, with the limits stated in the methodological note presented in the Corporate Management Report.
- where certain consolidated disclosures were missing, we verified that explanations had been provided in accordance with the provisions of Decree 2012-557 of April 24, 2012.

Based on these assessments, we hereby certify that the required disclosures are included in the Corporate Management Report.

2. Assurance report

Nature and scope of work

We performed our work in accordance with the ISAE 3000 standard (International Standard on Assurance Engagements) and with the professional doctrine applicable in France. We carried out the following tests to obtain limited assurance on the disclosures included in the section "Employment, environmental and social disclosures" of the Corporate Management Report did not contain any material misstatement comprising their reliability, in all material aspects, in accordance with the accordance. A higher degree of assurance would have necessitated more exhaustive checks

We performed the following tasks:

- we assessed whether the accordance was appropriate in terms of relevance, completeness, neutrality, clarity and reliability, taking into account, where applicable, best practice in the sector.
- we verified that a collection, compilation, processing and control process had been set up within the group to ensure that the disclosures were exhaustive and coherent. We familiarized ourselves with the internal Control and risk management procedures relating to the preparation of the disclosures. We interviewed persons responsible for employment and environmental reporting.
- We selected consolidated disclosures for testing and determined the nature and scope of tests taking into account their significance with regard to employment and environmental consequences related to the group's activity and characteristics and its social commitments.
  - Regarding the quantitative consolidated data which we believed was the most significant:
    - we implemented analytical procedures and verified, based on sampling, the calculations and consolidation of this data;
    - conducted interviews to verify that procedures were being properly implemented and to obtain information enabling us to carry out our checks;
    - implemented detailed tests based on sampling consisting of verifying the calculations made and comparing the data with documentary evidence.

The selected sample represents 41% of the workforce and 100% of the quantitative environmental data tested.

  - Regarding the qualitative consolidated data which we believed the most significant, we conducted interviews and reviewed the related documentary sources to corroborate this information and ascertain its reliability.
- For other published consolidated disclosures, we ascertained their reliability by comparing them to our knowledge of the company and, where necessary, through interviews or consultation of documentary sources.
- Finally, we ascertained the relevance of explanations, where applicable, relating to the absence of certain disclosures.

Conclusion

Based on our assessments, we found no material misstatement likely to compromise the fact that the disclosures are presented, in all material aspects, in good faith in line with the accordance.

Paris and Courbevoie, March 5, 2013

Grant Thornton Membre Français De Grant Thornton International	Mazars	
Solange Aïache	Jérôme de Pastors	Emmanuelle Rigaudias
	Associate	*CSR & Sustainable Development Associate*

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20.4 AUDIT OF ANNUAL HISTORICAL FINANCIAL INFORMATION

20.4.1 AUDIT OF THE HISTORICAL FINANCIAL INFORMATION

The statutory financial statements drawn up as at December 31, 2012 (and their comparative financial statements as at December 31, 2011 and 2010) and the consolidated financial statements drawn up as at December 31, 2012 (and their comparative financial statements drawn up in accordance with IFRS as at December 31, 2011 and 2010) were audited by the independent Auditors. Their reports concerning fiscal year 2012 are presented respectively in chapter 20.3 in this Registration Document.

The reports for fiscal year 2011 are presented in the Registration Document filed with the Autorité des Marchés Financiers on April 6, 2012, under the number D.12-0301.

The reports for fiscal year 2010 are presented in the Registration Document filed with the Autorité des Marchés Financiers on April 21, 2011, under the number D.11-0351.

These reports and the statements accompanying them are included by reference in this Registration Document.

20.4.2 OTHER INFORMATION CONTAINED IN THIS REGISTRATION DOCUMENT THAT WAS AUDITED BY THE STATUTORY AUDITORS

This entire Registration Document and its notes were read by the Auditors who reported their findings in a final letter. Their comments, where relevant, are reproduced in the statement by the person responsible for the Registration Document appearing in chapter 1.

20.4.3 SOURCE OF THE FINANCIAL INFORMATION

The financial information appearing in this Registration Document was taken from the audited financial statements of Cegedim.

20.5 DATE OF THE LATEST FINANCIAL INFORMATION

On the date of this Registration Document, the latest information audited goes back to December 31, 2012.

20.6 INTERIM FINANCIAL INFORMATION

No interim financial information has been published since December 31, 2012.

20.7 DIVIDEND DISTRIBUTION POLICY

For the prior fiscal years, with the exception of 2008, the dividend distribution policy consisted in increasing the dividend each year in the same proportions as the profit (loss) for the period.

For fiscal year 2010, each shareholder received a dividend of 1.00 euro per share, a sum representing 31% of the consolidated profit (loss) for the period attributable to the owners of the parent, restated for the impairment of the Dendrite brand.

For fiscal year 2011, the Shareholder Meeting voted no distribution of dividends.

For fiscal year 2012, the elimination of the dividend distribution will be proposed to the General Meeting.

The number of shares remained the same in 2010, 2011 and 2012.

In accordance with French law, all dividends that have not been collected within five years of their payment date expire in favor of the Government.

If, when the dividend is paid, the Company holds some of its own shares, the distributable earnings corresponding to the dividend not paid because the Company holds these shares will be allocated to the retained earnings item.

In accordance with the provisions of article 243 bis of the French General Tax Code, we have presented the amounts distributed as dividends for the three previous fiscal years as follows:

Fiscal year	Number of shares	Deductible income allowance			Non-deductible income allowance
		Dividend		Other income distributed	
		Per share	Total		
2009	13,997,173	€1.00	€13,997,173.00[1]	None	None
2010	13,997,173	€1.00	€13,997,173.00[2]	None	None
2011	13,997,173	None	None	None	None

(1) The dividend actually paid for 2009 totaled €13,963,775 because no dividend is payable on treasury shares.
(2) The dividend actually paid for 2010 totaled €13,952,709 because no dividend is payable on treasury shares.

20.8 LEGAL AND ARBITRATION PROCEDURES

See chapter 4.2 of this Registration Document.

20.9 SIGNIFICANT CHANGES IN THE FINANCIAL OR COMMERCIAL POSITION

The Group's financial and commercial position has not changed significantly since the end of the 2012 fiscal year.

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ADDITIONAL INFORMATION

21.1 SHARE CAPITAL

The share capital of Cegedim SA is 13,336,506.43 euros.

The following information is given at December 31, 2012.

21.1.1 SUBSCRIBED CAPITAL

There are 13,997,173 authorized shares. The shares have a par value of 0.9528 euros.

There is no authorized unissued capital and there are no issued shares that are not fully paid up.

The number of shares remains unchanged at December 31, 2012 at 13,997,173.

21.1.2 SHARES NOT REPRESENTING CAPITAL

There are no shares not representing capital.

21.1.3 NUMBER, BOOK VALUE AND PAR VALUE OF THE SHARES HELD BY CEGEDIM OR IN ITS OWN NAME

At December 31, 2012, Cegedim holds 28,380 of its own shares.

21.1.4 TOTAL CONVERTIBLE OR EXCHANGEABLE SECURITIES OR SECURITIES ACCOMPANIED BY SUBSCRIPTION NOTES

There are no convertible or exchangeable bonds or bonds redeemable as shares or share subscription notes or any other securities capable of increasing the capital stock.

21.1.5 CONDITIONS GOVERNING ALL ACQUISITION RIGHTS AND ALL OBLIGATIONS ATTACHED TO SUBSCRIBED, UNPAID UP CAPITAL OR ANY UNDERTAKING SEEKING TO INCREASE THE CAPITAL STOCK

None.

21.1.6 INFORMATION CONCERNING THE CAPITAL OF ANY MEMBER OF THE GROUP SUBJECT TO AN OPTION OR A CONDITIONAL OR UNCONDITIONAL AGREEMENT PLACING IT UNDER OPTION

None.

21.1.7 HISTORY OF THE SHARE CAPITAL

Date	Transaction	Number of shares		Premiums *(in euros)*	Capital *(in euros)*	Par value *(in euros)*
		Created	After transactions			
	Initial number of shares	488,300	-	-	-	15.24
12/1994	Takeover of Cegedim(1)	6,594	494,894	3,308,684.72	7,544,610.39	15.24
	Division of the par value by 4	1,484,682	1,979,576	-	7,544,610.39	3.81
	Capital increase	120,000	2,099,576	7,090,892.39(2)	8,001,957.45	3.81
04/1998	Division of the par value by 4	6,298,728	8,398,304	-	8,001,957.45	0.9528063
12/2000	Conversion of the capital into euros(3)	-	8,398,304	-	8,001,904.05	0.9528
12/2000	Capital increase through in-kind contribution	891,112	9,289,416	70,900,927.60(4)	8,850,955.56	0.9528
12/2000	Capital increase through cash contribution	42,033	9,331,449	73,910,793.03(5)	8,891,004.61	0.9528
12/2009	Capital increase through cash contribution	4,665,724	13,997,173	-	13,336,506.43	0.9528

(1) FCB, which, since it was founded in 1989, has held 98.61% of Cegedim, merged with Cegedim on December 26, 1994, and took over its name. This internal operation was carried out on the basis of the companies' book value.
(2) Cumulative 1994 merger premium, and €3,782,207.67 in issue premium.
(3) When the capital stock was converted into euros, the par value of the share was set at 0.9528. The conversion rounding based on 8,398,304 shares (i.e. €53.40) resulted in a capital reduction allocated to the unavailable reserves.
(4) The cumulative premiums mentioned in (2) are increased by the contribution premium of €63,810,035.21.
(5) The cumulative premiums mentioned in (3) are increased by the issue premium of €3,009,865.44.

21.1.8 ASPECTS THAT MAY HAVE AN IMPACT IN THE CASE OF A PUBLIC OFFERING (ART. L. 225-100-3)

In the event of a public offering, there are no specific provisions likely to have an impact on:

- the structure of the Company's capital;
- the statutory restrictions on exercising voting rights and transferring shares;
- direct or indirect stakes in the Company's capital of which it is aware pursuant to articles L. 233-7 and L. 233-12;
- the rules applicable to appointing and replacing members of the Board of Directors and to amending the Company's bylaws;
- the powers of the Board of Directors, particularly with respect to issuing or buying back shares.

Furthermore,

- the Company was not informed of any agreements pursuant to article L. 233-11;
- there are no holders of shares comprising special control rights (except for the double voting rights, the allotment of which is completely independent of the occurrence of a public offering);

- there is no special mechanism set forth in the employee shareholding plan when control rights are not exercised by employees;
- the Company has no knowledge of agreements between shareholders that might result in restrictions on transferring shares and exercising voting rights;
- the agreements signed by the Company, which could be amended or terminated in the event of a change of control of the Company, are relatively few and are confidential in nature; the ability to amend or to terminate agreements is not systematic, and, in such an event, would only have a relatively insignificant impact on the Company;
- there are no agreements providing for compensation for the members of the Board of Directors or employees if they resign, if they are dismissed for just and serious cause, or if their employment ends due to a public offering.

Regarding contracts entered into by the Company that could be amended or end in the event of a change in control of the Company, Cegedim has no policy of engaging in such agreements. However, there are clauses protecting the intellectual property of the Group.

21.2 DEED OF INCORPORATION AND BY LAWS

21.2.1 CEGEDIM'S BUSINESS PURPOSE

According to article 2 of the bylaws, the business purpose of the Company is:

- the acquisition of stakes or interests in all companies or enterprises that offer data processing, studies and marketing;
- the provision of various services in various fields;
- economic and social studies of all kinds in various fields, particularly statistical, financial, commercial and legal studies, market research, opinion pools, surveys of all kinds and in all fields, the creation and use of panels, public relations, advertising and calculations of all kinds;
- the organization and management of companies and company information by the most diverse means;
- documentation through all means and in all fields, particularly the scientific, economic, social and statistical fields, etc.;
- marketing, particularly the penetration of various markets with all the operations such penetration requires;
- all activities involving information and its processing, information technologies and machine processing in all their design and operational aspects in the various fields;
- all administrative, financial, accounting or management services for the Company's subsidiaries or all other companies in which it holds a stake or any other company;
- the acquisition, subscription and management of all securities;
- all industrial, commercial and financial, moveable and real property operations that may be directly or indirectly related to the business purpose and all similar or related purposes;
- the acquisition by the Company, by all means, of equity interests in all enterprises or companies created or to be created related to the business purpose, particularly through the creation of new companies, contributions, general partnerships, the subscription or acquisition of shares or corporate rights, mergers, alliances or joint ventures or economic interest groups or lease management.

21.2.2 PROVISIONS CONTAINED IN THE DEED OF INCORPORATION AND BYLAWS CONCERNING THE MEMBERS OF THE ADMINISTRATIVE OR MANAGEMENT BODIES

The provisions of the Cegedim bylaws concerning the members of its administrative and management bodies conform to the laws in effect, with the exception of the following terms and conditions:

- unless the Code of Commerce exempts him from this obligation, each Director is required to own at least one share for his entire term of office;
- no-one over the age of 85 may be named Chairman of the Board of Directors. If the Chairman in office exceeds this age, he is assumed to have resigned at the end of the next upcoming meeting of the Board of Directors;
- no one over the age of 85 may be named a Director;
- decisions are made by the majority of members present or represented; each Director has one vote. In case of a tie, the Chairman casts the deciding vote;
- no-one over the age of 85 may be named CEO. If the CEO in office exceeds this age, he is assumed to have resigned at the end of the next upcoming meeting of the Board of Directors.

21.2.3 RIGHTS, PRIVILEGES AND RESTRICTIONS ATTACHED TO EACH CLASS OF EXISTING SHARES

All the shares making up the Company's capital are of the same class.

The Extraordinary General Meeting held on February 8, 1995, decided that in consideration of the share of the capital stock they represent, a double voting right would be allotted to all fully paid-up shares providing proof of registration for at least 4 years in the name of the same shareholder. This double voting right is reserved for shareholders with French nationality and for shareholders originating from a Member State of the European Union.

Furthermore, in case of a capital increase through incorporation of reserves, profit or issue premium, the double voting right is attached, as of their issuance, to the registered shares allotted free of charge to a shareholder in the amount of the old shares that entitle him to this right.

The double voting right ceases for any share that has been converted into a bearer share or transferred, to the exclusion of any transfer of registered shares through inheritance or family gift.

In accordance with the law, all dividends that have not been collected within five years of their payment date expire in favor of the Government.

Treasury shares give no right to dividends: the pertaining portion is allocated to the retained earnings account.

21.2.4 ACTIONS NECESSARY TO MODIFY SHAREHOLDERS' RIGHTS

There are no stricter conditions than those set forth by law for modifying shareholders' rights.

21.2.5 CONDITIONS UNDER WHICH ANNUAL GENERAL MEETINGS AND EXTRAORDINARY SHAREHOLDER'S MEETINGS ARE CALLED

General Meetings are called and transact business under the conditions set forth by law. They are held at the corporate headquarters or at any other location indicated in the notice of Meeting.

Any shareholder has the right to attend General Meetings and to take part in votes personally or through a proxy regardless of the number of shares he owns, upon simple proof of his status as shareholder at least five days before the Meeting. However, the Board of Directors has the right to reduce this time frame.

All shareholders may vote by mail.

21.2.6. PROVISIONS OF THE DEED OF INCORPORATION AND BYLAWS THAT COULD DELAY, DEFER OR PREVENT A CHANGE IN CONTROL OF THE COMPANY

None.

21.2.7 PROVISIONS OF THE DEED OF INCORPORATION AND BYLAWS SETTING THE THRESHOLD BEYOND WHICH ANY EQUITY INTEREST MUST BE DISCLOSED

The bylaws contain no special provision for declaring threshold crossings.

Only the legal provisions are applicable.

21.2.8 CONDITIONS SET BY THE DEED OF INCORPORATION AND BYLAWS GOVERNING MODIFICATIONS OF THE CAPITAL IF THESE CONDITIONS ARE STRICTER THAN THOSE REQUIRED BY LAW

None.

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SIGNIFICANT CONTRACTS

Significant contracts for the two years preceding the publication of this Registration Document, other than contracts signed in the normal course of business to which Cegedim or any other member of the Group is party, concern external growth operations. They are systematically subject to confidentiality agreements. If these transactions are concluded and are likely to have a significant impact on the issuer's situation, they are published in a press release that can also be consulted at the Company's Web site (www.cegedim.fr).

See chapter 5.2 of this Registration Document for a recap of these operations.

Any contract signed by any member of the Group that contains provisions conferring on any member of the Group a significant obligation or commitment for the entire Group on the date of this Registration Document is mentioned in the off-balance sheet commitments appearing in note 24 to the notes to the consolidated financial statements presented in chapter 20.1 of this Registration Document.

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INFORMATION FROM THIRD PARTIES, DECLARATIONS FILED BY EXPERTS AND DECLARATIONS OF INTEREST

None.

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PUBLICLY AVAILABLE DOCUMENTS

The bylaws, deeds of incorporation, all reports, correspondence and other documents, historical financial information of Cegedim SA and of its subsidiaries for each of the two fiscal years prior to the publication of this Registration Document may be consulted, where necessary, at the corporate headquarters of Cegedim SA

In particular, this Registration Document and financial releases are available on the Company's Website (www.cegedim.com/finance).

Pursuant to article L. 451-1-1 of the French Financial Code and article 221-1-1 of the AMF General Regulations, the table below sets out all information published or made public by Cegedim during the last 12 months to fulfill its legislative or regulatory obligations pertaining to financial instruments, issuers of financial instruments and markets in financial instruments.

24.1 PERSON RESPONSIBLE FOR FINANCIAL COMMUNICATIONS

Jan Eryk Umiastowski, Head of Investor Relations, is the person responsible for investor relations.

To obtain any documents published by the Group, or for any other financial information, please contact:

Cegedim – Investor Relations Department

137, rue d'Aguesseau

92100 Boulogne Billancourt, France

Telephone: + 33 (0)1 49 09 22 00

Fax: + 33 (0)1 46 03 45 95

email: investor.relations@cegedim.com

24.2 PROVISIONAL FINANCIAL INFORMATION PUBLICATION DATES

The provisional schedule for the announcement of results for 2013 is shown below. It was prepared on the basis of information available as of the date of this report.

- May 6, 2013, after the stock market closes: publication of Q1 2013 revenue
- July 30, 2013, after the stock market closes: publication of Q2 2013 revenue
- September 19, 2013, after the stock market closes: publication of the results for the first six months of 2013
- September 20, 2013: SFAF meeting - presentation of the results for the first six months of 2013 to French financial analysts
- November 7, 2013, after the stock market closes: publication of Q3 2013 revenue

24.3 2012 ANNUAL INFORMATION DOCUMENT

Date	Document name	AMF (1)	Greffe (2)	Cegedim website (3)
11/08/2012	Presentation of Q3 2012 revenue			x
11/08/2012	Q3 2012 revenue	x		x
10/17/2012	Directors' declarations	x		
10/11/2012	Directors' declarations	x		
10/03/2012	Cegedim secures lender consent to covenant reset			x
09/27/2012	Directors' declarations	x		
09/25/2012	Directors' declarations	x		
09/20/2012	Announcement of publication of 2012 Half-Year Financial Repor	x		x
09/20/2012	2012 Half-Year Financial Report	x		x
09/19/2012	Presentation of 2012 half-year earnings			x
09/19/2012	2012 half-year consolidated earnings	x		x
08/29/2012	Directors' declarations	x		
08/22/2012	Directors' declarations	x		
08/01/2012	Presentation of H1 2012 revenue			x
08/01/2012	H1 2012 revenue	x		x
07/30/2012	Approbation of 2011 financial statements and legal appendices			x
07/09/2012	2011 financial statements and legal appendices		x	
07/05/2012	Half-yearly summary of the Cegedim liquidity contract	x		x
07/03/2012	Acquisition of ASP Line			x
05/30/2012	Directors' declarations	x		
05/09/2012	Directors' declarations	x		
05/04/2012	Disposal of Pharmapost			x
05/04/2012	Notice of Meeting serving as notice of General Meeting			x
05/03/2012	Presentation of Q1 2012 revenue			x
05/03/2012	Q1 2012 revenue	x		x
04/10/2012	Announcement of publication of 2011 Registration Document	x		x
04/06/2012	2011 Registration Document	x		x
04/02/2012	Presentation of 2011 profit (loss) for the period			x
04/02/2012	2011 annual consolidated financial statements	x		x
03/01/2012	Directors' declarations	x		
02/22/2012	Directors' declarations	x		
02/02/2012	Presentation of Q4 2011 revenue			x
02/02/2012	2011 annual revenue	x		x
01/12/2012	2e investor summit presentation			x
01/12/2012	Directors' declarations	x		
01/10/2012	Declaration of number of shares and voting rights as at December 31, 2011			x
01/10/2012	Half-yearly summary of the Cegedim liquidity contract	x		x
01/10/2012	Directors' declarations	x		
01/03/2012	Directors' declarations	x		

(1) From July 1, 2007 onwards, information posted on the AMF company newsbank (www.amf-france.org) is for AMF internal use only.
(2) Available on www.infogreffe.fr and at the Company's corporate headquarters.
(3) Available on www.cegedim.com (Finance heading) and at the Company's corporate headquarters.

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INFORMATION ON TRADE INVESTMENTS

Cegedim's trade investments are presented in the organizational chart in chapter 7 of this Registration Document. They are taken into account to prepare the Group's consolidated financial statements in accordance with the methods presented in note 1 of the consolidated financial statements presented in chapter 20.1.

Main subsidiaries description, whose revenue exceeds 28 million euros, is shown below.

25.1 INFORMATION ON CEGEDIM ACTIV

Cegedim Activ is now the leader in the publishing, marketing and integration of software and related services dedicated to personal insurance (health, contingency plans).

These solutions cover more than 40 million insured people in compulsory, supplemental, and pension plans. The healthcare flow management activity handles more than 300 million transactions.

Cegedim Activ's products are intended for all market operators, such as insurance companies, mutual companies, pension institutions, and brokers.

Cegedim Activ designs, integrates, and hosts services connected to its *ACTIV'Infinite*, *ACTIV'Pro* and *ACTIV'Premium* software packages, thus covering healthcare reimbursements for 15 million people.

25.2 INFORMATION ON ALLIADIS

Alliadis is part of Business Unit Cegedim Healthcare Software (CHS) within the "Healthcare professionals" sector of the Cegedim Group. It markets and sells the Alliance Premium software for French pharmacists.

Alliadis works in close synergy with the other companies of the Cegedim Group producing and marketing software intended for French pharmacists (the Alliance Software, Alliadis, and PG Informatique subsidiaries, in particular) and with Cegelease, which offers financial leasing solutions to its clients.

25.3 INFORMATION ON INPS

INPS is the British subsidiary of the Cegedim Group's "physician software" business of Cegedim's Healthcare Software Business Unit and contributes to the earnings in the "Healthcare professionals" sector.

Its Vision software is gaining recognition as the benchmark in Windows solutions for Primary Care in the United Kingdom. INPS is a player recognized by the market's main "Local Service Providers" and also has the ability to sell its software directly to physicians according to the "GPSoC" (GP System of Choice). The Company is continuing to develop its solutions in order to comply with the recommendations of the governmental program of the National Health Service.

25.4 INFORMATION ON CEGELEASE

Cegelease is a financial leasing company that offers financing options for pharmacies, primarily for their computer equipment (software packages, hardware, and maintenance). Since 2005, the financing solutions have also covered pharmacy fixtures (sign, cross, automatic devices, furniture) with the Pharmalease brand and since 2006 the financing solutions have spread to other medical sectors under the Médilease brand.

25.5 INFORMATION ON CEGEDIM INC.

Cegedim Inc. is part of the “CRM and strategic data” sector of the Cegedim Group. It is a major leader for supplying solutions to the pharmaceutical and life science industry in the fields of sales, marketing and conformance studies, and represents the Group’s bridgehead in the United States.

25.6 INFORMATION ON CEGEDIM ASIA PACIFIC

Cegedim Asia Pacific is the regional headquarters, based in Singapore, of all the Cegedim Group’s “CRM and strategic data” activities in Asia. This holding company provides logistical and administrative support to the rest of the Group, and centralizes client relations for the region.

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GENERAL MEETING

Annual Ordinary General Meeting held on June 6, 2013.

Ladies and Gentlemen,

We have called this Annual Ordinary General Meeting pursuant to the bylaws and the provisions of the French Code of Commerce to report to you on the Company's activity during the fiscal year ended December 31, 2012, the results of this activity and the future outlook and to submit the balance sheet and the annual financial statements for this fiscal year for your approval. These financial statements are presented in chapter 20 of the present Registration Document.

The notices of Meeting required by law were duly sent to you, and all the documents set forth in the regulations in force were made available to you within the required time frames.

The text of the draft resolutions is shown below.

26.1 RESOLUTIONS UNDER THE AUTHORITY OF THE ORDINARY GENERAL MEETING

FIRST RESOLUTION

The General Meeting, after having heard the Corporate Management Report of the Board of Directors and the Auditors' report on the annual financial statements, approves the annual financial statements for the fiscal year ended December 31, 2012, as presented, in addition to the transactions reflected in these financial statements or summarized in these reports.

As a result, the General Meeting gives the Directors full and unreserved discharge from the performance of their responsibilities for this fiscal year.

The General Meeting approves the non tax-deductible expenses mentioned in article 39-4 of the French General Tax Code totaling 212,757 euros, as well as the corresponding tax amounting to 76,805 euros.

SECOND RESOLUTION

The General Meeting decides to allocate all the loss for the fiscal year, amounting to 82,251,418.67 euros to Other reserves item.

The General Meeting notes that the amounts distributed as dividends for the three previous fiscal years were as follows:

Fiscal year	Number of shares	Deductible income allowance			Non-deductible income allowance
		Dividend		Other income distributed	
		Per share	Total		
2009	13,997,173	1.00 €	13,997,173.00 € (1)	None	None
2010	13,997,173	1.00 €	13,997 ,173.00 € (2)	None	None
2011	13,997,173	None	None	None	None

(1) The dividend actually paid for 2009 totaled €13,963,775 because no dividend is payable on treasury shares.
(2) The dividend actually paid for 2010 totaled €13,952,709 because no dividend is payable on trea

THIRD RESOLUTION

The General Meeting, after having heard the Auditors' report on the consolidated financial statements for the year ended December 31, 2012, approves these financial statements, as well as the transactions reflected in them or summarized in the Management Report included in the Corporate Management Report.

FOURTH RESOLUTION

The officers of the General Meeting note that for approval of the agreements falling under the scope of article L. 225-38 et seq. of the French Code of Commerce, the quorum reached by the General Meeting is more than one-fifth of the shares carrying voting rights, it being specified that the shares of persons with an interest in these agreements are excluded from the calculation of the quorum and the majority.

The General Meeting may therefore vote on the application of these agreements.

FIFTH RESOLUTION

The General Meeting, after having heard the Auditors' Special Report on the agreements coming under articles L. 225-38 et seq. of the French Code of Commerce, approves the findings of this report and the agreements mentioned in it.

SIXTH RESOLUTION

The General Meeting sets the amount of Directors' fees to be distributed among the Directors for the fiscal year in progress at 135 thousand euros.

SEVENTH RESOLUTION

The General Meeting, having duly noted the report from the Board of Directors and pursuant to article L. 225-209 et seq. of the French Code of Commerce, authorizes the Board of Directors to purchase Company shares.

The purchase of shares, which may not represent more than 10% of the Company's share capital, can be carried out at any time and by any means on the market, off-market, over the counter, or using optional mechanisms, possibly by any third party acting on the Company's behalf, including an investment service provider intervening on the Company's shares under a liquidity contract in compliance with a Code of Ethics recognized by the Autorité des Marchés Financiers, in accordance with the terms of the last paragraph in article L. 225-206 of the French Code of Commerce.

This authorization would permit the allocation of Company shares to salaried employees of the Cegedim group in accordance with articles L. 225-197-1 to L. 225-197-3 of the French Code of Commerce. In compliance with legal provisions, the Company must have permanent unavailable reserves other than the legal reserve in an amount at least equal to the value of all of the treasury shares that it holds. The maximum unit purchase price is fixed at 50 euros per share.

This authorization is given for a period of eighteen (18) months, expiring on November 30, 2014. It cancels and replaces the authorization granted by the Combined General Meeting of Shareholders held on June 8, 2012 and shall be null and void during a public offering period.

The General Meeting gives all powers to the Board of Directors, with the option of delegation, to implement this authorization, give any stock market order, sign any agreements, including an AFEI liquidity contract, carry out any formalities and make declarations to all organizations, and, generally, do all that is necessary to execute the decisions it has made within the framework of this authorization.

EIGHTH RESOLUTION

The General Meeting, noting that the terms of the Directors:

- Ms Aude LABRUNE-MARYSSE,
- Mr Laurent LABRUNE,

expire at the end of this meeting, decides to renew these for a new term of six years, i.e. until the end of the General Meeting called to approve the financial statements for the fiscal year ending in 2018.

NINTH RESOLUTION

The General Meeting, having taken note of the co-opting of Ms Valérie RAOUL-DESPREZ, residing at 60, rue Félix 92700 COLOMBES, to replace Mr Jacques-Henri David, hereby decides to ratify this appointment.

Ms Valérie RAOUL-DESPREZ will carry out her duties in accordance with current laws and regulations for the remainder of the term of office of her predecessor, until the General Meeting called to approve the financial statements for the fiscal year ending in 2015.

TENTH RESOLUTION

The General Meeting, having taken note the end of permanente auditors mandate:

- Mazars, represented by Mr Jérôme de Pastors,
- Grant Thornton, represented by Mrs Solange AÏACHE,

and alternate auditos :

- M. Thierry Colin,
- IGEC,

will give a ruling on the renewal or the replacement after the Board of Directors advice.

26.2 RESOLUTIONS UNDER THE AUTHORITY OF THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

ELEVENTH RESOLUTION

The General Meeting, after having heard the reading of the Board of Directors' report and noted that the capital was fully paid up, decided to grant the Board of Directors, in accordance with the provisions of article L. 225-129-2 of the French Code of Commerce, all powers necessary to make one or more increases in capital, either immediately or in the future, within a maximum of 26 months from this Meeting, limited to a maximum amount, in nominal value, of 5,000,000 euros, with retention and/or elimination of the shareholders' preferential subscription right.

For this and within these limits, the Board of Directors has full powers to decide on and carry out any capital increase(s) that it deems appropriate and specifically to:

- set the terms for the issuance of new capital shares to be issued immediately or in the future and specifically the subscription price;
- duly record the completion of these increases in capital;
- amend the Company bylaws accordingly.

This delegation of authority also includes, within the framework of a capital increase with retention of the shareholders' preferential subscription rights, the option for the Board of Directors to institute, if necessary, a subscription right on a reducible basis, for new capital shares that were not subscribed on an irreducible basis, which will be allocated to holders of subscription rights who have subscribed to a higher number of shares than they could subscribe on an irreducible basis. This will be applied proportionally to the number of their subscription rights and within the limits of their requests.

Non-subscribed shares can be distributed completely or in part by the Board of Directors to persons of its choice. They can also be offered to the public.

The Board of Directors may limit the amount of the capital increase to the amount of subscriptions collected, provided that these subscriptions are for at least three-quarters of the capital increase.

In addition, the General Meeting decides that the number of shares to be issued for any capital increase decided by the Board of Directors under this delegation may be increased within thirty days of the subscription closing date to meet any additional share requests.

This increase in the number of shares to be issued may not, however, exceed 15% of the initial issue. Additional subscriptions will be carried out at the same price as the initial subscriptions.

The Board of Directors may, within the legal limits, delegate the authority granted to it pursuant to this resolution to the Managing Director or, with the latter's agreement, to the Deputy Managing Director.

TWELFTH RESOLUTION

The General Meeting, after having heard the Board of Directors' report and the Auditors' report, decides that the general delegation of authority granted in the previous resolution includes the authorization for the Board of Directors to decide to retain or eliminate the shareholders' preferential subscription right in any capital increases decided upon by the Board of Directors resulting from said delegation.

If this delegation is used by the Board of Directors and the shareholders' preferential subscription right is eliminated, and in the light of the terms of the Board of Directors' report and the Special Auditor's Report, the issue price for the new securities will be set according to legal provisions. Moreover, where shareholders' preferential subscription rights are withdrawn to the benefit of the persons or categories of persons named, the duration of the general delegation of authority will be reduced from 26 to 18 months and the total nominal amount limited to 2,600,000 euros.

If this delegation is used by the Board of Directors and the shareholders' preferential subscription right is eliminated, the General Meeting authorizes the Board of Directors to institute, if necessary, a priority period for shareholders to subscribe.

A Special Auditors' Report, containing the regulatory disclosures provided for this purpose, will be prepared as soon as the issue of shares with or without preferential subscription right is carried out.

THIRTEENTH RESOLUTION

The Extraordinary General Shareholders' Meeting, after having heard the Board of Directors' report and the Auditors' report, decides, pursuant to the provisions of article L. 225-129-6 of the French Code of Commerce, to reserve for Company employees an increase in share capital in cash under the conditions provided for in articles L. 3332-18 to L. 3332-24 of the French Labor Code.

If the present resolution is passed, the General Meeting decides:

- that the Board of Directors will have a maximum of 26 months to implement a company savings plan under the conditions provided for in articles L. 3332-18 to L. 3332-24 of the French Labor Code,
- to authorize the Board of Directors to proceed, within 26 months effective immediately, with a capital increase for a nominal amount not exceeding 3% of the capital which will be reserved for employees joining said plan and carried out in accordance with the provisions of articles L. 3332-18 to L. 3332-24 of the French Labor Code; consequently, this authorization entails the waiver by the shareholders of their preferential subscription rights.

FOURTEENTH RESOLUTION

The Extraordinary General Shareholders' Meeting, having duly noted the report of the Board of Directors in accordance with Article L. 225-147 of the Code of Commerce:

- delegates to the Board of Directors all powers necessary to issue Company shares, up to a total of 10% of the current share capital, to remunerate contributions in kind granted to the Company and consisting in securities, where the provisions of Article L. 225-148 of the Code of Commerce do not apply;
- decides that shares issued under this delegation of powers will count towards the ceilings foreseen in the eighth resolution;
- duly notes that the Company's shareholders will not have preferential rights to subscribe for shares that may be issued under this delegation of powers, as such shares will be used solely for the remuneration of contributions in kind;
- grants powers to the Board of Directors to implement this authorization, to apply to the Commercial Court for the appointment of a specialized statutory auditor ("Commissaire aux apports"), to approve the value of contributions in kind based on the report of the specialized statutory auditor, to allocate the costs of capital increases to the premiums relating to such capital increases, and to amend the bylaws accordingly.

This delegation of powers is granted for a period of 26 (twenty-six) months from the date of this meeting.

FIFTEENTH RESOLUTION

In accordance with the provisions of Article L. 225-129-2, paragraph 2, of the French Code of Commerce, the general delegations of authority granted in the resolutions above nullify, effective immediately, any previous delegations having the same subject.

SIXTEENTH RESOLUTION

The Board of Directors must answer to the General Meeting for the use it will have made of the delegations it has been granted by preparing a report, in addition to the Annual General Corporate Management Report, giving the information required by current regulations and also a table summarizing delegations which are still valid and which it has at its disposal and any use that was made thereof. This report should accompany the Corporate Management Report or be appended to it.

SEVENTEENTH RESOLUTION

The General Meeting gives all powers to the bearer of an original or a copy or excerpt of the minutes of this Meeting to accomplish all necessary formalities.

GLOSSARY

EPS: Earnings Per Share. Earnings per share is a specific financial indicator defined by the Group as the net profit (loss) for the period divided by the weighted average of the number of shares in circulation.

Revenue at constant exchange rate: when changes in revenue at constant exchange rate are referred to, it means that the impact of exchange rate fluctuations has been excluded. The term, "at constant exchange rate" covers the fluctuation resulting from applying the exchange rates for the preceding period to the current fiscal year, all other factors remaining equal.

Revenue on a like-for-like basis: the effect of changes in scope is corrected by restating the sales for the previous period as follows:

- by removing the portion of sales originating in the entity or the rights acquired for a period identical to the period during which they were held to the current period;
- similarly, when an entity is transferred, the sales for the portion in question in the previous period are eliminated.

Internal growth: internal growth covers growth resulting from the development of an existing contract, particularly due to an increase in rates and/or the volumes distributed or processed, new contracts, acquisitions of assets allocated to a contract or a specific project.

External growth: external growth covers acquisitions during the current fiscal year, as well as those which have had a partial impact on the previous fiscal year, net of sales of entities and/or assets.

EBIT: Earnings Before Interest and Taxes. EBIT corresponds to the net revenue minus operating expenses (such as salaries, social charges, materials, energy, research, services, external services, advertising, etc.). It is the operating income for the Cegedim Group.

EBIT from continuing operations: this is EBIT restated to take account of non-current items, such as losses on tangible and intangible assets, restructuring, etc. It corresponds to the operating income from continuing operations for the Cegedim Group.

EBITDA: Earnings before interest, taxes, depreciation and amortization. EBITDA is the term used when amortization or depreciation and revaluations are not taken into account. "D" stands for depreciation of tangible assets (such as buildings, machines or vehicles), while "A" stands for amortization of intangible assets (such as patents, licenses and goodwill). It corresponds to the gross operating earnings for the Cegedim Group.

EBITDA from continuing operations: this is EBITDA restated to take account of non-current items, such as losses on tangible and intangible assets, restructuring, etc. It corresponds to the gross operating earnings from continuing operations for the Cegedim Group.

Net Financial Debt: this represents the Company's net debt (non-current and current financial debt, bank loans, debt restated at amortized cost and interest on loans) net of cash and cash equivalents and excluding revaluation of debt derivatives.

Net bank debt: this represents net financial debt less Cegedim's subordinated debt to FCB.

Free cash flow: free cash flow is cash generated, net of the cash part of the following items: (i) changes in working capital requirements, (ii) transactions on equity (changes in capital, dividends paid and received), (iii) capital expenditure net of transfers, (iv) net financial interest paid and (v) taxes paid.

Operating margin: Defined as the ratio of EBIT/revenue.

Operating margin from continuing operations: defined as the ratio of EBIT from continuing operations/revenue.

CORPORATE MANAGEMENT REPORT

In order to facilitate the reading of the Cegedim Group's 2012 Registration Document, the cross-reference index below shows the page numbers in this document for the information comprising the Annual Corporate Management Report which the Board of Directors of Cegedim SA is responsible for preparing, as defined in articles L. 225-100 et seq. of the Code of Commerce:

Cegedim Group Annual Corporate Management Report	2012 Registration Document	Page
Presentation of the consolidated financial statements	Chap. 9.2.1	84
Group activities	Chap. 6.1.1	46
Key highlights	Chap. 20.1.2.1	138
Changes in activity during fiscal year	Chap. 9.2.1	84
Financial structure and debt	Chap. 10.2	88
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Research and development activity	Chap. 11.2	92
Analysis of business developments	Chap. 9.2.2	86
Risk factors	Chap. 4	23
Significant events that have occurred since the end of the fiscal year	Chap. 20.1.2.3 note 34	177
Outlook and future prospects	Chap. 13	95
Employment and environmental information	See SDR report Chap.17.1	1 122

Appendices to the Corporate Management Report	2012 Registration Document	Page
Results for the last five fiscal years	Chap. 20.2.3	203
Inventory of securities	Chap. 20.2.4	204
List of Directors in office, positions, and compensation	Chap. 14.1 Chap. 15.1	98 108
Employment information	See SDR report Chap. 17.1	1 122
Details of the activity of subsidiaries whose revenue exceeds €28 million euros	Chap. 25	234
Chairman's Report on internal control	Chap. 16.5	113
Auditors' Report	Chap. 20.3	206

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Legal documents relating to Cegedim may be consulted at the company's head office