

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 20-F

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

- REGISTRATION STATEMENT PURSUANT TO SECTION 12(B) OR (G) OF THE SECURITIES EXCHANGE ACT OF 1934, OR
X ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934 for the Fiscal Year Ended December 31, 2011
TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934
SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

000-29374 (Commission file number)

EDAP TMS S.A.

(Exact name of registrant as specified in its charter)

France

(Jurisdiction of incorporation or organization)

Parc d'Activites la Poudrette-Lamartine

4/6, rue du Dauphiné

69120 Vaulx-en-Velin, France

(Address of principal executive offices)

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Parc d'Activites la Poudrette-Lamartine, 4/6, rue du Dauphiné, 69120 Vaulx-en-Velin, France

(Name, Telephone, E-mail and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Table with 2 columns: Title of each class, Name of each exchange on which registered. Includes American Depositary Shares and Ordinary Shares.

Securities registered or to be registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

Outstanding shares of each of the issuer's classes of capital or common stock as of December 31, 2011: 13,345,004 Ordinary Shares

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No X

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes No X

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months... Yes X No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T... Yes No X

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer X

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP X International Financial Reporting Standards as issued by the International Accounting Standards Board Other

If "Other" has been checked in response to the previous question indicate by check mark which financial statement item the registrant has elected to follow.

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## PRESENTATION OF FINANCIAL AND OTHER INFORMATION

Unless the context otherwise requires, references herein to “we,” “us” or “our” are to EDAP TMS S.A. and its consolidated subsidiaries and references herein to the “Company,” “EDAP” or “EDAP TMS” are to EDAP TMS S.A.

We prepare our consolidated financial statements in conformity with United States generally accepted accounting principles (“U.S. GAAP”). In this annual report, references to “euro” or “€” are to the legal currency of the countries of the European Monetary Union, including the Republic of France, and references to “dollars,” “U.S. dollars” or “\$” are to the legal currency of the United States of America. Solely for the convenience of the reader, this annual report contains translations of certain euro amounts into dollars at specified rates. These translations should not be construed as representations that the euro amounts actually represent such dollar amounts or could be converted into dollars at those rates. See Item 3, “Key Information—Exchange Rates” for information regarding certain currency exchange rates and Item 11, “Quantitative and Qualitative Disclosures about Market Risk” for a discussion of the effects of fluctuations in currency exchange rates on the Company.

The following are registered trademarks of the Company in the United States: EDAP TMS® & associated logo, EDAP®, Technomed®, Ablatherm®, Ablasonic®, Ablapak®, Praktis®, Sonolith®, Sonolith i-sys®, Sonolith i-move®, @-REGISTRY®. This annual report also makes references to trade names and trademarks of companies other than the Company.

### CAUTIONARY STATEMENT ON FORWARD-LOOKING INFORMATION

This annual report includes certain forward-looking statements within the meaning of Section 27A of the U.S. Securities Act of 1933 (the “Securities Act”) or Section 21E of the U.S. Securities Exchange Act of 1934 (the “Exchange Act”), usually containing words such as “believe,” “plan,” “intend,” “estimate,” “expect” and “anticipate” or similar expressions, which reflect our views about future events and financial performance. Actual events or results may differ materially from those projected in such forward-looking statements as a result of various factors that may be beyond our control. These factors include, without limitation:

- the effects of intense competition in the markets in which we operate;
- the uncertainty of market acceptance for our HIFU devices;
- the clinical status of our HIFU devices;
- the uncertainty of reimbursement status of procedures performed with our products;
- the market potential for our Sonolith i-move
- the impact of government regulation, particularly relating to public healthcare systems and the commercial distribution of medical devices;
- the uncertainty in the U.S. FDA approval process, mostly changes in FDA recommendations and guidance;
- dependence on our strategic suppliers;
- any event or other occurrence that would interrupt operations at our primary production facility;
- reliance on patents, licenses and key proprietary technologies;
- product liability risk;
- risk of exchange rate fluctuations, particularly between the euro and the U.S. dollar and between the euro and the Japanese yen;
- fluctuations in results of operations due to the seasonal nature of demand for medical devices;
- risks associated to the current uncertain worldwide economic and financial environment;
- risks associated with the March 2012 Warrants, New Debentures and January 2012 Warrants;
- risks relating to ownership of our securities.

You should also consider the information contained in Item 3, “Key Information—Risk Factors” and Item 5, “Operating and Financial Review and Prospects,” as well as the information contained in our periodic filings with the Securities and Exchange Commission (the “SEC”) (including our reports on Form 6-K) for further discussion of the risks and uncertainties that may cause such differences to occur. Forward-looking statements speak only as of the date they are made. Other than required by law, we do not undertake any obligation to update them in light of new information or future developments.

## PART I

### Item 1. Identity of Directors, Senior Management and Advisors

Not applicable.

### Item 2. Offer Statistics and Expected Timetable

Not applicable.

### Item 3. Key Information

#### Selected Financial Data

The following table sets forth selected consolidated financial data for the periods indicated. This information is qualified by and should be read in conjunction with the consolidated financial statements and the Notes thereto included in Part III of this annual report, as well as Item 5, “Operating and Financial Review and Prospects.” The selected balance sheet data as of December 31, 2009, 2010 and 2011 and the selected income statement data for the years ended December 31, 2009, 2010 and 2011 set forth below have been derived from our consolidated financial statements included in this annual report. These financial statements, together with our consolidated financial statements have been prepared in accordance with U.S. GAAP. To date, we have not been required, and presently are not required under French law, to prepare consolidated financial statements under French GAAP or IFRS, nor have we done so.

In thousands of euro, except per share data in euro	Year Ended and at December 31,				
	2007	2008	2009	2010	2011
<b>INCOME STATEMENT DATA</b>					
Total revenues	22,327	23,053	24,885	23,708	22,292
Total net sales	22,213	22,856	24,839	23,202	22,272
Gross profit	9,179	9,099	10,672	9,455	8,857
Operating expenses	(13,158)	(13,258)	(13,874)	(13,272)	11,353
Loss from operations	(3,979)	(4,159)	(3,202)	(3,818)	(2,497)
Income (loss) before income taxes	(5,461)	1,648	(7,694)	(11,778)	(543)
Income tax (expense) benefit	30	(51)	(72)	(939)	(395)
Net income (loss)	(5,430)	1,597	(7,766)	(12,717)	(938)
Basic earnings (loss) per share	(0.59)	0.17	(0.74)	(0.98)	(0.07)
Diluted earnings (loss) per share	(0.59)	0.17	(0.74)	(0.98)	(0.07)
Dividends per share <sup>(1)</sup>	—	—	—	—	—
Basic weighted average shares outstanding	9,200,757	9,582,593	10,510,305	13,008,401	13,345,004
Diluted weighted average shares outstanding	9,200,757	9,658,295	10,567,563	13,094,235	13,353,985
<b>BALANCE SHEET DATA</b>					
Total current assets	36,124	35,786	33,248	29,865	26,740
Property and equipment, net	4,179	3,763	3,288	2,877	2,534
Total current liabilities	12,884	14,457	15,175	14,658	20,694
Total assets	45,003	43,863	40,378	35,938	32,238
Long-term debt, less current portion	15,174	9,500	10,138	10,075	720
Total shareholders' equity	14,499	17,191	12,579	8,900	8,714

<sup>(1)</sup> No dividends were paid with respect to fiscal years 2007 through 2010 and subject to approval of the annual shareholders' meeting to be held in 2012 the Company does not anticipate paying any dividend with respect to fiscal year 2011. See Item 8, “Financial Information — Dividends and Dividend Policy.”

**Note:** Certain prior years amounts have been reclassified to conform to the current year's presentation (See Item 5, “Operating Results—Research and Development, Patents and Licenses.”)

## EXCHANGE RATES

Fluctuations in the exchange rate between the euro and the dollar will affect the dollar amounts received by owners of American Depositary Shares (“ADSs”) representing ordinary shares of the Company (“Shares”) on conversion by the Depository of dividends, if any, paid on the Shares in the form of ADSs. Moreover, such fluctuations may affect the dollar price of our ADSs on NASDAQ.

The following table sets forth, for each of the years indicated, the high, low, average and year-end Noon Buying Rates expressed in euro per \$1.00. The rate is derived from the noon buying rate in The City of New York for cable transfers in euro as certified for customs purposes by the Federal Reserve Bank of New York (the “Noon Buying Rate”).

Year ended December 31,	High	Low	Average <sup>(1)</sup>	End of Year
	€	€	€	€
2007	0.78	0.67	0.73	0.68
2008	0.80	0.62	0.68	0.72
2009	0.80	0.66	0.72	0.70
2010	0.82	0.69	0.75	0.75
2011	0.77	0.67	0.72	0.77

<sup>(1)</sup> The average of the Noon Buying Rates on the last business day of each month during the year indicated. See “Presentation of Financial and Other Information” elsewhere in this annual report.

The following table sets forth, for each of the previous six months, the high and low Noon Buying Rates expressed in euro per \$1.00.

	High	Low	Average	End of Month
	€	€	€	€
<b>2011</b>				
September	0.74	0.70	0.73	0.74
October	0.75	0.71	0.73	0.72
November	0.76	0.72	0.74	0.74
December	0.77	0.74	0.76	0.77
<b>2012</b>				
January	0.79	0.76	0.77	0.77
February	0.74	0.72	0.73	0.73
March	0.77	0.75	0.76	0.75
April, through April 13, 2012	0.77	0.75	0.76	0.76

On April 13, 2012, the Noon Buying Rate was U.S.\$1.00 = €0.76.

## RISK FACTORS

In addition to the other information contained in this annual report, the following risk factors should be carefully considered in evaluating us and our business. These statements are intended to highlight the material risk factors that may cause actual financial, business, research or operating results to differ materially from expectations disclosed in this annual report. See also factors disclosed under “Cautionary statement on forward-looking information”.

### Risks Relating to Our Business

#### ***Our future revenue growth and income depend, among other things, on the success of our HIFU technology.***

We depend on the success of our High Intensity Focused Ultrasound (“HIFU”) technology for future revenue growth and net income. Our Extracorporeal Shockwave Lithotripsy (“ESWL”) line of products competes in a mature market that has experienced declining unit sales prices in recent years, although total revenues have remained stable owing to increased sales volumes. In particular, we are dependent on the successful development and commercialization of other product lines, such as medical devices based on HIFU, particularly the Ablatherm, to generate significant additional revenues and achieve and sustain profitability in the future. The Ablatherm is in its commercialization phase in the European Union, Canada and other countries. However, the Ablatherm is not approved for commercial distribution in the United States. In December 2001, our request for an additional Investigational Device Exemption (“IDE”) from the U.S. Food and Drug Administration (“FDA”) to conduct clinical trials in the United States for the Ablatherm as a primary therapy was rejected. After redesigning the clinical protocol, we resumed and plan to complete the clinical trials in order to obtain FDA approval of the Ablatherm using the \$17.4 million net proceeds of the October 2007 private placement. While we expect these funds to be sufficient to enable us to fund the clinical trials in their entirety, we cannot guarantee that the proceeds will in fact be enough to do so. We can also not guarantee that the FDA will accept the changes to the protocol that we may submit, based upon the December 11, 2009 panel recommendations and our ongoing discussions with the FDA. Finally, we cannot guarantee the successful completion of clinical trials nor can we guarantee that the FDA will grant approval to market a device even if clinical trials are conclusive and/or are successfully completed. See “—Our clinical trials for products using HIFU technology may not be successful” and Item 4, “Information on the Company—HIFU Division—HIFU Division Clinical and Regulatory Status.”

#### ***Our clinical trials for products using HIFU technology may not be successful.***

Before obtaining regulatory approvals for the commercial sale of any of our devices under development, we must demonstrate through preclinical testing and clinical trials that the device is safe and effective for use in each indication. The results from preclinical testing and early clinical trials may not predict the results that will be obtained in large scale clinical trials, and there can be no assurance that our clinical trials will demonstrate that our products are safe, effective, and marketable. Companies can suffer significant setbacks in advanced clinical trials, even after promising results in earlier trials. Discussions with regulatory authorities to improve our clinical protocol may prove difficult and lengthy. We, the FDA or other regulatory authorities may suspend or terminate clinical trials at any time and regulating agencies such as the FDA may even refuse to grant exemptions to pursue clinical trials. See Item 4, “Information on the Company—High Intensity Focused Ultrasound Division—HIFU Division Clinical and Regulatory Status.”

We rely on scientific, technical and clinical data supplied by academics who work with us to evaluate and develop our devices. We cannot assure investors that there are no errors or omissions in such data that would adversely affect the development of our products.

The process of applying for regulatory approval is unpredictable, often lengthy and requires the expenditure of substantial resources. Our HIFU devices that have not received regulatory approval may not prove to be effective or safe in clinical trials or may not be approved by the appropriate regulatory authorities. If our HIFU devices do not prove to be effective and safe in clinical trials to the satisfaction of the relevant regulatory authorities, our business, financial condition and results of operations could be materially adversely affected.

***HIFU technology may not be accepted and adopted by the medical community.***

Our HIFU devices represent new therapies for the conditions that they are designed to treat. Notwithstanding any positive clinical results that our HIFU devices may have achieved or may achieve in the future in terms of safety and effectiveness, and any marketing approvals that we may have obtained or may obtain in the future, there can be no assurance that such products will gain acceptance in the medical community. Physician acceptance depends, among other things, on adequate reimbursement from healthcare payers, which has not been provided for our HIFU products in any country, except for full public reimbursement in Germany and Italy and partial reimbursement from private insurers in the United Kingdom, and evidence of the cost effectiveness of a therapy as compared to existing therapies. In February 2011, the French Health Ministry recently granted a special temporary reimbursement for the use of our HIFU technology in the treatment of localized prostate cancer, under certain clinical conditions. French Healthcare Authorities will review the clinical data gathered within the next five years in view of granting definitive reimbursement for HIFU. However, we cannot guarantee that such definitive reimbursement code will be granted. Acceptance by patients depends in part on physician recommendations, as well as other factors, including the degree of invasiveness, the rate and severity of complications and other side effects associated with the therapy as compared to other therapies.

***Our cash flow is highly dependent on demand for our products.***

Our cash flow has historically been subject to significant fluctuations over the course of any given financial year due to seasonal demand for medical devices, and the resulting annual and quarterly fluctuations in trade and other receivables and inventories. This has in the past resulted in significant variations in working capital requirements and operating cash flows. In 2011, 2010 and 2009, moreover, our operating cash flow was negative due to the cash requirements of operating activities, which we financed using cash and cash equivalents on hand. In addition, our 2011, 2010 and 2009 operating cash flow was negative due to the working-capital cash requirements, the cash requirements of investing activity to expand our mobile activity and to expand the leasing of our products as part of our revenue-per-procedure (“RPP”) model, and due to the sponsoring of the pre-market approval (“PMA”) trials for the FDA’s approval of our Ablatherm-HIFU solution for the treatment of prostate cancer in the United States. Since we anticipate relying on cash flow from operating activities to meet our liquidity requirements, a decrease in the demand for our products, or the inability of our customers to meet their financial obligations to us, would reduce the funds available to us. Our future cash flow may also be affected by the expected continued expansion of the leasing of our products, or the continued expansion of our mobile activity (which is invoiced on a RPP basis), since each of these activities generates smaller immediate revenues than device sales, and by the implementation of our U.S. clinical trials to seek the FDA’s approval. In the future, our liquidity may be constrained and our cash flows may be uncertain, negative or significantly different from period to period. Our future cash flow will be affected by increased expenses in sales efforts as well as marketing and promotion tools, while there is no assurance that this will result in the increase in the demand for our products and services. It will also be affected by the expenses to our pre-market approval trial process to seek the FDA’s approval on our Ablatherm-HIFU solution for the treatment of prostate cancer in the United States, while there is no assurance that our cash flow will in fact be enough to do so or that clinical trials will be successful or that the FDA will grant approval to market our device even if the trials are successfully completed.

***We have a history of operating losses and it is uncertain when and if we will reach profitability.***

We have incurred operating losses in each fiscal year since 1998 and may never achieve profitability. We expect that our marketing, selling and research and development expenses will increase as we attempt to develop and commercialize our Lithotripsy and HIFU devices. We may not, however, generate a sufficient level of revenue to offset these expenses and may not be able to adjust spending in a timely manner to respond to any unanticipated decline in revenue. For example, in 2009, we had positive operating income in both HIFU and Urology Devices and Services (“UDS”) divisions which however were not sufficient to offset the cost of the Ablatherm-HIFU FDA PMA trials and the cost of our corporate activities thus resulting in a consolidated operating loss. In 2010 and 2011, we had negative operating income in our HIFU division, reflecting a slowdown in HIFU activity which was not sufficient to offset the fixed costs of the division. We cannot assure investors that we will realize sufficient revenue to become profitable in the future. See Item 5, “Operating and Financial Review and Prospects.”

***Competition in the markets in which we operate is intense and is expected to increase in the future.***

Competition in the markets in which we operate is intense and is expected to increase in the future. In each of our main businesses, we face competition both directly from other manufacturers of medical devices that apply the same technologies that we use, as well as indirectly from existing or emerging therapies for the treatment of urological disorders.



We believe that because ESWL has long been the standard treatment for urinary tract calculus disease, competition in that market comes principally from current manufacturers of lithotripters, including Siemens, Storz and Dornier. In the markets that we target for our HIFU products, competition comes from new market entrants and alternative therapies, as well as from current manufacturers of medical devices. In the HIFU market, our devices, in particular the Ablatherm, compete with all current treatments for localized tumors, including surgery, external beam radiotherapy, brachytherapy and cryotherapy. Other companies working with HIFU technology for the minimally invasive treatment of tumors, include USHIFU, which markets a device called the Sonablate SB500 for the treatment of localized prostate cancer. Insightec, an Israeli company owned mainly by General Electric and Elbit Medical Imaging Ltd, has developed a device using HIFU technology to treat uterine fibroids. Haifu, a Chinese company, is developing HIFU products addressing various types of cancers. Philips Healthcare is also developing HIFU devices addressing uterine fibroids, breast tumors and drug delivery activated by HIFU. See Item 4, “Information on the Company—High Intensity Focused Ultrasound Division— HIFU Competition” and Item 4, “Information on the Company—Urology Devices and Services Division.”

Many of our competitors have significantly greater financial, technical, research, marketing, sales, distribution and other resources than us and may have more experience in developing, manufacturing, marketing and supporting new medical devices. In addition, our future success will depend in large part on our ability to maintain a leading position in technological innovation, and we cannot assure investors that we will be able to develop new products or enhance our current ones to compete successfully with new or existing technologies. Rapid technological development by competitors may result in our products becoming obsolete before we recover a significant portion of the research, development and commercialization expenses incurred with respect to those products.

We also face competition for our maintenance and service contracts. Larger hospitals often utilize their in-house maintenance departments instead of contracting with equipment manufacturers like us to maintain and repair their medical equipment. In addition, third-party medical equipment maintenance companies increasingly compete with equipment manufacturers by offering broad repair and maintenance service contracts to hospitals and clinics. This increased competition for medical devices and maintenance and service contracts could have a material adverse effect on our business, financial condition and results of operations.

***We operate in a highly regulated industry and our future success depends on government regulatory approval of our products, which we may not receive or which may be delayed for a significant period of time.***

Government regulation significantly impacts the development and marketing of our products, particularly in the United States. We are regulated in each of our major markets with respect to preclinical and clinical testing, manufacturing, labeling, distribution, sale, marketing, advertising and promotion of our products. To market and sell products still in the clinical trial stage, we are required to obtain approval or clearance from the relevant regulatory agencies, including the FDA, in the United States. In particular, our Ablatherm device is under clinical trials in the U.S. Following the December 11, 2009 panel experts recommendations and our discussions with the FDA, after thoroughly evaluating all options, in April 2010, we decided to discontinue enrollment of patients in the HIFU comparative arm of the study, completed the treatment of 134 patients in June 2010 and then entered into the required two-year follow-up phase. Clinical outcomes from these patients combined with our European long-term database will form the foundation of a submission to the FDA which we expect to occur at the end of 2012. Consequently, we may not be able to follow the FDA recommendations with regards to our prospective study and its cryoablation comparative arm and to conduct our trials within the timeframe and budget we initially expected. Even if regulatory approval to market a product, if granted, it may include limitations on the indicated uses for which the product may be marketed. Failure to comply with regulatory requirements can result in fines, suspension or withdrawal of regulatory approvals, product recalls, seizure of products, operating restrictions and criminal prosecutions. Regulatory policy may change and additional government regulations may be established that could prevent or delay regulatory approval of our products. Any delay, failure to receive regulatory approval or the loss of previously received approvals could have a material adverse effect on our business, financial condition and results of operations. For more information on the regulation of our business, see Item 4, “Information on the Company—Government Regulation” and “High Intensity Focused Ultrasound Division—HIFU Division Clinical and Regulatory Status.”

Furthermore, changes to regulatory policy or the adoption of additional statutes or regulations that affect our business could impose substantial additional costs or otherwise have a material adverse effect on our business, financial condition and results of operations.

***The success of our products depends on whether procedures performed by those products are eligible for reimbursement which depends on the decisions of national health authorities and third-party payers.***

Our success depends, among other things, on the extent to which reimbursement can be obtained from

healthcare payers in the United States and elsewhere for procedures performed with our products. In the United States, we are dependent upon favorable decisions by the Centers for Medicare & Medicaid Services (“CMS”), formerly the Health Care Financing Administration (“HCFA”), for Medicare reimbursement, individual managed care organizations, private insurers and other payers. These decisions may be revised from time to time, which could affect reimbursement for procedures performed using our devices. Outside the United States, and in particular in the European Union and Japan, third-party reimbursement is generally conditioned upon decisions by national health authorities. In the European Union, there is no harmonized procedure for obtaining reimbursement and, consequently, we must seek regulatory approval in each Member State. If we fail to establish reimbursement from healthcare payers or government and private healthcare payers’ policies change, it could have a material adverse effect on our business, financial condition and results of operations.

Lithotripsy procedures currently are reimbursed by public healthcare systems in the European Union, in Japan and in the United States. However, a decision in any of those countries to modify reimbursement policies for these procedures could have a material adverse effect on our business, financial conditions and results of operations. In contrast, procedures performed with our Ablatherm device are not reimbursed in the European Union with the exception of Italy, Germany, the UK and on a special temporary basis in France, where procedures are partially reimbursed by either public healthcare systems or private insurers. We cannot assure investors that additional reimbursement approvals will be obtained in the near future. If reimbursement for our products is unavailable, limited in scope or amount or if pricing is set at unsatisfactory levels, our business could be materially harmed.

***Our manufacturing operations are highly regulated and failure to comply with those regulations would harm our business.***

Our manufacturing operations must comply with regulations established by regulatory agencies in the United States, the European Union and other countries, and in particular with the good manufacturing practices (“GMP”) mandated by the FDA and European Union standards for quality assurance and manufacturing process control. Since such standards may change, we may not, at all times, comply with all applicable standards and, as a result would be unable to manufacture our products for commercial sale. Our manufacturing facilities are subject to inspection by regulatory authorities at any time. If any inspection by the regulatory authorities reveals deficiencies in manufacturing, we could be required to take immediate remedial actions, suspend production or close the current and future production facilities, which would disrupt our manufacturing processes. Accordingly, failure to comply with these regulations could have a material adverse effect on our business, financial condition and results of operations.

***We depend on a single site to manufacture our products, and any interruption of operations could have a material adverse effect on our business.***

Most of our manufacturing currently takes place in a single facility located in Vaulx-en-Velin, on the outskirts of Lyon, France. A significant interruption in the operations of our sole facility for any reason, such as fire, flood or other natural disaster or a failure to obtain or maintain required regulatory approvals, could have a material adverse effect on our business, financial condition and results of operations.

***For certain components or services we depend on a single supplier who, due to events beyond our control may fail to deliver sufficient supplies to us or increase the cost of items supplied, which would interrupt our production processes or negatively impact our results of operations.***

We purchase the majority of the components used in our products from a number of suppliers, but rely on a single supplier for some key components. In addition, we rely on single suppliers for certain services. If the supply of certain components or services were interrupted for any reason, our manufacturing and marketing of the affected products would be delayed. These delays could be extensive, especially in situations where a component substitution would require regulatory approval. In addition, such suppliers could decide unilaterally to increase the price of supplied items and therefore cause additional charges for the Company. We expect to continue to depend upon our suppliers for the foreseeable future. Failure to obtain adequate supplies of components or services in a timely manner and at the agreed price could have a material adverse effect on our business, financial condition and results of operations.

***Intellectual property rights are essential to protect our medical devices, and any dispute with respect to these rights could be costly and have an uncertain outcome.***

Our success depends in large part on our ability to develop proprietary products and technologies and to establish and protect the related intellectual property rights, without infringing the intellectual property rights of third parties. The validity and scope of claims covered in medical technology patents involve complex legal and factual questions and, therefore, the outcome of such claims may be highly uncertain. The medical device industry has been

characterized by extensive patents and other intellectual property rights litigation. Our products, including our HIFU devices, may be subject to litigation involving claims of patent infringement or violation of other intellectual property rights of third parties. The defense and prosecution of intellectual property suits, patent opposition proceedings and related legal and administrative proceedings are both costly and time consuming and may result in a significant diversion of effort and resources by our technical and management personnel. An adverse determination in any such litigation or proceeding to which we become a party could subject us to significant liability to third parties, require us to seek licenses from third parties and pay ongoing royalties, require us to redesign certain products or subject us to injunctions preventing the manufacture, use or sale of the affected products. In addition to being costly, drawn-out litigation to defend or prosecute intellectual property rights could cause our customers or potential customers to defer or limit their purchase or use of our products until the litigation is resolved. See Item 4, “Information on the Company—High Intensity Focused Ultrasound Division—HIFU Division Patents and Intellectual Property” and Item 4, “Information on the Company—Urology Devices and Services Division—UDS Division Patents and Intellectual Property.”

We own patents covering several of our technologies and have additional patent applications pending in the United States, the European Union, Japan and elsewhere. The process of seeking patent protection can be long and expensive and there can be no assurance that our patent applications will result in the issuance of patents. We also cannot assure investors that our current or future patents are or will be sufficient to provide meaningful protection or commercial advantage to us. Our patents or patent applications could be challenged, invalidated or circumvented in the future. The failure to maintain or obtain necessary patents, licenses or other intellectual property rights from third parties on acceptable terms or the invalidation or cancellation of material patents could have a material adverse effect on our business, financial condition or results of operations. Litigation may be necessary to enforce patents issued to us or to determine the enforceability, scope and validity of the proprietary rights of others. Our competitors, many of which have substantial resources and have made substantial investments in competing technologies, may apply for and obtain patents that will interfere with our ability to make, use or sell certain products, including our HIFU devices, either in the United States or in foreign markets.

We also rely on trade secrets and proprietary know-how, which we seek to protect through non-disclosure agreements with employees, consultants and other parties. It is possible, however, that those non-disclosure agreements will be breached, that we will not have adequate remedies for any such breach, or that our trade secrets will become known to, or independently developed by, competitors. Litigation may be necessary to protect trade secrets or know-how owned by us. In addition, effective copyright and trade secret protection may be unavailable or limited in certain countries.

The occurrence of any of the foregoing could have a material adverse effect on our business, financial condition and result of operations.

***We face a significant risk of exposure to product liability claims in the event that the use of our products results in personal injury or death.***

Our products are designed to be used in the treatment of severe affections and conditions. Despite the use of our products, patients may suffer personal injury or death, and we may, as a result, face significant product liability claims. We maintain separate product liability insurance policies for the United States and Canada and for the other markets in which we sell our products. Product liability insurance is expensive and there can be no assurance that it will continue to be available on commercially reasonable terms or at all. In addition, our insurance may not cover certain product liability claims or our liability for any claims may exceed our coverage limits. A product liability claim or series of claims brought against us with respect to uninsured liabilities or in excess of our insurance coverage, or any claim or product recall that results in significant cost to or adverse publicity against us could have a material adverse effect on our business, financial condition and results of operations. Also, if any of our products prove to be defective, we may be required to recall or redesign the product.

***We sell our products in many parts of the world and, as a result, our business is affected by fluctuations in currency exchange rates.***

We are exposed to foreign currency exchange rate risk because the mix of currencies in which our costs are denominated is different from the mix of currencies in which we earn our revenue. In 2011, approximately 78% of our total costs of sales and operating expenses were denominated in euro, while approximately 39% of our sales were denominated in currencies other than euro (primarily the U.S. dollar and the Japanese yen). Our operating profitability could be materially adversely affected by large fluctuations in the rate of exchange between the euro and other currencies. For instance, a decrease in the value of the U.S. dollar or the Japanese yen against the euro would have a negative effect on our revenues, which may not be offset by an equal reduction in operating expenses and would therefore negatively impact operating profitability. From time to time we enter into foreign exchange forward sale

contracts to hedge against fluctuations in the exchange rates of the principal foreign currencies in which our receivables are denominated (in particular, the U.S. dollar and the Japanese yen), but there can be no assurance that such hedging activities will limit the effect of movements in exchange rates on our results of operations. As of December 31, 2011, we had no outstanding hedging instruments. In addition, since any dividends that we may declare will be denominated in euro, exchange rate fluctuations will affect the U.S. dollar equivalent of any dividends received by holders of ADSs. Finally, in the specific context of the sovereign debt crisis affecting certain European countries, the alleged or actual disruption in the use of the euro as currency in one or more European Monetary Union countries and the associated fluctuations in currency exchange rates could have a material effect on our financial condition and earnings, the magnitude and consequences of which are unpredictable. For more information concerning our exchange rate exposure, see “Item 11. Quantitative and Qualitative Disclosures about Market Risk.”

***Our results of operations have fluctuated significantly from quarter to quarter in the past and may continue to do so in the future.***

Our results of operations have fluctuated in the past and are expected to continue to fluctuate significantly from quarter to quarter depending upon numerous factors, including, but not limited to, the timing and results of clinical trials, changes in healthcare reimbursement policies, seasonality of demand for our products, changes in pricing policies by us or our competitors, new product announcements by us or our competitors, customer order deferrals in anticipation of new or enhanced products offered by us or our competitors, product quality problems and exchange rate fluctuations. Furthermore, because our main products have relatively high unit prices, the amount and timing of individual orders can have a substantial effect on our results of operations in any given quarter.

***Our results of operations and financial condition could be adversely affected by the adverse economic and financial developments.***

The current economic and financial environment has affected the level of public and private spending in the healthcare sector generally. A cautious or negative business outlook may cause our customers to further delay or cancel investment in medical equipment, which would adversely affect our revenues.

In addition, we rely on the credit market to secure dedicated lease financings to fund the development of our RPP activity. Due to the limited availability of lending in the current market environment, we may be unable to access sufficient lease financing. Without lease financing, we may be unable to continue the development of our RPP activity or we may need to fund such activity out of our existing working capital. Similarly, some of our clients rely on lease financing to finance their purchases of equipment. Limited availability of lease financing facilities may also affect their purchasing decisions and may adversely impact our equipment sales.

On January 19, 2012, we entered into a privately negotiated exchange agreement (the “Exchange Agreement”) with all of the holders of our outstanding 9% Senior Convertible Debentures due October 29, 2012 and Warrant holders, whereby all October 2007 Convertible Debentures and Warrants were exchanged for \$10.0 million of new non-convertible debentures (the “New Debentures”), 1,948,871 newly issued ordinary shares, 408,691 new warrants (the “January 2012 Warrants”) and US\$ 500,000 in cash. See Item 8 “Financial Information—Significant Changes as of April 26, 2012- January 2012 Exchange Agreement).

In accordance with the terms of our the New Debentures, until October 29, 2012, the Company has the option to pay interest on the New Debentures in shares. Following that date, the holders of New Debentures can elect to receive interest payments in shares or in cash. The current economic and financial environment has adversely affected and may continue to affect our share price, thus we may be unable to make payment in shares without significantly diluting the interest of the existing shareholders. If we are unable to issue shares on reasonable terms or if holder of New Debentures so elect, we may need to make interest payments in cash, thus negatively affecting our working capital.

If any of the above materializes, it could have a material adverse effect on our business, financial condition and results of operations.

## Risks Relating to the outstanding warrants and New Debentures

***We may have to pay liquidated damages to the holders participating in the Exchange, which would increase our expenses and reduce our cash resources.***

In connection with the issuance of New Debentures and January 2012 Warrants, we entered into a registration rights agreement (the "Registration Right Agreement"). Under the terms of the Registration Rights Agreement, subject to certain limited exceptions, if the registration statement to which the Registration Rights Agreement relates has not been declared effective within the time periods specified in the Registration Rights Agreement or we otherwise fail to comply with certain provisions set forth in the Registration Rights Agreement, we will be required to pay the holders participating in the exchange, as liquidated damages, 1.0% of the aggregate principal amount of October 2007 Convertible Debentures exchanged by each such holder in the Exchange Agreement for each 30-day period (or a pro rata portion thereof) during which such failure continues. There can be no assurance that the registration statement to which the Registration Rights Agreement relates will be declared effective by the SEC or will remain effective for the time periods necessary to avoid payment of liquidated damages. Any payment of liquidated damages would increase our expenses, reduce our cash resources and may limit or preclude us from advancing our product candidates through clinical trials or otherwise growing our business.

***If we are required for any reason to repay our outstanding New Debentures prior to their maturity date, we would be required to deplete our working capital or raise additional funds. Our failure to repay the New Debentures, if required, could result in legal action against us, which could require the sale of substantial assets.***

The New Debentures are due and payable on June 30, 2014, unless reimbursed earlier. Any event of default could require the early repayment of the New Debentures at the mandatory default amount, including all other amounts of interest, costs, expenses and liquidated damages due in respect of the defaulted New Debentures. If, prior to the maturity date, we are required to repay the outstanding New Debentures in full, we would be required to use our working capital and raise and/or borrow additional funds. Such additional funds may be difficult to obtain on acceptable terms, if at all, and any issuance of equity or debt financings may contain terms that are not favorable to shareholders of the Company or are dilutive. If we were unable to repay the New Debentures when required, the New Debentures holders could commence legal action against us to recover the amounts due. Any such action would have a material adverse effect on our financial condition and results of operations and may limit or preclude us from advancing our product candidates through clinical trials or otherwise growing our business.

***The issuance of ADSs upon exercise of outstanding warrants and in payment of interest on the New Debentures will cause immediate and substantial dilution to our existing shareholders.***

The issuance of ADSs upon exercise of the warrants issued in March 2012 (the "March 2012 Warrants") and the January 2012 Warrants (together, the "Warrants") will result in dilution of other shareholders since the selling shareholders may ultimately sell the full amount of ADSs issuable on exercise. Based on the number of outstanding Warrants issued, up to 1,983,691 ADSs are issuable upon exercise, representing approximately 10.9% of our issued and outstanding share capital. In addition, interest on the New Debentures is payable, under certain circumstances, in ordinary shares or ADSs, under a formula which is tied to the trading price of our ADSs, and under which there is no upper limit of shares that may be required to be issued in payment of interest. Although no single selling shareholder may exercise its Warrants if such exercise would cause it to own more than 9.99% of our outstanding ordinary shares, this restriction does not prevent each selling shareholder from exercising a portion of its holdings and selling those securities. In this way, each selling shareholder could sell more than this limit while never holding more than this limit.

On May 24, 2011, our shareholders adopted several new resolutions and extended the validity of existing ones, allowing the Board of Directors to renegotiate our indebtedness with the maximum flexibility hence authorizing the issuance of a maximum of 10 million new shares.

Based on these resolutions and in view of our debt restructuring and new projects financing, we filed a Form F-3 registration statement with the SEC on October 7, 2011 to register ordinary shares and warrants for a maximum amount of \$30 million, hence providing for registration of any future new ordinary shares issued for the purpose of raising capital or debt restructuring. This registration statement was declared effective by the SEC on October 21, 2011.

We issued and registered shares and warrants under this registration statement on March 28, 2012. For more information regarding the March 2012 placement, see Item 8 “Financial Information—Significant Changes as of April 26, 2012.”

***The sale of ADSs issued upon exercise of the Warrants could encourage short sales by third parties which could further depress the price of our ADSs.***

Any downward pressure on the price of ADSs caused by the sale of ADS issued upon the exercise of the Warrants could encourage short sales by third parties. In a short sale, a prospective seller borrows shares from a shareholder or broker and sells the borrowed shares. The prospective seller hopes that the share price will decline, at which time the seller can purchase shares at a lower price for delivery back to the lender. The seller profits when the share price declines because it is purchasing shares at a price lower than the sale price of the borrowed shares. Such sales could place downward pressure on the price of our ADSs by increasing the number of ADSs being sold, which could further contribute to any decline in the market price of our ADSs.

***Our total outstanding indebtedness may harm our financial condition and results of operations.***

Our total consolidated long-term financial debt as of December 31, 2011 was €8.2 million and represented approximately 25% of our total assets, including the current portion of indebtedness of approximately €7.5 million as of that date. Our level of indebtedness could have important consequences on our future operations, including:

- Reducing the availability of our cash flow to fund working capital, capital expenditures and other general corporate purposes, and limiting our ability to obtain additional financing for these purposes; and
- Limiting our flexibility in planning for, or reacting to, and increasing our vulnerability to, changes in our business, the industry in which we operate and the general economy.

***Provisions in the New Debentures could discourage an acquisition of us or an investment in us by a third party, even if the acquisition or investment would be favorable to investors.***

If we are party to a “fundamental transaction” or “change of control” (as defined in the New Debenture) or agree to dispose of in excess of 40% of our assets, the holders have the right to require us to redeem the New Debentures at their election shortly after they are notified of such a change. Any redemption under these circumstances will be at a premium equal to the higher of 130% of the then-outstanding principal amount of the New Debenture, plus 100% of accrued and unpaid interest, and other amounts, costs, expenses and liquidated damages due in respect of the New Debentures.

In addition, under the terms of the New Debentures, for so long as the New Debentures are outstanding, in the event we issue any new securities or other indebtedness for cash in a transaction primarily for the purpose of raising capital, then we shall be required to apply 40% of the net proceeds to redeem the New Debentures for cash.

**Risks Relating to Ownership of Securities**

***Our securities may be affected by volume fluctuations, and may fluctuate significantly in price.***

Our ADSs are currently traded on the NASDAQ Global Market. The average daily trading volume of our ADSs in December 2011 was 33,082, the high and low bid price of our ADSs for the last two financial years ended on December 31, 2011 and December 31, 2010, was \$ 5.68 and \$6.97, and \$ 1.37 and \$1.89, respectively. Our ADSs have experienced, and are likely to experience in the future, significant price and volume fluctuations, which could adversely affect the market price of our ADSs without regard to our operating performance. For example, average daily trading volume of our ADSs in December 2010 was 528,234 as opposed to 33,082 for the same period of 2011. The price of our securities, and our ADSs in particular, may fluctuate as a result of a variety of factors beyond our control, including changes in our business, operations and prospects, regulatory considerations, results of clinical trials of our products or those of our competitors, developments in patents and other proprietary rights, and general market and economic conditions.

***We may issue additional securities that may be dilutive to our existing shareholders.***

As set forth above, on May 24, 2011, our shareholders adopted resolutions allowing the Board of Directors to issue new shares when renegotiating our indebtedness, only within the maximum 10 million additional share limit, such limit is to be considered taking into account as of April 13 2012, the issuance of new shares following the January 2012 Exchange Agreement, payments of quarterly interests paid in shares and the issuance of new shares following our March 2012 placement, thereby reducing the maximum number authorized to be issued to 1,511,957. The issuance of additional ordinary shares, including any additional ordinary shares issuable pursuant to the exercise of preferential subscription rights that may not be available to all of our shareholders, would reduce the proportionate ownership and voting power of then-existing shareholders.

***We are subject to different corporate disclosure standards that may limit the information available to holders of our ADSs.***

As a foreign private issuer, we are not required to comply with the notice and disclosure requirements under the Exchange Act, relating to the solicitation of proxies for shareholder meetings. Although we are subject to the periodic reporting requirements of the Exchange Act, the periodic disclosure required of foreign private issuers under the Exchange Act is more limited than the periodic disclosure required of U.S. issuers. Therefore, there may be less publicly available information about us than is regularly published by or about other public companies in the United States.

***We currently do not intend to pay dividends, and cannot assure shareholders that we will make dividend payments in the future.***

We have never paid any dividend on our shares and do not anticipate paying any dividends for the foreseeable future. In particular, in connection with the January 2012 Exchange Agreement, we undertook not to pay cash dividends on any of our equity securities as long as any New Debentures remain outstanding. Thereafter, declaration of dividends on our shares will depend upon, among other things, future earnings, if any, the operating and financial condition of our business, our capital requirements, general business conditions and such other factors as our Board of Directors deems relevant. See Item 8, “Financial Information—Dividends and Dividend Policy.”

***Judgments of U.S. courts, including those predicated on the civil liability provisions of the federal securities laws of the United States, may not be enforceable in French courts.***

An investor in the United States may find it difficult to:

- effect service of process upon or obtain jurisdiction over us or our non-U.S. resident directors and officers in the United States;
- enforce U.S. court judgments based upon the civil liability provisions of the U.S. federal securities laws against us and our non-U.S. resident directors and officers in France; or the United States;
- bring an original action in a French court to enforce liabilities based upon the U.S. federal securities laws against us and our non-U.S. resident directors and officers; or

***Holders of ADSs have fewer rights than shareholders and must act through the Depository to exercise those rights.***

Holders of ADSs do not have the same rights as shareholders and accordingly, cannot exercise rights of shareholders against us. The Bank of New York Mellon, as Depository (the “Depository”), is the registered shareholder of the deposited shares underlying the ADSs, and therefore holders of ADSs will generally have to exercise the rights attached to those shares through the Depository. We have used and will continue to use reasonable efforts to request that the Depository notify the holders of ADSs of upcoming votes and ask for voting instructions from them. If a holder fails to return a voting instruction card to the Depository by the date established by it for receipt of such voting instructions, or if the Depository receives an improperly completed or blank voting instruction card, or if the voting instructions included in the voting instruction card are illegible or unclear, then such holder will be deemed to have instructed the Depository to vote its shares and the Depository shall vote such shares in favor of any resolution proposed or approved by our Board of Directors and against any resolution not so proposed or approved.

***Preferential subscription rights may not be available for U.S. persons.***

Under French law, shareholders have preferential rights to subscribe for cash issuances of new shares or other securities giving rights to acquire additional shares on a *pro rata* basis. U.S. holders of our securities may not be able to exercise preferential subscription rights for their shares unless a registration statement under the Securities Act is effective with respect to such rights or an exemption from the registration requirements imposed by the Securities Act is available. We may, from time to time, issue new shares or other securities giving rights to acquire additional shares (such as warrants) at a time when no registration statement is in effect and no Securities Act exemption is available. If so, U.S. holders of our securities will be unable to exercise their preferential rights and their interests will be diluted. We are under no obligation to file any registration statement in connection with any issuance of new shares or other securities.

For holders of ADSs, the Depositary may make these rights or other distributions available to holders after we instruct it to do so and provide it with evidence that it is legal to do so. If we fail to do this and the Depositary determines that it is impractical to sell the rights, it may allow these rights to lapse. In that case the holders of ADSs will receive no value for them.

***Auditors in various non-U.S. jurisdictions, including France, are not inspected by the U.S. Public Company Accounting Oversight Board (“PCAOB”) and, as a result, there is a risk that quality improvements or deficiencies that could be identified by a PCAOB inspection will not be identified or addressed.***

The independent registered public accounting firm that issues the audit report included in this Annual Report on Form 20-F is required by the laws of the United States to undergo regular inspections, including reviewing of work papers and interviews, by the PCAOB to assess its compliance with the laws of the United States and applicable professional standards. Because our auditor is located in France, a jurisdiction where the PCAOB is currently unable to conduct inspections without the approval of the French authorities, our auditor is not currently inspected by the PCAOB. Our auditor is, however, subject to regular inspections by the Haut Conseil du commissariat aux comptes, a comparable French regulatory body, that are similar in scope to the PCAOB inspections.

During its inspections, the PCAOB may identify deficiencies in an accounting firm’s audit procedures and quality control procedures, which may be addressed as part of the inspection process to improve future audit quality. Since the PCAOB cannot conduct inspections in France, the PCAOB is prevented from regularly evaluating our auditor’s audits and quality control procedures. As a result, investors in our securities may be deprived of any benefits that would have been realized as a result of PCAOB inspections and, depending on the circumstances, investors in our securities could lose confidence in our control procedures, financial statements or, more generally, in the quality of our reported financial information.

#### **Item 4. Information on the Company**

We develop and market the Ablatherm<sup>®</sup> device, an advanced choice for High Intensity Focused Ultrasound (HIFU) treatment of localized prostate cancer. HIFU treatment is shown to be a minimally invasive and effective treatment option for localized prostate cancer with a low occurrence of side effects. Ablatherm-HIFU is generally recommended for patients with localized prostate cancer (stages T1-T2) who are not candidates for surgery or who prefer an alternative option. It is also used for patients who failed a radiotherapy treatment. In addition, we are developing HIFU technology for the treatment of certain other types of tumors. We also produce and commercialize medical equipment for treatment of urinary tract stones using Extra-corporeal Shockwave Lithotripsy (“ESWL”).

#### **History and Development of the Company**

Our legal name is EDAP TMS S.A. and our commercial name is EDAP TMS. EDAP TMS S.A. was incorporated on December 3, 1979 as a *Société Anonyme* organized under the laws of the Republic of France for a duration of 60 years from the date of incorporation. Our principal executive offices are located at Parc d’Activités la Poudrette- Lamartine, 4/6, rue du Dauphiné, 69120 Vaulx-en-Velin, France and our telephone number is +33 (0) 4 72 15 31 50. NATIXIS PRAMEX INTERNATIONAL Corp, 1251 Ave of the Americas – 34<sup>th</sup> floor, New York, NY 10020 – U.S.A, is our agent for service of process in the United States.



Founded in 1979, we originally specialized in the manufacturing and distribution of lithotripters (devices which use shockwaves to disintegrate urinary calculi) and produced the first piezo-electric lithotripter (using electric shocks produced by a piezo-component) in 1985. In 1994, we purchased most of the assets of Technomed International S.A. (“Technomed”) out of liquidation. Technomed was established in 1985 and launched an electrohydraulic lithotripter (using electric shocks produced by an electrode within a hydraulic system) in 1986 and the Prostatron, a medical device using TransUrethral Microwave Thermotherapy (“TUMT”) for the minimally invasive treatment of benign prostate hyperplasia (“BPH”) in the European Union in 1990. The assets we acquired in Technomed’s liquidation included the ownership of, and full distribution rights to, the Prostatron, the Sonolith series of lithotripters (Sonolith Praktis, Sonolith Vision) and the Ablatherm HIFU device.

In October 2000, we sold our Prostatron business to Urologix Inc. for consideration consisting of approximately \$12 million in common stock and warrants to purchase additional shares of common stock and \$8 million in cash.

On February 25, 2004, we finalized a distribution agreement (the “Distribution Agreement”), with a subsidiary of HealthTronics Surgical Services, Inc. (“HealthTronics”), under which HealthTronics agreed to distribute our lithotripters in the United States. Under the Distribution Agreement, 1,000,000 warrants were allocated to HealthTronics, which were to be exercised upon the completion of certain milestones linked to the grant of the Ablatherm pre-market approval and certain minimum sales of lithotripters in the United States. On December 29, 2005, we amended the Distribution Agreement after HealthTronics decided to focus all of its efforts on implementing Ablatherm clinical trials in the United States to gain FDA approval and to cease pursuing distribution of our lithotripters in the United States. In connection with this amendment, 200,000 warrants, of the 1,000,000 warrants that had been issued to HealthTronics, were cancelled since their exercise was directly linked to future purchases of our lithotripters.

On August 3, 2006, we closed a private placement of 961,676 ordinary shares in the form of ADSs, resulting in net proceeds of approximately \$7.5 million. These funds were used to fund additional marketing efforts to accelerate the adoption of Ablatherm-HIFU in key European markets.

On November 10, 2006, HealthTronics informed us that they intended to cease conducting clinical trials and pursuing the Ablatherm PMA approval from the FDA.

On April 3, 2007, we executed an Agreement and Release whereby HealthTronics agreed to transfer the Ablatherm FDA study to us. The Agreement and Release was amended on July 9, 2007. Under this Agreement and Release, HealthTronics agreed to pay us \$600,000 under certain conditions linked to the registration of 200,000 shares it acquired under exercise of a portion of the 800,000 remaining warrants it had acquired pursuant to the Distribution Agreement. On September 29, 2009, HealthTronics’s commitment to pay us \$600,000, related to the April 3 and July 9, 2007 Agreement and Release, was waived in compensation of a royalty-free, sublicense granted to us allowing us to use certain HealthTronics’s patents in the lithotripsy field.

On October 31, 2007, we completed a private placement of \$20 million principal amount of 9% Senior Convertible Debentures due 2012 (the “Convertible Debentures”). In addition, the purchasers of the Convertible Debentures and our placement agent (the “Placement Agent”) received warrants to purchase our ordinary shares for an average exercise price of \$6.68 per share which expire in 2013. The October 2007 private placement resulted in net proceeds of approximately \$17.4 million. We agreed to use the proceeds of the private placement to finance costs associated with the regulatory approval for the commercialization of Ablatherm HIFU in the United States (including related clinical trials) and for general and administrative expenses.

In 2007, following the termination of the Distribution Agreement signed with HealthTronics, EDAP Technomed Inc, our Delaware registered wholly-owned subsidiary, regained the sponsorship of our Ablatherm IDE study and has pursued our clinical trials in the United States since then. Therefore, a portion of the proceeds resulting from our October 2007 private placement were transferred to EDAP Technomed Inc. to finance our U.S. Ablatherm-HIFU clinical trials.

Effective January 1, 2008, to clarify and simplify our French organizational structure, we merged the two operational French entities EDAP SA and Technomed Medical Systems SA into a single entity named EDAP TMS France S.A. (formerly Technomed Medical Systems SA), which is wholly owned by EDAP TMS SA, the holding company.

On May 24, 2011, our shareholders adopted resolutions extending the validity of certain delegations of authority previously granted to the Board of Directors, including, among others, allowing the Board of Directors to issue ordinary shares in a financing or financings when market conditions permit to raise funds to improve our balance sheet and support

the growth of our business. The new resolutions extended the maximum aggregate number of ordinary shares to be issued to 10 million shares, which provides us with the flexibility to continue our development strategy.

In August 2011, we received marketing clearance from the U.S. Food and Drug Administration, or the FDA, for our Sonolith i-move device, a technologically advanced compact mobile lithotripter. The FDA has cleared our Sonolith i-move device for fragmentation of kidney stones, ESWL procedures and endourology applications. This clearance is expected to enable us to maximize our opportunity to gain market share from our competitors in the United States.

Based on the May 24, 2011 shareholders' resolutions and in view of our debt restructuring and new projects financing, on October 7, 2011 we filed a Form F-3 registration statement with the SEC to register ordinary shares and warrants for a maximum amount of \$30 million. This registration statement was declared effective by the SEC on October 21, 2011.

In January 2012, we regained the distribution rights for Ablatherm®-HIFU treatment in Canada and the Caribbean, following the expiration of the 2005 exclusive sales agreement with Maple Leaf HIFU on the North American market. We are now in direct control of our ability to attempt to grow our presence among U.S. urologists and expand the off-shore potential of the HIFU treatment option for prostate cancer patients that is not yet available in the United States.

On January 19, 2012, we entered into an Exchange Agreement with all of the holders of our outstanding 9% Senior Convertible Debentures due October 29, 2012 and warrants, whereby all October 2007 Convertible Debentures and warrants were exchanged for New non-convertible Debentures, 1,948,871 newly issued ordinary shares, January 2012 Warrants and US\$ 500,000 in cash, or a combination thereof. See Note 31 to the consolidated financial statements for the proforma impacts of the Exchange Agreement.

On March 28, 2012, we issued 2,812,500 ordinary shares in the form of ADSs to certain institutional investors in a registered direct placement (the "March 2012 Placement"), at a price of \$2.00 per share, with warrants attached that allow investors to purchase up to 1,406,250 shares in the form of ADSs, at an exercise price of \$2.75 per share. We also issued warrants to purchase up to 168,750 shares to the placement agent, Rodman & Renshaw LLC, at an exercise price of \$2.50 per share.

## **Business Overview & Strategy**

EDAP TMS S.A. is a holding company and is responsible for providing common services to its subsidiaries, including preparation and consolidation of the financial statements for the group, complying with the requirements of various regulatory agencies and maintaining the listing of its publicly held securities and, in conjunction with its Board of Directors, directing the overall strategy of our group.

Our activity is organized in two divisions: HIFU and UDS (including lithotripsy activities). Through these two divisions, we develop, produce and market minimally invasive medical devices, mainly for urological diseases. We believe that the creation of these two divisions has allowed us to expand our market share by optimizing worldwide distribution capabilities, all of which is coordinated through our subsidiaries.

Our HIFU and UDS divisions operate in Europe, the Americas, Asia and the rest of the world. Total net sales for the HIFU division (in net contributions to total consolidated sales) were €5.9 million, €6.9 million and €9.6 million for 2011, 2010 and 2009, respectively. Those sales are generated in Europe and the rest of the world, outside certain countries in Asia (including Japan) and the United States where our Ablatherm-HIFU device is not approved yet). Total net sales for the UDS division were €16.4 million (including €7.6 million in Asia and €8.8 million in Europe and the rest of the world), €16.3 million (including €7.8 million in Asia and €8.5 million in Europe and the rest of the world) and €15.2 million (including €6.8 million in Asia and €8.4 million in Europe and the rest of the world), each for 2011, 2010 and 2009, respectively.

See Note 27 to our consolidated financial statements for a breakdown of total sales and revenue during the past three fiscal years by operating division and Item 5 "Operating and Financial Review and Prospects."

## HIFU Division

The HIFU division is engaged in the development, manufacturing and marketing of medical devices based on HIFU technology for the minimally invasive treatment of urological and other clinical indications. Our HIFU business is quite seasonal and generally linked to lengthy hospital decision and investment processes. Hence our quarterly revenues are often impacted and fluctuate according to these parameters, generally resulting in a higher purchasing activity in the last quarter of the year.

### *HIFU Division Business Overview*

The HIFU division currently develops, manufactures and markets devices for the minimally invasive destruction of certain types of localized tumors using HIFU technology. HIFU technology uses a high-intensity convergent ultrasound beam generated by high power transducers to produce heat. HIFU technology is intended to allow the surgeon to destroy a well-defined area of diseased tissue without damaging surrounding tissue and organs, thereby eliminating the need for incisions, transfusions and general anesthesia and associated complications. The Ablatherm is a HIFU-based device developed and marketed by the HIFU division for the treatment of organ-confined prostate cancer, referred to as T1-T2 stage. Ablatherm can be used for patients who are not candidates for surgery or who have failed a radiotherapy treatment. Ablatherm is approved for commercial distribution in the European Union, South Korea, Canada, Australia, Taiwan, South Africa, New Zealand, the Philippines, Argentina, Mexico, Brazil, Russia, Venezuela, Peru and Ecuador. Clinical trials in the United States are underway. As of December 31, 2011, the HIFU division had an installed base of 89 Ablatherm machines worldwide (with an additional 8 used for clinical studies and other research and training purposes) and 278 trained clinical sites were using this technology.

In addition to developing, manufacturing and marketing HIFU devices, the HIFU division also generates revenues from leasing equipment, as well as from the sale of disposables, spare parts and maintenance services. Our HIFU mobile treatment option provides access to the HIFU devices without requiring hospitals and clinics to make an up-front investment in the equipment. Instead, hospitals and clinics perform treatments using these devices and remunerate us on a RPP basis (i.e., on the basis of the number of individual treatments provided). With this model, once the treatment is established in the medical community, a permanent installation may become more attractive, leading to the sale of the device in some of the larger locations.

### *HIFU Division Business Strategy*

The HIFU division's business strategy is to capitalize on its expertise in HIFU and its position in urology to achieve long-term growth as a leader in the development, manufacturing, marketing and distribution of minimally invasive medical devices for urological and other indications, using HIFU technology, while preserving patient quality of life. The HIFU division believes that minimally invasive treatments using HIFU could provide an alternative to current invasive therapies on the basis of reduced cost and reduced morbidity for a number of different indications. The key elements of the HIFU division's strategy to achieve that objective are:

- *Provide Minimally Invasive Solutions to Treat Prostate Cancer using HIFU.* Building upon our established position in the ESWL market, our HIFU division is striving to become the leading provider of our minimally invasive treatment option for prostate cancer. We believe that there is a large market opportunity with an increase in incidence linked to the aging male population, an increase in screening and recent campaigns to increase awareness. We also believe that HIFU could represent a credible alternative to surgery, external beam radiotherapy, brachytherapy and cryotherapy for the treatment of organ-confined prostate cancer without the cost, in-patient hospitalization and adverse side effects associated with those therapies. With the growing demand for more focused treatments destroying the tumor only (focal therapy) while continuously controlling the disease, HIFU and its focused approach, is well positioned to address this new trend. The HIFU division intends to achieve this through a direct sales network in key European countries and through selected distributors in other European countries and in Asia. The HIFU division has built a strong clinical credibility based on clinical articles published in peer-reviewed journals. We ensure effective patient and physician education through a focused communication program. In addition to that current operational basis, by the end of 2012, we intend to file for FDA approval to enter the U.S. market with our Ablatherm-HIFU device. For more information, see "HIFU Clinical and Regulatory Status".
- *Achieve Long-Term Growth by Expanding HIFU Applications Beyond Prostate Cancer.* The HIFU division's long-term growth strategy is to apply our HIFU technology toward the minimally invasive treatment of other medical conditions beyond prostate cancer. We believe that HIFU could represent an alternative to surgery and radiotherapy for the treatment of many tumors without the cost, in-patient hospitalization and adverse side effects associated with those therapies. The HIFU division is working on various other applications where HIFU could provide an alternative to current invasive therapies. See "—HIFU Products." The HIFU division

maintained expenses at levels similar to 2010 on research and development (“R&D”) projects in 2011 to develop HIFU applications beyond prostate cancer. The division is considering sustaining R&D spending in 2012 and future years to strengthen its technological leadership in HIFU and expand its application beyond urology.

### **HIFU Products**

Currently, the only commercial product of the company utilizing HIFU technology is the Ablatherm, an ultrasound guided HIFU device for the treatment of organ-confined prostate cancer. The Ablatherm is cleared for distribution in the European Union, South Korea, Canada, Australia, South Africa, New Zealand, the Philippines Taiwan, Mexico, Argentina, Brazil, Russia, Venezuela, Peru and Ecuador. Ablatherm is currently under clinical trials in order to seek FDA approval. The Company expects to file related clinical data with the FDA by the end of 2012. The Ablatherm consists of a treatment module, a control table with a computer and a computer screen, and a diagnostic ultrasound device connected to the treatment module. After insertion of an endorectal probe, the physician visualizes the prostate and defines the area to be treated. The computer automatically calculates the optimum treatment distribution of lesions. During the treatment, the transducer automatically moves and fires at each predefined lesion until the entire area has been treated, while controlling and imaging the treatment in real time due to its integrated imaging system. Cell destruction by HIFU is accomplished by a combination of thermal and cavitation effects caused by focused application of piezoelectric-generated high-intensity ultrasound. The procedure is performed under general or spinal anesthesia.

### **HIFU Division Patents and Intellectual Property**

As of December 31, 2011, the HIFU division’s patent portfolio contained 41 patents consisting of 19 in the United States, 19 in the European Union and Japan and 3 in Israel and the rest of the world. They belong to 23 groups of patents covering key technologies related to therapeutic ultrasound principles, systems and associated software.

During 2011, the patent covering our integrated imaging technology granted last year in China, has been also delivered in Europe, Japan and the United States. This patent strengthens of our patent portfolio in the main targeted markets. It also offers greater protection of the current technology used in our Ablatherm-HIFU device.

Seven additional patents covering certain other aspects of our HIFU technology in the European Union and Japan (5), the United States (1), and the rest of the world (1) are also under review. These patents relate to a new transducer design for both HIFU and high intensity collimated ultrasound (“HICU”) technologies.

Our ongoing research and development objectives are to maintain our leadership position in the treatment of prostate cancer and to extend the HIFU technology to new applications and minimally invasive systems. These research projects are conducted in cooperation with the French National Institute for Health and Medical Research (“INSERM”) which give rise in some cases to the filing, followed by the grant of co-owned patents. We have entered into various license agreements with INSERM whereby we commit to pay a fixed amount of royalties to INSERM based on the net revenues generated from the sales of HIFU devices using co-owned patents. Under these agreements, which last for the life of each co-owned patents we have the exclusive right to the commercial use of the co-owned patents, including the right to out-license such commercial rights.

In August 2004, we licensed our HIFU technology for the specific treatment of the “cervicofacial” lesions, including the thyroid, to Theraclion, a French company created by our former director of research and development. This license agreement allows for the payment of certain royalties calculated on the basis of Theraclion’s future sales of devices. We determined that we could not invest in these specific applications at that time and this license agreement therefore allows Theraclion to pursue the development of HIFU for this application. We own no interest in Theraclion.

Although we believe that our HIFU patents are valid and should be enforceable against third parties and that our patent applications should, if successfully pursued, result in the issuance of additional enforceable patents, there can be no assurance that any or all of these patents or patent applications will provide effective protection for the HIFU division’s proprietary rights in such technology. HIFU devices, as they are currently or may in the future be designed, may also be subject to claims of infringement of patents owned by third parties, which could result in an adverse effect on our ability to market HIFU systems. See Item 3 “Risk Factors – Risks relating to Intellectual Property Rights”.

### **HIFU Division Clinical and Regulatory Status**

#### Clinical and Regulatory Status in Europe

The HIFU division has conducted an extensive clinical trial for the Ablatherm in the European Union. This trial, the European Multicentric Study, involved a total of 652 patients suffering from localized prostate cancer and included

six sites in France, Germany and The Netherlands. The primary goals of the trial were to assess the safety and effectiveness of the Ablatherm. The diagnosis of prostate cancer has two steps. The first step is the evaluation of the Prostate Specific Antigen (PSA), which although not specific to cancer tumors, measures the increase of cells' activity inside the prostate. During the second step a sextant biopsy is performed inside the prostate to reveal the presence of a tumor. An interim analysis performed on the first 559 patients included 402 patients treated with the Ablatherm device as a first-line therapy. Of these patients, 81.4% had a normal PSA and 87.2% had negative biopsies at the last follow-up and were considered cancer free. The trials also included 157 patients who underwent an Ablatherm treatment as a salvage therapy after a previous failed therapy (hormone therapy, radiation or prostatectomy). Of these patients, 80.7% and 67.9% had negative biopsies and normal PSA after treatment, respectively.

Based on these results, in May 1999, we obtained a CE Marking that allows us to market the Ablatherm in the European Union.

#### Clinical and Regulatory Status in France

In 2001, the French Urology Association ("AFU") conducted an independent clinical trial to confirm the efficacy and safety results observed in the European Multicentric Study, and to evaluate the therapy-related costs. Patient recruitment was successfully performed at eight investigational sites. Patient enrollment was completed in an 11-month period with 117 patients included. Patient follow-up is ongoing, with intermediate assessment at one year. The two-year follow-up results were presented at the AFU congress in November 2004. Follow-up with these patients will continue to evaluate the long-term efficacy of the treatment.

In March 2004, French authorities approved a new treatment protocol concerning the treatment of patients who failed radiotherapy. We obtained CE Marking, which currently allows us to market this Ablatherm treatment indication.

In 2005, a clinical trial was started in France to validate the efficacy and safety of Ablatherm as rescue treatment in patients after brachytherapy failure. This clinical study was successfully completed in 2011 with satisfactory safety and efficacy results. Following the study, in January 2012, we submitted to GMED notified body an application for an extension of Ablatherm HIFU CE marking addressing brachytherapy failures was submitted to our notified body.

In 2007, a new clinical trial using Ablatherm-HIFU and dedicated to the treatment of patients with high risk disease who are not candidates for radical surgery because of their age and/or co-morbidities was started in France. The objective of this trial is to demonstrate the existence, in vivo, of the enhancement of HIFU treatment effect by a concomitant chemotherapy with docetaxel. This adjuvant is expected to provide for better control of the local cancer in this population of patients, and in turn, obtain better control of the cancer illness. Patient enrolment is still in progress.

Also in 2007, a clinical trial to evaluate the utility of Contrast-Enhanced UltraSound (CEUS) for the early diagnosis of local cancer recurrence after HIFU treatment was started in France. The preliminary results assessed that contrast-enhanced ultrasound is efficient in distinguishing residual viable prostate tissue from ablated tissue after HIFU prostate ablation. This study provides evidence that contrast ultrasound can diagnose early cancer recurrences. This trial has been extended by an amendment allowing for 15 additional patients. Patient enrolment was completed in January 2011 and patient follow-up was completed in February 2012. In May 2011, preliminary results related to good detection potential of CEUS after HIFU treatment, were published by Edouard Herriot Hospital, Lyon, France, in the journal *Radiology*.

In 2009 a new clinical trial was started in France to validate a new strategy of minimally invasive treatment of prostatic adenocarcinomas localized in a single lobe with HIFU. This concept of partial treatment is proposed as an intermediate option between active surveillance and whole prostate treatment. Partial treatment for this trial is hemiablation of the prostate in which a single prostatic lobe is ablated using HIFU in patients with prostate cancer that has a low risk of recurrence and for which the imaging and biopsy assessments show a unilateral cancer. The goal of hemiablation is to reduce the complications associated with standard treatments, notably the risks of incontinence and impotence. Clinical trial is still underway. In December 2011, two new investigational centers have been included in the Study: "Polyclinique Parc Rambot" in Aix en Provence, France and the Urology Department at "Clinique St Augustin" in Bordeaux, headed by Dr Gaston and Dr. Piechaud. Currently, seventeen French investigational centers are recruiting patients.

In September 2010, a new clinical trial was started in France and Norway to validate the new strategy of Hemiablation treatment in radio-recurrent prostate cancer localized in a single lobe. This objective of focal treatment in

patients with prostate cancer recurrence after radiotherapy is to reduce the risks of side effects in a very fragile population of patients. The Study is expected to be completed by December 2013.

#### Clinical and Regulatory Status in the United States

In February 2004, we entered into the Distribution Agreement with HealthTronics. The terms of the Distribution Agreement granted HealthTronics the right to pursue market approval from the FDA for the Ablatherm. Under the terms of the Distribution Agreement, HealthTronics would be granted exclusive distribution rights for the Ablatherm in the United States. In November 2006, HealthTronics informed us that they intended to discontinue Ablatherm FDA trials. On April 3, 2007, we executed an Agreement and Release whereby HealthTronics agreed to transfer the Ablatherm FDA study to us. See Item 4, “Information on the Company – History and Development of the Company.”

On June 29, 2007, the FDA officially approved the transfer of the study to EDAP Technomed Inc. and the trials resumed as per the approved protocol. In October 2007, we completed a private placement raising net proceeds of \$17.4 million allowing us to finance and conduct the U.S. trials for the expected period of time.

In March 2009, facing patient enrollment issues on the cryoablation comparative arm of the U.S. ENLIGHT study, we met with the FDA to propose alternatives to the approved protocol and its prospective comparative study.

On December 11, 2009, a Gastroenterology and Urology Devices Panel of the Medical Devices Advisory Committee (the “Panel”) was convened by the FDA. The Panel clearly indicated that prospective data was recommended for endpoint evaluation of treatments for localized prostate cancer. As a result of the Panel’s discussion, we met with the FDA on January 28, 2010 to further address options and alternatives to move forward with our HIFU trial in the U.S. The FDA confirmed the Panel’s recommendation for a prospective study and reiterated the Panel’s concerns regarding the concept of patient randomization and the follow-up period.

Given the very challenging recommendations of the FDA with regards to our prospective study and its cryoablation comparative arm, there is a risk that we may not be able to follow FDA recommendations or to conduct our trials in the timeframe we initially expected and within an acceptable budget. In this respect, following the December 11, 2009 Panel experts recommendations and our discussions with the FDA, we thoroughly evaluated all options based on inputs from our clinical and regulatory advisors. In April 2010, we decided to discontinue enrollment of patients in the HIFU comparative arm of the study and informed the FDA of such decision. We completed the treatment of 134 patients in June 2010 and entered into the required two year follow-up phase. Clinical outcomes from these patients combined with our strong European long-term database will form the foundation of a submission to the FDA which we expect to occur by the end of 2012. See Item 5, “Operating and Financial Review and Prospects – Liquidity and Capital Resources” and Item 3, “Risk Factors” – “We operate in a highly regulated industry and our future success depends on government regulatory approval of our products, which we may not receive or which may be delayed for a significant period of time.”

#### Clinical and Regulatory Status in Japan

In June 2000, the HIFU division applied for approval by the Japanese Ministry of Health for the Ablatherm to be marketed in Japan. We retrieved the application in 2005 to update it and review the process. We are still assessing the opportunity to file a new application. The process of requesting approval to market the Ablatherm in Japan may be long and may never result in the approval to market the Ablatherm in Japan. See Item 3, “Key Information—Risk Factors—Our future revenue growth and income depend, among other things, on the success of our HIFU technology.”

#### Clinical and Regulatory Status in China

On August 2, 2010, we entered into an exclusive distribution agreement with Shaw Han Biomedical Co. Ltd to distribute Ablatherm-HIFU throughout China, once approved by Chinese authorities. This agreement involves a two-stage process: Shaw Han will first be responsible for processing the marketing clearance application with China’s Food and Drug Administration for Ablatherm-HIFU, then they will lead the marketing and distribution of the device in China for four years post approval. As of the date of this annual report on Form 20-F, the marketing clearance application was still in progress with the Chinese authorities.

## **HIFU Clinical Data**

To date, our clinical Ablatherm-HIFU results have been published in 61 peer-reviewed renowned journals. The first clinical paper reporting long term results using Ablatherm-HIFU was published in November 2007. The results of the study confirm the efficacy of HIFU in patients with localized prostate cancer. In 2010, the results of a major multicentric study on 803 patients were published showing a local control of the disease in 77.9% of the patients.

We have set up an extensive worldwide database called "@-registry." This on-line database is designed to compile treatment information and follow-up data for patients who have undergone HIFU for prostate cancer. The goal of the @-registry is to further demonstrate the safety, effectiveness and durability of Ablatherm HIFU. Information from the registry will be submitted to medical conferences for presentation and to peer-reviewed medical journals for publication. Based on more than 10,000 patients included into our @-Registry database, we presented an abstract covering 5,662 primary patients treated with Ablatherm-HIFU at the European Association of Urology (EAU) which was held in Paris in February 2012.

## ***HIFU Division Market Potential***

Prostate cancer is currently the first or second most common form of cancer among men in many populations. In the United States, the American Cancer Society estimates the number of new prostate cancers diagnosed every year to be approximately 241,740, of which approximately 70% are diagnosed with localized stage prostate cancer. Additionally, the HIFU division believes, based on figures provided by the World Health Organization, that the worldwide incidence of localized prostate cancer is approximately twice this U.S. figure. A more effective diagnostic method for prostate cancer, the PSA test, has increased public awareness of the disease in developed countries since its introduction. The PSA test measures the blood level of a protein, the PSA, which is produced only by the prostate. PSA levels jump sharply when cancer is present. Prostate cancer is an age-related disease, and its incidence in developed countries is expected to increase as the population ages.

If the efficacy of HIFU therapy is established, the HIFU division believes that its application could be expanded to other medical conditions, such as certain localized thyroid, breast, gynecological, bladder, kidney, liver, brain, pancreatic and retroperitoneal tumors. However, the expansion of the use of HIFU to other areas of treatment will require a significant investment in research and development, an investment we will undertake gradually while focusing on the acceptance of HIFU as a treatment for localized prostate cancer.

## ***HIFU Competition***

The principal current therapies for prostate cancer carry side effects that can seriously affect a patient's quality of life. One of the current therapies is radical prostatectomy (surgery), which involves the ablation of the entire prostate gland. Radical prostatectomy requires several days of hospital stay and several weeks of recovery, usually with catheterization, and may result in partial and/or total urinary incontinence. In addition, it almost invariably renders patients impotent. A new surgical technique, nerve-sparing prostatectomy, has been developed to address that problem. However, the procedure can only be applied when the tumor is not located close to the surface of the prostate and requires a very skilled surgeon. Other therapies for localized prostate cancer include brachytherapy, a therapy that involves the implantation of radioisotopes into the prostate gland, external beam radiotherapy and cryotherapy.

Our Ablatherm-HIFU device competes with all current treatments for localized tumors, which include surgery, brachytherapy, radiotherapy, cryotherapy and hormone therapy. We believe that HIFU competes against those treatments on the basis of efficacy, limited side effects and cost-effectiveness.

We also believe that Ablatherm-HIFU is well positioned to address the growing demand for a 'focal' approach of localized prostate cancer which cannot be answered by surgery or radiation therapy. 'Focal' treatment (also known as 'partial' or 'zonal' treatment, as opposed to 'radical' treatment) provides an effective and accurate ablative treatment of localized tumors with the capacities of being flexible and repeatable, while preserving patient quality of life.

Other companies are working with HIFU for the minimally invasive treatment of tumors, including USHIFU, which markets a device called the Sonablate SB500 for the treatment of localized prostate cancer. Insightec, an Israeli company majority owned by General Electric and Elbit Medical Imaging, has developed a device using HIFU technology to treat uterine fibroids. Haifu, a Chinese company developing HIFU products is addressing various cancers. Philips Healthcare is also developing HIFU devices addressing uterine fibroids, breast tumors and drug delivery activated by HIFU..

See Item 4, “Information on the Company—HIFU Division— HIFU Competition” and “Information on the Company—UDS Division” and Item 3, “Risk Factors – Risks Relating to Competition.”

Certain existing and potential competitors of our HIFU division may have substantially greater financial, research and development, sales and marketing and personnel resources than us and may have more experience in developing, manufacturing, marketing and supporting new products. We believe that an important factor in the potential future market for HIFU treatments will be the ability to make the substantial investments in research and development in advancing the technology beyond the treatment of prostate cancer. This future investment is wholly dependent on the successful acceptance of the device for the treatment of prostate cancer.

#### ***HIFU Division Sales and Distribution of Products***

The HIFU division markets and sells its products through our own direct marketing and sales organization as well as through selected third-party distributors and agents in several countries. Using our direct subsidiaries or representative offices network, the HIFU division maintains direct marketing and sales forces in France, Germany, Russia and Italy, which currently represent its largest HIFU markets. Additionally, the HIFU division markets and sells its products through our distribution platform in South Korea and South East Asia.

The HIFU division’s customers are located worldwide and have historically been principally public and private hospitals and urology clinics. The HIFU division believes that as it increases its customer base it will gain further access to the urological community, which will enable it to monitor the urological market, introduce new products and conduct trials under satisfactory conditions. No single customer of the HIFU division represents a significant portion of the division’s installed base.

The HIFU division’s marketing efforts include the organization of information and training programs for urologists, mainly in key European countries where HIFU awareness is growing, comprehensive media and web programs to educate patients on the availability of HIFU technology to treat localized prostate cancer and strong participation in focused dedicated urological events. Our dedicated web site [www.hifu-planet.com](http://www.hifu-planet.com) for patients and physicians is visited regularly.

#### **UDS Division**

The UDS division is engaged in the development, marketing, manufacturing and servicing of medical devices for the minimally invasive diagnosis or treatment of urological disorders, mainly urinary stones, and other clinical indications. The UDS division contributed €16.4 million to our consolidated net sales during the fiscal year ended December 31, 2011.

Our UDS business is quite seasonal and generally linked to lengthy hospital decision and investment processes and their activities. Hence our quarterly revenues are often impacted and fluctuate according to these parameters, generally resulting in a higher selling activity in the last quarter of the year.

#### ***UDS Division Business Overview***

The UDS division’s primary business is producing and marketing devices, known as lithotripters, for the treatment of urinary tract stones by means of ESWL technology. ESWL uses extracorporeal shockwaves, which can be focused at urinary stones within the human body to fragment the stones, thereby permitting their natural elimination and preventing the need for incisions, transfusions, general anesthesia, and the resulting complications. The UDS division currently manufactures two models of lithotripters: the Sonolith i-move and the Sonolith i-sys. The UDS division has sold 640 ESWL lithotripters worldwide to this date and actively maintained or otherwise serviced 481 installed lithotripters as of December 31, 2011.

In addition to its manufacturing and selling of lithotripters, the UDS division also generates revenues from the leasing of lithotripters, as well as from the sale of disposables, spare parts and maintenance services.

#### ***UDS Division Business Strategy***

The UDS division’s business strategy is to capitalize on its expertise in ESWL and its position in urology to achieve long-term growth as a leader in the development, production, marketing and distribution of minimally invasive medical devices for urological and other clinical indications. To achieve this strategic goal, the UDS division intends to capitalize and expand on its expertise as the manufacturer of minimally invasive devices such as its ESWL lithotripters. The HIFU division manufactures its own products as part of EDAP TMS France. The key elements of the UDS



division's strategy are:

- *Capitalize on the Current ESWL Installed Base.* The UDS division's long-term growth strategy relies on its ability to capitalize on its extensive installed base of ESWL lithotripters to recognize ongoing revenue from sales of disposables, accessories, services and replacement machines. We believe that a combination of continued investment in lowering end-user costs and offering units that are easily adaptable to various treatment environments, as well as a commitment to quality and service will allow the UDS division to achieve this goal. See "—UDS Division Products".
- *Capitalize on an Established Distribution Platform in Urology by Expanding Distribution Possibilities.* We believe that we can achieve additional long-term growth by offering our established distribution platform in urology to other developers of medical technologies and acting as a distributor for their devices. Our distribution platform in urology consists of a series of well-established subsidiaries in Europe and Asia as well as a network of third-party distributors worldwide.
- *Provide Manufacturing Solutions to Other Developers of Medical Technologies.* Building upon its established position in the high-tech medical devices market, we believe that the UDS division can become a provider of manufacturing alternatives to other developers of medical technologies that do not have or do not wish to invest in their own manufacturing facilities. We believe that our FDA-inspected, ISO 9001 (V:2008) certified and ISO 13485 (V:2003) certified facilities allow to offer manufacturing services to a wide range of potential medical equipment developers.

#### **UDS Division Products**

The UDS division offers the Sonolith i-move (replacing Sonolith Praktis) to small and mid-size hospitals, while the Sonolith i-sys is offered to large hospitals that can afford a fully dedicated and integrated lithotripter. The UDS division also sells disposable parts for lithotripters, including the piezo-electric elements of the LT02 (although the manufacturing of new machines was discontinued in 2002) and the electrodes of the Sonolith line, which need to be replaced approximately every ten treatments, respectively. These parts incorporate key proprietary technologies, and the UDS division has retained sole marketing rights for these parts.

<b>Product</b>	<b>Procedure</b>	<b>Development Stage</b>	<b>Clinical and Regulatory Status</b>
Sonolith i-move	Electroconductive treatment of urinary stones	Commercial Production	Approved for distribution: European Union South Korea South-East Asia Peru Colombia Venezuela Japan United States Taiwan
Sonolith i-sys	Electroconductive treatment of urinary stones	Commercial Production	Approved for distribution: European Union South Korea Canada United States Japan Australia Colombia Peru South-East Asia Argentina Venezuela Taiwan Mexico

The Sonolith i-move and the Sonolith i-sys rely on the electroconductive technology for shockwave generation. The electroconductive technology, which is derived from the electrohydraulic technology on which the first ESWL lithotripters were based, permits improved focusing of the shockwave, reduces the variability in the shockwave pressure and allows a better transfer of energy to the calculus. These features result in a faster, more effective treatment as compared to electrohydraulic lithotripters.

The UDS division's ESWL customers are located worldwide and have historically been principally large hospitals, urology clinics and research institutions. To increase its penetration of the market segment of smaller hospitals and outpatient clinics, the UDS division developed the Sonolith i-move, an electroconductive lithotripter designed for smaller clinics which is more compact than the Sonolith i-sys, which is more fully integrated and dedicated to larger hospitals and can be used as a urological workstation to perform endourological procedures. The Sonolith i-move, launched in 2010, brings a novel approach to the market by offering a wide range of configurations to suit various budgets and various local market needs. The Sonolith i-move has also been very successful thanks to its innovative *Visio-Track* ultrasound stone localization: a unique 3D virtual system that uses Infrared stereovision technology to guide the treatment robotically.

### ***UDS Division Patents and Intellectual Property***

As of December 31, 2011, the UDS division's patent portfolio contained five patents consisting of one in the United States, two in the European Union and Japan and two in Israel and the rest of the world. They belong to four groups of patents covering key technologies relating to ESWL systems and associated software capabilities.

During 2011, one patent covering our Visio-Trak technology implemented in both our Sonolith i-sys and i-move devices was granted in France.

Nine additional patents, two in the United States, and seven in the European Union and in Japan are also in the examination process. These patents concern the Sonolith i-sys lithotripter technology and our newly introduced Sonolith i-move device.

The UDS division's patents cover both piezoelectricity and electroconductivity technologies associated to ESWL treatment head, electrodes and localization systems. The UDS division's ongoing research and development objectives in ESWL are to further increase the clinical efficacy, the cost-effectiveness and the ease of use of its products to make them accessible to wider patient and user populations.

As with the development of our HIFU technology, we cooperate with INSERM to develop our ESWL technology. This cooperation gave rise to co-owned patents in some cases. We have entered into various license agreements with INSERM whereby we commit to pay a fixed amount of royalties to INSERM based on the net revenues generated from the sales of ESWL devices using co-owned patents. Under these agreements, which last for the life of each co-owned patents we have the exclusive right to the commercial use of the co-owned patents, including the right to out-license such commercial rights.

### ***UDS Division Regulatory Status***

The Sonolith i-move is available for commercial distribution in the European Union, South Korea, South-East Asia, Peru, Venezuela, Colombia, Japan, United States and Taiwan. The Sonolith i-sys is available in the European Union, South Korea, Canada, United States, Peru, Colombia, Argentina, Venezuela, Mexico, Japan, Australia, South-East Asia and Taiwan. The UDS division continues to provide disposables, replacement parts and services for the current installed base of LT02 machines and Sonolith Praktis, even though we discontinued the manufacture of these machines.

### ***UDS Division Market Potential***

We estimate that roughly 2% to 3% of the world population suffers from kidney or ureteric stones during their lifetime and that urinary calculi are responsible for 10% of urological hospital admissions worldwide. Although urinary calculi may be eliminated naturally by the body, natural elimination is frequently accompanied by considerable pain and very often by serious complications, such as obstruction and infection of the urinary tract.

Since its introduction in clinical practice 30 years ago, ESWL has become the standard treatment for urinary calculi. ESWL consists of fragmenting calculi within the body using extracorporeal shockwaves without any surgery. We believe that the market for lithotripters includes both buyers looking for a sophisticated, higher-priced machine (generally hospitals and larger urology clinics) and buyers looking for simpler and less expensive machines (typically smaller clinics). We also believe that after a period of fast growth in the mid-1980s and early 1990s, the market for lithotripters is

now mature and has become primarily a replacement and service and maintenance market in most of the world. Several geographical opportunities remain in under-equipped countries or in some countries where the national health system strategy is being reviewed for hospitals and clinics equipment.

We believe that companies with a large installed base of ESWL lithotripters will be most successful in the replacement market. Consequently, we intend to capitalize on our share of the installed base of ESWL lithotripters to gain a significant position in the replacement market for those machines. We expect the ESWL business to continue to contribute, at historically consistent levels, to the UDS division's financial results despite the mature nature of the market, due to revenues from maintenance contracts and demand for replacement machines. See Item 5, "Operating and Financial Review and Prospects".

### ***UDS Division Competition***

The ESWL market is characterized by severe price competition among manufacturers, with the result that, in recent years, the average unit price of ESWL lithotripters has declined. The UDS division expects this trend to continue. See Item 5, "Operating and Financial Review and Prospects." The UDS division's major competitors in developed countries are Siemens, Storz and Dornier.

### ***UDS Division Sales and Distribution of Products***

The UDS division markets, sells and services its products through our direct sales and service platform in France, Italy, Germany, United States, Japan, South Korea and Malaysia and markets its products through agents and third-party distributors in several other countries. See Item 4, "Information on the Company—History and Development of the Company."

The UDS division's customers are located worldwide and have historically been mainly public and private hospitals and urology clinics. We believe that the division's customer base provides it with excellent access to the urological community and enables it to introduce new products and conduct trials under satisfactory conditions.

No single customer of the UDS division represents a significant portion of the division's installed base. The UDS division's marketing efforts include the organization of training programs for urologists worldwide.

### ***UDS Division Services and Distribution***

The UDS division is also pursuing various distribution options that use its strong network of worldwide subsidiaries and agents. The UDS division distributes urodynamics products on behalf of MMS (Medical Measurement Systems) and Andromeda in Japan, and laser urology solutions from Lumenis in France. We believe that the UDS division can successfully market its worldwide distribution platform to a wide range of medical equipment development companies, thus allowing for quick, easy and economically sound entry for these companies into markets covering most of the world.

## **Manufacturing**

Our current operations consist of manufacturing medical products in our facility that is FDA-approved and certified under international standards ISO 9001 and ISO 13485. We believe that this facility can extend its outsourced services to provide device and disposable development and manufacturing services to a wide range of medical equipment development companies. Each division manufactures its own products through EDAP TMS France.

We manufacture the critical components for our devices and accessories (unless a subcontractor can manufacture the component more cost-effectively), perform final assembly and quality control processes and maintain our own set of production standards. We purchase the majority of the raw materials used in our products from a number of suppliers, but for several components of our products, rely on a single source. Furthermore, we conduct regular quality audits of suppliers' manufacturing facilities. Our principal suppliers are located in France, Germany, Denmark, Korea and the United States. Management believes that the relationships with our suppliers are good.

## **Quality and Design Control**

The manufacturing operations of EDAP TMS France must comply with the GMP regulations enacted by the FDA, which establish requirements for assuring quality by controlling components, processes and document traceability and retention, among other things. EDAP TMS France's facilities are also subject to scheduled inspections by the FDA. EDAP TMS France has obtained the ISO 9001 (V:2008) and ISO 13485 (V:2003) certifications, which indicate compliance by EDAP TMS France's manufacturing facilities with international standards for quality assurance, design and manufacturing process control. EDAP TMS France also complies with the applicable requirements that will allow it

to affix the CE Marking to certain of its products. Our manufacturing site also complies with Taiwanese, Japanese and Canadian regulations, as well as with the U.S. Quality System Regulation. See “—Government Regulation—Healthcare Regulation in the United States” and “—Government Regulation—Healthcare Regulation in the European Union.”

## Property and Equipment

We have one principal facility, which is located in Vaulx-en-Velin, on the outskirts of Lyon, France. The premises comprise 4,150 square meters and are leased to us under a renewable nine-year commercial lease agreement signed on November 1, 2011. We believe the terms of the lease reflect commercial practice and market rates. The manufacturing facility, and principal offices, which we utilize to manufacture and/or assemble all of our products, have ISO 9001 and ISO 13485 certifications. We are not aware of any environmental issues that could affect utilization of the facility.

In addition, we lease office and/or warehouse facilities in Kuala Lumpur (Malaysia), Rome (Italy), Flensburg (Germany), Atlanta (U.S.A), Moscow (Russia), Seoul (South Korea), Fukuoka, Osaka, Sapporo and Tokyo (Japan).

## Organizational Structure

The following table sets forth the fully consolidated subsidiaries of the Company as of the date of this annual report:

Name of the Company	Jurisdiction of Establishment	Percentage Owned <sup>(1)</sup>
EDAP TMS France SAS	France	100%
EDAP Technomed Inc.	United States	100%
EDAP Technomed Co. Ltd	Japan	100%
EDAP Technomed Sdn Bhd	Malaysia	100%
EDAP Technomed Srl	Italy	100%
EDAP TMS GmbH	Germany	100%

(1) Percentage of equity capital owned by EDAP TMS S.A. directly or indirectly through subsidiaries.

## Government Regulation

Government regulation in our major markets, in particular the United States, the European Union and Japan, is a significant factor in the development and marketing of our products and in our ongoing research and development activities. See Item 3 “Risk Factors –Risks Related to Government Regulations”.

### *Regulation in the United States*

We and our products are regulated in the United States by the FDA under a number of statutes including the Federal Food, Drug and Cosmetic Act (“FDC Act”). Pursuant to the FDC Act, the FDA regulates the preclinical and clinical testing, manufacturing, labeling, distribution, sale, marketing, advertising and promotion of medical devices in the United States. Medical devices are classified in the United States into one of three classes - Class I, II or III - on the basis of the controls reasonably necessary to ensure their safety and effectiveness. Class I devices are those whose safety and effectiveness can be ensured through general controls, such as establishment and registration, medical device listing, FDA-mandated good manufacturing practices (GMP), labeling, and pre-market notification (known as “510(k)”). Most Class I devices are exempt from premarket notification and/or GMP regulations. Class II devices are those whose safety and effectiveness can reasonably be ensured through the use of general controls and “special controls,” such as special labeling requirements, mandatory performance standards, and post-market surveillance. FDA may require the submission of clinical data as part of pre-market notifications for Class II devices. Class III devices are those that must receive pre-market approval (“PMA”) by the FDA to ensure their safety and effectiveness. Before a new Class III device may be introduced on the market, the manufacturer generally must obtain FDA approval of a PMA. The PMA process is expensive and often lengthy, typically requiring several years, and may never result in approval. The manufacturer or the distributor of the device must obtain an Investigational Device Exemption (“IDE”) from the FDA before commencing human clinical trials in the United States in support of the PMA. The lithotripsy range of products has been reclassified by the FDA as a Class II device. However, the Ablatherm device, a Class III device, has not yet been approved by FDA; it is currently under IDE Study G050103. The regulatory pathway for placement in the U.S. market may include the pre-market notification or PMA routes. Regardless of the regulatory route to market, FDA has mandated the submission of clinical evidence of safety and effectiveness.

Advertising and promotional activities in the United States are subject to regulation by the FDA and, in certain instances, by the U.S. Federal Trade Commission. The FDC Act also regulates our quality control and manufacturing procedures by requiring us to demonstrate and maintain compliance with current GMP regulations. Our manufacturing facilities are in compliance with GMP regulations. No major deficiencies have been observed during inspections carried out by FDA auditors (or its representative, the GMED, in France) in the past few years.

### ***Regulation in the European Union***

In the European Union, we have received the ISO 9001 (V:2008) and ISO 13485 (V:2003) certifications, showing that we comply with standards for quality assurance and manufacturing and design process control. In the European Union, our products are also subject to legislation implementing the European Union Council Directive 93/42/EEC concerning medical devices (the "Medical Device Directive"). The Medical Device Directive provides that medical devices that meet certain safety standards must bear a certification of conformity, the European Community approval "CE Marking." Except in limited circumstances, member states of the European Union may not prohibit or restrict the sale, free movement or use for its intended purpose of a medical device bearing the CE Marking. Medical devices marketed throughout the European Union must comply with the requirement of the Medical Device Directive to bear a CE Marking (subject to certain exceptions). All of our products bear the CE Marking.

Pursuant to the Medical Device Directive, medical devices are classified into four classes, Class I, Class IIa, Class IIb and Class III, on the basis of their invasiveness and the duration of their use. The classification serves as a basis for determining the conformity assessment procedures that apply to medical devices to be eligible to receive a CE Marking. The conformity assessment procedures for Class I devices can be carried out, as a general rule, under the sole responsibility of the manufacturer, while for devices of other classes, the involvement of an authorized supervisory body is required. The extent of the involvement of such body in the development and manufacturing of a device varies according to the class under which it falls, with Class III devices being subject to the greatest degree of supervision. All of the devices currently marketed by us are Class IIb devices.

### ***Regulation in Japan***

The import and sales of medical devices in Japan is regulated by the Japanese Ministry of Health, Labor and Welfare ("MHLW") under the license "Marketing Authorization Holder". Our Japanese subsidiary has obtained a general license as well as specific approvals to import our products that have been approved in Japan. The MHLW also administers various national health insurance programs to which each Japanese citizen is required to subscribe. These programs cover, among other things, the cost of medical devices used in operations. The MHLW establishes a price list of reimbursable prices applicable to certain medical devices under the national health insurance programs and until a new device is included in this list its costs are not covered by the programs. The LT02, the Sonolith Praktis, the Sonolith Vision, the Sonolith i-sys, the Sonolith i-move and the Prostatron are all included on the MHLW's list for reimbursement.

### **Item 4A. Unresolved Staff Comments**

Not applicable.

### **Item 5. Operating and Financial Review and Prospects**

The following discussion of our results of operations and liquidity and capital resources for the fiscal years ended December 31, 2011, 2010 and 2009 is based on, and should be read in conjunction with our consolidated financial statements and the notes thereto included in Item 18 of this annual report. The consolidated financial statements have been prepared in accordance with U.S. GAAP and refer to the new topic-based FASB Accounting Standards Codification ('ASC').

The following discussion contains certain forward-looking statements that involve risks and uncertainties. Actual results may differ materially from those contained in such forward-looking statements. See "Cautionary Statement on Forward-Looking Information" at the beginning of this annual report.

### **Critical Accounting Policies**

The discussion and analysis of our financial condition and results of operations are based upon the consolidated

financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates, including those related to revenue recognition, accounts receivable, bad debts, inventories, warranty obligations, litigation and deferred tax assets. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. These estimates and assumptions form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We believe our more significant judgments and estimates used in the preparation of our consolidated financial statements are made in connection with the following critical accounting policies.

### ***Revenue Recognition***

#### Sales of goods:

For medical device sales with no significant remaining vendor obligation, payments contingent upon customer financing, acceptance criteria that can be subjectively interpreted by the customer, or tied to the use of the device, revenue is recognized when evidence of an arrangement exists, title to the device passes (depending on terms, either upon shipment or delivery), and the customer has the intent and ability to pay in accordance with contract payment terms that are fixed or determinable. For sales in which payment is contingent upon customer financing, acceptance criteria can be subjectively interpreted by the customer, or payment depends on use of the device, revenue is recognized when the contingency is resolved. We provide training and usually provide a one-year warranty upon installation. We accrue the estimated training and warranty costs at the time of sale. Revenues related to disposables are recognized when goods are delivered.

#### Sales of RPP Treatments and leases:

Revenues related to the sale of Ablatherm treatments invoiced on a RPP basis are recognized when the treatment procedure has been completed. If a contract of RPP includes a minimum number of treatments, the revenue is recognized on a linear basis over the contract period. For treatments in excess of minimum levels, the revenue is recognized when the treatment procedure has been completed. Revenues from devices leased to customers under operating leases are recognized on a straight-line basis.

#### Sales of spare parts and services:

Revenues related to spare parts are recognized when goods are delivered. Maintenance contracts rarely exceed one year and are recognized on a linear basis. Billings or cash receipts in advance of services due under maintenance contracts are recorded as deferred revenue.

### ***Leases and Sales and leaseback Transactions***

In accordance with ASC 840 - Leases, we classify all leases at the inception date as either a capital lease or an operating lease. A lease is a capital lease if it meets any one of the following criteria; otherwise, it is an operating lease:

- Ownership is transferred to the lessee by the end of the lease term;
- The lease contains a bargain purchase option;
- The lease term is at least 75% of the property's estimated remaining economic life;
- The present value of the minimum lease payments at the beginning of the lease term is 90% or more of the fair value of the leased property to the lessor at the inception date.

We enter into sale and leaseback transactions from time to time. In accordance with ASC 840 - Leases, any profit or loss on the sale is deferred and amortized prospectively over the term of the lease, in proportion to the leased asset if a capital lease, or in proportion to the related gross rental charged to expense over the lease term, if an operating lease.

### ***Convertible Debentures***

On October 29, 2007, the Company raised \$20 million in non-secured, Convertible Debentures with detachable warrants. At the inception date, the Company elected to measure the instrument and its embedded derivatives in their entirety at fair value, with changes in fair value reported in the income statement under financial income, in accordance with ASC 815. Thus, the Convertible Debentures together with their embedded derivatives are recorded as a liability, with subsequent changes in fair value recorded in financial income and expenses. The Company used a Black & Scholes

valuation model to measure the fair value of the 2007 Warrants as defined below and a binomial valuation model with a Company specific credit spread to measure the fair value of the Convertible Debentures. The Convertible Debentures were exchanged for non-convertible debentures on January 19, 2012. The exchange will be reflected in the Company's 2012 consolidated financial statements. See Notes 1-21, 14, 20 and 31 to the consolidated financial statements for a detailed description of the fair value calculations and the proforma impacts of the January 2012 Exchange.

### ***Warrants***

As part of the October 2007 \$20 million issuance of the Convertible Debentures, we issued warrants to both the investors in the Convertible Debentures and to the bank that assisted us as placement agent (together, the "2007 Warrants"). Warrants granted to the placement agent were cancelled in December 2010 as a result of the placement agent's exchange of its warrants against a certain number of ADSs. In accordance with ASC 815, the 2007 Warrants were classified as a liability because the Company would have been required to settle them on a net cash basis upon the occurrence of certain events outside the control of the Company. We accounted for the 2007 Warrants based on their fair value at inception date, with subsequent changes in fair value recorded as financial earnings (or loss) at each balance sheet date. We used a Black & Scholes pricing model to determine the fair value of the 2007 Warrants. The application of the model to the 2007 Warrants required the use of subjective assumptions, including historical share price volatility, the expected life of the 2007 Warrants, our risk-free interest rate, and the liquidity discount factor. A change in one or more of these assumptions would have resulted in a material change to the estimated fair value of the warrants issued to the investors. Pursuant to the January 2012 Exchange Agreement, the 2007 Warrants were cancelled on January 19, 2012 and January 2012 Warrants have been issued. In the March 2012 Placement, the Company also issued the March 2012 Warrants. The accounting policy described above will not apply to the January 2012 Warrants or the March 2012 Warrants. See "— Convertible Debentures" above and Notes 1-21, 14, 20 and 31 to our consolidated financial statements for a detailed description of the fair value calculations and the proforma impacts of the January 2012 Exchange.

### ***Accounts Receivable***

We generate most of our revenues and corresponding accounts receivable from sales of medical equipment, spare parts, maintenance and service to public and private hospitals and physicians worldwide. We perform initial credit evaluations of our customers and adjust credit terms based upon customers' creditworthiness as determined by such things as their payment history, credit ratings and our historical experiences.

### ***Allowance for Doubtful Accounts***

We evaluate the collectability of our accounts receivable based on the individual circumstances of each customer on a quarterly basis. In circumstances where we are aware of a specific customer's inability to meet its financial obligations to us (e.g., bankruptcy filings, substantial downgrading of credit scores), we record a specific reserve for bad debts against amounts due to reduce the net recognized receivable to the amount we reasonably believe we will collect. If circumstances change (i.e. higher than expected defaults or an unexpected material adverse change in a major customer's ability to meet its financial obligations to us), our estimates of the recoverability of amounts due to us could be reduced by a material amount.

## **Operating Results**

### **Overview**

Total revenues include sales of our medical devices and sales of disposables ("sales of goods"), sales of RPPs and leases, and sales of spare parts and services, all net of commissions, as well as other revenues.

Sales of goods have historically been comprised of net sales of medical devices (Prostatrons, ESWL lithotripters and Ablatherms) and net sales of disposables (mostly Ablapaks in the HIFU division and electrodes in the UDS division). The sale price of our medical devices is subject to variation based on a number of factors, including market competitive environment, warranties and payment terms. Consequently, a particular sale of a medical device may, depending on its terms, result in significant fluctuations in the average unit sale price of the product for a given period, which may not be indicative of a market trend.

Sales of RPP and leases include the revenues from the sale of Ablatherm treatment procedures and from the leasing of Ablatherm machines. We provide Ablatherms to clinics and hospitals for free for a limited period, rather than selling the devices. These hospitals and clinics perform treatments using the devices and pay us on the basis of the number of individual treatments provided. With this business model, the hospital or clinic does not make an initial investment until the increase in patient demand justifies the purchase of an Ablatherm. As a consequence, we are able to make Ablatherm treatments available to a larger number of hospitals and clinics, which we believe should serve to create more long-term interest in the product. Compared to the sale of devices, this business model initially generates a smaller,

although more predictable stream of revenue and, if successful, should lead to more purchases of Ablatherms by hospitals and clinics in the long term. This activity has already increased significantly in the past years and now accounts for approximately half of the net sales of the HIFU division.

Sales of spare parts and services include revenues arising from maintenance services furnished by us for the installed base of ESWL lithotripters and Ablatherms.

We derive a significant portion of both net sales of medical devices and consumables and net sales of spare parts and services from our operations in Asia, through our wholly-owned subsidiaries or representative offices in Japan (Edap Technomed Co. Ltd), Malaysia (Edap Technomed Sdh Bhd) and Korea (Edap Technomed Korea). Revenue derived from our operations in Asia represented approximately 36% of our total consolidated revenue in 2011. Net sales of goods in Asia represented approximately 47% of such sales in 2011 and consisted primarily of sales of ESWL lithotripters and consumables. Net sales of spare parts, supplies and services in Asia represented approximately 23% of such sales in 2011 and related primarily to ESWL lithotripters, reflecting the fact that approximately 49% of the installed base of our ESWL lithotripters that we actively maintain or otherwise serve are located in Asia.

We sell our products in many parts of the world and, as a result, our business is affected by fluctuations in currency exchange rates. We are exposed to foreign currency exchange rate risk because the mix of currencies in which our costs are denominated is different from the mix of currencies in which we earn revenues. In 2011, approximately 78% of our costs of sales and research and development, selling, marketing and general and administrative expenses were denominated in euro, while approximately 39% of our sales were denominated in currencies other than euro (primarily the U.S. Dollar and Japanese yen). Our operating profitability could be materially affected by large fluctuations in the rate of exchange between the euro and such other currencies. To minimize our exposure to exchange rate risks, we sometimes use certain financial instruments for hedging purposes. See Item 3, “Key Information—Risk Factors—We sell our products in many parts of the world and, as a result, our business is affected by fluctuations in currency exchange rates” and Item 11, “Quantitative and Qualitative Disclosures About Market Risk” for a description of the impact of foreign currency fluctuations on our business and results of operations.

Reserves for slow-moving and obsolete inventory are determined based upon quarterly reviews of all inventory items. Items which are not expected to be sold or used in production, based on management’s analysis, are written down to their net realizable value, which is their fair market value or zero in the case of spare parts or disposable parts for devices that are no longer in commercial production.

Consolidated research and development expenses include all costs related to the development of new technologies and products and the enhancement of existing products, including the costs of organizing clinical trials and of obtaining patents and regulatory approvals. We do not capitalize any of our research and development expenses, except for the expenses relating to the production of machines to be used in clinical trials and that have alternative future uses as equipment or components for future research projects.

Consolidated research and development expenses, as described above amounted to €2.4 million, €3.3 million, and €3.7 million in 2011, 2010 and 2009, respectively, representing approximately 10.9%, 14.1% and 14.7% of total revenues in 2011, 2010 and 2009, respectively. Consolidated research and development expenses included R&D government grants and tax credits of €0.4 million, €0.5 million and €0.5 million in 2011, 2010 and 2009, respectively – See Note 1-15 of the consolidated financial statements – Research and development costs. Excluding R&D government grants and tax credits, consolidated research and development expenses amounted to €2.8 million, €3.8 million and €4.1 million in 2011, 2010 and 2009, respectively, representing approximately 12.8%, 16.0% and 16.5% of total revenues in 2011, 2010 and 2009, respectively. Research and development costs in 2011 and 2010 were primarily related to clinical expenses for the Phase II/III PMA trials in the United States to expand our leadership in HIFU for prostate cancer (the cost of which represented 3.5% of total revenues in 2011). Beginning in 2012, management expects the budget for research and development expenses in Europe (excluding the conduct of FDA clinical trials in the United States) to level off at approximately 10% of total revenues, which we expect will allow us to maintain our strategy to launch new clinical studies (thus strengthening our clinical credibility), to continue to focus our efforts on obtaining regulatory approvals and reimbursement in key countries, to continue to develop our HIFU and ESWL product range and to fund projects to expand the use of HIFU beyond the treatment of prostate cancer.

Consolidated selling and marketing expenses amounted to €5.6 million in 2011, €6.5 million in 2010 and €6.1 million in 2009. Selling and marketing expenses included allowances for doubtful accounts of €0.2 million in 2011, €0.2 million in 2010 and €0.3 million in 2009. The €0.9 million or 14.2% decrease in selling and marketing expenses from 2010 to 2011 was primarily a result of the global cost reduction program that the Company engaged at the end of 2010. Management expects marketing and sales efforts to stay at significant levels in the future to consolidate the Ablatherm-HIFU technology’s status as a standard of care for prostate cancer in Europe, and to sustain its worldwide market



position in Lithotripsy, including in the United States where the Company's full range of lithotripsy products is now approved.

In 2011, 2010 and 2009, we did not record any non-recurring operating expense.

Over the past several years, we have experienced declining sale prices in the market for ESWL lithotripters. In 2011, 2010 and 2009, however, our ESWL sales have been growing as a result of constant product innovation and the success of our Sonolith i-sys device launched in 2007 and our Sonolith i-move device launched in 2010, together with a sustained commercial effort which allowed us to capture market share in both the European and Asian markets. We believe that the market for ESWL lithotripters is now mature and has become primarily a replacement and maintenance market, with intense competition. As a result, we expect unit sale prices for ESWL lithotripters worldwide to continue to decline and total market volumes to remain stable at current levels in the foreseeable future.

We believe that our results of operations in the near future will be affected by our ability to grow our sales volumes both in the prostate cancer and the lithotripsy markets, along with our ability to control expenses in connection with the development, marketing and commercial launch of HIFU applications, including the Ablatherm, and the funding of Ablatherm trials in the United States in order to continue the FDA process. See "—Liquidity and Capital Resources."

#### Fiscal Year Ended December 31, 2011 Compared to Fiscal Year Ended December 31, 2010

We report our segment information on a "net contribution" basis, so that each segment's results comprise the elimination of our intra-group revenues and expenses and thus reflect the true contribution to consolidated results of the segment. See Note 27 to our consolidated financial statements.

(in millions of euros)	2011	2010
Total revenues	22.3	23.7
Total net sales	22.3	23.2
Of which HIFU	5.9	6.9
Of which UDS	16.4	16.3
Total cost of sales	13.4	(14.3)
Gross profit	8.9	9.5
Gross profit as a percentage of total net sales	39.8%	40.8%
Operating expenses before FDA PMA	(10.5)	(11.3)
FDA PMA expenses	(0.8)	(1.9)
Total operating expenses	(11.4)	(13.3)
Operating loss before FDA PMA	(1.6)	(1.9)
Loss from operations	(2.5)	(3.8)
Net income (loss)	(0.9)	(12.7)

#### Total revenues

Our total revenues decreased 6.0% from €23.7 million in 2010 to €22.3 million in 2011, principally due to decreased HIFU sales that could not be offset by the increase in lithotripsy sales.

*HIFU division.* The HIFU division's total revenues decreased 14.6% to €5.9 million in 2011 as compared to €6.9 million in 2010.

The HIFU division's net sales of medical devices decreased 37.8% to €0.8 million in 2011, with three Ablatherm units sold, as compared with €1.2 million and four Ablatherm units sold in 2010.

Net sales of RPP treatments decreased 9.0% to €3.2 million in 2011.

Net sales of consumables decreased 5.6% to €0.7 million in 2011 and net sales of HIFU-related spare parts, supplies, leasing and services decreased 14.1% to €1.3 million in 2011.

Other HIFU-related revenues increase to €20 thousand in 2011 from €6 thousand in 2010.

*UDS division.* The UDS division's total revenues decreased 2.5% from €16.8 million in 2010 to €16.4 million in 2011, mostly due to the €0.5 million one-off revenue in 2010 related to a French government grant, while total net sales increased 0.5% to €16.4 million in 2011.

The UDS division's net sales of medical devices decreased 4.1% from €9.6 million in 2010 to €9.2 million in 2011 with 40 devices sold in 2011 compared to 45 units sold in 2010. Equipment sales in 2011 benefited from an increase in the average selling price due to a favorable product mix.

Net sales of UDS-related spare parts, supplies, leasing and services increased 7.2% from €6.7 million in 2010 to €7.2 million in 2011, primarily related to the revenues derived from the installed base (disposables and maintenance contracts).

There was no other UDS-related revenue in 2011, as compared to €500 thousand in 2010 related to a one-off French government grant as part of a small businesses aid program.

#### *Cost of sales.*

Cost of sales decreased from €14.3 million in 2010 to €13.4 million in 2011, and represented 60.3% as a percentage of net sales in 2011, down from 61.4% as a percentage of net sales in 2010.

#### *Operating expenses.*

Operating expenses decreased 14.5%, or €2.0 million, from €13.3 million in 2010 to €11.4 million in 2011. Operating expenses included R&D grants and tax credits of €411 thousand and €690 thousand in 2011 and 2010, respectively. Without the effect of the FDA PMA trials, operating expenses decreased €0.8 million or 6.7%, as a result of a global cost reduction program in marketing, sales and G&A expenses.

The costs associated with the FDA PMA trial decreased 59.9% at €0.8 million in 2011 compared to €1.9 million in 2010, reflecting the follow-up phase of the trials during the full year 2011, after the completion in June 2010 of the most active, recruitment and treatment phase.

Excluding the FDA PMA trials, marketing and sales expenses decreased €0.9 million, or 14.2%, mostly due to reductions in expenses related to conferences and symposiums.

Excluding the FDA PMA trials, research and development expenses increased 13.6% at €1.7 million in 2011 from €1.5 million in 2010, and comprised R&D grants and tax credits of €411 thousand and €690 thousand in 2011 and 2010, respectively.

Excluding the FDA PMA trials, general and administrative expenses and depreciation decreased 1.7% from €3.3 million in 2010 to €3.2 million in 2011.

#### *Operating loss.*

As a result of the factors discussed above, we recorded a consolidated operating loss of €2.5 million in 2011, as compared to a consolidated operating loss of €3.8 million in 2010.

Excluding the expenses of the FDA PMA trials, the consolidated operating loss in 2011 was €1.6 million, down €0.3 million from €1.9 million in 2010.

We realized an operating loss in the HIFU division of €0.2 million in 2011, compared to an operating loss of €0.6 million in 2010 and an operating profit in the UDS division of €0.1 million in 2011, as compared to €0.1 million in 2010.

*Financial (expense) income, net.* Net financial income was €1.5 million in 2011, including a €2.4 million income due to the adjustment of the convertible debt to fair value, compared with a loss of €8.8 million in 2010, including a €6.0 million expense due to the adjustment of the convertible debt to fair value.

*Foreign currency exchange gains (loss), net.* In 2011, we recorded a net foreign currency exchange gain of €0.5 million, mainly due to the variation of the euro against the U.S. dollar and the Japanese yen, compared to a gain of €0.9 million in 2010.

*Other income (expense), net.* Other income(expense) in 2011 was a loss of €50 thousand.

*Income taxes.* Income tax was an expense of €0.4 million in 2011, compared to an expense of €0.9 million in 2010. Income tax expense in 2010 comprised the reimbursement of a €0.8 million state aid received by the EDAP-TMS France in 1994. See Note 21-5 of the consolidated financial statements.

#### *Net income / (loss)*

We realized a consolidated net loss of €0.9 million in 2011 compared with a consolidated net loss of €12.7 million in 2010. The €13.2 million variation in net income(loss) was primarily due to the €2.4 million positive impact from the variation in the convertible debt fair value.

### Fiscal Year Ended December 31, 2010 Compared to Fiscal Year Ended December 31, 2009

We report our segment information on a “net contribution” basis, so that each segment’s results comprise the elimination of our intra-group revenues and expenses and thus reflect the true contribution to consolidated results of the segment. See Note 27 to our consolidated financial statements.

(in millions of euros)

	2010	2009
Total revenues	23.7	24.9
Total net sales	23.2	24.8
Of which HIFU	6.9	9.6
Of which UDS	16.3	15.2
Total cost of sales	(14.3)	(14.2)
Gross profit	9.5	10.7
Gross profit as a percentage of total net sales	40.8%	43.0%
Operating expenses before FDA PMA	(11.3)	(11.7)
FDA PMA expenses	(1.9)	(2.2)
Total operating expenses	(13.3)	(13.9)
Operating loss before FDA PMA	(1.9)	(1.0)
Loss from operations	(3.8)	(3.2)
Net income (loss)	(12.7)	(7.8)

#### Total revenues

Our total revenues decreased 4.7% from €24.9 million in 2009 to €23.7 million in 2010, principally due to decreased HIFU sales and the increase in lithotripsy equipment sales.

*HIFU division.* The HIFU division’s total revenues decreased 28.4% to €6.9 million in 2010 as compared to €9.6 million in 2009.

The HIFU division’s net sales of medical devices decreased 54.4% to €1.2 million in 2010, with four Ablatherm units sold, as compared €2.7 million and seven Ablatherm units sold in 2009.

Net sales of RPP treatments decreased 16.5% to €3.5 million in 2010, in the context of a depressed economic environment.

Net sales of consumables decreased 27.5% to €0.8 million in 2010, and net sales of HIFU-related spare parts, supplies, leasing and services decreased 18.1% from €1.8 million in 2009 to €1.5 million in 2010.

Other HIFU-related revenues were stable at €6 thousand in 2010 from €7 thousand in 2009.

*UDS division.* The UDS division’s total revenues increased 10.2% from €15.3 million in 2009 to €16.8 million in 2010, mostly due to increased sales volumes in medical devices.

The UDS division’s net sales of medical devices increased 11.1% from €8.6 million in 2009 to €9.6 million in 2010 with 45 devices sold in 2010 compared to 39 units sold in 2009. Equipment sales in 2010 benefited from a €0.9 million favorable currency exchange rate impact, mostly on the Japanese Yen, while the average sales price decreased as a result of the product mix with a greater number of smaller, modular machines.

Net sales of UDS-related spare parts, supplies, leasing and services increased 2.0% from €6.6 million in 2009 to €6.7 million in 2010, primarily related to the success of the RPP-type sales of lithotripsy treatments, mainly in France.

Other UDS-related revenue increased from €39 thousand in 2009 to €500 thousand in 2010, with a €0.5 million Government grant as part of a small businesses aid program.

#### Cost of sales.

Cost of sales was stable from €14.2 million in 2009 to €14.3 million in 2010, and represented 61.4% as a percentage of net sales in 2010, up from 57.2% as a percentage of net sales in 2009.

#### Operating expenses.

Operating expenses decreased 4.3%, or €0.6 million, from €13.9 million in 2009 to €13.3 million in 2010. Operating expenses included R&D grants and tax credits of €690 thousand and €452 thousand in 2010 and 2009, respectively. Without the effect of the FDA PMA trials, operating expenses decreased €0.3 million or 2.7%, mainly due to the €0.8 million decrease in R&D, marketing, G&A and depreciation expenses and despite the €0.5 million increase in selling expenses, mostly related to the inception of our commercial organization in the United States.

The costs associated with the FDA PMA trial decreased 12.8% at €1.9 million in 2010 compared to €2.2 million in 2009, as a result of the completion in June of the most active recruitment and treatment phase of the trial, and the entering in the second half of the year in the less costly patient follow-up phase.

Excluding the FDA PMA trials, marketing and sales expenses increased €0.4 million, or 6.9%, mostly due to the €88 thousand decrease in expenses related to congresses and exhibitions, and the €0.5 million increase in selling expenses, mostly related to the inception of our commercial organization in the United States.

Excluding the FDA PMA trials, research and development expenses decreased 16.7% at €1.5 million in 2010 from €1.8 million in 2009, and comprised R&D grants and tax credits of €690 thousand and €452 thousand in 2010 and 2009, respectively.

Excluding the FDA PMA trials, general and administrative expenses and depreciation decreased 11.4% from €3.8 million in 2009 to €3.3 million in 2010.

#### Operating loss.

As a result of the factors discussed above, we recorded a consolidated operating loss of €3.8 million in 2010, as compared to a consolidated operating loss of €3.2 million in 2009.

Excluding the expenses of the FDA PMA trials, the consolidated operating loss in 2010 was €1.9 million, an increase of €0.9 million when compared to the previous year.

We realized an operating loss in the HIFU division of €0.6 million in 2010, compared to an operating profit of €0.2 million in 2009 and an operating profit in the UDS division of €0.1 million in 2010, as compared to €0.2 million in 2009.

*Financial (expense) income, net.* Financial (expense) income net was a loss of €8.8 million in 2010, including a €6.0 million expense due to the adjustment of the convertible debt to fair value, compared with a loss of €4.4 million in 2009, including a €2.7 million income due to the adjustment of the convertible debt to fair value.

*Foreign currency exchange gains (loss), net.* In 2010, we recorded a net foreign currency exchange gain of €0.9 million, mainly due to the variation of the euro against the U.S. dollar and the Japanese yen, compared to a loss of €0.1 million in 2009.

*Other income (expense), net.* No other income or expense in 2010 and 2009.

*Income taxes.* Income tax was an expense of €0.9 million in 2010, compared to an expense of €72 thousand in 2009. Income tax expense in 2010 comprised the reimbursement of a €0.8 million state aid received by the EDAP-TMS France in 1994. See Note 21-5 of the consolidated financial statements.

#### Net income / (loss).

We realized a consolidated net loss of €12.7 million in 2010 compared with a consolidated net loss of €7.8 million in 2009. The €5.0 million variation in net loss was primarily due to the €9.4 million negative impact from the variation in the convertible debt fair value.

#### **Effect of Inflation**

Management believes that the impact of inflation was not material to our net sales or loss from operations in the three years ended December 31, 2011.

## Liquidity and Capital Resources

Our cash flow has historically been subject to significant fluctuations over the course of any given financial year due to seasonal demand for medical devices. Seasonal demand has historically resulted in significant annual and quarterly fluctuations in trade and other receivables and inventories, and therefore led to significant variations in working capital requirements and operating cash flows that were not necessarily indicative of changes in our business. We believe our working capital is sufficient for our present working capital requirements although we have in the past experienced negative cash flows and associated risks to liquidity, and may in the future experience the same. Our negative cash flow situation is described in more detail below.

We anticipate that cash flow in future periods will be derived mainly from ongoing operations and any capital raising the Company may potentially undertake. As of the date of this annual report we do not employ any off-balance sheet financing. Because we anticipate relying principally on cash and cash equivalent balances to meet our liquidity requirements, a decrease in the demand for our products, or the inability of our customers to meet their financial obligations to us due to operating difficulties or adverse market conditions, would reduce the availability of funds to us. Additionally, failure to meet our obligations arising out of the January 2012 Exchange Agreement would cause us to incur substantial penalties in the form of liquidated damages and could, over the passage of time, lead to an event of default under the New Debentures. Payment of liquidated damages or mandatory default amount will have a material adverse effect on our financial condition and results of operation. See Item 3, “Key Information—Risk Factors—Risks Relating to the January 2012 Exchange Agreement.”

(in thousands of euros)

	2011	2010	2009
Net cash used in operating activities	(737)	(3,818)	(2,996)
Net cash used in investing activities	(612)	(685)	402
Net cash used in financing activities	(327)	652	323
Net effect of exchange rate changes	(789)	(369)	33
Net increase/(decrease) in cash and cash equivalents	(2,469)	(4,221)	(2,237)
Cash and cash equivalents at the beginning of the year	7,369	11,590	13,827
Cash and cash equivalents at the end of the year	4,900	7,369	11,590
<b>Total cash and cash equivalents, and short-term investments at the end of the year</b>	<b>6,472</b>	<b>8,888</b>	<b>12,703</b>

Our cash position as of December 31, 2011, 2010 and 2009, was €6.5 million (including €1.6 million of short-term treasury investments), €8.9 million (including €1.5 million of short-term treasury investments) and €12.7 million (including €1.1 million of short-term treasury investments), respectively. We experienced negative cash flows of €2.5 million, €4.2 million and €2.3 million in 2011, 2010 and 2009, respectively. In 2011, our negative cash flow situation was primarily due to the lack of additional external financing and the negative cash flows from operations. However, our cash needs were reduced when compared to the previous year thanks to cost reduction programs and improvements in working capital needs. In 2010, our negative cash flow situation was primarily due to the lack of significant additional external financing and the negative cash flows from operations. In 2009, our negative cash flow situation was primarily due to the lack of significant additional external financing; however, our cash needs were reduced when compared to the previous year due to cash improvements from the operating activities.

In 2011, net cash used in operating activities was €0.7 million compared with net cash used in operating activities of €3.7 million in 2010 and €3.0 million in 2009, respectively.

In 2011, net cash used in operating activities reflected principally:

- a net loss of €0.9 million;
- elimination of €0.8 million of net expenses without effects on cash, including €1.4 million of depreciation and amortization and a loss of €2.4 million due to variation of the fair value of financial instruments (Convertible Debentures and Warrants);
- a decrease in trade accounts receivable of €0.4 million;
- an increase in other receivables of €0.6 million;

- an increase in inventories of €0.4 million;
- an increase in payables of €0.5 million;
- an increase in prepaid expenses of €0.3 million; and
- a decrease in accrued expenses of €0.8 million.

In 2010, net cash used in operating activities reflected principally:

- a net loss of €12.7 million;
- elimination of €8.3 million of net expenses without effects on cash, including €1.2 million of depreciation and amortization and a loss of €6.1 million due to variation of the fair value of financial instruments (Convertible Debentures and Warrants);
- a decrease in trade accounts receivable of €0.1 million;
- a decrease in other receivables of €0.1 million;
- an increase in inventories of €0.4 million;
- an increase in payables of €0.2 million;
- a decrease in prepaid expenses of €0.9 million; and
- a decrease in accrued expenses of €0.2 million.

In 2009, net cash used in operating activities reflected principally:

- a net loss of €7.8 million;
- elimination of €5.1 million of net expenses without effects on cash, including €1.8 million of depreciation and amortization, €0.3 million of change in long-term provisions and a loss of €2.9 million due to variation of the fair value of financial instruments (Convertible Debentures and Warrants);
- an increase in trade accounts receivable of €0.5 million;
- a decrease in other receivables of €0.2 million;
- an increase in inventories of €0.3 million;
- a decrease in payables of €0.3 million;
- a decrease in prepaid expenses of €0.5 million; and
- an increase in accrued expenses of €54 thousand.

In 2011, net cash used in investing activities was €612 thousand compared with net cash generated of €685 thousand in investing activities in 2010 and €402 thousand in 2009.

Net cash used in investing activities of €612 thousand in 2011 reflected investments of €0.8 million in capitalized assets produced by the Company, mostly lithotripsy machines used for commercial demonstrations and training, an investment of €0.1 million in property and equipment, net proceeds from sales of leased-back assets of €0.3 million.

Net cash used in investing activities of €685 thousand in 2010 reflected investments of €0.2 million in capitalized assets produced by the Company, mostly lithotripsy machines used for commercial demonstrations and training, an investment of €0.4 million in property and equipment, net proceeds from sales of leased-back assets of €0.3 million and acquisition of short-term investments for €0.4 million.

Net cash generated in investing activities of €402 thousand in 2009 reflected investments of €0.4 million in capitalized assets produced by the Company, mostly HIFU devices used on the RPP basis, an investment of €0.4 million in property and equipment, and net proceeds from sales of leased-back assets of €1.1 million.

In 2011, net cash used in financing activities was €327 thousand compared with net cash provided in financing activities of €652 thousand in 2010, and €323 thousand in 2009.

Net cash used in financing activities of €0.327 million in 2011 reflected principally the €0.8 million increase in capital related to the issuance of new shares, a long-term debt increase of €0.2 million through the Japanese subsidiary, repayment of long term borrowing for €0.3 million, repayment of capital lease obligations totaling €0.7 million and a decrease of €0.3 million in bank overdrafts.

Net cash provided by financing activities of €0.65 million in 2010 reflected principally the €9.0 million increase in capital related to the issuance of new shares, a long-term debt increase of €0.6 million through the Japanese and Italian subsidiaries, repayment of long term borrowing for €7.4 million, repayment of capital lease obligations totaling €0.8 million and an increase of €0.6 million in bank overdrafts.

Net cash provided by financing activities of €0.3 million in 2009 reflected principally the €2.6 million increase in capital related to the issuance of new shares in payment of the interest coupons on the convertible debt and the U.S. \$ 2.9 million partial conversion of the convertible debt, a long-term debt increase of €0.5 million through the Japanese subsidiary, repayment of long term borrowing for €2.2 million, repayment of capital lease obligations totaling €0.9 million, and an increase of €0.3 million in bank overdrafts.

Our future cash flow may also be affected by the expansion of our RPP business. Our marketing strategy consists of leasing our medical devices on a monthly, quarterly or yearly basis, rather than selling them directly to end-users. We make certain devices available to hospitals and clinics free of charge, charging instead on the basis of each procedure that was performed. Relative to the sale of devices, this business model initially generates smaller, but more predictable cash flows. We may continue to expand the RPP business model in the near future. See Item 4 “- HIFU Division Business Overview”.

Historically, cash flows have been partially supported by capital raisings, including the October 2007 private placement of \$20 million aggregate principal amount of our 9% Senior Convertible Debentures due 2012 which resulted in net proceeds of approximately \$17.4 million. In January 2012, we entered into an Exchange Agreement with all of the holders of our outstanding 9% Senior Convertible Debentures due October 29, 2012 and Warrant holders, whereby all October 2007 Convertible Debentures and Warrants were exchanged for \$10 million of New Debentures due on June 30, 2014, 1,948,871 newly issued ordinary shares, 408,691 January 2012 Warrants and US\$500,000 in cash (see Item 8 “Financial Information–Significant Changes as of April 26, 2012” Note 31 to the consolidated financial statements for detailed information on the Exchange Agreement); Furthermore, in view of our debt restructuring and new projects financing, on October 7, 2011 we filed a Form F-3 registration statement with the SEC to register ordinary shares and warrants for a maximum amount of \$30 million. This registration statement was declared effective by the SEC on October 21, 2011.

Our policy is that our treasury department should maintain liquidity with the use of short-term borrowings and the minimal use of long-term borrowings. The treasury department currently adheres to this objective by using fixed-rate debt, which normally consists of long-term borrowing from a Japanese bank and with certain long-term borrowings consisting of sale and leaseback equipment financing. Currently the majority of our short-term debt is based on an annual variable rate: Euribor+0.5 and Eonia+0.5. We maintain bank accounts for each of our subsidiaries in the local currencies of each subsidiary. The primary currencies in which we maintain balances are the euro, the U.S. dollar and the Japanese yen. To minimize our exposure to exchange rate risks, we may use certain financial instruments for hedging purposes from time to time. As of December 31, 2011, there were no outstanding hedging instruments. See Notes 13 and 14 to the consolidated financial statements for further information on our borrowings.

#### Contractual Obligations and Commercial Commitments as of December 31, 2011 (in thousands of euro, excluding interest expenses)

	Total	Payments Due by Period			
		Less than 1 year	1-3 years	4-5 years	More than 5 years
Short-Term Debt	1,700	1,700	—	—	—
Long-Term Debt	8,238	7,518	477	189	55
Capital Lease Obligations	1,251	557	651	39	5
Operating Leases	739	529	599	—	—

#### New Accounting Pronouncements

The Accounting Standards Update as published by the Financial Accounting Standards Board (FASB) amends the fair value measurement and disclosure guidance in ASC 820, *Fair Value Measurement*, to converge US GAAP and IFRS requirements for measuring amounts at fair value as well as disclosures about these measurements. Many of the amendments clarify existing concepts and are generally not expected to result in significant changes to how many

companies currently apply the fair value principles. In certain instances, however, the FASB changed a principle to achieve convergence, and while limited, these amendments have the potential to significantly change practice for some companies.

For public entities, the amendments are effective during interim and annual periods beginning after 15 December 2011.

The Company does not expect the adoption of this standard to have a material impact on the Company's financial statements once adopted.

### Research and Development, Patents and Licenses

See “—Operating Results—Overview” and Item 4, “Information on the Company—High Intensity Focused Ultrasound Division—HIFU Division Patents and Intellectual Property” and “Information on the Company—Urology and Services Division—UDS Division Patents and Intellectual Property.”

The French government provides tax credits to companies for innovative research and development. This tax credit is calculated based on a percentage of eligible research and development costs and it can be refundable in cash.

In 2009, the Company reviewed the presentation of its research tax credit and elected to change for the preferred classification as permitted under ASC 250-10.

Research tax credit amounted to € 411 thousand in 2011, €326 thousand in 2010 and €452 thousand in 2009 and were classified as a reduction of research and development expense.

### Off-Balance Sheet Arrangements

At December 31, 2011, we have no off-balance sheet arrangements.

## Item 6. Directors, Senior Management and Employees

### Senior Executive Officers

The following table sets forth the name, age and position of each of our Senior Executive Officers as of March 31, 2012. The Chief Executive Officer and the Chief Financial Officer listed below have entered into employment contracts with us or our subsidiaries (which permit the employee to resign subject to varying notice periods). In addition, in case of a change of control of the Company, or of a termination of their employment contract by the Company without cause, the Senior Executive Officers are entitled to receive severance packages totaling approximately € 0.6 million.

<u>Name</u>	<u>Age</u>	<u>Position</u>
Marc Oczachowski		Chief Executive Officer of EDAP TMS S.A. and President of the HIFU Division and the UDS Division.
Age : 42		Marc Oczachowski joined the Company in May 1997 as Area Sales Manager, based in Lyon, France. From March 2001 to January 2004, he held management positions as General Manager of EDAP Technomed Malaysia. He was appointed Chief Operating Officer of EDAP TMS in November 2004 and became Chief Executive Officer of the Company on March 31, 2007. Previously he worked for Sodem Systems, which manufactures orthopedic power tools, as Area Sales Manager. He is a graduate of Institut Commercial de Lyon, France.
Eric Soyer		Chief Financial Officer of EDAP TMS S.A.
Age 46		Eric Soyer joined the Company in December 2006. He was previously CFO of Medica, a €270 million French company operating 108 nursing home and post-care clinics throughout France and Italy. Prior to that he was CFO and a Managing Director of April Group, an insurance services company listed on Euronext Paris, with 22 subsidiaries in France, the UK, Spain, Germany and Italy. He has international experience as a controller and cost accountant for Michelin Group in France, the United States and Africa. Eric Soyer has a BA degree from Clermont Graduate School of Management, an MBA degree from the University of Kansas and an Executive MBA degree from the HEC Paris School of Management.



## Board of Directors

The following table sets forth the names and backgrounds of the members of the Board of Directors. None of the directors have service contracts with the Company or any of its subsidiaries providing for benefits upon termination of employment.

<p>Philippe Chauveau Age: 76</p> <p>Mandate: 6 years Appointment : Apr. 8, 1997 (renewed) Expiration : June 2014</p>	<p>In 1997, Philippe Chauveau was named chairman of EDAP TMS S.A.'s Supervisory Board. In 2002, the Company's two-tiered board structure was replaced by a single Board of Directors with Philippe Chauveau serving as Chairman and CEO until 2004 when he was succeeded as CEO. From 2000 to 2007, Philippe Chauveau served as founding Chairman of the Board of Scynexis Inc., funded by private equity, which is an innovative drug discovery company based in the United States, partnering with major pharmaceutical companies worldwide. He is also personal executive coach to senior research leaders at Hoffmann LaRoche. Additionally, he is involved in management development programs at Solvay Business School in Brussels, Belgium. He was Vice-President of research and development at AT&amp;T Bell Labs and has also served as Chairman of Apple Computer Europe, preceded by increasing marketing roles in ITT and in Procter &amp; Gamble. He has an Honours Degree from Trinity College Dublin with a B.A. and a Bsc.</p>
<p>Pierre Beysson Age: 70</p> <p>Mandate: 6 years Appointment : Sept. 27, 2002 (renewed) Expiration : June 2014</p>	<p>Pierre Beysson was appointed as a member of the Board of Directors in September 2002. Pierre Beysson was then the Chief Financial Officer of Compagnie des Wagons-Lits ("CWL"), the on-board train service division of Accor, a French multinational Hotel and Business Services Group. In this capacity, he sat on a number of boards of companies related to the Accor Group. He is now a mergers and acquisitions consultant. Before his assignment at CWL, Pierre Beysson held a number of senior financial positions with Nixdorf Computers, Trane (Air Conditioning), AM International (Office Equipment) and FMC (Petroleum Equipment). Pierre Beysson was trained as a CPA, has auditing experience and has an MBA from Harvard Business School.</p>
<p>Argil Wheelock Age: 64</p> <p>Mandate: 6 years Appointment : June 25, 2009 Expiration : June 2014</p>	<p>Dr. Argil Wheelock was elected as a member of the Company's Board of Directors in June 2009. Dr. Wheelock, a U.S. board certified urologist, is currently Chief of Urology at Erlanger Medical Center, a tertiary care and teaching hospital in Chattanooga, Tennessee. He is Chief Medical Advisor to HealthTronics Inc., a subsidiary of Endopharmaceuticals, a NASDAQ company. HealthTronics is a leading U.S. provider of urological services and products. From 1996 to 2005, Dr. Wheelock served as Chairman and CEO of HealthTronics, a publicly traded NASDAQ company where he was a founder. He has built a successful track record introducing new medical devices to the U.S. and navigating the FDA approval process. He is widely known among the U.S. urological community for bringing clinical benefits to patients and economic value to urology practices.</p> <p>Dr. Wheelock graduated from the University of Tennessee College of Medicine and completed urological training at Mount Sinai Hospital in New York City.</p>
<p>Rob Michiels Age: 62</p> <p>Mandate: 6 years Appointment : July 16, 2009 Expiration : June 2014</p>	<p>Rob Michiels was elected as a member of the Company's Board of Directors in July 2009. He is a 30-year U.S. veteran of the medical device industry. He currently serves as chief executive officer (CEO) of CardiAQ Valve Technologies, a venture funded start-up developing Transcatheter Mitral Valve Implantation. He previously served as chief operating officer (COO) of CoreValve; and as President and COO of InterVentional Technologies. He helped drive both companies from cardiovascular start-ups to established market leaders, using new and innovative technologies which have strong synergies to the HIFU story. Rob Michiels is a director of CardiAQ Valve Technologies and of Embolization Prevention Technologies, both privately held companies. Rob Michiels is a founding partner of CONSILIUM, a medical device market research company active in identifying, funding and greenhousing start-up technologies. Fluent in English, French and Dutch languages, he holds a bachelor's degree in economics from Antwerp University in Belgium and a Masters in business administration (MBA) from Indiana University.</p>

## Compensation and Options

Aggregate compensation paid or accrued for services in all capacities by the Company and its subsidiaries to Senior Executive Officers and to the Board of Directors as a group for the fiscal year 2011 was approximately €0.494 million (including performance bonuses of €0.092 million). No amount was set aside or accrued by us to provide pension, retirement or similar benefits for Senior Executive Officers and to the Board of Directors as a group in respect of the year 2011.

### Compensation Committee

The entire Board of Directors acts as a “Compensation Committee” which gathers once a year to review the compensation of our Chief Executive Officer, as per the approved charter of the Compensation Committee, and to propose any changes to compensation paid to the Board of Directors, provided that the majority of independent members participate in the votes for Management compensations.

### Audit Committee

The Board of Directors’ Audit Committee comprises all four members of the Board, each an independent director: Mr. Pierre Beysson, acting as Head of the Audit Committee, Mr. Philippe Chauveau, Dr. Argil Wheelock and Mr. Rob Michiels. The purpose of the Audit Committee, in accordance with its annually approved charter, is to:

- Provide assistance to the Board of Directors in fulfilling their oversight responsibility to the shareholders, potential shareholders, the investment community and others relating to: the integrity of our financial statements, our compliance with legal and regulatory requirements, our accounting practices and financial reporting processes, the effectiveness of our disclosure controls and procedures and internal control over financial reporting, the independent auditor’s qualifications and independence, and the performance of our internal audit function and independent auditors.
- Prepare the Audit Committee report, the Audit Committee may request any officer or employee of the Company or our outside counsel or independent auditor to attend a meeting of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee.

### Employees

As of December 31, 2009, we employed 154 individuals on a full-time basis, as follows:

	Sales & Marketing	Manufacturing	Service	Research & Dvpt	Regulatory	Clinical Affairs	Administrative	Total
France	16	30	19	13	4	2	15	99
Italy	3	0	0	0	0	0	2	5
Germany	5	0	2	0	0	0	2	9
Japan	12	0	13	0	2	0	3	30
Malaysia	2	0	3	0	0	0	3	8
South Korea	1	0	0	0	0	0	1	2
USA	0	0	0	0	0	1	0	1
Total	39	30	37	13	6	3	26	154

As of December 31, 2010, we employed 151 individuals on a full-time basis, as follows:

	Sales & Marketing	Manufacturing	Service	Research & Dvpt	Regulatory	Clinical Affairs	Administrative	Total
France	16	31	19	11	4	2	14	97
Italy	3	0	0	0	0	0	2	5
Germany	5	0	2	0	0	0	2	9
Japan	13	0	13	0	1	0	3	30
Malaysia	2	0	2	0	0	0	2	6
South Korea	1	0	0	0	0	0	1	2
USA	1	0	0	0	0	1	0	2
Total	41	31	36	11	5	3	24	151

As of December 31, 2011, we employed 148 individuals on a full-time basis, as follows:

	Sales & Marketing	Manufacturing	Service	Research & Dvpt	Regulatory	Clinical Affairs	Administrative	Total
France	15	31	14	12	4	2	14	92
Italy	3	0	0	0	0	0	2	5
Germany	5	0	2	0	0	0	1	8
Japan	16	0	13	0	1	0	3	33
Malaysia	2	0	2	0	0	0	2	6
South Korea	1	0	0	0	0	0	1	2
USA	1	0	0	0	0	1	0	2
Total	43	31	31	12	5	3	23	148

Management considers labor relations to be good. Employee benefits are in line with those specified by applicable government regulations.

### Share Ownership

As of April 26, 2012, the total number of shares issued was 18,638,801 with 381,528 shares held as treasury stocks, thus bringing the total number of shares outstanding to 18,257,273.

As of April 26, 2012, the Board of Directors and the Senior Executive Officers of the Company held a total of 51,123 Shares. The Board of Directors and Senior Executive Officers beneficially own, in the aggregate less than 1% of the Company's shares.

As of April 26, 2012, Senior Executive Officers held an aggregate of 238,763 options to purchase or to subscribe ordinary shares, with a weighted average exercise price of €3.35 per share. Of these options, 3,425 expire on June 18, 2012, 30,000 expire on February 24, 2014, 155,338 expire on October 29, 2017 and 50,000 expire on June 25, 2020.

### Options to Purchase or Subscribe for Securities

As of April 26, 2012, we had sponsored four stock purchase and subscription option plans open to employees of EDAP TMS group.

On June 12, 2001, the shareholders authorized the Board of Directors to grant up to 300,000 options to purchase pre-existing Shares, at a fixed exercise price to be set by the Supervisory Board.

On January 29, 2004, the shareholders authorized the Board of Directors to grant up to 240,000 options to purchase pre-existing Shares at a fixed price to be set by the Board of Directors. All of the Shares that may be purchased through the exercise of stock options are currently held as treasury stock.

On May 22, 2007, the shareholders authorized the Board of Directors to grant up to 600,000 options to subscribe to 600,000 new Shares and up to 105,328 options to purchase pre-existing Shares at a fixed price to be set by the Board of Directors. All of the Shares that may be purchased through the exercise of stock options are currently held as treasury stock.

On June 24, 2010, the shareholders authorized the Board of Directors to grant up to 229,100 options to purchase pre-existing Shares at a fixed price to be set by the Board of Directors. All of the Shares that may be purchased through the exercise of stock options are currently held as treasury stock.

On December 31, 2011, the expiration of our stock option contracts was as follows:

Date of expiration	Number of Shares
June 18, 2012	3,425
February 24, 2014	124,000
October 29, 2017	424,588
June 25, 2020	278,012

As of December 31, 2011, a summary of stock option activity to purchase or to subscribe to Shares under these plans is as follows:

	2011		2010		2009	
	Options	Weighted average exercise price (€)	Options	Weighted average exercise price (€)	Options	Weighted average exercise price (€)
Outstanding on January 1,	906,775	3.19	656,013	3.57	706,725	3.51
Granted	-	-	325,012	2.23	-	-
Exercised	-	-	(18,000)	2.15	(24,212)	2.07
Forfeited	(51,750)	3.03	(56,250)	2.45	(26,500)	3.36
Expired	(25,000)	2.08	-	-	-	-
Outstanding on December 31,	830,025	3.23	906,775	3.19	656,013	3.57
Exercisable on December 31,	621,516	3.50	486,446	3.52	420,719	3.33
Shares purchase options available for grant on December 31	72,003		16,003		105,328	

The following table summarizes information about options to purchase existing Shares held by the Company, or to subscribe to new Shares, at December 31, 2011:

Exercise price (€)	Outstanding options			Exercisable options	
	Options	Weighted average remaining contractual life	Weighted average exercise price (€)	Options	Weighted average exercise price (€)
3.99	424,588	5.8	3.99	424,588	3.99
2.60	124,000	2.2	2.60	124,000	2.60
2.38	182,100	7.5	2.38	45,525	2.38
2.02 <sup>(1)</sup>	3,425	0.5	2.02	3,425	2.02
1.88	95,912	7.5	1.88	23,978	1.88
1.88 to 3.99	830,025	4.7	3.18	621,516	3.43

(1) All the 3,425 options were granted on June 18, 2002 with an exercise price expressed in U.S. dollars (\$1.92) and converted here to euros based on the noon buying rate on June 18, 2002 (\$1 = €1.0545).

**Free Shares:** On July 3, 2009, 11,775 free shares have been issued to certain employees of the Company upon reaching one performance milestone. See Note 16-5 of the consolidated financial statements.

## **Item 7. Major Shareholders and Related Party Transactions**

### **Major Shareholders (as of April 26, 2012)**

To our knowledge, we are not directly or indirectly owned or controlled by another corporation, by any foreign government, or by any other natural or legal person or persons acting severally or jointly.

As of December 31, 2009, Siemens France Holding held 1,003,250 EDAP shares, or 9.07% of EDAP's share capital. On February 7, 2011, Siemens France Holding and Siemens AktienGesellschaft, filed an amended statement of Beneficial Ownership where they indicated that Siemens did not own any EDAP share as of December 31, 2011. As of December 31, 2010, Mr. Jonathan Schwartz held 462,366 EDAP shares, or 6.96% of EDAP's share capital. On March 26, 2012, Mr. Jonathan Schwartz held 928,644 EDAP shares, or 5.86% of EDAP's share capital. On February 28, 2011, Bruce & Co Inc. held 647,993 EDAP shares, or 4.84% of EDAP's share capital. On March 26, 2012, Bruce & Co Inc. held 795,155 EDAP shares, or 5.02% of EDAP's share capital.

There are no arrangements known to us, the operation of which may at a later date result in a change of control of the Company. All shares issued by the Company have the same voting rights, except the treasury stocks held by the Company, which have no voting rights.

As of April 26, 2012, 18,638,801 Shares were issued, including 18,257,273 outstanding and 381,528 treasury Shares. At the same date, there were 18,583,451 ADSs, each representing one Share, all of which were held of record by 29 registered holders in the United States (including The Depository Trust Company).

### **Related Party Transactions**

The General Manager of the Company's Korean branch "EDAP-TMS Korea" is also Chairman of a Korean company named Dae You. EDAP-TMS Korea subcontracts to Dae You the service contract maintenance of our medical devices installed in Korea. The amounts payable under this contract were €60 thousand, €59 thousand and €52 thousand for 2011, 2010 and 2009 respectively. Dae You also acts as an agent to promote our medical devices in South Korea, and receives commissions on sales. Dae You has purchased medical devices from us, which it operates in partnership with hospitals or clinics. These purchases amounted to €768, €315 thousand and €234 thousand in 2011, 2010 and 2009 respectively. As of December 31, 2011, receivables amounted to €95 thousand and payables to €39 thousand. As of December 31, 2010, receivables amounted to €33 thousand and payables to €21 thousand. As of December 31, 2009, receivables amounted to €67 thousand and payables to €14 thousand.

### **Interests of Experts and Counsel**

N/A

## **Item 8. Financial Information**

### **Consolidated Financial Statements**

See Item 18, "Financial Statements."

### **Export Sales**

As of December 31, 2011, total consolidated export net sales, which we define as sales made outside of France, were €18.8 million, which represented 84% of total net sales.

### **Legal Proceedings**

As of the date of this annual report, the Company is not involved in any material legal proceedings.

### **Dividends and Dividend Policy**

The payment and amount of dividends depend on our earnings and financial condition and such other factors that our Board of Directors deems relevant. Dividends are subject to recommendation by the Board of Directors and a

vote by the shareholders at the shareholders' ordinary general meeting. Dividends, if any, would be paid in euro and, with respect to ADSs, would be converted at the then-prevailing exchange rate into U.S. dollars. Holders of ADSs will be entitled to receive payments in respect of dividends on the underlying Shares in accordance with the Deposit Agreement.

No dividends were paid with respect to fiscal years 2006 through 2011, and we do not anticipate paying any dividends for the foreseeable future. In particular, under the terms of the New Debentures, we agreed not to pay cash dividends on any of our equity securities for the duration of the New Debentures. Thereafter, any declaration of dividends on our shares will depend upon, among other things, future earnings, if any, the operating and financial condition of our business, our capital requirements, general business conditions and such other factors as our Board of Directors deems relevant.

## **Significant Changes as of April 26, 2012**

### **a) Distribution rights for Ablatherm®-HIFU treatment in Canada and the Caribbean**

In January 2012, we regained the distribution rights for Ablatherm®-HIFU treatment in Canada and the Caribbean, following the expiration of the 2005 exclusive sales agreement with Maple Leaf HIFU on the North American market. We are now in direct control of our ability to attempt to grow our presence among U.S. urologists and expand the off-shore potential of the HIFU treatment option for prostate cancer patients that is not yet available in the United States.

### **b) Exchange Agreement regarding the Convertibles Debentures and Warrants**

On January 19, 2012, we entered into a privately negotiated Exchange Agreement with all holders of our outstanding 9% Senior Convertible Debentures due October 29, 2012 and warrants to purchase up to 882,000 ordinary shares at an exercise price of \$6.87 per share. Pursuant to the terms of the Exchange Agreement:

- certain holders of an aggregate principal amount of \$10 million of Convertible Debentures and warrants to purchase up to 840,000 ordinary shares agreed to exchange their outstanding securities for an aggregate principal amount of \$10 million of 9% non-convertible Senior New Debentures due June 30, 2014 and January 2012 warrants to purchase up to 408,691 newly issued ordinary shares at an exercise price equal to the par value per share (the "January 2012 Warrants"), and 1,926,685 newly issued ordinary shares, in the form of restricted ADRs; and
- certain holders of an aggregate principal amount of \$500,000 of Existing Debentures and Existing Warrants to purchase up to 42,000 ordinary shares agreed to exchange their outstanding securities for 22,186 newly issued ordinary shares, in the form of ADRs, and \$500,000 in cash (collectively, the "Exchange").

On January 25, 2012, we closed the Exchange and all of the Convertible Debentures and the warrants were exchanged for the New Debentures, 1,948,871 newly issued ordinary shares, in the form of ADRs, the January 2012 Warrants and \$500,000 in cash, or a combination thereof as described above.

As result of the Exchange all of our Convertible Debentures and Warrants have been cancelled.

The New Debentures are not convertible into ordinary shares or any other security of the Company. Interest on the New Debentures will accrue at a rate of 9% per annum, payable quarterly as follows: commencing on the issuance date until October 29, 2012, interest may be paid, at our election, in cash or, subject to the satisfaction of certain conditions, in newly issued ordinary shares; and commencing on October 30, 2012 until repaid in full, interest may be paid, at the election of the holder, in cash or, subject to the satisfaction of certain conditions, in newly issued ordinary shares. The New Debentures may be redeemed at our option, in whole or in part, at any time and from time to time; provided, that in the event we issue securities or other indebtedness for cash in a transaction primarily for the purpose of raising capital at any time while the New Debentures remain outstanding, then we are required to apply 40% of the net proceeds of any such issuance to redeem the New Debentures for cash. Upon the occurrence of an "Event of Default" (as defined in the New Debentures), the outstanding principal amount plus accrued but unpaid interest and any other amounts owing under the New Debentures will become immediately due and payable in the amount of (i) 130% of the outstanding principal plus (ii) 100% of accrued but unpaid interest and any other amounts owing under the New Debentures. The New Debentures also contain customary restrictive covenants which can be waived with the consent of

holders of two thirds of the outstanding principal amount of the New Debentures, such as limitations on our ability to incur certain indebtedness, enter into, incur or suffer to exist certain liens, amend its charter documents in a manner adverse to holders of the New Debentures, pay dividends on its equity securities or enter into related party transactions. A copy of the form of the New Debentures was furnished to the SEC on our report on Form 6-K dated January 27, 2012. The foregoing description is qualified in its entirety by reference to the full text of such exhibit.

The January 2012 Warrants are exercisable immediately and will expire on January 24, 2022. The initial exercise price for the January 2012 Warrants is the par value per ordinary share and the number of ordinary shares issuable upon exercise of the January 2012 Warrants and the exercise price per share are subject to customary anti-dilution adjustments for changes in our capital structure; provided, that in no event will the exercise price per share be less than the lowest exercise price per share allowed by applicable law. The January 2012 Warrants also contain a provision that prohibits a holder from exercising its January 2012 Warrants to the extent that the exercise would result in the holder and its affiliates beneficially owning more than 9.999% of our ordinary shares. A copy of the form of the January 2012 Warrants was furnished to the SEC on our report on Form 6-K dated January 27, 2012. The foregoing description is qualified in its entirety by reference to the full text of the exhibit attached hereto.

We also entered into a registration rights agreement on January 25, 2012 (the "Registration Rights Agreement") with the holders of the New Debentures and the January 2012 Warrants. Pursuant to the Registration Rights Agreement, we agreed to file a registration statement with the Securities and Exchange Commission within 30 days of closing the Exchange (the "Filing Deadline") to register the ordinary shares issuable upon exercise of the January 2012 Warrants and payable as interest at the election of the holders on the New Debentures. We filed such registration statement with the SEC on February 24, 2012. The registration statement is currently under review by the SEC and has not yet been declared effective. A copy of the form of the Registration Rights Agreement was furnished to the SEC on our report on Form 6-K dated January 27, 2012. The foregoing description is qualified in its entirety by reference to the full text of the exhibit attached hereto.

See Note 31 to the consolidated financial statements for the proforma impacts of the Exchange Agreement.

### **c) March 2012 Placement**

On March 28, 2012, pursuant to a securities purchase agreement dated March 22, 2012, as amended, we issued 2,812,500 ordinary shares in the form of ADSs to selected institutional investors in a registered direct placement (the "March 2012 Placement"), at a price of \$2.00 per share, with warrants attached (the "Investor Warrants"). The Investor Warrants allow investors to purchase up to 1,406,250 shares in the form of ADSs at an exercise price of \$2.75. The Investor Warrants are exercisable immediately and expire on March 28, 2017. We also issued warrants to purchase up to 168,750 shares in the form of ADSs to the placement agent, Rodman & Renshaw LLC, with an exercise price of \$2.50 (the "Placement Agent Warrants" and together with the Investor Warrants, the "March 2012 Warrants"). The Placement Agent Warrants are exercisable from September 24, 2012 and expire on October 21, 2016. Total gross proceeds for the placement amounted to \$5.625 million. The form of the securities purchase agreement and the form of Investor Warrant were furnished to the SEC on our report on Form 6-K dated March 28, 2012. The foregoing description is qualified in its entirety by reference to the full text of the Form 6-K.

## **Item 9. The Offer and Listing**

### **Description of Securities**

The Shares are traded solely in the form of ADSs, each ADS representing one ordinary share. Each ADS may be evidenced by an American Depositary Receipt issued by The Bank of New York, our Depositary. The principal United States trading market for the ADSs, which is also the principal trading market for the ADSs overall, is the NASDAQ Global Market of the NASDAQ Stock Market, Inc. ("NASDAQ"), on which the ADSs are quoted under the symbol "EDAP."

### **Trading Market**

The following tables set forth, for the years 2007 through 2011, the reported high and low sales prices of the ADSs on NASDAQ.

	NASDAQ	
	High	Low
	\$	
2011	5.68	1.37
2010	6.97	1.89
2009	5.95	0.96
2008	5.12	1.05
2007	9.40	4.25

The following tables set forth, for the years 2010 and 2011, the reported high and low sales prices of the ADSs on NASDAQ for each full financial quarter:

	NASDAQ	
	High	Low
	\$	
<b>2011:</b>		
First Quarter	5.68	3.22
Second Quarter	4.74	3.04
Third Quarter	4.35	1.50
Fourth Quarter	2.25	1.37
<b>2010:</b>		
First Quarter	4.25	2.16
Second Quarter	4.03	2.20
Third Quarter	4.35	1.50
Fourth Quarter	6.97	2.06

The following table sets forth, for the most recent six months (from September 2011 through April 13, 2012), the reported high and low sale prices of the ADSs on NASDAQ for each month:

	NASDAQ	
	High	Low
	\$	
<b>2011:</b>		
October	2.25	1.37
November	2.11	1.58
December	2.05	1.46
<b>2012:</b>		
January	2.85	1.61
February	2.50	1.98
March	2.63	1.80
April (through April 13, 2012)	1.95	1.60

## Item 10. Additional Information

### Memorandum and Articles of Association

Set forth below is a brief summary of significant provisions of our by-laws (or *statuts*) and applicable French laws. This is not a complete description and is qualified in its entirety by reference to our by-laws, a translation of which is provided in Exhibit 1.1 to this annual report. Each time they are modified which can only occur with the approval of a two third majority of our the shareholders present or represented at a shareholders' meeting, we file copies of our *statuts* with, and such by-laws are publicly available from, the Registry of Commerce and Companies in Lyon, France, under number 316488204 RCS-LYON.

Our corporate affairs are governed by our by-laws and by Book II of the French Commercial Code, as amended.



Our by-laws were last updated in January 2012 to act the recent increase in share capital related to the issuance of additional shares in 2011 and 2012.

### **Corporate Purposes**

Pursuant to Article 2 of the by-laws, the purposes of the Company are:

- investment, under whatever form, in all French or foreign groups, companies or businesses which currently exist or which may be created in the future, mainly through contribution, subscription or purchasing of stocks or shares, obligations or other securities, mergers, holding companies, groups, alliances or partnerships;
- management of such financial investments;
- direction, management, control and coordination of its subsidiaries and interests;
- provision of all administrative, financial, technical or other services; and
- generally, all transactions of whatever nature, financial, commercial, industrial, civil, relating to property and real estate which may be connected directly or indirectly, in whole or in part, to the Company's purposes or to any other similar or related purposes which may favor the extension or development of said purposes.

### **Board of Directors**

The Board of Directors is currently composed of four members who were appointed by the shareholders for a period of six years expiring on the date of the annual general shareholders' meeting approving the financial results for fiscal year 2013. See Item 6, "Directors, Senior Management and Employees". A director's term ends at the end of the ordinary general shareholders' meeting convened to vote upon the accounts of the then-preceding fiscal year and is held in the year during which the term of such director comes to an end. Directors may be re-elected; a director may also be dismissed at any time at the shareholders' meeting.

The term of all of the current Board of Directors expires on the date of the ordinary general shareholders' meeting approving the financial results for the 2013 fiscal year.

Each director must own at least one share during his/her term of office. If, at the time of his/her appointment, a director does not own the required number of shares or if during his/her term, he/she no longer owns the required number of shares, he/she is considered to have automatically resigned if he/she fails to comply with the shareholding requirement within three months.

An individual person may not be a member of more than five Boards of Directors or Supervisory Boards in corporations (*société anonyme*) registered in France; directorships in controlled companies (as defined by Section L.233-16 of the French Commercial Code) by the Company are not taken into account.

In case of the death or resignation of one or more directors, the Board of Directors may make provisional appointments to fill vacancies before the next general shareholders meetings. These provisional appointments must be ratified by the next ordinary shareholders meeting. Even if a provisional appointment is not ratified, resolutions and acts previously approved by the Board of Directors nonetheless remain valid.

If the number of Directors falls below the compulsory legal minimum, the remaining directors must convene an ordinary general shareholders' meeting to reach a full Board of Directors.

Any director appointed in replacement of another director whose term has not expired remains in office only for the remaining duration of the term of his predecessor.

One of our employees may be appointed to serve as a director. His/her employment contract must include actual work obligations. In this case, he/she does not lose the benefit of his/her employment contract.

The number of directors have employment contracts with the Company may not exceed one third of the directors then in office and in any case, a maximum of five members.

Pursuant to our by-laws, a director may not be older than 80 years of age. If a director reaches this limit during his/her term, such director is automatically considered to have resigned at the next general shareholders meeting.

The Board of Directors determines the direction of our business and supervises its implementation. Within the limits set out by the corporate purposes and the powers expressly granted by law to the general shareholders' meeting, the Board of Directors may deliberate upon our operations and make any decisions in accordance with our business. However, a director must abstain from voting on matters in which the director has an interest. The resolutions passed in a meeting of the Board of Directors are valid only if a quorum of half of the Directors is reached. A director cannot borrow money from the Company.

French law provides that the functions of Chairman of the Board and Chief Executive Officer in a French *société anonyme* may be distinct and held by two separate individuals.

### **The Chairman of the Board**

The Board of Directors must elect one of its members as Chairman of the Board of Directors, who must be an individual person. The Board of Directors determines the duration of the term of the Chairman, which cannot exceed that of his/her tenure as a director. The Board of Directors may dismiss the Chairman at any time. The Chairman's compensation is decided by the Board of Directors, upon recommendation of the Compensation Committee.

The Chairman represents the Board of Directors and organizes its work. The Chairman reports on the Board's to the general shareholders' meeting. The Chairman is responsible for ensuring the proper functioning of our governing bodies and that the Board members have the means to perform their duties.

Pursuant to Section 706-43 of the French Criminal Proceedings Code, the Chairman may validly delegate to any person he/she chooses the power to represent us in any criminal proceedings that we may face.

As with any other Director, the Chairman may not be over eighty years old. In case the Chairman reaches this limit during his/her tenure, he/she will automatically be considered to have resigned. However, his/her tenure is extended until the next Board of Directors meeting, during which his/her successor will be appointed. Subject to the age limit provision, the Chairman of the Board may also be re-elected.

### **The Chief Executive Officer**

We are managed by the Chairman of the Board of Directors or by an individual elected by the Board of Directors bearing the title of Chief Executive Officer. The choice between these two methods of management belongs to the Board of Directors and must be made as provided for by our by-laws. On March 31, 2008, the Board of Directors appointed Mr. Marc Oczachowski as Chief Executive Officer.

The Chief Executive Officer is vested with the powers to act under all circumstances on behalf of the Company, within the limits set out by the Company's corporate purposes, and subject to the powers expressly granted by law to the Board of Directors and the general shareholders' meeting.

The Chief Executive Officer represents the Company with respect to third parties. The Company is bound by any acts of the Chief Executive Officer even if they are contrary to corporate purposes, unless it is proven that the third party knew such act exceeded the Company's corporate purposes or could not ignore it in light of the circumstances. Publication of the by-laws alone is not sufficient evidence of such knowledge.

The Chief Executive Officer's compensation is set by the Board of Directors, upon recommendation of the Compensation Committee. The Chief Executive Officer can be terminated at any time by the Board of Directors. If such termination is found to be unjustified, damages may be allocated to the Chief Executive Officer, except when the Chief Executive Officer is also the Chairman of the Board.

The Chief Executive Officer may not hold another position as Chief Executive Officer or member of a Management Board in a corporation (*société anonyme*) registered in France except when (a) such company is controlled (as referred to in Section L.233-16 of the French Commercial Code) by the Company and (b) when this controlled company's shares are not traded on a regulated market.

Pursuant to our by-laws, the Chief Executive Officer may not be over seventy years old. In case the Chief Executive Officer reaches this limit during his/her office, he/she is automatically considered to have resigned. However, his/her tenure is extended until the next Board of Directors meeting, during which his/her successor must be appointed.

### **Dividend and Liquidation Rights (French Law)**

Net income in each fiscal year, as increased or reduced, as the case may be, by any profit or loss of the Company carried forward from prior years, less any contributions to legal reserves, is available for distribution to our shareholders as dividends, subject to the requirements of French law and our by-laws.

Under French law and our by-laws, we are required to allocate 5% of our net profits in each fiscal year to a legal reserve fund until the amount in such reserve fund is equal to 10% of the nominal amount of the registered capital. The legal reserve is distributable only upon the liquidation of the Company.

Our shareholders may, upon recommendation of the Board of Directors, decide to allocate all or a part of distributable profits, if any, among special or general reserves, to carry them forward to the next fiscal year as retained earnings, or to allocate them to the shareholders as dividends.

Our by-laws provide that, if so agreed by the shareholders, reserves that are available for distribution under French law and our by-laws may be distributed as dividends, subject to certain limitations.

If we have made distributable profits since the end of the preceding fiscal year (as shown on an interim income statement certified by our statutory auditors), the Board of Directors has the authority under French law, without the approval of shareholders, to distribute interim dividends to the extent of such distributable profits. We have never paid interim dividends.

Under French law, dividends are distributed to shareholders pro rata according to their respective shareholdings. Dividends are payable to holders of shares outstanding on the date of the annual shareholders' meeting deciding the distribution of dividends, or in the case of interim dividends, on the date of the Board of Directors meeting approving the distribution of interim dividends. However, holders of newly issued shares may have their rights to dividends limited with respect to certain fiscal years. The actual dividend payment date is decided by the shareholders in an ordinary general meeting or by the Board of Directors in the absence of such a decision by the shareholders. The payment of the dividends must occur within nine months from the end of our fiscal year. Under French law, dividends not claimed within five years of the date of payment revert to the French State.

If the Company is liquidated, our assets remaining after payment of our debts, liquidation expenses and all of our remaining obligations will be distributed first to repay in full the nominal value of the shares, then the surplus, if any, will be distributed pro rata among the shareholders based on the nominal value of their shareholdings and subject to any special rights granted to holders of priority shares, if any. Shareholders are liable for corporate liabilities only up to the par value of the shares they hold and are not liable to further capital calls of the Company.

#### ***Changes in Share Capital (French Law)***

Our share capital may be increased only with the approval of two thirds of the shareholders voting or represented at an extraordinary general meeting, following a recommendation of the Board of Directors. Increases in the share capital may be effected either by the issuance of additional shares (including the creation of a new class of shares) or by an increase in the nominal value of existing shares. Additional Shares may be issued for cash or for assets contributed in kind, upon the conversion of debt securities previously issued by the Company, by capitalization of reserves, or, subject to certain conditions, in satisfaction of indebtedness incurred by the Company. Dividends paid in the form of shares may be distributed in lieu of payment of cash dividends, as described above under “—Dividend and Liquidation Rights (French law).” French law permits different classes of shares to have liquidation, voting and dividend rights different from those of the outstanding ordinary shares, although we only have one class of shares.

Our share capital may be decreased only with the approval of two thirds of the shareholders voting or represented at an extraordinary general meeting. The share capital may be reduced either by decreasing the nominal value of the shares or by reducing the number of outstanding shares. The conditions under which the registered capital may be reduced will vary depending upon whether or not the reduction is attributable to losses incurred by the Company. The number of outstanding shares may be reduced either by an exchange of shares or by the repurchase and cancellation by us of our shares. Under French law, all the shareholders in each class of shares must be treated equally unless the inequality in treatment is accepted by the affected shareholder. If the reduction is not attributable to losses incurred by us, each shareholder will be offered an opportunity to participate in such capital reduction and may decide whether or not to participate therein.

#### ***Repurchase of Shares (French Law)***

Pursuant to French law, the Company may not acquire its own shares except (a) to reduce its share capital under certain circumstances with the approval of the shareholders at an extraordinary general meeting; or (b) to provide shares for distribution to employees under a profit sharing or stock option. However, the Company may not hold more than 10% of its shares then-issued. A subsidiary of the Company is prohibited by French law from holding shares of the Company and, in the event it becomes a shareholder of the Company, such shareholder must transfer all the shares of the Company that it holds.

#### ***Attendance and Voting at Shareholders' Meetings (French Law)***

In accordance with French law, there are two types of general shareholders' meetings, ordinary and extraordinary. Ordinary general meetings are required for matters such as the election of directors, the appointment of statutory auditors, the approval of the report prepared by the Board of Directors and the annual accounts, the declaration of dividends and the issuance of (non-convertible) bonds.

Extraordinary general meetings are required for approval of matters such as amendments to the Company's by-laws, modification of shareholders' rights, approval of mergers, increases or decreases in share capital (including a waiver of preferential subscription rights), the creation of a new class of shares, the authorization of the issuance of investment certificates or securities convertible or exchangeable into shares and for the sale or transfer of substantially all of the Company's assets.

The Board of Directors is required to convene an annual ordinary general shareholders meeting, which must be held within six months of the end of our fiscal year, for approval of the annual accounts. Other ordinary or extraordinary meetings may be convened at any time during the year. Shareholders meetings may be convened by the Board of Directors or, if the Board of Directors fails to call such a meeting, by our statutory auditors or by a court-appointed agent. The court may be requested to appoint an agent either by one or more shareholders holding at least 5% of the our registered capital or by an interested party under certain circumstances, or, in case of an urgent matter, by the Work Council (*Comité d'entreprise*) representing the employees. The notice calling a meeting must state the agenda for such meeting.

French law provides that, at least 15 days before the date set for any general meeting on first notice, and at least ten days before the date set for any general meeting on second notice, notice of the meeting (*avis de convocation*) must be sent by mail to all holders of properly registered shares who have held such shares for more than one month before the date of the notice. A preliminary written notice (*avis de réunion*) must be sent to each shareholder who has requested to be notified in writing. Under French law, one or several shareholders together holding a specified percentage of shares may propose resolutions to be submitted for approval by the shareholders at the meeting. Upon our request, The Bank of New York Mellon will send to holders of ADSs notices of shareholders' meetings and other reports and communications that are made generally available to shareholders. The Works Council may also require the registration of resolution proposals on the agenda.

Attendance and exercise of voting rights at ordinary and extraordinary general meetings are subject to certain conditions. Shareholders deciding to exercise their voting rights must have their shares registered in their names in the shareholder registry maintained by or on behalf of the Company before the meeting. An ADS holder must timely and properly return its voting instruction card to the Depositary to exercise the voting rights relating to the shares represented by its ADSs. The Depositary will use its reasonable efforts to vote the underlying shares in the manner indicated by the ADS holder. In addition, if an ADS holder does not timely return a voting instruction card or the voting instruction card received is improperly completed or blank, that holder will be deemed to have given the Depositary a proxy to vote, and the Depositary will vote in favor of all proposals recommended by the Board of Directors and against all proposals that are not recommended by the Board of Directors.

All shareholders who have properly registered their shares have the right to participate in general meetings, either in person, by proxy, or by mail, and to vote according to the number of shares they hold. Each share confers on the shareholder the right to one vote. Under French law, an entity we control directly or indirectly is prohibited from holding shares in the Company and, in the event it becomes a shareholder, shares held by such entity would be deprived of voting rights. A proxy may be granted by a shareholder whose name is registered on our share registry to his or her spouse, to another shareholder or to a legal representative, in the case of a legal entity, or by sending a proxy in blank to the Company without nominating any representatives. In the latter case, the Chairman of the shareholders' meeting will vote such blank proxy in favor of all resolutions proposed by the Board of Directors and against all others.

The presence in person or by proxy of shareholders having not less than 20% (in the case of an ordinary general meeting or an extraordinary general meeting deciding upon any capital increase by capitalization of reserves) or 25% (in the case of an extraordinary general meeting) of the shares entitled to vote is necessary to reach a quorum. If a quorum is not reached at any meeting, the meeting is adjourned. Upon reconvening of an adjourned meeting, there is no quorum requirement in the case of an ordinary general meeting or an extraordinary general meeting deciding upon any capital increase by capitalization of reserves. The presence in person or by proxy of shareholders having not less than 20% of the Shares is necessary to reach a quorum in the case of any other type of extraordinary general meeting.

At an ordinary general meeting or an extraordinary general meeting deciding upon any capital increase by capitalization of reserves, a simple majority of the votes of the shareholders present or represented by proxy is required to approve a resolution. At any other extraordinary general meeting, two-thirds of the votes cast is required. However, a unanimous vote is required to increase liabilities of shareholders. Abstention from voting by those present or represented by proxy is viewed as a vote against the resolution submitted to a vote.

In addition to his/her rights to certain information regarding the Company, any shareholder may, during the two-week period preceding a shareholders' meeting, submit to the Board of Directors written questions relating to the agenda for the meeting. The Board of Directors must respond to such questions during the meeting.

Under French law, shareholders can nominate individuals for election to the Board of Directors at a shareholders' meeting. When the nomination is part of the agenda of the shareholders' meeting, the nomination must contain the name, age, professional references and professional activity of the nominee for the past five years, as well as the number of shares owned by such candidate, if any. In addition, if the agenda for the shareholders' meeting includes the election of members of the Board of Directors, any shareholder may require, during the meeting, the nomination of a candidate for election at the Board of Directors at the shareholders' meeting, even if such shareholder has not followed the nomination procedures. Under French law, shareholders cannot elect a new member of the Board of Directors at a general shareholders meeting if the agenda for the meeting does not include the election of a member of the Board of Directors, unless such nomination is necessary to fill a vacancy due to the previous resignation of a member.

As set forth in our by-laws, shareholders' meetings are held at our registered office of the Company or at any other locations specified in the written notice. We do not have staggered or cumulative voting arrangements for the election of Directors.

#### ***Preferential Subscription Rights (French Law)***

Shareholders have preferential rights to subscribe for additional shares issued by the Company for cash on a pro rata basis (or any equity securities of the Company or other securities giving a right, directly or indirectly, to equity securities issued by the Company). Shareholders may waive their preferential rights, either individually or at an extraordinary general meeting under certain circumstances. Preferential subscription rights, if not previously waived, are transferable during the subscription period relating to a particular offering of shares. U.S. holders of ADSs may not be able to exercise preferential rights for Shares underlying their ADSs unless a registration statement under the Securities Act is effective with respect to such rights or an exemption from the registration requirement thereunder is available.

#### ***Form and Holding of Shares (French Law)***

##### *Form of Shares*

Our by-laws provide that shares can only be held in registered form.

##### *Holding of Shares*

The shares are registered in the name of the respective owners thereof in the registry maintained by or on behalf of the Company.

Stock certificates evidencing shares, in a manner comparable to that in the United States, are not issued by French companies, but we may issue or cause to be issued confirmations of shareholdings registered in such registry to the persons in whose names the shares are registered. Pursuant to French law, such confirmations do not constitute documents of title and are not negotiable instruments.

#### ***Ownership of ADSs or Shares by Non-French Residents (French Law)***

Under French law, there is no limitation on the right of non-French residents or non-French security holders to own, or where applicable, vote securities of a French company. A non-resident of France must file a *déclaration administrative*, or administrative notice, with French authorities in connection with the acquisition of a controlling interest in any French company. Under existing administrative rulings, ownership, by a non-resident of France or a French corporation which is itself controlled by a foreign national, of 33.33% or more of a company's share capital or voting rights is regarded as a controlling interest, but a lower percentage may be held to be a controlling interest in certain circumstances (depending upon such factors as the acquiring party's intentions, its ability to elect directors or financial reliance by the French company on the acquiring party).

#### ***Certain Exemptions (French Law)***

Under the U.S. securities laws, as a foreign private issuer, we are exempt from certain rules that apply to domestic U.S. issuers with equity securities registered under the U.S. Securities Exchange Act of 1934, including the proxy solicitation rules and the rules requiring disclosure of share ownership by directors, officers and certain shareholders. We are also exempt from certain of the current NASDAQ corporate governance requirements. For more information on these exemptions, see Item 16 G – "Corporate Governance—Exemptions from Certain NASDAQ Corporate Governance Rules."

#### ***Enforceability of Civil Liabilities (French Law)***

We are a *société anonyme*, or limited liability corporation, organized under the laws of the Republic of France. The majority of our directors and executive officers reside in the Republic of France. All or a substantial portion of our

assets and the assets of such persons are located outside the United States. As a result, it may not be possible for investors to effect service of process within the United States upon such persons or to enforce, either inside or outside the United States, judgments against such persons obtained in U.S. courts or to enforce in U.S. court judgments obtained against such persons in courts in jurisdictions outside the United States, in each case, in any action predicated upon the civil liability provisions of the federal securities laws of the United States. In an original action brought in France predicated solely upon the U.S. federal securities laws, French courts may not have the requisite jurisdiction to grant the remedies sought, and actions for enforcement in France of judgments of U.S. courts rendered against French persons referred to in the second sentence of this paragraph would require such French persons to waive their right under Article 15 of the French Civil Code to be sued in France only. We believe that no such French persons have waived such right with respect to actions predicated solely upon U.S. federal securities laws. In addition, actions in the United States under the U.S. federal securities laws could be affected under certain circumstances by the French law of July 16, 1980, which may preclude or restrict obtaining evidence in France or from French persons in connection with such actions.

## Material Contracts

On October 31, 2007, we completed the private placement of \$20 million principal amount of 9% Senior Convertible Debentures due 2012. In addition, the purchasers of the Convertible Debentures and the Placement Agent received warrants to purchase our ordinary shares, which expire in 2013. The October 2007 private placement resulted in net proceeds of approximately \$17.4 million.

On January 25, 2012, we issued \$10 million aggregate principal amount of New Debentures and January 2012 Warrants to purchase up to 408,691 newly issued ordinary shares at an exercise price equal to the par value per share. See Item 8 “Financial Information—Significant Changes as of April 26, 2012”. We also entered into a registration rights agreement with the holders of New Debentures and January 2012 Warrants, to register for resale by the selling shareholders the ordinary shares issued in payment of quarterly interest from October 2012 and shares issued upon exercise of January 2012 Warrants for a maximum amount of \$1.5 million.

On March 28, 2012, pursuant to a securities purchase agreement, we issued Investor Warrants which are exercisable immediately and will expire five years after the date of issuance. The Investor Warrants are exercisable, at the option of the holder, upon the surrender of the Investor Warrants to us and the payment in cash of the exercise price of \$2.75 per ordinary share in the form of ADSs. We also issued Placement Agent Warrants with an exercise price of \$2.50 per ordinary share in the form of ADSs. The Placement Agent Warrants are exercisable from September 24, 2012 and expire on October 21, 2016. With respect to both the Investor Warrants and the Placement Agent Warrants (together, the “March 2012 Warrants”), the exercise price is subject to appropriate adjustment in the event of stock dividends, stock splits, reorganizations or similar events affecting our ordinary shares. The holders of the March 2012 Warrants are entitled to 20 days’ notice before the record date for certain distributions to holders of our ordinary shares. If certain “fundamental transactions” occur, such as a merger, consolidation, sale of substantially all of our assets, tender offer or exchange offer with respect to our ordinary shares or reclassification of our ordinary shares, the holders of the March 2012 Warrants will be entitled to receive thereafter in lieu of our ordinary shares, the consideration (if different from ordinary shares) that the holders of the March 2012 Warrants would have been entitled to receive upon the occurrence of the fundamental transaction as if the March 2012 Warrants had been exercised immediately before the fundamental transaction. If any holder of ordinary shares is given a choice of consideration to be received in the fundamental transaction, then the holders of the March 2012 Warrants shall be given the same choice upon the exercise of the March 2012 Warrants following the fundamental transaction. A copy of the form of Investor Warrant was furnished to the SEC on our report on Form 6-K dated March 28, 2012. The foregoing description is qualified in its entirety by reference to the full text of the Form 6-K.

## Exchange Controls

Under current French foreign exchange control regulations, there are no limitations on the amount of cash payments that we may remit to residents of foreign countries. Laws and regulations concerning foreign exchange controls do require, however, that all payments or transfers of funds made by a French resident to a non-resident be handled by an accredited intermediary. All registered banks and credit institutions in France are accredited intermediaries.

Under French law, there is no limitation on the right of non-French residents or non-French security holders to own, or where applicable, vote securities of a French company. A non-resident of France must file a *déclaration administrative*, or administrative notice, with French authorities in connection with the acquisition of a controlling interest in any French company. Under existing administrative rulings, ownership by a non-resident of France or a

French corporation which is itself controlled by a foreign national, of 20% or more of a listed company's share capital or voting rights is regarded as a controlling interest, but a lower percentage may be held to be a controlling interest in certain circumstances (depending upon such factors as the acquiring party's intentions, its ability to elect directors or financial reliance by the French company on the acquiring party).

### **Certain Income Tax Considerations**

The following generally summarizes the material French and US tax consequences of purchasing, owning and disposing of Shares or ADS (the "Securities"). The statements set forth below are based on the applicable laws, treaties and administrative interpretations of France and the United States as of the date hereof, all of which are subject to change.

This discussion is intended only as a descriptive summary and does not purport to be a complete analysis or listing of all potential tax effects of the purchase, ownership or disposition of Securities. It does not constitute legal or tax advice.

Investors should consult their own tax advisors regarding the tax consequences of the purchase, ownership and disposition of Securities in light of their particular circumstances, including especially the laws of all jurisdictions in which they are resident for tax purposes.

### ***French Taxation***

The following summary of the French tax consequences of purchasing and disposing of Securities does not address the treatment of Securities that are held by a resident of France (except for purposes of describing related tax consequences for other holders) or in connection with a permanent establishment or fixed base through which a holder carries on business or performs personal services in France, or by a person that owns, directly or indirectly, 5% or more of the stock of the Company. Moreover, the following discussion of the tax treatment of dividends only deals with distributions made on or after January 1, 2012.

There are currently no procedures available for holders that are not U.S. residents to claim tax treaty benefits in respect of dividends received on Securities registered in the name of a nominee. Such holders should consult their own tax advisors about the consequences of owning and disposing of Securities.

France has recently introduced a comprehensive set of new tax rules applicable with respect to French assets (such as the Securities) that are held by/in foreign trusts. These rules provide notably for the inclusion of trust assets in the settlor's net assets for purpose of applying the French wealth tax, for the application of French gift and death duties to French assets held in trust, for a specific tax on capital on the French assets of foreign trusts not already subject to the French wealth tax and for a number of French tax reporting and disclosure obligations. The following discussion does not address the specific French tax consequences applicable to Securities held by/in trusts.

#### *Taxation of Dividends on Securities - Withholding Tax*

Dividends paid by a French corporation, such as EDAP, to non-residents normally are subject to a 30% French withholding tax (reduced to 21% since January 1, 2012 when non-residents are individuals resident from one of the countries of the European Economic Area, except Liechtenstein).

From January 1, 2012, dividends paid by a French corporation towards non-cooperative States or territories (Etat ou territoire non coopératif), within the meaning of Article 238-0 A of the French General Tax Code (a "Non-Cooperative State"), will be subject to French withholding tax at a rate of 55%. Irrespective of the tax residence of the beneficiary of the dividends, a 55% withholding tax will be applicable (subject to certain exceptions and the more favorable provisions of an applicable double tax treaty, provided that the double tax treaty is found to apply and the relevant conditions are fulfilled) with respect to the dividends received in a Non-Cooperative State. The list of Non-Cooperative States is published by ministerial executive order, which is updated on a yearly basis.

However, non-resident holders that are entitled to and comply with the procedures for claiming benefits under an applicable tax treaty may be subject to a reduced rate (generally 15%) of French withholding tax. If a non-resident holder establishes its entitlement to treaty benefits prior to the payment of a dividend, then French tax generally will be withheld at the reduced rate provided under the treaty.

## *Taxation on Sale or Disposition of Securities*

Generally, holders, who are not residents of France for tax purposes, will not be subject to any French income tax or capital gains tax upon the sale or the disposal of Securities unless:

- the holders have held more than 25% of EDAP dividend rights, known as (“droits aux bénéfices sociaux”), at any time during the preceding five years, either directly or indirectly, and, as relates to individuals, alone or with relatives; or
- the holders are established or domiciled in a Non-Cooperative State, in which case they will be subject to a 50% tax on your capital gain; or
- the holders transfer the Securities upon redemption or repurchase by EDAP in which case the proceeds may be partially or fully characterized as dividends under French domestic law and as a result, be subject to French dividend withholding tax.

If the holders are resident in a State with which France has signed a double tax treaty that contains more favorable provisions, the holders may be exempt from any French income or capital gains tax when they sell or dispose of any Securities even if one of the above statements applies to them.

Transfers of Securities issued by a listed French company such as EDAP will not be subject to French registration or stamp duty if such transfers are not evidenced by a written agreement (“acte”). However, if the transfer is evidenced by a written agreement executed either in France or outside France, the transfer of Securities will be subject to a registration duty of (i) 3% for the portion of the sale price below €200,000, (ii) 0.5% for the portion of the sale price between €200,000 and €500,000,000, and (iii) 0.25% for the portion of the sale price exceeding €500,000,000..Pursuant to article 5-I-E of the amended financial law for 2012 dated March 14, 2012, this schedule will be replaced by an uncapped 0.1% registration duty assessed on the sale price as from August 1, 2012.

### *Estate and Gift Tax*

France imposes estate and gift tax on Securities of a French company that are acquired by inheritance or gift. The tax applies without regard to the tax residence of the transferor. However, France has entered into estate and gift tax treaties with a number of countries pursuant to which, assuming certain conditions are met, residents of the treaty country may be exempted from such tax or obtain a tax credit.

### *Wealth Tax*

Individuals who are not residents of France for purposes of French taxation are not subject to a wealth tax (“Impôt de Solidarité sur la Fortune”) in France as a result of owning an interest in the share capital of a French corporation, provided that such ownership interest is, directly and indirectly, less than 10% of the corporation’s share capital and does not enable the shareholder to exercise influence over the corporation. Double taxation treaties may provide for a more favorable tax treatment.

## ***Taxation of U.S. Holders***

### *Shares*

The following is a summary of the material French and U.S. federal income tax consequences of the purchase, ownership and disposition of Securities by a holder that is a resident of the United States for purposes of the Convention between the Government of the United States of America and the Government of the French Republic for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with Respect to Taxes on Income and Capital of August 31, 1994, (the “Treaty”), which entered into force on December 30, 1995 (as amended by the protocol described below and any subsequent protocols), and the tax regulations issued by the French tax authorities, and are fully eligible for benefits under the Treaty ( a “U.S. holder”).



In particular, the United States and France signed a protocol on January 13, 2009, that entered into force on December 23, 2009 and make several significant changes to the Treaty, including changes to the “Limitation of Benefits” provision. U.S. holders are advised to consult their own tax advisors regarding the effect the protocol may have on their eligibility for Treaty benefits in light of their own particular circumstances.

A holder generally will be entitled to Treaty benefits in respect of Securities if he is concurrently:

- ~ the beneficial owner of Securities (and the dividends paid with respect thereto);
- ~ an individual resident of the United States, a U.S. corporation, or a partnership, estate or trust to the extent its income is subject to taxation in the United States in its hands or in the hands of its partners or beneficiaries;
- ~ not also a resident of France for French tax purposes; and
- ~ not subject to an anti-treaty shopping article that applies in limited circumstances-

Special rules apply to pension funds and certain other tax-exempt investors.

If a partnership holds Securities, the tax treatment of a partner generally will depend on the status of the partner and the activities of the partnership. If a U.S. holder is a partner in a partnership that holds Securities, the holder is urged to consult its own tax advisor regarding the specific tax consequences of owning and disposing of its Securities.

**For U.S. federal income tax purposes, a U.S. holder’s ownership of our ADSs will be treated as ownership of our underlying ordinary shares.**

This summary does not deal with Securities that are not held as capital assets, and does not address the tax treatment of holders that are subject to special rules, such as banks, insurance companies, dealers in securities or currencies, regulated investment companies, persons that elect mark-to-market treatment, persons holding Securities as a position in a synthetic security, straddle or conversion transaction, persons that own, directly or indirectly, 5% or more of our voting stock or 5% or more of our outstanding capital and persons whose functional currency is not the U.S. dollar.

This summary does not discuss the treatment of Securities that are held in connection with a permanent establishment or fixed base through which a holder carries on business or performs personal services in France. The summary is based on laws, treaties, regulatory interpretations and judicial decisions in effect on the date hereof, all of which are subject to change. Such changes could apply retroactively and could affect the consequences described below.

Holders should consult their own tax advisors regarding the U.S. tax consequences of the purchase, ownership and disposition of Securities in the light of their particular circumstances, including the effect of any state; or local laws.

#### *Dividends and Paying Agents*

Generally, dividend distributions to non-residents of France are subject to French withholding tax at a 30% rate (reduced to 21% since January 1, 2012 when non-residents are individuals resident from one of the countries of the European Economic Area, except Liechtenstein) or to 55% as from January, 1 2012 if paid towards non-cooperative States or territories, as defined in Article 238-0 A of the French General Tax Code, irrespective of the tax residence of the beneficiary of the dividends if the dividends are received in such States or territories.

Under the Treaty, the rate of French withholding tax on dividends paid to an eligible U.S. holder whose ownership of Securities is not effectively connected with a permanent establishment or fixed base that such U.S. holder has in France is reduced to 15% and a U.S. holder may claim a refund from the French tax authorities of the amount withheld in excess of the Treaty rate of 15%, if any. For U.S. holders that are not individuals, the requirements for eligibility for Treaty benefits, including the reduced 15% withholding tax rate, contained in the “Limitation on Benefits” provision of the Treaty are complicated, and certain technical changes were made to these requirements by the new protocol. U.S. holders are advised to consult their own tax advisers regarding their eligibility for Treaty benefits in light of their own particular circumstances.

French withholding tax will be withheld at the 15% Treaty rate if a U.S. holder has established before the date of payment that the holder is a resident of the United States under the Treaty by following the simplified procedure described below.

The gross amount of dividends that a U.S. holder receives (before the deduction of French withholding tax) generally will be subject to U.S. federal income taxation as ordinary dividend income to the extent paid or deemed paid out of the current or accumulated earnings and profits of the Company (as determined under U.S. federal income tax principles). Such dividends will not be eligible for the dividends received deduction generally allowed to U.S. corporations. To the extent that an amount received by a U.S. holder exceeds the allocable share of current and accumulated earnings and profits of the Company, such excess will be applied first to reduce such U.S. holder's tax basis in its Securities and then, to the extent it exceeds the U.S. holder's tax basis, it will constitute capital gain from a deemed sale or exchange of such Securities. As the Company does not maintain "earnings and profits" computations, holders should assume that all distributions constitute dividends.

Subject to certain exceptions for short-term and hedged positions, the U.S. dollar amount of dividends received by an individual before January 1, 2013 with respect to the Securities will be subject to taxation at a maximum rate of 15% if the dividends are "qualified dividends." Dividends paid on the Securities will be treated as qualified dividends if (i) the issuer is eligible for the benefits of a comprehensive income tax treaty with the United States that the IRS has approved for the purposes of the qualified dividend rules and (ii) the Company was not, in the year prior to the year in which the dividend was paid, and is not, in the year in which the dividend is paid, a passive foreign investment company-, or PFIC. The Treaty has been approved for the purposes of the qualified dividend rules. Based on our audited financial statements and relevant market and shareholder data, we do not believe we were a PFIC for U.S. federal income tax purposes with respect to our 2011 taxable year. In addition, based on our current expectations regarding the value and nature of our assets, the sources and nature of our income, and relevant market and shareholder data, we do not anticipate it becoming a PFIC for the 2012 taxable year (as described under "—Passive Foreign Investment Company Rules" below). Accordingly, dividends paid by us in 2012 to a U.S. holder should constitute "qualified dividends".

Holders of Securities should consult their own tax advisers regarding the availability of the reduced dividend tax rate in light of their own particular circumstances.

Dividends distributed with respect to the Securities generally will be treated as dividend income from sources outside of the United States, and generally will be treated as "passive category" (or, in the case of certain U.S. holders, "general category") income for U.S. foreign tax credit purposes. Subject to certain limitations, French income tax withheld in connection with any distribution with respect to the Securities may be claimed as a credit against the U.S. federal income tax liability of a U.S. holder if such U.S. holder elects for that year to credit all foreign income taxes. Alternatively, such French withholding tax may be taken as a deduction against taxable income. Foreign tax credits will not be allowed for withholding taxes imposed in respect of certain short-term or hedged positions in securities and may not be allowed in respect of certain arrangements in which a U.S. holder's expected economic profit is insubstantial. U.S. holders should consult their own tax advisors concerning the implications of these rules in light of their particular circumstances.

Dividends paid in euro will be included in the income of a U.S. holder in a U.S. dollar amount calculated by reference to the exchange rate in effect on the date of receipt by the holder (or, in the case of the ADSs, by the Depositary), regardless of whether the payment is in fact converted into U.S. dollars. If such a dividend is converted into U.S. dollars on the date of receipt, a U.S. holder generally should not be required to recognize foreign currency gain or loss in respect of the dividend income.

### *Capital Gains*

Under the Treaty, a U.S. holder will not be subject to French tax on any gain derived from the sale or exchange of Securities, unless the gain is effectively connected with a permanent establishment or fixed base maintained by the holder in France.

For U.S. federal income tax purposes, gain or loss realized by a U.S. holder on the sale or other disposition of Securities will be capital gain or loss, and will be long-term capital gain or loss if the Securities were held for more than one year. The net amount of long-term capital gain recognized by an individual U.S. holder before January 1, 2013 generally is subject to taxation at a maximum rate of 15%. U.S. holders' ability to offset capital losses against ordinary income is limited.

## **Additional Issues For U.S. Holders**

### *Procedures for Claiming Treaty Benefits*

The French tax authorities issued guidelines in Instruction n° 4-J-1-05, dated February 25, 2005 that significantly changed the formalities to be complied with by non-resident shareholders, including U.S. holders, in order to obtain the reduced withholding tax rate on distributions made on or after January 1, 2005.

Pursuant to these guidelines, U.S. holders can either claim Treaty benefits under a simplified procedure or under the normal procedure. The procedure to be followed depends on whether the application for Treaty benefits is filed before or after the dividend payment.

Under the simplified procedure, in order to benefit from the lower rate of withholding tax applicable under the Treaty before the payment of the dividend, a U.S. holder must complete and deliver to the paying agent (through its account holder) a treaty form (Form 5000), to certify in particular that:

- the U.S. holder is beneficially entitled to the dividend;
- the U.S. holder is a U.S. resident within the meaning of the Treaty;
- the dividend is not derived from a permanent establishment or a fixed base that the U.S. holder has in France; and
- the dividend received is or will be reported to the tax authorities in the United States.

For partnerships or trusts, claims for Treaty benefits and related attestations are made by the partners, beneficiaries or grantors who also have to supply certain additional documentation.

In order to be eligible for Treaty benefits, pension funds and certain other tax-exempt U.S. holders must comply with the simplified procedure described above, though they may be required to supply additional documentation evidencing their entitlement to those benefits.

If Form 5000 is not filed prior to the dividend payment, a withholding tax will be levied at the 25% rate, and a holder would have to claim a refund for the excess under the normal procedure by filing both Form 5000 and Form 5001 no later than December 31 of the second calendar year following the year in which the dividend is paid.

Pension funds and certain other tax-exempt entities are subject to the same general filing requirements as other U.S. holders except that they may have to supply additional documentation evidencing their entitlement to these benefits.

Copies of Form 5000 and Form 5001 may be downloaded from the French tax authorities' website ([www.impots.gouv.fr](http://www.impots.gouv.fr)) and are also available from the U.S. Internal Revenue Service and from the *Centre des Impôts des Non-Résidents* in France (10 rue du Centre 93160, Noisy-le-Grand).

### *Medicare Tax*

Newly enacted legislation requires certain U.S. holders that are individuals, estates or trusts to pay an additional 3.8% tax on, among other things, dividends on and capital gains from the sale or other disposition of stock for taxable years beginning after December 31, 2012. U.S. holders that are individuals, estates or trusts should consult their tax advisors regarding the effect, if any, of this legislation on their ownership and disposition of the Securities.

### **Passive Foreign Investment Company Rules**

Unfavorable U.S. tax rules or the PFIC rules, apply to companies that are considered PFICs. The Company will be classified as a PFIC in a particular taxable year if either (a) 75% or more of its gross income is treated as passive income for purposes of the PFIC rules; or (b) the average percentage of the value of its assets that produce or are held for the production of passive income is at least 50%.

As explained above, the Company believes that it was not a PFIC for U.S. tax purposes with respect to the year 2011, and also does not anticipate becoming a PFIC with respect to the year 2012. However, as discussed in Form 20-Fs filed by the Company with respect to certain prior years the Company believes that it was a PFIC in the past. Moreover, because the PFIC determination is made annually and is dependent upon a number of factors, some of which are beyond the Company's control (including whether the Company continues to earn substantial amounts of operating income as well as the market composition and value of the Company's assets), there can be no assurance that the Company will not become a PFIC in future years.

U.S. holders that held Securities at any time during the years when the Company was a PFIC and did not make certain U.S. tax elections (a "mark-to-market election" or a "QEF election") will be subject to adverse tax treatment. For instance, such holders will be subject to a special tax at ordinary income tax rates on certain dividends that the Company pays and on gains realized on the sale of Securities ("excess distributions") in all subsequent years, even though the Company ceased to qualify as a PFIC. The amount of this tax will be increased by an interest charge to compensate for tax deferral, calculated as if the excess distributions had been earned ratably over the period the U.S. holder held its Securities. It may be possible, in certain circumstances, for a holder to avoid the application of the PFIC rules by making a "deemed sale" election for its taxable year that includes the last day of the Company's last taxable year during which it qualified as a PFIC. The PFIC rules are extremely complex, and holders should consult their own tax advisers regarding the possible application of the PFIC rules to their Securities and the desirability and availability of a "deemed sale election".

### ***French Estate and Gift Tax***

Under the estate and gift tax convention between the United States and France dated November 24, 1978 (as amended by the protocol signed on December 8, 2004), a transfer of Securities by gift or by reason of the death of a U.S. holder entitled to benefits under that convention will not be subject to French gift or inheritance tax, so long as the donor or decedent was not domiciled in France at the time of the transfer, and Securities were not used or held for use in the conduct of a business or profession through a permanent establishment or fixed base in France.

### ***French Wealth Tax***

The French wealth tax does not generally apply to Securities of a U.S. holder if the holder is a resident of the United States for purposes of the Treaty and does not own directly or indirectly a shareholding exceeding 25% of the financial rights of EDAP.

### **U.S. Reporting and Backup Withholding Rules**

Payments of dividends and sales proceeds that are made within the United States or through certain U.S.-related financial intermediaries are subject to information reporting and may be subject to backup withholding unless the holder (i) is a corporation or other exempt recipient or (ii) provides a taxpayer identification number and certifies that no loss of exemption from backup withholding has occurred. Holders that are not U.S. persons generally are not subject to information reporting or backup withholding. However, such a holder may be required to provide a certification of its non-U.S. status in connection with payments received within the United States or through a U.S.-related financial intermediary.

Under recent legislation, certain U.S. holders will be required to report information with respect to Securities that are not held in U.S. accounts. U.S. holders who fail to report information required under these rules could become subject to substantial penalties. U.S. holders are urged to consult their tax advisors regarding these and other reporting requirements that may apply with respect to their Securities.

**The discussion above is a general summary. It does not cover all tax matters that may be important to you. You should consult your tax advisors regarding the application of the U.S. federal tax rules to your particular circumstances, as well as the state, local, non-U.S. and other tax consequences to you of the purchase, ownership and disposition of the Securities.**

### **Statement by Experts**

N/A

## Documents on Display

We file annual, periodic, and other reports and -information with the SEC. These materials, including this annual report and the exhibits hereto, may be inspected and copied at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. The public may obtain information on the operation of the SEC's Public Reference Room by calling the SEC in the United States at +1 800 SEC 0330. Certain of our public filings are also available on the SEC's website at <http://www.sec.gov> (such documents are not incorporated by reference in this annual report).

## Item 11. Quantitative and Qualitative Disclosures about Market Risk

We are exposed to market risk from changes in both foreign currency exchange rates and interest rates. We do not hold or issue derivative or other financial instruments. As of December 31, 2011, we had no outstanding foreign exchange sale or purchase contracts.

### Exchange Rate Risk

#### *Revenues and Expenses in Foreign Currencies*

We are exposed to foreign currency exchange rate risk because a significant portion of our costs are denominated in currencies other than those in which we earn revenues. In 2011, approximately 65% of our total operating expenses were denominated in euro. During the same period, approximately 61% of our sales were denominated in euro, the rest being denominated primarily in U.S. dollars and Japanese yen.

A uniform 10% strengthening in the value of the euro as of December 31, 2011 relative to the U.S. dollar and the Japanese yen would have resulted in a decrease in income before taxes and minority interests of approximately €107,000 for the year ended December 31, 2011, compared to a increase of approximately €309,000 for the year ended December 31, 2010. This calculation assumes that the U.S. dollar and Japanese yen exchange rates would have changed in the same direction relative to the euro. In addition to the direct effect of changes in exchange rates quantified above, changes in exchange rates also affect the volume of sales.

We regularly assess the exposure of our receivables to fluctuations in the exchange rates of the principal foreign currencies in which our sales are denominated (in particular, the U.S. dollar and the Japanese yen) and, from time to time, hedge such exposure by entering into forward sale contracts for the amounts denominated in such currencies that we expect to receive from our local subsidiaries. As of December 31, 2011 we had no outstanding hedging instruments.

#### **Financial Instruments and Indebtedness**

Over the past three years, we also had exchange rate exposures with respect to indebtedness and assets denominated in Japanese yen and U.S. dollars. Approximately €0.728 million, €0.675 million and €0.568 million of our outstanding indebtedness at December 31, 2011, 2010 and 2009, respectively, were denominated in Japanese yen. Approximately €7.3 million, €9.4 million and €9.7 million of our outstanding indebtedness at December 31, 2011, 2010, and 2009, respectively, were denominated in U.S. dollars. See "Risk Factors—Risks relating to the October 2007 Private Placement." In addition, we had approximately €3.1 million, €4.9 million and €7.9 million of cash denominated in U.S. dollars at December 31, 2011, 2010 and 2009, respectively, and €0.5 million, €0.7 million and €1.0 million of cash denominated in Japanese yen at December 31, 2011, 2010 and 2009, respectively.

## Item 12. Description of Securities Other than Equity Securities

### American Depositary Shares

#### *Fees Payable to ADS Holders*

The Bank of New York Mellon, as the Company's Depositary, currently collects its fees for delivery and surrender of ADSs directly from investors depositing shares or surrendering ADSs for the purpose of withdrawal or from intermediaries acting for them. With respect to our Senior Convertible Debenture contract, fees for delivery of ADS directly linked to a debenture conversion, a warrant exercise or the payment of quarterly interest shares are supported by the Company.

The Depositary may collect fees for making distributions to investors by deducting those fees from the amounts distributed or by selling a portion of distributable property to pay the fees. The Depositary may collect its annual fee for Depositary services by deductions from cash distributions or by directly billing investors or by charging the book-entry system accounts of participants acting for them. The Depositary may generally refuse to provide fee-attracting services until fees for those services are paid.

**Fees:** **For:**

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\$5.00 (or less) per 100 ADSs (or portion of 100 ADSs)	<ul style="list-style-type: none"> <li>- Issuance of ADSs, including issuances resulting from a distribution of shares or rights or other property,</li> <li>- Cancellation of ADSs for the purpose of withdrawal, including if the deposit agreement terminates.</li> </ul>
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\$0.2 (or less) per ADS	<ul style="list-style-type: none"> <li>- Any cash distribution to ADS registered holders.</li> </ul>
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A fee equivalent to the fee that would be payable if securities distributed to you had been shares and the shares had been deposited to issuance of ADSs	<ul style="list-style-type: none"> <li>- Distribution of securities distributed to holders of deposited securities which are distributed by the Depositary to ADS registered holders.</li> </ul>
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Registration or transfer fees	<ul style="list-style-type: none"> <li>- Transfer and registration of shares on our share register to or from the name of the Depositary or its agent when you deposit or withdraw shares</li> </ul>
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Expenses of the Depositary	<ul style="list-style-type: none"> <li>- Cable, telex and facsimile transmissions (when expressly provided in the deposit agreement)</li> <li>- Converting foreign currency to U.S. dollars</li> </ul>
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Taxes and other governmental charges the Depositary or the custodian have to pay on any ADS or share underlying an ADS, for example, stock transfer taxes, stamp duty or withholding taxes	<ul style="list-style-type: none"> <li>- As necessary</li> </ul>
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Any charges incurred by the Depositary or its agents for servicing the deposited securities	<ul style="list-style-type: none"> <li>- As necessary</li> </ul>
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***Fees Payable to the Company by the Depositary***

From January 1, 2011 to April 26, 2012, the following amounts were paid by the Depositary \$112,512, \$10,860 and \$310, respectively for administration of ADR program, expenses linked to annual analysis and survey of the Company's shareholder base and assistance for printing, mailing and distributing assembly meetings materials and proxies.

**Item 13. Defaults, Dividend Arrearages and Delinquencies**

Not applicable.

**Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds**

Not applicable.

**Item 15. Controls and Procedures**

***Disclosure Controls and Procedures***

Under the supervision and with the participation of the Company's management, including the Chief Executive Officer and Chief Financial Officer, the Company conducted an evaluation of the effectiveness of its disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act), as of December 31, 2011. Based on this evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of such date. The Company's disclosure controls and procedures are designed to ensure that information required to be disclosed by us in the reports we file under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, to allow timely discussions regarding required disclosure.

***Management's Report on Internal Control Over Financial Reporting***

Management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

The Company's internal controls over financial reporting include those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Company's management and directors; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of inherent limitations, internal controls over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of internal control over financial reporting as of December 31, 2011 based upon the framework as set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework. Based on the Management's assessment, management concluded that the Company's internal control over financial reporting was effective as of December 31, 2011.

## **Change in Internal Control over Financial Reporting**

No change in the Company's internal control over financial reporting occurred as of the end of the period covered by this report that has materially affected, or is reasonably likely to materially affect the Company's internal control over financial reporting.

### **Item 16. [Reserved]**

#### **Item 16A. Audit Committee Financial Expert**

Our Board of Directors has determined that the chair of the Board's Audit Committee, Mr. Pierre Beysson, an independent director, qualifies as an audit committee financial expert.

#### **Item 16B. Code of Ethics**

We have adopted a code of ethics applicable to our Chief Executive Officer, Chief Financial Officer, principal accounting officers and to any persons performing similar functions. The code of ethics is reviewed every year by the Board of Directors. In 2011, there were no waivers of its applicability. Our code of ethics has previously been filed with the SEC and we have made it available on our website at <http://www.edap-tms.com>. You may request a copy of our code of ethics free of charge upon request to Blandine Confort, Investor Relations Officer, at [bconfort@edap-tms.com](mailto:bconfort@edap-tms.com).

#### **Item 16C. Principal Accountant Fees and Services**

The "Audit and Non-Audit Services Pre-Approval Policy" was approved by our Audit Committee on December 22, 2003 (the "2003 Rules") and reviewed on July 22, 2005. This requires all services which are to be performed by our external auditors to be pre-approved. Pre-approval may be in the form of a general pre-approval or as pre-approval on a case-by-case basis. All services to be performed by the external auditors were subjected to the above policy and approved in advance. The Audit Committee has been regularly informed of the services and the fees to be paid. Our external auditors Ernst & Young Audit ("E&Y") billed the following services related to our 2011 financial year:

<b>Nature of the Fees</b>	<b>2011 (in €)</b>	<b>2010 (in €)</b>
Audit fees	189,720	193,920
Audit-related fees	680	680
Tax fees	1,850	1,850
All other fees		
<b>Total</b>	<b>192,250</b>	<b>196,450</b>

#### **Audit Fees**

The following services were billed under the category "audit services": audit of financial statements and services performed in relation to legal obligations, including the formulation of audit opinions and reports, domestic and international legal audits and support in the preparation and auditing of the documents to be filed. Audit services also included the auditing of information systems and processes and tests, which serve to promote understanding and reliability of the systems and internal corporate controls, as well as advice on issues of billing, accounting and reporting.

#### **Audit-Related Fees**

Audit-related services mainly consisted of services that are normally performed by the external auditor in connection with the auditing of the annual financial statements. Audit-related services also included advice on issues of accounting and reporting which were not classified as audit services, support with the interpretation and implementation of new accounting and reporting standards, auditing of employee benefit plans and support with the implementation of corporate control requirements for reporting.

#### **Tax Fees**

Tax services consisted of services relating to issues of domestic and international taxation (adherence to tax law, tax planning and tax consulting). Furthermore, services were commissioned for the review of tax returns, assistance with tax audits, as well as assistance relating to tax law.



## All Other Fees

Other services mainly consisted of routine and administrative follow-up of patents and brand names. All these services were unrelated to the audits of our financial statements.

## Item 16D. Exemptions from the Listing Standards for Audit Committees

Not applicable.

## Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers

In 2011, one Director acquired 20,000 shares of EDAP TMS as described below. There was no other purchase of equity securities of the Company registered pursuant to Section 12 of the Exchange Act by the Company or by affiliated purchasers.

Period	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs
29 <sup>th</sup> Nov. 2011	10,000	\$1.70	N/A
1 <sup>st</sup> Dec. 2011	10,000	\$1.65	N/A

## Item 16F. Change in Registrant's Certifying Accountant

Not applicable.

## Item 16G. Corporate Governance

### Exemptions from Certain NASDAQ Corporate Governance Rules

NASDAQ rules provide for exemptions from the NASDAQ corporate governance standards to a foreign issuer when those standards are contrary to a law, rule or regulation of any public authority exercising jurisdiction over such issuer or contrary to generally accepted business practices in the issuer's country of domicile. We received from NASDAQ an exemption from compliance with one corporate governance standard that is contrary to the French corporate law. The exemption, and the practices followed by the Company, are described below.

We are exempt from NASDAQ's quorum requirements applicable to meetings of shareholders. In keeping with French law and generally accepted business practices in France, the presence in person or by proxy of shareholders having not less than 20% (in the case of an ordinary general meeting or an extraordinary general meeting deciding upon any capital increase by capitalization of reserves) or 25% (in the case of an extraordinary general meeting) of the shares is necessary for a quorum. If a quorum is not present at any meeting, the meeting is adjourned. Upon recommencement of an adjourned meeting, there is no quorum requirement in the case of an ordinary general meeting or an extraordinary general meeting deciding upon any capital increase by capitalization of reserves. The presence in person or by proxy of shareholders having not less than 20% of the Shares is necessary for a quorum in the case of any other type of extraordinary general meeting. We petitioned for this exemption because there are doubts as to whether it would be legally permissible for a French company to adopt in its by-laws quorum requirements that would be more stringent than those prescribed by French law, and this would in any event be contrary to generally accepted business practice in France.

## Item 16H. Mine Safety Disclosure

Not applicable.

**Item 17. Financial Statements.**

See Item 18, "Financial Statements."

**Item 18. Financial Statements**

The financial statements listed in the Index to Financial Statements are filed as a part of this annual report.

**Item 19. Exhibits**

The exhibits listed in the Index to Exhibits are filed or incorporated by reference as a part of this annual report.

## INDEX TO EXHIBITS

Pursuant to the rules and regulations of the Securities and Exchange Commission, the Company has filed certain agreements as exhibits to this annual report on Form 20-F. These agreements may contain representations and warranties by the parties. These representations and warranties have been made solely for the benefit of the other party or parties to such agreements and (i) may be intended not as statements of fact, but rather as a way of allocating the risk to one of the parties to such agreements if those statements turn out to be inaccurate; (ii) may have been qualified by disclosures that were made to such other party or parties and that either have been reflected in the Company's filings or are not required to be disclosed in those filings; (iii) may apply materiality standards different from what may be viewed as material to investors; and (iv) were made only as of the date of such agreements or such other date(s) as may be specified in such agreements and are subject to more recent developments. Accordingly, these representations and warranties may not describe the Company's actual state of affairs at the date hereof.

### Exhibit Description

#### Number:

- 1.1 By-laws (*statuts*) of EDAP TMS S.A. as amended as of March 28, 2012.
- 4.1 French version of Commercial Lease dated November 1, 2011 and Amendment No. 1 dated March 27, 2012, between Maison Antoine Baud and EDAP TMS France
- 4.2 English language summary of Commercial Lease dated November 1, 2011 and Amendment No. 1 dated March 27, 2012, between Maison Antoine Baud and EDAP TMS France
- 4.3 Form of Amended and Restated Depositary Agreement between Edap TMS SA and The Bank of New York Mellon, as depositary (incorporated herein by reference to Exhibit 1.2 to Form F-6 dated September 15, 2011, SEC File No. 333-176843).<sup>(1)</sup>
- 4.4 Form of 9% Debenture due June 30, 2012 (incorporated herein by reference to Form 6-K dated January 27, 2012).<sup>(1)</sup>
- 4.5 Form Ordinary Share Purchase Warrant (incorporated herein by reference to Form 6-K dated January 27, 2012).<sup>(1)</sup>
- 4.6 Form of Registration Rights Agreement dated as of January 19, 2012 (incorporated herein by reference to Form 6-K dated January 27, 2012).<sup>(1)</sup>
- 4.7 Form of Ordinary Share Purchase Warrant (incorporated herein by reference to Exhibit 4.1 to Form 6-K dated March 28, 2012).
- 4.8 Form of Securities Purchase Agreement dated March 22, 2012 among EDAP TMS S.A. and each purchaser identified on the signature pages thereto (incorporated herein by reference to Exhibit 1.1 to Form 6-K dated March 28, 2012)
- 8.1 List of subsidiaries of EDAP TMS S.A. as of April 26, 2012.
- 12.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 12.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 13.1 Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes Oxley Act of 2002.
- 15.1 Consent of Ernst & Young.

(1) Previously filed.

**SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

EDAP TMS S.A.

Dated: April 26, 2012

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*Marc Oczachowski*  
*Chief Executive Officer*

Dated: April 26, 2012

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*Eric Soyer*  
*Chief Financial Officer*

## INDEX TO FINANCIAL STATEMENTS

### Audited Consolidated Financial Statements for EDAP TMS S.A. and Subsidiaries for the Years Ended December 31, 2011, 2010 and 2009

<a href="#">Report of Independent Auditors</a>	<a href="#">F-2</a>
<a href="#">Consolidated Balance Sheets as of December 31, 2011 and 2010</a>	<a href="#">F-3</a>
<a href="#">Consolidated Statements of Income for the years ended December 31, 2011, 2010 and 2009</a>	<a href="#">F-4</a>
<a href="#">Consolidated Statements of Comprehensive Income for the years ended December 31, 2011, 2010 and 2009</a>	<a href="#">F-5</a>
<a href="#">Consolidated Statements of Shareholders' Equity for the years ended December 31, 2011, 2010 and 2009</a>	<a href="#">F-6</a>
<a href="#">Consolidated Statements of Cash Flows for the years ended December 31, 2011, 2010 and 2009</a>	<a href="#">F-7</a>
<a href="#">Notes to Consolidated Financial Statements</a>	<a href="#">F-8</a>

## Report of Independent Registered Public Accounting Firm

Board of Directors and Shareholders of EDAP TMS S.A.,

We have audited the accompanying consolidated balance sheets of EDAP TMS S.A. and subsidiaries as of December 31, 2010 and 2011, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for the three years ended December 31, 2011. These consolidated financial statements are the responsibility of EDAP TMS's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Company's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of EDAP TMS S.A. and subsidiaries at December 31, 2010 and 2011, and the consolidated results of its operations and its cash flows for the three years ended December 31, 2011, in conformity with U.S. generally accepted accounting principles.

ERNST & YOUNG Audit

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Represented by  
Nicolas Sabran

April 26, 2012  
Lyon, France

**V TMS S.A. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
**As of December 31, 2011 and 2010**  
**(in thousands of euros unless otherwise noted)**

<b>ASSETS</b>	<b>Notes</b>	<b>2011</b>	<b>2010</b>
<b>Current assets</b>			
Cash and cash equivalents	2	4,900	7,369
Net Trade accounts and notes receivable	3	14,981	15,441
Other receivables	4	720	650
Inventories	5	3,920	3,917
Deferred tax assets	21-3	26	282
Other assets, current portion	6	621	687
Short-term investment	2	1,572	1,519
Total current assets		26,740	29,865
<b>Other assets, non-current</b>			
Property and equipment, net	6		187
Intangible assets, net	7	2,534	2,877
Goodwill	8	68	82
Deposits and other non-current assets	8	2,412	2,412
Total assets		484	515
		32,238	35,938
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>			
<b>Current liabilities</b>			
Trade accounts and notes payable	9	6,295	5,899
Deferred revenues, current portion	10	418	578
Social security and other payroll withholdings taxes		767	837
Employee absences compensation		444	488
Income taxes payable		31	48
Other accrued liabilities	11	2,965	3,768
Short-term borrowings	13	1,700	2,031
Current portion of capital lease obligations	12	557	-
Current portion of long-term debt	14	238	-
Convertible debentures carried at fair value	14	7,085	688
Financial instruments carried at fair value	14	195	322
Total current liabilities		20,694	14,658
<b>Deferred revenues, non current</b>			
Capital lease obligations, non current	10	258	297
Convertible debentures carried at fair value	12	695	961
Financial instruments carried at fair value	14	-	8,121
Long-term debt, non current	14	-	1,287
Other long-term liabilities	14	720	668
Total liabilities	15	1,158	1,047
		23,525	27,038
<b>Shareholders' equity</b>			
Common stock, €0.13 par value; 13,726,532 shares issued and 13,345,004 shares outstanding; 13,389,929 shares issued and 13,008,401 shares outstanding; at December 31, 2011 and 2010, respectively		(1,784)	1,741
Additional paid-in capital		(39,784)	38,870
Retained earnings		(28,093)	(27,151)
Cumulative other comprehensive loss		(3,590)	(3,386)
Treasury stock, at cost; 381,528 at December 31, 2011 and 2010, respectively	16	(1,172)	(1,172)
Total shareholders' equity	16	8,714	8,900
Total liabilities and shareholders' equity		32,238	35,938

EDAP TMS S.A. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME  
For the years ended December 31, 2011, 2010 and 2009  
(in thousands of euros unless otherwise noted)

	Notes	2011	2010	2009
Sales of goods		12,399	13,135	13,775
Sales of RPPs & leases		4,508	4,689	5,444
Sales of spare parts and services		5,365	5,378	5,620
Total sales		22,272	23,202	24,839
Total net sales		22,272	23,202	24,839
Other revenues	17	20	506	46
Total revenues		22,292	23,708	24,885
Cost of goods		(7,365)	(7,656)	(7,847)
Cost of RPPs & leases		(2,240)	(2,641)	(2,768)
Cost of spare parts and services		(3,830)	(3,956)	(3,598)
Total cost of sales		(13,435)	(14,253)	(14,213)
Gross profit		8,857	9,455	10,672
Research and development expenses	18	(2,436)	(3,268)	(3,651)
Selling and marketing expenses		(5,874)	(6,684)	(6,401)
General and administrative expenses		(3,044)	(3,320)	(3,822)
Non-recurring operating expenses	19			
Loss from operations		(2,497)	(3,818)	(3,202)
Financial (expense) income, net	20	1,522	(8,844)	(4,390)
Foreign currency exchange gain (loss), net		482	884	(101)
Other income (expense), net		(50)	-	-
Income (loss) before taxes		(543)	(11,778)	(7,694)
Income tax (expense) benefit	21	(395)	(939)	(72)
Net income (loss)		(938)	(12,717)	(7,766)
Basic income (loss) per share	22	(0,07)	(0,98)	(0,74)
Diluted income (loss) per share <sup>(1)</sup>	22	(0,07)	(0,98)	(0,74)
Basic Weighted average shares outstanding	22	13 345 004	13,008,401	10,510,305
Diluted Weighted average shares outstanding	22	13 353 985	13,094,235	10,567,563

<sup>(1)</sup> Due to the net losses in 2011 and 2010, the assumed net exercise of stock options/warrants and stock relating to the convertible bonds in those years was excluded, as the effect would have been anti-dilutive.

<sup>(2)</sup> Certain prior years amounts have been reclassified to conform to the current year's presentation (see Note 1-15 Research and development costs)

The accompanying notes are an integral part of the consolidated financial statements.



EDAP TMS S.A. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

For the years ended December 31, 2011, 2010 and 2009

(in thousands of euros unless otherwise noted)

	2011	2010	2009
Net income (loss)	(938)	(12,717)	(7,766)
Other comprehensive loss:			
Foreign currency translation adjustments	(274)	(93)	123
Provision for retirement indemnities	70	(162)	32
Comprehensive income (loss), net of tax	(1,143)	(12,972)	(7,611)

The accompanying notes are an integral part of the consolidated financial statements.

EDAP TMS S.A. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY  
For the years ended December 31, 2011, 2010 and 2009  
(in thousands of euros unless otherwise noted)

	Number of Shares	Common Stock	Additional paid-in Capital	Retained Earnings	Cumulative Other Comprehensive Income (loss)	Treasury Stock	Total
Balance as of January 1, 2009	9,582,593	1,301	27,145	(6,668)	(3,285)	(1,301)	17,191
Net income				(7,766)			(7,766)
Translation adjustment					123		123
Warrants and stock options granted	24,212		312			68	380
Capital increase	903,500	117	2,504	(2)			2,620
Provision for retirement indemnities					32		32
Balance as of December 31, 2009	10,510,305	1,418	29,961	(14,436)	(3,131)	(1,233)	12,579
Net loss				(12,717)			(12,717)
Translation adjustment					(93)		(93)
Warrants and stock options granted	18,000		265			62	327
Capital increase	2,480,096	322	8,644				8,966
Provision for retirement indemnities					(162)		(162)
Balance as of December 31, 2010	13,008,401	1,740	38,870	(27,154)	(3,386)	(1,172)	8,900
Net loss				(939)			(939)
Translation adjustment					(274)		(274)
Warrants and stock options granted	336,603		199				199
Capital increase		44	714				758
Provision for retirement indemnities					70		70
Balance as of December 31, 2011	13,345,004	1,784	39,784	(28,093)	(3,590)	(1,172)	8,714

The accompanying notes are an integral part of the consolidated financial statements.

**EDAP TMS S.A. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**For the years ended December 31, 2011, 2010 and 2009**  
(in thousands of euros unless otherwise noted).

	2011	2010	2009
<b>Cash flows from operating activities</b>			
Net income (loss)	(939)	(12,717)	(7,766)
<b>Adjustments to reconcile net loss to net cash used in operating activities:</b>			
Depreciation and amortization	1,413	1,233	1,801
Change in fair value on Convertible Debentures	(1,301)	3,434	2,342
Change in fair value on Investors Warrants and Placement Agent Warrants	(1,134)	2,619	376
Other Non-cash compensation	370	489	528
Change in allowances for doubtful accounts & slow-moving inventories	457	186	(330)
Change in long-term provisions	431	(21)	294
Net capital loss on disposals of assets	355	78	119
Deferred tax expense (benefit)	293	180	(57)
Operating cash flow	(54)	(4,519)	(2,693)
<b>Increase/Decrease in operating assets and liabilities:</b>			
Decrease (Increase) in trade accounts and notes and other receivables	(172)	146	(903)
Decrease (Increase) in inventories	(436)	(355)	(319)
Decrease (Increase) in other assets	259	940	504
(Decrease) Increase in trade accounts and notes payable	508	192	(307)
(Decrease) Increase in accrued expenses, other current liabilities	(842)	(223)	54
Net increase (decrease) in operating assets and liabilities	(683)	700	(971)
<b>Net cash used in operating activities</b>	(737)	(3,818)	(3,664)
<b>Cash flows from investing activities:</b>			
Additions to capitalized assets produced by the Company	(756)	(244)	(383)
Net proceeds from sale of leased back assets	304	283	1,079
Acquisitions of property and equipment	(103)	(352)	(320)
Acquisitions of intangible assets	(11)	(13)	(35)
Acquisitions of short term investments, net	0	(406)	(8)
Net proceeds from sale of assets	0	39	71
Increase (decrease) in deposits and guarantees, net	(47)	8	(2)
<b>Net cash generated by (used in) investing activities</b>	(612)	(685)	402
<b>Cash flow from financing activities:</b>			
Proceeds from capital increase	758	8,966	2,620
Proceeds from long term borrowings, net of financing costs	210	598	499
Repayment of long term borrowings	(299)	(7,424)	(2,161)
Repayment of obligations under capital leases	(701)	(843)	(888)
Increase (decrease) in bank overdrafts and short-term borrowings	(295)	(644)	922
<b>Net cash generated by financing activities</b>	(328)	652	992
Net effect of exchange rate changes on cash and cash equivalents	(789)	(369)	33
<b>Net decrease in cash and cash equivalents</b>	(2,469)	(4,221)	(2,237)
Cash and cash equivalents at beginning of year	7,369	11,590	13,827
<b>Cash and cash equivalents at end of year</b>	4,900	7,369	11,590

The accompanying notes are an integral part of the consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(in thousands of euros unless otherwise noted, except per share data)

1—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

*1-1 Nature of operations*

EDAP TMS S.A. and its subsidiaries (“the Company”) are engaged in the development, production, marketing, distribution and maintenance of a portfolio of minimally-invasive medical devices for the treatment of urological diseases. The Company currently produces devices for treating stones of the urinary tract and localized prostate cancer. Net sales consist primarily of direct sales to hospitals and clinics in France and Europe, export sales to third-party distributors and agents, and export sales through subsidiaries based in Germany, Italy and Asia.

The Company purchases the majority of the components used in its products from a number of suppliers but for some components, relies on a single source. Delay would be caused if the supply of these components or other components was interrupted and these delays could be extended in certain situations where a component substitution may require regulatory approval. Failure to obtain adequate supplies of these components in a timely manner could have a material adverse effect on the Company’s business, financial position and results of operation.

*1-2 Management estimates*

The preparation of financial statements in conformity with U.S. generally accepted accounting principles (“U.S. GAAP”) requires management to make estimates and assumptions, such as business plans, that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

*1-3 Consolidation*

The accompanying consolidated financial statements include the accounts of EDAP TMS S.A. and all its domestic and foreign owned subsidiaries, which include EDAP TMS France SAS, EDAP Technomed Inc., Edap Technomed Sdn Bhd, Edap Technomed Italia S.R.L, EDAP Technomed Co. Ltd. and EDAP TMS GmbH. Edap Technomed Sdn Bhd was incorporated in early 1997. Edap Technomed Co. Ltd. was created in late 1996. EDAP TMS GmbH was created in July 2006. EDAP SA, a subsidiary incorporating HIFU activities merged all of its activity into EDAP TMS France SAS in 2008. All intercompany transactions and balances are eliminated in consolidation

*1-4 Revenue recognition*

Sales of goods:

For medical device sales with no significant remaining vendor obligation, payments contingent upon customer financing, acceptance criteria that can be subjectively interpreted by the customer, or tied to the use of the device, revenue is recognized when evidence of an arrangement exists, title to the device passes (depending on terms, either upon shipment or delivery), and the customer has the intent and ability to pay in accordance with contract payment terms that are fixed or determinable. For sales in which payment is contingent upon customer financing, acceptance criteria can be subjectively interpreted by the customer, or payment depends on use of the device, revenue is recognized when the contingency is resolved. The Company provides training and provides a minimum of one-year warranty upon installation. The Company accrues for the estimated training and warranty costs at the time of sale. Revenues related to disposables are recognized when goods are delivered.

Sales of RPPs and leases:

Revenues related to the sale of Ablatherm treatments invoiced on a “Revenue-Per-Procedure” (“RPP”) basis are recognized when the treatment procedure has been completed. Revenues from devices leased to customers under operating leases are recognized on a straight-line basis.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(in thousands of euros unless otherwise noted, except per share data)**

Sales of spare parts and services:

Revenues related to spare parts are recognized when goods are delivered. Maintenance contracts rarely exceed one year and are recognized on a linear basis. Billings or cash receipts in advance of services due under maintenance contracts are recorded as deferred revenue.

**1-5 Shipping and handling costs**

The Company recognizes revenue from the shipping and handling of its products as a component of revenue. Shipping and handling costs are recorded as a component of cost of sales.

**1-6 Cash equivalents and short term investments**

Cash equivalents are cash investments which are highly liquid and have initial maturities of 90 days or less.

Cash investments with a maturity higher than 90 days are considered as short-term investments.

**1-7 Accounts Receivables**

Accounts receivables are stated at cost net of allowances for doubtful accounts. The Company makes judgments as to its ability to collect outstanding receivables and provides allowances for the portion of receivables when collection becomes doubtful. Provision is made based upon a specific review of all significant outstanding invoices. These estimates are based on our bad debt write-off experience, analysis of credit information, specific identification of probable bad debt based on our collection efforts, aging of accounts receivables and other known factors.

**1-8 Inventories**

Inventories are valued at the lower of manufacturing cost, which is principally comprised of components and labor costs, or market (net realizable value). Cost is determined on a first-in, first-out basis for components and spare parts and by specific identification for finished goods (medical devices). The Company establishes reserves for inventory estimated to be obsolete, unmarketable or slow moving, first based on a detailed comparison between quantity in inventory and historical consumption and then based on case-by-case analysis of the difference between the cost of inventory and the related estimated market value.

**1-9 Property and equipment**

Property and equipment is stated at historical cost. Depreciation and amortization of property and equipment are calculated using the straight-line method over the estimated useful life of the related assets, as follows:

Leasehold improvements	10 years or lease term if shorter
Equipment	3-10 years
Furniture, fixtures, fittings and other	2-10 years

Equipment includes industrial equipment and research equipment that has alternative future uses. Equipment also includes devices that are manufactured by the Company and leased to customers through operating leases related to Revenue-Per-Procedure transactions and devices subject to sale and leaseback transactions. This equipment is depreciated over a period of seven years.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(in thousands of euros unless otherwise noted, except per share data)**

**1-10 Long-lived assets**

The Company reviews the carrying value of its long-lived assets, including fixed assets and intangible assets, for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be fully recoverable. Recoverability of long-lived assets is assessed by a comparison of the carrying amount of the assets (or the Group of assets, including the asset in question, that represents the lowest level of separately-identifiable cash flows) to the total estimated undiscounted cash flows expected to be generated by the asset or group of assets. If the future net undiscounted cash flows is less than the carrying amount of the asset or group of assets, the asset or group of assets is considered impaired and an expense is recognized equal to the amount required to reduce the carrying amount of the asset or group of assets to its then fair value. Fair value is determined by discounting the cash flows expected to be generated by the assets, when the quoted market prices are not available for the long-lived assets. Estimated future cash flows are based on assumptions and are subject to risk and uncertainty.

**1-11 Goodwill and intangible assets**

Goodwill represents the excess of purchase price over the fair value of identifiable net assets of businesses acquired. Goodwill is not amortized but instead tested annually for impairment or more frequently when events or change in circumstances indicate that the assets might be impaired by comparing the carrying value to the fair value of the reporting units to which it is assigned. Under ASC 350, "Goodwill and other intangible assets", the impairment test is performed in two steps. The first step compares the fair value of the reporting unit with its carrying amount, including goodwill. If the fair value of the reporting unit is less than its carrying amount, a second step is performed to measure the amount of impairment loss. The second step allocates the fair value of the reporting unit to the Company's tangible and intangible assets and liabilities. This derives an implied fair value for the reporting unit's goodwill. If the carrying amount of the reporting units goodwill exceeds the implied fair value of that goodwill, an impairment loss is recognized equal to that excess. For the purpose of any impairment test, the Company relies upon projections of future undiscounted cash flows and takes into account assumptions regarding the evolution of the market and its ability to successfully develop and commercialize its products.

Changes in market conditions could have a major impact on the valuation of these assets and could result in additional impairment losses.

Intangible assets consist primarily of purchased patents relating to lithotripters, purchased licenses, a purchased trade name and a purchased trademark. The basis for valuation of these assets is their historical acquisition cost. Amortization of intangible assets is calculated by the straight-line method over the shorter of the contractual or estimated useful life of the assets, as follows:

Patents	5 years
Licenses	5 years
Trade name and trademark	7 years

**1-12 Treasury Stocks**

Treasury stock purchases are accounted for at cost. The sale of treasury stocks is accounted for using the first in first out method. Gains on the sale or retirement of treasury stocks are accounted for as additional paid-in capital whereas losses on the sale or retirement of treasury stock are recorded as additional paid-in capital to the extent that previous net gains from sale or retirement of treasury stocks are included therein; otherwise the losses shall be recorded to accumulated benefit (deficit) account. Gains or losses from the sale or retirement of treasury stock do not affect reported results of operations.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(in thousands of euros unless otherwise noted, except per share data)**

**1-13 Warranty expenses**

The Company generally provides customers with a warranty for each product sold and accrues warranty expense at time of sale based upon historical claims experience. Actual warranty costs incurred are charged against the accrual when paid and are classified in cost of sales in the statement of income. Warranty expense amounted to €362 thousand, €555 thousand and €738 thousand for the years ended December 31 2011, 2010 and 2009 respectively.

**1-14 Income taxes**

The Company accounts for income taxes in accordance with ASC 740, "Accounting for Income Taxes" Under ASC 740, deferred tax assets and liabilities are determined based on differences between the financial reporting and tax basis of assets and liabilities and are measured by applying enacted tax rates and laws to taxable years in which such differences are expected to reverse. A valuation allowance is established if, based on the weight of available evidence, it is more likely than not that some portion, or all of the deferred tax assets, will not be realized. In accordance with ASC740, no provision has been made for income or withholding taxes on undistributed earnings of foreign subsidiaries, such undistributed earnings being permanently reinvested.

As of January 1, 2007, the Company adopted FIN48 (now ASC 740) "Accounting for uncertainty in income tax". Under ASC740, the measurement of a tax position that meets the more-likely-than-not recognition threshold must take into consideration the amounts and probabilities of the outcomes that could be realized upon ultimate settlement using the facts, circumstances and information available at the reporting date.

**1-15 Research and development costs**

Research and development costs are recorded as an expense in the period in which they are incurred.

The French government provides tax credits to companies for innovative research and development. This tax credit is calculated based on a percentage of eligible research and development costs and it can be refundable in cash.

In 2009, the Company reviewed the presentation of its research tax credit and elected to change for the preferred classification as permitted under ASC 250-10.

The research tax credit amounted to €411 thousand, €327 thousand and €452 thousand for the years ended December 31 2011, 2010 and 2009 respectively.

**1-16 Advertising costs**

Advertising costs are recorded as an expense in the period in which they are incurred. Advertising costs amounted to €652 thousand, €920 thousand and €1,090 thousand for the years ended December 31 2011, 2010 and 2009 respectively.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(in thousands of euros unless otherwise noted, except per share data)**

**1-17 Foreign currency translation and transactions**

*Translation of the financial statements of consolidated companies*

The reporting currency of EDAP TMS S.A. for all years presented is the euro (€). The functional currency of each subsidiary is its local currency. In accordance with ASC 830, all accounts in the financial statements are translated into euro from the functional currency at exchange rate as follows:

- assets and liabilities are translated at year-end exchange rates;
- shareholders' equity is translated at historical exchange rates (as of the date of contribution);
- statement of income items are translated at average exchange rates for the year; and
- translation gains and losses are recorded in a separate component of shareholders' equity.

*Foreign currencies transactions*

Transactions involving foreign currencies are translated into the functional currency using the exchange rate prevailing at the time of the transactions. Receivables and payables denominated in foreign currencies are translated at year-end exchange rates. The resulting unrealized exchange gains and losses are carried to the statement of income.

**1-18 Earnings per share**

Basic earnings per share is computed by dividing income available to common shareholders by the weighted average number of shares of common stock outstanding for the period. Diluted earnings per share reflects potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the earnings of the Company. The dilutive effects of the Company's common stock options and warrants is determined using the treasury stock method to measure the number of shares that are assumed to have been repurchased using the average market price during the period, which is converted from U.S. dollars at the average exchange rate for the period.

**1-19 Derivative instruments**

ASC 815 requires the Company to recognize all of its derivative instruments as either assets or liabilities in the statement of financial position at fair value. The accounting for changes in the fair value (i.e., gains or losses) of a derivative instrument depends on whether it has been designated and qualifies as part of a hedging relationship and further, on the type of hedging relationship. For those derivative instruments that are designated and qualify as hedging instruments, the Company must classify the hedging instrument, based upon the exposure being hedged, as fair value hedge, cash flow hedge or a hedge of a net investment in a foreign operation.

Gains and losses from derivative instruments are recorded in the income statement.



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(in thousands of euros unless otherwise noted, except per share data)**

**1-20 Employee stock option plans**

At December 31, 2011, the Company had four stock-based employee compensation plans. The Company adopted ASC 718, “Share-Based Payment”, effective January 1, 2006. ASC 718 requires the recognition of fair value of stock compensation as an expense in the calculation of net income (loss).

The fair value of each stock option granted during the year is estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions:

	<b>Year Ended December 31,</b>		
	<b>2011<sup>(1)</sup></b>	<b>2010</b>	<b>2009<sup>(1)</sup></b>
Weighted-average expected life (years)	—	6.25	—
Expected volatility rates	—	87%	—
Expected dividend yield	—	—	—
Risk-free interest rate	—	2.32%	—
Weighted-average exercise price (€)	—	2.23	—
Weighted-average fair value of options granted during the year (€)	—	1.45	—

(1) The Company did not make any grants during the years ended December 31, 2009 and 2011.

**1-21 Convertible debentures and detachable warrants**Convertible Debentures

On October 29, 2007, the Company issued \$20 million in aggregate principal amount of non-secured, convertible debentures (the “Convertible Debentures”) with detachable warrants (the “Investor Warrants” as defined below). See Note 14 for further discussion. At the inception date, the Company elected to measure the instrument and the embedded derivatives in their entirety at fair value, with changes in fair value reported in the income statement under financial income, in accordance with ASC 815. Thus, the Convertible Debentures together with their embedded derivatives are recorded as a liability, with subsequent changes in fair value recorded in financial income and expenses. The Company used a binomial valuation model to measure the fair value of the Investor Warrants and a binomial valuation model with a Company specific credit spread to measure the fair value of the Convertible Debentures.

Warrants:

As part of the October 2007 \$20 million issuance of the 9% Convertible Debentures, the Company issued Warrants (as defined below) to both the investors in the Convertible Debentures and to the bank that assisted us as the Placement Agent. See Note 14 for further discussion.

In accordance with ASC 815, the warrants issued to the investors in the Convertible Debentures (“Investor Warrants”) and the Placement Agent (“Placement Agent Warrants” and together with the Investor Warrants, the “Warrants”) are classified as a liability because the Company may be required to net-cash and settle them upon the occurrence of certain events outside the control of the Company. The Company accounted for the Warrants based on their fair value at inception date, with subsequent changes in fair value recorded as financial earnings (or loss) as each balance sheet date. The Company used a Black & Scholes pricing model to determine the fair value of the Warrants. The application of the model to the Warrants therefore requires the use of subjective assumptions, including historical share price volatility, the expected life of the Warrants and our risk-free interest rate, and the liquidity discount factor. A change in one or more of these assumptions could result in a material change to the estimated fair value of the vested Warrants.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(in thousands of euros unless otherwise noted, except per share data)**

**1-22 Leases and Sales and leaseback transactions**

In accordance with ASC 840, Accounting for Leases, the Company classifies all leases at the inception date as either a capital lease or an operating lease. A lease is a capital lease if it meets any one of the following criteria; otherwise, it is an operating lease:

- Ownership is transferred to the lessee by the end of the lease term;
- The lease contains a bargain purchase option;
- The lease term is at least 75% of the property's estimated remaining economic life;
- The present value of the minimum lease payments at the beginning of the lease term is 90% or more of the fair value of the leased property to the lessor at the inception date.

The Company enters into sale and leaseback transactions from time to time. In accordance with ASC 840, any profit or loss on the sale is deferred and amortized prospectively over the term of the lease, in proportion to the leased asset if a capital lease, or in proportion to the related gross rental charged to expense over the lease term, if an operating lease.

**1-23 New accounting pronouncements**

In October 2009, the Financial Accounting Standards Board ("FASB") issued new accounting guidance that requires entities to allocate revenue in multiple-element arrangements using estimated selling prices of the delivered goods and services based on a selling price hierarchy. This guidance eliminates the requirement to establish the fair value of undelivered products and services and instead provides for separate revenue recognition based upon management's estimate of the selling price for an undelivered item when there is no other means to determine the fair value of that undelivered item. This new approach is effective prospectively for multiple-element revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. The Company does not expect adoption to have a material impact on the Company's financial position or results of operations.

**2—CASH EQUIVALENTS AND SHORT TERM INVESTMENTS**

Cash and cash equivalents are comprised of the following:

	<b>December 31,</b>	
	<b>2011</b>	<b>2010</b>
Total cash and cash equivalents	4,900	7,369
Short term investments	1,572	1,519
Total cash and cash equivalents, and short term investments	<u>6,472</u>	<u>8,888</u>

Short term investments are comprised of money market funds. The aggregate fair value of the short term investments is consistent with their book value.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(in thousands of euros unless otherwise noted, except per share data)**

**3—TRADE ACCOUNTS AND NOTES RECEIVABLE, NET**

Trade accounts and notes receivable consist of the following:

	<b>December 31,</b>	
	<b>2011</b>	<b>2010</b>
Trade accounts receivable	15,570	16,234
Notes receivable	684	286
Less: allowance for doubtful accounts	(962)	(1,079)
<b>Total</b>	<b>15,292</b>	<b>15,441</b>

Notes receivable usually represent commercial bills of exchange (drafts) with initial maturities of 90 days or less.

Bad debt expenses amount to €191 thousand, €200 thousand and €332 thousand, for the years ended December 31, 2011, 2010, and 2009.

**4—OTHER RECEIVABLES**

Other receivables consist of the following:

	<b>December 31,</b>	
	<b>2011</b>	<b>2010</b>
Value-added taxes receivable	220	221
Research and development tax credit receivable from the French State	426	327
Personnel advances	37	47
Other receivables from the French State	-	-
Others	37	55
<b>Total</b>	<b>720</b>	<b>650</b>

**5—INVENTORIES**

Inventories consist of the following:

	<b>December 31,</b>	
	<b>2011</b>	<b>2010</b>
Components, spare parts	3,657	3,754
Work-in-progress	573	329
Finished goods	856	705
Total gross inventories	5,086	4,789
Less: provision for slow-moving inventory	(1,167)	(871)
<b>Total</b>	<b>3,920</b>	<b>3,917</b>

The provision for slow moving inventory relates to components and spare parts. The allowance for slow moving inventory, the changes in which are classified within cost of sales, amounted to €428 thousand, €184 thousand and €196 thousand for the years ended December 31, 2011, 2010 and 2009, respectively.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(in thousands of euros unless otherwise noted, except per share data)**

**6—OTHER ASSETS**

Other assets consist of the following:

	<b>December 31,</b>	
	<b>2011</b>	<b>2010</b>
Deferred financing costs , current portion	31	224
Other prepaid expenses, current portion	590	463
<b>Total</b>	<b>621</b>	<b>687</b>

	<b>December 31,</b>	
	<b>2011</b>	<b>2010</b>
Deferred financing costs , non-current	0	187

Deferred financing costs related to the debentures issued in the October 2007 private placement are being amortized over 5 years, the duration of the debt. In case of debt reimbursement through earlier conversion, the amortization is then accelerated. The amortization of deferred financing costs, which is classified as financial expense, net, amounted to €224 thousand, €920 thousand and €470 thousand, for the years ended December 31, 2011, 2010 and 2009, respectively.

**7—PROPERTY AND EQUIPMENT, NET**

Property and equipment consist of the following:

	<b>December 31,</b>	
	<b>2011</b>	<b>2010</b>
Equipment	8,286	8,369
Furniture, fixture, and fittings and other	2,785	2,727
<b>Total gross value</b>	<b>11,071</b>	<b>11,096</b>
Less: accumulated depreciation and amortization	(8,536)	(8,219)
<b>Total</b>	<b>2,534</b>	<b>2,877</b>

Depreciation and amortization expense related to property and equipment amounted to €870 thousand, to €950 thousand and €1,097 thousand for the years ended December 31, 2011, 2010 and 2009, respectively.

Capitalized costs on equipment held under capital leases of €3,426 thousand and €3,326 thousand and are included in property and equipment at December 31, 2011 and 2010, respectively. Accumulated amortization of these assets leased to third parties was €2,454 thousand and €2,086 thousand, at December 31, 2011 and 2010, respectively. Amortization expense on assets held under capital leases is included in total amortization expense and amounted to €333 thousand, €333 thousand and €350 thousand for the years ended December 31, 2011, 2010 and 2009, respectively.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(in thousands of euros unless otherwise noted, except per share data)**

**8—GOODWILL AND INTANGIBLE ASSETS**

As discussed in Note 1-11, the Company adopted ASC 350, “Goodwill and Other Intangible Assets”, on January 1, 2002. ASC 350 requires that goodwill and other intangible assets that have indefinite lives not be amortized but instead be tested at least annually for impairment, or more frequently when events or change in circumstances indicate that the asset might be impaired, by comparing the carrying value to the fair value of the reporting unit to which they are assigned. The Company considers its ASC 280 operating segment — High Intensity Focused Ultrasound (HIFU) and Urology Devices and Services (UDS) — to be its reporting units for purposes of testing for impairment, as the components within each operating segment have similar economic characteristics and thus do not represent separate reporting units. Goodwill amounts to €1,767 thousand for the UDS division and to €645 thousand for the HIFU division, at December 31, 2011.

The Company completed the required annual impairment test in the fourth quarter of 2011. To determine the fair value of the Company’s reporting units, the Company used the discounted cash flow approach for each of the two reportable units. The main assumptions used are the following: (i) a five-year business plan approved by management in late 2011, (ii) a discount rate of 15% for HIFU, 10% for UDS, (iii) a residual value specific to each segment. In both cases, the fair value of the reporting unit was in excess of the reporting unit’s book value, which resulted in no goodwill impairment.

A one percentage point increase in the HIFU discount rate assumed in the impairment testing would not lead the Company to record an impairment charge. Similarly, a one percentage point increase in the UDS discount rate assumed in the impairment testing would not lead the Company to record an impairment charge. A zero growth rate in the Company’s UDS business plan would not lead the Company to record any impairment charge. A 10% growth rate in the Company’s HIFU business plan would not lead the Company to record any impairment charge.

Intangible assets consist of the following:

	<b>December 31,</b>	
	<b>2011</b>	<b>2010</b>
Licenses	412	401
Trade name and trademark	723	682
Patents	412	412
Organization costs	363	363
Total gross value	<u>1,910</u>	<u>1,858</u>
Less: accumulated amortization	(1,843)	(1,776)
Total	<u>68</u>	<u>82</u>

Amortization expenses related to intangible assets amounted to €14 thousand, €36 thousand and €32 thousand, for the years ended December 31, 2011, 2010 and 2009, respectively.

For the two coming years, the annual estimated amortization expense for intangible assets will be approximately €10 thousand.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
(in thousands of euros unless otherwise noted, except per share data)

**9—TRADE ACCOUNTS AND NOTES PAYABLE**

Trade accounts and notes payable consist of the following:

	<b>December 31,</b>	
	<b>2011</b>	<b>2010</b>
Trade accounts payable	4,333	4,309
Notes payable	1,961	1,589
<b>Total</b>	<b>6,294</b>	<b>5,899</b>

Trade accounts payable usually represent invoices with a due date of 90 days or less.

Notes payable represent commercial bills of exchange (drafts) with initial maturities of 90 days or less.

**10—DEFERRED REVENUES**

Deferred revenues consist of the following:

	<b>December 31,</b>	
	<b>2011</b>	<b>2010</b>
Deferred revenues on maintenance contracts	329	338
Deferred revenue on RPP	24	41
Deferred revenue on sale of devices	284	437
Deferral of the gain on sale-lease-back transactions	39	58
<b>Total</b>	<b>676</b>	<b>875</b>
Less long term portion	258	297
<b>Current portion</b>	<b>417</b>	<b>578</b>

**11—OTHER ACCRUED LIABILITIES**

Other accrued liabilities consist of the following:

	<b>December 31,</b>	
	<b>2011</b>	<b>2010</b>
Provision for warranty costs	1,287	1,402
Value added tax payable	342	531
Accruals for social expenses	278	624
Conditional government subsidies <sup>(1)</sup>	519	621
Retirement indemnities	94	78
Accrued interests	183	254
Others	262	259
<b>Total</b>	<b>2,965</b>	<b>3,768</b>

<sup>(1)</sup> The maturity of conditional government subsidies depends on the nature of the project.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(in thousands of euros unless otherwise noted, except per share data)**

Changes in the provision for warranty costs are as follows:

	<b>December 31,</b>	
	<b>2011</b>	<b>2010</b>
Beginning of year	1,402	1,295
Amount used during the year (payments)	(477)	(448)
New warranty expenses	362	555
End of year	<u>1,287</u>	<u>1,402</u>

**12—LEASE OBLIGATIONS****12-1 Capital leases**

The Company leases certain of its equipment under capital leases. At December 31, 2011, this equipment consists of medical devices for an amount of €1108 thousand and vehicles for an amount of €144 thousand. Future minimum lease payments under capital leases for the years ending December 31, 2011 are as follows:

	<b>December 31, 2011</b>
2012	609
2013	424
2014	162
Thereafter	151
Total minimum lease payments	1,346
Less: amount representing interest	(95)
Present value of minimum lease payments	1,251
Less: current portion	557
Long-term portion	<u>695</u>

Interest paid under capital lease obligations was €81 thousand, €115 thousand, and €150 thousand for the years ended December 31, 2011, 2010, and 2009, respectively.

**12-2 Operating leases**

As of December 31, 2011, operating leases having initial or remaining non-cancelable lease terms greater than one year consist of one lease for the facilities of TMS S.A. in Vaulx-en-Velin, France and several leases for facilities in Japan. The French lease contract signed on November 2011 has a lease term of nine years expiring at the option of the lessee at the end of a first fixed six-year period, then a three-year period, through 2019 (i.e. in 2017 and 2019).

Future minimum lease payments for these operating leases consist of the following amounts, unless leases are otherwise cancelled by the lessees:

	<b>France</b>	<b>Japan</b>
2012	264	265
2013	264	67
2014	264	4
Total	<u>792</u>	<u>336</u>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(in thousands of euros unless otherwise noted, except per share data)**

Total rent expenses under operating leases amounted to €751 thousand, €790 thousand and €822 thousand for the years ended December 31, 2011, 2010 and 2009, respectively. These total rent expenses include the above-mentioned operating leases, but also lease expenses related to subsidiaries office rentals, office equipment and car rentals.

**13—SHORT-TERM BORROWINGS**

As of December 31, 2011, short-term borrowings consist mainly of €685 thousand of account receivables factored and for which the Company is supporting the collection risk and a loan in euro amounting to €1,000 thousand with the following conditions:

	<b>Amount</b>	<b>Maturation</b>	<b>Interest rate</b>
EDAP-TMS France SAS	1,000	January 20, 2012	Euribor + 0,5%

As of December 31, 2010, short-term borrowings consist of €1,031 thousand of account receivables factored and for which the Company is supporting the collection risk and a loan in euro amounting to €1,000 thousand with the following conditions:

	<b>Amount</b>	<b>Maturation</b>	<b>Interest rate</b>
EDAP-TMS France SAS	1,000	January 20, 2011	Euribor + 0,5%

**14—LONG-TERM DEBT**

Long-term debt consists of the following:

	<b>December 31,</b>	
	<b>2011</b>	<b>2010</b>
Japanese yen term loan	728	675
Italy term loan	215	315
Malaysia term loan	15	
Convertible debentures carried at fair value	7,085	8,121
Investor Warrants	195	1,287
Placement Agent Warrants	-	-
Financial instruments carried at fair value	195	1,287
<b>Total</b>	<b>8,238</b>	<b>10,397</b>
Less current portion	7,518	(322)
<b>Total long-term portion</b>	<b>720</b>	<b>10,075</b>



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Long-term debt at December 31, 2011 matures as follows:

2012	7,518
2013	241
2014	136
2015	101
2016	95
2017	93
2018	56
Total	<u>8,238</u>

As of December 31, 2011, long-term debt in Japan consists of 4 loans in Yen with the following conditions:

	<b>Amount</b>	<b>Maturation</b>	<b>Interest rate</b>
EDAP Technomed Co. Ltd	10,000,000	July 17, 2014	2.00%
	10,000,000	March 31, 2015	0.10%
	55,000,000	June 30, 2018	1.80%
	10,000,000	June 30, 2018	0.10%

As of December 31, 2010, long-term debt in Japan consists of 4 loans in Yen with the following conditions:

	<b>Amount</b>	<b>Maturation</b>	<b>Interest rate</b>
EDAP Technomed Co. Ltd	30,000,000	November 17, 2011	2.87%
	10,000,000	July 17, 2014	2.00%
	10,000,000	March 31, 2015	0.10%
	50,000,000	September 30, 2015	1.60%

As of December 31, 2011, long-term debt in Italy consists of a loan in euro amounting to €404 thousand with an interest rate at Euribor + 1.9% due to mature on February 28, 2014.

As of December 31, 2010 and December 31, 2011, long-term debt in USD consists of a \$10.5 million convertible debt with Warrants raised on October 29, 2007 through a Private Investment in Public Equity deal with selected investors – see Note 1-21 on the accounting treatment of the convertible debentures and the detachable Investors Warrants.

At inception date, the fair value of the convertible debentures and detachable warrants was \$20 million. The Company has allocated the proceeds to the fair value of the debt host and the Investors Warrants.

The \$20 million convertible debt was in the form of 20,000 debentures with a face value of \$1,000 and each bond is convertible into 152 shares of common stock at any time at the election of the holder, using a conversion price of \$6.57, subject to standard anti-dilution adjustments.

The debentures mature in five years (October 28, 2012) and bear an annual interest rate of 9% payable on a quarterly basis in cash or in common stock, at the option of the Company (decision made every quarter) with a 10% discount price over the average market price of common stock.

Investors in the convertible debentures also received an aggregate number of 1,680,000 detachable Investors Warrants to purchase one share of common stock for each warrant. The Investors Warrants have a six-year term and an exercise price of \$6.87, subject to standard anti-dilutive adjustments.

The Company also granted to the bank acting as placement agent in the transaction Placement Agent Warrants to purchase 188,965 shares of common stock, with a five-year term and the following exercise prices: 121,765 shares at \$6.57 and 67,200 shares at \$6.87.

On August 24, 2009, one holder of Convertible Debentures elected to convert 2,892 debentures representing a total value of \$2.892 million. Under the terms of the Convertible Debentures, the 2,892 Convertible Debentures have been converted into 440,182 new shares, using the conversion price of \$6.57

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
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On October 30, 2009, our shareholders adopted several resolutions allowing the Board of Directors to renegotiate our indebtedness with the maximum flexibility while staying within the limit of the dilution already authorized by shareholders on October 30, 2007 and February 26, 2009. On November 16, 2009, pursuant to these resolutions, the Board of Directors issued a Supplement to the current debentures offering a 12-month option to the bondholders to convert their debentures earlier out-of-the-money and be compensated by the payment of an accelerated interest premium, payable in shares, within the already authorized dilution limits. This Supplement was unanimously approved by the debenture holders on December 3, 2009, convened in a General Meeting (Masse).

During the year 2010, 2,050 debentures have been converted under this Supplement for a total value of \$2.050 million. The 2,050 debentures have been converted into 312,023 new shares, using the conversion price of \$6.57. The accelerated interest premium represented a total amount of \$0.487 million and triggered the issuance of 128,181 new shares.

On June 24, 2010, our shareholders adopted several new resolutions and extended the validity of existing ones, allowing the Board of Directors to renegotiate our indebtedness with the maximum flexibility while remaining within the limit of the dilution already approved by shareholders, hence authorizing the issuance of a maximum of 6,512,370 new shares.

On December 29, 2010, the Company entered into an amendment to the Securities Purchase Agreement dated as of October 29, 2007, relating to the issuance and sales of the Company's Convertible Debentures and Warrants in order to exempt exchanges of the Company's ordinary shares for outstanding Convertible Debentures or Warrants from the anti-dilution provisions of those instruments.

Pursuant to shareholders' authorization and upon the Board of Directors delegation, the management extended an offer to all senior debenture and warrant holders to exchange all of their Convertible Debentures and Warrants against ADRs in order to redeem part of our outstanding convertible debt. On December 29, 30 and 31, 2010, the Company entered into specific exchange agreements (the "Exchange Agreements") with some of the debenture and warrant holders. Pursuant to these Exchange Agreements, the Company issued 1,441,743 new ordinary shares in the form of ADRs in exchange for 4,558 senior debentures and 986,965 Warrants, reducing the nominal amount of our outstanding convertible debt to \$10.5 million.

On January 19, 2012, the Company entered into a privately negotiated Exchange Agreement with all holders of our outstanding 9% Senior Convertible Debentures due October 29, 2012 and warrants to purchase up to 882,000 ordinary shares at an exercise price of \$6.87 per share. Pursuant to the terms of the Exchange Agreement:

- certain holders of an aggregate principal amount of \$10 million of Convertible Debentures and warrants to purchase up to 840,000 ordinary shares agreed to exchange their outstanding securities for an aggregate principal amount of \$10 million of 9% non-convertible Senior New Debentures due June 30, 2014 and January 2012 warrants to purchase up to 408,691 newly issued ordinary shares at an exercise price equal to the par value per share (the "January 2012 Warrants"), and 1,926,685 newly issued ordinary shares, in the form of restricted ADRs; and
- certain holders of an aggregate principal amount of \$500,000 of Existing Debentures and Existing Warrants to purchase up to 42,000 ordinary shares agreed to exchange their outstanding securities for 22,186 newly issued ordinary shares, in the form of ADRs, and \$500,000 in cash (collectively, the "Exchange").

On January 25, 2012, the Company closed the Exchange and all of the Convertible Debentures and the warrants were exchanged for the New Debentures, 1,948,871 newly issued ordinary shares, in the form of ADRs, the January 2012 Warrants and \$500,000 in cash.

See Note 31 – Subsequent Significant Events as of April 26, 2012, for the description and the proforma impacts of the Exchange Agreement.

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Observable and unobservable inputs for fair value measurements: Given the classification established by ASC 820, the following table indicates each input or assumption and the level it belongs to:

<b>Input</b>	<b>ASC 820 level</b>	<b>Comment</b>
Share price	Level 1	Quoted price directly linked to the instrument
Risk free rate	Level 2	Observable input
Volatility	Level 3	Unobservable input
Credit Spread	Level 3	Unobservable input
Liquidity discount	Level 3	Unobservable input

Fair Value of Investor Warrants:

The valuation model of Investor Warrants used a binomial valuation model at inception to capture the complexity of the instruments, and notably the possibility to exercise the call option at any time from the inception date. For subsequent years, the Company used a Black & Scholes valuation model.

As of October 29, 2007, the binomial model uses the following main assumptions and parameters:

- Share price at inception date: \$5.95
- Strike price of Investor Warrants: \$6.87
- Risk free interest rate at 6 years: 4.11%
- Share price volatility: 45%
- Liquidity discount factor: 26.91%

As of December 31, 2010, the Black & Scholes model uses the following main assumptions and parameters:

- Share price at closing date: \$5.64
- Strike price of Investor Warrants: \$6.87
- Risk free interest rate at 6 years: 0.95%
- Share price volatility: 107%
- Liquidity discount factor: 42.66%

As of December 31, 2011, the Black & Scholes model uses the following main assumptions and parameters:

- Share price at closing date: \$1.69
- Strike price of Investor Warrants: \$6.87
- Risk free interest rate at 6 years: 0.23%
- Share price volatility: 121%
- Liquidity discount factor: 42.66%

At inception, the Company used a 30-day volatility to fit the monthly arbitration step of its binomial valuation model. At December 31, 2008, given the peculiar market conditions and the erratic changes in stock volatility, the Company, in agreement with third-party experts, determined that a share price volatility based on the residual lifetime of the convertible instruments would be more relevant and should then be used for assessing the fair value of the instruments. Share price volatility was determined using the historical volatility methodology.

On that basis, the unit fair value of Investor Warrants was \$2.32 per warrant at inception date, \$0.29 per warrant as of December 31, 2011, and \$1.95 per warrant as of December 31, 2010. The total fair value for the 1,680,000 issued Investor Warrants was \$3.890 million at inception date and \$1.719 million at December 31, 2010.

As of December 31, 2011, the total fair value for the 882,000 remaining Investor Warrants was \$253 thousand.

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Fair Value of the Convertible Debt:

The total fair value of the convertible debt is the aggregate of the fair value of the underlying debt host instrument and the fair value of the embedded derivative.

The estimate of the fair value of the underlying debt component is obtained by using the actual interest spread the Company would have had to pay if a straight, unsecured, debt had been raised, with no additional remuneration to lenders in the form of conversion options or warrants. Before and at inception date, the Company conducted an analysis of the terms on a non-convertible, unsecured, conventional debt. Based on this analysis, a rate of 30% has been used to assess the fair value of the debt host, which represents an interest spread of 26% over the risk-free interest rate at inception date. The present value of the debt host using an effective interest rate of 30% was \$10.330 million.

At December 31, 2010 the fair value has been measured considering any changes required in underlying assumptions, and mostly the risk free interest rate and the credit spread. With the support of third-party experts, the Company determined that the spread to be used over the risk-free rate was 29.96%, in line with the increase in risk-aversion on financial markets. The present value of the debt host at December 31, 2010 was \$7.863 million taking into account the remaining 10,500 debentures.

At December 31, 2011 the fair value has been measured considering any changes required in underlying assumptions, and mostly the risk free interest rate and the credit spread. With the support of third-party experts, the Company determined that the spread to be used over the risk-free rate was 34.72%, in line with the increase in risk-aversion on financial markets. The present value of the debt host at December 31, 2011 was \$8.998 million taking into account the remaining 10,500 debentures.

The valuation model of the conversion option uses a binomial valuation model to capture the complexity of the instrument, and notably the continuous possibility of an arbitrage between holding common shares versus interest bearing bonds.

As of October 29, 2007, the binomial model used the following main assumptions and parameters:

- Share price at inception date: \$5.95
- Strike price of Convertible Debentures: \$6.57
- Risk free interest rate at 5 years: 4.04%
- Share price volatility: 45%
- Liquidity discount factor: 26.91%

As of December 31, 2010, the binomial model uses the following main assumptions and parameters:

- Share price at closing date: \$5.64
- Strike price of Convertible Debentures: \$6.57
- Risk free interest rate at 5 years: 0.56%
- Share price volatility: 107%
- Liquidity discount factor: 42.66%

As of December 31, 2011, the binomial model uses the following main assumptions and parameters:

- Share price at closing date: \$1.69
- Strike price of Convertible Debentures: \$6.57
- Risk free interest rate at 5 years: 0.10%
- Share price volatility: 121%
- Liquidity discount factor: 42.66%

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At inception, the Company used a 30-day volatility to fit the monthly arbitration step of its binomial valuation model. At December 31, 2008, given the peculiar market conditions and the erratic changes in stock volatility, the Company, in agreement with third-party experts, determined that a share price volatility based on the residual lifetime of the convertible instruments would be more relevant and should then be used for assessing the fair value of the instruments. Share price volatility was determined using the historical volatility methodology.

On that basis, the fair value of the conversion option was \$5.780 million (\$7.909 million before liquidity discount) at inception date, \$2.988 million (\$5.211 million before liquidity discount) as of December 31, 2010, and \$168 thousand (\$294 thousand before liquidity discount) as of December 31, 2011.

Placement Agent Warrants:

As part of the transaction costs, the Company granted to the bank acting as placement agent in the transaction Placement Agent Warrants to purchase 188,965 shares of common stock, with a five year term and the following exercise prices: 121,765 shares at \$6.57 per share and 67,200 shares at \$6.87 per share. The fair value of the Placement Agent Warrants has been valued using the Black-Scholes option valuation method, using a 4.04% risk free interest rate and a 75% volatility at inception date, and a 1.56% risk free interest rate and a 80% stock volatility at December 31, 2009.

At December 31, 2010, all the Placement Agent Warrants had been exchanged against ADRs.

The following table summarizes the fair value of the entire indebtedness related to the Convertible Debentures, Investor Warrants and Placement Agent Warrants:

<b>In '000 US Dollars</b>	Total Fair Value At inception date	Total Fair Value At December 31, 2010	Total Fair Value At December 31, 2011	Conversion	Change in Fair Value in USD 2011 vs 2010
Convertible debt	16,110	10,851	9,167	-	(1,683)
Investor Warrants	3,890	1,719	253	-	(1,467)
<b>Total</b>	<b>20,000</b>	<b>12,570</b>	<b>9,420</b>	<b>-</b>	<b>(3,150)</b>
Placement Agent Warrants at \$6.57	448	-	-	-	-
Placement Agent Warrants at \$6.87	244	-	-	-	-
<b>Total</b>	<b>20,692</b>	<b>12,570</b>	<b>9,420</b>	<b>-</b>	<b>(3,150)</b>

The following table reflects the impact after translation in euros:

<b>In '000 Euros</b>	Total Fair Value At inception date	Total Fair Value At December 31, 2010	Total Fair Value At December 31, 2011	Conversion and exchange	Change in Fair Value in EUR (reflected in Financial income – See Note 20)	Exchange rate impact
Exchange Rate (USD/EUR)	1.4548	1.3362	1.2938	-	-	-
Convertible debt	11,074	8,121	7,085	-	(1,301)	266
Investor Warrants	2,674	1,287	195	-	(1,113)	42
<b>Total</b>	<b>13,748</b>	<b>9,407</b>	<b>7,281</b>	<b>-</b>	<b>(2,435)</b>	<b>308</b>
Placement Agent Warrants	476	-	-	-	-	-
<b>Total</b>	<b>14,224</b>	<b>9,407</b>	<b>7,281</b>	<b>-</b>	<b>(2,435)</b>	<b>308</b>

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**15—OTHER LONG-TERM LIABILITIES**

Other long-term liabilities consist of the following:

	<b>December 31,</b>	
	<b>2011</b>	<b>2010</b>
Provision for retirement indemnities	1,158	1,047
Other	-	-
<b>Total</b>	<b>1,158</b>	<b>1,047</b>

Pension, post-retirement, and post-employment benefits for most of the Company's employees are sponsored by European governments. The Company's liability with respect to these plans is mostly limited to specific payroll deductions.

In addition to government-sponsored plans, certain subsidiaries in Japan and France have defined benefit retirement indemnity plans in place. The provision for retirement indemnities at December 31, 2011 represents an accrual for lump-sum retirement indemnity payments to be paid at the time an employee retires. The largest part of this liability relates to employees in France. This provision has been calculated taking into account the estimated payment at retirement (discounted to the current date), turnover and salary increases. Calculations have been performed by an actuary consultant.

The actuarial assumptions as of year-end are as follows:

	<b>Pension Benefits – France</b>		
	<b>2011</b>	<b>2010</b>	<b>2009</b>
Discount rate	4.70%	4.60%	5.00%
Salary increase	2.50%	2.50%	2.50%
Retirement age	65	65	65
Average retirement remaining service period	25	25	26

	<b>Pension Benefits – Japan</b>		
	<b>2011</b>	<b>2010</b>	<b>2009</b>
Discount rate	1.00%	1.00%	1.25%
Salary increase	1.50%	2.30%	1.80%

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The reconciliation between projected benefit obligations and the accumulated benefit obligations is as follows as of December 31, 2011 (in thousands of euros):

	<b>France</b>	<b>Japan</b>
Projected benefit obligation	386	646
Normal cost	31	68
Accumulated benefit obligation	264	570
Provision presentation according to ASC 715 in euro:		
	<b>France</b>	<b>Japan</b>
Non current liabilities	386,049	552,399
Current liabilities	-	94,036
Non current asset	-	-
Accumulated other comprehensive income	25,202	(198,981)
Total	411,251	447,454

Detailed reconciliation of pension cost components (in thousands of euros) during fiscal year ending December 31, 2011:

<b>France</b>	<b>2011</b>	<b>2010</b>	<b>2009</b>
<b>Change in benefit obligations</b>			
Benefit obligations at beginning of year	371	262	256
Service cost	31	21	23
Interest cost	17	13	14
Plan amendments		31	-
(gain) / loss	(33)	43	(24)
Benefits paid	-	-	(7)
Benefit obligations at end of year	386	371	262
<b>Change in plan assets</b>			
Fair value of plan assets at beginning of year	-	-	-
Employer contribution	-	-	7
Return on plan assets	-	-	-
Benefits paid	-	-	(7)
Fair value of plan assets at end of year	-	-	-
Unrecognized actuarial (gain) loss	(56)	(23)	(68)
Unrecognized prior service cost	31	31	-
Accrued pension cost	411	363	330

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Japan	2011	2010	2009
<b>Change in benefit obligations</b>			
Benefit obligations at beginning of year	562	435	392
Service cost	68	50	45
Interest cost	6	6	5
Plan amendments	-	-	-
Termination benefits	-	-	-
(gain) / loss	37	68	14
Benefits paid	-	(95)	-
Exchange rate impact	47	98	(21)
Benefit obligations at end of year	646	562	435
<b>Change in plan assets</b>			
Fair value of plan assets at beginning of year	-	-	-
Employer contribution	-	-	-
Return on plan assets	-	-	-
Benefits paid	-	-	-
Fair value of plan assets at end of year	-	-	-
Unrecognized actuarial (gain) loss	199	236	149
Unrecognized prior service cost	-	-	-
Accrued pension cost	447	326	285

**16—SHAREHOLDERS' EQUITY****16-1 Common stock**

As of December 31, 2011, EDAP TMS S.A.'s common stock consisted of 13,726,532 issued shares, fully paid, and with a par value of €0.13 each. 13,345,004 of the shares were outstanding.

**16-2 Pre-emptive subscription rights**

Shareholders have preemptive rights to subscribe on a *pro rata* basis for additional shares issued by the Company for cash. Shareholders may waive such preemptive subscription rights at an extraordinary general meeting of shareholders under certain circumstances. Preemptive subscription rights, if not previously waived, are transferable during the subscription period relating to a particular offer of shares.



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**16-3 Dividend rights**

Dividends may be distributed from the statutory retained earnings, subject to the requirements of French law and the Company's by-laws. The Company has not distributed any dividends since its inception. Distributable statutory retained earnings amounted to €16,285 thousand and €19,465 thousand at December 31, 2011 and 2010, respectively. Dividend distributions, if any, will be made in euros. The Company has no plans to distribute dividends in the foreseeable future.

**16-4 Treasury stock**

As of December 31, 2011, the 381,528 shares of treasury stock consisted of (i) 331,988 shares acquired between August and December 1998 for €956 thousand, and (ii) 49,540 shares acquired in June and July 2001 for €150 thousand. All 381,528 shares of treasury stock have been acquired to cover outstanding stock options (see Note 16-5).

**16-5 Stock-option plans**

As of December 31, 2011, EDAP TMS S.A. sponsored four stock purchase and subscription option plans:

On June 12, 2001, the shareholders of EDAP TMS S.A. authorized the Board of Directors to grant up to 300,000 options to purchase pre-existing Shares, at a fixed exercise price to be set by the Supervisory Board. Under this plan, 3,425 options are still in force on December 31, 2011.

On January 29, 2004, the shareholders of EDAP TMS S.A. authorized the Board of Directors to grant up to 240,000 options to purchase pre-existing Shares at a fixed price to be set by the Board of Directors. All of the Shares that may be purchased through the exercise of stock options are currently held as treasury stock. Under this plan, 124,000 options are still in force on December 31, 2011.

On May 22, 2007, the shareholders of EDAP TMS S.A. authorized the Board of Directors to grant up to 600,000 options to subscribe to 600,000 new Shares and up to 105,328 options to purchase pre-existing Shares at a fixed price to be set by the Board of Directors. All of the 105,328 Shares that may be purchased through the exercise of stock options are currently held as treasury stock.

Conforming to this stock option plan, on October 29, 2007, the Board of Directors granted 504,088 options to subscribe to new Shares to certain employees of EDAP TMS. The exercise price was fixed at €3.99 per share. Options were to begin vesting one year after the date of grant and all options were fully vested as of October 29, 2011 (i.e., four years after the date of grant). Shares acquired pursuant to the options cannot be sold prior to four years from the date of grant. The options expire on October 29, 2017 (i.e., ten years after the date of grant) or when employment with the Company ceases, whichever occurs earlier. At December 31, 2007 the total fair value of the options granted under this plan was €1,731 thousand. This non-cash financial charge will be recognized in the Company's operating expenses over a period of 48 months; the impact on 2009 Operating Income was €333 thousand. The impact on 2010 operating income, in accordance with ASC 718 was €167 thousand. The impact on 2011 operating income was €53 thousand.

Conforming to this stock option plan, on June 25, 2010, the Board of Directors granted the remaining 95,912 options to subscribe to new Shares to certain employees of EDAP TMS. The exercise price was fixed at €1.88 per share. Options were to begin vesting one year after the date of grant and will be fully vested as of June 25, 2014 (i.e., four years after the date of grant). Shares acquired pursuant to the options cannot be sold prior to four years from the date of grant. The options expire on June 25, 2020 (i.e., ten years after the date of grant) or when employment with the Company ceases, whichever occurs earlier. At June 25, 2010 the total fair value of the options granted under this plan was €143 thousand. This non-cash financial charge will be recognized in the Company's operating expenses over a period of 48 months; the impact on 2010 Operating Income was €39 thousand. The impact on 2011 operating income was €56 thousand.

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On June 24, 2010, the shareholders authorized the Board of Directors to grant up to 229,100 options to purchase pre-existing Shares at a fixed price to be set by the Board of Directors. All of the Shares that may be purchased through the exercise of stock options are currently held as treasury stock. Conforming to this stock option plan, on June 25, 2010, the Board of Directors granted 229,100 options to purchase existing Shares to certain employees of EDAP TMS. The exercise price was fixed at €2.38 per share. Options were to begin vesting one year after the date of grant and will be fully vested as of June 25, 2014 (i.e., four years after the date of grant). Shares acquired pursuant to the options cannot be sold prior to four years from the date of grant. The options expire on June 25, 2020 (i.e., ten years after the date of grant) or when employment with the Company ceases, whichever occurs earlier. At June 24, 2010 the total fair value of the options granted under this plan was €328 thousand. This non-cash financial charge will be recognized in the Company's operating expenses over a period of 48 months; the impact on 2010 Operating Income was €82 thousand. The impact on 2011 operating income was €90 thousand.

On February 17, 2005, the shareholders of EDAP TMS S.A. authorized the Board of Directors to grant up to 625,000 free shares to be issued to certain employees of the Company, subject to compliance with the conditions and performance criteria fixed by the Board of Directors. On July 3, 2009, only 11,775 free shares out of the 625,000 right allocated, have been issued to certain employees of the Company upon reaching one performance milestone. All remaining rights to subscribe to free shares were cancelled as corresponding performance milestones were not met. As of December 31, 2010, no more right to subscribe to new shares was valid.

As of December 31, 2011, a summary of stock option activity to purchase or to subscribe to Shares under these plans is as follows:

	2011		2010		2009	
	Options	Weighted average exercise price (€)	Options	Weighted average exercise price (€)	Options	Weighted average exercise price (€)
Outstanding on January 1,	906,775	3.19	656,013	3.57	706,725	3.51
Granted	-	-	325,012	2.23	-	-
Exercised	-	-	(18,000)	2.15	(24,212)	2.07
Forfeited	(51,750)	3.03	(56,250)	2.45	(26,500)	3.36
Expired	(25,000)	2.08	-	-	-	-
Outstanding on December 31,	830,025	3.23	906,775	3.19	656,013	3.57
Exercisable on December 31,	621,516	3.50	486,446	3.52	420,719	3.33
Share purchase options available for grant on December 31	72,003		16,003		105,328	

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The following table summarizes information about options to purchase existing Shares held by the Company, or to subscribe to new Shares, at December 31, 2011:

Exercise price (€)	Outstanding options		Exercisable options		
	Options	Weighted average remaining contractual life	Weighted average exercise price (€)	Options	Weighted average exercise price (€)
3.99	424,588	5.8	3.99	424,588	3.99
2.60	124,000	2.2	2.60	124,000	2.60
2.38	182,100	7.5	2.38	45,525	2.38
2.02 <sup>(1)</sup>	3,425	0.5	2.02	3,425	2.02
1.88	95,912	7.5	1.88	23,978	1.88
1.88 to 3.99	830,025	4.7	3.18	621,516	3.43

(1) All the 3,425 options were granted on June 18, 2002 with an exercise price expressed in U.S. dollars (\$1.92) and converted here to euros based on the noon buying rate on June 18, 2002 (\$1 = €1.0545).

A summary of the status of the non-vested shares as of December 31, 2011, and changes during the year ended December, 2011, is presented below:

	Options	Weighted average Grant-Date Fair Value (€)
Non-vested at January 1, 2011	420,243	1.85
Granted	0	0
Vested	(175,547)	2.37
Forfeited	(36,187)	1.65
Non-vested at December 31, 2011	208,509	1.45

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(in thousands of euros unless otherwise noted, except per share data)**

**17—OTHER REVENUES**

Other revenues consist of the following:

	2011	2010	2009
Royalties	-	-	-
Grants and others	20	506	46
<b>Total</b>	<b>20</b>	<b>506</b>	<b>46</b>

In 2011, other revenues consist of €20 thousand due to the sale of a license.

In 2010, other revenues consist mainly of €500 thousand of French Government grant as part of a small businesses aid program

In 2009, other revenues were mainly comprised of training and consulting services.

**18—RESEARCH AND DEVELOPMENT EXPENSES**

Research and development expenses consist of the following:

	2011	2010	2009
Gross research and development expenses	(2,847)	(3,958)	(4,103)
Research Tax Credit and grants	415	690	452
<b>Net Research and development expenses</b>	<b>(2,432)</b>	<b>(3,268)</b>	<b>(3,651)</b>

**19—NON-RECURRING OPERATING EXPENSES**

In 2011, 2010 and 2009, there were no non-recurring expenses.

**20—FINANCIAL INCOME, NET**

Interest (expense) income, net consists of the following:

	2011	2010	2009
Interest income	185	265	252
Interest expense	(875)	(2,136)	(1,454)
Depreciation of prepaid expenses on debt grant	(224)	(920)	(469)
Changes in fair value of the Convertible Debentures	1,301	(3,434)	(2,342)
Changes in fair value of the Investor Warrants	1,133	(2,311)	(323)
Changes in fair value of the Placement Agent Warrants	-	(307)	(53)
<b>Total</b>	<b>1,522</b>	<b>(8,844)</b>	<b>(4,390)</b>

The interest expense related to the payment of the 9% interest coupon on the Convertible Debentures amounted to €687 thousand, €1,058 thousand and €1,214 thousand for the years ended December 31, 2011, 2010 and 2009, respectively.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
(in thousands of euros unless otherwise noted, except per share data)

**21—INCOME TAXES****21-1 Loss before income taxes**

Loss before income taxes is comprised of the following:

	2011	2010	2009
France	1,192	(8,972)	(6,153)
EDAP Inc	(1,146)	(2,143)	(1,848)
Other countries	(589)	(663)	307
Total	(543)	(11,778)	(7,694)

**21-2 Income tax (expense)/ benefit**

Income tax (expense)/benefit consists of the following:

	2011	2010	2009
<i>Current income tax expense:</i>			
France	(95)	(818)	-
Other countries	(45)	(49)	(79)
Sub-total current income tax expense	(140)	(866)	(79)
<i>Deferred income tax (expense) benefit:</i>			
France	(0)	(13)	(50)
Other countries	(255)	(60)	57
Sub-total deferred income tax (expense) benefit	(255)	(73)	7
Total	(395)	(939)	(72)

**21-3 Deferred income taxes:**

Deferred income taxes reflect the impact of temporary differences between the amounts of assets and liabilities reported for financial reporting purposes and such amounts as measured in accordance with tax laws. The tax effects of temporary differences which give rise to significant deferred tax assets (liabilities) are as follows:

	December 31,	
	2011	2010
Elimination of intercompany profit in inventory	223	128
Elimination of intercompany profit in fixed assets	193	267
Other items	808	827
Net operating loss carryforwards	17,426	15,496
Total deferred tax assets	18,650	16,718
Capital leases treated as operating leases for tax	(140)	(164)
Other items	(10)	(11)
Total deferred tax liabilities	(150)	(175)
Net deferred tax assets	18,500	16,543
Valuation allowance for deferred tax assets	(18,474)	(16,261)
Deferred tax assets (liabilities), net of allowance	26	282

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(in thousands of euros unless otherwise noted, except per share data)**

Net operating loss carryforwards of €9,605 thousand, €1,717 thousand, €2,106 thousand, €391 thousand, €427 thousand and €35,862 thousand as of December 31, 2011 are available at EDAP Technomed Inc., EDAP-TMS France S.A.S., Edap Technomed Co Ltd Japan, Edap Technomed Sdn Bhd Malaysia, EDAP TMS GmbH and EDAP TMS S.A., respectively. These net operating losses generate deferred tax assets of €17,426 thousand. Realization of these assets is contingent on future taxable earnings in the applicable tax jurisdictions. As of December 31, 2011, €16,126 thousand out of these €17,426 thousand net operating loss carry-forwards have no expiration date. The remaining tax loss carry-forwards expire in years 2013 through 2031. In accordance with ASC 740, a valuation allowance is recorded as realization of those amounts is not considered probable.

Deferred taxes have not been provided on the undistributed earnings of domestic subsidiaries as these earnings, with the exception of the earnings of EDAP-TMS France SAS, which benefited from the tax exemption, can be distributed tax-free to EDAP TMS S.A. The tax-exempted earnings of EDAP-TMS France SAS would normally be taxable if distributed to EDAP TMS S.A. via dividends. However, no taxes will be due if the Company first incorporates these earnings into statutory capital and then makes a distribution via a statutory capital reduction (redemption). As the Company intends on implementing this tax planning opportunity in the event a distribution were to be made, no deferred taxes have been provided on these earnings.

#### **21-4 Effective tax rate**

A reconciliation of differences between the statutory French income tax rate and the Company's effective tax rate is as follows:

	<b>2011</b>	<b>2010</b>	<b>2009</b>
French statutory rate	34.4%	33.8%	33.8%
Income of foreign subsidiaries taxed at different tax rates	12.6%	0.6%	0.4%
Effect of net operating loss carry-forwards and valuation allowances	(287.3%)	(28.3%)	(35.1%)
Non taxable debt fair value variation	154.1%	(17.4%)	(11.9%)
Non deductible entertainment expenses	9.5%	0.4%	0.7%
Other	4%	2.9%	11.3%
Effective tax rate	(72.7%)	(8.0%)	(0.9%)

#### **21-5 Uncertainty in Income Taxes**

According to ASC 740, the Company reviewed the tax positions of each subsidiary. On December 31, 2011 there is no uncertainty in the Company's tax positions.

In July 2010, the Company was requested by the French Tax Authorities to pay the amount of €772,822 to comply with the European Court of Justice ruling on fair competition and illegal state aids (C-214/07 "Commission of the European Communities vs. French Republic"). The amount was related to a state aid received by EDAP-TMS France in 1994 for the acquisition of the activities of Technomed International and included €374,156 of late interest. The Company reversed consequently the €50 thousand reserve that had been taken as of December 31, 2009.

In March 2011, the Company engaged in a contentious procedure against the French Tax Authorities to contest this position and ask for the recuperation of the paid amounts.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(in thousands of euros unless otherwise noted, except per share data)**

As a result, the effect on the retained earnings is the following:

	Unrecognized tax benefits		
	2011	2010	2009
Balance as of January 1 <sup>st</sup> ,	-	(50)	-
Impact of tax positions taken during a prior period	-	-	-
Impact of tax positions taken during the current period	-	-	(50)
Impact of settlements with taxing authorities	-	50	-
Impact of a lapse of the applicable statute of limitations	-	-	-
Balance as of December 31 <sup>st</sup> ,	-	-	(50)

As the state aid received in 1994 was an income tax credit, the payment of €773 thousand has been recognized as an income tax in 2010. The tax years that remain subject to examination by major tax jurisdictions are 2009, 2010 and 2011.

## 22—EARNINGS (LOSS) PER SHARE

A reconciliation of the numerators and denominators of the basic and diluted EPS calculations for the years ended December 31, 2011, 2010 and 2009 is as follows:

	For the year ended Dec. 31, 2011			For the year ended Dec. 31, 2010			For the year ended Dec. 31, 2009		
	Income in euro (Numerator)	Shares (Denominator)	Per-Share Amount	Loss in euro (Numerator)	Shares (Denominator)	Per- Share Amount	Loss in euro (Numerator)	Shares (Denominator)	Per- Share Amount
<b>Basic EPS</b>									
Income (loss) available to common Shareholders	(938,636)	13,345,004	(0.07)	(12,717,105)	13,008,401	(0.98)	(7,765,901)	10,510,305	(0.74)
Effect of dilutive securities:									
Stock options only in the money		(8,981)			85,834			57,258	
<b>Diluted EPS</b>									
Income (Loss) available to common shareholders, including assumed Conversions	(938,636)	13,094,235	(0.07)	(12,717,105)	13,094,235	(0.98)	(7,765,901)	10,567,563	(0.74)

## 23—COMMITMENTS AND CONTINGENCIES

### 23-1 Commitments

The Company currently has commitments regarding its operating leases as described in Note 12-2.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(in thousands of euros unless otherwise noted, except per share data)**

The Company also has commitments regarding its Convertible Debentures and Warrants. Under the terms of the registration rights agreement the Company entered into in connection with the October 2007 private placement, the Company agreed to secure the registration of a portion of the securities deliverable upon conversion of the Convertible Debentures and in payment of interest under the Convertible Debentures by certain dates, and the Company agreed to secure the registration of the remaining securities deliverable on conversion of the Convertible Debentures and all of the securities deliverable upon exercise of the Warrants by certain dates, with penalties, including payment of liquidated damages in case of a default of these commitments. Also, the Company committed to a certain number of covenants regarding its convertible debentures and Warrants, and any event of default on these covenants could require the early repayment of the Convertible Debentures at the mandatory default amount, including all other amounts of interest, costs, expenses and liquidated damages due in respect of the defaulted Convertible Debentures.

**23-2 Litigation**

As of the date of these financial statements, the Company is not involved in any material legal proceedings.

**23-3 Contingencies**

The Company currently has contingencies relating to warranties provided to customers for products as described in Note 1-13 and Note 11.

**24—FAIR VALUE OF FINANCIAL INSTRUMENTS**

The following disclosure of the estimated fair value of financial instruments was made in accordance with the requirements of ASC 825 “Disclosure about fair value of financial instruments.” The estimated fair value amounts have been determined by the Company using available market information and appropriate valuation methodologies. The estimates of fair values of the Company’s financial instruments are compared below to the recorded amounts at December 31, 2011 and 2010.

	December 31,		December 31,	
	2011 Recorded Value	2011 Estimated Fair Value	2010 Recorded Value	2010 Estimated Fair Value
<b>Assets:</b>				
Cash and cash equivalents	4,900	4,900	7,369	7,369
Trade accounts and notes receivable, net	15,292	15,292	15,441	15,441
Short term investments	1,572	1,572	1,519	1,519
<b>Liabilities:</b>				
Short-term borrowings	1,700	1,700	2,031	2,031
Trade accounts payable	4,333	4,333	4,309	4,309
Notes payable	1,962	1,962	1,589	1,589
Convertible Debentures and other Long Term Debt	7,085	7,085	8,121	8,121
Investor Warrants	195	195	1,287	1,287
Placement Agent Warrants			-	-

The recorded amount of cash and cash equivalents, restricted short term investment, investments available for sale, trade accounts and notes receivable (drafts), short-term borrowings, and trade accounts and notes payable (drafts) are a reasonable estimate of their fair value due to the short-term maturities of these instruments. The long-term debt is recorded at fair value.



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(in thousands of euros unless otherwise noted, except per share data)**

**25—CONCENTRATION OF CREDIT RISK**

Financial instruments, which potentially subject the Company to concentrations of credit risk, consist principally of cash and cash equivalents and trade accounts and notes receivable from customers, primarily located in France, Japan and the United States. The Company maintains cash deposits with major banks. Management periodically assesses the financial condition of these institutions and believes that any possible credit risk is limited. The Company has procedures in effect to monitor the creditworthiness of its customers. The Company obtains bank guarantees for first-time or infrequent customers, and in certain cases obtains insurance against the risk of a payment default by the customer. The Company reviewed individual customer balances considering current and historical loss experience and general economic conditions in determining the allowance for doubtful accounts receivable of €1.3 million and €1.1 million, for the years ended December 31, 2011, and 2010, respectively.

Ultimate losses may vary from the current estimates, and any adjustments are reported in earnings in the periods in which they become known.

In 2011, 2010 and 2009, the Company did not generate significant revenue with a single customer.

**26—FOREIGN CURRENCY TRANSACTIONS**

The Company generates a significant percentage of its revenues, and of its operating expenses, in currencies other than euro. The Company's operating profitability could be materially adversely affected by large fluctuations in the rate of exchange between the euro and such other currencies. The Company engages in foreign exchange hedging activities when it deems necessary, but there can be no assurance that hedging activities will be offset by the impact of movements in exchange rates on the Company's results of operations. As of December 31, 2011, there were no outstanding hedging instruments.

**27—SEGMENT INFORMATION**

In July 2002, the Company announced an organizational realignment that created two operating divisions within the Company. For reporting purposes, this organizational realignment created three reporting segments: the holding Company, EDAP TMS S.A., the High Intensity Focused Ultrasound division and the Urological Devices and Services division. Then, in 2007, the Company created a new reporting segment dedicated to the FDA approval for Ablatherm-HIFU activity. The following tables set forth the key income statement figures, by segment for fiscal years 2011, 2010 and 2009 and the key balance sheet figures, by segment, for fiscal years 2011, 2010 and 2009.

The business in which the Company operates is the development and production of minimally invasive medical devices, primarily for the treatment of urological diseases. Substantially all revenues result from the sale of medical devices and their related license and royalty payments from third parties. The segments derive their revenues from this activity.

Segment operating profit or loss and segment assets are determined in accordance with the same policies as those described in the summary of significant accounting policies except that interest income and expense, current and deferred income taxes, and goodwill are not allocated to individual segments. A reconciliation of segment operating profit or loss to consolidated net loss is as follows:

	<b>2011</b>	<b>2010</b>	<b>2009</b>
Segment operating loss	(2,497),	(3,818)	(3,202)
Financial income, net	1,522	(8,844)	(4,390)
Foreign Currency exchange (losses) gains, net	482	884	(101)
Other income, net	(50)	-	-
Income tax (expense) credit	(395)	(939)	(72)
Consolidated net loss	<u>(938)</u>	<u>(12,717)</u>	<u>(7,766)</u>

EDAP TMS S.A. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
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A summary of the Company's operations by business unit is presented below for years ending December 31, 2011, 2010 and 2009:

	EDAP TMS				Total
	HIFU Division	UDS Division	(Corporate)	FDA	consolidated
<b>2011</b>					
Sales of goods	1,442	10,957	-	-	12,399
Sales of RPPs & leases	3,270	1,238	-	-	4,508
Sales of spare parts and services	1,153	4,212	-	-	5,365
Total sales	5,865	16,407	-	-	22,272
Total net sales	5,865	16,407	-	-	22,272
External other revenues	20	-	-	-	20
Total revenues	5,885	16,407	-	-	22,292
Total COS	(2,621)	(10,815)	-	-	(13,435)
Gross margin	3,264	5,592	-	-	8,857
R&D	(950)	(792)	-	(694)	(2,436)
Selling expenses	(1,927)	(3,833)	(41)	-	(5,801)
G&A	(644)	(846)	(1,547)	(79)	(3,116)
Total expenses	(3,521)	(5,471)	(1,588)	(773)	(11,353)
Operating income (loss)	(257)	122	(1,588)	(773)	(2,497)
Total Assets	7,677	21,309	2,984	268	32,238
Capital expenditures	84	760	27	-	871
Long-lived assets	1,948	3,391	150	9	5,498
Goodwill	648	1,764	-	-	2,412

	EDAP TMS				Total
	HIFU Division	UDS Division	(Corporate)	FDA	consolidated
<b>2010</b>					
Sales of goods	1,939	11,196	-	-	13,135
Sales of RPPs & leases	3,505	1,184	-	-	4,689
Sales of spare parts and services	1,438	3,940	-	-	5,378
Total sales	6,882	16,319	-	-	23,202
Total net sales	6,882	16,319	-	-	23,202
External other revenues	6	500	-	-	506
Total revenues	6,888	16,820	-	-	23,708
Total COS	(3,285)	(10,969)	-	-	(14,253)
Gross margin	3,604	5,851	-	-	9,455
R&D	(741)	(793)	-	(1,734)	(3,268)
Selling expenses	(2,741)	(3,943)	-	-	(6,684)
G&A	(766)	(1,024)	(1,338)	(193)	(3,320)
Total expenses	(4,247)	(5,760)	(1,338)	(1,927)	(13,272)
Operating income (loss)	(644)	91	(1,338)	(1,927)	(3,818)
Total Assets	9,344	20,803	5,474	317	35,938
Capital expenditures	116	411	73	-	600
Long-lived assets	2,341	3,310	175	59	5,886
Goodwill	645	1,767	-	-	2,412

	HIFU Division	UDS Division	EDAP TMS (Corporate)	FDA	Total consolidated
<b>2009</b>					
Sales of goods	3,663	10,113	-	-	13,775
Sales of RPPs & leases	4,267	1,177	-	-	5,444
Sales of spare parts and services	1,690	3,930	-	-	5,620
Total sales	9,620	15,219	-	-	24,839
Total net sales	9,620	15,219	-	-	24,839
External other revenues	7	39	-	-	46
Total revenues	9,627	15,258	-	-	24,885
Total COS	(4,173)	(10,040)	-	-	(14,213)
Gross margin	5,454	5,218	-	-	10,672
R&D	(974)	(868)	-	(1,810)	(3,652)
Selling expenses	(3,284)	(3,117)	-	-	(6,401)
G&A	(973)	(1,017)	(1,431)	(400)	(3,821)
Total expenses	(5,231)	(5,002)	(1,431)	(2,210)	(13,874)
Operating income (loss)	223	216	(1,431)	(2,210)	(3,202)
Total Assets	10,604	20,322	9,065	387	40,378
Capital expenditures	309	410	19	2	740
Long-lived assets	2,685	3,327	158	99	6,269
Goodwill	645	1,767	-	-	2,412

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
(in thousands of euros unless otherwise noted, except per share data)

**28—VALUATION ACCOUNTS**

	<b>Allowance for doubtful accounts</b>	<b>Slow- moving inventory</b>
Restated balance as of January 1, 2009	792	1,412
Charges to costs and expenses	290	196
Deductions: write-off provided in prior periods	<u>(220)</u>	<u>(803)</u>
Restated balance as of December 31, 2009	862	805
Charges to costs and expenses	217	252
Deductions: write-off provided in prior periods	<u>-</u>	<u>(186)</u>
Restated balance as of December 31, 2010	1,079	871
Charges to costs and expenses	193	459
Deductions: write-off provided in prior periods	<u>-</u>	<u>(164)</u>
Restated balance as of December 31, 2011	1,272	1,166

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(in thousands of euros unless otherwise noted, except per share data)**

**29—SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION**

Interest and income taxes paid are as follows:

	<b>2011</b>	<b>2010</b>	<b>2009</b>
Income taxes paid (refunds received)	916	942	(13)
Interest paid	38	66	759
Interest received	40	43	44
Non-cash transactions:	<b>2011</b>	<b>2010</b>	<b>2009</b>
Capital lease obligations incurred	1,251	1,649	2,209

**30—RELATED PARTY TRANSACTIONS**

The General Manager of the Company's Korean branch "EDAP-TMS Korea" is also Chairman of a Korean company named Dae You. EDAP-TMS Korea subcontracts to Dae You the service contract maintenance of our medical devices installed in Korea. The amounts payable ('Trade accounts and notes payable') under this contract were €60 thousand, €59 thousand and €52 thousand for 2011, 2010 and 2009 respectively.

Dae You also acts as an agent to promote our medical devices in South Korea, and receives commissions on sales. Dae You has purchased medical devices from us, which it operates in partnership with hospitals or clinics. These purchases ('Sales of goods') amounted to €768 thousand, €315 thousand and €234 thousand in 2011, 2010 and 2009 respectively. As of December 31, 2011, receivables ('Net trade accounts and notes receivable') amounted to €95 thousand and payables to €39 thousand. As of December 31, 2010, receivables from Dae You amounted to €33 thousand and our payables to them amounted to €21 thousand.

**31—SUBSEQUENT SIGNIFICANT EVENTS AS OF APRIL 26, 2012****a) Distribution rights for Ablatherm®-HIFU treatment in Canada and the Caribbean**

In January 2012, we regained the distribution rights for Ablatherm®-HIFU treatment in Canada and the Caribbean, following the expiration of the 2005 exclusive sales agreement with Maple Leaf HIFU on the North American market. We are now in direct control of our ability to attempt to grow our presence among U.S. urologists and expand the off-shore potential of the HIFU treatment option for prostate cancer patients that is not yet available in the United States.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
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**b) Exchange Agreement regarding the Convertibles Debentures and Warrants**

On January 19, 2012, we entered into a privately negotiated Exchange Agreement with all holders of our outstanding 9% Senior Convertible Debentures due October 29, 2012 and warrants to purchase up to 882,000 ordinary shares at an exercise price of \$6.87 per share. Pursuant to the terms of the Exchange Agreement:

- certain holders of an aggregate principal amount of \$10 million of Convertible Debentures and warrants to purchase up to 840,000 ordinary shares agreed to exchange their outstanding securities for an aggregate principal amount of \$10 million of 9% non-convertible Senior New Debentures due June 30, 2014 and January 2012 warrants to purchase up to 408,691 newly issued ordinary shares at an exercise price equal to the par value per share (the "January 2012 Warrants"), and 1,926,685 newly issued ordinary shares, in the form of restricted ADRs; and
- certain holders of an aggregate principal amount of \$500,000 of Existing Debentures and Existing Warrants to purchase up to 42,000 ordinary shares agreed to exchange their outstanding securities for 22,186 newly issued ordinary shares, in the form of ADRs, and \$500,000 in cash (collectively, the "Exchange").

On January 25, 2012, we closed the Exchange and all of the Convertible Debentures and the warrants were exchanged for the New Debentures, 1,948,871 newly issued ordinary shares, in the form of ADRs, the January 2012 Warrants and \$500,000 in cash, or a combination thereof as described above.

As result of the Exchange all of our Convertible Debentures and Warrants have been cancelled.

The table below summarizes the estimated proforma impacts of the Exchange on the Company's financial statements as of December 31, 2011, with the assumptions that all market and economic parameters of the Exchange were the same as of January 25, 2012.

<i>Amounts in thousands of euros</i>	<b>Dec. 31, 2011 before the Exchange Actual</b>	<b>Dec. 31, 2011 after the Exchange Proforma</b>
<b>Cash and cash equivalents</b>	<b>4,900</b>	<b>4,515</b>
Short term borrowings	1,700	1,700
Current portion of long-term loans	238	238
Convertible debentures carried at fair value - current	7,085	0
Financial Instruments carried at fair value - current	195	0
<b>Total Short terms debt</b>	<b>9,218</b>	<b>1,938</b>
Non-current portion of long-term loans	720	720
Non-Convertible debentures carried at fair value - long-term	0	4,557
Financial Instruments carried at fair value - long-term	0	0
<b>Total Long term debt</b>	<b>720</b>	<b>5,277</b>
<b>Shareholders' Equity</b>	<b>8,714</b>	<b>11,052</b>
<b>Operating profit (loss)</b>	<b>(2,497)</b>	<b>(2,497)</b>
<b>Financial income, net</b>	<b>1,522</b>	<b>(820)</b>
<b>Net income (loss)</b>	<b>(938)</b>	<b>(3,280)</b>

The December 31, 2011 proforma fair value of the New Debentures is a preliminary estimate and is still subject to further review and analysis.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
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With the December 31, 2011 exchange rate of 1.3003 US Dollar for one Euro, the nominal value of the \$10,000 thousand New Debentures was €7,691 thousand and their estimated proforma fair value was €4,557 thousand, which represents an estimated fair value adjustment of €3,134 thousand. The proforma fair value of the New Debentures and the related fair value adjustment to the nominal value are preliminary estimates and are still subject to further review and analysis.

As described hereafter, in the event we issue securities or other indebtedness for cash while the New Debentures remain outstanding, we are required to apply 40% of the net proceed to redeem the New Debentures. As a consequence in such event, a portion of the €3,134 thousand difference between the nominal value and the fair value of the New Debentures would be impacted to the consolidated statement of income as a financial expense.

The New Debentures are not convertible into ordinary shares or any other security of the Company. Interest on the New Debentures will accrue at a rate of 9% per annum, payable quarterly as follows: commencing on the issuance date until October 29, 2012, interest may be paid, at our election, in cash or, subject to the satisfaction of certain conditions, in newly issued ordinary shares; and commencing on October 30, 2012 until repaid in full, interest may be paid, at the election of the holder, in cash or, subject to the satisfaction of certain conditions, in newly issued ordinary shares. The New Debentures may be redeemed at our option, in whole or in part, at any time and from time to time; provided, that in the event we issue securities or other indebtedness for cash in a transaction primarily for the purpose of raising capital at any time while the New Debentures remain outstanding, then we are required to apply 40% of the net proceeds of any such issuance to redeem the New Debentures for cash. Upon the occurrence of an "Event of Default" (as defined in the New Debentures), the outstanding principal amount plus accrued but unpaid interest and any other amounts owing under the New Debentures will become immediately due and payable in the amount of (i) 130% of the outstanding principal plus (ii) 100% of accrued but unpaid interest and any other amounts owing under the New Debentures. The New Debentures also contain customary restrictive covenants which can be waived with the consent of holders of two thirds of the outstanding principal amount of the New Debentures, such as limitations on our ability to incur certain indebtedness, enter into, incur or suffer to exist certain liens, amend its charter documents in a manner adverse to holders of the New Debentures, pay dividends on its equity securities or enter into related party transactions. A copy of the form of the New Debentures was furnished to the SEC on our report on Form 6-K dated January 27, 2012. The foregoing description is qualified in its entirety by reference to the full text of such exhibit.

The January 2012 Warrants are exercisable immediately and will expire on January 24, 2022. The initial exercise price for the January 2012 Warrants is the par value per ordinary share and the number of ordinary shares issuable upon exercise of the January 2012 Warrants and the exercise price per share are subject to customary anti-dilution adjustments for changes in our capital structure; provided, that in no event will the exercise price per share be less than the lowest exercise price per share allowed by applicable law. The January 2012 Warrants also contain a provision that prohibits a holder from exercising its January 2012 Warrants to the extent that the exercise would result in the holder and its affiliates beneficially owning more than 9.999% of our ordinary shares. A copy of the form of the January 2012 Warrants was furnished to the SEC on our report on Form 6-K dated January 27, 2012. The foregoing description is qualified in its entirety by reference to the full text of the exhibit attached hereto.

We also entered into a registration rights agreement on January 25, 2012 (the "Registration Rights Agreement") with the holders of the New Debentures and the January 2012 Warrants. Pursuant to the Registration Rights Agreement, we agreed to file a registration statement with the Securities and Exchange Commission within 30 days of closing the Exchange (the "Filing Deadline") to register the ordinary shares issuable upon exercise of the January 2012 Warrants and payable as interest at the election of the holders on the New Debentures. We filed such registration statement with the SEC on February 24, 2012. The registration statement is currently under review by the SEC and has not yet been declared effective. A copy of the form of the Registration Rights Agreement was furnished to the SEC on our report on Form 6-K dated January 27, 2012. The foregoing description is qualified in its entirety by reference to the full text of the exhibit attached hereto.

### c) March 2012 Placement

On March 28, 2012, pursuant to a securities purchase agreement dated March 22, 2012, as amended, we issued 2,812,500 ordinary shares in the form of ADSs to selected institutional investors in a registered direct placement (the “March 2012 Placement”), at a price of \$2.00 per share, with warrants attached (the “Investor Warrants”). The Investor Warrants allow investors to purchase up to 1,406,250 shares in the form of ADSs at an exercise price of \$2.75. The Investor Warrants are exercisable immediately and expire on March 28, 2017. We also issued warrants to purchase up to 168,750 shares in the form of ADSs to the placement agent, Rodman & Renshaw LLC, with an exercise price of \$2.50 (the “Placement Agent Warrants” and together with the Investor Warrants, the “March 2012 Warrants”). The Placement Agent Warrants are exercisable from September 24, 2012 and expire on October 21, 2016. Total gross proceeds for the placement amounted to \$5.625 million. The form of the securities purchase agreement and the form of Investor Warrant were furnished to the SEC on our report on Form 6-K dated March 28, 2012. The foregoing description is qualified in its entirety by reference to the full text of the Form 6-K.

As a consequence, the Company will reimburse 40% of the net proceed on May 9, 2012, i.e. \$2.0 million (or approximately €1.5 million), which will generate a reduction of the New Debentures fair value of approximately €0.9 million and a financial expense in the consolidated income statement of approximately €0.6 million (based on preliminary estimates of the fair value of the New Debentures).



**BY-LAWS**

**EDAP TMS**

**A stock company (société anonyme)  
with a capital of Euros 1,750,229.78  
Head office: Parc d'activité- La Poudrette Lamartine  
4 rue du Dauphiné  
69120 Vaulx en Velin - France**

**MEMORANDUM AND ARTICLES OF ASSOCIATION  
- BYLAWS -**

Including modifications approved on March 28, 2012

**TITLE I**  
**FORMATION - PURPOSE - CORPORATE NAME**  
**REGISTERED OFFICES - DURATION**

**ARTICLE 1 - FORMATION OF THE COMPANY**

A stock company exists between the owners of the shares created hereinafter and those which could be created at a later stage; it is organized and exists under the laws in force and under the following bylaws.

**ARTICLE 2 – CORPORATE PURPOSES**

The purpose of the Company is:

- the taking of financial interests under whatever form in all French or foreign groups, companies or businesses which currently exist or which may be created in the future, mainly through contribution, subscription or purchasing of shares, obligations or other securities, mergers, holding companies, groups, alliances or partnerships ;
- the management of such financial interests ;
- the direction, management, supervision and coordination of its subsidiaries and interests ;
- the provision of all administrative, financial, technical or other services ;
- and generally, all operations of whatever nature, financial, commercial, industrial, civil, relating to property and real estate which may be connected directly or indirectly, in whole or in part, to the company's purposes or to any similar or related purposes which may favor the extension or development of said purpose.

**ARTICLE 3 - CORPORATE NAME**

The corporate name of the Company is:

**EDAP TMS**

**ARTICLE 4 - REGISTERED OFFICE**

The registered office is fixed at: Parc d'activité La Poudrette Lamartine  
4 rue du Dauphiné- (F) 69120 Vaulx en Velin - France.

It may be transferred to any other location within the department or a nearby department further to a simple resolution from the Board, subject to ratification by the earliest Ordinary General Meeting, and every other location by virtue of a resolution from the Extraordinary Shareholders' General Meeting. The Board may set up administrative seats, subsidiaries, offices and branches in all places without any derogation related to the choice of jurisdiction as provided in these bylaws.

**ARTICLE 5 - DURATION**

The duration of the Company is sixty (60) years as of the date of incorporation of the Company recorded in the Trade and Corporate Registry unless an anticipated dissolution or a prorogation is decided as provided for in these bylaws.

**TITLE II**  
**REGISTERED CAPITAL**

**ARTICLE 6 - REGISTERED CAPITAL**

The registered capital is fixed at the amount of two million four hundred twenty three thousand forty four Euros and thirteen cents (Euros 2,423,044.13) divided into eighteen million six hundred and thirty-eight thousand eight hundred and one (18,638,801) shares with a nominal value of thirteen cents (Euros 0.13) each, fully paid up.

**ARTICLE 7 - INCREASE OF THE REGISTERED CAPITAL**

The registered capital may be increased once or several times through the creation of new shares, representing contributions in kind or contributions in cash, the transformation of available corporate reserves into shares or through any other mean by virtue of a resolution from the Extraordinary Shareholders' General Meeting. Such

meeting shall fix the conditions for the issuing of new shares within the framework of the legal provisions in force, or delegate its powers for such purpose to the Board. As a representation of capital increases may be created, either shares similar to the existing ones, or shares of a totally different type which may, within the conditions provided by law, grant a preferential right or whatever privilege on the other shares. The Board has all powers to negotiate, if any, with any bank or financial syndicate to facilitate or guarantee the issuance of shares as mentioned here above complying with any legal provision, in particular as far as preferential rights of subscription for the benefit of the older shareholders are concerned.

No capital increase in shares paid up in cash may however be implemented if the existing capital has not been priorly fully paid up. Capital increases must be implemented within five years as of the date on which the Shareholders' General Meeting has taken or authorized such resolution.

Capital increases may occur through the issue of shares with a premium. That premium of which the total amount shall have to be paid at the time of the subscription of the shares shall not be regarded as a profit to be distributed under operating profit; it shall represent an additional payment to the capital in shares and shall belong exclusively to all shareholders, except otherwise provided for by the Ordinary or Extraordinary Shareholders' Meeting.

In case of an increase through the issue of shares payable in cash, and unless otherwise provided further to a resolution from the Extraordinary Shareholders' General Meeting, the owners of existing shares who have duly contributed as they were called up shall receive in proportion to the amount of these shares, a preferential right to subscribe to the new shares. The Board shall determine the manner in which that right shall be exercised and its validity period in compliance with (French) law; it shall be negotiable under the same conditions as the shares during the subscription.

Those shareholders who, due to the number of shares they hold, may not obtain a new share or a full number of new shares, shall be entitled to group to exercise their right but however no joint subscription may result from such a grouping.

#### **ARTICLE 8 - CAPITAL REDUCTION**

The Extraordinary Shareholders' General Meeting may also decide a reduction of the registered capital for whatever reason and in whatever manner, in particular through the reimbursement to the shareholders of a repurchasing of the corporate shares or the exchange of old shares by new shares, for the same or a lower number of shares, with or without the same nominal amount and, if any, the obligation of selling or buying old shares to enable the exchange or also through the payment of a balance in cash.

The General Meeting may also delegate to the Board all powers to implement the capital reduction.

The Auditors shall be informed on the project of capital reduction at least forty five days prior to the Meeting. The General Meeting shall decide on the report from the Auditors who shall provide their appreciation on the causes and the conditions of the operation.

When losses do not motivate the capital reduction, creditors may within a period of thirty days as of the date of the filing with the Clerk of the Trade Court of the minutes of the resolution from the General Meeting who decided or authorized the reduction, oppose to the reduction. The opposition is brought before the Trade Court.

### **TITLE III** **SHARES**

#### **ARTICLE 9 – PAYMENT OF THE SHARES**

At the time of capital increase, the shares to be subscribed in cash must be paid up of at least one fourth at the time of the subscription. The balance of payments shall be paid within a maximum of five years, as of the day on which the capital increase shall have become effective, in one or several times, at the times and in the proportions determined by the Board. The calling up of capital contributions shall be communicated to the shareholders by registered letter at least fifteen days prior to the date fixed for each payment.

The shares contributed in cash as part of the capital increases may be paid up partly or totally through the compensation of a debt which is fixed, liquid and due to the company.

The Board may authorize at any time the shareholders to prepay the amount of their shares which are not yet called up.

Should the shareholders not proceed with the payments on the set dates, the interest of the amount of these payments shall run by law for each day of delay at a rate of 12% per annum as of the date of payment fixed in the registered letter above mentioned and without a claim or formal notice being necessary.

If within the period fixed at the time of calling up the capital, some shares have not been paid up from the required payments, the Company may, one month after a special formal individual notice notified to the defaulting shareholder - by registered letter or extra judicial writ – offer, to the other shareholders, the shares to be paid up by registered letter sent to each of them.

To implement this preemptive right, the Board shall have, upon the expiration of the fixed time limit, at the time of the calling up of capital, to offer to the shareholders the shares to be paid up by registered letter sent to each of them.

If several shareholders are purchasers, the shares shall be distributed among them in proportion to their rights in the Company.

If such a proportional distribution is not possible, the remaining shares shall be distributed through draw lots.

If within a time limit of one month further to the shareholders having been warned, some shares are still not paid up, the Company may sale them within the terms and conditions stipulated under Section L.228-27 of the French Commercial Code through the decree of March 23, 1967 referred to for its application.

The sale of the shares shall be carried in public auctions by a stock broker or a public notary. For such purpose, the Company shall publish in a legal gazette within the department of the registered offices, at least thirty days further to the notice scheduled in the previous paragraph, a notice concerning the sale of the shares. It shall inform the debtor and, if any, its co-debtors, of the sale by a registered letter containing indications on the date and the issue number of the gazette in which the publication has been made. The sale of the shares may not take place less than fifteen day as from the sending of the registered letter.

The Company shall be entitled to the net proceeds of the sale up to the due amount and shall be deducted from the principal amount and interests due by the defaulting shareholder before the reimbursement of the costs incurred by the company to realize the sale. The defaulting shareholder remains debtor or benefits from the difference.

Upon the expiration of the time limit as scheduled in the fifth paragraph above, the shares not paid up from the required payments shall stop permitting the admission and the voting rights in shareholders meetings and shall be deducted for the counting of the quorum. The right to the dividends and the preferential right of subscription shall be suspended. If the shareholder pays up the principal sum and its interests, he/she may ask for the payment of non prescribed dividends but he/she may not exercise an action under a preferential right of subscription to a capital increase after the expiration of the time limit fixed for the exercise of that right.

#### **ARTICLE 10 – LEGAL FORM AND CONDITIONS OF VALIDITY OF SHARES**

The shares are compulsorily issued by the Company as registered shares and are materialized through a registration into the accounts of the Company.

The share accounts are kept under the conditions and terms provided by law, by the Company or any other authorized Agent the name or denomination and address of which shall be published in the "*Bulletin des Annonces Légales Obligatoires*" (Bulletin for compulsory legal announcements).

The share accounts mention:

- the identification data of natural persons or legal entities in the name of whom they have been opened and, if any, the legal nature of their rights or incapacities ;
- the name, the category, the number and, if any, the nominal value of the registered shares;
- the restrictions which may concern these shares (pledge, escrow account, etc...).

Whenever the shares are not fully paid upon subscription, the payments on these shares are put in and witnessed as such by a certificate.

Each share gives right to a part of the ownership of the Company's assets, in proportion with the number of issued shares. Besides, it gives right to a part of profits as stipulated under Article 27 hereinafter.

Shareholders are only responsible up to the amount of shares they possess and above that amount, any calling up of capital is forbidden. They cannot be subject to any restitution of interests or dividends which were regularly distributed.

#### **ARTICLE 11 - SHARE TRANSFERS**

Shares may be freely traded under the conditions defined by law. In the event of a capital increase, the shares may be traded from the completion thereof.

Shares shall remain negotiable following the Company's dissolution, and until the closing of its liquidation.

#### **ARTICLE 12 - INDIVISIUM OF SHARES - SEALS**

In respect of the Company the shares are indivisible. Joint owners of a share shall be represented before the Company by a single person they shall have appointed further to a common agreement.

Whenever the ownership of several existing shares shall be necessary to exercise any right whatsoever and in particular to exercise the preferential right as here above provided for, or still, in the case of exchange or attribution of the shares further to an operation such as: capital reduction, capital increase by incorporation of reserves, merger, entitling to a new share against providing existing shares, isolated shares or shares in a number lower than the one required shall grant no right to the holder against the Company ; shareholders shall be personally responsible for the regrouping of the necessary number of shares.

The heirs, representatives or creditors of a shareholder shall under no circumstances whatsoever neither call for the seals on the Company's assets and documents requesting the partition or the sale by auction of a lot held by indivisium, nor interfere in whatever manner in its management ; they must - for the exercise of their rights - refer to the corporate inventories/ books and the decisions from the General Meeting.

All shares which form or shall form the registered capital shall always be assimilated to one another as regards tax costs. Consequently, all duties and taxes which for whatever reason could - with respect to any reimbursement of capital of these shares, or more generally, any distribution of their profit become claimable for only some of them, either during the existence of the Company or during its winding-up, shall be distributed among all shares representing the capital at the time of that or those reimbursements or distributions in such a way that all current or future shares shall confer on their owners - whilst taking into account the nominal amount of shares and rights not amortized of different categories, the same effective privileges giving them the right of receiving the same net amount.

### **TITLE IV** **MANAGEMENT OF THE COMPANY**

#### **ARTICLE 13 – BOARD OF DIRECTORS**

The Company is managed by a Board of Directors made up of individuals or legal persons whose number is determined by the Ordinary Shareholders Meeting within the limits provided for by the law.

A legal entity must, at the time of its appointment, designate an individual who will be its permanent representative at the Board of Directors. The duration of the office of this permanent representative is the same as that of the Director legal body he/she represents. In the event the legal body revokes its permanent representative, it must replace said representative immediately. The same rules apply in case of death or resignation of the permanent representative.

Each Director must own at least one share during his term of office. However there is no minimal obligation if the Director is, at the same time, a shareholder linked to the Company with an employment contract.

If - at the time of his/her appointment - the Director does not own the requested number of shares or if during his/her term, he/she no longer owns the requested number of shares, he/she is considered to have automatically resigned, if he/she has failed to regularize his/her situation within three months.

The Directors' term of office is for six years; one year being calculated as the period in between two consecutive annual Ordinary General Shareholders Meetings. The tenure of a Director terminates at the end of the Ordinary General Shareholders Meeting which meets to vote upon the accounts of the then preceding fiscal year and is held in the year during which the office of said Director comes to an end.

The Directors may always be re-elected, they may also be revoked at any time by the Shareholders' General Meeting.

An individual person cannot hold more than five positions as a member of a Board of Directors or a member of a Supervisory Board in companies registered in France; the directorship held in controlled companies (as defined by Section L.233-16 of the French Commercial Code) by the Company, are not taken into account.

In case of death or resignation of one or several Director(s), the Board of Directors may make (a) provisional appointment(s), even between two General Shareholders Meetings.

Any such provisional appointment(s) made pursuant to the previous paragraph need to be ratified by the next following Ordinary Shareholders' General Meeting.

Failing ratification, the resolutions and acts approved beforehand by the Board remain nonetheless valid.

When the number of Directors falls below the compulsory legal minimum, the remaining directors must summon immediately the Ordinary General Shareholders Meeting, in order to reach the full complement of the Board.

Any Director appointed in replacement of another Director whose tenure has not expired remains in office only for the remaining duration of the tenure of his predecessor.

An employee of the Company may be appointed as a Director. His/her contract of employment must however correspond to an effective work. In this case, he/she does not lose the benefit of his/her employment contract.

The number of Directors who are also linked to the Company by an employment contract can not exceed one third of the Directors in office or five members.

Directors cannot be more than eighty years old. In case one of the Directors reaches this limit during his/her office, the older Director is automatically considered as having resigned at the next General Shareholders Meeting.

#### **ARTICLE 14 - MEETINGS OF THE BOARD**

**14.1.** The Board of Directors meets as often as the interests of the Company require.

**14.2.** The Chairman summons the Directors to the Meetings of the Board. The notification of the Meetings may be made by all means, whether oral or written.

Furthermore, if there has not been a Board Meeting for two months, members of the Board representing at least one third of the members of the Board, or the Chief Executive Officer, may validly require the President to summon the Board. In such a case, they must indicate the agenda for the meeting.

In case a Labor Committee exists, the representatives of this committee - appointed pursuant to the Labor Code - must be invited to every meeting of the Board.

The meeting takes place either at the registered office or at any other place in France or abroad.

**14.3.** For the resolutions of the Board of Directors to be valid, at least one half of its members must be present.

Within the limits set out by Section L.225-37, paragraph 3 of the French Commercial Code and subject to the setting up of internal rules, the Board will be entitled to take into account for its quorum and majority rules, the participation of Directors by means of videoconference, still in respect of the legal provisions.

Any decision granting options to purchase new or existing shares of the Company to a Director who is also an employee, to the President or to the Chief Executive Officer of the Company (when he/she is also a Director), within the framework of an authorization given by the Extraordinary Shareholders' General Meeting, pursuant to Sections L.225-177 et seq. of the French Commercial Code, shall be taken by a majority vote among the Directors who are present or represented. The concerned Director as well as any other Director who is likely to be granted similar options cannot take part in the vote.

The resolutions of the Board shall be taken at a majority vote ; in case of a split decision, the President has casting vote.

**14.4.** Any Director may grant a proxy – even by letter, telegram, telex or fax – to any other Director to represent him/her at a Board Meeting; however, each Director is not allowed to have more than one proxy per meeting.

**14.5.** The copies or abstracts of the minutes of the Board of directors are certified by the Chairman of the Board, the Chief Executive Officer, the Director temporarily delegated in the duties of President or by a representative duly authorized for that purpose.

#### **ARTICLE 15 - POWERS OF THE BOARD**

The Board of Directors defines the orientations of the Company's activity and supervises their implementation. Within the limits set out by the corporate purposes, and the powers expressly granted by law to the General Shareholders Meeting, the Board may deliberate upon the business of the Company and take any decisions thereof.

#### **ARTICLE 16 - CHAIRMAN**

The Board elects one of its members as Chairman of the Board, who must be an individual. The Board determines the duration of the office of the Chairman: it cannot exceed that of his/her office as a Director. The Board may revoke the Chairman at any time. The remuneration of the Chairman is decided by the Board of Directors.

The Chairman represents the Board and organizes its work. The General Shareholders' Meeting must be informed of this work, by the Chairman. The Chairman is responsible for the good functioning of the Company's organization and, in particular, has to check the ability of the Board members to perform their mission.

Pursuant to Section 706-43 of the French criminal proceedings Code, the Chairman may validly delegate to any person he/she chooses the powers to represent the Company within the framework of criminal proceedings which might be taken against the Company.

The Chairman of the Board of Directors cannot be over eighty years old. In case the Chairman reaches this limit during his/her tenure, he/she will automatically be considered as having resigned. However, his/her tenure is extended until the next Board of Directors Meeting, during which his/her successor shall be appointed. Subject to this provision, the Chairman of the Board may always be re-elected.

#### **ARTICLE 16 bis - CHIEF EXECUTIVE OFFICER**

The general management of the Company is performed, under his responsibility, either by the Chairman of the Board or by another individual, elected by the Board and bearing the title of Chief Executive Officer.

The choice between these two methods of management belongs to the Board and must be made as provided for by these bylaws.

Shareholders and third parties will be informed of this choice in the conditions set out by the decree n° 2002-803 of May, 3<sup>rd</sup>, 2002.

The Chief Executive Officer is vested with the most extensive powers to act under all circumstances on behalf of the Company, within the limits set out by the corporate purposes, and subject to the powers expressly granted by law to the Board of Directors and the General Shareholders Meeting.

The Chief Executive Officer represents the Company with third parties. The Company is bound by the acts of the Chief Executive Officer overcoming the corporate purposes, unless proven that the third party knew such act overcame the corporate purposes or could not ignore so in light of the circumstances; yet, the sole publication of the bylaws is not enough to constitute a sufficient evidence thereof.

The remuneration of the Chief Executive Officer is decided by the Board of Directors. The Chief Executive Officer can be revoked at any time by the Board of Directors. If this revocation is not justified, damages may be allocated to the Chief Executive Officer, except when the Chief Executive Officer is also the Chairman of the Board.

The Chief Executive Officer may not hold another position as Chief Executive Officer or member of a Supervisory Board in a company registered in France except when (i) such company is controlled (as referred to in Section L.233-16 of the French Commercial Code) by the Company and (ii) when this controlled company's shares are not quoted on a regulated market.

The Chief Executive Officer cannot be over seventy years old. In case the Chief Executive Officer reaches this limit during his/her tenure, he/she will automatically be considered as having resigned. However, his/her tenure is extended until the next Board of Directors meeting, during which his/her successor shall be appointed.

#### **ARTICLE 17 - DEPUTY CHIEF EXECUTIVE**

Upon the Chief Executive Officer's proposal, the Board of Directors may appoint one or several individual(s) as Deputy Chief Executive(s) with the aim of assisting the Chief Executive Officer.

The Deputy Chief Executive may be revoked at any time by the Board, upon proposal of the Chief Executive Officer.

In agreement with the Chief Executive Officer, the Board of Directors shall determine the scope and duration of the powers delegated to the Deputy Chief Executive. The remuneration of the Deputy Chief Executive is decided by the Board of Directors.

Towards third parties, the Deputy Chief Executive has the same powers as the Chief Executive Officer, among which the ability to represent the Company in court.

The Deputy Chief Executive Officer cannot be over seventy years old. In case a Deputy Chief Executive Officer would reach this limit during his/her office, he/she would automatically be considered as having resigned. However, his/her office is extended until the soonest Board of Directors meeting, during which his/her successor shall be appointed.

In any case, the maximum number of Deputy Chief Executive(s) cannot exceed five.

#### **ARTICLE 18 - AGREEMENTS SUBJECT TO AUTHORIZATION**

**18.1.** Securities, endorsement of drafts and guarantees provided for by the Company shall be authorized by the Board of Directors in compliance with the conditions provided for by the law.

**18.2.** Any agreement to be entered into - either directly or indirectly or through an intermediary - between the Company and one of its Directors, its Chief Executive Officer or Deputy Chief Executive, one of its shareholders holding more than 5% of the voting rights or, if it is a company, the company controlling it (as referred to in the Section L.233-3 of the French Commercial Code) is subject to a prior authorization of the Board of Directors. The same authorization applies to the agreements in which these persons are indirectly interested.

Such prior authorization is not required for agreements which, even though they are entered into by the above mentioned persons, concern usual operations which have been entered into on standard conditions. Nevertheless, such agreements have to be reported to the Chairman by the concerned person. Furthermore, the lists and purposes of these agreements shall be communicated by the Chairman to the Board of Directors and to the Statutory Auditors.

The same shall apply for agreements between the Company and another company, whenever one of the Directors, Chief Executive Officer(s) or Deputy Chief Executive(s) of the Company is the owner, a partner with



unlimited liability, a manager, Director, Chief Executive Officer, member of the Executive Board or Supervisory Board of said company.

The prior authorization of the Board of Directors is required pursuant to the conditions provided for by law. It being specified that said director shall not be taken into account for the quorum calculation and that his/her vote shall not be taken into consideration for the calculation of the majority.

#### **ARTICLE 19 - PROHIBITED AGREEMENTS**

Directors who are not legal bodies are prohibited from taking out loans from the Company, under any form whatsoever, from getting an overdraft on a current account or otherwise, and benefiting from a guarantee from the Company for the agreements they have entered into with third parties.

The same prohibition applies to Chief Executive Officers, Deputy Chief Executives and to permanent representatives of the Directors legal bodies. It also applies to spouses, ascendants and descendants of the persons referred to in the previous paragraph, as well as to any interposed person.

### **TITLE V** **AUDITORS**

#### **ARTICLE 20 - AUDITORS**

The Ordinary Shareholders' General Meeting shall appoint one or two Auditors and substitute Auditors for a duration under the conditions and for the task complying with (French) Law.

The Auditors are appointed for six fiscal years. Their mandate ends at the time of the General Meeting deciding upon the statements of the sixth fiscal year.

The Auditor appointed to replace another shall only remain in service until the expiration of the mandate of his predecessor.

Auditors are indefinitely re-eligible.

One or several shareholders representing at least one twentieth of the registered capital may ask in court the objection to one or several Auditors appointed by the meeting and the designation of one or several other Auditors who shall provide their services replacing the objected Auditors. Under penalty of unacceptability of the request, the latter shall have to be made before the President of the Commercial Court who shall rule in chambers within a period of thirty days as from the rejected nomination.

The Auditors must be called at the Board meeting during which the accounts of the ended financial year shall be closed and at all shareholders meetings.

#### **ARTICLE 21 - EXPERTISE**

One or several shareholders representing at least one twentieth of the registered capital may ask to the President of the Commercial Court to rule in chambers to designate an expert in charge of presenting a report on one or several management operations.

The report from the expert possibly appointed must be sent to the petitioners, to the Board, to the *Ministère Public* ("Attorney General"), to the Labor Committee and to the COB (*French SEC*) ; it shall also be attached to the report from the Auditor(s) prepared for the forthcoming General Meeting and should be granted the same advertising.

### **TITLE VI** **GENERAL MEETINGS**

#### **ARTICLE 22 - GENERAL RULES**

- 1) The annual Ordinary General Meeting shall have to meet every six month, following the end of each financial year subject to an extension of that period further to a court decision.

2) Extraordinary Shareholders' General Meetings or Ordinary Shareholders' General Meetings called up extraordinarily may also be called up further to a notice from either the Board or the Auditors or the Agent designated by the court upon the petition of the Labor Committee or any interested person in case of an urgent matter or one or several shareholders representing at least one twentieth of the registered capital.

3) The General Meetings are held at the head office or in any other place indicated in the notice which may even be out of the department of the head office.

In case of an urgent matter, the Labor Committee may go to court and ask for the appointment of an Agent who will be in charge of convening the Shareholders' General Meeting.

The Labor Committee may also require the registration of resolution proposals on the agenda.

Two members of the Labor Committee, one from the "*cadres techniciens et Agents de maîtrise*" category, and one from the "*employés et ouvriers*" category, may be appointed by the Labor Committee in order to assist to the Shareholders' General Meetings. Upon their demand, they must be listened to during for all deliberations requiring an unanimous vote from the shareholders.

4) The notices for General Meetings are sent to each shareholder at least fifteen days prior to these meetings either by simple mail or registered mail.

Should the General Meeting not have been able to decide validly due to the failing of the required quorum, a second meeting is called up the same way as the first one and the calling up notice shall remind its date. However the time limit for such a notice is reduced to six days.

5) The calling up notice shall indicate the corporate name possibly followed by its acronym, the corporate form, the amount of registered capital, the address of its registered offices, the corporate identification numbers with the French Trade Registry and the National Institute of Statistics and Economic Surveys (Institut National de la Statistique et des Etudes Economiques INSEE), the dates, hour and place of the meeting and its nature, extraordinary, ordinary or special together with its agenda.

Subject to miscellaneous questions which should be of no major importance, questions indicated on the agenda are mentioned in such a manner that their content and scope appear clearly without having to refer to other documents.

One or several shareholders may under the conditions provided in Sections 128 to 131 of the decree n° 67-236 dated March 23<sup>rd</sup>, 1967 require the recording on the agenda of resolution projects which do not concern the presentation of candidates to the Board.

The Meeting cannot deliberate on a question which is not listed on the agenda; however, it may in all circumstances revoke one or several members from the Board and proceed with their replacement.

The Meeting agenda cannot be modified on the second calling up.

6) All shareholders attend the General Meeting whatever the number of their shares as long as they have been paid up for required payments.

7) A shareholder can only be represented by another shareholder or his/her spouse who may not be a shareholder.

The mandate is granted for a single meeting ; however it can be granted for two meetings, an ordinary meeting and an extraordinary meeting held on the same day or within a period of seven days.

The mandate granted for a meeting is valid for successive meetings called up covering the same agenda.

The following documents must be attached to any proxy form sent to the shareholders :

- the meeting agenda
- the text of the projects of resolutions presented by the Board and if need be by the shareholders or the Labor Committee.

- a summary on the corporate situation during the ended financial year with a chart on the corporate results during the past five financial years or each of the financial years since the incorporation of the Company if their number is inferior to five.
- a form for the sending of the documents and information listed under article 135 of the decree mentioned here above, informing the shareholder that he/she may obtain by simple request the automatic sending of the documents and information mentioned above for each forthcoming Shareholders' Meetings.

The proxy form must inform the shareholder in a very clear manner that failing any indication of Agent, a favorable vote shall be issued in his/her name to adopt the resolution projects presented or consented by the Board. To issue any other vote, the shareholder must chose an Agent who accepts to vote in line with his/her mandate.

The proxy must be signed by the represented shareholder and indicate his/her name, usual first name and domicile, the number of shares he/she holds and the number of votes related to his/her shares.

The Agent namely designated on the proxy may not a substitute another person to him/herself.

- 8) The Meeting is presided over by the Chairman of the Board of Directors or, if he/she is absent, by a director duly delegated for that purpose by the Board. Otherwise, the Meeting elects its own president.

The two members of the meeting with most votes shall, if they accept that position, fulfill the tasks of scrutinizers

The Meeting Committee designates the secretary who may be selected among persons who are not shareholders.

- 9) An attendance sheet is kept and contains:
- the name, usual first name and domicile of each shareholder, attending or represented, the number of shares he/she holds and the number of votes related to these shares.
  - the name, usual first name and domicile of each Agent, the number of shares represented by his/her mandates and the number of votes related to his/her shares.

Comments on the represented shareholders may not be mentioned on the attendance sheet provided the powers are attached thereto and their number is indicated.

The Meeting Committee shall certify as true the attendance sheet duly signed by the present or represented shareholders.

- 10) Secret ballot vote shall be adopted whenever claimed by the Meeting Committee or members of the meeting representing more than half of the registered capital represented at that Meeting.

- 11) For all meetings, the quorum is counted on the total amount of shares forming the registered capital deducting those which are not entitled to the voting right by virtue of the legislative or regulatory provisions.

- 12) Each member of the meeting has as much votes as he/she possesses and represents shares, both under his/her personal name and as Agent, without limitations. However, in meetings held for the checking the shares invested in kind or specific advantages, each shareholder may not dispose of more than ten votes.

In the case of beneficial ownership, the right to vote related to the share belongs to the beneficial owner in Ordinary General Meetings and to the bare owner in Extraordinary or Special General Meetings.

The joint owners of shares must be represented by only one among them or by a sole Agent.

Finally, the owner of the securities pledged again shall have the right to vote.

- 13) Minutes shall witness resolutions voted in General Meetings and shall contain the required comments on a special register kept in the registered office under the conditions provided here above and signed by the members of the Board Committee.

Copies or extracts of the minutes of the General Meeting are validly certified by the Chairman of the Board, a Director duly empowered to act as a Chief Executive Officer, or by the secretary of the meeting.

- 14) Shareholders exercise their rights related to communications and copies under the conditions provided by law.
- 15) The votes of the Shareholder attending to the meeting by means of videoconference or telecommunications, according to regulatory provisions, shall be taken into account for the calculation of the quorum and the majority of the said meeting.

#### **ARTICLE 23 - EXTRAORDINARY GENERAL MEETINGS**

The Extraordinary Shareholders' General Meeting is alone entitled to modify bylaws as far as all their provisions : any contrary clause shall be declared void. However, it may not increase shareholders' commitments subject to operations resulting from a regrouping of shares regularly carried out.

The Extraordinary Shareholders Meeting may only deliberate under the quorum criteria provided by the relevant provisions of the French Commercial Code.

Resolutions shall be adopted by the majority of two third of the voting rights of the attending or represented shareholders, including the shareholders voting by mail.

#### **ARTICLE 24 - ORDINARY GENERAL MEETINGS**

The Ordinary Shareholders' General Meeting takes all decisions except those which are of the competence of the Extraordinary Shareholders' General Meeting.

The Ordinary Shareholders Meeting may only deliberate under the quorum criteria provided by the relevant provisions of the French Commercial Code.

It shall act by a majority of votes owned by the attending or represented shareholders, including the shareholders voting by mail.

### **TITLE VII** **INVENTORIES - PROFITS - RESERVES**

#### **ARTICLE 25 - COMPANY'S FISCAL YEAR**

Each fiscal year shall cover a period of twelve months starting on January 1<sup>st</sup> and ending on next December 31<sup>st</sup>.

#### **ARTICLE 26 - INVENTORY – ACCOUNTS**

Regularly accounting of corporate operations is held in compliance with Law.

At the end of the each fiscal year, the Board draws up an inventory and the financial statements.

A management report is prepared on the situation of the Company over the last fiscal year, its expected evolution, the major events which occurred between the date of the end of the last fiscal year and the date on which the management report is prepared and on its activities in research and development.

All these documents are made available to the Auditors disposal according the provisions set forth by the law.

#### **ARTICLE 27 - FIXING, ALLOCATION AND DISTRIBUTION OF PROFITS**

On the profit of each fiscal year subject to reduction of the amount of the previous law, an amount equal to 5 % of it shall be allocated in order to constitute the legal funds ; such allocation is no longer compulsory when the said funds amount to 10 % of the registered capital ; should the amount of the legal funds become inferior of the registered capital, such allocation should have to be implemented.

The General Meeting may allocate any amount to the appropriation of all optional, ordinary or extraordinary funds or carrying it forward.

The profit of the fiscal year reduced by the amount of previous losses and by the amount to be allocated to the reserves according any legal provisions or bylaws and increased by the amount of the carried forward profit constitutes the distributable profit.

Further to the approval on the financial statement and the determination of the distributable amounts, the General Meeting decides the amount of the dividends to be distributed to the shareholders. The General Meeting may also decide on the distribution of amounts appropriated from the reserves it has available either to provide or complete dividends or as extraordinary distribution ; in such a case, the decision shall expressly indicate the reserve items from which the distributions are made. However, the dividends have to be priorly distributed from the distributable profit of the current fiscal year.

#### **ARTICLE 28 - PAYMENT OF DIVIDENDS**

The terms and conditions of payment of dividends voted by the General Meeting are decided by the relevant meeting or, failing such decision, by the Board. However, the payment must occur within a period which can not exceed nine months from the end of the fiscal year unless a court decision authorizes an extension of such time limit for payment.

Dividends which are not claimed within five years from their maturity date shall be bared.

### **TITLE VIII**

#### **EXTENSION - DISSOLUTION - WINDING UP**

#### **ARTICLE 29 - EXTENSION**

At least one year prior to the expiration date of the Company, the Board must convene a Extraordinary Shareholders' General Meeting to decide the prorogation of the Company; such prorogation may not exceed 99 years.

Failing such Extraordinary Shareholders' General Meeting, any shareholder may fifteen days further to a formal notice sent to the Chairman of the Board, by registered letter remaining unsuccessful, request from the courts the appointment of a Agent in charge of convening the meeting here above.

#### **ARTICLE 30 - DISSOLUTION**

The Extraordinary Shareholders' Meeting may, at any time, decide the accelerated dissolution of the Company.

If - as a consequence of the losses showed by the Company's accounts, the net assets of the Company are reduced below one half of the registered capital of the Company, the Board of Directors must, within four months from the approval of the accounts showing this loss, convene an Extraordinary Shareholders' General Meeting in order to decide whether the Company should be dissolved before its statutory term.

If the dissolution is not declared, the registered capital must - at the latest at the closing of the second fiscal year following that which has showed the losses and subject to the legal provisions concerning the minimum capital of *sociétés anonymes* be reduced by an amount at least equal to the losses which could not be charged on reserves, if during that period the net assets have not been restored up to an amount at least equal to one half of the capital.

Failing such meeting of the Extraordinary Shareholders' General Meeting as well as when the meeting has not been able validly to take its resolutions, any person with an interest to do so may file a claim before a court for the dissolution of the Company.

The Company is in liquidation at the time of its dissolution, whatever the reason. Its legal personality remains for the needs of the liquidation until it is closed.

During the liquidation, the General Meeting keeps the same powers as when the Company existed.

The shares remain negotiable until the liquidation is closed.

The dissolution of the Company is opposable to third parties only as from the date when the dissolution is published at the Trade and Corporate Registry.

**ARTICLE 31 - WINDING UP**

The winding up of the Company shall be carried out under the conditions provided for sections L.237-1 to L.237-31 of the French Commercial Code and under the provisions of the decree of March 23<sup>rd</sup>, 1967 referred to for their application.

Further to the extinction of the liabilities, the reimbursement of the shares nominal (registered) capital shall be carried out. The liquidation bonus shall be distributed to the shareholders in a due proportion of their respective rights.

**TITLE IX**  
**DISPUTES - ELECTION OF DOMICILE**

**ARTICLE 32 - DISPUTES**

Any disputes arising during the existence or the winding up of the Company either between the shareholders and the company or between the shareholders themselves and related to corporate matters shall be submitted to the Courts of the location of the registered office.

# Bail Commercial

Entre :  
**MAISON ANTOINE BAUD**  
**&**  
**EDAP TMS FRANCE**

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**Entre les Soussignées :**

**§ La Société MAISON ANTOINE BAUD,**

Société Anonyme au capital de 3.096.336 €,  
dont le siège social est à COURNON D'AUVERGNE (Puy de Dôme), Zone Industrielle les Acilloux,  
Immatriculée au Registre du Commerce et des Sociétés de CLERMONT-FERRAND sous le numéro 855 201 521,

*Représentée par Monsieur Patrick DUPRE ; en sa qualité de Directeur Général Délégué de la société.*

*Ci-après dénommée "LE BAILLEUR",*

*D'une part.*

**Et**

**§ La société EDAP TMS FRANCE,**

Société par actions simplifiée au capital de 6 818 751 €,  
Dont le siège social est situé 4-6 rue du Dauphiné – Parc d'Activité La Poudrette Lamartine à VAUX-EN-VELIN (69120)  
Immatriculée au Registre du Commerce et des Sociétés de LYON sous le numéro 394 804 447,

*Représentée par Monsieur Marc OCZACHOWSKI, en sa qualité de Président.*

*Ci-après dénommée "LE PRENEUR",*

*D'autre part.*

**Il a été préalablement exposé ce qui suit :**

Aux termes d'un acte sous seing privé en date à Lyon (69) du 10 octobre 2002, la société MAISON ANTOINE BAUD a consenti un bail commercial à la société TMS, portant sur les locaux situés à VAUX-EN VELIN (69120), 4 rue du Dauphiné, pour une durée de neuf années à compter du 1<sup>er</sup> octobre 2002.

Aux termes de deux avenants en date du 15 octobre 2002 et du 28 juin 2004, les parties ont complété la clause relative à l'assurance, ont supprimé de la surface louée, le lot C3 à usage d'archives, représentant une superficie de 410 m<sup>2</sup> dans le bâtiment C, et ont ajouté le lot B2 représentant une superficie de 825 m<sup>2</sup> dans le bâtiment B, à compter du 30 juin 2004.

Le bail dont il est fait mention ci-dessus arrivant à expiration, les parties se sont rapprochées aux fins de le renouveler aux charges et conditions suivantes :

**Il a été convenu ce qui suit :**

**CONVENTION**



Par les présentes, le BAILLEUR renouvelle le bail à loyer, au profit du PRENEUR qui accepte, portant sur les biens immobiliers dont la désignation suit et situés à VAUX-EN-VELIN (69120).

Le renouvellement de bail a été consenti et accepté sous les charges, clauses et conditions suivantes que le PRENEUR s'est engagé à respecter sous peine de résiliation immédiate sans préjudice de toutes autres indemnités et dommages intérêts.

## **1. Désignation**

Le local ci-après désigné, dépendant d'un Ensemble Immobilier sis à VAUX-EN-VELIN (69120), 4 rue du Dauphiné, bâtiment B, comprenant :

- § Locaux à usage de bureaux (lots B1, B6-B7, B4-B5, B3) d'une superficie totale d'environ 3 325 m<sup>2</sup> ;
- § Locaux à usage de stockage d'archives (lot B2) d'une superficie d'environ 825 m<sup>2</sup>.

Ainsi au surplus que le local sus-désigné existe et se comporte, avec toutes ses aisances et dépendances, sans exception ni réserve, et tel qu'il figure au plan demeuré ci-annexé (ANNEXE 1) après mention et visa des requérants.

Le PRENEUR déclare bien connaître les locaux pour les occuper depuis 2002.

## **2. Durée - Bail de neuf ans dont six ans fermes**

Le présent bail est consenti et accepté pour une durée de 9 années entières et consécutives à compter du 1er octobre 2011.

Par dérogation aux dispositions de l'article L.145-4 du Code de Commerce, le PRENEUR n'aura pas la faculté de donner congé à l'issue de la première période triennale. Il retrouvera cette faculté à l'expiration de la seconde période triennale. Le BAILLEUR, en revanche, bénéficiera de cette faculté s'il entend invoquer les dispositions des articles L. 145-18, L. 145-21 et L.145-24 du Code de Commerce afin de construire ou de reconstruire l'immeuble existant, de le surélever ou d'exécuter des travaux prescrits ou autorisés dans le cadre d'une opération de restauration immobilière. Dans ce cas, le BAILLEUR devra donner congé par acte extrajudiciaire, au moins six mois avant l'expiration de la période triennale en cours.

## **3. Destination des lieux loués**

Les locaux présentement loués devront servir exclusivement à l'activité du PRENEUR, savoir la recherche de dispositifs électroniques, informatiques pour le traitement des matériaux, études d'appareillages, fabrication, commercialisation d'appareils médicaux de haute technologie.

Les adjonctions d'activités connexes ou complémentaires ainsi que l'exercice dans les lieux loués d'une ou plusieurs activités différentes ne seront possibles que dans les conditions fixées aux articles L. 145-47 et L. 145-55 du Code de Commerce.

## **4. Charges et conditions**

Le présent bail a été consenti et accepté sous les charges et conditions ordinaires et de droit et en outre sous celles suivantes que le PRENEUR s'oblige à exécuter sans pouvoir exiger aucune indemnité ni diminution de loyer :

### **4.1. État des lieux**

Le PRENEUR ayant d'ores et déjà la jouissance des lieux loués depuis la signature du bail d'origine et de ses différents avenants, les parties s'en réfèrent expressément aux clauses de ces conventions qui demeurent de rigueur entre les parties.

### **4.2. Autres conditions générales**

Les paragraphes 2) à 31) de l'article "Autres Conditions Générales", stipulés entre les parties dans le cadre du bail conclu entre elles le 1er octobre 2002, dont copie figure en annexe des présentes, demeurent de rigueur entre les parties dans le cadre du présent renouvellement.

## **5. Loyer**

Le présent bail est consenti et accepté moyennant un loyer annuel de deux cent quatre vingt cinq mille sept cent soixante treize euros et quarante quatre centimes (285 773,44 €) hors taxes, hors charges et hors foncier.

D'un commun accord entre les parties, ce loyer fera l'objet d'une remise exceptionnelle fixée à un montant 5.550 € HT par trimestre, pour la période allant du 1er octobre 2011 au 30 septembre 2012, soit une remise globale de 22.200 € HT.

Tous les paiements auront lieu au domicile du BAILLEUR ou en tout autre endroit indiqué par lui, par prélèvement automatique, ce qui est expressément accepté par le PRENEUR qui s'y oblige.

Le PRENEUR s'oblige à payer ledit loyer au BAILLEUR, trimestriellement et d'avance.

## **6. Révision du loyer**

Les parties conviennent expressément que le loyer sera réévalué chaque année, à la date anniversaire de l'entrée en jouissance du présent bail, en fonction de la variation annuelle de l'indice du coût de la

construction tel qu'il est établi par l'Institut National de la Statistique et des Études Économiques. Pour le calcul de cette variation, il est expressément convenu que l'indice de base à prendre en considération sera celui du 1er trimestre de l'année 2011, soit 1 554 ; l'indice de référence sera celui du même trimestre des années suivantes.

L'indexation prendra effet sans que les parties soient tenues à aucune notification préalable. En cas de retard dans la publication de l'indice, le PRENEUR sera tenu de payer à titre provisionnel un loyer égal à celui du trimestre précédent ; l'ajustement sera effectué dès la publication de l'indice.

Il est expressément convenu entre les parties que cette variation ne pourra entraîner une diminution du montant du loyer. En cas de baisse de l'indice, le loyer sera maintenu au montant en cours à la date de révision, ce qui est expressément accepté par le PRENEUR.

Tout nouvel indice qui pourrait se substituer à l'indice de référence du présent bail s'appliquera mutatis mutandis au présent bail.

## **7. Dépôt de garantie**

Pour garantir l'exécution des obligations incombant au PRENEUR, celui-ci a d'ores et déjà versé dans le cadre du précédent bail et de ses avenants la somme de 71 443,36 € correspondant à un terme trimestriel de loyer.

Ce dépôt de garantie est remis au BAILLEUR à titre de gage avec dépossession dans les termes des articles 2341 et suivants du Code civil. Conformément à l'alinéa 2 de l'article 2341 du Code civil, les parties au présent bail conviennent de ce que le BAILLEUR sera dispensé de tenir la somme donnée en gage séparée des choses de même nature lui appartenant, à charge pour lui de restituer cette somme aux termes du bail.

Ce gage est expressément affecté à garantir l'exécution par le PRENEUR des charges et obligations lui incombant en vertu du présent bail, ainsi que le paiement de toutes sommes dont il pourrait être débiteur à un titre quelconque en fin de bail.

Le PRENEUR ne pourra donc s'en prévaloir pour le paiement d'un terme de loyer, ou de toute autre somme due au BAILLEUR en cours de bail. De convention expresse entre les parties, ce dépôt de garantie ne sera pas productif d'intérêts.

A chaque réajustement du loyer, le dépôt de garantie sera immédiatement augmenté, dans les mêmes proportions, de manière à correspondre à un trimestre de loyer en principal. En conséquence, le PRENEUR versera lors du premier terme de loyer révisé, la somme nécessaire pour ajuster ce dépôt de garantie. Il est précisé que si, pour quelque cause que ce soit, le dépôt de garantie est utilisé par le BAILLEUR, le PRENEUR aura l'obligation d'en reconstituer le montant ci-dessus convenu.

Le dépôt de garantie restera aux mains du BAILLEUR pendant toute la durée du bail et sera remboursé au PRENEUR en fin de jouissance, après libération des lieux et remise des clés, justification du paiement de toutes taxes ou impôts, exécution des réparations à sa charge, et déduction faite, le cas échéant, de toute somme due, ou qui pourrait être réclamée au BAILLEUR à quelque titre que ce soit.

A la demande du PRENEUR, acceptée par le BAILLEUR, une garantie à première demande fournie par un établissement bancaire notoirement solvable, portant sur un semestre de loyer et fournie pour toute la durée du bail et de ses éventuels renouvellements, pourra être substituée au dépôt de garantie, sous réserve qu'elle soit conforme au modèle annexé aux présentes et après agrément exprès du BAILLEUR sur les termes de la garantie et l'établissement garant.

## **8. Charges, taxes et prestations diverses**

En sus du loyer ci-dessus stipulé, le PRENEUR supportera la taxe d'enlèvement des ordures ménagères, la taxe de balayage, toute nouvelle contribution, taxe municipale ou autres, sous quelque dénomination que ce soit et pouvant être mise à la charge des locataires.

Seront aussi à la charge du PRENEUR, toutes les prestations et fournitures que les propriétaires sont en droit de récupérer sur les locataires et notamment celles énoncées à l'article 23 de la loi n° 89-462 du 06 juillet 1989.

Le PRENEUR supportera en outre :

§ la taxe foncière afférente aux locaux loués,

§ les surprimes d'assurances qui seraient mises à la charge du BAILLEUR par son Assureur, à raison de l'activité exercée par le PRENEUR et/ou de la renonciation à recours consentie par le BAILLEUR, pour assurer les lieux loués,

§ les prestations de direction, d'administration et de gestion engagés par le BAILLEUR évaluées forfaitairement à 3 % du montant du loyer hors taxes et hors charges.

Pour le paiement de ces charges évaluées à titre prévisionnel à la somme totale de 56 027,65 € HT pour l'année, le PRENEUR versera au BAILLEUR lors de chaque terme une provision de 16 752,27 € tenant compte de l'incidence de la TVA au taux actuel de 19,6%, à valoir sur le compte définitif desdites charges, lequel devra être arrêté au moins une fois l'an. Le solde en plus ou en moins sera régularisé sur le terme qui suivra l'arrêté de ce compte.

Ce montant de 67 009,08 € TTC (56 027,65 € HT) correspond au décompte suivant :

- Prestations de gestion : 10 253,55 € TTC ;
- Charges locatives : 7 363,53 € TTC ;
- Taxe foncière : 49 392 € TTC.

En cas de variation à la hausse ou à la baisse du taux de TVA, ces montants seront majorés ou minorés d'autant.

Le premier appel de charges interviendra au paiement des premiers loyers, et une régularisation interviendra à la date anniversaire de signature des présentes.

## 9. Prestations complémentaires

Le BAILLEUR a développé des compétences particulières en matière de prestations liées à l'immobilier, et concernant tant la gestion administrative et opérationnelle des dossiers relatifs à un ensemble immobilier (communication, suivi des travaux, gestion technique, extensions, procédures administratives, facturation des loyers et des charges, etc.) que l'étude de projets d'implantation.

Il pourra dans ce cadre, en fonction des demandes du PRENEUR, réaliser pour celui-ci un certain nombre de prestations, dont la nature et les conditions financières feront l'objet d'une convention particulière arrêtée d'un commun accord des parties.

## 10. Clause résolutoire

Il est expressément convenu qu'à défaut de paiement d'un seul terme à son échéance exacte ou d'exécution d'une seule de ses clauses et un mois après un simple commandement de payer ou une sommation d'exécuter, rappelant la présente clause et resté infructueux, le présent bail sera résilié de plein droit si bon semble au BAILLEUR, sans qu'il soit besoin de former aucune demande en justice. Dans cette hypothèse, comme en cas de résiliation pour une quelconque cause imputable au PRENEUR, ce dernier devra au BAILLEUR une somme correspondant à trois mois de loyer à titre de premiers dommages-intérêts ; cette somme s'imputera s'il y a lieu, sur le dépôt de garantie.

Dans le cas où le PRENEUR ou tout occupant de son chef se refuserait à évacuer les lieux, l'expulsion pourra avoir lieu sans délai, sur simple ordonnance de référé rendue par le Président du Tribunal de Grande Instance de la situation des biens.

## 11. Déclarations

### Déclarations du bailleur & du preneur :

Le BAILLEUR déclare :

- § qu'il n'est sous l'empire d'aucune restriction conventionnelle ou légale du droit de contracter le présent bail commercial.
- § qu'à sa connaissance, les biens loués ne font l'objet d'aucune mesure d'expropriation en cours, que ces biens ne sont pas situés dans un secteur de rénovation et plus généralement qu'aucune mesure actuelle d'urbanisme n'est susceptible de remettre en cause la jouissance résultant du présent bail.
- § qu'aucun commandement de saisie immobilière ou autre ne lui a été signifié concernant les biens loués.

Le PRENEUR déclare :

- § qu'il n'est sous l'empire d'aucune restriction conventionnelle ou légale du droit de contracter le présent bail commercial ;
- § qu'il n'est pas et n'a jamais été en procédure de sauvegarde, en état de redressement ou de liquidation judiciaire et ne pas être en état de cessation des paiements.

### **Risques naturels et technologiques**

En application des articles L.125-5 et R.125-26 du Code de l'environnement, le BAILLEUR déclare que les locaux loués ne dépendent pas d'un immeuble situé dans le périmètre d'un plan de prévention des risques naturels ou dans le périmètre d'un plan de prévention des risques technologiques.

En application des articles L.125-5 et R.125-26 du Code de l'environnement, le BAILLEUR déclare que les locaux loués dépendent d'un immeuble situé dans une zone de sismicité de niveau 2.

Afin de le constater, le BAILLEUR annexe aux présentes un état des risques naturels et technologiques établi depuis moins de six mois d'après le modèle défini par l'arrêté du 13 octobre 2005 (ANNEXE 2).

En outre, le BAILLEUR déclare que les locaux loués dépendent d'un immeuble qui n'a subi aucun sinistre, donnant lieu au versement d'une indemnité en application des articles L.125-2 ou L.128-2 du Code des assurances, du fait d'une catastrophe technologique ou naturelle.

### **Diagnostic de performance énergétique**

Le PRENEUR reconnaît qu'ayant la jouissance des lieux objet du présent renouvellement depuis de nombreuses années, il dispose de l'ensemble des éléments d'information nécessaires au titre de son appréciation de la performance énergétique des lieux loués, et dispense expressément le BAILLEUR de toute autre information à cet égard".

### **Déclaration fiscale**

Conformément à l'article 260 du Code Général des Impôts, le BAILLEUR confirme son option pour l'assujettissement du présent bail à la taxe sur la valeur ajoutée, le PRENEUR s'oblige à payer au BAILLEUR, en sus de loyer fixé hors taxes, et lors du paiement de chaque terme de ce loyer, le montant de cette taxe.

La présente option sera confirmée par courrier adressé aux services des Impôts.

## **12. Enregistrement**

Les parties requièrent l'enregistrement des présentes.

## **13. Frais**

Les frais et droits des présentes et de leurs suites seront supportés par le PRENEUR qui s'y oblige. Le PRENEUR rembourse au BAILLEUR une quote-part égale à 900 € HT sur les honoraires de rédaction des présentes.

#### **14. Élection de domicile**

Pour l'exécution des présentes les parties font élection de domicile en leur siège social respectif, tel qu'indiqué en tête des présentes.

Fait en trois exemplaires,

A

Le

**LE BAILLEUR**

MAISON ANTOINE BAUD

M. Patrick DUPRE

**LE PRENEUR**

EDAP TMS FRANCE

M. Marc OCZACHOWSKI

# ***Avenant à bail Commercial***

Entre :

**MAISON ANTOINE BAUD**

**&**

**EDAP TMS FRANCE**

**Ensemble Immobilier sis à VAULX-EN-VELIN (69120)- 4 rue du Dauphiné**

## **Entre les soussignés :**

### **- La société MAISON ANTOINE BAUD**

Société anonyme au capital de 3.096.336 €,

Dont le siège est à COURNON D'Auvergne (63800) – Z.I « LES ACILLOUX », 27 route du Cend्रे,

Immatriculée au R.C.S. de CLERMONT-FERRAND sous le numéro 855 201 521.

*Représentée par Monsieur Patrick DUPRE, en sa qualité de Directeur Général de la société,*

**Le bailleur, d'une part.**

## **Et :**

### **- La Société EDAP TMS FRANCE,**

Société par Actions Simplifiée au capital de 6.818.751 €,

dont le siège social situé 4-6 rue du Dauphiné – Parc d'Activité La Poudrette Lamartine à VAULX-EN-VELIN (69120),

Immatriculée au Registre du Commerce et des Sociétés de LYON sous le numéro 394 804 447,

*Représentée par Monsieur Marc OCZACHOWSKI, en sa qualité de Président.*

**Le preneur, d'autre part.**

## **Il a été préalablement exposé ce qui suit :**

1°) Aux termes d'un acte sous seing privé en date à LYON (69) du 10 octobre 2002, la société MAISON ANTOINE BAUD a consenti un bail commercial à la société TMS portant sur les locaux situés à VAULX-EN-VELIN (69120), 4 rue du Dauphiné, pour une durée de neuf années à compter du 1<sup>er</sup> octobre 2002.

2°) Aux termes de deux avenants en date du 15 octobre 2002 et du 28 juin 2004, les parties ont complété la clause relative à l'assurance, ont supprimé de la surface louée, le lot C3 à usage d'archives, représentant une superficie de 410 m<sup>2</sup> dans le bâtiment C et on ajouté le lot B2 représentant une superficie de 825 m<sup>2</sup> dans le bâtiment B, à compter du 30 juin 2004.



3°) Aux termes d'un acte sous seing privé en date du 1<sup>er</sup> novembre 2011 à VAULX-EN-VELIN (69), les parties ont décidé de renouveler ledit bail pour une durée de neuf années entières et consécutives à compter du 1<sup>er</sup> octobre 2011 étant précisé que les parties ont expressément convenu que le PRENEUR n'aura pas la faculté de donner congé à l'issue de la première période triennale.

Ce renouvellement a été conclu moyennant un loyer annuel de 285.773,44 € hors taxes, hors charges et hors foncier.

Les paragraphes 2) à 31) de l'article « Autres Conditions Générales », stipulées entre les parties dans le cadre du bail conclu le 1<sup>er</sup> octobre 2002 demeurent de rigueur entre les parties.

4°) Les parties ayant décidé de modifier la clause « Assurance », elles ont décidé d'établir le présent avenant pour prendre en compte cette modification.

### **Ceci exposé, il a été convenu et arrêté ce qui suit :**

<b>AVENANT</b>
----------------

Les parties conviennent ce qui suit :

- **Modification de la clause « Assurance »**

Les parties décident de modifier la clause « Assurance » comme suit, avec effet rétroactif au 1<sup>er</sup> novembre 2011 :

« Assurance – Responsabilités :

Le BAILLEUR assurera la totalité de l'ensemble immobilier en valeur de reconstruction à neuf, notamment contre les risques d'incendie, d'explosion, foudre, dommages électriques, tempête, ouragan, cyclone, dégât des eaux, chute d'appareils de navigation aérienne, sabotage, catastrophes naturelles, émeutes, mouvements populaires, actes de terrorisme, ainsi que sa responsabilité civile (du fait de ses bâtiments et/ou de ses préposés...), auprès d'une ou plusieurs compagnies notoirement solvables, et maintiendra ces assurances pendant toute la durée du bail.

Le PRENEUR, sera tenu de contracter auprès d'une ou plusieurs compagnies d'assurances notoirement solvables, une ou plusieurs polices d'assurances garantissant notamment les risques d'incendie, d'explosion, foudre, dommages électriques, tempête, ouragan, cyclone, dégâts des eaux, chutes d'appareils de navigation aérienne, sabotage, catastrophes naturelles, émeutes, mouvements populaires, actes de terrorisme, pour couvrir le mobilier, le matériel, les marchandises qui pourraient garnir les lieux loués, ainsi que le recours des voisins et des tiers, les risques de responsabilité civile inhérents à son activité professionnelle (hors risques locatifs).

Il devra maintenir ces assurances pendant toute la durée du bail et justifiera de l'acquit des primes à toute réquisition du BAILLEUR.

Le BAILLEUR et ses assureurs renoncent à tous recours envers le PRENEUR et ses assureurs.

Réciproquement, le PRENEUR et ses assureurs renoncent à tous recours contre le BAILLEUR et ses assureurs.

Si l'activité exercée par le PRENEUR entraîne, soit pour le BAILLEUR, soit pour des colocataires, soit pour les voisins (ou toute autre partie intéressée) des surprimes d'assurance, le PRENEUR sera tenu au remboursement desdites surprimes, sur simple demande et justification du BAILLEUR. »

\*

\*       \*

Les autres dispositions du bail en date du 1<sup>er</sup> novembre 2011 demeurent de rigueur entre les parties.

### **Enregistrement**

Les parties requièrent l'enregistrement des présentes.

### **Élection de domicile**

Pour l'exécution des présentes les parties font élection de domicile en leur siège social respectif, tel qu'indiqué en tête des présentes.

**Fait en deux exemplaires,**

**A**

**Le**

Le BAILLEUR  
**MAISON ANTOINE BAUD**  
M. Patrick DUPRE

Le PRENEUR  
**EDAP TMS FRANCE**  
Représentée par  
M. Marc OCZACHOWSKI,

**SUMMARY OF  
COMMERCIAL LEASE**

**Between**  
**MAISON ANTOINE BAUD**  
**&**  
**EDAP TMS France**  
**Dated November 1, 2011**

BETWEEN THE UNDERSIGNED:

**MAISON ANTOINE BAUD**, Société Anonyme [French limited company] with a capital of 3 096 336 €, with its registered office in COURNON D'Auvergne (63800) ZI Les Acilloux 27, Route du Cend्रे, recorded in the Clermont Ferrand Trade Registry under the number 855201521, represented by Mr. Patrick DUPRE Deputy -Chief Executive Officer,

hereinafter referred to as: " THE LESSOR "  
**ON THE ONE HAND;**

and

**EDAP TMS FRANCE**, Société par Actions Simplifiée [French limited company] with a capital of 6 818 751 euros, with its registered office in VAULX EN VELIN (69120) 4, rue du Dauphiné, recorded in the Lyon Trade Registry under the number 394 804 447, represented by Mr. Marc Oczachowski, President,

hereinafter referred to as " THE LESSEE "  
**ON THE OTHER HAND;**

IT HAS BEEN AGREED AND DECIDED AS FOLLOWS:

**\*\* SUMMARY OF SIGNIFICANT TERMS OF LEASE AGREEMENT \*\***

Initial 2002 lease contract terminated in Oct. 2011 and therefore both parties agreed to renew it with the following terms:

**DESCRIPTION**

Offices to be rented are situated in VAULX-EN-VELIN (69120) 4 rue du Dauphine, B Unit :

- Building used as offices (Units B1, B6-B7, B4-B5, B3) with a total area of 3,325 m<sup>2</sup>
- Building for archives (Unit B2) with a total area of 825 m<sup>2</sup>.

**DURATION OF THE LEASE – NINE YEARS WITH SIX FIXED YEARS**

This lease is granted and accepted for a period of NINE full and consecutive years as from October 1, 2011.

The Lessee will not be able to terminate the contract before SIX years. The Lessor may terminate the lease at the end of the third year by providing the Lessee with at least six months' notice, and in accordance with provisions of the French commercial code relating to construction or rebuilding of the building or renovation of the premises,

**OTHER GENERAL CONDITIONS**

Paragraphs 2-31 under the article "Other General Conditions" in the original lease between the parties dated October 1, 2002 remain in effect. The translation of the original lease was filed as Exhibit 4.4 to the annual report on Form 20-F for the year ended December 31, 2002, filed on May, 8, 2003.

#### **RENT**

This lease is granted and accepted in return for an annual rent amounting Euros 285,773.44 , excluding taxes and charges. The Lessee undertakes to pay the rent fixed in four equal instalments payable quarterly, in advance.

#### **REVISION OF THE RENT**

The revision of the rent shall take place each year on the date of anniversary of the present lease with reference to the INSEE index for the cost of construction.

This clause for the annual indexing of the rent shall not have the effect of decreasing the revised rent to an amount less than the rent at the time of the calculation of the revision.

#### **GUARANTEE DEPOSIT**

To guarantee the execution of obligations incumbent on it, the Lessee already paid a sum amounting Euros 71,443.36 within the scope of initial 2002 lease agreement corresponding to the amount of one rental instalment, as a guarantee deposit and refundable at the end of the lease, one month after complete removal and return of the keys, and after deduction of all the sums than may be due by the Lessee for rent, refundable tax charges for repairs or on any other grounds.

This sum shall not produce interest..

The said sum shall be increased at the time of each revision of the rent, in order to equal, at any time, one rent instalment.

#### **SERVICE CHARGES**

The Lessee will be responsible for the following taxes and service charges :

- Cleaning and trash removal charges,
- Charges as per Article 23 of 89-462 6<sup>th</sup> July 1989 Act,
- Property tax linked to rented offices
- Supplemental insurance premium paid by the Lessor to its insurance company related to the Lessee's activity
- Administrative, managing services incurred by the Lessor and that will be charged (3% of the rent) to the Lessor.

Total amount of these charges have been evaluated to approximately Euros 56,027.65 excluding taxes per year. The Lessee will pay a quarterly sum of Euros 16,752.27, taxes included, to the Lessor as a provision. The sum will be adjusted at the end of each year.

#### **DEFEASANCE CLAUSE**

It is expressly agreed that failing payment, on its due date, of all or part of any sum whatsoever due by the Lessee on the grounds of this contract, as in the case of non-execution of any one of the conditions of this lease and one month after order to pay or summons to perform remaining without effect, this lease shall be terminated as of right, if so wished by the Lessor, without the need for any legal formality. In this case, the Lessee will pay an first indemnity amount corresponding to three times the rent if necessary taken out from the guarantee. If the Lessee refuses to leave the premises, it shall suffice to force it for a simple decision to be given in summary proceedings by the President of the *Tribunal de Grande Instance* of the location of the leased premises.

BETWEEN THE UNDERSIGNED:

**MAISON ANTOINE BAUD**, Société Anonyme [French limited company] with a capital of 3 096 336 €, with its registered office in COURNON D'AUVERGNE (63800) ZI Les Acilloux 27, Route du Cendre, recorded in the Clermont Ferrand Trade Registry under the number 855201521, represented by Mr. Patrick DUPRE Deputy -Chief Executive Officer,

hereinafter referred to as: " THE LESSOR "

**ON THE ONE HAND;**

and

**EDAP TMS FRANCE**, Société par Actions Simplifiée [French limited company] with a capital of 6 818 751 euros, with its registered office in VAULX EN VELIN (69120) 4, rue du Dauphiné, recorded in the Lyon Trade Registry under the number 394 804 447, represented by Mr. Marc Oczachowski, President,

hereinafter referred to as " THE LESSEE "

**ON THE OTHER HAND;**

IT HAS BEEN AGREED AND DECIDED AS FOLLOWS:

**\*\* SUMMARY OF SIGNIFICANT TERMS OF AMENDMENT #1 TO LEASE AGREEMENT \*\***

Both parties agree to amend the "Insurance" clause as follows, with effect from November 1, 2011

The Lessor will insure the entire building for its reconstruction value, in particular, against fire, explosions, lightning, natural disasters, electrical or water damage, sabotage, falling aircraft, acts of terrorism and riots, and its own civil liability, with a or several reputable insurance company(ies) for the duration of the lease.

The Lessee will be required to take out insurance policies with one or several reputable insurance companies insuring against in particular, risks of fire, explosions, lighting, electrical or water damage, sabotage, falling aircraft, acts of terrorism and riots, as well as to cover furniture, material and merchandise stocked in or located on the leased premises, and any rights of remedy from neighbors or third parties and civil liability risks related to its professional activity, other than leasing risks, for the duration of the lease.

The Lessor waives any right of remedy against the Lessee and its insurers and the Lessee waives any right of remedy against the Lessor and its insurers.

The Lessee is required to reimburse the Lessor, co-tenants, neighbors or any interested party any supplementary insurance premiums that may be required to pay because of the Lessee's activity.

All other clauses and conditions of the lease enforceable since 1 November 2011 that have not been amended by this document remain enforceable.

**LIST OF EDAP TMS S.A. SUBSIDIARIES**  
**(as of April 26, 2012)**

<b><u>Name of Subsidiary</u></b>	<b><u>Jurisdiction of Incorporation</u></b>
EDAP TMS France S.A.S.	France
EDAP Technomed S.r.l.	Italy
EDAP Technomed, Inc.	United States
EDAP Technomed Co. Ltd.	Japan
EDAP Technomed Sdn Bhd	Malaysia
EDAP TMS GmbH	Germany

**Annual Certification**  
**Pursuant to Section 302 of Sarbanes-Oxley Act of 2002**

I, Marc Oczachowski, Chief Executive Officer of EDAP TMS S.A., certify that:

1. I have reviewed this annual report on Form 20-F of EDAP TMS S.A.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Dated: April 26, 2012

/s/ MARC OCZACHOWSKI

Title: Chief Executive Officer

**Annual Certification**  
**Pursuant to Section 302 of Sarbanes-Oxley Act of 2002**

I, Eric Soyer, Chief Financial Officer of EDAP TMS S.A., certify that:

1. I have reviewed this annual report on Form 20-F of EDAP TMS S.A.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Dated: April 26, 2012

/s/ ERIC SOYER

\_\_\_\_\_  
Title: Chief Financial Officer



**Annual Certification  
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), each of the undersigned officers of EDAP TMS S.A. (the "Company"), does hereby certify, to such officer's knowledge, that:

The Annual Report on Form 20-F for the year ended December 31, 2011 (the "Annual Report") of the Company fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 and information contained in the Annual Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: April 26, 2012

/s/ MARC OCZACHOWSKI

Marc Oczachowski  
Chief Executive Officer

Dated: April 26, 2012

/s/ ERIC SOYER

Eric Soyer  
Chief Financial Officer

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act has been provided to EDAP TMS S.A. and will be retained by EDAP TMS S.A. and furnished to the Securities and Exchange Commission or its staff upon request.

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference into the Registration Statements Form F-3, No. 333-136811, Form F-3, No. 333-147762, Form F-3, No. 333-152738, Form F-3, N°333-169793 and Form F-3, N°333-177224 and related Prospectuses of EDAP TMS S.A. (the “Company”) of our report dated April 26, 2012, with respect to the consolidated financial statements of the Company and its subsidiaries included in the Annual Report (Form 20-F) for the year ended December 31, 2011.

ERNST & YOUNG Audit

Represented by  
Nicolas Sabran

April 26, 2012  
Lyon, France