

**STATUTORY AUDITORS' REPORT PREPARED IN ACCORDANCE WITH ARTICLE L. 225-235 OF THE FRENCH COMMERCIAL CODE, ON THE REPORT PREPARED BY THE CHAIRMAN OF THE BOARD OF DIRECTORS OF CHARGEURS**

(Year ended December 31, 2013)

*This is a free translation into English of the Statutory Auditors' report issued in the French language and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with French law and professional auditing standards applicable in France.*

To the shareholders,

In our capacity as Statutory Auditors of Chargeurs, and in accordance with article L. 225-235 of the French Commercial Code (*Code de Commerce*), we report to you on the report prepared by the Chairman of your Company in accordance with article L. 225-37 of the French Commercial Code for the year ended December 31, 2013.

It is the Chairman's responsibility to prepare and submit for the approval of the Board of Directors a report reviewing the internal control and risk management procedures in place within the Company and providing the other information specified in article L. 225-37 of the French Commercial Code, notably as concerns the corporate governance system.

It is our responsibility to:

- Report to you our observations on the information set out in the Chairman's report on the internal control and risk management procedures relating to the preparation and processing of financial and accounting information.
- Attest that the report contains the other information specified in article L. 225-37 of the French Commercial Code. However, our responsibility does not include verifying the fairness of this other information.

We performed our procedures in accordance with professional standards applicable in France.

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

Professional standards require us to perform procedures to assess the fairness of the information set out in the Chairman's report on the internal control and risk management procedures relating to the preparation and processing of financial and accounting information. These procedures notably consisted of:

- Examining the internal control and risk management procedures related to preparation and processing of accounting and financial data underlying the information

presented in the Chairman's report, as well as existing documentation.

- Acquiring an understanding of the work performed in order to prepare this information and existing documentation.
- Determining whether the major internal control weaknesses concerning the preparation and processing of accounting and financial information that we may have identified as part of our audit are appropriately disclosed in the Chairman's report.

On the basis of these procedures, we have no matters to report in connection with the information given on the internal control and risk management procedures relating to the preparation and processing of financial and accounting information contained in the Chairman of the Board's report prepared in accordance with the final paragraph of article L. 225-37 of the French Commercial Code.

**Other disclosures**

We certify that the report of the Chairman of the Board of Directors includes the other required disclosures specified in article L. 225-37 of the French Commercial Code.

Neuilly-sur-Seine and Paris, April 2, 2014

The Statutory Auditors

PricewaterhouseCoopers Audit  
Gérard Morin

S & W Associés  
Maryse Le Goff