

**SOCIETE DES AUTOROUTES PARIS RHIN RHONE “APRR”**

Report of the auditors pursuant to Article L.225-235 of the French Commercial Code (Code de Commerce) on the report by the Chairman of the Board of Directors of Société des Autoroutes Paris Rhin Rhône

**Year ended 31 December 2010**

**PricewaterhouseCoopers Audit**  
63, rue de Villiers  
92208 Neuilly-sur-Seine Cedex  
France

**Salustro Reydel**  
Member of KPMG International  
1, cours Valmy  
92923 Paris La Défense cedex  
France

Report of the auditors pursuant to Article L.225-235 of the French Commercial Code (Code de Commerce) on the report by the Chairman of the Board of Directors of Société des Autoroutes Paris Rhin Rhône

**Year ended 31 December 2010**

**Société des Autoroutes Paris Rhin Rhône “APRR”**  
36, rue du Docteur Schmitt  
21850 Saint-Apollinaire  
France

To the Shareholders

As the statutory auditors of Société des Autoroutes Paris Rhin Rhône and as required by Article L.225-235 of the French Commercial Code we present to you our report on the report prepared by the Chairman of your company for the year ended 31 December 2010 in accordance with the provisions of Article L.225-37 of the French Commercial Code.

It is the responsibility of the Chairman to prepare and submit for approval by the Board of Directors a report describing the internal control and risk management procedures implemented within the Company and disclosing the other information required by Article L.225-37 of the Commercial Code relating notably to the system of corporate governance.

It is our duty to:

- Inform you of any observations we may have on the information and statements contained in the Chairman's report on internal control and risk management procedures relating to the preparation and processing of accounting and financial information and
- Certify that the report contains the other information required by Article L.225-37 of the French Commercial Code, bearing in mind that we are not required to verify the accuracy and fairness of the information in question.

We performed our work in accordance with the auditing standards applicable in France.

**SOCIETE DES AUTOROUTES PARIS RHIN RHONE**

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

Auditing standards require that we perform such procedures so as to establish the accuracy and fairness of the information given in the Chairman's Report on internal control and risk management procedures relating to the preparation and processing of accounting and financial information. These procedures consisted notably of:

- reviewing the internal control and risk management procedures for preparing and processing the accounting and financial information underpinning the information presented in the Chairman's report as well as the existing supporting documents;
- reviewing the work carried out to prepare this information and the existing supporting documents;
- determining whether any major internal weakness identified by us in connection with our assignment, and affecting the way in which the accounting and financial information was prepared and processed, was properly disclosed in the Chairman's report.

On the basis of this work, we have no observation to make concerning the information provided relating to the internal control and risk management procedures applied by the company for the preparation and processing of accounting and financial information as contained in the report prepared by the Chairman of the Board of Directors pursuant to the provisions of Article L.225-37 of the French Commercial Code.

**II. Other information**

We certify that the report prepared by the report prepared by the Chairman of the Board of Directors contains the other information required by Article L.225-37 of the French Commercial Code.

Neuilly-sur-Seine and Paris La Défense, 28 April 2011  
The Statutory Auditors

PricewaterhouseCoopers Audit

Salustro Reydel  
Member of KPMG International

Louis-Pierre Schneider

Thierry Charron

Benoît Lebrun