

ORIGINAL

**EGIS ROAD OPERATION SA**

**REPORT ON FINDINGS BY THE AUDITORS OF EGIS ROAD  
OPERATION SA DRAWN UP ON THE BASIS OF PROCEDURES  
AGREED FOR THE COMBINED ACCOUNTS FOR THE EGIS GROUP'S  
ROAD OPERATIONS FOR THE PERIOD FROM 1 JANUARY 2010 TO 31  
DECEMBER 2010.**



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To the Chairman of the Board of Directors  
**EGIS ROAD OPERATION SA**  
11, avenue du Centre  
78266 Guyancourt Cedex

To the Chairman,

In our capacity as auditors of Egis Road Operation SA (hereinafter the "Company" or "you") and in response to your request, we have implemented the procedures agreed with you (hereinafter the "Procedures"), relating to the combined accounts for the Egis Group's road operations business (hereinafter the "combined accounts"), at the date of 31 December 2010, as appended to the present report.

Information in the combined accounts was prepared from the Egis Projects Group's consolidated accounts for the financial year to 31 December 2010, produced in application of the IFRS standards as approved in the European Union, for which we have issued an unconditional audit report dated 31 May 2010 without comments. The combined accounts were produced under the responsibility of the Board of Directors of Egis Road Operation SA. Our duty is to report findings that result from implementation of the procedures agreed with you, as described in our letter of assignment dated 6 September 2010 and summarised below.


The procedures were implemented with the sole purpose of enabling you to assess the validity of the combined accounts for the Egis Group's road operations from the findings reported. Our duty is consequently to determine whether the nature and scope of the procedures are adequate to meet your needs in the context detailed above.

Accountants duly registered in Paris - Ile de France • Strasbourg - Alsace • Lille - Nord Pas de Calais • Lorraine • Lyon - Rhône Alpes • Provence - Côte d'Azur - Corse • Pays de Loire • Rouen - Normandy • Toulouse - Midi Pyrénées.

Auditors, members of the Versailles regional company. Offices: Grenoble, Lille, Lyon, Marseille, Metz, Nantes, Neuilly-sur-Seine, Poitiers, Rennes, Rouen, Sophia Antipolis, Strasbourg, Toulouse.

Joint stock company (*Société Anonyme*) of €2,510,460 capital. Company no.: Nanterre B 672 006 483 - APE code 6920 Z

VAT no.: FR 767 2006 483 - SIRET 672 006 483 00362 - Registered office: 63, rue de Villiers 92208 Neuilly-sur-Seine cedex.

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## **EGIS ROAD OPERATION SA**

### ***Report on findings by the auditors on the accounts of Egis Road Operation SA resulting from procedures agreed relative to the combined accounts for the Egis Group's road operations business for the period from 1 January 2010 to 31 December 2010 - Page 2***

Our work was conducted in accordance with the standards for the profession applicable in France.

- We checked that contributions from companies mentioned in paragraph 1.1.1 of the notes forming an integral part of the combined accounts match those forming an integral part of the consolidated accounts of Egis Projects and Egis SA.
- We checked that the accounting methods described in the notes forming an integral part of the appended combined accounts were actually applied.
- We scrutinised the elimination of inter-company transactions.
- We checked the concordance between tables converting companies' results to consolidated results in the combined accounts and those used for preparing the consolidated accounts of Egis Projects and Egis SA.
- We checked the concordance between tables converting companies' capital to consolidated capital in the combined accounts and those used for preparing the consolidated accounts of Egis Projects and Egis SA.

The procedures employed lead us to report the following findings:

For all procedures employed, we detected no significant anomaly such as to affect comprehension of the combined accounts.

We draw your attention to the following two points:

- It is stated in Note 1 of the Notes, and with a view to consistency with the consolidated accounts of the Egis Projects Group, additions to the perimeter or variations in the percentage holding financed by the parent company Egis Projects subsequent to the creation of subsidiaries are shown as an acquisition difference as if the combined unit had acquired them. The theoretical contra-entry is given in the consolidation reserves.
- It is stated in Note 1 of the Notes that no table of variations in cash flow is given, which does not comply with the IFRS standards.
- It is stated in Note 2.1 of the Notes, Transroute International Canada is no longer integrated in the 2010 road operation perimeter without change in both the opening balance and the profit and loss account. Note 2.1 details the major amended aggregates of the impacts re. opening balances for financial year 2008 and 2009.

Our work does not constitute either an audit or limited inspection conducted in accordance with the standards for the profession applicable in France. Consequently, we express no opinion and draw no conclusions on information given in the attached combined accounts. Although we employed additional procedures, or conducted an audit or limited inspection in accordance with the standards for the profession applicable in France, we were unable to ascertain other facts to relate in the present report.

## **EGIS ROAD OPERATION SA**

***Report on findings by the auditors on the accounts of Egis Road Operation SA resulting from procedures agreed relative to the combined accounts for the Egis Group's road operations business for the period from 1 January 2010 to 31 December 2010 - Page 3***

This report is drafted for your attention in the context described above and should not be used, distributed or quoted for other purposes. We accept no liability as regards any third party who is sent this report or comes by it. It should also be recalled that use of the present report, in any other context, may not be appropriate and the procedures followed are not intended to replace procedures which, where applicable, it is the responsibility of any third party sent this report to employ as regards their own requirements.

This report only concerns information mentioned above and not the annual accounts of Egis Road Operation SA taken overall.

In our capacity as auditors of Egis Road Operation SA, our responsibility as regards your company and its shareholders is specified by French law and we accept no extension of our liability beyond that provided by French law.

Neuilly-sur-Seine, 9 June 2011

The Auditors  
PricewaterhouseCoopers Audit

*illegible signature*

Bruno Tesnière



**EGIS GROUP**

**COMBINED ACCOUNTS**

**FOR**

**ROAD OPERATION**

**AT 31/12/2010**

# ROAD OPERATION COMBINED ACCOUNTS

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## COMBINED INCOME STATEMENT AT 31 DECEMBER

<i>Thousand euros</i>		<u>Actual 2010</u>	<u>Actual 2009</u>	<u>Actual 2008</u>
Turnover	<i>Note 17</i>	86 546	73 803	64 329
Other operating income	<i>Note 18</i>	3 481	1 385	1 250
<b>TOTAL ORDINARY INCOME</b>		<b>Subtotal</b>	<b>90 027</b>	<b>75 189</b>
		<b>65 578</b>		
Other operating income		166	32	42
<b>TOTAL OPERATING INCOME</b>		<b>Subtotal</b>	<b>90 193</b>	<b>75 221</b>
		<b>65 621</b>		
Purchases used		(8 413)	(9 467)	(8 691)
External charges		(38 449)	(24 307)	(22 779)
Personnel costs	<i>Note 19</i>	(26 048)	(23 157)	(19 030)
Tax		(689)	(696)	(679)
Other operating costs		(2 072)	(3 472)	(497)
Amortisation allowance	<i>Note 3</i>	(2 031)	(2 125)	(2 111)
<b>TOTAL OPERATING EXPENSES</b>		<b>Subtotal</b>	<b>(77 702)</b>	<b>(63 225)</b>
		<b>(53 787)</b>		
<b>CURRENT OPERATING PROFIT/LOSS</b>		<b>12 491</b>	<b>11 996</b>	<b>11 834</b>
<hr/>				
<i>Depreciation on goodwill</i>		-	-	-
<i>Profit/Loss on disposals</i>	<i>Note 20</i>	72	(313)	-
<b>OPERATING PROFIT/LOSS</b>		<b>12 563</b>	<b>11 683</b>	<b>11 834</b>
<hr/>				
<i>Net cost of borrowings</i>		(182)	(81)	(23)
<i>Other financial income and expenses</i>		1 376	408	(6)
<b>FINANCIAL INCOME</b>		<b>Subtotal</b>	<b>1 194</b>	<b>326</b>
		<b>(29)</b>		
<i>Income from companies using the equity method</i>	<i>Note 22</i>	1 948	2 809	3 489
<b>PRE-TAX PROFIT/LOSS AND ABANDONED ACTIVITIES</b>		<b>15 705</b>	<b>14 819</b>	<b>15 294</b>
<hr/>				
<i>Tax charge</i>	<i>Note 23</i>	(2 970)	(2 794)	(3 128)
<b>NET PROFIT/LOSS</b>		<b>12 735</b>	<b>12 024</b>	<b>12 166</b>
<hr/>				
<i>Split between</i>				
<b>Minority interests</b>		<b>631</b>	<b>530</b>	<b>646</b>
<b>Egis Group share</b>		<b>12 103</b>	<b>11 495</b>	<b>11 520</b>
<b>Earnings per share - Ongoing activities (Note 11)</b>		<b>16,99</b>	<b>16,13</b>	<b>16,17</b>
<b>Earnings per share (Note 11)</b>		<b>16,99</b>	<b>16,13</b>	<b>16,17</b>

## INFORMATION ON THE OVERALL RESULT

Thousand euros

Actual 2010   Actual 2009   Actual 2008

	12 735	12 024	12 166
<b>NET PROFIT/LOSS, CONSOLIDATED COMPANIES</b>			
Conversion differences	663	301	(981)
Actuarial differences re. personnel benefits	81	(27)	(36)
Variation in fair value of shares in non-consolidated companies	0	0	(52)
<b>Other components of the overall pre-tax profit/loss</b>	<b>744</b>	<b>274</b>	<b>(1 069)</b>
<b>TOTAL OVERALL PROFIT/LOSS</b>	<b>13 479</b>	<b>12 298</b>	<b>11 097</b>
<b>Total Overall Profit/Loss, Group share</b>	<b>12 849</b>	<b>11 769</b>	<b>10 451</b>
Total Overall Profit/Loss, Minority interests share	630	529	646

## COMBINED BALANCE SHEET AT 31 DECEMBER

Asset		Actual 2010		Actual 2009	Actual 2008	Actual 2007	
		Gross amounts	Amortisation and depreciation	Net amounts	Net amounts	Net amounts	Montants nets
<i>Thousand euros</i>							
<b>NON CURRENT ASSETS</b>							
	Intangible assets	Note 1	84 - 30	53	683	22	1
	Goodwill	Note 2	1 421 - 252	1 169	1 169	1 169	1 169
	Tangible assets	Note 3	17 761 - 11 418	6 343	5 748	6 374	6 778
	Consolidated companies	Note 4	3 523	3 523	3 992	4 486	4 461
	Shares in non consolidated companies	Note 5	1 900 - 1 574	326	283	285	335
	Other non current financial assets	Note 6	6 753 -	6 753	6 647	7 177	7 040
	Deferred tax assets	Note 23	15	15	13	13	13
<b>TOTAL NON CURRENT ASSETS</b>			<b>31 457 - 13 274</b>	<b>18 183</b>	<b>18 535</b>	<b>19 526</b>	<b>19 797</b>
<b>CURRENT ASSETS</b>							
	Inventories and work in progress	Note 7	1 070 -	1 070	1 026	940	891
	Client receivables and other debtors	Note 8	21 507 -	21 507	20 431	14 518	13 030
	Sundry receivables	Note 8	923 -	923	1 417	2 722	3 134
	Corporation tax receivables	Note 23	57	57	159	-	81
	Other current financial assets and derivative instruments	Note 9	930	930	851	475	442
	Cash and cash equivalents	Note 10	21 729	21 729	19 706	22 396	20 876
<b>TOTAL CURRENT ASSETS</b>			<b>46 216 -</b>	<b>46 216</b>	<b>43 589</b>	<b>41 051</b>	<b>38 454</b>
<b>TOTAL ASSETS</b>			<b>77 673 - 13 274</b>	<b>64 399</b>	<b>62 124</b>	<b>60 578</b>	<b>58 251</b>
<b>Liabilities</b>				Actual 2010	Actual 2009	Actual 2008	Actual 2007
<i>Thousand euros</i>							
<i>Equity</i>							
	Capital	Note 11		10 973	10 973	10 973	10 973
	Issue premiums			77	77	77	77
	Combination reserves			9 633	10 618	11 567	8 230
	Conversion differences			1 095	432	131	1 110
	Fair value on shares available for sale			250	250	250	302
	Profit/Loss for the year, Group share			12 103	11 495	11 520	12 919
<i>Minority interests</i>				613	658	645	538
<b>TOTAL EQUITY</b>				<b>34 744</b>	<b>34 503</b>	<b>35 162</b>	<b>34 149</b>
<b>NON CURRENT LIABILITIES</b>							
	Provisions for contingencies and charges - non current	Note 12		536	579	408	388
	Loans and financial debts - non current	Note 14		6 466	7 035	7 860	7 829
	Deferred tax liabilities	Note 23		-	-	-	-
<b>TOTAL NON CURRENT LIABILITIES</b>				<b>7 002</b>	<b>7 614</b>	<b>8 269</b>	<b>8 217</b>
<b>CURRENT LIABILITIES</b>							
	Provisions for contingencies and charges - current	Note 12		1 278	823	440	1 286
	Loans and financial debts - current	Note 14		622	3 033	1 191	892
	Corporation tax liabilities	Note 23		405	165	315	456
	Trade accounts and other creditors	Note 15		19 681	15 448	14 185	13 251
	Adjustment accounts and other prepayments	Note 16		667	539	1 016	-
<b>TOTAL CURRENT LIABILITIES</b>				<b>22 653</b>	<b>20 008</b>	<b>17 146</b>	<b>15 885</b>
<b>TOTAL LIABILITIES</b>				<b>64 399</b>	<b>62 124</b>	<b>60 578</b>	<b>58 251</b>

## VARIATION IN COMBINED SHAREHOLDERS' EQUITY

<i>Thousand euros</i>	Capital subscribed	Issue premiums	Other combiner reserves	Conversion differences	Operations equity	Minority interests	Total
<b>At 31 December 2007</b>	<b>10 973</b>	<b>77</b>	<b>21 448</b>	<b>1 112</b>	<b>33 610</b>	<b>538</b>	<b>34 148</b>
Other components of overall profit/loss after tax	-	-	(88)	(981)	(1 069)	-	(1 069)
Profit/loss for 2008			11 520		11 520	646	12 166
<b>Total overall profit/loss</b>	<b>-</b>	<b>-</b>	<b>11 432</b>	<b>(981)</b>	<b>10 451</b>	<b>646</b>	<b>11 097</b>
Effect of transactions with minority interests			(956)		(956)		(956)
Sundry			4		4	1	5
Dividends paid			(8 592)		(8 592)	(540)	(9 132)
<b>At 31 December 2008</b>	<b>10 973</b>	<b>77</b>	<b>23 336</b>	<b>131</b>	<b>34 517</b>	<b>645</b>	<b>35 162</b>
Other components of overall profit/loss after tax	-	-	(26)	301	275	(1)	274
Profit/loss for 2009			11 495		11 495	529	12 024
<b>Total overall profit/loss</b>	<b>-</b>	<b>-</b>	<b>11 469</b>	<b>301</b>	<b>11 770</b>	<b>528</b>	<b>12 298</b>
Effect of transactions with minority interests			(18)		(18)		(18)
Dividends paid			(12 423)		(12 423)	(516)	(12 939)
<b>At 31 December 2009</b>	<b>10 973</b>	<b>77</b>	<b>22 364</b>	<b>432</b>	<b>33 846</b>	<b>657</b>	<b>34 503</b>
Other components of overall profit/loss after tax	-	-	82	663	745	-	745
Profit/loss for 2010			12 103		12 103	631	12 734
<b>Total overall profit/loss</b>	<b>-</b>	<b>-</b>	<b>12 185</b>	<b>663</b>	<b>12 848</b>	<b>631</b>	<b>13 479</b>
Effect of transactions with minority interests					-		-
Sundry					-		-
Dividends paid			(12 563)		(12 563)	(675)	(13 238)
<b>At 31 December 2010</b>	<b>10 973</b>	<b>77</b>	<b>21 986</b>	<b>1 095</b>	<b>34 131</b>	<b>613</b>	<b>34 744</b>