

STATUTORY AUDITORS' REPORT,

prepared in accordance with Article L. 225-235 of French company law (*Code de commerce*) on the report prepared by the President of the Supervisory Board on the internal control procedures relating to the preparation and processing of accounting and financial information

Year ended 31 March 2008

This is a free translation into English of a 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 is construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In our capacity as Statutory Auditors of Paris Orléans SA, and in accordance with Article L. 225-235 of French Company Law (*Code de commerce*), we hereby report on the report prepared by the President of the Supervisory Board of your company in accordance with Article L. 225-68 of French Company Law (*Code de commerce*) for the year ended March 31, 2008.

It is the President of the Supervisory Board's responsibility to describe in his report the preparation and organization of the Supervisory Board's work and the internal procedures implemented by the company. It is our responsibility to report to you on the information contained in the President's report in respect of the internal control procedures relating to the preparation and processing of the accounting and financial information.

We conducted our work in accordance with French professional standards. These standards require that we perform the necessary procedures to assess the fairness of the information provided in the President's report in respect of the internal control procedures relating to the preparation and processing of

the accounting and financial information. These procedures consisted mainly in:

- obtaining an understanding of the internal control procedures relating to the preparation and processing of the accounting and financial information on which the information presented in the President's report and existing documentation are based;
- obtaining an understanding of the work involved in the preparation of this information and existing documentation;
- determining if any significant weaknesses in the internal control procedures relating to the preparation and processing of the accounting and financial information that we would have noted in the course of our engagement are properly disclosed in the President's report.

On the basis of our work, we have no matters to report on the information in respect of the company's internal control procedures relating to the preparation and processing of the accounting and financial information contained in the report prepared by the President of the Supervisory Board in accordance with Article L. 225-68 of French Company Law (*Code de commerce*).

Paris and Paris-La Défense, 31 July 2008

The Statutory Auditors

Cailliau Dedouit et Associés
Jean-Jacques Dedouit

KPMG Audit
Department of KPMG S.A.
Fabrice Odent
Partner