



**SOCIETE DES AUTOROUTES PARIS-RHIN-RHONE**

**AUDITORS' SPECIAL REPORT ON REGULATED AGREEMENTS AND  
COMMITMENTS**

**(For the year ended 31 December 2006)**

**PricewaterhouseCoopers Audit**

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**(For the year ended 31 December 2006)**

To the shareholders of

**SOCIETE DES AUTOROUTES PARIS-RHIN-RHONE**

36, rue du Docteur-Schmitt  
21850 Saint-Apollinaire  
France

To the shareholders,

In our capacity as your company's auditors, we hereby present our report on regulated agreements and commitments.

**I) AGREEMENTS AND COMMITMENTS AUTHORISED DURING THE YEAR**

Pursuant to Article L.225-40 of the French Commercial Code, we have been advised of the agreements and commitments that received prior authorisation from the Board of Directors.

It is not our responsibility to find out if any other agreements and commitments exist, but to inform you, based on the information provided to us, of the nature and main terms and conditions of those agreements and commitments of which we have been informed, without being required to express an opinion on their usefulness and validity. It is your responsibility, under the terms of Article R. 225-31 of the French Commercial Code, to assess the relevance attached to entering into these agreements and commitments with a view to their approval.

We have performed our work in accordance with the professional standards applicable in France. These standards require that we plan and perform our work so as to be able to verify the consistency of the information we have been given with the underlying documents from which it has been taken.

## **Agreement with Eiffarie**

### **Agreement to open a revolving credit for €1.8 billion dated 4 November 2005, and authorisation for the related security**

The Board of Directors meeting of 20 February 2006 gave approval for your company to sign the Credit Opening Agreement and for the related security.

On 4 November 2005, Eiffarie, the transferee of all the French government's and ADF's holdings in your company, entered into an agreement to open a credit line for €1.8 billion with various banks. This agreement was amended by two riders, dated 25 November 2005 and 16 February 2006 respectively, notably stipulating that:

- your company may use the funds borrowed under the Credit Opening Agreement to finance its working capital needs, investment expenditure and the group's debt;
- a joint security has been established by your company as a guarantee for its subsidiaries' commitments.

#### Person concerned:

Jean-François Roverato

### **Agreement for a cash advance by your company to AREA**

The Board of Directors' meeting of 29 November 2006 approved in principle the signing of an agreement for your company to provide cash advances to AREA to satisfy its financing needs under the terms and conditions negotiated by your company as part of its overall financing. This framework agreement will replace previous agreements of a similar nature entered into by your company and AREA. The agreement for the cash advance had not been signed at 31 December 2006.

#### Persons concerned:

Joint directors of the company and APRR: Jean-François Roverato, Max Roche, Bruno Angles, Guy Lacroix, David Harrison, Fadi Selwan, Phil White and Stephen Allen

## **II) AGREEMENTS AND COMMITMENTS APPROVED DURING PRIOR YEARS THAT WERE EXECUTED DURING THE YEAR**

Pursuant to the decree of 23 March 1967, we have been informed that the following agreements and commitments, approved during prior years, were executed during the year under review.

### **Agreement with Caisse Nationale des Autoroutes**

The Board of Directors meeting of 26 October 2005 approved in principle a draft rider to the framework agreement of 2 September 1996 entered into by your company, AREA and Caisse Nationale des Autoroutes (CNA) and for various loan agreements entered into by CNA and your company or AREA.

As a result of this rider signed on 20 February 2006, the main amendments to relations between your company, AREA and CNA are as follows:

- your company stands as joint guarantor for AREA's obligations to CNA;
- your company and AREA could enter into new financing arrangements with CNA until 31 December 2006 for construction investment expenditure for motorways already in service as required under the concession agreements and business contracts entered into by each of the two companies respectively and until 31 December 2008 for new construction;
- your company has undertaken to comply at all times with following financial ratios, calculated on the basis of the consolidated financial statements of the APRR Group:
  - o a net debt/EBITDA ratio of no more than 7x; and
  - o an EBITDA/interest expense ratio of more than 2.2x;
  - o both your company and AREA undertake, except with CNA's authorisation, that the APRR Group will maintain its activity involving the construction and operation or operation only of road transport infrastructure, parking areas or related services, in France and other OECD countries, such that it represents at all times more than 85% of its consolidated assets and more than 80% of its consolidated annual sales;
  - o both your company and AREA undertake not to take part in any mergers, absorptions or partial asset contributions without CNA's prior approval, except in the case of intra-Group transactions;

- the main cases of early payability provided for are as follows (where applicable, after taking into consideration their impact on the Group's general financial situation):
  - o payment default;
  - o failure to comply with a significant commitment given under the terms of the agreement entered into with CNA;
  - o cross default (payment default in excess of €30 million);
  - o inaccuracy in a statement or guarantee given under the agreement entered into with CNA;
  - o a qualified opinion expressed by the auditors in respect of your company's or AREA's financial statements that is likely to have an impact on compliance with any of the financial ratios set out earlier in this section;
  - o material non-execution of any of the concessions that would significantly impact company's or AREA's repayment capacity on the sole assumption that (based on CNA's reasonable opinion) CNA's interests would be adversely impacted;
  - o termination of any one of the motorway concession agreements currently held by your company and AREA or of any other major concession that they may enter into;
  - o discontinuation of the transport infrastructure operation activity; and
  - o a major dispute that could reasonably be envisaged as having a material adverse impact on your company's or AREA's repayment capacity.

## **Agreement with AREA**

### Intra-Group credit agreement

The Board of Directors' meeting of 15 December 2005 approved the signing of an intra-Group credit agreement authorising up to €175 million to be made available to AREA for a maximum period of two years. The terms and conditions of the loan are based on the terms and conditions of the Credit Opening Agreement that provides for a maximum principal amount of €800 million to be made available to your company for a period of seven years by a banking syndicate. The principal amount of each drawdown generates interest at Euribor plus 13.5 basis points, plus an additional margin of 4.9 basis points representing AREA's share of the various charges and commissions payable by your company under this syndicated loan. In the event that the APRR Group's rating becomes BBB, an additional margin of 7.5 basis points will be taken into account.

Interest income recognised by your company in 2006 came to €3.2 million. AREA had a liability of €100 million to your company at 31 December 2006.

### Agreement for intra-Group advances

The Board of Directors' meeting of 18 December 2003 authorised the agreement for intra-Group advances.

Under an agreement signed on 31 December 2003, AREA granted your company an advance of €130 million. This advance bears interest at the overnight rate on the basis of a 360-day year (EONIA) plus 0.20 %. Furthermore, in the event that it has surplus cash, each party to the agreement accepts to grant a “subsidiary” cash advance to the other company with a negative cash balance.

These “subsidiary” advances are short term and bear interest at the overnight rate on the basis of a 360-day year (EONIA) plus 0.05%.

At 31 December 2006, the amount of the advance granted by your company to AREA stood at €206.2 million. Interest income for 2006 came to €2.4 million.

### **Agreement with SIRA**

#### Service agreement signed on 18 August 1995

In 2006, your company invoiced the following to SIRA:

- various services totalling: €1,967
- rent of: €104,648
- insurance premiums of: €1,133

At the same time, SIRA billed Société des Autoroutes Paris-Rhin-Rhône an amount of €1.5 million for the radio service “Autoroute INFO”.

Under this same agreement, your company lends to SIRA the amounts it requires for its operations. The advances granted bear interest at the average interest rate applicable to CNA’s borrowings and are to be repaid within a maximum of five years. In the event that it has excess cash, SIRA may lend this surplus cash to your company under the same terms and conditions.

The advances granted to SIRA generated interest income in 2006 of €3,094.

At 31 December 2006, SIRA had a liability to your company of €0.5 million.

## **Agreement with Centaure Ile-de-France**

### Loan agreement entered into by your company and Centaure Ile-de-France

Under an agreement signed on 16 September 2004, your company granted Centaure Ile-de-France a loan of €2.6 million.

This loan bears interest at 4.85% per annum. The funds were made available on 1 October 2004. The loan is to be repaid in 15 years.

The amount outstanding at 31 December 2006 stood at €2.4 million. Interest income for APRR came to €0.1 million.

Neuilly-sur-Seine and La Défense, France, 16 May 2007

The Statutory Auditors

**PricewaterhouseCoopers Audit**

**Salustro Reydel**  
Member of KPMG International

Louis-Pierre Schneider    Thierry Charron

Benoît Lebrun