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France

Cailliau Dedouit et Associés

19, rue Clément Marot
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Affine S.A.

**Statutory auditors' report on
the financial statements**

Year ended 31 December 2008
Affine S.A.
4, square Edouard VII - 75009 Paris
This report contains 4 pages
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This is a free translation into English of the statutory auditor's report issued in French and is provided solely for the convenience of English-speaking users. The statutory auditor's report includes information specifically required by French law in such reports, whether modified or not. This information is presented below the opinion on the financial statements and includes an explanatory paragraph discussing the auditor's assessments of certain significant accounting and auditing matters. These assessments were considered for the purpose of issuing an audit opinion on the financial statements taken as a whole and not to provide separate assurance on individual account captions or on information taken outside of the financial statements.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

Affine S.A.

Registered office: 4, square Edouard VII - 75009 Paris
Share capital: €47 800 000

Statutory auditors' report on the financial statements

Year ended 31 December 2008

To the Shareholders,

In compliance with the assignment entrusted to us by your Annual General Meeting, we hereby report to you, for the year ended 31 December 2008, on:

- the audit of the accompanying financial statements of Affine S.A.;
- the justification of our assessments;
- the specific verifications and information required by law.

These financial statements have been approved by the Board of Directors. Our role is to express an opinion on these financial statements based on our audit.

1 Opinion on the financial statements

We conducted our audit in accordance with professional standards applicable in France. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit involves performing procedures, on a test basis or by selection, to obtain audit evidence about the amounts and disclosures in the financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the financial statements give a true and fair view of the Company's financial position and its assets and liabilities, as of 31 December 2008, and of the results of its operations for the year then ended in accordance with the accounting rules and principles applicable in France.

2 Justification of our assessments

The accounting estimates used in the preparation of the financial statements take into consideration the current illiquidity of the real estate market and the low visibility of the future economic conditions. Therefore, under the requirements of article L.823-9 of the Commercial Code, we bring to your attention the following issues.

The disclosure Note II "Principes comptables et méthodes d'évaluation" describes the accounting policies elected to value the equity securities and property assets and their depreciation methods.

Our work includes ensuring the appropriateness of the accounting policies mentioned above and their correct implementation; evaluating the recoverable value of the investment properties, directly or through subsidiaries, relying on the independent experts' reports; and assessing the information provided in the notes to the financial statements. These assessments were made in the context of our audit of the financial statements, taken as a whole, and therefore contributed to the formation of the opinion expressed in the first part of this report.

3 Specific verifications and information

We have also performed the specific verifications required by law.

We have no matters to report regarding:

- the fair presentation and the consistency with the financial statements of the information given in the management report of the Board of Directors, and in the documents addressed to the shareholders with respect to the financial position and the financial statements,
- the fair presentation of the information given in the management report of the Board of Directors in respect of remunerations and benefits granted to the relevant directors and any commitments given to them in connection with, or after, their appointment, termination or change in function.

In accordance with French law, we ascertained that the information relating to the identity of shareholders or voting rights were given in the management report of the Board of Directors.