

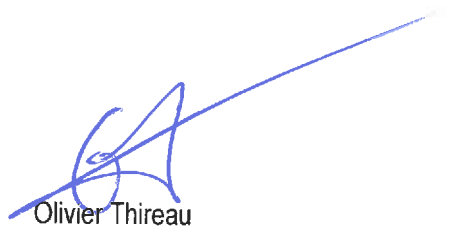
ALIS
Administration & Finance
Maxime Buisson
Lieu-dit « Le Haut Croth »
27310 Bourg-Achard

Paris, le 20 juin 2017,

Sir,

Please find enclosed, the free translation of the French statutory audit report in English, regarding Alis' annual accounts as of December 31st 2016, and dated May 16, 2017.

Best regards



Olivier Thireau

Partner MAZARS

Statutory auditor's report on the financial statements For the year ended December 31, 2016

This is a free translation into English of the statutory auditors' report on the financial statements issued in French and it is provided solely for the convenience of English-speaking users.

The statutory auditors' report includes information specifically required by French law in such reports, whether modified or not. This information is presented below the audit opinion on the financial statements and includes an explanatory paragraph discussing the auditors' 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 balances, transactions or disclosures.

This report also includes information relating to the specific verification of information given in the management report and in the documents addressed to the shareholders.

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

To the Shareholders

In compliance with the assignment entrusted to us by your general meeting, we hereby report to you, for the year ended December 31, 2016, on:

- the audit of the accompanying financial statements of Autoroute de Liaison Seine-Sarthe;
- 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.

I. 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, using sampling techniques or other methods of 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, 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 assets and liabilities and of the financial position of the Company as at December 31, 2016 and of the results of its operations for the year then ended in accordance with French accounting principles.

Without calling into question the opinion expressed, above, we call your attention to :

- Notes 3.a and 16 of the financial statements, which describes the effects of the change of accounting method resulting from the accounting of deferred tax ;

- Note 4 of the financial statements, which describes the effects of the refinancing of the Company.

II. Justification of our assessments

In accordance with the requirements of article L. 823-9 of the French Commercial Code (*code de commerce*) relating to the justification of our assessments, we bring to your attention the following matters:

- Note 3.c.iii of the financial statements describes the amortization method of tangible assets held under concession. We have assessed the appropriateness of these estimating methods and their correct application.
- Note 4 of the financial statements describes the effects of the refinancing of the Company. We have examined the corresponding documentation and assessed the appropriateness of the resulting accounting treatment. We have also examined the documentation has been properly described.
- Notes 3.a and 16 of the financial statements describe the effects of the change of accounting method resulting from the accounting of deferred tax, and the estimating methods used. We have assessed the validity of the change of accounting method, the correct accounting application and the relevance of explanations provided in the Notes. We have also assessed the appropriateness of these estimating methods and their correct application

These assessments were made as part of our audit of the financial statements taken as a whole, and therefore contributed to the opinion we formed which is expressed in the first part of this report.

III. Specific verifications and information

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by French law.

We have no matters to report as to 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.

Courbevoie, on May 16, 2017

The statutory auditor

French original signed by

Mazars

Olivier THIREAU

AUTOROUTE DE LIAISON SEINE-SARTHE

BALANCE SHEET ON 31 DECEMBER 2016

(in euros)

ASSETS	Gross	Depreciation, amortization and provisions	on 31/12/2016	on 31/12/2015
UNCALLED SUBSCRIBED CAPITAL	0		0	0
Uncalled suscribed capital				
INTANGIBLE ASSETS	1 809 677	118 925	1 690 752	1 631 732
<i>FIXED ASSETS OWNED BY THE COMPANY</i>				
Patents and similar rights	31 640	31 640	0	0
Goodwill				
Other intangible assets				
<i>FIXED ASSETS PLACED IN CONCESSION</i>				
Intangible assets	122 439	87 285	35 154	55 138
Intangible assets in progress	1 655 598		1 655 598	1 576 594
Advances and deposits				
TANGIBLE FIXED ASSETS	918 250 839	116 913 693	801 337 146	834 657 186
<i>FIXED ASSETS OWNED BY THE COMPANY</i>				
Lands				
Buildings				
Technical facilities, equipment and tools				
Other property, plant & equipment	137 772	127 696	10 076	9 402
<i>FIXED ASSETS PLACED IN CONCESSION</i>				
Property, plant and equipment	918 035 684	116 785 997	801 249 687	834 647 784
Property, plant and equipment in progress	72 822		72 822	
Advances and deposits	4 561		4 561	
FINANCIAL ASSETS	3 919	0	3 919	3 919
Equity interests				
Receivables from equity interests				
Other investments				
Loans				
Other fixed assets	3 919		3 919	3 919
FIXED ASSETS	920 064 435	117 032 618	803 031 817	836 292 837
INVENTORIES AND WORK IN PROGRESS	47 396	0	47 396	44 947
Goods & merchandise	47 396		47 396	44 947
Commodities and consumables	0		0	0
ADVANCES AND DOWN PAYMENTS	3 260	0	3 260	1 549
INCOME RECEIVABLES	8 941 359	0	8 941 359	12 973 876
Trade and related receivables	7 239 011		7 239 011	8 051 906
Other operating receivables	1 702 348		1 702 348	4 921 970
SUNDRY RECEIVABLES	666 061	0	666 061	53 093 160
CASH FLOW AND EQUIVALENTS	62 513 571	0	62 513 571	45 780 931
CURRENT ASSETS	72 171 647	0	72 171 647	111 894 463
Deferred taxes regulation account	39 395 571	0	39 395 571	
Deferred charges	243 987 598	0	243 987 598	
Prepaid expenses	1 526 266	0	1 526 266	2 148 970
Conversion adjustment				
GRAND TOTAL	1 277 145 517	117 032 618	1 160 112 899	950 336 270

AUTOROUTE DE LIAISON SEINE-SARTHE

BALANCE SHEET ON 31 DECEMBER 2016

(in euros)

LIBAILITIES	on 31/12/2016	on 31/12/2015
Share capital	2 850 000	2 850 000
Carried forward	(119 802 959)	(164 609 549)
Profit to be appropriated	0	0
FISCAL YEAR RESULT	1 485 814	4 407 814
Investment subsidies	311 696 900	316 308 525
EQUITY	196 229 755	158 956 790
Provision for contingencies	30 000	30 000
Provision for expenses	1 187 929	90 352 429
RISK AND EXPENSE PROVISIONS	1 217 929	90 382 429
Other bonds	908 992 114	538 810 928
Bank borrowing	7 451	1 996 951
Miscellaneous financial liabilities and debt	42 302 898	114 886 106
FINANCIAL LIABILITIES	951 302 463	655 693 985
ADVANCES AND DEPOSITS RECEIVED	0	0
OPERATING LIABILITIES	3 731 928	4 550 749
Trade and related payables	670 781	1 119 717
Tax and social security liabilities	2 614 110	2 859 586
Other operating liabilities	447 037	571 446
OTHER LIABILITIES	7 588 700	40 708 008
Payables to fixed asset suppliers	7 588 700	40 708 008
Non-operating tax liabilities	0	0
Other liabilities	0	0
NON-FINANCIAL LIABILITIES	11 320 628	45 258 757
OVERDRAFTS AND SHORT-TERM BANK BORROWINGS	0	0
Prepaid income	42 124	44 309
Currency translation losses	0	0
GRAND TOTAL	1 160 112 899	950 336 270

AUTOROUTE DE LIAISON SEINE-SARTHE
INCOME STATEMENT ON 31 DECEMBER 2016

(in euros)

	On 31/12/2016	On 31/12/2015	On 31/12/2014
Sale of goods	208 814	221 685	239 745
Production sold	75 676 550	69 325 119	63 021 309
REVENUE	75 885 364	69 546 804	63 261 054
Works in progress			
Write-backs of depreciation and provisions	31 910	25 000	155 100
Transfer of operating expenses	15 254 737		
Other operating expenses	568 054	348 377	503 780
TOTAL OPERATING INCOME	91 740 065	69 920 181	63 919 933
Purchase of goods	177 347	177 036	212 399
Change in goods inventory	-2 449	7 254	-4 705
Purchase of raw materials and other consumables		22 485	59 960
Change in inventories		285 899	55 897
Other purchases and external expenses	27 405 161	13 558 920	13 073 887
Third-party consumption for the financial year	27 405 161	13 867 304	13 189 744
Taxes and similar payments on compensation	1 249		
Other taxes	7 354 362	7 083 810	6 534 249
Taxes and similar payments	7 355 610	7 083 810	6 534 249
Wages and salaries	111 388		
Social expenses	48 009		
Payroll costs	159 397	0	0
Depreciation and amortization of fixed assets and deferred charges	14 419 039	15 462 737	14 994 222
Provisions for fixed assets			
Provisions for current assets			
Provisions for contingencies	11 000	297 964	9 054
Depreciation, amortization and provisions	14 430 039	15 760 700	15 003 276
Other operating expenses	35 238	61 835	38 870
TOTAL OPERATING EXPENSES	49 560 344	36 957 939	34 973 833
INCOME FROM OPERATING ACTIVITIES	42 179 721	32 962 241	28 946 100
Financial income from investments			
Income from other investment securities and fixed asset receivables			
Other interests and similar income	70 960	478 804	490 784
Write-back of provisions	89 143 590		
Foreign exchange gains	1 204		
Net gain on sales of investment securities			
Transfer of financial expenses			
TOTAL FINANCIAL INCOME	89 215 753	478 804	490 784
Amortization and provisions of financial assets	4 331 391	303 930	2 063 040
Interest and similar expenses	127 213 970	32 955 535	31 999 880
Foreign exchange losses	141		
Net loss on sales of investment securities			
TOTAL FINANCIAL EXPENSES	131 545 502	33 259 465	34 062 920
NET FINANCIAL PROFIT/LOSS	-42 329 749	-32 780 661	-33 572 137
PROFIT FROM CONTINUING OPERATIONS BEFORE TAX	-150 028	181 581	-4 626 036
Share of subsidies to be recognized as income	4 611 625	4 903 499	4 706 492
Non-recurring income from capital transactions		300	
Write-back of provisions and expense transfers			
Transfer of non-recurring expenses			
TOTAL NON-RECURRING INCOME	4 611 625	4 903 799	4 706 492
Non-recurring expenses on management transactions			
Non-recurring expenses on capital transactions	1 281 015		
Non-recurring depreciation and amortization and provisions			
TOTAL NON-RECURRING EXPENSES	1 281 015	0	0
NON-RECURRING INCOME	3 330 610	4 903 799	4 706 492
Employee profit-sharing			
Income tax	1 694 768	677 566	
INCOME	1 485 814	4 407 814	80 456

APPENDIX

1. Company Activity

Vehicle traffic continued to grow in 2015, both for Light Weight Vehicles and Heavy Weight Vehicles. The AADT (Average Annual Daily Traffic) on the A28 Rouen – Alençon was 8 436 vehicles/day, an increase of 4.9% from 2014. The distribution was as follows:

- +4.8% for Light Weight Vehicles
- +5.5% for Heavy Weight Vehicles.

The company gained 9.1% in sales revenue, attaining 75.9 m€, due to the increase in traffic and a price increase that went into effect on 1 February 2016 (+2.9% on average).

Toll revenue was down 17% compared to the original 2002 financial model's predictions, but up 4% compared to the 2016 refinancing model's predictions.

2016 was characterized by the following events:

- Integration of seconded staff into the company's staff
- Bond debt refinancing
- The EMV-MPA2 / PCI-DSS process, launched throughout France for all motorway companies with the goal of improving security in credit card transactions.

2. Highlights of the Year

a) Before Refinancing

Senior Debt (bond issuance - A Bonds)

In accordance with the provisional timetable for financial documentation established before refinancing, the coupons for all three bond tranches were paid on 25 July 2016, for an inflation-adjusted total of 23.324 m€.

Mezzanine Debt (bond issuance - B Bonds)

Annual interest of the mezzanine debt was capitalized on 27 July 2016, for 3.1 m€ net, in accordance with the financing contracts' terms. An additional 0.1 m€ was added to cover the remaining period until the refinancing date, 5 August 2016. Another 1 m€ was capitalized on 27 July 2016 for the interest rate swap.

b) Refinancing 5 August 2016

The company bought back its A-bond repackaged debt and reissued a rated nonrecourse bond of 900 m€. This bond is composed of two separate tranches of 857.5 m€ (A1) and 42.5 m€ with respective maturities in 2046 and 2032.

These bonds were directly issued by ALIS, unlike the previous financing arrangement which required a specific entity, ALIS FINANCE, which has since been dissolved.

This operation led to the reimbursement of the following:

- Full reimbursement of the A1, A2, and A3 tranches of the A bond debt
- Full reimbursement of the B Bond debt
- Full reimbursement of shareholder advances paid for initial project financing
- Full reimbursement of tranche 1 debt initially incurred with SAPN

- Partial reimbursement of tranche 2 debt initially incurred with SAPN.

New shareholder advances totaling 40.3 m€ were provided for the new financing plan. Progressive reimbursement should begin by 2020.

c) Changes in Reserve Accounts

Debt Service Reserve Account

In accordance with the new financial documentation, the debt service reserve account for senior debt will be worth 19.520 m€ on 31 December 2016. This amount corresponds to the minimum debt service required over a six month period during the first five years after issuance.

Major Maintenance Reserve Account

In accordance with the terms of the financial documentation, the company maintains a reserve account to finance expenses for major maintenance projects. As of 2016, the company had 11.3 m€ in this account.

d) Shareholding Changes

The change in shareholding following the disposition of securities by subsidiaries of BOUYGUES CONSTRUCTION was finalized in June 2016.

e) Consolidating Institution

AUTOROUTE DE LIAISON SEINE SARTHE's accounts are consolidated by the equity method with the SANEF group's accounts, a Société Anonyme (corporation) worth 53 090 461.67 euros, 30 Boulevard Gallieni, 92130 Issy les Moulineaux.

3. Accounting Rules and Methodology

Accounts were established in accordance with the accounting provisions currently in force and applicable France.

a) Changes in Methodology

Starting with the 2016 fiscal year, the company decided to change their accounting method to deferred taxes.

This change is justified by the major refinancing undergone by the company in 2016. The refinancing provides greater visibility on future tax results.

Choosing deferred taxes allows the company to provide better financial information, as the concession model indicates a first period of fiscal loss followed by a second period with positive fiscal results and since the reportable deficit on 31 December 2015 was 136 397 132€.

b) Intangible Assets

Intangible assets mainly include software programs, licenses amortized over one year, and development costs incurred with the SEPA amortized over 5 years.

c) Tangible Fixed Assets

Tangible fixed assets on the company's balance sheet are almost all held under concessions, and will be returned to the State free of charge when the concession expires.

i. Tangible Assets Owned by the Company

Tangible assets owned by the company include computer and office equipment depreciated over 3-5 years and office furniture depreciated over 10 years.

Assets owned by the company are neither returnable nor transferrable.

ii. Tangible Assets under Concessions

Concessions cover all grounds, structures, and installations needed for construction, use, and maintenance of roads in addition to any adjacent installations required. These may include junctions to existing roadways, outbuildings, and adjacent installations needed to better serve users or erected to improve operation.

The moveable assets and real property provided by the State and acquired or created by the concession holder are returnable and transferrable assets:

- Returnable assets include the grounds, buildings, structures, installations, and moveable objects needed for operation of the concession. These assets belong to the licensing authority as soon as they are completed, acquired, or made available for use. At the end of the concession, these assets are required to be returned to the licensing authority free of charge.
- Transferrable assets include those that can be returned to the licensing authority at the end of the concession with compensation.

The State and ALIS have agreed that these assets will be inventoried in the presence of parties, the licensing authority and the company, in order to be organized into the three categories cited above.

During construction, the following tangible assets under concessions were added to the balance sheet at their historical costs:

- Sum paid to GIE Constructeurs A23
- Financial fees (including fees paid to the FSA, a monoline insurance company)
- Survey costs
- General attributable expenses incurred by the company until the road opening in October 2005
- Commissions and fees paid to banks and other consultants.

After refinancing, financial fees, commissions, and honoraria were removed from the company's fixed assets.

iii. Depreciation of Tangible Assets under Concessions

Tangible assets under concessions are subject to a calculated depreciation based on the carrying value of the motorway, the ratio of traffic volume over the year under review to total estimated traffic volume throughout the construction period.

The goal of this calculation is not to establish technical depreciation, but rather to decrease the net value to a null value at the concession's expiration in December 2067.

The renewable tangible assets, that have a lifespan shorter than that of the concession, are subject to depreciation calculated linearly over the estimated time of use.

By virtue of the 11 October 1988 CNC exemption for motorway companies and in order for the financial community to better understand the profit and loss account and the balance sheet, depreciation of licensed assets and other depreciations are listed together.

In the profit and loss account, these depreciations are considered an operating charge. On the balance sheet, they are deducted from the tangible assets to which they are related.

d) Inventory

Inventory is valued at its purchase price.

e) Client Debts and Other Operating Debts

Debts are valued at their nominal value. Provision is used for doubtful debts.

f) Investment Subsidies

Investments related to the construction of the motorway are eligible for the payment of subsidies, which are recognized in equity and transferred in income as the associated costs held under concession are depreciated according to traffic volume.

g) Risk and Debt Provisions

i. Renewal Provision

This provision, for renewal of renewable tangible assets under concession, is the difference between the acquisition cost of the asset and its replacement cost. The replacement cost is estimated based on the initial cost of the asset, adjusted for inflation for its lifespan.

ii. Inflation Provision

The inflation provision is related to the reimbursement of the principal amount of the A2 bond debt, adjusted for inflation. This amount is updated every year according to changes in the consumer price index as indicated in the financing contract.

iii. Risk Provision

Risk provisions are meant to cover litigations with residents along the A28 and are updated either according to changes in cases before the courts or according to estimations of indemnities that may need to be paid.

iv. Expense Provision

Expense provisions are meant to cover expenses that are incurred throughout the year and cannot be absorbed otherwise.

h) Bonds and Debts to be Distributed

Bond issuance fees and cash payments made for the new debt incurred after refinancing are amortized according to the outstanding amount on the date in question.

i) Consolidation

AUTOROUTE DE LIAISON SEINE SARTHE's accounts are consolidated by the equity method with the SANEF group's accounts, a Société Anonyme (corporation) worth 53 090 461.67 euros, 30 Boulevard Gallieni, 92130 Issy les Moulineaux.

4. Effects of Refinancing

Replacing the tranche 2 and 3 A Bonds with the new A1 and A2 bonds does not substantially change the debt, as they incur associated fees.

The tranche 1 A Bonds and B Bonds have been considered completely reimbursed. The fees related to these bonds are now counted as expenses.

a) On the Balance Sheet

i. Liabilities

- Increase in financial debt from 655.7 m€ to 951.3 m€, for an increase of 295.6 m€
 - Recovery of the expense provision (inflation) account by 89.2 m€
- ⇒ i.e. an increase of the net liabilities of 206,4 m€ ;

ii. Assets

- Refinancing of the bond debt led to a decrease in gross fixed assets by 43.6 m€ as "activity" financing fees were paid during the construction of the A28
- Expenses to be distributed: 249.5 m€ in expenses (cf. 11) were incurred from the refinancing of the bond debt, including 19.2 m€ for fixed asset financing at the end of the construction of the A28.

b) On the Profit and Loss Account

i. Operating Result: no significant impact

ii. Financial Result:

- Additional expense of 4.3 m€ from fees from tranche 1 A Bond initial debt, substantially different in terms of financing
- Additional expense of 0.7 m€ from the credit swap taken out by ALIS Finance that was then terminated
- Recurrent effect until 2046: expenses from adjustment of expenditures compensated by savings on financial interests.

iii. Extraordinary Result:

- Net carrying value of financial fees from the initial tranche 1 A Bond debt no longer retained as an asset, totaling 1.3 m€.

5. Fixed Assets

ASSETS (in k€)	On 1 January 2016	Changes During the Year		On 31 December 2016
		Increases	Decreases	
Intangible Assets	1 731	87	9	1 809
<u>Intangible Assets Owned by the Company</u>	<u>32</u>	<u>0</u>	<u>0</u>	<u>32</u>
<u>Intangible Assets under Concession</u>	<u>1 699</u>	<u>87</u>	<u>9</u>	<u>1 777</u>
<i>currently in service</i>	122	0	0	122
<i>in progress</i>	1 577	87	9	1 655
Fixed Tangible Assets	961 556	339	43 644	918 251
<u>Fixed Tangible Assets Owned by the Company</u>	<u>158</u>	<u>3</u>	<u>23</u>	<u>138</u>
<u>Fixed Tangible Assets under Concession</u>	<u>961 398</u>	<u>336</u>	<u>43 621</u>	<u>918 113</u>
<i>currently in service</i>	961 398	259	43 621	918 036
<i>in progress</i>	0	77	0	77
Financial Assets	4	0	0	4
Total Assets	963 291	426	43 653	920 064

AMORTIZATIONS AND DEPRECIATIONS (in k€)	On 1 January 2016	Changes During the Year		On 31 December 2016
		Increases	Decreases	
Intangible Assets	99	20	0	119
<u>Intangible Assets Owned by the Company</u>	<u>32</u>	<u>0</u>	<u>0</u>	<u>32</u>
<u>Intangible Assets under Concession</u>	<u>67</u>	<u>20</u>	<u>0</u>	<u>87</u>
Fixed Tangible Assets	126 899	13 223	23 209	116 913
<u>Intangible Assets Owned by the Company</u>	<u>149</u>	<u>2</u>	<u>23</u>	<u>128</u>
<u>Intangible Assets under Concession</u>	<u>126 750</u>	<u>13 221</u>	<u>23 186</u>	<u>116 785</u>
<i>Depreciation of Assets under Concession</i>	97 045	11 940	0	108 985
<i>Depreciation of Financial Expenses</i>	21 905	1 281	23 186	0
<i>Depreciation of Renewable Assets</i>	7 800	0	0	7 800
Total Amortizations and Depreciations	126 998	13 243	23 209	117 032

6. Inventory and Debts Outstanding

47.4 k€ was booked on 31 December 2016 after inventorying fuel not yet sold at the Domaine d'Harcourt rest stop's repair shop.

7. Client Debts and Other Income Receivable

Receivables for current assets are broken down as follows:

- Clients and associated accounts:	7 239.0 k€ at less than 1 year
- Provision for client account depreciation:	0.0 k€
- Other income receivable (State, TVA):	1 702.3 k€, including 777.8 k€ at less than 1 year

8. Other Receivables

- Other debtors:	311.4 k€ at less than 1 year
- Insurance claims to be reimbursed:	354.7 k€ at less than 1 year

9. Cash Flow

The 62 513.6 k€ in cash flow are distributed as follows:

- Checking account:	31 604.3 k€
- Reserve account:	30 806.0 k€
- Other:	103.3 k€

10. Investment Subsidies

As of 31 December 2016, 354 675.9 k€ in subsidies had been redeemed.

Subsidies received for partial financing of fixed assets under concession were redeemed for the result at an amount of 4 611.6 k. This constitutes a proportional share of the fiscal year and is calculated the same way as the depreciation of assets under concession and is included in the result so that subsidies in attain a net carrying value of zero at the end of the concession period.

11. Risk and Expense Provisions

a) Inflation Provision

The company did not establish an inflation provision for the A2 bond issuance, as the core index applied on the date of issuance was greater than that used at the end of December 2016. This provision was calculated based on the consumer price index in October 2016.

b) Risk and Expense Provisions

At the end of 2016, the provision for renewal surcharges for assets under concession remained the same as that of the previous year, at 977.1 k€. It was calculated according to the consumer price index in December 2015.

The 30 k€ provision for litigations with a resident set aside on 31 December 2015 was conserved as a final judgment is awaited for the case.

Land improvement operations used 19 k€ of the provision, bringing the total available to 186 k€.

12. Debts to be Distributed

During refinancing, ALIS recorded 249 494.4 k€ in possible expenses over the duration of the loans according to the amount outstanding.

These fees include 208 292.6 k€ for the discrepancy between market value of the previous debt and its nominal value. As refinancing did not substantially change the amount of debt, this difference is extended for the duration of the new bond.

The remaining fees total 41 201.7 k€ and cover the net carrying amount of fees from the initial financing maintained as assets and expenses incurred by refinancing.

13. Expense Transfer

During the refinancing process, various costs were counted as expenses and then as issuance costs for the new bond debt.

15 254.7 k€ in expenses were transferred, broken down as follows:

- Financial consulting:	10 786.8 k€
- Consulting and external legal fees:	1 160.9 k€
- Legal consulting for lenders:	723.0 k€
- Consulting and assistance:	283.7 k€
- Commissions:	1 209.0 k€
- Rating agencies:	864.5 k€
- Other fees:	226.8 k€

14. Prepaid Expenses

- Insurance:	73.4 k€
- Annual public land use fee:	1 268.1 k€
- Archiving:	101.4 k€
- Plot management:	30.9 k€
- Other:	<u>52.5 k€</u>
Total	1 526.3 k€ (including 1 494.7 k€ at less than one year)

15. Equity

The 2 850 000€ in share capital, divided into 5 700 000 shares valued at 0.50€ each, is distributed according to the following table:

Shareholding	Shares	% held	Amount (in euros)
DIOMEDEA COOPERATIEF	1 890 690	33.17%	945 345
MCIF	1 482 000	26.00%	741 000
ABERDEEN INFRA N°2 LLP	750 120	13.16%	375 060
SANEF	665 190	11.67%	332 595
SAPN	456 000	8.00%	228 000
EGIS SA	456 000	8.00%	228 000
Total share capital	5 700 000	100.00%	2 850 000

Share capital changes as follows during the fiscal year (in k€) :

Changes in Share Capital	Share Capital	Carried Forward	Result	Subsidies	Total Share Capital
Start of fiscal year:	2 850	-164 610	4 408	316 309	158 957
Capital increase		40 399			
Income appropriation from year N-1		4 408	-4 408		
Financial result year N			1 486		
Recurring subsidies				-4 612	
End of fiscal year	2 850	-119 803	1 486	311 697	196 230

16. Deferred Taxes

Taxes deferred on 1 January 2016 come from valuation of all fiscal deficits of the company at 136 397 k€, for a deferred tax amount of 40 399 k€.

Based on the coming tax results, this deficit will be completely accounted for in 9 years.

Deferred taxes changed as follows during the fiscal year (in k€)

Changes in Deferred Taxes	ASSETS
Start of fiscal year:	40 399
IS fees	-1 694
IS due	691
End of fiscal year	39 396

For comparison, based on the deferred taxes established on 1 January 2015, equity should have changed as follows during the 2016 fiscal year (in k€).

Changes in Share Capital	Share Capital	Carried Forward	Result	Subsidies	Total Share Capital
Start of fiscal year:	2 850	-123 170	3 366	316 309	199 356
Capital increase					
Income appropriation from year N-1		3 366	-3 366		
Financial result year N			1 486		
Recurring subsidies				-4 612	
End of fiscal year	2 850	-119 803	1 486	311 697	196 230

At the end of 2015, the balance sheet would have been as follows taking into account the changes at opening:

BALANCE SHEET ASSETS PROFORMA – effect of deferred taxes (in euros)	Gross	Depreciations Amortizations Provisions	12/31/2015
Uncalled subscribed capital	0		0
Intangible assets	1 730 673	98 941	1 631 732
Tangible fixed assets	961 555 931	126 898 745	834 657 186
Financial assets	3 919	0	3 919
FIXED ASSETS	963 290 523	126 997 686	836 292 837
Inventory and debts outstanding	44 947	0	44 947
Advances and deposits paid to the CDES	1 549	0	1 549
Various receivables	12 973 876	0	12 973 876
Income receivable	53 093 160	0	53 093 160
Cash flow and equivalents	45 780 931	0	45 780 931
CURRENT ASSETS	111 894 463	0	111 894 463
Adjustment account – Deferred taxes	40 398 776	0	40 398 776
Expenses to distribute	0	0	0
Prepaid expenses	2 148 970	0	2 148 970
Conversion adjustment	0	0	0
GRAND TOTAL	1 117 732 732	126 997 686	990 735 046

BALANCE SHEET LIABILITIES PROFORMA – effect of deferred taxes (in euros)	12/31/2015
Share capital	2 850 000
Carried forward	(123 169 261)
FISCAL YEAR RESULT	3 366 302
Investment subsidies	316 308 525
EQUITY	199 355 566
RISK AND EXPENSE PROVISIONS	90 382 429
Financial debt	655 693 985
Advances and deposits paid on current orders	0
Operating debt	4 550 749
Other debt	40 708 008
DEBTS	700 952 742
Deferred income	44 309
Conversion adjustment	0
GRAND TOTAL	990 735 046

At the end of 2015, the profit and loss account would have been as follows taking into account the changes at opening:

PROFIT AND LOSS ACCOUNT PROFORMA – effect of deferred taxes (in euros)	12/31/2015
SALES REVENUE	69 546 804
Capitalized production	0
Write-backs on depreciation, amortization & provisions	25 000
Operating expense transfers	0
Other operating revenue	348 377
TOTAL OPERATING REVENUE	69 920 181
Merchandise purchases	177 036
Changes in merchandise inventory	7 254
Third party consumption	13 867 304
Taxes, duties and other levies	7 083 810
Personnel costs	0
Depreciation and provisions	15 760 700
Other operating expenses	61 836
TOTAL OPERATING EXPENSES	36 957 939
OPERATING RESULT	32 962 241
Other interest received and similar income	478 804
TOTAL FINANCIAL REVENUE	478 804
Amortizations and provisions for financial assets	303 930
Interest payable and similar charges	32 955 535
TOTAL FINANCIAL EXPENSES	33 259 465
FINANCIAL RESULT	-32 780 661
PRE-TAX RESULT	181 581
TOTAL EXTRAORDINARY PROFITS	4 903 799
Proportional share of subsidies to be included in the result	4 903 499
Extraordinary income on equity transactions	300
TOTAL EXTRAORDINARY EXPENSES	0
EXTRAORDINARY RESULT	4 903 799
Employee profit-sharing	0
Income tax (1)	1 719 078
RESULTAT	3 366 302

(1) including tax-deferred: 1 041 512

17. Financial Debt

The financial debt breaks down as follows (in k€):

Financial Debt	Less than 1 year	Between 1 and 5 years	More than 5 years	Total
Shareholder advances	17 468	22 832		40 300
Shareholder interest advanced	1 974			1 974
A1 bond debt	7 203	35 768	814 529	857 500
A1 bond debt interest	8 628			8 628
A2 bond debt			42 500	42 500
A2 bond debt interest	364			364
Deposits and guarantees received	29			29
Crédit Mutuel	7			7
Total financial debt	35 673	58 600	857 029	951 302

18. Non-Financial Debt

The non-financial debt breaks down as follows (in k€):

Non-Financial Debt	Less than 1 year	Between 1 and 5 years	More than 5 years	Total
Supplier debt and related accounts	671			671
Social debt	74			74
Fiscal debt	2 540			2 540
TVA	2 102			2 102
other taxes	438			438
Other operating debt	447			447
Total operating debt	3 732			3 732
Fixed asset liabilities	652	2 277	4 660	7 589
Total non-financial debt	4 384	2 277	4 660	11 321

19. Sales Revenue

Sales revenue before tax from toll transactions:	78 834.0 k€
Fuel profits before tax:	208.8 k€
Other profits:	842.5 k€
Total sales revenue:	75 885.3 k€

20. Extraordinary Profits

These are the proportional share of investment subsidies in the result, equaling 4 611.6 k€.

21. Extraordinary Expenses

These are part of the net carrying amount of financial fees incurred via the initial Tranche 1 A Bond and B Bond debt not kept in the assets, totaling 1.272 k€.

22. Personnel

Starting 1 July 2016, previously seconded personnel made available by shareholders were incorporated into the company's own personnel. As of 31 December 2016, the company has 9 employees.

The staff is composed of 4 executives and 5 employees and supervisors.

23. Off-Balance-Sheet Commitments

a) Commitments Given

After refinancing its bond debt in August 2016, the company was no longer committed to the original private inflation-linked bond issuances.

b) Commitments Received

- A performance contract was signed between ALIS, the project owner, and the entrepreneur for road reconstruction on 19 July 2013.

In order to ensure that the construction is finished exactly as planned and that penalties are paid as dictated by the contract, ALIS received a joint surety limited to a maximum of 4 477 629€. This contracted amount is updated and revised according to stipulations in article 9 of the same contract.

The surety bond ends one year after its entry into force, or at the latest on 23 June 2017. After this date, requests for activation of the surety will not be taken into account.

- For transfer of ALIS subscriber (TIS Libert't) management, a contract was signed with an external partner (the Provider) on 9 February 2015. This Provider acts on behalf of ALIS and other motorway company, collecting toll transactions.

In order to ensure payment, ALIS received a guarantee on first documented demand of 2 707 800€. This guarantee is renewed annually in accordance with the dispositions of article 12 of the contract and was extended to 31 December 2017.

24. Events After Closing

None.

25. Transactions with Related Parties

No transaction occurred between the company and related parties of any significant importance or outside normal market conditions.

26. Public Authority Contribution to the Concession Agreement

At the end of December 2009, this contribution was 354.7 m€ in calls for funds for the various public contributions. The entire amount was taken out as of 31 December 2016 (see above).

27. Auditor Remuneration

Fees due for the audit of accounts balanced on 31 December 2016 equaled 30.6 k€ before tax.

28. Executive Remuneration

Direct and indirect remuneration of all types collected from French and foreign companies by executives (Chief Executive) and invoiced during the 2016 fiscal year, totaled 52.3 k€ (including social expenses and provisions).

No attendance fees were allocated to administrators or censors during the 2016 fiscal year.