

SYSTRA S.A.

Statement by one of the statutory auditors on the annual financial statements translated into English as at December 31, 2019



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General Manager
SYSTRA S.A.
72-76 rue Henry Farman
75015 PARIS

In our capacity as statutory auditors of SYSTRA SA and in accordance with your request, we have prepared this statement relating to the information contained in the attached document (the "Appendix") for the year ended December 31, 2019 and prepared for the needs of potential invitation to tenders.

The information was prepared under SYSTRA's management's responsibility and based on the accounting records used for the preparation of the annual financial statements of the Company established in accordance with the accounting rules and principles applicable in France for the year ended December 31, 2019.

It is our responsibility to report on:

- The concordance of the data presented in the Appendix compared to that contained in the annual financial statements we have audited as at and for the year ended December 31, 2019;
- The consistency of the translation into English of the items appearing in the Appendix with the annual financial statements of the Company established in French as required by the French Commercial code.

In the context of our role as statutory auditor, we have audited the annual financial statements of the Company as at and for the year ended December 31, 2019. Our audit was conducted in accordance with professional standards applicable in France, and was planned and performed for the purpose of forming an opinion on the annual financial statements taken as a whole and not on any individual component of the accounts used to determine the information. Accordingly, our audit tests and samples were not carried out with this objective and we do not express any opinion on any components of the accounts taken individually.

Furthermore, we have not performed any procedures to identify events that may have occurred after the date of our report on the annual financial statements of the Company which was issued on May 12, 2020.

We have not audited any interim accounts of the Company as of any date or for any period subsequent to December 31, 2019, and accordingly we do not express an opinion thereon.

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Société d'expertise comptable inscrite au tableau de l'ordre de Paris - Ile de France. Société de commissariat aux comptes membre de la compagnie régionale de Versailles. Société par Actions Simplifiée au capital de 2 510 460 €. Siège social : 63 rue de Villiers 92200 Neuilly-sur-Seine. RCS Nanterre 672 006 483. TVA n° FR 76 672 006 483. Siret 672 006 483 00362. Code APE 6920 Z. Bureaux : Bordeaux, Grenoble, Lille, Lyon, Marseille, Metz, Nantes, Neuilly-Sur-Seine, Nice, Poitiers, Rennes, Rouen, Strasbourg, Toulouse.

Our engagement, which constitutes neither an audit nor a review, was performed in accordance with the professional standards applicable in France. For the purpose of this statement, our work consisted in:

- Verifying the reconciliation of the data presented in the attached document with that contained in the annual financial statements of SYSTRA SA we have audited as at and for the year ended December 31, 2019;
- Checking that the translation into English of the annual financial statements in the Appendix is consistent with the original French version of the annual financial statements of the Company as required by the French Commercial code.

On the basis of our work, we have nothing to report on the information contained in the attached document.

This statement has been prepared solely for your attention within the context described above and may not be used, distributed or referred to for any other purpose.

Our work should not be taken to supplant any additional inquiries or procedures that should be undertaken by a third party recipient of this statement and we make no representations regarding the sufficiency of the procedures we performed for the purpose of third parties.

In our capacity as statutory auditor of SYSTRA SA, our responsibility towards SYSTRA SA and the Shareholders is defined by French law and we do not accept any extension of our responsibility beyond that set out in French law. We do not owe or accept any duty of care to any third party including the financial institutions to which we are not party. In no event shall PricewaterhouseCoopers Audit be liable for any loss, damage, cost or expense arising in any way from fraudulent acts, misrepresentation or wilful misconduct on the part of the Directors, employees or agents SYSTRA SA.

This statement is governed by French law. The French courts have exclusive jurisdiction in relation to any claim, difference or dispute which may arise out of or in connection with our engagement letter or this statement. Each party irrevocably waives any right it may have to object to an action being brought in any of those Courts, to claim that the action has been brought in an illegitimate court or to claim that those Courts do not have jurisdiction.

One of the Statutory Auditors
PricewaterhouseCoopers Audit

Christophe Drieu

SYSTRA SA
FINANCIAL STATEMENTS
FOR THE YEAR ENDED

31 DECEMBER 2019

1. INCOME STATEMENT

<i>(in € thousands)</i>	2019	2018
Sales of services – Export	139 417	143 638
Sales of services – France	239 844	227 679
Total revenue	379 261	371 317
Own work capitalized	4 030	4 508
Operating subsidies	19	44
Reversal of depreciation, amortisation and provisions, and expense transfers	9 785	3 429
Currency translation gains on trade receivables and payables	1 714	2 361
Other operating income	813	3 205
Operating income	395 623	384 864
Other purchases and external expenses	(149 813)	(156 294)
Taxes other than on income	(8 633)	(8 986)
Wages and salaries	(165 095)	(164 261)
Payroll taxes	(51 741)	(51 858)
Depreciation, amortisation and impairment expenses	(6 333)	(7 013)
Additions to provisions for liabilities and charges	(7 245)	(2 241)
Currency translation losses on trade receivables and payables	(2 010)	(1 735)
Other operating expenses	(2 549)	142
Operating expenses	(393 418)	(392 244)
1. Operating profit (loss)	2 204	(7 380)
Profits attributed to Systra SA or losses transferred to partners	2 056	2 364
Losses attributed to Systra SA or profits transferred to partners	0	0
2. Jointly-controlled operations	2 056	2 364
Income from investments in subsidiaries and affiliates	1 889	920
Income from other capitalised securities and receivables	0	0
Interest income	3 959	5 723
Foreign exchange gains	3 056	2 097
Net gains on sales of marketable securities	0	0
Reversals of provisions for financial items	4 864	16 502
Financial income	13 769	25 241
Losses on loans and advances to subsidiaries and affiliates	0	0
Interest expense	(7 202)	(17 471)
Foreign exchange losses	(4 042)	(2 881)
Net losses on sales of marketable securities	0	0
Additions to provisions for financial items	(3 006)	(2 980)
Financial expenses	(14 250)	(23 332)
3. Net financial income (expense)	(481)	1 910
PROFIT (LOSS) BEFORE NON-RECURRING ITEMS AND TAX (1+2+3)	3 780	(3 107)
Non-recurring income from management transactions	569	60
Non-recurring income from capital transactions	0	3
Reversal of provisions for non-recurring items	0	0
Non-recurring income	569	63
Non-recurring expenses on management transactions	(5 979)	(461)
Non-recurring expenses on capital transactions	0	0
Additions to provisions for non-recurring items	(3 534)	0
Non-recurring expenses	(9 513)	(461)
4. Net non-recurring expense	(8 944)	(398)
5. Income tax	(3 932)	(3 350)
LOSS FOR THE YEAR	(9 097)	(6 855)

2. BALANCE SHEET – ASSETS

(in € thousands)	31 Dec. 2019			31 Dec. 2018
	Gross	Amort./Depr.	Net	
Concessions, patents and similar rights	27 299	12 276	15 023	7 256
Purchased goodwill	107 439	0	107 439	107 439
Other intangible assets	3	0	3	3
Intangible assets in progress	7 670	0	7 670	13 090
Intangible assets	142 410	12 276	130 134	127 787
Fixtures and fittings	18 027	8 395	9 632	10 415
Vehicles	978	323	654	525
Office and IT equipment, furniture	7 406	5 440	1 966	1 930
PPE under construction	449	0	449	393
Prepayments to PPE suppliers	0	0	0	0
Property, plant and equipment	26 859	14 158	12 701	13 263
Investments in subsidiaries and affiliates	89 187	21 866	67 321	65 509
Loans and other long-term investments	31 677	1 971	29 706	32 134
Guarantees and deposits	7 970	0	7 970	6 871
Long-term financial assets	128 835	23 838	104 997	104 514
Fixed assets	298 104	50 271	247 832	245 564
Prepayments to suppliers	2 456	0	2 456	2 612
Trade receivables	277 167	18 486	258 681	250 018
Prepaid and recoverable taxes and payroll costs	45 793	0	45 793	46 674
Other receivables	36 768	0	36 768	29 822
Receivables	362 184	18 486	343 698	329 126
Marketable securities	3 923	0	3 923	3 289
Cash at bank and in hand	30 840	0	30 840	43 860
Cash and cash equivalents	34 763	0	34 763	47 149
Prepaid expenses	11 129	0	11 129	14 540
Accruals	11 129	0	11 129	14 540
Current assets	408 075	18 486	389 589	390 816
Unrealised currency translation losses	4 459	0	4 459	6 060
TOTAL ASSETS	710 638	68 758	641 880	642 440

3. BALANCE SHEET – EQUITY AND LIABILITIES

<i>(in € thousands)</i>	31 Dec. 2019	31 Dec. 2018
Share capital	33 302	27 283
Additional paid-in capital	191 876	149 746
Legal reserve	2 728	2 728
Other reserves	723	723
Retained earnings	0	(14 524)
Loss for the year	(9 097)	(6 855)
Equity	219 532	159 101
Provisions for liabilities	11 659	14 789
Provisions for charges	21 811	17 315
Provisions for non-recurring losses	3 534	0
Provisions for liabilities and charges	37 004	32 104
Bank borrowings	134 148	146 677
Other borrowings	17 839	27 267
Customer prepayments	9 194	10 037
Trade payables	49 787	79 174
Accrued taxes and payroll costs	102 192	98 244
Amounts due to fixed asset suppliers	462	431
Other liabilities	23 704	32 129
Liabilities	337 326	393 960
Deferred income	42 085	51 279
Accruals	42 085	51 279
Current liabilities	379 411	445 239
Unrealised currency translation gains	5 932	5 996
TOTAL EQUITY AND LIABILITIES	641 880	642 440