



Sanef Group

CONSOLIDATED FINANCIAL STATEMENTS For the year ended December 31, 2013

CONTENTS

SUMMARY FINANCIAL STATEMENTS	4
1. CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME	4
2. CONSOLIDATED STATEMENT OF FINANCIAL POSITION	6
3. CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	7
4. CONSOLIDATED STATEMENT OF CASH FLOWS	8
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS	9
1 INFORMATION CONCERNING THE GROUP	9
2 ACCOUNTING POLICIES	10
2.1 APPLICABLE ACCOUNTING PRINCIPLES	10
2.2 APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS	11
2.3 CONSOLIDATION METHOD	11
2.4 TRANSLATION OF FOREIGN CURRENCIES	11
2.5 SEGMENT DATA	12
2.6 GOODWILL	12
2.7 INTANGIBLE ASSETS	12
2.7.1 INTANGIBLE ASSETS HELD UNDER CONCESSION ARRANGEMENTS	12
2.7.2 OTHER INTANGIBLE ASSETS.....	13
2.8 PROPERTY, PLANT AND EQUIPMENT	13
2.9 IMPAIRMENT TESTING OF GOODWILL, OTHER INTANGIBLE ASSETS AND PROPERTY, PLANT AND EQUIPMENT	13
2.10 FINANCIAL INSTRUMENTS	13
2.10.1 NON-DERIVATIVE FINANCIAL ASSETS	14
2.10.2 NON-DERIVATIVE FINANCIAL LIABILITIES	14
2.10.3 DERIVATIVES.....	15
2.11 INVENTORIES.....	15
2.12 TRADE AND OTHER ACCOUNTS RECEIVABLE	15
2.13 RECOGNITION OF INCOME TAXES	15
2.14 EQUITY.....	16
2.15 SHARE-BASED PAYMENTS	16
2.16 INTEREST EXPENSES	16
2.17 CURRENT AND NON-CURRENT PROVISIONS.....	16
2.18 EMPLOYEE DEFINED BENEFIT OBLIGATIONS	16
2.19 REVENUE RECOGNITION	17
2.20 FINANCIAL INCOME AND EXPENSES	17
2.21 MEASURING THE FAIR VALUE OF FINANCIAL INSTRUMENTS	17
2.22 ASSETS HELD FOR SALE	18
2.23 REPORTING STANDARDS AND INTERPRETATIONS NOT YET IN EFFECT.....	18
3 DETAILS OF THE SUMMARY FINANCIAL STATEMENTS	20
3.1 SCOPE OF CONSOLIDATION	20
3.1.1 INVESTMENTS IN ASSOCIATES	21
3.2 REVENUE.....	22
3.3 PURCHASES AND EXTERNAL EXPENSES	23
3.4 PAYROLL COSTS	24
3.5 OTHER INCOME AND EXPENSES	25
3.6 TAXES OTHER THAN ON INCOME	26
3.7 DEPRECIATION, AMORTIZATION AND PROVISIONS	27
3.8 FINANCIAL INCOME AND EXPENSES	27

Consolidated financial statements Sanef Group- December 31, 2013

3.9	INCOME TAXES	28
3.10	EARNINGS PER SHARE AND DIVIDENDS	29
3.11	GOODWILL	29
3.12	ASSETS AND RELATED LIABILITIES HELD FOR SALE	29
3.13	INTANGIBLE ASSETS	30
3.14	PROPERTY, PLANT AND EQUIPMENT	31
3.15	CURRENT AND NON-CURRENT FINANCIAL ASSETS	33
	3.15.1 CARRYING AMOUNT OF FINANCIAL ASSETS BY ACCOUNTING CATEGORY	33
	3.15.2 NON-CONSOLIDATED AFFILIATES	35
	3.15.3 DERIVATIVES	35
	3.15.4 INFORMATION ON LOANS AND RECEIVABLES IN NON-CURRENT FINANCIAL ASSETS	36
3.16	TRADE AND OTHER ACCOUNTS RECEIVABLE	36
3.17	CASH AND CASH EQUIVALENTS	37
3.18	CAPITAL STOCK AND ADDITIONAL PAID-IN CAPITAL	37
3.19	PROVISIONS	37
3.20	LONG-TERM EMPLOYEE BENEFITS	38
	3.20.1 POST-EMPLOYMENT DEFINED BENEFIT PLANS	39
	3.20.2 OTHER LONG-TERM BENEFITS	41
3.21	FINANCIAL LIABILITIES BY ACCOUNTING CATEGORY	42
3.22	TRADE AND OTHER ACCOUNTS PAYABLE	43
3.23	CONTINGENT LIABILITIES	44
3.24	MANAGEMENT OF FINANCIAL RISKS AND DERIVATIVE INSTRUMENTS	45
	3.24.1 MARKET RISKS	45
	3.24.2 CREDIT RISK	50
	3.24.3 LIQUIDITY RISK	50
3.25	RELATED PARTIES	52
3.26	FINANCIAL AGGREGATES	53
3.27	EVENTS AFTER THE END OF THE REPORTING PERIOD	53

SUMMARY FINANCIAL STATEMENTS

1. CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

<i>(in € thousands)</i>	Notes	2013	2012
Operating income		1,646,119	1,619,092
Revenue	3.2	1,617,654	1,603,956
<i>of which revenue excluding construction</i>		<i>1,553,268</i>	<i>1,495,480</i>
<i>of which revenue from construction</i>		<i>64,386</i>	<i>108,476</i>
Other income	3.5	28,465	15,136
Operating expenses		(962,645)	(948,911)
Purchases and external expenses	3.3	(203,545)	(224,348)
<i>of which construction costs</i>		<i>(64,386)</i>	<i>(108,476)</i>
Payroll costs	3.4	(204,431)	(193,841)
Other expense	3.5	(15,395)	(6,746)
Taxes other than on income	3.6	(198,368)	(195,792)
Depreciation, amortization and provision	3.7	(340,906)	(328,184)
Operating income, net		683,474	670,181
Interest expense	3.8	(185,015)	(196,946)
Other financial expenses	3.8	(22,555)	(28,319)
Financial income	3.8	32,620	22,694
Income before tax		508,524	467,610
Income tax	3.9	(192,052)	(168,894)
Share in net income of associates	3.1	(12,094)	(11,828)
Net income before non-controlling interests		304,378	286,888
Non-controlling interests		19	15
Net income attributable to the owner of Sanef		304,359	286,873

	3.10		
Basic earnings per share <i>(in euros)</i>		3.97	3.74
Weighted average number of shares		76,615,132	76,615,132
Diluted earnings per share <i>(in euros)</i>		3.97	3.74
Weighted average number of shares		76,615,132	76,615,132

The information presented for 2012 has not been restated for the application of revised IAS 19 since the impact of the application of this standard is not considered material.

Other components of comprehensive income:

<i>(in € thousands)</i>	2013	2012
Net income	304,378	286,888
Actuarial gains and losses on post-employment programs	(2,483)	(9,970)
Tax effect	855	3,433
<i>Items not potentially reclassifiable to profit and loss</i>	<i>(1,628)</i>	<i>(6,537)</i>
Fair value adjustment on cash flow hedges	1,337	(473)
Tax effect	(460)	163
Fair value adjustment on cash flow hedges of associates (net of tax)	6,236	1,098
<i>Items potentially reclassifiable to profit and loss</i>	<i>7,113</i>	<i>788</i>
Total income and expenses recognized directly in equity	5,485	(5,749)
Total income and expenses recognized during the period	309,863	281,139
Attributable to the owner of Sanef	309,844	281,124
Non-controlling interests	19	15

The information presented for 2012 has not been restated for the application of revised IAS 19 since the impact of the application of this standard is not considered material.

2. CONSOLIDATED STATEMENT OF FINANCIAL POSITION

ASSETS <i>(in € thousands)</i>	Notes	December 31, 2013	December 31, 2012
Goodwill	3.11	6,716	6,716
Intangible assets	3.13	4,036,573	4,218,418
Property, plant and equipment	3.14	206,156	194,089
Investments in associates	3.1	33,605	39,772
Non-current financial assets	3.15	76,192	110,832
Deferred tax assets		38,816	11,670
Total non-current assets		4,398,058	4,581,497
Inventories		11,325	11,709
Trade and other accounts receivable	3.16	304,632	281,031
Current financial assets	3.15	12,797	22,235
Cash and cash equivalents	3.17	379,513	44,278
Group of assets held for sale	3.12	3,994	19,850
Total current assets		712,261	379,102
TOTAL ASSETS		5,110,319	4,960,599

EQUITY AND LIABILITIES <i>(in € thousands)</i>	Notes	December 31, 2013	December 31, 2012
Capital stock	3.18	53,090	53,090
Additional paid-in capital	3.18	654,413	654,413
Reserves and net income		(101,735)	(196,306)
Equity attributable to the owner of Sanef		605,768	511,197
Equity attributable to the non-controlling interests		94	100
Total equity		605,862	511,297
Non-current provisions	3.19	277,012	277,883
Provisions for long-term employment benefits	3.20	45,790	42,463
Non-current financial liabilities	3.21	3,238,110	3,125,231
Total non-current liabilities		3,560,912	3,445,577
Current provisions	3.19	10,335	7,033
Current financial liabilities	3.21	524,069	568,882
Trade and other accounts payable	3.22	369,266	404,949
Current tax liabilities		35,065	2,106
Liabilities related to the group of assets held for sale	3.12	4,810	20,755
Total current liabilities		943,545	1,003,725
TOTAL EQUITY AND LIABILITIES		5,110,319	4,960,599

The information presented for 2012 has not been restated for the application of revised IAS 19 since the impact of the application of this standard is not considered material.

3. CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

<i>(in € thousands)</i>	Capital stock	Additional paid-in capital	Accumulated translation adjustments	Consolidated reserves and net income	Shareholders' equity	Non-control ling interests	Total equity
As of January 1, 2013	53,090	654,413	(31)	(196,275)	511,197	100	511,297
Dividends				(215,000)	(215,000)	(15)	(215,015)
Recognized income and expenses				309,844	309,844	19	309,863
Share-based payments				46	46		46
Other			(336)	17	(319)	(10)	(329)
As of December 31, 2013	53,090	654,413	(367)	(101,368)	605,768	94	605,862

<i>(in € thousands)</i>	Capital stock	Additional paid-in capital	Accumulated translation adjustments	Consolidated reserves and net income	Shareholders' equity	Non-control ling interests	Total equity
As of January 1, 2012	53,090	715,288	52	(259,164)	509,266	94	509,360
Dividends		(60,875)		(218,485)	(279,360)	(9)	(279,369)
Recognized income and expenses				281,124	281,124	15	281,139
Share-based payments				182	182		182
Other			(80)	65	(15)		(15)
As of December 31, 2012	53,090	654,413	(31)	(196,275)	511,197	100	511,297

The information presented for 2012 has not been restated for the application of revised IAS 19 since the impact of the application of this standard is not considered material.

4. CONSOLIDATED STATEMENT OF CASH FLOWS

<i>(in € thousands)</i>	2013	2012
OPERATING ACTIVITIES		
Operating income, net	683,474	670,181
Depreciation, amortization and provisions	354,139	334,804
Recoveries of depreciation, amortization and provisions	(9,493)	(398)
Disposal gains and losses	(1,252)	(343)
Change in inventories	317	1,200
Change in trade and other accounts receivable	(14,101)	(6,737)
Change in trade and other accounts payable	(65,190)	(90,750)
Taxes paid	(216,654)	(155,645)
	731,240	752 312
INVESTING ACTIVITIES		
Additions to property, plant and equipment	(61,828)	(59,422)
Additions to intangible assets	(110,739)	(101,339)
Proceeds from disposals of property, plant and equipment and intangible assets	354	482
Additions to non-current financial assets	(313)	(3,366)
Proceeds from disposal of non-current financial assets	19,005	906
Net cash held by subsidiaries on acquisition/disposal	143	(14,016)
Interest income	4,154	3,687
Dividends received	82	117
	(149,142)	(172 951)
FINANCING ACTIVITIES		
Dividends paid to the owner of Sanef	(215,000)	(279,361)
Dividends paid to non-controlling shareholders	(15)	(9)
New borrowings	601,398	161,121
Reimbursement of borrowings	(483,600)	(305,680)
Investment grants (gross)	4,665	2,137
Interest expense	(187,360)	(188,929)
Cash equalization payment received on sale of interest rate swaps	33,495	
	(246,417)	(610,721)
NET CHANGE IN CASH AND CASH EQUIVALENTS		
	335,681	(31,360)
CASH AND CASH EQUIVALENTS – BEGINNING OF PERIOD		
	44,231	75,678
<i>Cash and cash equivalents – beginning of period, including from assets held for sale</i>	<i>45,690</i>	<i>77,050</i>
<i>Variation of change</i>	<i>(445)</i>	
Cash and cash equivalents – end of period, including from assets held for sale	380,926	45,690
<i>Cash and cash equivalents from assets held for sale</i>	<i>1,413</i>	<i>1,459</i>
CASH AND CASH EQUIVALENTS – END OF PERIOD	379,513	44,231

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1 INFORMATION CONCERNING THE GROUP

The Sanef group holds two concessions granted by the French government, through which it manages the construction and operation of 1,785 kilometers of toll roads, engineering structures and facilities. Of this total, Sanef manages 1,406 kilometers and SAPN manages 379 km. As of December 31, 2013 and December 31, 2012, the group's network in service consisted of 1,773 kilometers.

Both Sanef and SAPN are parties to the concession arrangements, which expire in 2029.

The primary concession arrangements are similar for both companies, and the attached specifications constitute the fundamental instruments establishing the relationships between the French government as grantor and both companies. In particular, these arrangements set out the terms and conditions for the construction and operation of the toll roads, the applicable financial provisions, the duration of the concession and the terms under which the installations are to be recovered at the end of the concession.

The provisions most likely to influence the outlook of the group's operations include:

- the obligation to maintain all engineering structures in a good state of repair and to ensure the continuity of traffic circulation under good safety conditions and in good working order;
- the provisions setting toll rates and the conditions for changes thereto;
- the clauses providing for applicable provisions in the event of regulatory changes of a technical or tax nature applicable to toll road operators. If such a change was liable to seriously compromise the financial equilibrium of the concessions, the French government and the concession operators would agree the compensation to be envisaged by mutual agreement;
- the provisions liable to guarantee that all of the engineering structures of the concession have been placed in a proper state of repair on the date the contract expires;
- the conditions under which the assets are to be turned back over to the French government at the end of concession and the restrictions placed upon the assets;
- the ability of the French government to buy out the concession arrangements in the general interest.

In the context of the privatization of the Company, the French government announced its desire to modify the concession arrangements awarded to Sanef via amendments to the agreements that were approved by the boards of directors of Sanef and Sapn on April 27 and May 4, 2006, respectively.

Lastly, on December 31, 2004, long-term program agreements (*contrats d'entreprise*) were signed by Sanef Group companies and the French government, defining capital expenditure programs and price policies for 2004-2008. The long-term program agreement between Sanef and the French government for the subsequent period - 2010-2014 – took effect in 2012, while Sapn's agreement is still being negotiated.

Sanef's registered office is located at 30 boulevard Gallieni – 92130 Issy-les-Moulineaux – France.

2 ACCOUNTING POLICIES

2.1 Applicable accounting principles

Sanef's 2013 consolidated financial statements have been prepared in accordance with the international accounting standards published by the International Accounting Standards Board (IASB), as approved by the European Union on December 31, 2013. The texts published by the IASB and not adopted by the EU are not applicable to the Group.

They have been prepared on the historical cost basis, unless specifically stated below. The preparation of the financial statements requires the use of estimates and making of choices regarding the manner in which these standards are applied to certain transactions.

The following standards and interpretations are applicable with effect from 2013:

- Revision of IAS 19 "*Employee Benefits*": the main impact stems from the recognition at January 1, 2013 of all the past service costs not yet recognized at December 31, 2012 in the provision for post-employment employee benefits through consolidated reserves.
- IFRS 13 "*Fair Value Measurement*", which requires that counterparty or credit risk be taken into account in the revaluation of hedging instruments and that additional information be provided in the notes.
- Annual IFRS improvement process (2009-2011 cycle) of May 2012: the amendments included in this annual IFRS improvement process are applicable to the fiscal years beginning on January 1, 2013 and pertain to five standards. These amendments did not have a material impact on the group's consolidated financial statements.
- Amendments to IAS 12 "*Income Taxes*" on the recovery of underlying assets: this amendment did not have an impact on the group's consolidated financial statements in 2013.
- Amendment to IFRS 7 "*Financial Instruments: Disclosures*" related to disclosures about offsetting financial assets and liabilities was not applicable within the group in 2013.

The following new standard also becomes mandatory as of the 2013 financial statements. However, it is not applicable to Sanef given the group's nature, activities and organization:

- Amendments to IFRS 1 "*First-time Adoption of International Financial Standards*" related to severe hyperinflation, the removal of fixed dates for first-time adopters and the treatment of government loans at the time of the first-time adoption of IFRS.
- IFRIC 20 "*Stripping Costs in the Production Phase of a Surface Mine*"

Estimates and judgments:

The preparation of the consolidated financial statements required Management to make certain judgments and to include certain estimates and assumptions. Those estimates and their underlying assumptions were based on past experience and other factors deemed reasonable under the circumstances.

They served as the basis for the judgments that were made, as the information required to determine the carrying amounts of certain assets and liabilities could not be obtained directly from other sources. Actual values may differ from these estimates.

Significant estimates made by the Group relate to the valuation of concession intangible assets in view of a potential impairment, depreciation periods for replaceable assets, the recoverable value of goodwill, provisions (particularly provisions for infrastructure maintenance), and impairment of receivables.

2.2 *Approval of the consolidated financial statements*

The Sanef Group's consolidated financial statements were approved by the Board of Directors on February 20, 2014. The shareholders' meeting that will approve these financial statements is scheduled for April 10, 2014.

2.3 *Consolidation method*

The consolidated financial statements include the financial statements of Sanef, its controlled subsidiaries and its associates, established at the end of each reporting period. The financial statements of subsidiaries and associates are prepared for the same period as those of the parent company.

Subsidiaries are fully consolidated when they are controlled by the Group. Such control is established when the Group has the direct or indirect power to make decisions relating to operations and finance in order to obtain full advantages from the subsidiary.

Non-controlling interests are presented on the statement of financial position in a separate category from equity. The share of non-controlling interests in income is presented on a separate line of the statement of comprehensive income.

Subsidiaries that are jointly controlled are proportionally consolidated.

Companies over which the Group exercises notable influence ("associates") are consolidated using the equity method. Notable influence is presumed when the Group holds more than 20% of a company's shares. If this criterion is not met, other criteria – such as whether the Group is represented on the company's Board of Directors – are considered when deciding whether or not to apply the equity method.

Companies that have been newly acquired are consolidated as from the effective date control is acquired. Their assets and liabilities are valued at that date in accordance with the acquisition method used.

2.4 *Translation of foreign currencies*

In Group companies, transactions in foreign currencies are translated using the exchange rate in effect at the time they occur. Money market assets and liabilities denominated in foreign currencies are translated at the closing exchange rate for the period. Any translation gains and losses are recognized in the statement of comprehensive income as other financial income and expense.

The subsidiaries and equity investments located outside of the eurozone use their local currency as operating currency and this currency is used for the majority of their transactions. Their statements of financial position are translated using the exchange rate in effect at the end of the reporting period, while their statements of comprehensive income are translated using the average annual exchange rate. Any gains or losses that may result from the translation of the financial statements of these subsidiaries and affiliates are recognized in consolidated equity under "Cumulative translation adjustments." Goodwill on these subsidiaries is recognized in the local functional currency.

2.5 *Segment data*

The Group is not obliged to provide segment data, as defined in IFRS 8. However, some indicators presenting the concessions separately from other activities (basically telematics) are presented in note 3.26.

2.6 *Goodwill*

Goodwill represents the difference between the acquisition price (including ancillary costs incurred before the application of the revised IFRS 3) of the shares of companies that are controlled by the Group and the Group's share in the fair value of their net assets at the date control is acquired. It corresponds to non-identifiable items within the acquired companies. In accordance with IFRS 3 *Business Combinations*, goodwill is not amortized.

The Group has a period of 12 months from the date of acquisition to finalize the accounting for any business combinations.

Goodwill is tested for impairment as soon as there is an indication of a loss of value, and at least once per year. For this test, goodwill is allocated at the cash-generating unit level, representing the smallest groups of assets generating autonomous cash flows, compared to the total cash flows of the Group.

2.7 *Intangible assets*

2.7.1 *Intangible assets held under concession arrangements*

In accordance with IFRIC 12, intangible assets held under concession arrangements represent the contractual right to use the public service infrastructure made available by the government and to charge users of the public service. The infrastructure must be returned to the government without charge at the end of the concession period.

The concession covers all land, engineering structures and facilities required for the construction, maintenance and operation of each toll road or section of toll road, including on- and off-ramps, out-buildings and other facilities used to provide services to toll road users or designed to optimize toll road operations. Assets may include either original infrastructure or complementary investments on toll roads in service.

On initial recognition, the assets are measured based on the fair value of the construction or improvement work performed on the infrastructure with a contra-entry in profit or loss, corresponding to the revenue recognized for the services performed for the government granting the concession. In practice, fair value is equal to the cost of construction work entrusted to third parties and recognized in other external expenses. Intangible assets held under concession arrangements are amortized over the life of the concession (the Group's main concessions expire in 2029) at a pace that reflects the consumption of economic benefits expected from the intangible right conceded (on a straight-line basis for mature concessions and based on traffic forecasts for new concessions).

2.7.2 *Other intangible assets*

The remaining intangible assets consist mainly of software purchased by the Group. They are recognized at cost and are amortized on a straight-line basis over a period of three to five years, depending on their useful life.

Currently, development expenses are mainly charged to the statement of comprehensive income in the period during which they are incurred, as they do not meet the requirements for capitalization

2.8 *Property, plant and equipment*

Following the adoption of IFRIC 12, only the replaceable assets that are not controlled by the grantor, such as toll booth equipment, signage, remote transmission and video-surveillance systems, computer equipment, vehicles, machinery and tools are classified as “property, plant and equipment” in the Sanef Group financial statements. They are depreciated on a straight-line basis over their useful life.

Useful lives	Number of years
Equipment and tools	5 to 8 years
Computer hardware	3
Vehicles	5
Facilities	8

2.9 *Impairment testing of goodwill, other intangible assets and property, plant and equipment*

The legal stipulations and the financial provisions of the concession contracts require that each contract be associated with a cash generating unit (CGU). The value in use of these CGUs is determined by discounting all future net cash flows. Impairment losses are recognized when the recoverable amount of the asset is less than the carrying amount of the goodwill, other intangible assets and property, plant and equipment associated with the CGU. The recoverable amount of an asset or a cash-generating unit is the higher of its fair value less costs to sell and its value in use. Impairment losses are credited to the asset account in question.

The future cash flows used to determine value in use are those defined during the preparation of Sanef’s budget and strategic plan, and are management’s best estimate of all economic conditions that exist over the asset’s remaining useful life. The assumptions are determined on the basis of past experience and independent sources.

The goodwill related to the acquisition of the sanef-its group is tested at least annually since this group is considered a cash-generating unit.

2.10 *Financial instruments*

The measurement and recognition of financial assets and liabilities are defined by IAS 39 *Financial Instruments: Recognition and Measurement*.

2.10.1 *Non-derivative financial assets*

When first recorded on the statement of financial position, financial assets are stated at fair value plus transaction costs.

At the date of acquisition, and depending on the purpose of the acquisition, Sanef classifies the financial asset in one of the three accounting categories of financial assets defined by IAS 39. This classification then determines the measurement method applied to the financial asset in future periods: amortized cost or fair value.

Held-to-maturity investments include solely securities with fixed or determinable cash flows and maturities, other than loans and receivables that are purchased with the intention of keeping them until their maturity. These are stated at amortized cost using the effective interest rate method. The net income/loss on held-to-maturity investments will reflect either interest income or impairment. The Group does not currently hold any financial assets belonging to this category.

Loans and receivables are non-derivative financial instruments with fixed or determinable cash flows that are not quoted in a regulated market. These assets are stated at amortized cost using the effective interest rate. This category includes trade receivables, receivables from affiliates, guarantee deposits, financial advances, guarantees and other loans and receivables. Loans and receivables are recognized net of any provisions for impairment due to default risk. Net gains and losses on loans and receivables reflect either interest income or impairment losses.

Available-for-sale assets are stated at fair value, and any change in fair value is recognized directly in equity. This category primarily includes non-consolidated affiliates. These assets are recognized on the statement of financial position at cost, in the absence of an active market. Net gains or losses on available-for-sale assets recognized in income and expenses include dividends, impairment losses and capital gains and losses.

Financial assets at fair value through profit or loss include financial assets and liabilities held for trading which the Group intends, from the date of purchase, to sell or trade within the short term and financial assets that are, on initial recognition, designated as under the fair value option. The Sanef Group is not meant to own and does not own any financial assets held for trading. They are measured at fair value, with changes in fair value recognized through profit or loss in the statement of comprehensive income. Financial assets at fair value through income, designated as such on option, include cash and cash equivalents. The net income or loss on these assets at fair value includes interest income, changes in fair value and capital gains and losses.

Cash includes amounts held in bank current accounts. Cash equivalents are highly liquid investments, maturing in less than three months that do not present any material risk of loss of value. Cash equivalents are included in the category of financial assets at fair value through profit or loss.

2.10.2 *Non-derivative financial liabilities*

Financial liabilities include borrowings, trade accounts payable and other payables related to operations.

With the exception of financial liabilities measured at fair value through profit or loss, loans and other interest-bearing financial liabilities are stated at amortized cost using the effective interest rate method, which includes a yield-to-maturity based amortization of transaction costs directly linked to the issuance of the financial liability. Given their short maturity, trade and other accounts payable are stated at cost, as the amortized cost method using the effective interest rate method provides very similar results.

2.10.3 Derivatives

Derivative instruments are stated on the statement of financial position at their positive or negative fair value.

Any derivatives put in place in connection with the Group's interest rate management strategy but that do not qualify as hedging instruments, or where the Group has not elected to use hedge accounting, are stated on the statement of financial position at fair value, with changes in fair value through profit or loss.

In cases where these instruments qualify as fair value hedges, changes in fair value are recognized through profit and loss. A change in the fair value that goes against the hedged position, resulting from the risk that is covered, is recognized through profit or loss with a contra entry on the statement of financial position. Given the types of derivative instruments used by the Group, this accounting method has no material impact on the statement of comprehensive income.

Changes in the fair value of derivative instruments that do not qualify as hedging instruments are recognized through profit or loss.

Cash flow hedges are hedges of exposure to fluctuations in cash flows attributable to a particular risk associated with an asset or liability or a planned transaction which would affect reported net income. When derivative instruments qualify as cash flow hedges, any change in the fair value of the effective portion is recognized directly in equity, while any change in the fair value of the ineffective portion is recognized through profit or loss.

2.11 Inventories

Inventories consist primarily of fuel, salt and tags (OBU). They are stated at weighted average cost and written down to their net realizable value if it is lower.

2.12 Trade and other accounts receivable

Trade receivables are initially recognized at fair value and subsequently measured at amortized cost. Trade receivables are recognized in the short term on the basis of their face value, as discounting has no significant impact.

Impairment of trade receivables is recognized when there is objective evidence of the Group's inability to collect all or a portion of the amounts due.

2.13 Recognition of income taxes

Taxes include both current income tax expense and deferred taxes.

Tax receivables and payables generated during the year are classified as current assets or liabilities.

Deferred taxes are recognized on all temporary differences between the carrying amount of assets and liabilities and their tax basis. This method consists of calculating deferred taxes using the tax rates expected to apply when the temporary differences reverse, if such tax rates have been enacted. Deferred tax assets are recognized only when it is probable that they will be recovered in the future. Deferred tax assets and liabilities are offset against one another, regardless of when they are expected to reverse, where they concern entities in the tax group. Deferred taxes are not discounted to their present value and are recognized on the statement of financial position as non-current assets and liabilities.

2.14 *Equity*

All costs directly attributable to the capital increases are deducted from additional paid-in capital.

Dividend distributions to Sanef shareholder are recognized as a liability in the financial statements of the Group on the date the dividends are approved by the shareholder.

2.15 *Share-based payment*

Employee compensation in the form of equity instruments is recognized as an expense, with a contra entry to additional paid-in capital. In accordance with IFRS 2 *Share-based Payment*, they are stated at fair value of the instruments granted and the expense is spread over the vesting period.

2.16 *Interest expenses*

The interest expenses generated during the building of conceded engineering structures are included in the building cost of these structures.

2.17 *Current and non-current provisions*

In accordance with IAS 37 *Provisions, Contingent Liabilities and Contingent Assets*, a provision is recognized when the Group has an obligation to a third party arising from a past event and it is probable that an outflow of resources will be required to fulfill this obligation.

Non-current provisions mainly correspond to the contractual obligation to maintain or restore the infrastructure (excluding any improvements). These provisions are measured based on the Group's best estimate of the future expenditure required to renew toll road surfaces and maintain engineering structures and are set aside as the infrastructure is used. They are discounted using a discount rate representing the time value of money. The impact of discounting non-current provisions is recognized in "Other financial expenses".

2.18 *Employee defined benefit obligations*

Salaried employees of the Sanef Group receive lump-sum termination benefits which are paid to those employees who are actively employed by Sanef when they retire. Furthermore, employees who retire from the subsidiary Sapn are entitled to partial coverage of their healthcare insurance premium contribution. A supplemental defined benefit retirement plan for the Sanef Group's managers was introduced in 2005.

Prior to retirement, employees are paid defined benefits by the Group in the form of long service awards.

These defined benefit obligations are recorded on the statement of financial position and measured using the projected unit credit method, based on estimated future salaries, which are used to calculate benefits. Expenses recognized during the year include current service costs during the year presented in payroll costs, with the financial cost corresponding to the reversal of the discounting of the actuarial obligation classified as an operating expense. The expected return on the hedge assets is charged against this financial cost.

Actuarial gains and losses resulting from post-employment obligations are recognized in "other comprehensive income". Actuarial gains and losses on other long-term benefits are recognized immediately through profit or loss.

2.19 *Revenue recognition*

Revenues consist nearly entirely of toll receipts and are recognized as the corresponding services are provided.

In accordance with IFRIC 12, the Sanef Group recognizes in “Revenue” an amount corresponding to the fair value of the construction and improvement work performed for the grantor of the concession, with a contra-entry in intangible assets (see note 2.7). Fair value is equal to the cost of construction work subcontracted to third parties and recognized in “Purchases and external expenses”. In accordance with IAS 11, revenue and construction costs are recognized by reference to the stage of completion of the contract.

Long-term contracts for services provided by the Group are recorded according to IAS 18 *Revenue* based on the stage of completion of the services.

2.20 *Financial income and expenses*

Interest expense includes interest payable on borrowings, calculated using the amortized cost method at the effective interest rate.

The result on hedging derivatives includes changes in fair value and all flows exchanged.

Other financial income and expenses includes revenues from loans and receivables, calculated using the amortized cost method at the effective interest rate, as well as gains on investments of cash and cash equivalents, impairment of financial assets, dividends and foreign exchange gains and losses.

2.21 *Measuring the fair value of financial instruments*

The fair value of all financial assets and liabilities is determined at the end of the financial period and is recognized either directly in the financial statements or in the notes to the financial statements. The fair value is the amount for which an asset could be exchanged or for which a liability could be extinguished between informed, consenting parties at arm’s length.

Most derivative instruments (swaps, caps, collars, etc.) are traded in over-the-counter markets for which there are no quoted prices. As a result, they are measured on the basis of models commonly used by the players involved to measure such financial instruments, using the market conditions existing at the end of the reporting period.

The following valuation techniques, all classified as level 2 of the categories of fair values under IFRS 7, are used to determine the fair value of derivative instruments:

- Interest rate swaps are measured by discounting all future contractual cash flows;
- Options are measured using valuation models (e.g. Black & Scholes) that are based on quotes published on an active market and/or on listings obtained from independent financial institutions;
- Currency and interest rate derivative instruments are measured by discounting the differential in interest payments.

The fair value of unlisted loans is calculated by discounting the contractual flows, one borrowing at a time, at the interest rate Sanef would obtain on similar borrowings at the end of the borrowing period.

The carrying amount of receivables and payables due within one year and certain floating rate receivables and payables is considered to be a reasonable approximation of their fair value, taking into account the short payment and settlement periods used by Sanef.

The valuations generated by these models are adjusted in order to take into account changes in Sanef's credit risk.

2.22 *Assets held for sale*

In accordance with IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*, a non-current asset or group of assets must be classified as held for sale if its carrying amount will be recovered principally through a sale or exchange for other assets rather than continuing use.

For this to be the case, the asset (or disposal group) must:

- be available for immediate sale;
- in its present condition subject only to terms that are usual and customary for sales of such assets (or disposal groups); and
- its sale must be highly probable.

For the sale to be highly probable:

- the appropriate level of management must be committed to a plan to sell the asset (or disposal group);
- an active program to locate a buyer and complete the plan must have been initiated;
- the asset (or disposal group) must be actively marketed for sale at a price that is reasonable in relation to its current fair value;
- the sale should be expected to qualify for recognition as a completed sale within one year from the date of classification; and
- actions required to complete the plan should indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Before the initial classification of the asset (or disposal group) as held for sale, the carrying amounts of the asset (or all the assets and liabilities in the group) are measured in accordance with applicable IFRSs. Assets (or disposal groups) classified as held for sale are no longer depreciated or amortized.

Non-current assets or disposal groups that are classified as held for sale are carried at the lower of carrying amount and fair value less costs to sell.

Assets and liabilities included within a disposal group classified as held for sale are presented as current assets and liabilities on a separate line of the statement of financial position.

Details of assets and liabilities concerned by these assets held for sale are presented in note 3.12.

2.23 *Reporting standards and interpretations not yet in effect*

Certain standards and interpretations have been definitively adopted by IASB and the IFRIC but are still being validated by the EU authorities and therefore not yet applicable, and Sanef has not applied them early in its 2013 consolidated financial statements.

The application of IFRS 10 "*Consolidated Financial Statements*", IFRS 11 "*Joint Arrangements*" and IFRS 12 "*Disclosure of Interests in Other Entities*" is mandatory as of January 1, 2014. The application of these standards will result in the consolidation by the equity method of the companies consolidated up to now by the proportional consolidation method. The impact of this application is not considered material for the HIT Group.

The amendments to IAS 36 "*Impairment of Assets*" regarding the recoverable amount of non-financial assets, the amendments to IAS 39 "*Financial Instruments: Recognition and Measurement*" on the novation of derivatives and continuation of hedge accounting, and the amendments to IAS 32 on the presentation of the offsetting of financial assets and financial liabilities could have a potential impact on the group which is not known at this time.

3 ***DETAILS OF THE SUMMARY FINANCIAL STATEMENTS***

3.1 *Scope of consolidation*

The Sanef Group consists of the parent company Sanef and the following subsidiaries:

Company	Activity	Consolidation Method
SAPN	Toll road concession operator	Full consolidation
eurotoll	Telematics	Full consolidation
Sanef ITS Operations Ireland	Telematics and operation of a toll collection system	Full consolidation
SEA 14	Toll road operator	Full consolidation
SanToll	Engineering services	Full consolidation
Sanef Tolling	Engineering services	Full consolidation
Sanef Aquitaine	Toll road operator	Full consolidation
Bip&Go	Distribution (Telematics)	Full consolidation
<i>Sanef-SABA Parkings France</i>	<i>Parking garage concessions</i>	<i>Proportional consolidation ⁽¹⁾</i>
Trans-Canada Flow Tolling Inc.	Toll road operator	Proportional consolidation
sanef its technologies	Engineering services	Full consolidation
sanef its technologies America	Engineering services	Full consolidation
Sanef its technologies British Columbia	Engineering services	Full consolidation
Sanef its technologies Caribe	Engineering services	Full consolidation
Sanef its Tehnologije d.o.o.	Engineering services	Full consolidation
Sanef its technologies Chile	Engineering services	Full consolidation
CS Polska	Engineering services	Full consolidation
sanef its technologies UK	Engineering services	Full consolidation

Sanef its technologies Ireland	Engineering services	Full consolidation
eurotoll Central Europe zrt	Distribution	Full consolidation
Sanef Operations Ltd	Telematics and operation of a toll collection system	Full consolidation
Alis	Toll road concession operator	Equity method
Routalis	Toll road operator	Equity method
A'Lienor	Toll road concession operator	Equity method

⁽¹⁾ From June 30, 2011, the assets and liabilities of Sanef Saba Parkings France were classified in “assets held for sale” and “liabilities related to assets held for sale” in accordance with the provisions of IFRS 5 (see note 13.2).

Sanef d.o.o. in Croatia was liquidated at the beginning of the first half of 2013. It was fully consolidated until December 31, 2012.

Sanef its technologies Ireland, a wholly-owned subsidiary of Sanef its technologies, was created in the first half of 2013. It provides technical and maintenance services for the toll collection systems operated by Sanef ITS Operations Ireland.

Eurotoll Central Europe zrt, a wholly-owned subsidiary of eurotoll SAS, distributes tags for eurotoll in Eastern Europe and collects VAT on behalf of carriers traveling on foreign road networks.

Sanef Operations Ltd was created in the second half of 2013 to install and operate toll collection systems in Dartford (London, UK) with service scheduled to begin in October 2014.

3.1.1 Investments in associates

Summary financial highlights of associates:

2013 <i>(in € thousands)</i>	A'LIENOR	ALIS	ROUTALIS
<i>% interest</i>	35%	19.67%	30%
Assets	1,232,801	930,362	3,030
Liabilities	975,415	766,283	2,153
Equity	257,386	164,079	877
Revenue	42,707	57,939	10,930
Operating profit (loss)	13,000	27,685	1,256
Profit (loss) before tax	(30,628)	(11,659)	1,252
Net income (loss)	(30,628)	(11,864)	833

<i>2012</i> <i>(in € thousands)</i>	A'LIENOR	ALIS	ROUTALIS
<i>% interest</i>	35%	19.67%	30%
Assets	1,262,449	931,626	2,805
Liabilities	973,803	751,146	1,679
Equity	288,646	180,480	1,126
Revenue	38,256	55,701	10,594
Operating profit (loss)	9,908	27,151	1,775
Profit (loss) before tax	(35,110)	(17,422)	1,774
Net income (loss)	(35,110)	(17,422)	1,081

Sanef stopped recognizing its share of Alis's losses, as they exceeded the value of its investment. The unrecognized share of Alis's losses amounted to €23 million in 2013 and €28.9 million in aggregate.

3.2 Revenue

<i>(in € thousands)</i>	2013	2012
Toll receipts	1,414,754	1,382,178
Subscription sales and telematics services	22,563	20,595
Fees from service area operators	31,233	29,516
Telecommunications fees	6,339	6,371
Engineering services and other	78,379	56,821
Revenue from activities other than toll collection	138,514	113,303
Revenue from construction work performed by third parties	64,386	108,476
Revenue	1,617,654	1,603,956

Subscription sales and telematics services include the billing of management fees on subscriptions and sales of equipment and the processing of information collected by these devices.

Fees from service station and other service area operators correspond to fees received from the operators of service stations and other retail outlets located in toll road rest and service areas.

Telecommunications fees correspond mainly to the rental of fiber optic cables and masts to telecoms operators.

Engineering services and other includes sales of fuel, the various services provided on the network or in close proximity, the services provided by the non-toll road operator subsidiaries (Sanef-its Operations Ireland, parking garages, Slovakia, etc.) and revenue from sales of services provided by the sanef-its technologies subgroup.

3.3 Purchases and external expenses

Since fiscal year 2013, the breakdown of purchases and external expenses is presented in a way that better reflects those directly related to the group's road network operations and other activities, with consumption and expenses related to operations presented on a separate line that includes, among other things, winter maintenance, TIS commissions and call center expenses.

<i>(in € thousands)</i>	2013
Maintenance of infrastructure	(14,068)
Maintenance and repair	(18,694)
Consumption and expenses related to operations	(46,117)
Other external expenses	(60,280)
Expenses for construction work carried out by third parties	(64,386)
Purchases and external expenses	(203,545)

Expenses presented in 2012 as other expenses (see note 3.5) are included in other purchases and external expenses starting in 2013. Conversely, certain staff-related expenses (such as clothing) are presented as payroll costs in 2013 (see note 3.4).

For 2013, the maintenance and repair line includes all preventive and corrective maintenance of equipment, vehicles and green spaces, whereas purchases related to this maintenance were classified as purchases and change in inventories in 2012. Based on this classification, the amount of the maintenance and repair line for 2012 was €22,012,000.

The breakdown of expenses for the 2012 year was presented as follows:

<i>(in € thousands)</i>	2012
Purchases and change in inventory	(27,631)
Maintenance of infrastructure	(15,323)
Maintenance and repair	(11,829)
Other external expenses	(61,090)
Expenses for construction work carried out by third parties	(108,476)
Purchases and external expenses	(224,348)

When we include the other expenses (note 3.5) reclassified in 2013 as external charges totaling €3,476 thousand for 2012 and exclude the payroll costs reclassified in 2013 (note 3.4) totaling €1,479 thousand, the total amount of purchases and external expenses in 2012 was €226,345 thousand.

3.4 Payroll costs

<i>(in € thousands)</i>	2013	2012
Salaries and wages	(121,684)	(116,650)
Payroll taxes	(58,989)	(56,920)
Incentive plan	(5,939)	(4,478)
Employee profit-sharing	(12,334)	(11,259)
Other payroll costs	(2,672)	
Cost of stock option plans	(46)	(182)
Post-employment and other long-term employee benefits	(2,767)	(4,351)
Payroll costs	(204,431)	(193,841)

Other payroll costs include staff-related expenses such as clothing expenses which were classified as purchases and external expenses in 2012 (see note 3.3) and expenses for continuing professional training shown in the financial statements for 2012 as taxes other than on income (note 3.6).

Based on the reclassifications made in 2013, payroll costs for 2012 totaled €197,563,000.

Effective as of January 1, 2013, the tax credit for competitiveness and employment (CICE), which takes the form of a reduction in the amount of tax payable, amounts to a decrease in payroll taxes. The amount of this credit for 2013 is therefore classified as such in payroll costs.

Abertis set up stock options plans in favor of the members of the Sanef Management Committee in 2008 (2008 plan), 2009 (2009 plan) and 2010 (2010 plan). The 2008 plan expired in April 2013 and all options not exercised as of that date were canceled.

Abertis did not set up any new stock option plans in favor of the members of the Sanef Group Management Committee in 2011, 2012 and 2013.

These plans gave rise to an expense of €46 thousand (€182 thousand in 2012), with a contra-entry to reserves.

Primary assumptions used by the abertis group for the valuation of the stock option plans:

	2008 plan expired in 2013	2009 plan	2010 plan
Valuation model	<i>Hull & White</i>	Hull & White	Hull & White
Initial exercise price (€/share)	20.51	12.06	14.57
Adjusted exercise price as of 12/31/2013 (€/share)	N/A	8.52	11.07
Grant date	04/02/2008	04/02/2009	04/28/2010
Expiration	04/02/2013	04/02/2014	04/28/2015
Term of option at expiration	5 years	5 years	5 years
<i>o.w. vesting period</i>	3 years	3 years	3 years
Type of option	<i>Call/Bermuda</i>	Call/Bermuda	Call/Bermuda
Price of underlying stock at grant date	21.00	11.99	13.03
Expected volatility	21.29%	24.75%	27.52%
Risk free rate	4.13%	2.63%	2.31%
Early cancellation rate	0.00%	0.00%	0.00%

Movements in the 2008, 2009 and 2010 plans during 2013:

	2008 plan	2009 plan	2010 plan
Number of options as of January 1, 2013	139,090	133,614	235,110
Options granted – new plan			
New options granted during the period		4,181	8,993
Options cancelled			(13,533)
Options exercised		(63,784)	(45,236)
Expired options	(139,090)		
Number of options as of December 31, 2013	-	74,011	185,334

3.5 Other income and expenses

<i>(in € thousands)</i>	2013	2012
Gains on disposal of PP&E and intangible assets	14,383	361
Capitalized production costs	4,631	6,971
Operating grants	725	582
Miscellaneous income	8,726	7,221
Other income	28,465	15,136
Miscellaneous expenses	(13,132)	(3,556)
Other net additions to provisions	(2,263)	(3,191)
Other expenses	(15,395)	(6,746)

Miscellaneous expenses during 2013 include only losses on sales of property, plant and equipment or intangible assets.

In 2013, the signing of an agreement for the sale of the concessions managed by Sanef-Saba Parkings France to the City of Paris (see note 3.12) resulted in the cancellation in the Sanef Group's consolidated financial statements of the intangible assets and the provisions for royalties that will no longer be due and for improvements that will not be made impacting the income statement for the year.

Based on the classification of expenses used in 2013 (see note 3.3), the total amount of other expenses recorded during 2012 was €3,191,000.

3.6 *Taxes other than on income*

<i>(in € thousands)</i>	2013	2012
Regional development tax	(100,753)	(101,047)
Local business tax	(42,776)	(46,761)
Local government royalties	(46,815)	(37,626)
Other taxes	(8,024)	(10,359)
Total other financial expenses	(198,368)	(195,792)

The regional development tax is calculated on the basis of the number of kilometers of toll-paying toll roads in the network that were traveled during the year. This tax is paid on a monthly basis and a final adjustment payment is made at the end of the year. The regional development tax has been levied at the basic rate of €7.32 per thousand kilometers traveled.

The royalty paid to local governments (also known as the annual royalty for occupation of a public domain) is an obligation created by Article 1 of Decree No. 97-606, dated May 31, 1997 and voted as Article R.122-27 of the French Toll Road Code. It is a tax calculated on the basis of the revenues earned by the concessionaire from its toll road concession activity, operated in the public domain, and the number of kilometers of toll roads operated as of December 31 of the preceding year. This tax is paid in July of each year, to cover the period from July 1 to June 30 of the following year. In 2013, the rate for the portion of the calculation based on revenue increased, resulting in a significant increase in the royalty.

The change in the line “Taxes other than on income” is therefore very directly related to the change in revenues, essentially from the concession operator companies.

The contribution to continuing professional training is presented in payroll costs (note 3.4) for the year 2013.

In 2012, the amount of this contribution to continuing professional training included in taxes other than on income was €2,164,000. Taxes other than on income for 2012 totaled €193,628,000 based on the classification used in 2013.

3.7 *Depreciation, amortization and provisions*

<i>(in € thousands)</i>	2013	2012
Amortization of intangible assets	(254,753)	(244,564)
Depreciation of PP&E: concessions	(41,389)	(41,075)
Depreciation of PP&E: other companies	(2,762)	(1,994)
Total depreciation and amortization	(298,904)	(287,633)
Additional provisions on infrastructures under concession	(42,002)	(40,551)
Depreciation, amortization and provisions	(340,906)	(328,184)

3.8 *Financial income and expenses*

Analysis of financial income and expenses:

<i>(in € thousands)</i>	2013	2012
Interest expenses on debt stated at amortized cost	(185,015)	(196,946)
Total interest expenses	(185,015)	(196,946)

<i>(in € thousands)</i>	2013	2012
Other financial expenses		
Interest expenses on interest rate derivatives	(4,040)	(6,164)
Discounting expense	(17,392)	(16,445)
Changes in fair value of financial instruments		(5,215)
Miscellaneous financial expenses	(1,123)	(495)
Total other financial expenses	(22,555)	(28,319)

Consolidated financial statements Sanef Group- December 31, 2013

<i>(in € thousands)</i>	2013	2012
Financial income		
Interest income on interest rate derivatives	4,269	14,417
Income from equity investments	159	117
Changes in fair value of financial instruments	2,231	4,616
Income from other receivables and marketable securities	25,226	2,917
Miscellaneous financial income	735	626
Total financial income	32,620	22,694

In 2013, financial income includes amortization of €13,885,000 related to the sale of the Sanef and Sqn hedge swaps (see note 3.15.3).

3.9 Income taxes

Tax proof for fiscal years 2012 and 2013:

<i>(in € thousands)</i>	2013	2012
Net income	304,378	286,888
Income tax	192,052	168,894
To be excluded: Share in net income of associates	12,094	11,828
Profit before tax	508,524	467,610
Theoretical tax expense (38.00% in 2013; 36.10% in 2012)	(193,239)	(168,807)
Non deductible expenses - permanent differences	(480)	(326)
Differences in tax rates of foreign companies	2,418	112
Difference observed in rates on deferred taxes recognized at 34.43%	(969)	254
Tax credits, temporary differences and other	218	(127)
Effective tax expense	(192,052)	(168,894)

Analysis of deferred taxes by key statement of financial position lines:

<i>(in € thousands)</i>	December 31, 2013		December 31, 2012	
	Base	Taxes	Base	Taxes
Property, plant and equipment and intangible assets	(131,418)	45,247	(158,182)	54,462
Provisions for risks and charges	268,634	(92,491)	203,483	(70,059)
Debt and other	(24,477)	8,427	(11,406)	3,927
TOTAL	112,739	(38,816)	33,895	(11,670)

No tax assets were recorded at December 31, 2013 (less than €0.1 million at December 31, 2012).

3.10 Earnings per share and dividends

Basic earnings per share are calculated by dividing distributable net income attributable to owners of the parent for the period by the weighted average number of shares outstanding during the period.

As the group has no dilutive instruments, diluted earnings per share are identical to basic earnings per share.

3.11 Goodwill

Goodwill amounted to €6,716,000 as of December 31, 2013, the same as of December 31, 2012.

3.12 Assets and related liabilities held for sale

Assets and related liabilities held for sale concern the “parking garage” activity, which is proportionately consolidated. As this entity does not meet the criteria for separate presentation in the statement of comprehensive income established by IFRS 5, its flows are included line-by-line in income for the period.

This classification in assets and liabilities held for sale resulted from the spinning-off by the abertis Group (parent company of the Sanef Group) of its parking garage and logistics operations into Saba Infraestructuras in October 2011.

In November 2013, an agreement to withdraw from the concessions granted to Sanef-Saba parkings France was approved by the City of Paris. The transfer of the concessions will occur by the end of 2014 and by no later than early 2015.

The assets of the activities held for sale and the liabilities related to these assets break down as follows following the recognition in the financial statements of the effects of the November 2013 agreement.

<i>(in € thousands)</i>	December 31, 2013		December 31, 2012	
	50% (1)	100%	50% (1)	100%
Group of assets held for sale				
Property, plant and equipment and intangible assets	1,461	2,922	16,685	33,370
Other non-current assets	0	0	638	1,276
Cash and cash equivalents	1,413	2,826	1,459	2,918
Trade receivables and other current assets	1,120	2,240	1,068	2,136
Total group of assets	3,994	7,988	19,850	39,700
Liabilities related to the group of assets held for sale				
Non-current provisions	26	52	12,069	24,138
Other non-current liabilities	0	0	15	30
Current provisions	2,443	4,886	5,967	1,934
Other non-current liabilities	2,341	4,682	2,704	5,408
Total liabilities related to the group of assets	4,810	9,620	20,755	41,510

(1) The group of assets and related liabilities consists of a 50%-owned company that is proportionally consolidated in the financial statements of the Sanef group.

In 2013, the parking garage activity generated a net profit of €20 thousand, of which €10 thousand (50%) was recognized in the financial statements of the Sanef Group (net profit of €714 thousand in 2012, of which €357 thousand was recognized in the financial statements of the Sanef Group for the parking garage activity).

3.13 Intangible assets

Gross amount (in € thousands)	January 1, 2013	Additions	Disposals	Changes in consolidation scope and other	December 31, 2013
Purchased software	63,755	13,238	(43)	1,521	78,471
Other intangible assets	13,112	425	(2)	(1,333)	12,202
Concession intangible assets	8,388,198	58,246		(278)	8,446,166
TOTAL	8,465,065	71,909	(45)	(90)	8,536,839

Gross amount (in € thousands)	January 1, 2012	Additions	Disposals	Changes in consolidation scope and other (*)	December 31, 2012
Purchased software	54,635	8,981	(116)	255	63,755
Other intangible assets	3,809	1,376		7,927	13,112
Concession intangible assets	8,279,722	108,476			8,388,198
TOTAL	8,338,166	118,833	(116)	8,182	8,465,065

Amortization (in € thousands)	January 1, 2013	Additions	Disposals	Changes in consolidation scope and other	December 31, 2013
Purchased software	(40,295)	(8,539)		(155)	(48,989)
Other intangible assets	(3,376)	(2,922)		724	(5,574)
Concession intangible assets	(4,202,976)	(243,292)		565	(4,445,703)
TOTAL	(4,246,647)	(254,753)		1,134	(4,500,266)

Amortization (in € thousands)	January 1, 2012	Additions	Disposals	Changes in consolidation scope and other (*)	December 31, 2012
Purchased software	(31,571)	(8,680)	116	(159)	(40,295)
Other intangible assets	(2,700)	(634)		(42)	(3,376)
Concession intangible assets	(3,967,708)	(235,249)		(21)	(4,202,976)
TOTAL	(4,001,979)	(244,563)	116	(221)	(4,246,647)

(*) The column "Changes in consolidation scope and other" in 2012 includes the consolidation of the sanef-its group.

Consolidated financial statements Sanef Group- December 31, 2013

Net amount (in € thousands)	January 1, 2013	December 31, 2013
Purchased software	23,460	29,482
Other intangible assets	9,736	6,628
Concession intangible assets	4,185,222	4,000,463
TOTAL	4,218,418	4,036,573

Net amount (in € thousands)	January 1, 2012	December 31, 2012
Purchased software	23,064	23,460
Other intangible assets	1,109	9,736
Concession intangible assets	4,312,014	4,185,222
TOTAL	4,336,187	4,218,418

Works signed for but not yet executed amounted to €76,584 thousand as of December 31, 2013 and €121,458 thousand as of December 31, 2012. These works concern primarily intangible assets.

3.14 Property, plant and equipment

Gross amount (in € thousands)	January 1, 2013	Additions	Disposals	Changes in consolidation scope and other	December 31, 2013
Concession operating assets	591,772	37,401	(3,009)	108	626,272
Other companies' assets	21,384	18,191	(318)	(83)	39,174
TOTAL	613,156	55,592	(3,327)	25	665,446

Gross amount (in € thousands)	January 1, 2012	Additions	Disposals	Changes in consolidation scope and other (*)	December 31, 2012
Concession operating assets	568,627	50,770	(23,456)	(4,169)	591,772
Other companies' assets	7,100	8,639	(3)	5,648	21,384
TOTAL	575,727	59,409	(23,459)	1,479	613,156

Consolidated financial statements Sanef Group- December 31, 2013

Depreciation (in € thousands)	January 1, 2013	Additions	Disposals	Changes in consolidation scope and other	December 31, 2013
Concession operating assets	(411,154)	(41,389)	2,833	1,217	(448,493)
Other companies' assets	(7,913)	(2,762)	9	(131)	(10,797)
TOTAL	(419,067)	(44,151)	2,842	1,086	(459,290)

Depreciation (in € thousands)	January 1, 2012	Additions	Disposals	Changes in consolidation scope and other (*)	December 31, 2012
Concession operating assets	(391,688)	(41,075)	21,609		(411,154)
Other companies' assets	(4,344)	(1,994)		(1,575)	(7,913)
TOTAL	(396,033)	(43,069)	21,609	(1,575)	(419,067)

(*) The column "Changes in consolidation scope and other" in particular includes in 2012 the consolidation of the sanef-its group from October 1, 2012 and the transfer to Bip&Go, a non-concession distribution company, of the Liber-T tags on May 1, 2012. These tags were previously distributed by Sanef and Sapn.

Net amount (in € thousands)	January 1, 2013	December 31, 2013
Concession operating assets	180,618	177,779
Other companies' assets	13,471	28,377
TOTAL	194,089	206,156

Net amount (in € thousands)	January 1, 2012	December 31, 2012
Concession operating assets	176,939	180,618
Other companies' assets	2,756	13,471
TOTAL	179,695	194,089

Eurotoll acquired tags totaling €21.6 million to supply its heavy goods vehicle customers for payment of the ecotax in France. Given that the law governing the implementation of the ecotax was suspended, these tags were recognized as fixed assets under construction at December 31, 2013 at their acquisition cost. The Sanef Group and its advisors are of the opinion that the law is not likely to be abandoned and that its repeal is improbable at this stage. This amount will be assessed at the time of each closing based on future developments.

3.15 *Current and non-current financial assets*

3.15.1 *Carrying amount of financial assets by accounting category*

The financial assets reported in the tables below exclude “Trade and other accounts receivable” (note 3.16) and “Cash and cash equivalents” (note 3.17).

Non-current financial assets (in € thousands)	December 31, 2013 – Carrying amount					Fair value
	Available-for-sale financial assets	Loans and receivables	Derivatives not qualified for hedge accounting	Derivatives qualified for hedge accounting	Carrying amount	
Non-consolidated affiliates	1,504				1,504	1,504
Loans to equity investments		71,684			71,684	71,684
Loans		1,697			1,697	1,697
Deposits and collateral		649			649	649
Derivative instruments						
Other financial assets		658			658	658
Total non-current financial assets	1,504	74,688			76,192	76,192

Non-current financial assets (in € thousands)	December 31, 2012 – Carrying amount					Fair value
	Available-for-sale financial assets	Loans and receivables	Derivatives not qualified for hedge accounting	Derivatives qualified for hedge accounting	Carrying amount	
Non-consolidated affiliates	3,022				3,022	3,022
Loans to equity investments		71,767			71,767	71,767
Loans		1,666			1,666	1,666
Deposits and collateral		874			874	874
Derivative instruments				33,118	33,118	33,118
Other financial assets		385			385	385
Total non-current financial assets	3,022	74,692		33,118	110,832	110,832

Loans to equity investments of €71,684 thousand at December 31, 2013 (€71,767 thousand at December 31, 2012) pertained only to concession companies Alis (€52,265 thousand at December 31, 2013 vs. €44,660 thousand at December 31, 2012) and A’Liénor (€19,419 thousand at December 31, 2013 vs. €18,481 thousand at December 31, 2012).

The derivative instruments qualified for hedge accounting at December 31, 2012 (interest rate swaps) whose fair value was €33,118 thousand were sold in 2013 (see note 3.15.3 below).

Consolidated financial statements Sanef Group- December 31, 2013

Current financial assets (in € thousands)	December 31, 2013 – Carrying amount					Fair value
	Available-for-sale financial assets	Loans and receivables	Derivatives not qualified for hedge accounting	Derivatives qualified for hedge accounting	Carrying amount	
Interest on loans to equity investments		1,880			1,880	1,880
Derivative instruments			38		38	38
Other financial receivables		10,879			10,879	10,879
Total current financial assets		12,759	38		12,797	12,797

Current financial assets (in € thousands)	December 31, 2012 – Carrying amount					Fair value
	Available-for-sale financial assets	Loans and receivables	Derivatives not qualified for hedge accounting	Derivatives qualified for hedge accounting	Carrying amount	
Interest on loans to equity investments		1,437			1,437	1,437
Derivative instruments				105	105	105
Other financial receivables		20,692			20,692	20,692
Total current financial assets		22,130		105	22,235	22,235

Other financial receivables amounting to €10,879 thousand as of December 31, 2013 (€20,692 thousand as of December 31, 2012) included:

- the net value of all other claims (€9,633 thousand as of December 31, 2013 versus €18,152 thousand as of December 31, 2012, including Sanef and SAPN's TIS mandates);
- current account advances to non-consolidated affiliates (€1,246 thousand as of December 31, 2013 versus €2,537 thousand as of December 31, 2012).

3.15.2 *Non-consolidated affiliates*

List of non-consolidated affiliates:

<i>(in € thousands)</i>	% interest held as of December 31, 2013	Carrying amount	
		December 31, 2013	December 31, 2012
- Soderane	99.99	15	15
- Sonora	99.8	8	8
- Centaure Pas de Calais	34	259	259
- Centaure Paris Normandie	49.9	343	343
- Centaure Grand-est	14.45	131	131
- Autoroutes Trafic SNC	20.63	72	72
- GSA Location	100	500	500
- Sanef Concession	99.86	37	37
- V Flow Tolling Inc	30	2	2
- Gallieni Investissement 1	100	10	10
- Gallieni Investissement 2	100	10	10
- Eurotoll z.r.t.	100	-	18
- Skytoll a.s.	-	-	1,500
- Sogarel	5	100	100
- Cardus	100	16	16
- Emetteur Groupe Sanef (EGS)	100	1	1
Total non-consolidated affiliates		1,504	3,022

Non-consolidated affiliates classified as financial assets held for sale include entities controlled by Sanef, but not consolidated. If these entities were consolidated, the impact on the consolidated financial statements would not be material.

Changes in non-consolidated affiliates concern the inclusion of Eurotoll Central Europe ZRT in the scope of consolidation in H1 2013 (see note 3.1) and the sale in December 2013 of all the shares of the Slovak Skytoll A.S. company, which represented 10% of that company's capital and were held up to then by the Group through its SanToll subsidiary.

3.15.3 *Derivatives*

Derivatives include:

1. €38 thousand in caps that do not qualify for hedge accounting recognized in assets (€105 thousand recognized in assets as of December 31, 2012),
2. €38 thousand in collars recognized in liabilities as of December 31, 2013, some of which qualify as cash flow hedges (€3,748 thousand recognized in liabilities as of December 31, 2012).

The interest rate swaps considered fair value hedging transactions (the fair value of which was recognized in assets for €33,118,000 at December 31, 2012) were sold during H1 2013 for a net amount of €33,495,000. This cash equalization payment received is spread over the residual life of the hedged borrowings, i.e. until no later than January 2017. During 2013, the amount of financial income recorded was €13,885,000. The unamortized amount as of December 31, 2013 was €19,610,000 and is shown on the consolidated statement of financial position as deferred income.

3.15.4 Information on loans and receivables in non-current financial assets

Building-related loans for a discounted amount of €1,340 thousand are included in the “Loans” category as of December 31, 2013 (€1,287 thousand as of December 31, 2012). These interest-free loans, which were granted to employees as part of the employer’s legal obligation to contribute to the construction effort, are to be repaid over a period of 20 years. The interest rate used to discount these loans (4%) is also used to calculate the corresponding financial income recognized in the statement of comprehensive income.

3.16 Trade and other accounts receivable

<i>(in € thousands)</i>	December 31, 2013	December 31, 2012
Prepayments and down payments on orders	386	2,834
Receivables from toll activities	107,984	96,238
Receivables from other activities	15,019	17,702
Doubtful accounts	12,097	11,311
Unbilled receivables	78,318	75,088
Provisions for impairment of trade receivables	(5,972)	(4,863)
Trade and other financial receivables (1)	207,832	198,309
Miscellaneous non-financial receivables	96,800	82,722
Total trade and other accounts receivable	304,632	281,031

(1) Financial assets classified as loans and receivables.

Trade and other accounts receivable are classified as “loans and receivables” under IAS 39 and are stated on the statement of financial position at face value, less any impairment.

Given their very short maturities, this valuation method is very close to both the amortized cost using the effective interest rate method and to the fair value.

Non-financial receivables include payroll and tax receivables, excluding any current income tax receivables.

3.17 *Cash and cash equivalents*

The accounting treatment applied by the Group for cash equivalents is the same as that applied to financial assets at fair value through profit or loss. Cash and cash equivalents are carried at fair value.

Analysis of cash and cash equivalents:

<i>(in € thousands)</i>	December 31, 2013	December 31, 2012
Cash equivalents: money-market mutual funds	300,393	
Cash in bank	79,120	44,278
Total cash and cash equivalents	379,513	44,278

Sanef's policy is to invest excess cash in money-market mutual funds with financial institutions rated A+ or higher by S&P.

3.18 *Capital stock and additional paid-in capital*

As of December 31, 2013 and December 31, 2012, Sanef had capital stock of €53,090,456, divided into 76,615,132 shares with a par value of €0.69295 per share. All shares are entitled to receive dividend payments. Sanef had additional paid-in capital (the amount paid by shareholders in excess of the par value of their shares) of €654,413,000 at December 31, 2013 (unchanged from December 31, 2012).

3.19 *Provisions*

As of December 31, 2013:

Non-current	January 1, 2013	Additions	Recoveries		Discounting effects	Change in scope and other	December 31, 2013
			Uses	Surplus provisions			
Provisions on toll roads under concession	274,405	42,002	(54,943)		15,548		277,012
Other	3,478		(2,478)			(1,000)	
TOTAL	277,883	42,002	(57,421)		15,548	(1,000)	277,012

Current	January 1, 2013	Additions	Recoveries		Discounting effects	Change in scope and other	December 31, 2013
			Uses	Surplus provisions			
Provisions on toll roads under concession							
Claims and litigation	4,632	1,222	(337)	(373)		(1,456)	3,688
Other	2,401	5,136	(194)	(3,152)		2,456	6,647
TOTAL	7,033	6,358	(531)	(3,525)		1,000	10,335

Consolidated financial statements Sanef Group- December 31, 2013

TOTAL Non-current and current	January 1, 2013	Additions	Recoveries		Discounting effects	Change in scope and other	December 31, 2013
			Uses	Surplus provisions			
Provisions on toll roads under concession	274,405	42,002	(54,943)		15,548		277,012
Claims and litigation	4,632	1,222	(337)	(373)		(1,456)	3,688
Other	5,879	5,136	(2,672)	(3,152)		1,456	6,647
TOTAL	284,916	48,360	(57,952)	(3,525)	15,548		287,347

As of December 31, 2012:

Non-current	January 1, 2012	Additions	Recoveries		Discounting effects	Change in scope and other	December 31, 2012
			Uses	Surplus provisions			
Provisions on toll roads under concession	277,819	40,551	(59,522)		15,557		274,405
Other	3,478						3,478
TOTAL	281,297	40,551	(59,522)		15,557		277,883

Current	January 1, 2012	Additions	Recoveries		Discounting effects	Change in scope and other	December 31, 2012
			Uses	Surplus provisions			
Provisions on toll roads under concession							
Claims and litigation	4,243	819	(448)			18	4,632
Other	2,613		(1,043)			831	2,401
TOTAL	6,856	819	(1,491)			849	7,033

TOTAL Non-current and current	January 1, 2012	Additions	Recoveries		Discounting effects	Change in scope and other	December 31, 2012
			Uses	Surplus provisions			
Provisions on toll roads under concession	277,819	40,551	(59,522)		15,557		274,405
Claims and litigation	4,243	819	(448)			18	4,632
Other	6,091		(1,043)			831	5,879
TOTAL	288,153	41,370	(61,013)		15,557	849	284,916

All provisions pertaining to the toll road concessions (provisions for future renewal of toll road surfaces and maintenance of engineering structures) are classified as non-current provisions.

3.20 Long-term employee benefit

Long-term employee benefits include post-employment defined benefit plans (termination benefits, retirees' supplemental health insurance, supplemental retirement plan) and other types of benefits (CATS early retirement program, long service awards).

Analysis of total long-term employee benefits on the statement of financial position:

	<u>December 31, 2013</u>	<u>December 31, 2012</u>
Post-employment defined benefit plans	43,273	38,182
Other benefits	<u>2,517</u>	<u>4,281</u>
Total	45,790	42,463

3.20.1 Post-employment defined benefit plans

Analysis of defined benefit plans:

	<u>December 31, 2013</u>	<u>December 31, 2012</u>
Obligations and rights at the end of the period	44,764	43,815
Fair value of plan assets	<u>(1,491)</u>	<u>(1,573)</u>
Total net obligation	43,273	42,242
Unrecognized past service costs	<u>-</u>	<u>(4,060)</u>
Net amount on statement of financial position	43,273	38,182

The revision of IAS 19 “Employee Benefits” resulted in the recognition, as of January 1, 2013, in the group’s retirement obligations of all past service costs not recognized at December 31, 2012 (€4,060,000) through equity. The information presented for 2012 has not been restated for the application of revised IAS 19 since the impact of the application of this standard is not considered material for fiscal year 2012.

It should be noted that a proposed partial discontinuation of the practice related to the payment of a portion of the supplemental health benefits for the retirees of Sapn was presented to that company’s staff representatives in 2013. Since this procedure was pending at the time of closing, no impact was recognized in the 2013 financial statements.

Analysis of main assumptions used to calculate the above amounts:

	December 31, 2013	December 31, 2012
Discount rate	3.25%	2.75%
Salary increase rate	2.75%	2.75%

The sensitivity of the obligations to changes in these two main assumptions at December 31, 2013 is as follows:

<i>(in € thousands)</i>	December 31, 2013			
	Discount rate		Salary increase rate	
	50 bp increase : 3.75%	50 bp decrease: 2.75%	50 bp increase: 3.25%	50 bp decrease: 2.25%
Total Obligations and rights	41,454	48,405	47,518	42,158

Defined benefit obligations are funded entirely by the Group with the exception of the retirement plan for key executives, which is partially funded.

Analysis of plans by funding <i>(in € thousands)</i>	December 31, 2013	December 31, 2012
Totally or partially-funded liabilities	1,972	53
Non-funded liabilities	41,301	42,189
TOTAL	43,273	42,242

The following tables summarize the Group's obligations as of December 31, 2013 and December 31, 2012, and the fair value of the funded plan assets, for each type of obligation (pensions, termination benefits, retirement plans of the key executives) and supplemental health benefits for the retirees of Sapn.

Employee benefits <i>(in € thousands)</i>	Termination benefits		Supplemental retirement plan		Supplemental health benefits		TOTAL	
	Dec 31, 2013	Dec 31, 2012	Dec 31, 2013	Dec 31, 2012	Dec 31, 2013	Dec 31, 2012	Dec 31, 2013	Dec 31, 2012
Obligations and rights at beginning of year	27,392	20,347	1,626	2,598	14,797	9,116	43,815	32,061
New commitments and modifications				(304)				(304)
Current service costs	1,658	1,249	256	138	1,026	663	2,940	2,050
Interest expense	752	920	45	103	407	410	1,204	1,433
Actuarial (gains) losses	(1,310)	4,841	1,536	538	(1,927)	4,608	(1,701)	9,987
Benefits paid	(1,494)	(563)		(1,447)			(1,494)	(2,010)
Change in scope		598						598
Obligations and rights at end of year	26,998	27,392	3,463	1,626	14,303	14,797	44,764	43,815

Fair value of plan assets <i>(in € thousands)</i>	Termination benefits		Supplemental retirement plan		Supplemental health benefits		TOTAL	
	Dec 31, 2013	Dec 31, 2012	Dec 31, 2013	Dec 31, 2012	Dec 31, 2013	Dec 31, 2012	Dec 31, 2013	Dec 31, 2012
Fair value of plan assets at beginning of year			1,573	2,294			1,573	2,294
Expected return on plan assets			43	47			43	47
Actuarial gains (losses)			(125)	17			(125)	17
Employer contributions				662				662
Benefits paid				(1,447)				(1,447)
Fair value of plan assets at end of year			1,491	1,573			1,491	1,573

Actuarial (gains) losses recognized in reserves <i>(in € thousands)</i>	Termination benefits		Supplemental retirement plan		Supplemental health benefits		TOTAL	
	Dec 31, 2013	Dec 31, 2012	Dec 31, 2013	Dec 31, 2012	Dec 31, 2013	Dec 31, 2012	Dec 31, 2013	Dec 31, 2012
Actuarial (gains) losses	(1,310)	4,841	1,661	521	(1,927)	4,608	(1,576)	9,970
Actuarial (gains) losses recognized in reserves	(1,310)	4,841	1,661	521	(1,927)	4,608	(1,576)	9,970

The total actuarial gains attributable to defined benefit post-employment obligations amounted to €1,576 thousand in 2013 (€9,970 thousand in actuarial losses in 2012). These actuarial gains included €1,324 thousand in gains related entirely to changes in financial assumptions (discount rate increased from 2.75% to 3.25%) compared with a loss of €10,508 thousand in 2012 (due to the change in the discount rate), and €252 thousand in experience-related gains (€538 thousand in experience-related gains in 2012).

The actuarial gains of €1,576 thousand break down as follows based on their origin in 2013:

<i>(in € thousands)</i>	2013
Actuarial (gains) losses generated during the period	(1,576)
- from changes in financial actuarial assumptions	(1,324)
- from changes in demographic actuarial assumptions	0
- from experience-related actuarial changes on plan liabilities	(377)
- from experience-related actuarial changes on plan assets	125

There were no changes in demographic assumptions in 2013.

3.20.2 Other benefits

Other benefits include the CATS early retirement program described below and long service awards.

<i>(in € thousands)</i>	December 31, 2013			December 31, 2012		
	CATS	Long service awards	TOTAL	CATS	Long service awards	TOTAL
At January 1	3,221	1,060	4,281	3,625	977	4,602
Additions				164	44	208
Recoveries (uses)	(1,650)	(180)	(1,830)	(1,292)	(178)	(1,470)
Discounting	89	29	118	170		170
Actuarial (gains) losses	(152)	100	(52)	554	217	771
At the end of the period	1,508	1,009	2,517	3,221	1,060	4,281

CATS (*Cessation anticipée de certains travailleurs salariés*), an early retirement program, allows salaried employees who reach 57 years of age between the years 2008 and 2016 and who have worked a certain number of years for the company as laborers to qualify for early-retirement benefits that are partially funded by the French government.

Provisions for the contributions of Sanef and Sapn have been set aside as termination benefits and have been recognized since the program was implemented in December 31, 2007.

Since this program is based on voluntary participation, the original assumption was that all eligible employees would sign this agreement.

At December 31, 2013 and December 31, 2012, all the remaining eligible employees were included in the provision.

Enrollment of employees eligible for the CATS scheme has now ended.

3.21 *Financial liabilities by accounting category*

Current and non-current financial liabilities:

<i>(in € thousands)</i>	As of December 31, 2013				
	Liabilities at amortized cost	Liabilities held for trading	Derivatives qualified as hedging	Carrying amount	Fair value
Borrowings: current and non-current portions	3,641,514			3,641,514	4,400,263
Loan granted by the owner of Sanef (HIT)	93			93	93
Hedging derivatives		15	23	38	38
Central government advances	17,318			17,318	17,318
Deposits and guarantees received	24,963			24,963	24,963
Bank overdrafts	3,916			3,916	3,916
Accrued interest not due	74,337			74,337	74,337
Total financial liabilities excluding trade accounts payable	3,762,141	15	23	3,762,179	4,520,928
Total trade and other financial payables (see note 3.22)	185,729			185,729	185,729
Total financial liabilities as per IAS 39	3,947,870	15	23	3,947,908	4,706,657

In 2013, the Sanef Group carried out a private €300 million bond issue on the regulated market of the Paris stock exchange. The main characteristic of this bond issue is a one-time redemption in July 2019 at a fixed interest rate of 2.5%. The funds from this bond issue are included in cash and cash equivalents (see note 3.17) at December 31, 2013.

<i>(in € thousands)</i>	As of December 31, 2012				
	Liabilities at amortized cost	Liabilities held for trading	Derivatives qualified as hedging	Carrying amount	Fair value
Borrowings: current and non-current portions	3,562,517			3,562,517	4,203,282
Hedging derivatives		2,381	1,367	3,748	3,748
Central government advances	17,318			17,318	17,318
Deposits and guarantees received	24,900			24,900	24,900
Bank overdrafts	47			47	47
Accrued interest not due	85,582			85,582	85,582
Total financial liabilities excluding trade accounts payable	3,690,365	2,381	1,367	3,694,113	4,334,878
Total trade and other financial payables (see note 3.22)	246,618			246,618	246,618
Total financial liabilities as per IAS 39	3,936,983	2,381	1,367	3,940,731	4,581,496

Deposits and guarantees received correspond mainly to payments received from toll road toll subscribers. These payments are reimbursed in the event of the cancellation of the subscription, after the card or badge is returned. They are considered to be demand deposits and therefore are not discounted.

The fair value of all financial liabilities other than borrowings is equal to their carrying amount.

3.22 Trade and other accounts payable

<i>(in € thousands)</i>	December 31, 2013	December 31, 2012
Advances and down payments received on orders	19,499	17,393
Trade accounts payable	112,406	103,627
Due to suppliers of non-current assets	51,964	85,239
Other financial payables	1,860	40,358
Total trade and other financial payables (1)	185,729	246,618
Taxes and payroll costs	146,074	135,031
Prepaid income	37,463	23,301
Total non-financial payables	183,537	158,331
Total trade and other accounts payable	369,266	404,949

(1) Financial liabilities stated at amortized cost

As trade and other accounts payable are very short-term, their carrying amount approximates fair value.

3.23 *Contingent liabilities*

Claims and litigation

In the normal course of their business, group companies are involved in a certain number of claims and legal proceedings. As of December 31, 2013, Sanef considers that no claims or litigation relating to its business are in progress that would be likely to have a material adverse effect on its results of operations or financial position (other than those risks for which provisions have been recognized in the financial statements).

Individual right to training (DIF)

Pursuant to Act No. 2004-391 voted on May 4, 2004 concerning professional training, the Group's French companies grant their employees the right to benefit from a minimum of 20 hours of training per calendar year. This benefit may be cumulated and accrued over a six-year period, at the end of which it is limited to 120 hours in case of non-utilization. Expenses related to utilization of these benefits are recognized as such when the employer and employee decide upon the type of training to be received.

As of December 31, 2013, the total number of hours of training accumulated on vested rights in respect of the DIF represented 301,022 hours (290,155 hours as of December 31, 2012).

"1% countryside development" contribution (Engagement 1% paysage)

Under the French government's countryside development policy, for toll road sections to be constructed or under construction, the group contributes to the expenditure required to ensure that the toll road blends harmoniously into the local landscape, provided that the local authorities concerned contribute an equivalent amount.

<i>(in € thousands)</i>	December 31, 2013	December 31, 2012
"1% countryside development" contribution	1,216	1,832

"1% countryside development" expenditure is made under the government policy described in a note dated December 12, 1995 on the environment and the economic development of regions served by the toll roads and major trunk roads. This expenditure is defined as follows in the concession agreement specifications: "For toll roads that are due to be built or are already under construction, the concession operator shall contribute to the expenditure needed to ensure that the toll road blends harmoniously into the landscape, in the interests of both local inhabitants and toll road users. Such expenditure shall include maintenance costs and the cost of any necessary landscaping work, and may be incurred beyond the toll road's boundaries. The concession operator's contribution shall not exceed 0.5% of the cost of the engineering structures, provided that the local authorities concerned contribute an equivalent amount, on the basis prescribed by the French government" (*Article 12.10*).

However, the local authorities' contribution may be claimed only if a government decree is issued listing the toll road work. When the concession operator applies for investment grants based on this list, the work concerned becomes eligible for the "1% countryside development" scheme and the company becomes committed to paying a contribution.

Guarantees given

Sanef provided guarantees totaling €2.5 million to a bank to participate in the electronic toll collection project for the beltway around Dublin. Together with an additional €10 million demand guarantee (parent company guarantee), the total exposure on this contract amounted to €12.5 million at December 31, 2013 and December 31, 2012.

Sanef issued a bank guarantee for operation of the A65 highway for A'Lenor in the amount of €1 million at December 31, 2013 as well as additional parent company guarantees totaling €2.363 million (€2 million at December 31, 2012).

Sanef provided two guarantees totaling €2,300 thousand in favor of Eurotoll in connection with contracts entered into with Ecotrans, the Italian toll road network (unchanged relative to December 31, 2012).

In connection with the future ecotax in France and following the signing by Eurotoll of a framework agreement with a tag service provider and manufacturer, Sanef is guaranteeing the payment to this company of orders placed by Eurotoll for a total of €18.195 million as of December, 2012; the amount due at December 31, 2013 for these tags and related software was €2,680 thousand.

Sanef had provided a €2,864 thousand guarantee to a bank at December 31, 2012 in connection with the ETC by satellite project in Slovakia, which was released in H2 2013. Sanef has no further commitments in this respect.

The Sanef-ITS subgroup had bank guarantees totaling €12,353 thousand (€6,336 thousand at December 31, 2012). The most significant of these guarantees, for €3,626 thousand (US\$5 million), related to the Port Mann contract in Vancouver, Canada and was provided to the public concession operator of this bridge, Transportation Investment Corporation (TI Corp.). Sanef also provided €4,418 thousand in parent company guarantees for this subgroup, including an additional parent company guarantee in the amount of €2,435 thousand (C\$3.572 million) for TI Corp in connection with the Port Mann project.

After winning the contract for the upgrade and operation of the Dartford toll collection system (London, Great Britain), Sanef had a parent company guarantee during the construction phase of the system (until October 2014) of £35.2 million (i.e. €4,221 thousand at December 31, 2013).

Guarantees totaled €81,070 thousand as of December 31, 2013 (€54,714 thousand as of December 31, 2012)

Guarantees received

Sanef Group companies had received bonds and guarantees on contracts for a total of €31,974 thousand as of December 31, 2013 (€30,665 thousand as of December 31, 2012).

3.24 Management of financial risks and derivative instruments

3.24.1 Market risks

Of the various types of market risk (interest rate risk, currency risk, and market risk on listed equities), Sanef is primarily exposed to interest rate risk.

The Group would be exposed to fair value risk in the event that the portion of Sanef's borrowings at fixed rates was bought on the market, while floating-rate borrowings could impact future financial results.

Borrowing rates prior to hedging are broken down as follows:

<i>(in € thousands)</i>	As of December 31, 2013	As of December 31, 2012
Fixed or adjustable rate	3,313,688	3,300,592
Floating rate	327,826	261,925
Total	3,641,514	3,562,517

Analysis of borrowing rates, after hedging by interest rate swaps:

<i>(in € thousands)</i>	As of December 31, 2013	As of December 31, 2012
Fixed or adjustable rate	3,313,688	2,934,474
Floating rate	327,826	628,043
Total	3,641,514	3,562,517

Following the sale in H1 2013 of the interest-rate swaps used to convert a portion of Sanef's and Sapn's fixed-rate debt to variable-rate debt, as of December 31, 2013 there were no longer any such instruments.

All things considered, Sanef has only a limited risk of its financial expenses increasing should interest rates go up as the Group has contracted caps and collars to allow it to limit the impact of any rise in interest rates. Caps were not eligible for hedge accounting and changes of value impact directly the income statement. Collars directly hedging the risk of any rise in interest rates on the floating rate debt are classified as cash-flow hedges on the hedged borrowings.

Analysis of the hedging swaps as of December 31, 2013 sold in 2013:

<i>(in € thousands)</i> Expiration	Market value as of December 31, 2012	Sanef receives fixed rate	Sanef pays floating rate	Nominal value
Early 2013	274	2.572%	3-month Euribor	50,000
Mid 2014	2,134	3.805 %	3-month Euribor	43,000
End of 2015	3,379	4.078 %	3-month Euribor	32,000
Early 2017	14,376	4.036 %	3-month Euribor	100,000
	6,647	3.316 %	3-month Euribor	58,000
	6,307	3.601 %	3-month Euribor	50,000
Total	33,117			333,000

The fair value of Sanef's debt is sensitive to changes in interest rates insofar as a portion of this debt is at a fixed rate. A decrease in interest rates increases fair value, and an increase in interest rates decreases fair value. The variance between the fair value of the portion of the debt that is at a fixed rate and its carrying amount would only be taken to profit or loss if Sanef decided to make advance repayments of this debt, in order to respond to market opportunities.

Analysis of the value of Sanef's caps as of December 31, 2013:

<i>(in € thousands)</i> Expiration	Market value as of December 31, 2013	Interest rate	Nominal value
Mid 2014	0	Cap 1.50% E3M at 0.226% flat	43,000
Mid 2014	0	Cap 1.50% E3M at 0.17% flat	50,000
Mid 2014	0	Cap 1.50% E3M at 0.16% flat	25,000
Mid 2014	0	Cap 1.00% E3M at 0.1175% flat	50,000
End of 2014	1	Cap 1.00% E3M at 0.16% flat	54,000
Mid 2015	18.5	Cap 0.75% E3M at 0.1775% flat	25,000
Mid 2015	18.5	Cap 0.75% E3M at 0.1775% flat	25,000
TOTAL	38		272,000

As of December 31, 2012:

<i>(in € thousands)</i> Expiration	Market value as of December 31, 2012	Interest rate	Nominal value
Mid 2014	17	Cap 1.50% E3M at 0.226% flat	43,000
Mid 2014	30	Cap 1.50% E3M at 0.17% flat	50,000
Mid 2014	12	Cap 1.50% E3M at 0.16% flat	25,000
Mid 2014	19	Cap 1.00% E3M at 0.1175% flat	50,000
End of 2014	27	Cap 1.00% E3M at 0.16% flat	54,000
TOTAL	105		222,000

Analysis of collars contracted by Sanef as of December 31, 2013:

- Collars qualifying for hedge accounting:

<i>(in € thousands)</i> Expiration	Market value as of December 31, 2013	Interest rate	Nominal value
Early 2014	(23)	Collar 2.25% / 0.80% E3M at 0.03% flat	25,000
TOTAL	(23)		25,000

- Collars not qualifying for hedge accounting:

<i>(in € thousands)</i> Expiration	Market value as of December 31, 2013	Interest rate	Nominal value
Early 2014	(15)	Collar 2.25% / 0.90% E3M at 0.05% flat	32,000
TOTAL	(15)		32,000

As of December 31, 2012:

- Collars qualifying for hedge accounting:

<i>(in € thousands)</i> Expiration	Market value as of December 31, 2012	Interest rate	Nominal value
Early 2013	(114)	Collar 2.75% / 1.60% E3M at 0.20% flat	50,000
End of 2013	(232)	Collar 2.75% / 1.50% E3M at 0.23% flat	25,000
End of 2013	(232)	Collar 2.20% / 1.50% E3M at 0.176% flat	25,000
End of 2013	(315)	Collar 2.25% / 1.50% E3M at 0.13% flat	25,000
End of 2013	(315)	Collar 2.225% / 1.50% E3M at prime flat	25,000
Early 2014 (*)	(160)	Collar 2.25% / 0.80% E3M at 0.03% flat	25,000
TOTAL	(1,368)		175,000

(*) These collars were contracted prior to December 31, 2012, but only come into effect during 2013.

- Collars not qualifying for hedge accounting:

<i>(in € thousands)</i> Expiration	Market value as of December 31, 2012	Interest rate	Nominal value
Early 2013	(60)	Collar 2.50% / 1.50% E3M at 0.285% flat	54,000
Early 2013	(78)	Collar 2.50% / 1.50% E3M at 0.216% flat	43,000
Early 2013	(30)	Collar 2.60% / 1.50% E3M at 0.20% flat	32,000
Mid 2013	(386)	Collar 2.60% / 1.50% E3M at 0.2475% flat	50,000
Mid 2013	(386)	Collar 2.26% / 1.50% E3M at 0.12% flat	50,000
End of 2013	(602)	Collar 2.25% / 1.50% E3M at 0.09% flat	54,000
End of 2013	(602)	Collar 2.13% / 1.50% E3M at prime flat	54,000
Early 2014 (*)	(236)	Collar 2.25% / 0.90% E3M at 0.05% flat	32,000
TOTAL	(2,380)		369,000

- (*) These collars were contracted prior to December 31, 2012, but only come into effect during 2013.

Sensitivity of income and equity to changes in interest rates:

The sensitivity of interest flows for the floating rate instruments was calculated by taking into account all variable flows on non-derivative and derivative instruments. The analysis was prepared assuming that the amount of debt and financial instruments on the statement of financial position as of December 31 of both 2013 and 2012 remain constant over one year.

<i>(in € thousands)</i>	2013				2012			
	Earnings		Equity		Earnings		Equity	
	Hausse de 50 bp	Baisse de 50 bp	Hausse de 50 bp	Baisse de 50 bp	Hausse de 50 bp	Baisse de 50 bp	Hausse de 50 bp	Baisse de 50 bp
Floating rate debt	(1,730)	1,730	-	-	(1,355)	1,355	-	-
Interest rate hedges (swaps and some collars)	-	-	-	-	(1,665)	1,218	464	(447)
Interest rate derivatives (caps and some collars) not eligible for hedge accounting	170	(37)	-	-	1,221	(1,886)	-	-

A 50 basis point change in interest rates at the end of the reporting period would have resulted in an increase (decrease) in equity and earnings in the amounts indicated above. For the purposes of this analysis, all other variables are presumed to remain constant.

In addition, the Sanef Group has rather little exposure to currency risk on transactions stemming from its normal course of business. However, the acquisition in 2012 of the sanef-its technologies group has slightly increased

the Group's exposure to currency risk, particularly relative to the US dollar (USD) and the Canadian dollar (CAD) at December 31, 2013 and December 31, 2012. The group used hedging instruments (CAD to EUR forward contracts) for a total of C\$1,925 thousand at December 31, 2013.

Its financial debt is denominated solely in euros, with the exception of a \$350 thousand revolving loan. Sanef's income and expenses are likewise all denominated and paid in euros.

3.24.2 Credit risk

Credit risk represents the risk of financial loss to Sanef should a customer or counterparty to a financial instrument default on its contractual obligations.

The carrying amount of its financial assets, shown below, indicates maximum exposure to credit risk:

<i>(in € thousands)</i>	Note	December 31, 2013	December 31, 2012
Loans to associates	3.15	71,684	71,767
Loans	3.15	1,697	1,666
Derivatives	3.15	0	33,118
Deposits and guarantees	3.15	649	874
Trade and other financial receivables	3.16	207,832	198,309
Current financial assets	3.15	12,797	22,235
Cash and cash equivalents	3.17	379,513	44,278
	Total	674,172	372,247

As of December 31, 2013, Sanef had trade and other accounts receivable totaling €208 million (€198 million as of December 31, 2012) and cash of around €380 million (€44 million as of December 31, 2012). These amounts indicate a very low exposure to credit risk, especially in view of the quality of the Group's customers and counterparties and the fact that all operating receivables are paid in cash or settled very quickly.

Sanef invests its surplus cash and enters into interest rate swaps and other derivatives only with leading financial institutions.

3.24.3 Liquidity risk

Liquidity risk is defined as the risk of a company not being able to honor payments on its borrowings or other commitments.

With the exception of capital expenditures, financing needs are not sufficiently material to make any borrowing difficulties likely.

Sanef's primary financial debt (loans from CNA and BNP/Dexia) is subject to covenants on the following two ratios:

- net debt/EBITDA
- EBITDA/net financial expenses.

As of December 31, 2013 and December 31, 2012 Sanef was in compliance with both covenants.

Analysis of borrowings by maturity:

Year	< 1 year	1 to 2 years	2 to 3 years	3 to 4 years	4 to 5 years	> 5 years	Total
2014	403,404						403,404
2015		419,164					419,164
2016			322,762				322,762
2017				325,859			325,859
2018					604,786		604,786
2019						317,363	317,363
2020						255,060	255,060
2021						219,011	219,011
2022						261,393	261,393
2023						358,639	358,639
2024						154,073	154,073
December 31, 2013	403,404	419,164	322,762	325,859	604,786	1,565,539	3,641,514
December 31, 2012	437,446	394,429	387,228	337,517	342,809	1,663,088	3,562,517

As Sanef's financial debt all falls due prior to the expiration of its concession contract, and thanks to the predictability of its operating and investment cash flows, the Group will be able to obtain refinancing. At present, the Group cannot foresee any problems with its ability to obtain funding.

<i>(in € millions)</i>	Note	Carrying amount	Contractual cash-flows	6 months or less	6 to 12 months	1 to 2 years	2 to 5 years	> 5 years
Non-derivative financial liabilities								
Financial debt	3.21	3,641.5	4,610.2	487.8	90.9	549.5	1,626.9	1,855.1
Advances from French central government and regional agencies	3.21	17.3	17.3	17.3				
Deposits, guaranties and other financial debts	3.21	25.0	25.0	25.0				
Trade accounts payable	3.22	183.3	183.3	183.3				
Other current liabilities	3.22	1.9	1.9	1.9				
Derivative financial liabilities								
Interest rate derivatives	3.21	0.0	0.1	0.1				
Total flows		4,837.8	715.4	90.9	549.5	1,626.9	1,855.1	

3.25 Related parties

Sanef has not engaged in any commercial transactions with its shareholder, HIT, or the shareholders of that company. However, investments of excess cash were made during fiscal year 2013. The loan of Sanef group to its parent company HIT was fully repaid on December 31, 2013 but it has generated an amount of €93 thousand as financial interests.

Equity-method and proportionally consolidated companies are presented in note 3.1.

At December 31, 2013, the total amount owed to the Group was €52.3 million: the Group's loan to Alis, including capitalized interest, amounted to €42.1 million (of which €3.1 million in VAT) (€34.9 million at December 31, 2012) and bore interest at a rate of 6%. The Group also has a €7.4 million shareholder advance (€7 million at December 31, 2012) at an interest rate of 7%, and operating receivables totaling €1.9 million excluding VAT (€2.6 million including tax) at December 31, 2013 (compared with €2.1 million excluding VAT and €2.8 million including tax at December 31, 2012) which are payable in annual installments of €1764 thousand through 2028.

As of December 31, 2013, the Sanef Group had a €194 million receivable from ALiénor (€18.5 million as of December 31, 2012).

The table below shows the remuneration and similar benefits, on a full-year basis, granted by Sanef and the companies that it controls to persons who, during the year 2013 or at the balance sheet date, are members of the Executive Committee or the Board of Directors of the Group:

<i>(in € millions)</i>	2013	2012
Remuneration	3.2	2.4
Payroll taxes	1.4	1.0
Post-employment benefits	0.2	0.2
Other long term benefits	-	-
Termination benefits	-	-
Share-based payments (*)	0.0	0.1

(*) amount determined in accordance with IFRS 2 Share-based payment- cf note 2.15.

Total of these senior management staff costs amounted to €4.8 million in 2013 (€3.7 million in 2012). Termination benefits for 2012 are included in the lines remuneration and payroll taxes.

The attendance fees paid in 2013 amounted to €244 thousand (€249 thousand in 2012).

3.26 *Segment data*

Segment data by contribution of each segment to the Sanef Group consolidated financial statements:

<i>(in € thousands)</i>	Sanef	Sapn	SEA14	SUB-TOTAL Toll road concessions	Other	Sanef Group
Revenue (exc. construction)	1,101,348	365,946	-	1,467,294	85,974	1,553,268
EBITDA	757,715	256,127	554	1,014,396	9,984	1,024,380
EBITDA margin	68.8%	70.0%	N/A	69.1%	11.6%	65.9%
Operating income, net	530,307	148,575	554	679,436	4,038	683,474

EBITDA is net operating income before depreciation, amortization and provisions.

3.27 *Events after the end of the reporting period*

No material event has occurred subsequent to the end of the reporting period.