

BNP PARIBAS CARDIF

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

(For the year ended 31 December 2012)

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To the Shareholders
BNP PARIBAS CARDIF
1, boulevard Haussmann
75009 Paris

This is a free translation into English of the statutory auditors' report on the consolidated financial statements issued in French and is provided solely for the convenience of English speaking users. The statutory auditors' report includes information specifically required by French law in such reports, whether modified or not. This information presented below is the audit opinion on the consolidated financial statements and includes an explanatory paragraph discussing the auditors' assessments of certain significant accounting and auditing matters. These assessments were considered for the purpose of issuing an audit opinion on the consolidated financial statements taken as a whole and not to provide separate assurance on individual account balances, transactions or disclosures.

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

In compliance with the assignment entrusted to us by your General Shareholders' Meeting, we hereby report to you, for the year ended 31 December 2012, on:

- the audit of the accompanying consolidated financial statements of BNP PARIBAS CARDIF ;
- the justification of our assessments;
- the specific verification required by law.

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

I - Opinion on the consolidated financial statements

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

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at 31 December 2012 and of the results of its operations for the year then ended in accordance with the accounting rules and principles applicable in France.

II - Justification of our assessments

The choice of underlying economic assumptions required for the preparation of financial statements of insurance companies has been made particularly complex due to the persistently challenging economic and financial conditions. In particular future trends in interest rates could differ sharply from current assumptions and give rise to varying direct and indirect effects. In this context and in accordance with Article L.823-9 of the French Commercial Code (Code de commerce) requiring statutory auditors to justify their assessments, we bring to your attention the following matters:



- Certain technical items specific to insurance recorded under assets and liabilities in the Group's consolidated financial statements are estimated according to regulatory rules and on the basis of statistical and actuarial data, in particular technical reserves. The methods used to determine these latest are described in the note 2.2.6. to the consolidated financial statements.

We assessed the reasonableness of the assumptions used in the calculation models, based on the Group's experience, its regulatory and economic environment and the consistency of these assumptions taken as a whole.

- Financial and real estate assets are valued and impaired using the principles applying to each category and described in the note 2.2.2. to the consolidated financial statements.

We verified the methods used to identify the Group's exposures and to value and impair financial instruments.

We assessed the appropriateness of the resulting valuations and impairments regarding the situation of the assets and the volatility of financial markets.

We also ensured that impairments were consistent with the company's intent to hold the assets. The capacity of holding the assets over a time period concordant with the intent to hold them was confirmed to us.

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

III - Specific verification

As required by law, we have also verified in accordance with professional standards applicable in France the information presented in the Group's management report.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

Neuilly-sur-Seine, on April 29, 2013

The statutory auditors

PricewaterhouseCoopers Audit

Deloitte & Associés

Michel Laforce

Patrice Morot

Jérôme Lemierre

