

7.10 / STATUTORY AUDITORS' REPORT ON THE ISSUE OF SHARES AND VARIOUS SECURITIES WITH OR WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS

(Combined Shareholders' Meeting of May 16, 2018 - Resolutions 16, 17, 18, 19, 20 and 21)

To the Shareholders of COFACE SA,

In our capacity as Statutory Auditors of your company and in accordance with the engagement set out in Articles L.228-92 and L.225-135 *et seq.* of the French Commercial Code, we hereby present our report on the proposed delegations of authority to the Board of Directors for the various issues of shares and/or securities, transactions on which you are being asked to vote.

Based on its report, your Board of Directors proposes that:

- ◆ you delegate to the Board, which may further delegate this authority under the legislative and regulatory conditions, for a period of 26 months as from this Shareholders' Meeting, the authority to decide on the following transactions and to set the final terms and conditions of these issues and proposes that, if necessary, you waive your preferential subscription rights:
 - the issue with preferential subscription rights (sixteenth resolution) of ordinary shares and/or equity securities giving access to other equity securities and/or conferring entitlement to the allotment of debt securities and/or securities giving access to new equity securities, which may be subscribed to in cash, either by offsetting due and payable debts, or in part or in whole, by incorporation of reserves, earnings or premiums,
 - issue with the waiving of preferential subscription rights through a public offering (seventeenth resolution), in one or more instances, in the proportions and at the times that it shall deem relevant, both in France and abroad, in euros, foreign currency or units of account fixed in reference to several currencies, ordinary shares and/or equity securities giving access to other equity securities equity and/or conferring entitlement to the allocation of debt securities and/or securities giving access to new equity securities, which may be subscribed to either in cash, by offsetting debts due and payable:
 - it being specified that these securities could be issued as remuneration for securities that would be contributed to the Company as part of an exchange offering carried out in France or abroad according to local rules on securities that meet the conditions set out in Article L.225-148 of the French Commercial Code,
 - issue with waiving of preferential subscription right through the offerings set out in Section II of Article L.411-2 of the French Monetary and Financial Code and within the limit of 20% of share capital per year (eighteenth resolution) of common shares and/or giving access to other equity securities and/or conferring entitlement to the allotment of debt securities and/or securities that give access to new equity securities;

- ◆ authorises the Board, which may in turn delegate this authority under the legal and regulatory conditions (nineteenth resolution), in the event of the issue of shares and/or any other securities giving immediate or future access to the Company's equity, without preferential subscription rights, through public offerings or private placements mentioned in Article L.411-2-II of the French Monetary and Financial Code and for the implementation of the delegation of authority set out in the seventeenth and eighteenth resolutions, within the limit of a nominal amount of 10% of share capital per twelve-month period and to determine the issue price;
- ◆ to delegate for a 26 month-period, to the Board, which may in turn delegate this authority under the legal and regulatory conditions, the powers necessary to issue ordinary shares and/or equity securities giving access to other equity securities and/or conferring entitlement to the allotment of debt securities and or securities granting access to new shares, in view of remunerating contributions in kind granted to the Company and composed of equity securities or securities that give access to equity (twenty-first resolution) within the limit of 10% of share capital.

The total nominal amount of the increases in capital that may be made, either immediately or in the future, may, according to the sixteenth resolution, not exceed €120 million, it being specified that the nominal amount of the capital increases that may be made pursuant to the sixteenth resolution as well as the seventeenth to the twenty-fourth resolutions submitted to this Shareholders' Meeting, shall be deducted from this cap, and more specifically:

- ◆ for the seventeenth resolutions, €45 million, it being specified that the nominal amount of capital increases made pursuant to the seventeenth resolution as well as the eighteenth, nineteenth and twenty-first resolutions submitted to this Shareholders' Meeting will be deducted from this cap;
- ◆ for the eighteenth resolution, €30 million;
- ◆ for the twenty-first resolution, €30 million.

The total nominal amount of debt securities liable to be issued, may, according to the sixteenth resolution, not exceed €500 million, it being specified that the nominal amount of debt securities issued pursuant to the sixteenth resolution as well as the seventeenth to the twenty-first resolutions submitted to this Shareholders' Meeting, shall be deducted from this cap.

These caps include the additional number of securities to be created in connection with the implementation of the delegations referred to in the sixteenth, seventeenth, eighteenth and nineteenth resolutions, under the conditions set out Article L.225-135-1 of the French Commercial Code, should you adopt the twentieth resolution.

It is the duty of your Board of Directors to draw up a report in conformity with Articles R.225-113 *et seq.* of the French Commercial Code. Our role is to express an opinion on the fairness of the quantified data extracted from the financial statements, on the proposed cancellation of preferential subscription rights and on certain other information pertaining to these transactions, as presented in this report.

We performed those procedures that we considered necessary to comply with the professional guidance issued by the French National Auditing Body (Compagnie Nationale des Commissaires aux Comptes) relating to this type of engagement. These examinations have consisted in verifying the content of the report of the Board of Directors in relation to these transactions and the methodology of the determination of the issue price of the shares to be issued.

Subject to the subsequent review of the terms and conditions of the issues that may be decided, we have no comments on the conditions, as given in the Board of Directors' report, pursuant to the seventeenth, eighteenth and nineteenth resolutions.

Furthermore, since this report does not specify the methodology for the determination of the issue price of the equity securities to be issued pursuant to the sixteenth and twenty-first resolutions, we are unable to give our opinion on the choice of these elements in the calculation of this issue price.

Since the final conditions under which the issues will be made have not been determined, we do not express an opinion on these and consequently, on the proposed cancellation of preferential subscription rights made to you in the seventeenth, eighteenth, nineteenth and twenty-first resolutions.

In accordance with Article R.225-116 of the French Commercial Code, we will prepare an additional report, if necessary, during the use of the delegations by your board of directors in case of issues of securities that are equity securities giving access to other equity capital and/or conferring entitlement to the allotment of debt securities, in the event of the issue of securities giving access to equity securities to be issued in the event of the issue of shares with waiving of preferential subscription rights.

Neuilly-sur-Seine and Paris-La Défense, April 4, 2018

The Statutory Auditors,

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