

With you for

**Annual financial
report 2018**





**meaningful
partnerships**







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01
Presentation

of Ceetrus





Benoît Lheureux 

Ceetrus leader, in charge of General Management
and Portfolio General Manager France

A few words from the leader of Ceetrus

Engaged in a process of transformation since 2016 and driven by its 2030 Vision, Immochan became Ceetrus in June 2018. Having evolved from a commercial property business to a mixed property developer, Ceetrus has set itself the mission of help develop social links that will be at the heart of future towns and cities, by creating sustainable, smart and lively places to live and shop.

The reality of this evolution has primarily benefited existing commercial sites. With the aim of enhancing their value and attractiveness to contribute to the success of our retailers and partners, Ceetrus is reinventing its commercial sites by integrating homes, offices, leisure facilities and urban infrastructure. As an observer of towns and cities, the company is also playing its part in new schemes to provide each region with a comprehensive and tailor-made urban solution. The complementarity of these activities forms the basis of Ceetrus' performance.

In 2018, Ceetrus continued to regenerate its business assets by investing €1,116 million net of disposals. The company also opened several new high-potential shopping centres, achieved some high-quality acquisitions and carried out arbitrage operations on assets that were too difficult to transform in the spirit of the company's 2030 Vision.

Ceetrus has also stood out as a company driving urban change, most notably by winning the tender launched by Gares & Connexions to transform the Gare du Nord by 2024. Defined in consultation with local stakeholders, the project will provide an innovative response to the main challenges of the site. It represents a total investment of nearly €600 million.

In essence, well aware of how society and citizens are changing, both in the way they live and consume, Ceetrus is making the changes needed to respond to these. The successes of 2018 encourage us to continue along this path and to accelerate our transformation.

In 2019, Ceetrus will maintain these high expectations of itself as it continues its own transformation. Evolving its businesses, thinking differently about retail and living spaces, being innovative, having a positive impact on local regions and its inhabitants in a co-constructive approach with all its stakeholders are the very cornerstones of Ceetrus. By constantly ensuring that our business balances the attention given to our existing sites and our ability to develop new urban projects, 2019 will be punctuated by the handover of some major commercial sites in Europe and important living spaces for residents **with citizens • for citizens.**

CEETRUS A HUMAN ADVENTURE

Founded in 1976, Ceetrus is a global real estate player known until June 2018 under the name of Immochan. Until recently, a commercial real estate owner, Ceetrus has transformed itself since 2016 to become a mixed real estate developer.

While managing 295 shopping malls in Europe, Ceetrus builds, in a strong logic of partnership with the citizens and the territories, living places integrating shops, housing, offices and urban infrastructures. By creating sustainable, intelligent and lively spaces, Ceetrus' mission is to build or develop the social ties that will animate the city of tomorrow. Its expertise extends to the professions of property developer, asset manager, investor and innovator.

CORPORATE GOVERNANCE

The members

of the Ceetrus Leaders Committee (Colead)



Benoît LHEUREUX

Ceetrus leader, in charge of General Management and Portfolio General Manager France



Marco BALDUCCI

Portfolio General Manager Italy, Luxembourg and Leader of Finance and Information Systems



Tatian DIACONU

Portfolio General Manager Poland, Romania, Russia, Ukraine



Assya GUETTAF

Leader Positive Impact



Bénédicte LENOIRE

Leader Human Adventure



Valentin SERRANO

Portfolio General Manager Spain, Portugal, Hungary



The members

of the Ceetrus Board of Directors



Vianney MULLIEZ

Chairman of the Ceetrus Board of Directors



Jean DUFORST

Founder and Chairman of ID Group



Jean-Charles LEFEVRE

Independent member of the board



Perrine VIDALENCHE

Independent member of the board



Alexis GROLIN

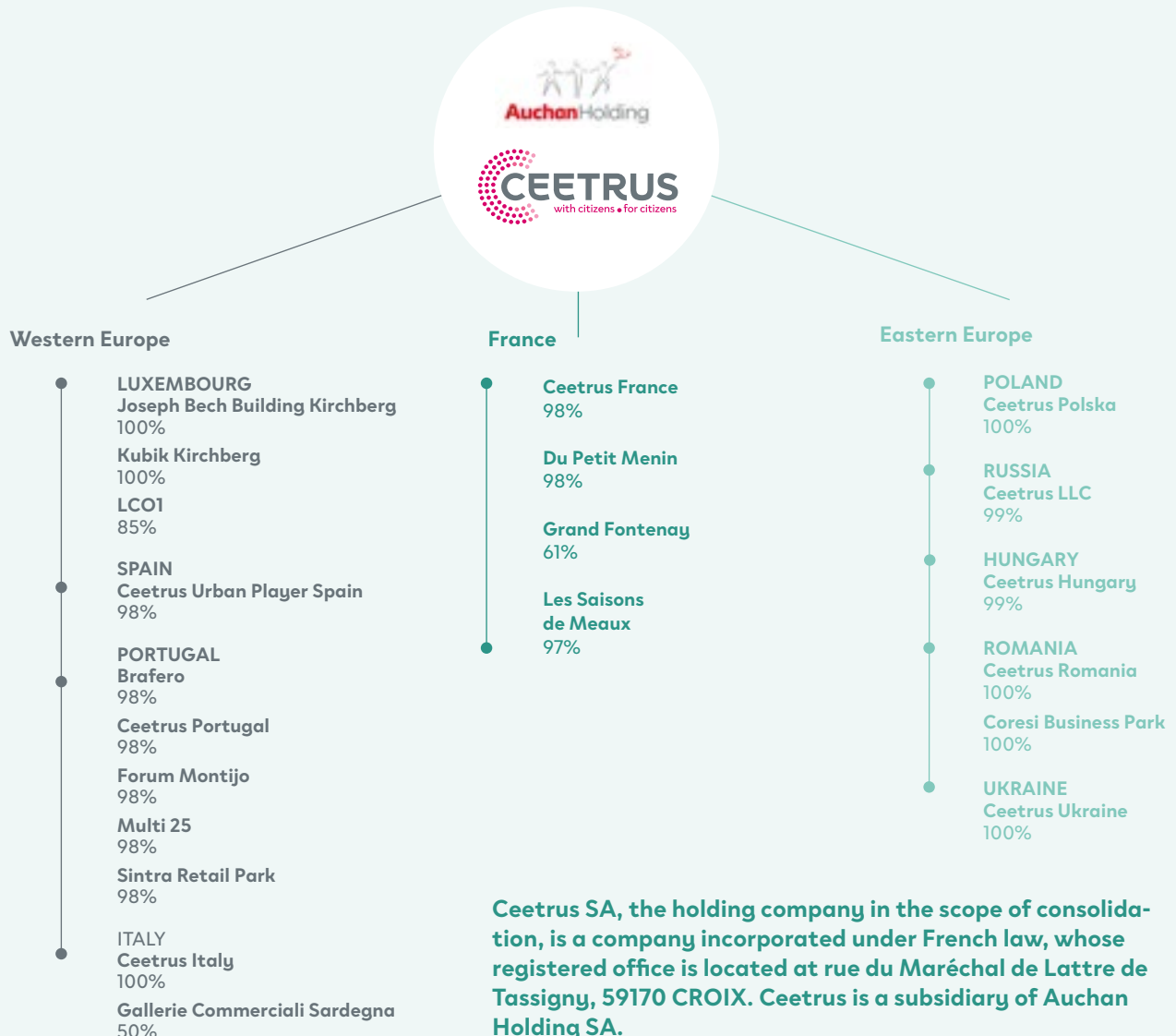
General Manager of Creadev China



Sébastien CLERC

General Manager of Voltalia

SIMPLIFIED ORGANISATIONAL CHART OF THE MAIN COMPANIES





Vianney MULLIEZ

Chairman of the Ceetrus Board of Directors

Croix, 26 March 2019

"I certify, to the best of my knowledge, that the financial statements have been prepared in accordance with the applicable accounting standards and give a true and fair view of the assets, financial situation and results of the company and of all the companies included in the scope of consolidation. The management report provides an accurate description of the business trends, results of operations and financial situation of the company and all the companies included in the scope of consolidation, as well as a description of the main risks and uncertainties they face."

2018 MANAGEMENT REPORT

Key figures



10 countries



891 employees



295 shopping centre managed



1 Billion of visits



2,2 billions m2 GLA

523 M€

Gross rental income

364 M€

EBITDA

2.6 Bn€

Net Financial Debt

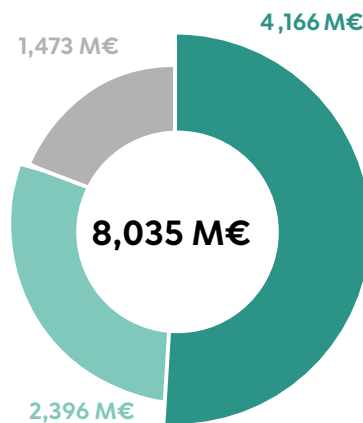
31,0%

Loan To Value

16,8 x

Interest Coverage Ratio

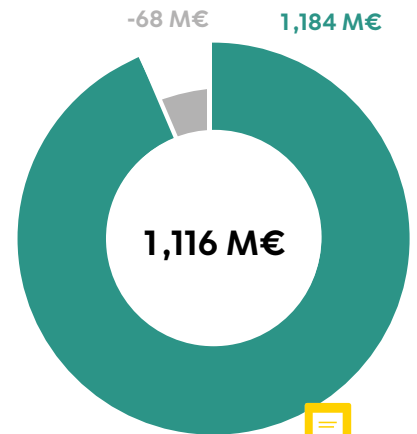
Fair Value of assets
8,035 Millions of € (+10.3 %)



2018

- Eastern Europe
- Western Europe
- France

Net investment



2018

- Disposal
- Investment

List of assets on 31 december 2018

Ceetrus is an international property company owned by Auchan Holding since 1976.

Present in 10 countries in Western and Eastern Europe, the company manages nearly 300 sites listed below.

Valued at more than €8 billion at 31 December 2018,

Ceetrus' portfolio stands out with the diversity of its assets in terms of size and business (shopping centres, retail parks, offices and hotels).

With the strength of this unique characteristic, Ceetrus has regional networks far superior to those of its peers.

| Geographical Location | Asset name | Asset type | Year of construction | Number of units | Surface GLA m ² | Ownership % |
|-----------------------|--------------------------------|---------------|----------------------|-----------------|----------------------------|-------------|
| France | Property / Leased asset | | | 3 905 | 1 847 620 | |
| | 97 locations | | | | | |
| Angoulême | La Couronne | Shopping mall | 1990 | 50 | 6 571 | 100% |
| | La Couronne | Retail park | 1990 | 12 | 31 277 | 100% |
| Annecy | Grand Epagny | Shopping mall | 1983 | 70 | 12 506 | 100% |
| | ANNECY | Retail park | 1983 | 4 | 10 601 | 100% |
| Arras | Arras | Shopping mall | 1969 | 27 | 4 389 | 100% |
| | Arras | Retail park | 1969 | 18 | 15 270 | 100% |
| Aubagne | Aubagne | Shopping mall | 1980 | 4 | 231 | 100% |
| | Aubagne | Retail park | 1980 | 26 | 51 185 | 100% |
| Aubiere | Aubière | Shopping mall | 1970 | 1 | 90 | 100% |
| Avignon / Montfavet | Avignon Mistral 7 | Shopping mall | 1974 | 52 | 11 930 | 100% |
| Barentin | Barentin | Retail park | 2009 | 2 | 6 113 | 100% |
| Bessoncourt | Porte Des Vosges | Shopping mall | 1976 | 22 | 6 562 | 100% |
| | Porte Des Vosges | Retail park | 1976 | 1 | 3 735 | 100% |
| Bethune | Bethune | Retail park | 1985 | 2 | 5 159 | 100% |
| Beziers | Beziers | Shopping mall | 1974 | 6 | 948 | 35% |
| Bias | Bias | Retail park | 1984 | 1 | 452 | 100% |
| Biganos | Biganos | Shopping mall | 1984 | 15 | 1 867 | 100% |
| Blois | Blois-Vineuil | Shopping mall | 1982 | 51 | 8 838 | 100% |
| Bordeaux Lac | Bordeaux Lac | Shopping mall | 1980 | 112 | 27 963 | 100% |
| | Bordeaux Lac | Retail park | 1991 | 25 | 91 308 | 100% |
| Bouliac | Bouliac | Shopping mall | 1981 | 37 | 5 051 | 100% |
| | Bouliac | Retail park | 1981 | 7 | 10 834 | 100% |
| Boulogne Sur Mer | Côte d'Opale | Shopping mall | 1971 | 48 | 7 498 | 100% |
| | Côte d'Opale | Retail park | 1971 | 11 | 13 377 | 100% |
| Bretigny | Brétigny sur Orge | Shopping mall | 1968 | 90 | 17 040 | 100% |
| | Promenades de Bretigny | Retail park | 2019 | 1 | 11 880 | 50% |
| Brive Le Puy | Brive Charen. | Shopping mall | 1969 | 12 | 843 | 100% |
| Caluire | Lyon Caluire | Shopping mall | 1994 | 45 | 7 058 | 100% |
| Cambrai | Cambrai | Retail park | 1969 | 1 | 5 000 | 100% |
| Castres | Castres | Shopping mall | 1986 | 27 | 2 544 | 100% |
| | Castres | Retail park | 1998 | 11 | 14 228 | 100% |
| Cavaillon | Cavaillon | Shopping mall | 1982 | 19 | 2 319 | 100% |
| Chambray | Chambray | Shopping mall | 1982 | 1 | 1 290 | 100% |
| Chasseneuil | Chasseneuil | Shopping mall | 1980 | 35 | 8 453 | 100% |
| | Chasseneuil | Retail park | 2015 | 1 | 1 636 | 100% |
| Chateauroux | Chateauroux | Shopping mall | 1980 | 23 | 2 996 | 100% |
| | Chateauroux | Retail park | 2013 | 1 | 400 | 100% |
| Châtelleraut | Châtelleraut | Shopping mall | 1969 | 29 | 4 165 | 100% |
| | Châtelleraut | Retail park | 2002 | 1 | 432 | 100% |
| Cherbourg | Cherbourg | Shopping mall | 1989 | 2 | 31 | 100% |
| Clermont Ferrand | Clermont Ferrand Ceetrus | Shopping mall | 1997 | 8 | 1 892 | 100% |
| | Clermont Ferrand Neyrat | Shopping mall | 2012 | 22 | 2 190 | 50% |

| Geographical Location | Asset name | Asset type | Year of construction | Number of units | Surface GLA m ² | Owner % |
|-----------------------|---|---------------|----------------------|-----------------|----------------------------|---------|
| France | Property / Leased asset 97 locations | | | 3 905 | 1 847 620 | |
| Cognac | Cognac | Shopping mall | 1990 | 35 | 4 626 | 100% |
| | Cognac | Retail park | 1990 | 3 | 2 805 | 100% |
| Croix | Croix | Retail park | 2006 | 1 | 7 534 | 100% |
| Dardilly / Lyon | Porte de Lyon | Shopping mall | 1986 | 33 | 3 690 | 100% |
| Dardilly | Porte de Lyon | Retail park | 2003 | 2 | 1 401 | 100% |
| Dieppe | Dieppe | Shopping mall | 1991 | 1 | 1 013 | 100% |
| | Dieppe | Retail park | 1991 | 6 | 22 377 | 100% |
| Domerat | Montluçon Domerat | Shopping mall | 1970 | 26 | 3 615 | 100% |
| | Domerat | Retail park | 2006 | 1 | 420 | 100% |
| Dury | Dury Les Amiens / Amiens Sud | Shopping mall | 1970 | 50 | 9 183 | 100% |
| | Dury Les Amiens / Amiens Sud | Retail park | 2000 | 2 | 5 898 | 100% |
| Englos | Englos Les Géants | Shopping mall | 1969 | 87 | 17 218 | 100% |
| | Englos Les Géants | Retail park | 1976 | 20 | 91 109 | 100% |
| Epinay | L'Ilo - Epinay | Shopping mall | 2013 | 45 | 11 026 | 100% |
| Faches Thumesnil | Fâches Thumes. | Shopping mall | 1994 | 59 | 8 734 | 100% |
| | Fâches Thumes. | Retail park | 2016 | 7 | 21 831 | 100% |
| Fontenay | Val de Fontenay | Shopping mall | 1973 | 86 | 21 348 | 62% |
| | Val de Fontenay | Retail park | 1973 | 4 | 422 | 62% |
| Gien | Gien | Shopping mall | 1987 | 9 | 1 677 | 100% |
| Grande Synthe | Grande Synthe | Shopping mall | 1974 | 33 | 5 296 | 100% |
| | Grande Synthe | Retail park | 1974 | 13 | 53 667 | 100% |
| Grasse | Grasse | Shopping mall | 1999 | 14 | 1 343 | 100% |
| Halluin | Halluin | Retail park | 2010 | 6 | 1 407 | 100% |
| Hirson | Hirson | Shopping mall | 1976 | 4 | 751 | 100% |
| Illkirch | Strasbourg Illkirch | Shopping mall | 1970 | 67 | 15 909 | 100% |
| | Strasbourg Illkirch | Retail park | 1970 | 2 | 3 180 | 100% |
| Ivry | Ivry | Retail park | 2015 | 20 | 4 263 | 100% |
| La Seyne Sur Mer | Côté Seyne | Shopping mall | 1973 | 52 | 7 224 | 100% |
| | Côté Seyne | Retail park | 2003 | 2 | 1 848 | 100% |
| Laxou | La Sapiniere | Shopping mall | 1986 | 32 | 5 494 | 100% |
| Le Canet | Le Canet | Shopping mall | 1972 | 17 | 3 298 | 100% |
| Le Mans | Le Mans | Shopping mall | 1982 | 73 | 13 617 | 100% |
| | Le Mans | Retail park | 1990 | 20 | 41 326 | 100% |
| Le Pontet | Avignon Nord | Shopping mall | 1974 | 114 | 23 442 | 100% |
| | Avignon Nord | Retail park | 1986 | 29 | 85 144 | 100% |
| Leers | Leers | Shopping mall | 1970 | 52 | 7 530 | 100% |
| | Leers | Retail park | 1992 | 12 | 19 920 | 100% |
| Lesquin | Lesquin | Retail park | 1992 | 2 | 5 399 | 100% |
| Louvroil | Val de Sambre | Shopping mall | 1970 | 81 | 13 186 | 100% |
| | Val de Sambre | Retail park | 2016 | 21 | 30 929 | 100% |
| Luxeuil | Luxeuil | Shopping mall | 1977 | 1 | 103 | 100% |
| Lyon / Saint Priest | Porte des Alpes | Shopping mall | 1981 | 63 | 12 331 | 100% |
| Lyon | Porte des Alpes | Retail park | 1981 | 6 | 19 199 | 100% |
| Mantes La Jolie | Mantes | Shopping mall | 1975 | 37 | 6 322 | 100% |
| | Mantes | Retail park | 1975 | 8 | 5 484 | 100% |
| Marseille | Marseille St Loup | Shopping mall | 1981 | 33 | 4 688 | 100% |
| Maurepas | Maurepas - Pariwest | Shopping mall | 1980 | 34 | 3 687 | 100% |
| | Maurepas - Pariwest | Retail park | 1980 | 3 | 1 133 | 100% |
| Mazamet | Mazamet | Shopping mall | 1981 | 10 | 353 | 100% |
| Meaux | Les Saisons De Meaux | Shopping mall | 2015 | 103 | 29 378 | 100% |
| | Meaux (Halles) | Shopping mall | 2004 | 17 | 1 418 | 100% |
| Mers Les Bains | Mers Les Bains | Shopping mall | 1973 | 10 | 1 320 | 100% |
| Méru | Méru | Retail park | 1996 | 3 | 810 | 100% |
| Mont Saint Martin | Pôle Europe Mont St Martin | Shopping mall | 2003 | 85 | 20 790 | 100% |
| | Pôle Europe Mont St Martin | Retail park | 2014 | 3 | 4 504 | 100% |
| Montauban | Les Trois Rivières | Shopping mall | 2010 | 36 | 5 711 | 100% |
| | Les Trois Rivières | Retail park | 1996 | 3 | 4 677 | 100% |
| Montgeron | Montgeron | Shopping mall | 1984 | 4 | 10 146 | 100% |
| | Montgeron | Retail park | 1999 | 3 | 102 | 100% |

Assets on 31 december 2018

| Geographical Location | Asset name | Asset type | Year of construction | Number of units | Surface GLA m ² | Ownership % |
|-----------------------|---------------------------------------|---------------|----------------------|-----------------|----------------------------|-------------|
| France | Property / Land asset 97 locations | | | 3 905 | 1 847 620 | |
| Montivilliers | La Lézatrde | Shopping mall | 1978 | 43 | 19 937 | 100% |
| Mulhouse | Mulhouse | Shopping mall | 1996 | 37 | 5 647 | 100% |
| Nancy | Nancy Lobau | Shopping mall | 1968 | 16 | 1 758 | 100% |
| | Nancy Lobau | Retail park | 2003 | 1 | 979 | 100% |
| Neuilly Sur Marne | Neuilly/Marne | Shopping mall | 1972 | 2 | 570 | 100% |
| Noyelles Godault | Noyelles | Shopping mall | 1972 | 118 | 28 308 | 100% |
| | Noyelles | Retail park | 1973 | 30 | 57 896 | 100% |
| Olivet | Orléans Olivet | Shopping mall | 1970 | 15 | 2 726 | 100% |
| Orleans | Orléans Saint Jean de La Ruelle | Retail park | 2015 | 11 | 25 503 | 100% |
| | Orléans | Shopping mall | 1971 | 41 | 18 473 | 100% |
| Osny | L'oseraie | Shopping mall | 1988 | 1 | 856 | 100% |
| Pau | Pau | Shopping mall | 1976 | 31 | 3 812 | 100% |
| Perigueux | Perigeux - Marsac | Retail park | 2003 | 5 | 6 157 | 100% |
| | Périgueux | Shopping mall | 1985 | 43 | 5 044 | 100% |
| Perpignan | Porte d'Espagne | Shopping mall | 1969 | 59 | 11 535 | 100% |
| | Porte d'Espagne | Retail park | 2011 | 12 | 61 943 | 100% |
| Petite Foret | Petit Forêt | Retail park | 1986 | 15 | 40 858 | 100% |
| | Petite Forêt | Shopping mall | 1972 | 46 | 8 046 | 100% |
| Plaisir | Grand Plaisir | Shopping mall | 1975 | 73 | 13 337 | 100% |
| Plaisir | Grand Plaisir | Retail park | 1975 | 11 | 33 216 | 100% |
| Poitiers | Poitiers Sud | Shopping mall | 2007 | 63 | 10 467 | 100% |
| Roncq | Roncq | Shopping mall | 1970 | 48 | 11 307 | 100% |
| | Promenade de Flandres | Retail park | 2017 | 57 | 99 684 | 100% |
| Saint Cyr | Saint Cyr - Equatop | Shopping mall | 1977 | 29 | 3 271 | 100% |
| | Saint Cyr | Retail park | 2007 | 3 | 8 747 | 100% |
| Saint Genis | Saint Genis | Shopping mall | 1981 | 1 | 896 | 100% |
| | Saint Genis | Retail park | 1997 | 2 | 1 095 | 100% |
| Saint Martin Laert | Saint Martin Laert | Retail park | 1999 | 1 | 1 628 | 100% |
| Saint Omer | Rives de l'Aa | Shopping mall | 1972 | 57 | 8 464 | 58% |
| | Rives de l'Aa | Retail park | 2009 | 3 | 15 740 | 100% |
| Saint Quentin | Saint Quentin | Shopping mall | 1972 | 47 | 7 313 | 100% |
| | Saint Quentin | Retail park | 2013 | 9 | 25 963 | 100% |
| Schweighouse | Schweighouse | Shopping mall | 1981 | 22 | 2 794 | 100% |
| | Schweighouse | Retail park | 1981 | 1 | 770 | 100% |
| Semecourt | Metz Sémécourt | Shopping mall | 1992 | 79 | 13 774 | 100% |
| | Metz Sémécourt | Retail park | 1992 | 19 | 73 286 | 100% |
| Sète | Les Métairies / Sète | Shopping mall | 1998 | 18 | 2 072 | Leasing |
| Strasbourg | Strasbourg | Shopping mall | 1977 | 46 | 14 154 | 100% |
| Tours | Tours | Shopping mall | 1969 | 2 | 1 052 | 100% |
| | Tours | Retail park | 1969 | 2 | 1 067 | 100% |
| Trignac | Trignac | Shopping mall | 1982 | 55 | 6 816 | 100% |
| | Trignac | Retail park | 1996 | 1 | 11 284 | 100% |
| Valence | Porte d'Ardèche | Shopping mall | 1973 | 49 | 7 294 | 100% |
| | Guilherand Grange | Retail park | 1973 | 1 | 605 | 100% |
| Valenciennes | Valenciennes | Shopping mall | 1973 | 10 | 931 | 100% |
| | Valenciennes | Retail park | 1998 | 1 | 100 | 100% |
| Villars | Villars | Shopping mall | 1985 | 55 | 6 902 | 100% |
| | Villars | Retail park | 1991 | 8 | 22 267 | 100% |
| Villebon Sur Yvette | Villebon 2 | Shopping mall | 1988 | 50 | 7 802 | 100% |
| Vitry | Vitry | Shopping mall | 2004 | 18 | 3 067 | 100% |
| France | Management co 8 locations | | | | 34 343 | |

| Geographical Location | Asset name | Asset type | Year of construction | Number of units | Surface GLA m ² | Ownership % |
|-----------------------|--|---------------|----------------------|-----------------|----------------------------|-------------|
| Luxembourg | Property / Leased asset 3 locations | | | 67 | 59 278 | |
| Luxembourg | JBBK | Office | 2018 | | 37 600 | 100% |
| Luxembourg | Kubik | Office | 2018 | - | 9 087 | 100% |
| Luxembourg | Kirchberg (géré par <i>Parvus</i>) | Shopping mall | 1996 | 69 | 12 591 | 20% |
| Luxembourg | Management contract 0 location | | | | | |



| Geographical Location | Asset name | Asset type | Year of construction | Number of units | Surface GLA m ² | Ownership % |
|----------------------------|---------------------------------|---------------|----------------------|-----------------|----------------------------|-------------|
| Spain | Property / 29 locations | Asset | | 1 | 324 351 | |
| Alboraya, Valencia | Alcampo Alboraya | Shopping mall | 1985 | 17 | 2 570 | 100% |
| | Retail park Alboraya | Retail park | 1985 | 2 | 1 163 | 100% |
| Alcalá de Henares, Madrid | Alcampo La Dehesa | Shopping mall | 1991 | 72 | 10 938 | 100% |
| | Retail park La Dehesa | Retail park | 1991 | 8 | 55 351 | 100% |
| Alcorcón, Madrid | Alcampo Alcorcon | Shopping mall | 1994 | 35 | 4 293 | 100% |
| | Retail park Alcorcon | Retail park | 1994 | 2 | 434 | 100% |
| Burgos, Castilla la Mancha | Alcampo Burgos | Shopping mall | 1996 | 50 | 7 838 | 87% |
| Colmenar Viejo, Madrid | Alcampo Colmenar Viejo | Shopping mall | 2007 | 68 | 12 861 | 100% |
| | Colmenar Viejo New Units | Shopping mall | 1905 | 1 | 2 106 | 100% |
| | Retail park Colmenar Viejo | Retail park | 2007 | 9 | 5 784 | 100% |
| Cuenca, Cuenca | Alcampo Cuenca | Shopping mall | 1996 | 15 | 1 308 | 100% |
| | Retail park Cuenca | Retail park | 1996 | 2 | 450 | 100% |
| Ferrol, La Coruña | Alcampo Ferrol | Shopping mall | 1986 | 26 | 2 363 | 100% |
| | Retail park Ferrol | Retail park | 1986 | 3 | 330 | 100% |
| Gijón, Asturias | Alcampo Gijon | Shopping mall | 1982 | 19 | 1 305 | 100% |
| Granada, Granada | Alcampo Granada | Shopping mall | 1989 | 26 | 3 964 | 100% |
| | Retail park Granada | Retail park | 1989 | 3 | 1 961 | 100% |
| La Coruña, La Coruña | Alcampo La Coruña | Shopping mall | 1985 | 16 | 823 | 100% |
| | Retail park La Coruña | Retail park | 1985 | 1 | 170 | 100% |
| Linares, Jaen | Alcampo Linares | Shopping mall | 1996 | 21 | 1 752 | 100% |
| | Retail park Linares | Retail park | 1996 | 2 | 995 | 100% |
| Logroño, La Rioja | Alcampo Logroño | Shopping mall | 1989 | 63 | 16 682 | 100% |
| | Retail park Logroño | Retail park | 1989 | 2 | 1 170 | 100% |
| Madrid, Madrid | Alcampo Pio Xii | Shopping mall | 1996 | 23 | 1 392 | 100% |
| | Retail park Pio Xii | Retail park | 1996 | 2 | 305 | 100% |
| | Alcampo Moratalaz | Shopping mall | 1986 | 24 | 1 719 | 100% |
| | Retail park Moratalaz | Retail park | 1986 | 2 | 552 | 100% |
| | Alcampo Vallecas | Shopping mall | 1982 | 11 | 400 | 100% |
| | Retail park Vallecas | Retail park | 1982 | 2 | 525 | 100% |
| Marraxtí, Islas Baleares | Alcampo Marratxi | Shopping mall | 1993 | 46 | 6 436 | 100% |
| | Retail park Marratxi | Retail park | 1993 | 5 | 6 940 | 100% |
| Motril, Granada | Alcampo Motril | Shopping mall | 1998 | 13 | 572 | 100% |
| | Retail park Motril | Retail park | 1998 | 3 | 3 998 | 100% |
| Nalón, Asturias | Alcampo Nalon | Shopping mall | 2003 | 63 | 14 340 | 100% |
| | Retail park Nalon | Retail park | 2003 | 2 | 253 | 100% |
| Oiartzun, Guipúzcoa | Oiartzun New Units | Shopping mall | 1905 | 1 | 1 403 | 100% |
| Orihuela | Zenia Boulevard (géré par Ceet) | Shopping mall | 2012 | 158 | 67 682 | 50% |
| Tenerife | Alcampo La Laguna | Shopping mall | 1992 | 53 | 9 741 | 100% |
| Sant Adriá, Barcelona | Alcampo Sant Adria | Shopping mall | 2001 | 36 | 6 569 | 100% |
| Sant Boi, Barcelona | Alcampo Sant Boi | Shopping mall | 1997 | 66 | 5 437 | 100% |
| | Sant Boi New Units | Shopping mall | 1905 | 4 | 1 952 | 100% |
| | Retail park Sant Boi | Retail park | 1997 | 1 | 330 | 100% |
| Sant Quirze, Barcelona | Alcampo Sant Quirze | Shopping mall | 1990 | 23 | 1 888 | 100% |
| | Retail park Sant Quirze | Retail park | 1990 | 2 | 221 | 100% |
| Sevilla, Sevilla | Alcampo Sevilla | Shopping mall | 1990 | 35 | 12 224 | 100% |
| Telde, Las Palmas | Alcampo Telde | Shopping mall | 1997 | 28 | 3 146 | 100% |
| Utebo, Zaragoza | Alcampo Utebo | Shopping mall | 1981 | 27 | 2 502 | 100% |
| | Retail park Utebo | Retail park | 1981 | 4 | 5 587 | 100% |
| Vigo, Pontevedra | Alcampo Vigo 2 | Shopping mall | 1988 | 16 | 1 354 | 100% |
| | Alcampo Vigo 1 | Shopping mall | 1981 | 7 | 1 025 | 100% |
| | Hotel Vigo | Hotel | 1905 | | 990 | 100% |
| | Retail park Vigo 1 | Retail park | 1981 | 1 | 128 | 100% |
| | Retail park Vigo 2 | Retail park | 1988 | 2 | 449 | 100% |
| Zaragoza, Zaragoza | Alcampo Los Enlaces Zaragoza | Shopping mall | 1997 | 23 | 7 410 | 100% |
| | Office Los Enlaces Zaragoza | Office | 2016 | 1 | 689 | 100% |
| Spain | Management contract | 0 locations | | | | |

| Geographical Location | Asset name | Asset type | Year of construction | Number of units | Surface GLA m ² | Ownership % |
|-----------------------|---|---------------|----------------------|-----------------|----------------------------|-------------|
| Portugal | Property / Leased asset 10 locations | | | 699 | 162 951 | |
| Alfragide | Alegro Alfragide (géré par Ceetrus) | Shopping mall | 1988 | 127 | 9 886 | 50% |
| Canidelo | Canidelo | Shopping mall | 2009 | 8 | 417 | Leasing |
| Castelo Branco | Alegro Castelo Branco | Shopping mall | 1991 | 44 | 7 656 | 100% |
| Famalicão | Centro Comercial Jumbo Famalicão | Shopping mall | 1996 | 31 | 3 339 | 100% |
| Maia | Centro Comercial Jumbo Da Maia | Shopping mall | 1991 | 34 | 7 437 | 100% |
| Montijo | Forum Montijo | Shopping mall | 2003 | 140 | 57 087 | 100% |
| Santo Tirso | Centro Comercial Pão Açúcar Santo Tirso | Shopping mall | 1996 | 7 | 670 | 100% |
| Setubal | Alegro Setubal (géré par Ceetrus) | Shopping mall | 1992 | 117 | 13 928 | 50% |
| Sintra | Centro Comercial Jumbo Sintra | Shopping mall | 2015 | 17 | 749 | 100% |
| | Sintra Retail Park | Retail park | 2000 | 17 | 20 102 | 100% |
| | Forum Sintra | Shopping mall | 2011 | 157 | 41 682 | 100% |
| Portugal | Management contract 2 locations | | | | 2 423 | |

| Geographical Location | Asset name | Asset type | Year of construction | Number of units | Surface GLA m ² | Ownership % |
|-----------------------|---|---------------|----------------------|-----------------|----------------------------|-------------|
| Italy | Property / Leased asset 32 locations | | | 1 226 | 254 330 | |
| Bergamo | Bergamo | Shopping mall | 1976 | 19 | 1 864 | Leasing |
| Brescia | Brescia S. Anna / Mazzano | Shopping mall | 1995 | 18 | 4 516 | 100% |
| Cagliari | Cagliari Marconi | Shopping mall | 1994 | 46 | 10 295 | 50% |
| | Cagliari Santa Gilla | Shopping mall | 1992 | 45 | 10 384 | 50% |
| Casamassima | Casamassima | Shopping mall | 1995 | 101 | 33 653 | 100% |
| Catane | Catania La Rena | Shopping mall | 1998 | 16 | 3 124 | 100% |
| | Misterbianco | Shopping mall | 1989 | 17 | 1 485 | Leasing |
| Cesano | Cesano Boscone | Shopping mall | 2005 | 65 | 13 938 | Leasing |
| Codogno | Codogno | Shopping mall | 1989 | 20 | 4 320 | Leasing |
| Concesio | Concesio | Shopping mall | 1972 | 15 | 2 525 | Leasing |
| Falconara | Falconara | Shopping mall | 1992 | 24 | 2 204 | Leasing |
| Fano | Fanocenter | Shopping mall | 1994 | 46 | 11 474 | 100% |
| Loreto | Loreto | Shopping mall | 2005 | 21 | 3 685 | Leasing |
| Merate | Merate | Shopping mall | 1976 | 32 | 8 202 | Leasing |
| Mira | Mira | Shopping mall | 2000 | 8 | 1 041 | 100% |
| Modugno | Modugno | Shopping mall | 2004 | 23 | 4 370 | 100% |
| Monza | Monza | Shopping mall | 2008 | 77 | 14 064 | Leasing |
| Mugnano | Mugnano | Shopping mall | 1992 | 40 | 9 445 | Leasing |
| Napoli | Neapolis | Shopping mall | 2010 | 71 | 14 022 | 100% |
| Nerviano | Nerviano | Shopping mall | 1991 | 23 | 2 498 | Leasing |
| Olbia | Olbia | Shopping mall | 1993 | 59 | 12 006 | 50% |
| Palermo | Palermo Nuova Citta | Shopping mall | 1990 | 9 | 907 | 100% |
| Piacenza | San Rocco Al Porto | Shopping mall | 1992 | 36 | 6 974 | 100% |
| Pompei | Pompei | Shopping mall | 1990 | 18 | 3 488 | 100% |
| Rescaldina | Rescaldina | Shopping mall | 2000 | 83 | 19 242 | 100% |
| Rivoli | Rivoli | Shopping mall | 1986 | 18 | 1 448 | Leasing |
| Roma | Collatina | Shopping mall | 1999 | 7 | 375 | 100% |
| | Casal Bertone | Shopping mall | 1998 | 59 | 7 976 | Leasing |
| Sassari | Sassari Preda Niedda | Shopping mall | 1990 | 57 | 16 737 | 50% |
| Taranto | Taranto Porte Dello Jonio | Shopping mall | 1999 | 76 | 16 606 | 100% |
| Venaria | Venaria | Shopping mall | 1982 | 23 | 2 348 | 100% |
| Vimodrone | Vimodrone | Shopping mall | 1989 | 54 | 9 114 | 100% |
| Italy | Management contract 18 locations | | | | 248 946 | |

| Geographical Location | Asset name | Asset type | Year of construction | Number of units | Surface GLA m ² | Ownership % |
|-----------------------|---|---------------|----------------------|-----------------|----------------------------|-------------|
| Hungary | Property / Leased asset 18 locations | | | 690 | 184 801 | |
| Budakalasz | Budakalasz | Shopping mall | 2012 | 36 | 3 520 | 100% |
| Budakalasz | Budakalasz | Retail park | 2012 | 1 | 1 160 | 100% |
| Budaors | Budaors | Shopping mall | 1998 | 62 | 6 531 | 100% |
| Budaors | Budaors | Retail park | 2017 | 1 | 2 773 | 100% |
| Csömör | Csomor | Shopping mall | 2002 | 25 | 1 493 | 100% |
| Csömör | Csomor | Retail park | 2002 | 1 | 1 160 | 100% |
| Debrecen | Debrecen | Shopping mall | 2012 | 27 | 443 | 100% |
| Dunakeszi | Dunakeszi | Shopping mall | 2001 | 67 | 9 382 | 100% |
| Dunakeszi | Dunakeszi | Retail park | 2001 | 7 | 61 115 | 100% |
| Fot | Fot | Shopping mall | 2012 | 50 | 7 118 | 100% |
| Kecskemét | Kecskemét | Shopping mall | 2002 | 35 | 5 386 | 100% |
| Kecskemét | Kecskemét | Retail park | 2002 | 1 | 3 000 | 100% |
| Maglód | Maglod | Shopping mall | 2009 | 48 | 6 165 | 100% |
| Maglód | Maglod | Retail park | 2009 | 2 | 4 624 | 100% |
| Miskolc | Miskolc 1 | Shopping mall | 2008 | 45 | 6 228 | 100% |
| | Miskolc 2 | Shopping mall | 2012 | 31 | 3 578 | 100% |
| | Miskolc | Retail park | 2008 | 3 | 9 016 | 100% |
| Óbuda | Óbuda | Shopping mall | 2003 | 19 | 692 | 100% |
| Solyvár | Solyvár | Shopping mall | 2005 | 22 | 1 939 | 100% |
| Solyvár | Solyvár | Retail park | 2005 | 2 | 5 735 | 100% |
| Soroksár | Soroksár | Retail park | 2000 | 6 | 14 474 | 100% |
| | Soroksár | Shopping mall | 2000 | 66 | 6 130 | 100% |
| Szeged | Szeged | Shopping mall | 2012 | 22 | 3 466 | 100% |
| Székesfehérvár | Székesfehérvár | Shopping mall | 2001 | 23 | 1 443 | 100% |
| Székesfehérvár | Székesfehérvár | Retail park | 2005 | 3 | 4 452 | 100% |
| Szigetszentmiklós | Szigetszentmiklós | Shopping mall | 2002 | 25 | 1 783 | 100% |
| Szolnok | Szolnok | Shopping mall | 2012 | 22 | 4 883 | 100% |
| Torokbalint | Torokbalint | Shopping mall | 2012 | 38 | 7 111 | 100% |
| Hungary | Management contract - 0 locations | | | | | |



| Geographical Location | Asset name | Asset type | Year of construction | Number of units | Surface GLA m ² | Ownership |
|-----------------------|---|---------------|----------------------|-----------------|----------------------------|-----------|
| Romania | Property / Leased asset 23 locations | | | 802 | 215 695 | |
| Bacau | Bacau | Shopping mall | 2014 | 12 | 808 | Leasing |
| Baia Mare | Baia Mare Gallery | Shopping mall | 2015 | 16 | 4 579 | 100% |
| Brasov | Brasov Vest Gallery | Shopping mall | 2014 | 16 | 755 | 100% |
| | Coresi Gallery | Shopping mall | 2015 | 118 | 30 800 | 100% |
| | Coresi Business Park | Office | 2016 | 97 | 46 393 | 100% |
| Bucuresti | Coresi Retail Park | Retail park | 2015 | 13 | 13 748 | 100% |
| | Berceni Gallery | Shopping mall | 2015 | 18 | 1 205 | 100% |
| | Crangasi Gallery | Shopping mall | 2012 | 25 | 2 234 | 100% |
| | Drumul Taberei Gallery | Shopping mall | 2014 | 83 | 12 032 | 100% |
| | Pallady Gallery | Shopping mall | 2015 | 14 | 1 918 | 100% |
| | Titan | Shopping mall | 2006 | 67 | 7 133 | Leasing |
| | Vitan Gallery | Shopping mall | 2014 | 20 | 2 667 | 100% |
| Cluj | Cluj Gallery | Shopping mall | 2015 | 24 | 12 822 | 100% |
| Constanta | Constanta Gallery | Shopping mall | 2015 | 21 | 4 314 | 100% |
| Craiova | Craiova Gallery | Shopping mall | 2014 | 34 | 6 655 | 100% |
| | Craiova Retail Park | Retail park | 2016 | 1 | 1 128 | 100% |
| Galati | Galati Gallery | Shopping mall | 2015 | 0 | 19 304 | 100% |
| Oradea | Oradea Gallery | Shopping mall | 2015 | 27 | 5 755 | 100% |
| Pitesti | Pitesti | Shopping mall | 2007 | 37 | 4 787 | Leasing |
| | Pitesti Gavana Gallery | Shopping mall | 2015 | 25 | 10 532 | 100% |
| Ploiesti | Ploiesti Gallery | Shopping mall | 2015 | 17 | 1 870 | 100% |
| Satu Mare | Satu Mare Gallery | Shopping mall | 2015 | 21 | 5 660 | 100% |
| Sibiu | Sibiu | Shopping mall | 2014 | 17 | 938 | Leasing |
| Targu Mures | Targu Mures Gallery | Shopping mall | 2014 | 17 | 4 029 | 100% |
| Timisoara | Timisoara Nord Gallery | Shopping mall | 2015 | 31 | 7 128 | 100% |
| | Timisoara Sud Gallery | Shopping mall | 2015 | 31 | 6 503 | 100% |
| Romania | Management contract 0 location | | | | | |



| Geographical Location | Asset name | Asset type | Year of construction | Number of units | Surface GLA | Ownership % |
|-----------------------|---|---------------|----------------------|-----------------|-------------|-------------|
| Poland | Property / Leased asset 24 locations | | | 1 354 | 220 551 | |
| Bielany | Bielany | Shopping mall | 2003 | 79 | 22 836 | 100% |
| Bielskobiala | Bielsko-Biala | Shopping mall | 2001 | 47 | 4 674 | 100% |
| | Bielskobiala | Retail park | 2001 | 3 | 2 572 | 100% |
| Bronowice | Galeria Bronowice | Shopping mall | 2013 | 167 | 34 799 | 100% |
| Bydgoszcz | Bydgoszcz | Shopping mall | 2001 | 46 | 6 034 | 100% |
| Czestochowa | Czestochowa | Shopping mall | 2001 | 63 | 11 768 | 100% |
| Gdansk | Gdansk | Shopping mall | 1998 | 70 | 15 300 | 100% |
| Gliwice | Gliwice | Shopping mall | 2010 | 49 | 6 597 | 100% |
| Hetmanska | Hetmanska | Shopping mall | 2008 | 59 | 11 564 | 100% |
| Katowice | Katowice | Shopping mall | 2000 | 31 | 3 087 | 100% |
| Kolbaskowo | Kolbaskowo | Shopping mall | 2008 | 40 | 5 182 | 100% |
| Komorniki | Komorniki | Shopping mall | 2001 | 54 | 5 626 | 100% |
| Krasne | Rzeszow/Krasne | Shopping mall | 2006 | 38 | 6 045 | 100% |
| Legnica | Legnica | Shopping mall | 2002 | 42 | 3 794 | 100% |
| Lomianki | Lomianki | Shopping mall | 2012 | 94 | 16 384 | 100% |
| Mikolow | Mikolow | Shopping mall | 2000 | 56 | 4 992 | 100% |
| Modlinska | Modlinska | Shopping mall | 1998 | 19 | 1 026 | 100% |
| Piaseczno | Piaseczno | Shopping mall | 1996 | 54 | 7 239 | 100% |
| Plock | Plock Shopping Centre | Shopping mall | 2001 | 29 | 3 131 | 100% |
| | Plock | Retail park | 2001 | 3 | 2 866 | 100% |
| Produkcyjna | Produkcyjna | Shopping mall | 2000 | 54 | 7 361 | 100% |
| Rumia | Port Rumia | Shopping mall | 2007 | 85 | 21 177 | 100% |
| Sosnowiec | Sosnowiec | Shopping mall | 1999 | 52 | 4 120 | 100% |
| Swadzim | Swadzim | Shopping mall | 2000 | 52 | 6 386 | 100% |
| Walbrzych | Walbrzych | Shopping mall | 2004 | 45 | 4 266 | 100% |
| Zory | Zory | Shopping mall | 2001 | 23 | 1 724 | 100% |
| Poland | Management contract 0 locations | | | | | |

| Geographical Location | Asset name | Asset type | Year of construction | Number of units | Surface GLA | Ownership % |
|-----------------------|---|---------------|----------------------|-----------------|-------------|-------------|
| Russia | Property / Leased asset 15 locations | | | 706 | 133 040 | |
| Altufievo | Altufievo | Shopping mall | 2005 | 53 | 6 741 | 100% |
| Andreevka | Andreevka/Zelenograd | Shopping mall | 2010 | 19 | 997 | 100% |
| Izhevsk | Izhevsk | Shopping mall | 2011 | 19 | 1 416 | 100% |
| Lefortovo | Lefortovo | Shopping mall | 2009 | 21 | 985 | 100% |
| Marfino | Marfino | Shopping mall | 2003 | 58 | 5 141 | 100% |
| Mytishi | Mytishi | Shopping mall | 2002 | 41 | 4 923 | 100% |
| Rostov Orbitalnaya | Rostov Orbitalnaya | Shopping mall | 2008 | 26 | 1 526 | 100% |
| Rostov-Gorizont | Rostov-Gorizont | Shopping mall | 2009 | 31 | 5 713 | 100% |
| Ryazanka | Ryazanka | Shopping mall | 2006 | 14 | 759 | 100% |
| Sokolniki | TDK Troika | Shopping mall | 2008 | 104 | 18 709 | 100% |
| Krasnogorsk | Auchan Krasnogorsk | Shopping mall | 2004 | 24 | 1 689 | 100% |
| Tambov | Tambov | Shopping mall | 2009 | 48 | 13 825 | 100% |
| Togliatti | Aquarelle, Togliatti | Shopping mall | 2017 | 52 | 11 401 | 100% |
| Tumen | Auchan Tumen Crystal | Shopping mall | 2013 | 20 | 955 | 100% |
| Volgograd | Volgograd Aquarelle | Shopping mall | 2013 | 176 | 58 260 | 100% |
| Russia | Management contract 24 locations | | | | 39 079 | |

| Geographical Location | Asset name | Asset type | Year of construction | Number of units | Surface GLA m ² | Ownership % |
|-----------------------|--|---------------|----------------------|-----------------|----------------------------|-------------|
| Ukraine | Property / Leased asset 4 locations | | | 130 | 20 502 | |
| Belitchi | Belitchi | Shopping mall | 2009 | 29 | 1 470 | Leasing |
| Chernigivska | Chernigivska | Shopping mall | 2014 | 7 | 737 | Leasing |
| Kiev | Retail Park Petrivka | Retail park | 2008 | 8 | 10 941 | 100% |
| | Petrovka | Shopping mall | 2008 | 35 | 2 147 | Leasing |
| | Rive Gauche 1 | Shopping mall | 2018 | 51 | 5 207 | Leasing |
| Ukraine | Management contract 0 locations | | | | | |



Pro forma financial statements (restated of operations in Italy)

The financial statements below are Ceetrus' first financial statements prepared in accordance with IFRS, restated for the impacts of the transactions carried out at the end of 2018 in Italy.

On 20 December 2018, Ceetrus sold to Auchan Retail its 42% stake in Auchan SPA and on the same day acquired 100% of the shares of Ceetrus Italy, shares previously held by Auchan Retail. This acquisition increased the ownership from 42% to 100% and gave control of Ceetrus Italy.

Details of the transaction are described in the appendix to the consolidated financial statements (note 2.2.4).

In order to ensure the comparability of the financial information, the income statement, the balance sheet, the indicators based on the financial statements and the extra-financial data are presented in the management report as if the sale transaction of Auchan SPA and the repurchase of Ceetrus Italy had taken place on 1 January 2017.

Financial information relating to Ceetrus Italy - with the exception of fair value restatements - is identical to that included in the consolidated financial statements of Auchan Holding.

Consolidated Income Statement - Pro Forma of operations in Italy

| <i>in millions of euros</i> | 2018 | 2017 |
|--|---------------|--------------|
| Gross rental income | 523.2 | 451.6 |
| Non-recovered rental expenses | - 9.4 | - 12.1 |
| Property expenses | - 41.8 | - 38.9 |
| Net rental income | 472.0 | 400.5 |
| Revenue from administrative management and other activities | 44.0 | 37.1 |
| Other operating income | - 0.0 | - 0.0 |
| Payroll expenses | - 63.3 | - 55.9 |
| Other general expenses | - 88.3 | - 71.1 |
| Gross operating income | 364.4 | 310.7 |
| Amortization and impairment of intangible assets and PPE | - 15.9 | - 14.2 |
| Provisions and reversals | - 3.0 | - 4.8 |
| Change in value of investment properties | - 167.5 | 244.4 |
| <i>Proceeds from disposal of fixed assets</i> | 81.0 | 98.5 |
| <i>Carrying value of fixed assets</i> | - 86.8 | - 76.4 |
| Income from disposal of fixed assets | - 5.9 | 22.1 |
| Goodwill impairment | - 10.9 | - |
| Operating result | 161.2 | 558.0 |
| <i>Financial income</i> | 1.8 | 2.8 |
| <i>Financial expenses</i> | - 23.5 | - 30.6 |
| Net cost of financial debt | - 21.7 | - 27.8 |
| Other financial proceeds and expenses | - 4.4 | - 2.9 |
| Financial result | - 26.1 | 30.7 |
| Share of result of companies accounted for using the equity method | 17.5 | 39.8 |
| Income tax expenses | - 46.7 | - 155.7 |
| NET RESULT OF THE CONSOLIDATED ENTITY | 105.9 | 411.4 |
| <i>Of which</i> | | |
| Attributable to equity shareholders | 101.7 | 387.4 |
| Non-controlling interests | 4.2 | 24.0 |

| | | |
|---------------|--------------|--------------|
| EBITDA | 364.4 | 310.7 |
|---------------|--------------|--------------|

Consolidated statement of financial position - Pro Forma of operations in Italy

| ASSETS (in millions of euros) | 31/12/2018 | 31/12/2017 | 01/01/2017 |
|---|-------------------|-------------------|-------------------|
| Goodwill | 206.1 | 174.0 | 152.8 |
| Other intangible assets | 19.8 | 21.8 | 9.4 |
| Property, plant and equipment (PPE) | 57.9 | 36.3 | 48.7 |
| Investment properties | 8,012.3 | 7,269.1 | 5,872.4 |
| Shares and investments in companies accounted for using the equity method | 293.9 | 237.9 | 211.8 |
| Non-current derivatives | 9.1 | 0.8 | - |
| Other non-current financial assets | 174.4 | 167.6 | 173.3 |
| Other non-current financial assets | 24.0 | 10.1 | 8.0 |
| NON-CURRENT ASSETS | 8,797.4 | 7,917.8 | 6,476.2 |
| Investment properties available for sale | - | - | - |
| Client receivables | 138.6 | 116.3 | 105.7 |
| Current tax receivables | 0.3 | 0.8 | 5.5 |
| Current derivatives | 4.9 | - | - |
| Other current financial assets | 107.0 | 71.5 | 403.7 |
| Other current assets | 318.2 | 264.7 | 216.6 |
| Cash and cash equivalents | 159.2 | 114.5 | 36.2 |
| CURRENT ASSETS | 728.2 | 567.8 | 767.6 |
| TOTAL ASSETS | 9,525.6 | 8,485.5 | 7,243.8 |

| SHAREHOLDERS' EQUITY AND LIABILITIES (in millions of euros) | 31/12/2018 | 31/12/2017 | 01/01/2017 |
|--|-------------------|-------------------|-------------------|
| Share capital | 635.8 | 635.8 | 647.8 |
| Additional paid-in capital | 840.8 | 840.8 | 521.0 |
| Consolidated reserves | 3,139.5 | 2,881.0 | 2,784.4 |
| Consolidated result | 101.7 | 387.4 | - |
| Shareholders' equity - Equity shareholders | 4,717.8 | 4,745.0 | 3,953.2 |
| Non-controlling interests | 167.1 | 173.6 | 123.9 |
| TOTAL SHAREHOLDERS' EQUITY | 4,884.9 | 4,918.5 | 4,077.1 |
| Non-current provisions | 4.4 | 4.9 | 3.8 |
| Non-current loans and borrowings | 1,586.0 | 304.4 | 577.2 |
| Non-current derivatives | 10.8 | 0.6 | - |
| Other non-current liabilities | 145.6 | 145.1 | 145.4 |
| Deferred tax liabilities | 1,102.2 | 1,073.5 | 904.3 |
| NON-CURRENT LIABILITIES | 2,848.9 | 1,528.5 | 1,630.7 |
| Current provisions | 25.4 | 20.3 | 11.5 |
| Current loans and borrowings | 1,268.8 | 1,196.1 | 748.1 |
| Current derivatives | 2.2 | 0.5 | - |
| Trade payables | 153.0 | 115.3 | 80.5 |
| Tax liabilities | 10.6 | 8.3 | 1.7 |
| Other current liabilities | 331.8 | 697.9 | 694.3 |
| CURRENT LIABILITIES | 1,791.8 | 2,038.5 | 1,536.1 |
| TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES | 9,525.6 | 8,485.5 | 7,243.8 |

Significant events and main variations in scope during the year 2018

EVOLUTION OF THE PROPERTY PORTFOLIO

Ceetrus is present in 10 countries across several business sectors such as retail, residential, office and leisure. During the year 2018, Ceetrus managed 295 shopping centres compared to 297 in 2017. The number of assets by geographical area has evolved as follows:

| | Total | O | L | M |
|----------------|-------|----|----|---|
| France | -1 | -1 | | |
| Western Europe | +2 | +2 | | |
| Eastern Europe | -3 | | -3 | |
| Total | -2 | +1 | -3 | |

O: Owned; L: Leased; M: Management mandate

In France,

- Opening of phase 1 of the extension of Noyelles Godault (32,000 m² GLA), opening of Phase 2 scheduled for October 2019
- Opening of the extension of Montivilliers in the first quarter of 2018
- In April 2018, the shopping centre and business park on the Douai site were sold

In Western Europe,

- Opening of the Auchan extension in Taranto, Italy (5,000 m²) in September 2018
- On 28 February 2018, Ceetrus Portugal acquired 50% of the company Neutripromo which owns land in Lisbon
- In Portugal, acquisition on 1 March 2018 of two shopping centres: Forum Montijo and Forum Sintra and the Sintra Retail Park (Lisbon) through the acquisition of 100% of the shares of two companies
- In August and November 2018, Ceetrus Luxembourg bought two office buildings in the Kirchberg district

In Eastern Europe,

- In Ukraine, opening of a Retail Park in Petrovka and a shopping centre in Kiev
- Ceetrus Hungary has developed a 59-home scheme on the Kecskemét commercial site

PRO FORMA CONSOLIDATION SCOPE

In 2018 Ceetrus published its consolidated financial statements for the first time including financial information for the periods at 1 January 2017, 31 December 2017 and 31 December 2018. The information provided corresponds to the pro forma financial statements as if the sale of Auchan SPA and the acquisition of Ceetrus Italy had taken place on 1 January 2017.

Since 2016, thorough work has been carried out to redistribute the assets of Auchan and Ceetrus according to their type; with land and shopping centres returning to Ceetrus and the remaining retail surfaces resting with Auchan Retail. Therefore, around twenty shopping centres (or parts of shopping centres) and about fifty plots of land were transferred to Ceetrus.

The changes in the scope of consolidation during 2017 and 2018 are described in note 2.2.3 and 2.2.4 in the appendix to the consolidated financial statements.

PARTNERSHIPS

Auchan Retail is Ceetrus' main partner in terms of condominium management, since Auchan owns all its retail shells within Ceetrus shopping centres. In addition, Auchan Retail is present in almost all Ceetrus shopping centres.

In Romania, the partnership with Avantgarden is part of the construction of housing in Brasov, in the Coresi district. Since the beginning of the project, 801 apartments have been sold, including 585 in 2018 (700 additional dwellings planned for 2019).

Ceetrus and the Chinese group Dalian Wanda signed an investment contract to create the EuropaCity development, the largest private leisure, culture, commerce and entertainment project in Europe. The leaders of the two groups signed a partnership agreement for the development of this emblematic project of the Greater Paris region. Initiated and supported by Ceetrus, EuropaCity is indeed a unique project. From a fully private investment of over three billion euros, it will create a leisure destination that will play a part in the economic, social and urban development of the Île-de-France region. The Dalian Wanda Group will contribute to the financing of the project and will bring its knowledge and expertise in leisure, the hotel industry and entertainment.

Winner in June 2018 of the tender launched by Gares & Connexions, Ceetrus will metamorphose the Gare du Nord by 2024, thanks not only to its experience of customer flows and living spaces, but also to its ability to build strong partnerships. A network of about sixty partners, experts in digital tech, mobility or customer flows, are working with Ceetrus on this project.

Following the Board meeting of SNCF Mobilités on 20 December 2018, and that of Ceetrus on 18 December, Gares & Connexions and Ceetrus announced the creation and composition of the structure that will transform the Gare du Nord by 2024 (SEMOP Gare du Nord 2024), whose shareholding will be 34% owned by SNCF Gares & Connexions and 66% by Ceetrus.



2018 AWARDS AND CERTIFICATIONS

In Russia, the Aquarelle Centre in Togliatti was awarded the prize for the best new medium-sized shopping centre by the Russian Council of Shopping Centres (RCSC).

In Spain, the Tamarguillo shopping centre in Seville was awarded the title of the best CSR action following the creation of premises dedicated to senior citizens during the redesign of the centre.

At the end of May 2018, during the ceremony of the Shopping Centres Forum & Awards 2018, Ceetrus Ukraine won the prize for «Best concept of Ukrainian shopping centre», awarded by an international professional jury.

In Italy, the centre of Fano was awarded the prize for the best renovation awarded by the CNCC Italian Award.


In Portugal, Alegro's Self-Service Kiosks & App won the Emerging Technology Award at the 2018 Gold ICSC European Solal Marketing Award.

In Poland, Ceetrus received BREEAM In-Use Excellent certification for the Bronowice Gallery in Krakow; BREEAM In-Use certifications Very good for the Hetmańska and Gdańsk centres.

NEW FINANCING

On 7 May 2018, Ceetrus SA concluded a participative financing agreement bringing together 231 individuals with a principal amount of €36,300 due in 2020. This financing aims to finance the eco-responsible certification of the Aushopping shopping centre in Arras.

On 19 July 2018, Ceetrus SA concluded a €500 million financing agreement maturing in 2023. This financing was subscribed with 5 banks grouped together as a «Club Deal».

On 9 November 2018, , an indirect subsidiary of Ceetrus SA held in partnership and backing the project for the construction of a shopping centre located in the emblematic district of La Cloche d'Or in Luxembourg, concluded a credit agreement for a total amount of €180 million maturing in 2026.

On 11 December 2018, Ceetrus SA concluded a €60 million financing agreement maturing in 2025. This financing was realized in the form of a private placement (EuroPP) and was taken out with institutional investors.

On 21 December 2018, the Portuguese companies holding Forum Montijo and Forum Sintra concluded a credit agreement for a total amount of €180 million maturing in 2025.



OTHER KEY EVENTS

On 5 June 2018, Immochan became Ceetrus. A symbol of the transformation started by the company two years before, this new name embodies its evolution from commercial property owner to mixed property developer. **with citizens • for citizens**, Ceetrus is part of a dialogue with local regions to create balanced and lively urban spaces bringing a positive impact.

2018 Awards



RUSSIE Aquarelle Togliatti

Voted Best Medium-sized Centre in Russia by the RCSC Award

UKRAINE, Rive Gauche

The Ukrainian Real Estate Club awarded us the prestigious award for «Best Ukrainian Shopping Centre Concept»

ESPAGNE, Centre commercial Tamarguillo

A space dedicated to senior citizens in Seville awarded a prize for best CSR action

ITALIE Fano Center

Winner of the «Rénovation» prize awarded by the Italian CNCC Award

PORTUGAL, Alegro

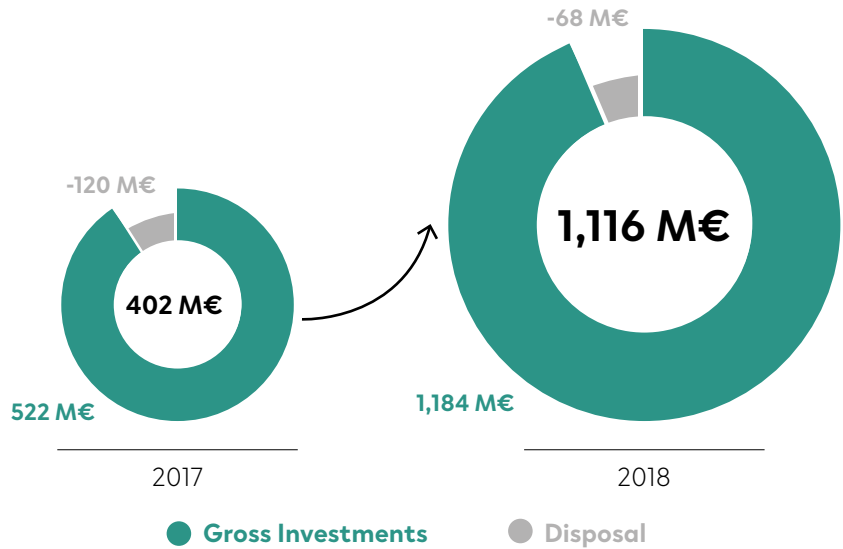
Winner of «Emerging Technology» at the Gold ICSC European Solal Marketing Award 2018

Comments on the 2018 financial year

The year 2018 was particularly successful from an operational, asset and strategic point of view. Ceetrus made its Vision 2030 a reality by accelerating its growth through the transformation of its commercial sites, the impulse of mixed projects, the acquisition of resilient assets and by promoting partnerships with regards to new activities.

Investments

In 2018, Ceetrus' net investments were particularly high, €1,116 million, a clear testimony that a new development strategy has begun.



The top 5 projects currently being created

or extended reflect the preponderance of investments in mixed projects:

| | | | | |
|---|------------------------|------------|-----------|--------------------|
| 1 | La Cloche d'or | Luxembourg | Creation | Shopping Centre |
| 2 | Noyelles pdault | France | Extension | Shopping Centre |
| 3 | Pushkino | Russia | Creation | Shopping Centre |
| 4 | Gare du Nord | France | Creation | Shopping Centre |
| 5 | EuropaCity | France | Creation | City Neighbourhood |

In addition, the acquisitions of four Core sites in Luxembourg and Portugal have contributed significantly to this increase. This is reflected in the geographical distribution of investments in 2018.



LUXEMBOURG - CLOCHE D'OR



PORTUGAL - ALEGRO SETUBAL

Investments
by type nature

9%
maintenance
and remodeling

44%
creations
extension

47%
acquisitions
partnerships

Investments
by area

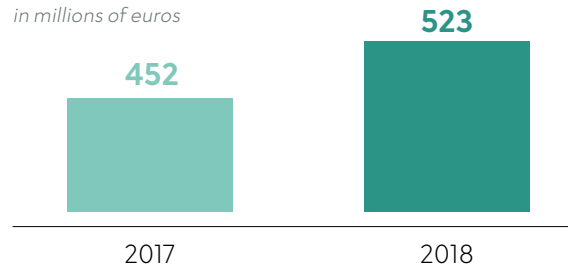
12%
France
Holdings

12%
Eastern Europe

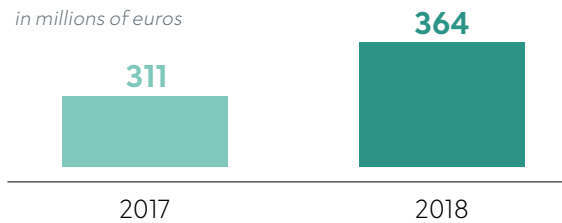
76%
Western Europe

Comments on the 2018 financial year

in millions of euros



in millions of euros

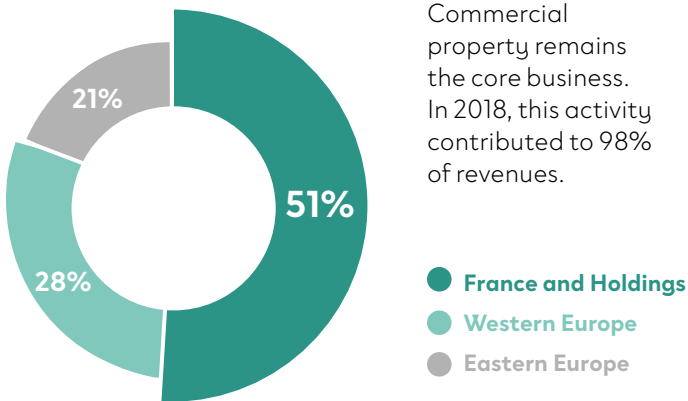


The operating result

Gross rental income for 2018 is up 15.9%. This exceptional increase is mainly explained by the openings and acquisitions of the year:

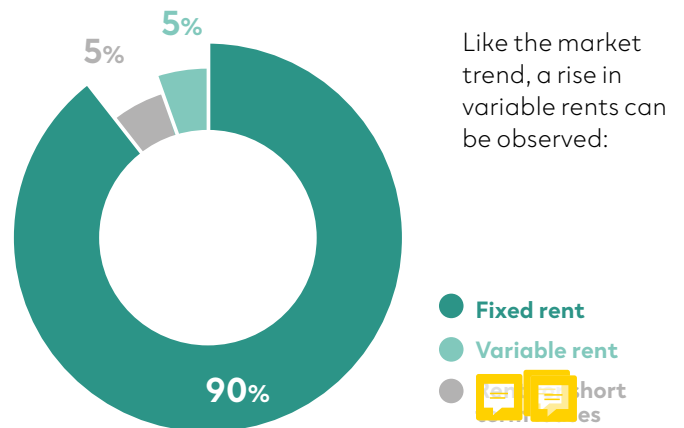
Similarly, EBITDA in 2018 is up 17.3%. This increase is explained by the strong growth in revenues related to expansion, combined with a lower increase in expenses and fees:

Breakdown of revenues by sector income:



Commercial property remains the core business. In 2018, this activity contributed to 98% of revenues.

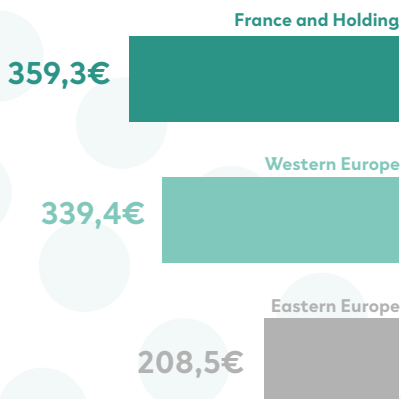
The division of rents



Like the market trend, a rise in variable rents can be observed:

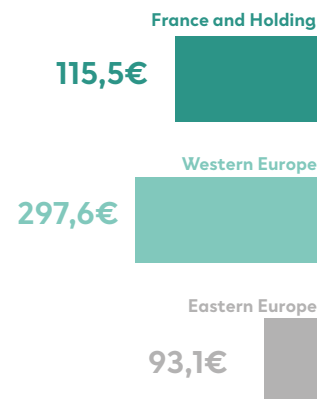
Shopping centres

Weighted average rents per m² in the portfolio are:



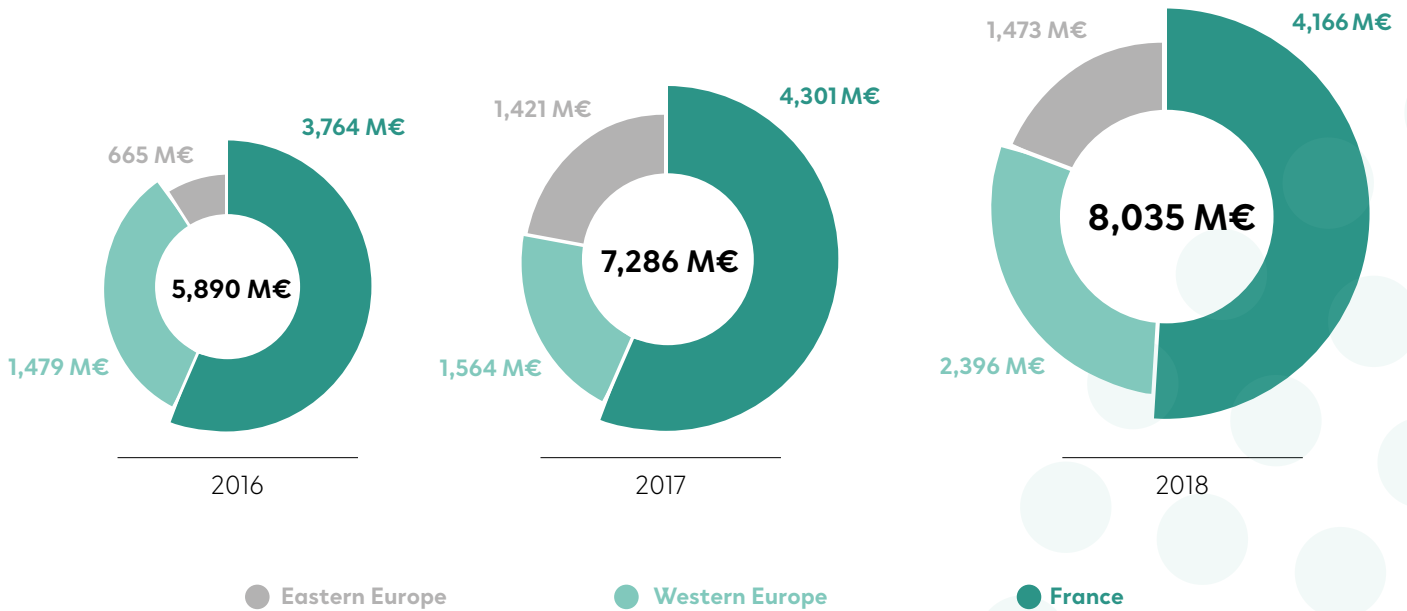
Retail parks and other assets

Weighted average rents per m² in the portfolio are:

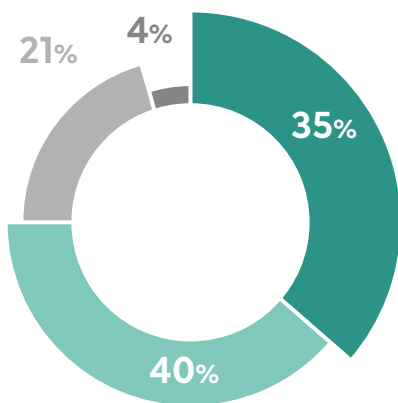


Fair Value

From an asset portfolio perspective, the year 2018 was marked by an increase in the fair value of assets of +10.3%. As a result, the net fair value of investment properties amounted to €8,035 million on 31 December 2018:



Fair Value by asset category



- Core
- Core+
- Value Added
- Opportunistic

Ceetrus also holds interests in companies consolidated under the equity method whose asset portfolio is valued for €438.6 million.

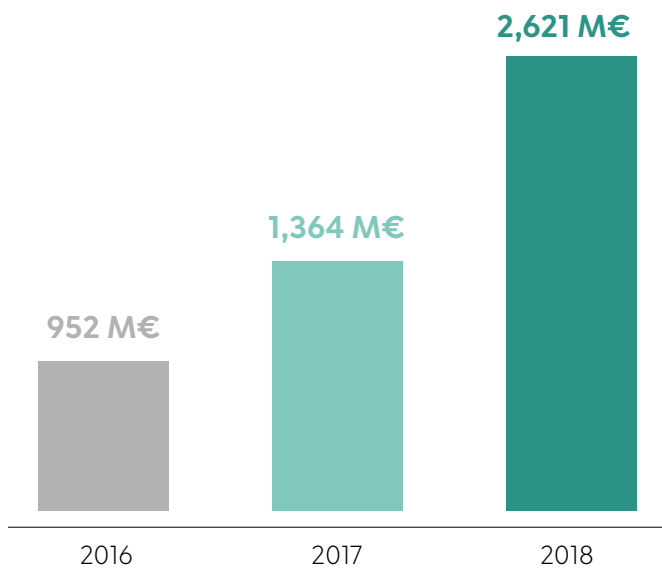
Ceetrus has the special characteristic of having an asset portfolio that is very diversified by its number and its geographical presence while holding more than 50% of its fair value in France.

Note the ongoing transformation of Ceetrus' portfolio to increase the weight of Core or Core+ mixed regional sites. With the dual effect of transfers and investments to densify existing sites, the size of the assets has increased significantly since 2016.

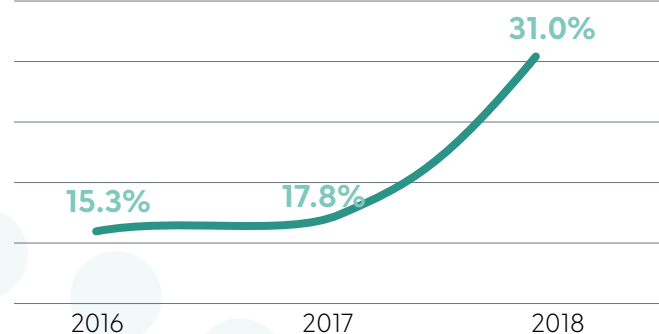
In 2018, Ceetrus held 36 core assets with a fair value of €2,627 million; 112 Core+ assets with a fair value of €2,980 million; 140 Value Added assets with a fair value of €1,552 million and 73 Opportunistic assets with a fair value of €335 million.

The financial situation

The increase in Ceetrus' net financial debt is mainly related to subscribed external financing (the «Cliff Deal» of €500 million, the private bonds for €60 million, loans in Portugal and Luxembourg worth €308 million) and financing by Auchan Holding's treasury facility:



Linked to the strong investment activity and the setting up of new financing, the Loan to Value ratio (LTV) moved from 17.8% in 2017 to 31% at the end of 2018. Nevertheless, Ceetrus' ratio remains below the average of the retail property sector:



Calculation of the LTV ratio

| in millions of euros | 2016 | 2017 | 2018 ⁽³⁾ |
|--|--------------|--------------|---------------------|
| Fair value of investment properties (1) (2) | 5,890 | 7,286 | 8,035 |
| Share and investments in companies accounted for using the equity method (1) | 211 | 238 | 294 |
| Equity and other securities (1) | 130 | 130 | 136 |
| Total | 6,231 | 7,654 | 8,465 |
| Net financial debt (1) | 952 | 1,364 | 2,621 |
| LTV | 15.3% | 17.8% | 31.0% |

⁽¹⁾ Consolidated balance sheet proforma of operations in Italy

⁽²⁾ Excluding spreading of free rent periods, step rents, other rent incentives, key money and rents paid in advance

⁽³⁾ See additional information in the appendix to the consolidated financial statements: Investment properties note 4.4, Shares and investments in companies accounted for using the equity method 5, Other financial assets note 7.2, Net financial debt note 6.2

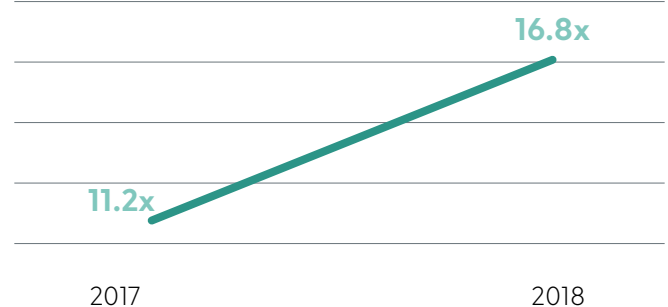
Reconciliation of the fair value of the investment properties used in the calculation of the ratios and the figures presented in the pro forma consolidated balance sheet of the Italian operations:

| in millions of euros | 2016 | 2017 | 2018 ⁽¹⁾ |
|--|--------------|--------------|---------------------|
| Fair value of balance sheet investment properties before restatement | 5,872 | 7,269 | 8,012 |
| Restatement related to spreadings (2) | 18 | 17 | 23 |
| Fair value of investment properties after restatement | 5,890 | 7,286 | 8,035 |

⁽¹⁾ See additional information in the appendix to the consolidated financial statements: Investment properties note 4.4

⁽²⁾ Spreading of free rent periods, step rents, other rent incentives, key money and rents paid in advance

Despite the increase in its net debt, Ceetrus has an Interest Coverage Ratio (ICR) superior to that of the market. This demonstrates its ability to honour the repayment of its debt:



Calcul ratio ICR

| <i>in millions of euros</i> | 2017 | 2018 |
|--------------------------------|-------------|-------------|
| EBITDA (1) | 311 | 364 |
| Net cost of financial debt (1) | 28 | 22 |
| ICR | 11.2 | 16.8 |

(1) Consolidated income statement pro forma of operations in Italy

In conclusion, Ceetrus has easily absorbed its massive investments in 2018 and maintains a better financial position than that of the market.

FRANCE - YELLOW PULSE



RETAIL ACTIVITY

In 2018, Ceetrus managed 2,209,000 m² GLA of shopping centres, 99,000 m² more than in 2017:

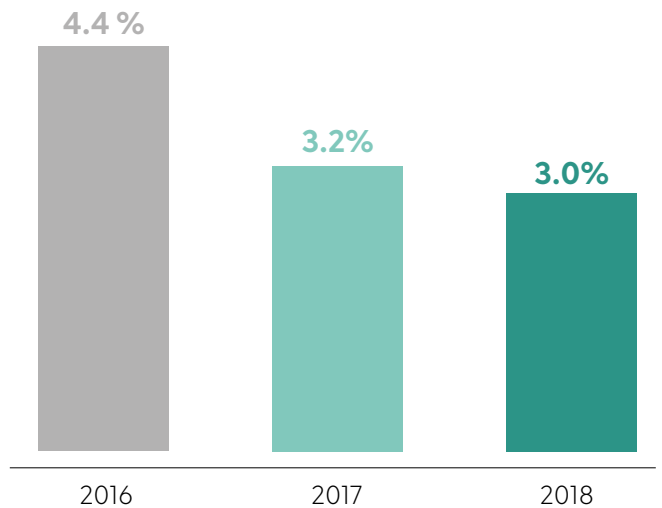
| <i>GLA surface (in thousands of m²)</i> | Total | O | L | M |
|--|-------|-------|----|-----|
| France | 683 | 647 | 2 | 34 |
| Western Europe | 896 | 571 | 74 | 251 |
| Eastern Europe | 628 | 566 | 23 | 39 |
| Total | 2,209 | 1,785 | 99 | 325 |

O: Owned /L: Leased/ M: Management mandate

Over the same period, traffic reached nearly 1 billion visitors.

This attractiveness is enhanced by the deep desire to create a link between citizens (customers, residents, retailers, employees, associations, local authorities...). The teams organised more than 13,500 events in 2018, including 4,500 related to CSR.

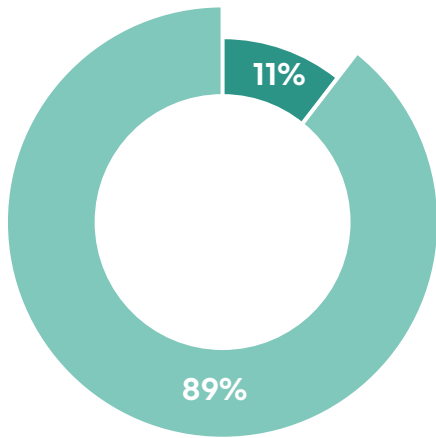
Ceetrus' vacancy rate went down slightly, from 3.2% in 2017 to 3.0% in 2018.



The customer risk is under control despite the economic difficulties faced by certain retailers. In 2018, bad debts, bad debt provisions and rebates represented 2.7% of revenues, stable compared to the 2017 level of customer risk (2.7%).

The 10 biggest tenants in terms of rents are Flunch, H&M, Camaïeu, Nocibé, Sephora, Zara, Yves Rocher, Générale d'Optique, Micromania and Jules, 483 leases in total.

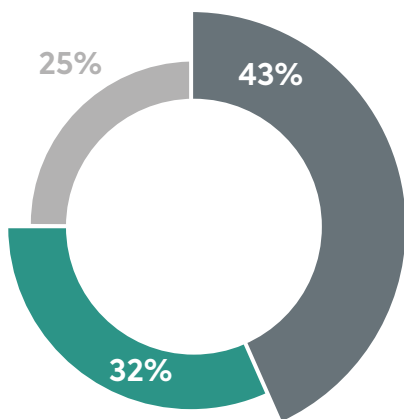
Brands
% surface



● Mulliez Family Brands

● Autres 

Brands by type
% surface



● International

● National

● Local



OFFICE ACTIVITY

Office activity accounts for 2% of rents.

Ceetrus owns 4 office buildings located in Luxembourg, Spain and Romania:

- JBBK in Luxembourg
- Kubik in Luxembourg
- Coresi Business Park in Romania
- Zaragoza in Spain

In 2018, Ceetrus filed and obtained the building permit for the Well Office «La Vague» in Villeneuve d'Ascq (59) within the V2 shopping centre, close to services - 6,100 m² of offices - Delivery 2021:

RESIDENTIAL ACTIVITY

In 2018, Ceetrus took part in 5 residential property development projects in partnership with local companies specialising in the sector:

- 59 homes delivered in Hungary
- 585 apartments delivered in Romania
- 250 apartments under construction in Luxembourg
- 160 homes in France, «Portes de l'Abbaye» in Saint André-Lez-Lille (59) - Comprehensive 86,000 m² development project and 700 long-term housing units
- 52 homes in France, «Quadrilatère des Piscines» in Tourcoing (59) - 2,100 m² of offices, 1,400 m² of shops - Delivery 2021

Outlook for 2019

The year 2019 began as well as the year 2018 ended. The first quarter results are very encouraging with 8.0% growth in rents compared to last year (2.3% on a like-for-like basis).

This shows that the Ceetrus teams have managed to offset complicated market conditions:

- Stagnation of leasing turnover
- Increasing customer risk
- Closing of certain retail brands

This success confirms our Vision and our desire to act in closer proximity to Ceetrus citizens (lessees, customers, employees).

By being agile and responsible with regard to our company, Ceetrus will achieve its ambitious goals for 2019.

The 2019 roadmap has been punctuated by the delivery of major commercial sites in Europe: the Cloche d'Or in Luxembourg, the extension of the Noyelle Godault shopping centre in France, the Aquarelle shopping centre in Puskino, Russia and by the particular attention that the teams will pay to our existing sites to create living spaces for inhabitants **with citizens • for citizens.**

Financial risk management

Ceetrus and the companies in the scope of consolidation are exposed to liquidity, interest rate, credit and currency risks during the normal course of their business.

They use derivative financial instruments to mitigate these risks. The Group has set up an organisation to manage these risks centrally.

On 31 December 2018, these derivatives are recorded on the balance sheet at market value in current and non-current assets and liabilities. Market risk management is controlled and monitored by a specialised committee that meets at least twice a year. General Management is represented in this body, which is responsible for assessing compliance with the hedging policy and therefore the level of the hedges put in place, their adequacy to the underlying financial instruments and the quality of the various counterparties.

LIQUIDITY RISK

The Group's policy is to permanently dispose of sufficient medium and long-term financing while having a significant margin for manoeuvre. During this financial year, the Group continued to access liquidity under favourable conditions, while benefiting from financing granted by Auchan Holding.

Covenants and financial ratios

Loans contracted by Ceetrus may be subject to covenants based on financial ratios, the main ones of which are presented below. In particular, the LTV ratio (Loan to Value) expresses the ratio of net financial debt to the fair value of investment properties. The hedging ratio of financial expenses expresses the ratio of EBITDA to the cost of financial debt. Generally, the contracts subscribed to also include a limitation of the securities granted to other lenders. Depending on the case, these ratios can be assessed differently at Group level, at the level of the company that contracts the loan or at the level of the property assets.

On 31 December 2018, the ratios were respected.

In addition, certain financing lines may include a change of control clause, which may entail a repayment obligation in the event of Auchan Holding's loss of control of Ceetrus. Generally, the contracts underwritten have crossed default clauses.

INTEREST RATE RISK

The resulting changes in financial markets and interest rates expose the Group to a possible increase in the cost of financing and refinancing.

In this context, the Group applies a policy of prudent management of its debt by maintaining a limited exposure to interest rate risk. This management involves the subscription of interest rate derivatives whose sole purpose is to reduce the Group's exposure to interest rate fluctuations on its debt with a strict objective of hedging (notwithstanding the possibility that certain transactions, particularly macro-hedges, are not eligible for hedge accounting as defined by IFRS). As part of this management, the Group may use different types of instruments, including swaps, caps or swaptions.

The Group determines the existence of an economic link between the hedging instrument and the hedged instrument according to the reference interest rates, the durations for which they are established, the dates of determination, the maturity date, as well as notional or nominal amounts. It uses a hypothetical derivative to determine whether the designated derivative in each hedging relationship is expected to be effective in offsetting changes in the cash flows of the hedged item.

The main sources of inefficiency in these hedging relationships are:

- The effect of the credit risk of the counterparty and the Group on the fair value of the swaps, which is not reflected in the change in fair value of the hedged cash flows attributable to changes in interest rates; and
- Differences in repricing dates between swaps and loans.

CREDIT RISK

For Ceetrus and its subsidiaries, credit risk or counterparty risk mainly concerns cash and cash equivalents of the banking institutions at which these cash resources are invested. This may also concern the financial instruments subscribed, when the trading conditions lead these institutions to pay flows to Ceetrus or its subsidiaries. Lastly, the Group is exposed to the risk of default by its lessees.

Regarding investments, with some exceptions, the policy of Ceetrus and companies in the scope of consolidation is to place surpluses with authorised counterparties in amounts and decided by the Financial Committee, according to a score sheet. The Group only uses banks considered to be robust.

In the same way, Ceetrus only works with a list of banks authorised by the Group's Management in relation to financing and interest rate and exchange rate derivative operations. Wherever possible, signed contracts provide for the termination of transactions and the application of a cleared net balance in the event of a change in the initial contractual balance, including the default of the counterparty. In addition, the Group ensures that risk is sufficiently dispersed by working with several leading banking institutions.

The fair value measurement of derivatives carried by Ceetrus and the companies in the scope of consolidation includes a «counterparty risk» component and a «clean credit risk» component for derivatives. The credit risk measurement is determined using standard mathematical models for market participants, taking into account, in particular, historical statistical data. Over the periods presented, the adjustments booked for counterparty risk and own credit risk are not material.

As mentioned elsewhere, trade receivables and other receivables mainly correspond to receivables with regard to lessees. The Group has procedures to ensure the credit quality of clients and third parties before signing contracts with them. The Group believes that it is not significantly exposed to the concentration of credit risk among its lessees, given a diversified exposure across countries and clients. Impairment losses on receivables are generally estimated on an individual basis. Losses on leases are historically low, since the existence of deposits ensures proper management of any outstanding payments.



EXCHANGE RATE RISK

Ceetrus and its subsidiaries are exposed to exchange rate risk on internal and external financing denominated in a currency other than the Euro (balance sheet exchange rate) as well as on the value of property assets and leasing income of its subsidiaries in currencies. The hedged currencies are the Hungarian forint, the Polish zloty, the Romanian leu, the US dollar and the Russian ruble. Although these transactions are carried out for hedging purposes, they are not documented in the hedge as a natural compensation is recognised in the income statement by the symmetrical effect of the revaluation of derivatives and intra-group financing.

In addition, given the organisation of the Group, the subsidiaries are instructed to pay the expenses incurred using revenues generated in the corresponding currency to limit volatility effects and exposure to the currency concerned.




Internal control and risk management procedures

IMPLEMENTED FOR ALL OF THE CONSOLIDATED COMPANIES CONCERNING THE PREPARATION AND THE TREATMENT OF ACCOUNTING AND FINANCIAL INFORMATION

PROCEDURE RELATED TO THE PRODUCTION OF FINANCIAL STATEMENTS

Management and structure of the Ceetrus SA's Finance Department

Le Président du Conseil d'Administration s'appuie sur la The Chairman  the Board of Directors relies on the finance department to produce the financial statements. The accounting, consolidation, management control, legal, tax and treasury departments are placed under the direct responsibility of the Chief Financial Officer.

The finance department of Ceetrus, made up of the different divisions mentioned above, has established a timetable:

- monthly closings;
- monthly reporting of cash and management control;
- quarterly, semi-annual and annual closings;
- quarterly, half-yearly and annual consolidation reports;
- preparation of the budgets and objectives.

The management control department produces the analytical information for the purposes of the Group's operational management.

Throughout the company, a CFO and/or a management controller - appointed by the Group's CFO - supervises a chief accountant and an accounting team.

The company employs qualified accounting personnel who ensure appropriate accounting practices in line with generally accepted accounting standards. These employees are trained in the accounting systems used.

Accounting information systems

Accounting transactions and events are entered either directly into standard accounting software or via upstream applications (internal or standard software). These entries generate accounting entries that are entered automatically or manually into the standard accounting software. These interfaces or inputs are subject to automatic or manual control procedures.

The standard accounting software is implemented and configured by functional and technical administrators who define the functionalities, accounting policies and financial statements that can be created.



Accounting framework

The consolidated financial statements of Ceetrus are prepared in accordance with IFRS (International Financial Reporting Standards, standards published by the International Accounting Standards Board and approved by the European Union on 31 December 2018).

These financial statements are prepared on the basis of the information provided by the financial departments of the subsidiaries. In this regard, a reporting and consolidation framework (manual of accounting principles and rules, chart of accounts) has been established and distributed to subsidiaries. It is subject to periodic updates and is available on the intranet, including for the Statutory Auditors.



Procedures for approving the statutory and consolidated financial statements


Ceetrus and its subsidiaries proceed with quarterly closings for both the statutory and consolidated accounts. The 30 June and 31 December accounts are respectively subject to a limited scope review and full scope audit by the Statutory Auditors and are also presented to the Ceetrus Audit Committee. The financial statements as of 31 March and 30 September are presented to the members of the Audit Committee and the Statutory Auditors but are not subject to an audit or a limited review.

The main procedures to be carried out are as follows:

Concerning the statutory financial statements

Interim financial statements are prepared using the same valuation and presentation methods as annual financial statements on 31 December. All statements are finalised before the end of the month following the quarter.

Concerning the consolidated financial statements

The consolidation is carried out with the common Hypé  (HFM) IT tool which is used in Ceetrus subsidiaries. It is based on the common chart of accounts for consolidation, a methodology updated each quarter and a set of accounting rules and methods in line with IFRS International Accounting Standards. The chart of accounts is defined and documented by the Ceetrus consolidation department.



Data is transmitted by the subsidiaries according to a pre-defined format, using only the Hyperion consolidation tool (HFM) which is used to prepare financial information for all phases of consolidation, ensuring the consistency and uniformity of the data that it is comprised of.

The half-year and annual reporting and consolidation process integrates, via this same tool, the inventory of the information needed to prepare the appendix to Ceetrus' consolidated financial statements.

Pre-closing meetings



The closing process described above is completed by pre-closing meetings with the main subsidiaries in June (for the closing of 30 June), in November (for the closing of 31 December). The directors of the financial department and the finance team of the subsidiary take part in these meetings.

The pre-closing meetings are used to prepare for the accounting period by anticipating the treatment of significant events and specific transactions such as acquisitions, disposals, mergers and the identification and estimation of risks.

Closing meetings



The annual statutory and consolidated financial statements are audited and presented to the Audit Committee during the month of February. The half-year consolidated financial statements are audited and presented to the Audit Committee during the month of August.

PROCEDURES HAVING AN IMPACT ON ACCOUNTING AND FINANCIAL INFORMATION

Procedures for monitoring fixed assets



A current procedure governs the investment approval rules for any project of a significant amount. Agreement is given on the basis of internal rates of return (IRR) and rates of return on capital employed.

The recoverable value of tangible and intangible assets is tested in accordance with IFRS.



For investment properties, a semi-annual valuation is carried out by independent experts to determine their fair value. These evaluations are carried out for Ceetrus' whole investment property portfolio.

Procedures for monitoring and documenting benefits granted to employees



The company lists and records all benefits granted to employees. Each subsidiary participates in the setting up of retirement plans for employees in accordance with the laws and practices of each country. The valuations are carried out by external actuaries each year for the most important plans.

Procedures for monitoring cash



Ceetrus' financial debt and financial revenues reporting consolidates the actual data as well as the 3-month forecast data. Reporting is carried out using the same software used by the consolidation department and the management control department.

This reporting allows the Ceetrus Treasury Department (Ceetrus Finance) to monitor the evolution of the financial debt and the financial result in relation to the budget. This reporting is communicated to management halfway through each month.

A treasury charter defining precisely the roles and responsibilities of the various entities has been distributed to all subsidiaries.

In addition, at the end of each quarter, the subsidiaries send the treasury department a cash report in a standardised format detailing the authorised, used and available credit facilities and investments. This data is consolidated, and a quarterly liquidity report is drawn up and communicated to management.

Legal and tax policies



Legal and tax policies as well as key operations are regularly presented to the Management Committee and the Board of Directors. The validation of the legal structures is the responsibility of the legal and tax department, in consultation with the finance departments of the subsidiaries and is updated quarterly.



Corporate Social Responsibility

02

Corporate social responsibility

Responsibility

02

CORPORATE SOCIAL RESPONSIBILITY (CSR)

PRIOR INFORMATION

History of Ceetrus' extra-financial data publication

Since the entry into force of the Grenelle 2 law, article 225, Ceetrus communicates its qualitative and quantitative information to Auchan Holding. The latter is then obliged to communicate information relating to its entire scope (Retail, Banking, Property).

CSR strategy

In 2015, Immochan decided to base its action on 26 CSR commitments, divided into four strategic areas:

- Responsible governance for an integrated CSR policy at every moment in each of the business lines;
- Enhanced, economical and sustainable asset portfolio thanks to improved environmental performance;
- A company that promotes employee development;
- Local integration to serve regional development.



Having begun its transformation process, Immochan, which became Ceetrus in 2018, launched an initiative to rewrite its CSR commitments. This process began at the end of 2018 with work that involved listening to Ceetrus stakeholders (employees, qualified people, shareholders, retailers, NGOs, public bodies, partners, suppliers ...) by:

- Carrying out around thirty qualitative interviews;
- Sending and analysing a questionnaire studying the prioritisation of CSR issues for Ceetrus. More than 700 people responded.

Based on the expectations expressed and the diagnosis made, a seminar bringing together shareholders, managers, employees and external stakeholders took place in March 2019. Its objective was to co-write Ceetrus' CSR strategic framework. This will ultimately be the starting point for the action plans to be implemented to develop Ceetrus' positive impact on its environmental, social and societal ecosystem.


ENVIRONMENTAL INFORMATION

The first global results

The 26 CSR commitments defined by Ceetrus in 2015 are already producing positive effects across its sites:

- More than 75% of Ceetrus sites have public transport 200 meters from the entrance;
- Between 2014 and 2018, site energy consumption was reduced by 8%;
- 40% of the energy consumed at the sites comes from green energy (produced by hydraulics, photovoltaics, etc. ...);
- 40% of the value of the asset portfolio is BREEAM In-Use certified or in the process of being certified;
- Since 2014 more than 80% of the sites developed by Ceetrus are BREEAM New Construction certified, and 100% of new developments since 2017

Environmental actions 2017, with citizens • for citizens

In 2017, Ceetrus implemented several CSR projects with a positive environmental impact. For example, in France, near Lyon, Ceetrus has optimised the elevated car park of the Auchan Caluire shopping centre by ating a city farm there. Covering an area of 1000 m², Ceetrus' first urban farm produces organic local fruits and vegetables (herbs, tomatoes, raspberries...). As a place to connect, this perched garden is supplemented by eating and co-working spaces.

In Valencia, Spain, Ceetrus has made 10 hectares of unused land reserves available to a local agricultural company. This joint venture partnership, representing a total investment of €435,000, has created a pomegranate production farm. 11 people with disabilities have been recruited to work there.

SOCIAL AND SOCIETAL INFORMATION

Ceetrus, driving employment

As a driver of employment, Ceetrus had almost 900 employees at the end of 2018, across 10 countries. Relying on the strength provided by collective intelligence, the company feeds on the diversity of its employees' profiles to transform and progress. Always mindful of the quality of life at work of its teams and attentive to the confident involvement of each and every person, at the end of 2018, Ceetrus launched the second edition of its internal commitment survey. 93% of employees responded. The results analysis shows that 57% of employees are committed, which is 10 points more than in 2016. 68% are proud to be part of the company, 60% would advise a friend to apply for a job at Ceetrus and 78% say they enjoy working with their colleagues.

Helping to build relationships by creating living spaces

With its brief of helping to develop the social link that will be at the heart of future towns and cities, Ceetrus works every day to make its sites sustainable, smart and lively living spaces. As such, 13,500 events are organised each year in Ceetrus' locations.

In Romania, for example, as part of the renovation of the Taberelor centre in Drumul, a 3000m² community hub has been created. This new generation village square where people can come together was created in partnership with residents. It consists of a toy library, a space dedicated to workshops, a relaxation area and a co-working space.

In Spain, Ceetrus, in partnership with the City of Seville, opened a room dedicated to senior citizens in the Alcampo shopping centre in Tamarguillo. Perceived as a social service, this meeting place facilitates the integration of senior citizens into the social fabric (700 visits per month). This CSR project was awarded the prize for «17 best social action» by the Spanish Association of Retail Centres and Parks (AECC).

Foundation for the Ceetrus Social Entrepreneur

Founded in 2009, the mission of the Ceetrus Social Entrepreneur Foundation is to support citizen entrepreneurs with a project that is useful for society and a source of employment. Through a sponsorship of skills, Ceetrus has supported 129 projects, for a total amount of €1.7 million redistributed (grant of €10,000 to €15,000 per project).

With different profiles, these social entrepreneurs promote projects in the fields of education and training, the fight against exclusion and isolation, social innovation, the environment, employment and integration. In concrete terms, this support from Ceetrus has enabled the opening of training establishments for young people excluded from the school system, the creation of a «clock to work» restaurant and a co-operative bakery and the development of a «back to work» garden.



IFRS Consolidated



Financial Statements

December 31st, 2018



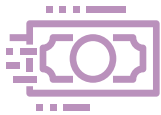
CONSOLIDATED STATEMENT OF FINANCIAL POSITION

IFRS Consolidated Financial Statements

12/31/2018

| ASSETS (in millions of euros) | Notes | 12/31/2018 | 12/31/2017 | 01/01/2017 |
|---|-------|----------------|----------------|----------------|
| Goodwill | 4.1 | 206.1 | 29.0 | 7.8 |
| Other intangible assets | 4.2 | 19.8 | 21.0 | 8.7 |
| Property, plant and equipment (PPE) | 4.3 | 57.9 | 27.9 | 44.3 |
| Investment properties | 4.4 | 8,012.3 | 6,423.9 | 5,035.6 |
| Shares and investments in companies accounted for using the equity method | 5 | 293.9 | 490.7 | 550.9 |
| Non-current derivatives | 6.3 | 9.1 | 0.8 | - |
| Other non-current financial assets | 7.2 | 174.4 | 20.7 | 23.5 |
| Deferred tax assets | 9.2 | 24.0 | 4.0 | 8.0 |
| NON-CURRENT ASSETS | | 8,797.4 | 7,018.0 | 5,678.7 |
| Investment properties available for sale | 4.4 | - | - | - |
| Client receivables | 7.1 | 138.6 | 56.0 | 55.1 |
| Current tax receivables | 9.2 | 0.3 | 0.8 | - |
| Current derivatives | 6.3 | 4.9 | - | - |
| Other current financial assets | 7.2 | 107.0 | 71.2 | 40.1 |
| Other current assets | | 318.2 | 222.3 | 169.3 |
| Cash and cash equivalents | 6.2 | 159.2 | 103.8 | 37.1 |
| CURRENT ASSETS | | 728.2 | 454.0 | 660.2 |
| TOTAL ASSETS | | 9,525.6 | 7,472.0 | 6,339.8 |

| SHAREHOLDERS' EQUITY AND LIABILITIES (in millions of euros) | Notes | 31/12/2018 | 31/12/2017 | 01/01/2017 |
|--|-------|----------------|----------------|----------------|
| Share capital | 14.1 | 635.8 | 635.8 | 647.8 |
| Additional paid-in capital | | 840.8 | 840.8 | 521.0 |
| Consolidated reserves | | 3,121.9 | 2,983.2 | 2,897.3 |
| Consolidated result | | 119.3 | 274.5 | - |
| Shareholders' equity – Equity shareholders | | 4,717.8 | 4,734.3 | 4,066.2 |
| Non-controlling interests | | 167.1 | 173.4 | 135.0 |
| TOTAL SHAREHOLDERS' EQUITY | | 4,884.9 | 4,907.7 | 4,201.2 |
| Non-current provisions | 10 | 4.4 | 4.2 | 3.1 |
| Non-current loans and borrowings | 6.2 | 1,586.0 | 48.7 | 308.3 |
| Non-current derivatives | 6.3 | 10.8 | - | - |
| Other non-current liabilities | | 145.6 | 77.3 | 65.8 |
| Deferred tax liabilities | 9.2 | 1,102.2 | 973.0 | 826.2 |
| NON-CURRENT LIABILITIES | | 2,848.9 | 1,103.2 | 1,203.4 |
| Current provisions | 10 | 25.4 | 15.9 | 11.1 |
| Current loans and borrowings | 6.2 | 1,268.8 | 1,079.3 | 615.9 |
| Current derivatives | 6.3 | 2.2 | 0.5 | - |
| Trade payables | 7.4 | 153.0 | 92.2 | 59.9 |
| Tax liabilities | 7.3 | 10.6 | 5.1 | 1.6 |
| Other current liabilities | | 331.8 | 268.1 | 246.7 |
| CURRENT LIABILITIES | | 1,791.8 | 1,461.1 | 935.2 |
| TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES | | 9,525.6 | 7,472.0 | 6,339.8 |



CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

| in millions of euros | Notes | 2018 | 2017 |
|--|-------|--------------|--------------|
| Gross rental income | | 442.1 | 372.0 |
| Non-recovered rental expenses | | -7.5 | -10.7 |
| Property expenses | | -22.7 | -19.1 |
| Net rental income | 8.1 | 411.9 | 342.2 |
| Revenues from administrative management and other activities | 8.2 | 23.6 | 22.0 |
| Other operating income | | -0.0 | -0.0 |
| Payroll expenses | 11 | -55.0 | -48.0 |
| Other general expenses | 8.3 | -72.0 | -54.4 |
| Gross operating income | | 308.6 | 261.8 |
| Amortization and impairment of intangible assets and PPE | 4 | -12.9 | -12.3 |
| Provisions and reversals | 10 | -3.0 | -4.8 |
| Change in value of investment properties | 4.4 | -171.2 | 216.2 |
| <i>Proceeds from disposal of fixed assets</i> | | 399.3 | 98.5 |
| <i>Carrying value of fixed assets</i> | | -284.1 | -76.2 |
| Income from disposal of fixed assets | | 115.2 | 22.3 |
| Goodwill impairment | 4.1 | -10.9 | 0.0 |
| Operating result | | 225.7 | 483.2 |
| Financial income | | 1.8 | 2.8 |
| <i>Financial expenses</i> | | -18.3 | -25.4 |
| Net cost of financial debt | | -16.5 | -22.6 |
| Other financial income and expenses | | -4.3 | -2.2 |
| Financial result | 6.1 | -20.7 | -24.8 |
| Share of result of companies accounted for using the equity method | 5 | -41.3 | -39.3 |
| Income tax expenses | 9.3 | -40.2 | -131.8 |
| NET RESULT OF THE CONSOLIDATED ENTITY | | 123.5 | 287.3 |
| <i>Don</i> | | | |
| Part du Groupe | | 117.5 | 274.5 |
| Intérêts ne donnant pas le contrôle | | 4.2 | 12.8 |
| NET RESULT PER SHARE, ATTRIBUTABLE TO EQUITY SHAREHOLDERS | | | |
| Undiluted | 14.3 | 3.75 | 9.52 |
| Diluted | 14.3 | 3.75 | 9.52 |

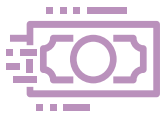
| in millions of euros | 2018 | 2017 |
|---|--------------|--------------|
| Net result of the consolidated entity | 123.5 | 287.3 |
| Other comprehensive income which can be recycled through income statement | -47.1 | -13.2 |
| of which cash flow hedges | -5.9 | 0.7 |
| of which exchange differences | -42.8 | -13.7 |
| of which tax effects | 1.7 | -0.1 |
| Other comprehensive income which cannot be recycled through income statement | 0.6 | 1.1 |
| of which employee benefits (including actuarial gains and losses) | 0.8 | 1.3 |
| of which tax effects | -0.2 | -0.2 |
| NET COMPREHENSIVE INCOME OF THE CONSOLIDATED ENTITY | 77.1 | 275.3 |
| Of which | | |
| Attributable to equity shareholders | 73.8 | 262.2 |
| Non-controlling interests | 3.3 | 13.1 |



CONSOLIDATED STATEMENT OF CASH FLOWS

IFRS Consolidated
Financial Statements
12/31/2018

| in millions of euros | Notes | 2018 | 2017 |
|--|-------|-----------------|---------------|
| OPERATING ACTIVITIES | | | |
| Net result of the consolidated entity | | 123.5 | 287.3 |
| Allowances for amortization, provisions and impairment | | 27.7 | 19.7 |
| Change in value of investment properties | | 171.2 | -216.2 |
| Share of the result of companies accounted for using the equity method | 5.1 | 41.3 | 39.3 |
| Income from disposals, net taxes | | -112.6 | -17.1 |
| Cash flows from operations after cost of financial debt net of taxes | | 251.1 | 113.0 |
| Net cost of financial debt | 6.1 | 16.5 | 22.6 |
| Income tax expenses (including deferred taxes) | | 40.2 | 131.8 |
| Cash flows from operations after cost of financial debt net of taxes | | 307.7 | 267.4 |
| Taxes collected/paid | | -62.9 | -53.0 |
| Changes in working capital requirement (operating activities) | | -0.2 | 18.0 |
| <i>of which trade receivables</i> | | -16.4 | 3.8 |
| <i>of which other receivables</i> | | 4.2 | -28.0 |
| <i>of which trade payables</i> | | 8.2 | 8.5 |
| <i>of which other debts</i> | | 3.8 | 33.7 |
| Net Cash flows from operating activities | | 244.7 | 232.4 |
| INVESTMENT ACTIVITIES | | | |
| Intangible assets, property plant and equipment and investment properties | | -560.6 | -510.7 |
| Acquisitions of fixed assets | 4.4.1 | -637.8 | -556.0 |
| Disposals of fixed assets | | 77.2 | 45.3 |
| Consolidated securities | | -981.3 | -119.0 |
| Acquisitions of consolidated securities (including cash acquired) | 4.4.1 | -1,309.3 | -119.0 |
| Disposals of consolidated securities (including transferred cash) | 2.2.4 | 328.0 | 0.0 |
| Non-consolidated securities (including investments accounted for using the equity method) | | -8.8 | 20.3 |
| Acquisitions of non-consolidated securities | 5.1 | -8.8 | -1.5 |
| Disposals of non-consolidated securities | | 0.0 | 21.9 |
| Dividends received from unconsolidated companies | 5.1 | 26.4 | 7.2 |
| Net cash flows from investment activities | | -1,524.2 | -602.2 |
| FINANCING ACTIVITIES | | | |
| Capital increase | | 0.0 | 88.2 |
| Buybacks, disposals and other movements of own shares and share capital decrease | | 1.2 | 39.2 |
| Dividends paid during the financial year | | -124.0 | -29.8 |
| New loans and financial borrowings (and premium paid on hedging instruments) | 6.2.1 | 1,727.4 | 466.2 |
| Repayment of loans, financial borrowings and hedging instruments | 6.2.1 | - 884.7 | - 415.2 |
| Net financial interest paid | | -18.2 | -25.4 |
| Change in financial receivables | | -14.5 | -30.3 |
| Change in current accounts | 6.2.1 | 640.5 | 328.4 |
| Other movements related to financing operations | | 7.5 | 14.4 |
| Cash flow from financing activities | | 1,335.2 | 435.7 |
| CHANGES IN CASH AND CASH EQUIVALENTS | | 53.6 | 71.8 |
| Net Cash and Cash equivalents at opening | | 103.2 | 31.6 |
| Effects of exchange rate differences on Cash and Cash equivalents | | 2.7 | 5.3 |
| Net Cash and Cash equivalents at closing | | 155.7 | 103.2 |
| <i>of which Cash and Cash equivalents</i> | | <i>159.2</i> | <i>103.8</i> |
| <i>of which Bank overdrafts (excluding accrued interests)</i> | | <i>-3.5</i> | <i>-0.6</i> |



ÉTAT DE VARIATION DES CAPITAUX PROPRES CONSOLIDÉS

| in millions of euros | Share capital | Additional paid-in capital | Treasury shares | Hedging reserves, foreign exchange reserves and actuarial gains and losses | Consolidated reserves and result | Capitaux propres | | |
|---|---------------|----------------------------|-----------------|--|----------------------------------|-------------------------------------|---------------------------|----------------|
| | | | | | | Attributable to equity shareholders | Non controlling interests | TOTAL |
| January 1st, 2017 | 647.8 | 521.0 | -0.2 | -28.4 | 2,925.9 | 4,066.2 | 135.0 | 4,201.2 |
| Net result of the period | | | | | 274.5 | 274.5 | 12.8 | 287.3 |
| Foreign currency translation differences | | | | -14.3 | 0.2 | -14.0 | 0.3 | -13.7 |
| Actuarial gains and losses | | | | 1.1 | | 1.1 | | 1.1 |
| Hedging result | | | | 0.6 | | 0.6 | | 0.6 |
| Net comprehensive income of the period | 647.8 | 521.0 | -0.2 | -41.0 | 3,200.6 | 4,328.3 | 148.1 | 4,476.4 |
| Capital increases | 67.3 | 319.8 | | | | 387.0 | | 387.0 |
| Capital decreases | -79.3 | | | | | -79.3 | | -79.3 |
| Own share transactions | | | | | | | | |
| Dividend distributions | | | | | -21.4 | -21.4 | -8.4 | -29.8 |
| Changes in scope (1) | | | | 0.2 | 118.5 | 118.7 | 33.7 | 152.4 |
| Changes in put options granted to non-controlling interests | | | | | | | | |
| Other variations | | | | | 0.9 | 0.9 | 0.0 | 1.0 |
| December 31st, 2017 | 635.8 | 840.8 | -0.2 | -40.7 | 3,298.6 | 4,734.3 | 173.4 | 4,907.7 |
| Net result of the period | | | | | 119.3 | 119.3 | 4.2 | 123.5 |
| FOREIGN CURRENCY TRANSLATION DIFFERENCES | | | | -33.5 | -8.6 | -42.1 | -0.7 | -42.8 |
| Actuarial gains and losses | | | | 0.6 | | 0.6 | | 0.6 |
| Hedging result | | | | -4.1 | | -4.1 | -0.2 | -4.3 |
| Net comprehensive income of the period | 635.8 | 840.8 | -0.2 | -77.7 | 3,409.6 | 4,808.1 | 176.7 | 4,984.8 |
| Capital increases | | | | | | | | |
| Capital decreases | | | | | | | | |
| Own share transactions | | | | | | | | |
| Dividend distributions | | | | | -117.9 | -117.9 | -6.2 | -124.1 |
| Changes in scope (1) | | | | | 25.5 | 25.5 | -3.6 | 21.9 |
| Changes in put options granted to non-controlling interests | | | | | | | | |
| Other variations | | | | | 2.2 | 2.2 | 0.2 | 2.4 |
| December 31st, 2018 | 635.8 | 840.8 | -0.2 | -77.6 | 3,319.1 | 4,717.8 | 167.1 | 4,884.9 |

(1) y compris impact de 128,7 millions d'euros liés à l'augmentation de pourcentage d'intérêt dans les sociétés contrôlées en Pologne

04
experiences



to the consolidated accounts

December 31st, 2018

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INTRODUCTORY BASIS OF PREPARATION AND CONTEXT FOR FINANCIAL INFORMATION 2018 AND THEIR 2017 COMPARISON

These financial statements are Ceetrus' first consolidated financial statements prepared in accordance with IFRS. IFRS 1, First-time adoption of International Financial Reporting Standards has been applied. Since Ceetrus had always contributed to the consolidated financial statements of Auchan Holding, it had never previously produced complete consolidated accounts. As a result, no comparison with consolidated financial statements prepared under previous standards has, in fact, been deemed possible.

In accordance with the provisions of IFRS 1, Ceetrus is required to present an IFRS statement of financial position at the date of transition. As a result, these first IFRS financial statements include three statements of financial position (at 31.12.2018, 31.12.2017 and 01.01.2017), two statements of comprehensive income, two cash flow statements and two statements of changes in equity, as well as notes, including comparative information.

These financial statements (including the 2017 financial information) have been prepared in accordance with the IFRS standards and interpretations applicable to Ceetrus on December 31, 2018. The Group has chosen to use the exemption provided by IFRS 1.D16 a) enabling it to prepare its first IFRS financial statements based on the carrying amounts

of its assets and liabilities as reflected in their contribution to the consolidated financial statements of Auchan Holding after elimination of adjustments related to Auchan Holding's consolidation procedures (including the application of Ceetrus' own accounting policy choices). Consequently, Ceetrus has applied the same optional exemptions from IFRS 1 as those applied by Auchan Holding during its transition to IFRS with effect from January 1, 2004 which were as follows:

- No retrospective restatement of business combinations prior to the transition date;
- Reclassification of cumulative conversion differences as consolidated reserves at the date of transition;
- No use of the option offered by IFRS 1 under which tangible and intangible assets may be booked at fair value in the opening balance sheet.

The Group has also elected to use the fair value option for its investment properties in accordance with IAS 40. The method for determining the fair value of investment properties on January 1, 2017 is described in note 4.4.



NOTE 1: DESCRIPTION OF THE GROUP AND KEY EVENTS

1.1 DESCRIPTION OF THE GROUP

Ceetrus SA, the holding company in the scope of consolidation, is a company incorporated under French law, whose registered office is located at rue du Marechal de Lattre de Tassigny, 59170 CROIX. Ceetrus is a subsidiary of Auchan Holding.

Founded in 1976 as a property development subsidiary of Auchan Holding, Immochan has been undergoing a transformation project since 2016 to become a global property development operator. The company changed its name in June 2018 and became Ceetrus, moving from a mainly commercial property business to a mixed property developer.

As an urban designer that is attentive to the needs of local regions, it creates diversified living spaces: shopping centres, housing, offices, major urban infrastructure,

etc. Its skills extend to the professions of redeveloper-developer, site manager, investor and innovator. Having based its expertise on its ability to bring customers and brands together, Ceetrus now wants to achieve this for inhabitants and the town or city. The company is accelerating its development by investing in new areas of activity around its core business: neighbourhood redevelopment, housing construction, offices, service and recreation land.

Ceetrus SA and the companies included in the scope of consolidation are present in 12 countries and employ 891 employees as of December 31st 2018 (compared to 12 countries and 718 employees at the end of 2017).

Ceetrus SA is controlled by Auchan Holding SA.

1.2 KEY EVENTS

2017

France - Contribution of assets by Auchan Holding to Immochan France (now Ceetrus France)

A contribution agreement of 546 land plots land, spread over 25 sites in 15 French departments, was signed on May 31st 2017 between Auchan Holding and Ceetrus France for a market value of €55.7 million.

The contribution transaction was approved at an extraordinary general meeting on June 15th 2017.

Romania - Acquisition of Coresi Business Park


On July 27th 2017, Ceetrus Romania acquired 100% of the shares of Coresi Business Park SA. The Coresi Business Park complex consists of 4 renovated buildings of former industrial buildings and 3 new buildings. It brings the office sector into Brasov's Coresi district.

France - Acquisition of the Promenade de Flandre Retail Park


On September 27th 2017, Ceetrus France acquired 100% stake in Promenade de Flandre owned by Foncière Altarea. This acquisition

increased Ceetrus France's holdings in this retail park, located in the Petit Menin ZAC in Neuville en Ferrain (France-North), to 100%. This acquisition, leading Ceetrus France to take control of SCI Petit Menin, was followed by the revaluation of the previously held shares.

Poland - Spin off

The decision of Auchan Holding to legally separate the Property business from the Retail business was made in 2016.

The spin off treaty resulting in the legal separation of Auchan and Immochan Poland was registered by the Polish authorities (KRS) on September 1st 2017.

The legal separation resulted in the contribution of Immochan Polska shares held by Auchan Retail and Auchan Holding to Ceetrus SA.

France - Acquisition of Immopic Montivilliers

On December 18th 2017, Ceetrus France acquired 50% stake in Immopic Montivilliers owned by SOPIC (La Lézarde shopping centre project). This acquisition, which was accompanied by a revaluation of the previously held shares, has increased Ceetrus France's holding rate in the company to 100%.

The main changes in the scope of consolidation in 2017 and their impact on the consolidated accounts are described in note 2.2.3.

1.2 KEY EVENTS

2018

Portugal - Acquisition of 5 companies

On March 7th 2018, Ceetrus Portugal signed the acquisition of 2 shopping centres (Forum Montijo, Forum Sintra) and a retail park (Sintra Retail Park) in the Lisbon area by acquiring 100% of the shares of 5 companies.

Immochan becomes Ceetrus

On June 5th 2018, Immochan became Ceetrus. A symbol of the transformation started by the company 2 years before, this new name embodies its evolution from commercial property to mixed property developer. Ceetrus is part of a dialogue with local regions to create balanced, living and socially responsible urban spaces.

Ceetrus - Financing

On July 26th 2018, Ceetrus concluded a €500 million financing agreement maturing in 2023. This financing was subscribed to with 5 banks grouped together as a «Sub Deal».

On December 11th 2018, Ceetrus concluded a €100 million Euro PP bond financing agreement maturing in 2025.

In 2018, the Group set up two mortgage financings totalling €180 million and €168 million with maturity extending to November 2026.

These transactions are aimed at diversifying the Group's sources of financing and ensuring its liquidity in the medium and long term.

Luxembourg - Acquisition of JBBK and Kubik offices

Ceetrus Luxembourg acquired two assets (JBBK on August 30th 2018 and KUBIK on November 30th 2018) intended to be transformed into a mix of offices, housing, shops and leisure.

Italy - Ceetrus Italu Acquisition

On December 20th 2018, Ceetrus acquired a complementary stake in Ceetrus Italy, shares previously held by Auchan Retail. At the same time, Ceetrus sold its stake in Auchan Spa to Auchan Retail. This legal transaction increased the holding rate to 100% and gave control over Ceetrus Italy.

Ceetrus France - Announcement of the creation of the Gare du Nord 2024 single-purpose semi-public company (SEMOP)



Following the Board meeting of SNCF Mobilités on December 20th 2018, and that of Ceetrus on December 18th 2018, SNCF Gares & Connexions and Ceetrus announced the creation and composition of the structure that will transform the Gare du Nord by 2024 (SEMOP Gare du Nord 2024), whose shares will be 34% owned by SNCF Gares & Connexions and 66% by Ceetrus.

The main changes in the scope of consolidation in 2018 and their impact on the consolidated accounts are described in note 2.2.4.

1.3 POST BALANCE SHEET EVENTS

On January 19th, 2019, Ceetrus concluded a €50 million financing agreement maturing in 2021.


On February 22nd, 2019, Ceetrus and SNCF Gares & Connexions signed the partnership agreement for the 2024 Gare du Nord transformation project. A single-purpose semi-public company (SEMOP) was established on February 6th, 2019, of which 34% is owned by SNCF Gares & Connexions and 66% by Ceetrus.

The EuropaCity project (in partnership with Dalian Wanda Group) is part of the Group's strategy to become a global property operator. On March 12th, 2019, the Administrative Court of Cergy-Pontoise cancelled the

Local Urban Plan (PLU) of the Triangle de Gonesse ZAC (intended to house the Europacity project among others) previously approved by Gonesse Council. The EuropaCity project requires the implementation of administrative procedures over a long period of time that was taken into account from the outset. The decision of March 12th, 2019 is a setback but in no way signifies the end of the project. Ceetrus remains confident in its ability to implement this project, with the support of the public authorities.

Consequently, at this stage, this event does not impact the continuity of operations of Alliages & Territoires, which holds the project, nor the valuation of the assets and has no impact on the Group's consolidated accounts.





NOTE 2 GENERAL ACCOUNTING PRINCIPLES AND SCOPE OF CONSOLIDATION

2.1 BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS

Ceetrus' consolidated financial statements were approved by the Board of Directors on March 26th 2019. These accounts will not be final until approved by the Ordinary Shareholders' Meeting scheduled for May 17th 2019.

2.1.1 Statement of conformity

The consolidated financial statements of Ceetrus SA are established in accordance with international accounting standards as approved by the European Union as of December 31st 2018 which include IAS (International Accounting Standards), IFRS (International Financial Reporting Standards) and their interpretations published by the IASB (International Accounting Standards Board) and IFRIC (International Financial Reporting Standards Interpretations Committee). This standard is available on the European Commission's website at the following address:

(https://ec.europa.eu/info/business-economy-euro/company-reporting-and-auditing/company-reporting/financial-reporting_fr).

These financial statements are Ceetrus' first consolidated financial statements prepared in accordance with IFRS. Thus, IFRS 1, First-time adoption of International Financial Reporting Standards has been applied.

The Group has chosen to use the exemption provided by IFRS 1.D16 a) enabling it to prepare its first IFRS financial statements based on the carrying amounts of its assets and liabilities as reflected in their contribution to the consolidated financial statements of Auchan Holding after elimination of adjustments related to Auchan Holding's consolidation procedures (including the application of Ceetrus' own accounting policy choices). As a result, Ceetrus applied the same optional IFRS 1 exemptions as those applied by Auchan Holding when it transitioned to IFRS.

The Group has also elected to use, for its investment properties, the fair value option in accordance with IAS 40.

2.1.2 Applied framework

The following accounting policies have been applied in the preparation of the Group's consolidated financial statements for the years ended December 31st 2018 and 2017 and the opening balance sheet as of January 1st 2017 (transition date for the Group).

The financial statements presented do not take into account new standards, revisions to existing standards and interpretations issued by the IASB but not yet effective.

IFRS 16 «Leases», applicable from January 1st 2019

The new standard will be mandatory for financial years beginning on or after January 1st 2019. IFRS 16, for lessees, removes the distinction between operational leases and finance leases of IAS 17 and provides for a single accounting model for lessees that requires the recognition in the balance sheet of an asset representing a right of use of the leased asset for the duration of the contract in return for a debt pertaining to obligation of a payment of rent, with the possibility of exemption from those for a period of less than 12 months or those whose underlying asset is of low value. Under this model, the provision for amortization of the assets will be recorded as an operating expense and the cost of the debt to the lessor as a financial expense.

IFRS 16 will be applied on January 1st 2019, following the so-called «modified retrospective» transition method, which provides for the recognition of a liability at the date of transition equal to the discounted residual rents, in return for a right of use adjusted by the amount of the rents paid in advance or as expenses to be paid; all the impacts of the transition will be recorded against shareholders' equity.

During the 2018 financial year, the Group carried out the following work :

- undertook a study of IT solutions and chose a tool dedicated to the implementation of the standard ;
- configured the implemented tool to collect data about on lease contracts and carry out the calculations required by the standard;
- entered in the dedicated tool the contracts that firstly fall within the scope of the standard and secondly that meet the criteria chosen by the Group as part of the simplification measures authorised by the standard, on the other hand;
- approved the method for determining discount rates for future rents and calculated the rates that will be applied on January 1st 2019 when the standard comes into force.

The consolidated accounts will be impacted by leases contracted by the Group as lessee (construction leases, leasing contracts for investment properties, leasing contracts for tangible assets), and will not be impacted for specific investment properties rented as lessor.

The minimum level of financial commitment relating to leasing contracts is detailed in note 13.2.

**IFRIC 23 «Uncertainty over income tax treatments» applicable from January 1st 2019**

The Group has not opted for early application of IFRIC 23, of which the application is mandatory from January 1st 2019.

Other major amendments and interpretations issued by the International Accounting Standards Board (IASB) not yet adopted by the European Union

- Amendments limited to IFRS 3 «Definition of a business» applicable on January 1st 2020 according to the IASB (not yet approved by the EU) ;
- Amendments to IAS 19 «Plan amendment, curtailment or settlement», applicable on January 1st 2019 according to the IASB (not yet approved by the EU) ;
- Amendments to IAS 28 «Long-term interests in associates and joint ventures», applicable on January 1st 2019 according to the IASB (not yet approved by the EU) ;
- Amendments to IFRS 9 «Prepayment features with negative compensation», applicable on January 1st 2019 ;
- Annual improvements to IFRS - 2015-2017 Cycle, applicable on January 1st 2019 according to the IASB (not yet approved by the EU) ;
- Amendments to the conceptual framework, applicable on January 1st 2020 according to the IASB (not yet approved by the EU) ;
- Amendments to IAS 1 and IAS 8 «Definition of Material», applicable on January 1st 2020 according to the IASB (not yet approved by the EU).

The issues relating to these amendments and interpretations are being examined.




2.1.3 Use of estimates and judgements

The preparation of the consolidated financial statements requires Management to exercise its judgement, make estimates and formulate assumptions that may affect the carrying amount of certain assets, liabilities, income and expenses as well as the information given in the notes.

In preparing the consolidated financial statements, significant judgements made by Management for applying accounting policies and principal estimates include the following 

- The valuation of tangible and intangible assets as well as investment property with the help of independent experts (see note 4)
- The valuation of provisions and evaluation of employee benefits and liabilities (see note 11)
- The valuation of deferred tax assets (including those relating to tax loss carry-forwards) (see note 9)
- L'évaluation des impôts différés actifs (dont ceux relatifs à des déficits fiscaux reportables) (cf. note 9)
- Fair value valuation of identifiable assets and liabilities in business combinations (see note 2.2)
- Fair value of financial assets excluding derivative instruments (see note 6)

These estimates are based on a going concern assumption and are based on past experience and other factors that are considered reasonable in light of the circumstances and information available at inception. Estimates may be revised if the circumstances on which they were based change or because of new information. Actual values could be different from estimated values.

Finally, in application of the principle of relevance and in particular the concept of materiality that results from it, only the information considered useful for the users' understanding of the consolidated financial statements is presented. 


2.1.4 Foreign currency transactions

Ceetrus' functional currency and the presentation currency of the consolidated financial statements are Euros.

Conversion of financial statements of foreign companies


Since Ceetrus does not have a subsidiary operating in hyperinflation economies, the financial statements of all foreign companies whose functional currency is different from the Euro are converted into Euros by applying the following method:

- Balance sheet items, with the exception of shareholders' equity, which are maintained at historical rates, are converted at the exchange rate prevailing on the balance sheet date;
- Income statement items are converted at the average exchange rate for the period;
- The flows are converted at the average exchange rate of the period.

The translation differences resulting from the application of this method are recognised under «Exchange differences» in other comprehensive income in the consolidated statement of comprehensive income and are recognised in the income statement upon the transfer of the net investment. 

Accounting for foreign currency transactions

Transactions denominated in foreign currencies are converted into Euros at the exchange rate applicable on the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies, hedged or unhedged, are converted into Euros at the exchange rate applicable at the end of the financial year . The resulting exchange rate differences are recognised in the result of the period.

Non-monetary assets and liabilities denominated in foreign currencies which are measured at fair value are converted at the exchange rate on the date that fair value was determined.

2.1.5 Presentation of financial information

The amounts shown in the consolidated financial statements are rounded to the nearest million Euros and include individually rounded figures. Mathematical calculations on the basis of rounded elements may differ from the aggregates or subtotals displayed.

Statement of financial position

Assets and liabilities included in the normal business cycle are classified as current elements. Other assets and liabilities are classified as current or non-current elements depending on whether their expected date of recovery or settlement occurs within 12 months from the accounting date.

Cash flow statement

The cash flow statement is prepared in accordance with IAS 7, according to the indirect method using the net result of the consolidated entity and is broken down into three categories:

- Cash flow from operating activities (including taxes);
- Cash flow from investment activities;
- Cash flow from to financing activities.



2.2 SCOPE AND METHODS OF CONSOLIDATION



2.2.1 Principles and methods of consolidation

A subsidiary is an entity controlled by the Group. The Group controls a subsidiary when it is exposed or is entitled to variable returns because of its relationship with the entity and has the ability to influence these returns because of the power it holds over it.

Non-controlling interests represent the portion of interest that is not attributable directly or indirectly to the Group. They are presented on a separate line of shareholders' equity «Non-controlling interests» and in the result of the consolidated entity «Non-controlling interests».

Companies in which Ceetrus exercises either joint control or has significant direct or indirect influence over management and financial policy without having control are accounted for using the equity method. Ceetrus' share of the profits or losses of the companies accounted for using the equity method is recognised in the income statement on the line «Share of the result of companies accounted for using the equity method». If Ceetrus' share of the losses of an associate is equal to or greater than its stake in it, Ceetrus, in its consolidated accounts, will no longer recognise its share of losses unless it has a legal or implicit obligation or has to make payments on behalf of the associate.

Closing Date

Consolidation is based on the accounts as of December 31  for all entities included in the scope of consolidation. The consolidated financial statements include the accounts of acquired companies from the date of taking control and those of the sold companies until the date of loss of control. 

Transactions eliminated in the consolidated financial statements

For fully consolidated companies, all internal transactions and positions are fully eliminated in consolidation. For companies accounted for under the equity method, only internal margins and dividends are eliminated up to the Group's share of interest.

The list of the main companies included in the scope of consolidation is presented in note 15.



2.2.2 Business combinations (IFRS 3)

In the case of an acquisition transaction, an analysis is conducted to determine whether it relates to a business combination or the acquisition of an isolated asset.

The acquisition of securities of legal entities, holding one or more investment properties as their main asset, is accounted for according to the principles described below;

- If the acquired group of assets does not meet the definition of a «business» then the transaction is recognised as an asset acquisition. The acquisition price is then allocated to individual identifiable assets and liabilities based on their fair values at the acquisition date;
- If the group of assets acquired fulfils the definition of a «business» then the transaction is booked as a business combination according to the acquisition method, in accordance with IFRS 3 with effect from the takeover date.

In the latter case, pursuant to the acquisition method, all identifiable elements of assets acquired and liabilities assumed are measured and recognised at fair value on the takeover date (with some exceptions provided for in the standard). The amount transferred in return (acquisition cost) is measured at the fair value of the assets transferred, shareholders' equity issued and liabilities incurred on the date of the exchange. Costs directly related to business combinations are recorded as expenses for the period.

Goodwill corresponds to:

- the fair value of the amount transferred in return;
- plus the amount booked for any non-controlling stake in the acquired business (measured at its fair value or up to its share of net identifiable assets - option exercised on a case-by-case basis);
- less the net amount booked (generally at fair value) for identifiable assets acquired and liabilities assumed;
- if the business combination is achieved in stages, the fair value of any previously held stake in the acquired company.

When the difference is negative, a profit with regard to the acquisition on favourable terms is booked immediately in the income statement.

Goodwill is determined on the takeover date of the acquired entity and is not subject to any subsequent adjustment beyond the measurement period. Subsequent changes in the shares of interest in a subsidiary that do not result in a loss of control are booked directly in the group's shareholders' equity.

In the case of an acquisition in stages, the share previously held by Ceetrus and its subsidiaries is remeasured at fair value. The difference between the fair value and the net carrying amount of the stake is recorded in the income statement when one of the stages leads to a takeover.

Upon the loss of control of a subsidiary, the share, if any, retained directly or indirectly by Ceetrus, is remeasured at its fair value in the income statement.

The goodwill related to an associate accounted for using the equity method is booked under «Shares and investments companies accounted for using the equity method».

In the case of negative goodwill, it is immediately recorded in the income statement.

In its financial statements, Ceetrus has a period of 12 months from the takeover date to refine the initial assessments of identifiable assets and liabilities, of the amount transferred in return and the non-controlling interests provided that the elements used to adjust these amounts correspond to new information brought to the attention of the acquirer and originating from facts and circumstances prior to the acquisition date.

The purchase price adjustments are included in the acquisition cost for their fair value on the takeover date, even if they are contingent and in return for shareholders' equity or debt (depending on the method of settlement). During the measuring period, subsequent revisions to these price additions are recorded as goodwill when they relate to facts and circumstances that existed at the time of the acquisition; beyond that, purchase price adjustments are recorded through the income statement, unless they are offset by an equity instrument.



2.2.3 Operations 2017

Significant changes in the scope of consolidation during the year 2017 are:

| | 01/01/2017 | Acquisitions | Creations | Disposals | Absorption, Dissolution, Deconsolidation | Change of consolidation method | 12/31/2017 |
|------------------------------|------------|--------------|-----------|-----------|--|--------------------------------|------------|
| number of companies | | | | | | | |
| Fully consolidated companies | 84 | 11 | 1 | | -6 | 2 | 92 |
| Equity method | 32 | 2 | 3 | | | -2 | 35 |
| TOTAL | 116 | 13 | 4 | 0 | -6 | 0 | 127 |

France – Promenade de Flandre – SCI du Petit Menin

The company Petit Menin was 50/50 owned by Ceetrus France and Foncière Altea during the construction works and consolidated using the equity method at December 31, 2016. The entity holds the «Promenade de Flandre» business park located in the Petit Menin ZAC.

On September 27, 2017, Ceetrus France acquired the 50% stake held by Foncière Altea. This operation led

Ceetrus France to take control of the company. The operation has been treated as a business combination under the terms of IFRS 3. The takeover resulted in the recognition of the assets and liabilities acquired by the company at fair value and the revaluation at fair value of the previously held shares (impact in the income statement for €41.7 million). A deferred tax liability (€19 million) on the fair value revaluation of property assets was booked, offset by Goodwill. The deferred tax was not taken into account in the determination of the purchase price of the shares.



France – SCCV Immopic

An operation similar to that of Petit Menin was signed on December 18th, 2017 relative to the construction-sales company Immopic owned 50/50 with the company Sopic, holding the shopping centre in Montivilliers, near Le Havre. The acquisition has been treated as a business combination under the terms of IFRS 3. The revaluation of the previously held share led to the recognition of an income of €4.5 million and a goodwill of €1.9 million was booked in relation to deferred taxation.

Poland – Spin off

The property development activity in Poland controlled 100% by Ceetrus SA has been carried by a permanent establishment within Auchan Polska since 2003. The decision of Auchan Holding to legally separate the Property business from the Retail business by a spin-off operation (partial demerger) was taken in 2016.

In 2017, the spin-off of Auchan Polska resulted in the transfer of Ceetrus Polska shares held by Auchan Retail and Auchan Holding entities to Ceetrus SA (entry of 7 legal entities in the scope of consolidation).

Initially, the assets and liabilities were transferred to Ceetrus Polska, which issued shares to the shareholders (Auchan Retail and Auchan Holding legal entities)

in the contributing company, Auchan Polska. At the end of the spin-off, the entities Auchan Retail and Auchan Holding held the Ceetrus Polska shares registered as their assets for their real value.

To complete the transaction, Auchan Retail and Auchan Holding transferred the Ceetrus Polska shares already controlled by Ceetrus SA to the latter. This transfer operation brought Ceetrus SA's percentage interest in Ceetrus Polska to 100% and thus generated a positive impact of €129 million in Ceetrus' shareholders' equity.

Romania – Acquisition of Coresi Business Park

On July 27th, 2017, Ceetrus Romania acquired 100% of the shares of Coresi Business Park SA. The operation has been treated as a business combination under the terms of IFRS 3. The amount transferred in return equals €24.1 million. As part of acquisition accounting, the investment properties acquired were booked at a fair value of €23.4 million and a deferred tax liability was recognised for an amount of €3.8 million.

Belgium – Création Ceetrus Finance

Ceetrus created Ceetrus Finance in April 2017 to manage cash flow activities.

2.2.4 Operations 2018

| | 01/01/2018 | Acquisitions | Creations | Disposals | Absorption, Dissolution, Deconsolidation | Change of consolidation method | 12/31/2018 |
|-------------------------------|------------|--------------|-----------|-----------|--|--------------------------------|------------|
| in number of companies | | | | | | | |
| Subsidiaries in FC | 92 | 11 | 4 | | -5 | 7 | 109 |
| Equity method | 35 | 1 | 1 | -1 | | -7 | 29 |
| TOTAL | 127 | 12 | 5 | -1 | -5 | 0 | 138 |

Significant changes in the scope of consolidation during the year 2018 are:

Portugal – Acquisition of 5 companies

On March 1st 2018, Ceetrus Portugal signed the acquisition of 2 shopping centres (Forum Montijo, Forum Sintra) and a retail park (Sintra Retail Park) in Lisbon by acquiring 5 companies.

The acquisition has been treated as a business combination under the terms of IFRS 3. The accounting of a deferred tax liability on the unrealized appreciation of investment properties led to the recognition of goodwill of €43.2 million.

Since the acquisition date, the assets have made a contribution worth €21.9 million to the Group's gross leasing revenues. If the acquisition took place on January 1st 2018, the companies' contribution to the Group's gross leasing revenues would have been approximately €27 million.

Portugal – Acquisition of a stake in Neutripromo

On February 26th 2018, Ceetrus Portugal acquired a 50% stake in Neutripromo, an owner of land and commercial licences. The 50% stake and the governance arrangements lead Ceetrus to exercise significant influence within the scope of collective control and therefore to recognize this company using the equity method in the consolidated financial statements. The operation has been treated as a business combination under the terms of IFRS 3. A goodwill of €6.7 million was booked and allocated to the item «Shares and investments in companies accounted for using the equity method».

Italy - Ceetrus Italy Acquisition

On December 20th 2018, Ceetrus sold Auchan Retail its 42% stake in Auchan Spa for a sale price of €318.8 million.

In addition, on December 20th 2018 Ceetrus acquired the share of Ceetrus Italy shares held by Auchan Retail for €710 million. This acquisition increased the holding rate to 100% and gave control of Ceetrus Italy.

The operation has been treated as a business combination achieved in stages under the terms of IFRS 3. The Group remeasured its previously held stake in the acquired company at fair value and therefore booked a profit of €121.5 million in the income statement. Subsequently, all identifiable elements of assets and liabilities assumed have been measured and booked at fair value. Goodwill of €144 million was booked as corresponding principally to deferred taxes on unrealized capital gains on investment properties since deferred taxes were not taken into account when determining the acquisition price of the units and future cash flows from ongoing property developments not taken into account in the appraisal values.

If the acquisition took place on January 1st, 2018, the companies' contribution to the Group's gross leasing revenues would have been approximately €81 million.

Luxembourg – Acquisition of JBBK and Kubik offices



Ceetrus Luxembourg acquired two assets (JBBK on August 30th 2018 and KUBIK on November 30th 2018) intended to be transformed into a mix of offices, housing, shops and leisure.

The acquisition transactions of these companies were treated as acquisitions of isolated assets.

Since the acquisition date, the two assets have made a contribution worth €4.7 million to the the Group's gross leasing revenues.

If the acquisition took place on January 1st 2018, the companies' contribution to the Group's gross leasing revenues would have been €17.2 million.

NOTE 3: OPERATING SEGMENTS

ACCOUNTING SEGMENTS

In application of IFRS 8 Operating segments, the operating segments are determined on the basis of the information made available to Management (Principal Operational Decision Maker) to evaluate the performance and activity of the entity constituted by Ceetrus and its subsidiaries and the different segments that make it up.

An operating segment is a component of the scope of consolidation that engages in activities from which it may derive revenue or incur expenses, including revenues and expenses related to transactions with other components.

Ceetrus is organised, for management requirements, by site. A site groups together a set of property assets (shopping centres, offices, housing, leisure, etc.) within a defined geographical area. Management monitors operational result and makes strategic decisions about each site

separately, even that no site information monitored by management exceeds the quantitative thresholds in accordance with IFRS 8, the segments presented correspond to a grouping of sites by geographical area. This grouping corresponds to a set of sites with similar characteristics from an economic, regulatory and environmental point of view.

These operating segments are structured as follows:

- **France**
- **Western Europe** which includes Italy, Spain, Portugal and Luxembourg
- **Eastern Europe** which includes Poland, Russia, Ukraine, Romania and Hungary

A «**Holding and other activities**» column includes in particular the holding companies as well as the company in charge of financing and monitoring the Treasury on behalf of the Group.

3.1 INCOME STATEMENT BY OPERATING SEGMENTS

| 2018 <i>in millions of euros</i> | | | | | GROUP TOTAL 12/31/2018 |
|--|--------------|----------------|----------------|-------------------------------|---------------------------|
| | France | Western Europe | Eastern Europe | Holdings and other activities | |
| Net rental income | 247.0 | 63.0 | 102.1 | -0.2 | 411.9 |
| Revenues from administrative management and other activities | 10.9 | 7.2 | 5.4 | 0.0 | 23.6 |
| Gross operating income | 202.7 | 53.9 | 77.1 | -25.1 | 308.6 |
| Operating result | -50.1 | 90.5 | 90.0 | 95.3 | 225.7 |
| Financial result | | | | | -20.7 |
| Share of result of companies accounted for using the equity method | | | | | -41.3 |
| Income tax expenses | | | | | 40.2 |
| NET RESULT OF THE CONSOLIDATED ENTITY | | | | | 123.5 |

| 2017 <i>in millions of euros</i> | | | | | GROUP TOTAL 12/31/2017 |
|--|--------------|----------------|----------------|-------------------------------|---------------------------|
| | France | Western Europe | Eastern Europe | Holdings and other activities | |
| Net rental income | 239.6 | 35.9 | 66.9 | -0.1 | 342.2 |
| Revenues from administrative management and other activities | 11.7 | 6.2 | 4.0 | 0.0 | 22.0 |
| Gross operating income | 196.2 | 30.5 | 46.5 | -11.3 | 261.8 |
| Operating result | 408.7 | 40.0 | 48.0 | -13.5 | 483.2 |
| Financial result | | | | | -24.8 |
| Share of result of companies accounted for using the equity method | | | | | -39.3 |
| Income tax expenses | | | | | 131.8 |
| NET RESULT OF THE CONSOLIDATED ENTITY | | | | | 287.3 |

3.2 SIMPLIFIED BALANCE SHEET BY OPERATING SEGMENTS

| 2018 <i>ASSETS (in millions of euros)</i> | | | | | GROUP TOTAL 12/31/2018 |
|---|----------------|----------------|----------------|-------------------------------|---------------------------|
| | France | Western Europe | Eastern Europe | Holdings and other activities | |
| Goodwill | 14.4 | 191.3 | 0.4 | - | 206.1 |
| PPE and intangible assets | 66.6 | 4.4 | 4.7 | 2.0 | 77.6 |
| Investment properties | 4,137.6 | 2,394.5 | 1,480.2 | - | 8,012.3 |
| Shares and investments in companies accounted for using the equity method | 41.1 | 232.1 | 6.4 | 14.3 | 293.9 |
| Other non-current assets | 2.9 | 182.8 | 7.0 | 14.8 | 207.5 |
| Other current assets | 284.8 | 225.7 | 176.2 | 41.6 | 728.2 |
| TOTAL ASSETS | 4,547.4 | 3,230.6 | 1,674.9 | 72.7 | 9,525.6 |

| 2017 <i>ASSETS (in millions of euros)</i> | | | | | GROUP TOTAL 12/31/2017 |
|---|----------------|----------------|----------------|-------------------------------|---------------------------|
| | France | Western Europe | Eastern Europe | Holdings and other activities | |
| Goodwill | 25.4 | 2.9 | 0.8 | 0.0 | 29.0 |
| PPE and intangible assets | 39.4 | 0.2 | 7.4 | 1.9 | 48.9 |
| Investment properties | 4,276.9 | 718.8 | 1,428.2 | 0.0 | 6,423.9 |
| Shares and investments in companies accounted for using the equity method | 37.9 | 430.9 | 4.9 | 17.0 | 490.7 |
| Other non-current assets | 2.6 | 11.7 | 9.0 | 2.2 | 25.5 |
| Other current assets | 244.6 | 30.2 | 153.1 | 26.0 | 454.0 |
| TOTAL ASSETS | 4,626.7 | 1,194.7 | 1,603.4 | 47.2 | 7,472.0 |

NOTE 4: INVESTMENT PROPERTY, TANGIBLE AND INTANGIBLE ASSETS, GOODWILL

ACCOUNTING PRINCIPLES

The determination of goodwill resulting from business combinations is described in note 2.2.2. Goodwill is not amortized but rather reviewed annually at the end of the financial year using an impairment test and when events or circumstances indicate that a write-down is likely to occur. For this test, fixed assets are grouped into Cash-Generating Units (CGUs). CGUs correspond to the smallest group of assets whose continuous use generates cash flows largely independent of the cash flows generated by other groups of assets.

Goodwill from business combinations is allocated to CGUs or groups of CGUs that can benefit from the synergies of business combinations. On this basis, Ceetrus' goodwill is tested at the level of each country.

Significant losses in value are recorded on the line «Goodwill impairment» of the income statement.

In the case of goodwill being generated by the recognition of a deferred tax liability for the revaluation at fair value of an investment property, the deferred tax liability is deducted from the carrying amount of goodwill for the purposes of the impairment tests carried out on the cash-generating unit (CGU).

| <i>in millions of euros</i> | 01/01/2017 | Business combination | Disposal | Impairment | Other changes ⁽¹⁾ | 12/31/2017 |
|-----------------------------|------------|----------------------|------------|------------|------------------------------|-------------|
| Gross value | 8.2 | 21.2 | 0.0 | | -0.0 | 29.5 |
| Impairment | -0.5 | 0.0 | 0.0 | 0.0 | 0.0 | -0.5 |
| NET VALUE | 7.8 | 21.2 | 0.0 | 0.0 | -0.0 | 29.0 |

⁽¹⁾ of which conversion differences and transfers from one post to another

The variation of goodwill in 2017 is mainly related to the acquisition of the Petit Menin and Immopic companies.

| <i>en millions d'euros</i> | 01/01/2018 | Business combination | Disposal | Impairment | Other changes ⁽¹⁾ | 12/31/2018 |
|----------------------------|-------------|----------------------|------------|--------------|------------------------------|--------------|
| Gross value | 29.5 | 188.0 | 0.0 | | -0.0 | 217.5 |
| Impairment | -0.5 | 0.0 | 0.0 | -10.9 | 0.0 | -11.4 |
| NET VALUE | 29.0 | 188.0 | 0.0 | -10.9 | -0.0 | 206.1 |

The increase in goodwill in 2018 is mainly related to:

- the acquisition of Ceetrus Italy's share held by Auchan Retail. The transaction treated as a business combination under the terms of IFRS 3 resulted in the recognition of a goodwill of €144.3 million;
- the acquisition of the two shopping centres and a retail park in Portugal led to the recognition of a goodwill of €43 million.

The goodwill impairment over 2018 concerns:

- the impairment of part of the goodwill related to the acquisition of the company Petit Menin (-€9.0 million);
- the total impairment of the goodwill related to the acquisition of the company Immopic (-€1.9 million).

| <i>in millions of euros</i> | 12/31/2018 | 12/31/2017 | 12/31/2016 |
|-----------------------------|--------------|-------------|------------|
| France | 14.4 | 25.4 | 4.5 |
| Western Europe | 191.3 | 2.9 | 2.9 |
| Eastern Europe | 0.4 | 0.8 | 0.4 |
| NET VALUE | 206.1 | 29.0 | 7.8 |

4.2 INTANGIBLE ASSETS (EXCLUDING GOODWILL)

ACCOUNTING PRINCIPLES

An intangible asset is identifiable if it is separable from the acquired entity or if it results from legal or contractual rights. Other intangible assets mainly consist of software acquired or developed internally.

Intangible assets acquired separately from companies within the scope of consolidation are booked at cost and those acquired through business combinations at their fair value. In accordance with the provisions of IAS 38, intangible assets with indefinite useful lives are not amortized and are subject to a review of their valuation if events that may call their value into question occur, and in all cases at least once

a year. When their recoverable value is lower than their net carrying amount, an impairment is recorded.

Other intangible assets, classified as intangible assets with finite lives, are amortized on a straight-line basis over periods corresponding to their expected useful lives. Thus, licences and computer software acquired and software developed internally, which fulfil all the criteria imposed by the IAS 38 standard, are capitalized and amortized over a useful life of 3 years. As an exception, ERP type software, which are very structuring for the business and whose functional and technical architecture has a longer probable useful life, are amortized over 5 years. These fixed assets are subject to impairment tests in a potential loss of value is indicated.

| <i>in millions of euros</i> | 01/01/2017 | Acquisitions and investments | Disposals, decommissioning | Changes in scope | Amortization/Impairment | Reclassification and other ⁽¹⁾ | 12/31/2017 |
|-----------------------------|------------|------------------------------|----------------------------|------------------|-------------------------|---|-------------|
| Gross value | 26.7 | 5.3 | 0.0 | 0.6 | - | 17.0 | 49.6 |
| Amortization and impairment | -17.9 | 0.0 | 0.0 | -0.2 | -10.4 | 0.0 | -28.5 |
| NET VALUE | 8.7 | 5.3 | 0.0 | 0.4 | -10.4 | 17.0 | 21.0 |

⁽¹⁾ of which conversion differences and transfers from one post to another

| <i>in millions of euros</i> | 01/01/2018 | Acquisitions and investments | Disposals, decommissioning | Changes in scope | Amortization/Impairment | Reclassification and other ⁽¹⁾ | 12/31/2018 |
|-----------------------------|-------------|------------------------------|----------------------------|------------------|-------------------------|---|-------------|
| Gross value | 49.6 | 4.6 | -0.0 | 2.7 | - | 3.8 | 60.6 |
| Amortization and impairment | -28.5 | 0.0 | 0.0 | -1.8 | -10.5 | 0.1 | -40.8 |
| NET VALUE | 21.0 | 4.6 | -0.0 | 0.9 | -10.5 | 3.8 | 19.8 |

⁽¹⁾ of which conversion differences and transfers from one post to another

The intangible assets item mainly consists of acquired software licences and software and software developed internally.

Investments in 2017 and 2018 are mainly attributable to Ceetrus France (+€5.0 million in 2017 and €3.8 million in 2018).

The change in scope in 2018 is related to Ceetrus Italy entering the scope of consolidation.

4.3 PROPERTY, PLANT AND EQUIPMENT (PPE)

ACCOUNTING PRINCIPLES

In accordance with IAS 16, Property, plant and equipment are measured at historical cost less accumulated amortization and any impairment losses. Amortization is calculated using the component method, based on the useful life of the asset. Amortization is thus calculated according to the following durations:

- Constructions (structural work): 30 years

- Roof waterproofing, sanitation and flooring: 20 years
- Fixtures and fittings: 6 and 2/3 years and 8 years
- Technical installations, equipment and tools: 3 to 10 years
- Other fixed assets: 3 to 5 years

Property, plant and equipment include operating assets (sites occupied by the group when the group owns them) such as equipment and other office equipment.

| | 01/01/2017 | Acquisitions and investments | Disposals, decommissioning | Changes in scope | Amortization/ Impairment | Reclassification and other changes ⁽¹⁾ | 12/31/2017 |
|---|--------------|------------------------------|----------------------------|------------------|--------------------------|---|--------------|
| <i>in millions of euros</i> | | | | | | | |
| Land, buildings and fixtures | 36.1 | 7.9 | -5.8 | -0.0 | | -12.0 | 26.1 |
| Materials and other fixed assets | 6.2 | 0.9 | -0.1 | 0.0 | | 0.5 | 7.5 |
| Tangible assets in progress (WIP) | 41.6 | 13.0 | -0.1 | 0.0 | | -26.7 | 27.9 |
| Gross value | 83.9 | 21.8 | -6.0 | -0.0 | | -38.2 | 61.5 |
| Amortization and impairment of land, buildings and fixtures | -20.2 | 0.0 | 0.8 | -0.1 | 0.9 | 2.5 | -16.1 |
| Amortization and impairment of materials and other fixed assets | -5.0 | 0.0 | 0.0 | 0.0 | -0.0 | -0.6 | -5.7 |
| Impairment of tangible assets in progress (WIP) | -14.3 | 0.0 | 0.0 | 0.0 | -0.1 | 2.5 | -11.9 |
| Amortization and impairment | -39.6 | 0.0 | 0.8 | -0.1 | 0.8 | 4.5 | -33.6 |
| NET VALUE | 44.3 | 21.8 | -5.1 | -0.1 | 0.8 | -33.7 | 27.9 |

(1) of which conversion differences and transfers from one post to another

| | 01/01/2018 | Acquisitions and investments | Disposals, decommissioning | Changes in scope | Amortization/ Impairment | Reclassification and other changes ⁽¹⁾ | 12/31/2018 |
|---|--------------|------------------------------|----------------------------|------------------|--------------------------|---|--------------|
| <i>in millions of euros</i> | | | | | | | |
| Land, buildings and fixtures | 26.1 | 1.2 | -0.1 | -0.0 | | 2.6 | 29.8 |
| Materials and other fixed assets | 7.5 | 0.7 | -0.2 | 4.6 | | 0.3 | 12.8 |
| Tangible assets (WIP) | 27.9 | 21.4 | 0.0 | -0.0 | | 3.9 | 53.2 |
| Gross value | 61.5 | 23.3 | -0.3 | 4.6 | 0.0 | 6.8 | 95.9 |
| Amortization and impairment of land, buildings and fixtures | -16.1 | 0.0 | 0.0 | -0.0 | -1.4 | -0.1 | -17.6 |
| Amortization and impairment of materials and other fixed assets | -5.7 | 0.0 | 0.0 | -1.2 | -0.9 | -0.0 | -7.8 |
| Impairment of tangible assets (WIP) | -11.9 | 0.0 | 0.0 | 0.0 | 0.0 | -0.7 | -12.6 |
| Amortization and impairment | -33.6 | 0.0 | 0.0 | -1.2 | -2.3 | -0.9 | -38.0 |
| NET VALUE | 27.9 | 23.3 | -0.2 | 3.3 | -2.3 | 5.9 | 57.9 |

(1) of which conversion differences and transfers from one post to another

Acquisitions of tangible assets in progress in 2017 and 2018 mainly concern Ceetrus France for €19.3 million in 2018 compared with €2.2 million in 2017.

The change in scope in 2018 is related to Ceetrus Italy entering the scope of consolidation.

4.4 INVESTMENT PROPERTIES

ACCOUNTING PRINCIPLES

An investment property is a property held by an owner for the purposes of earning rent or capital appreciation, or both. Investment properties also include properties that are under construction or developed for future use as investment property. Shopping centers, business parks and land plots held by the group are therefore accounted for as investment properties. The existence of rights to build, a right to lease or a construction lease may also be included in the definition of investment property.

Investment properties, entered on a separate line of assets in the consolidated balance sheet, are initially measured at cost, including the purchase price, the various transaction costs (including non-recoverable taxes, transfer taxes, fees, commissions and legal fees), the costs directly attributable to putting the investment property to the Management's intended use of it and, where applicable, the costs of eviction and borrowing costs.

Ceetrus has opted, in accordance with the option offered by IAS 40, for the fair value accounting of its investment properties. After initial recognition, investment properties are recorded at their fair value, as defined by IFRS 13. Fair value corresponds to the price at which a transfer could be made between knowledgeable, willing parties in an arm's length transaction. The value used in the consolidated financial statements is the value excluding transfer taxes.

The income statement thus records the change in fair value of each property over the year, determined as follows:

Market value y - (market value $y - 1$ + increase in investment property in period y).

Increases in investment properties consist of capital expenditures, eviction costs, capitalized financial interest and other development costs (certain internal employee expenses and directly attributable identified costs can be capitalized during construction or restructuring phases).


Investment properties under construction are also measured at fair value if this can be reliably determined. When this is not the case, investment properties under construction are measured at cost less impairment until fair value can be determined in a sufficiently reliable manner. This is done by taking into consideration, among other things, the degree of progress in obtaining administrative, construction and commercial authorisations.

In the event of restructuring for future and ongoing use as an investment property, the asset continues to be recognised as an investment property.

For investment properties measured at cost, an impairment test is carried out as soon as there is an indication of impairment. When this type of indication exists, if the recoverable value is lower than the carrying amount, an impairment is recorded.

In the event of a disposal, the capital gain on disposal is determined by the difference between the income from disposal net of transaction costs and the net carrying amount of the asset. It is stipulated that when an asset is disposed of, the balance of the receivable arising from

the spreading of the rent incentives granted to the lessees (mainly rent free periods and step rents) is fully recorded and booked as "Income from disposal of fixed assets". The same treatment is applied to the debts resulting from spreading of key money collected.

In accordance with IAS 40, when determining the fair value of an investment property, the Group does not have to recognise separate assets and liabilities twice. The fair values provided by property appraisers are analysed and corrected if they take into account elements recognised elsewhere in the balance sheet. In practice the following items are restated 

- the effects of spreading rent free periods and step rents granted to lessees;
- the effects of spreading key money received by the Group;
- the effects of prepaid rents in the context of operating leases.

Recognition of eviction indemnities paid to lessees of shopping centres and business parks

When the lessor cancels a current lease, he pays eviction indemnities to the lessee. This is booked as a cost of the fixed asset if its payment modifies the performance level of the asset (new lease at higher financial conditions, in case of recovery of the premises for extension works or transfer of former lessees to a new site). In other cases, eviction indemnities are booked as expenses.

Investment property held for sale

Assets held for sale are classified as non-current asset held for sale if the asset or group of assets is available for immediate sale and if its sale is highly probable within a period not exceeding one year. These assets are then presented on the line «Investment properties available for sale» on the balance sheet. Liabilities relating to this asset or group of assets are presented, if applicable, on a separate line in liabilities. To meet this qualification, the group must have signed a binding promise to sell without any unusual conditions precedent. At the transfer date, the asset (or group of assets) held for sale is measured on the basis of fair value.

Properties held through finance lease agreements

Finance lease agreements, which transfer to the Group almost all the risks and rewards of ownership of the leased asset, are recognised in the balance sheet at the beginning of the lease period at the fair value of the leased asset, or, if this is lower, at the discounted value of the minimum lease payments.

The buildings available to the Group under finance lease agreements are recognised in the balance sheet and in the income statement as if they had been acquired by subscribing a loan.

They are therefore recognised as investment property in accordance with IAS 40. Leasing costs are divided between financial expense and amortization of the loan. Future payments under the terms of finance lease agreements are recorded in the Group's balance sheet in financial liabilities.



Evaluation of the fair value of investment properties

A property appraisal process has been put in place to estimate the fair value of investment properties. Two independent property appraisers are involved and divide up the valuation of the investment properties of the entire group. This assignment was entrusted to Jones Lang Lasalle & CBRE, after a tender selection process, for a period of three years. Appraisals are carried out according to professional standards, and in particular: the Property valuation charter for France, TEGoVA (The European Group of Valuers' Association) published in the Blue Book, and the Red Book Standards of the Royal Institution of Chartered Surveyors (RICS). These various texts govern, in particular, the qualification of the appraisers, the ethical principles as well as the valuation methodologies. The appraisers are remunerated on a fixed rate basis according to the number of lots and the complexity of the assets valued. The remuneration is completely independent from the valuation of the assets.


Investment properties are mainly valued by appraisers using the discounted cash flow method (or DCF). This method involves projecting the future income generated during the potential holding period and then determining the sale price at the end of the period using an exit rate on revenue in the year of the disposal. Future revenues are then discounted at the value date using a discount rate reflecting the perceived level of risk.

This exercise is conducted according to the best market knowledge by the appraisers, based on comparable transactions but also ongoing transactions not yet finalised but that reflect the appetite of investors to date. However, this estimate requires significant judgements to determine the appropriate assumptions, including rates of return and discount, market leasing values, evaluation of budgets for the work to be completed and the estimated date of completion (particularly for assets in the development phase) and any accompanying measures with benefits to be granted to tenants. Specific information such as the nature of each property and/or its location is also taken into account. Given the estimated nature of this type of valuation, the income from disposal of certain assets may differ from the valuations carried out.

Land plots and properties under development (if they meet the criteria defined above) are also valued at fair value. The methods used by the appraisers mainly include the

developer's balance sheet method and/or the discounting of cash flows complemented in certain situations by the comparison method. The developer's balance sheet method consists of drawing up the project's financial balance sheet according to the approach of a property developer to whom the land would be offered. Using the selling price of the building at delivery, the expert deducts all the costs to be incurred, construction costs, fees and margin, financial expenses as well as the amount that could be assigned to land charges. For buildings under development, the remaining work costs to be paid and the carrying cost are deducted from the estimated selling price of the building to determine the fair value. In principle, projects under development are valued on the basis of an identified project.

For each survey, the assessments made by the independent property appraisers are reviewed by Ceetrus teams. During this review, Ceetrus ensures the consistency of the methods used to evaluate investment properties by the panel of experts. In addition, the process includes discussions on the assumptions made by the appraisers and the results of the valuations.

Except in particular cases, the principle used is that the Ceetrus-owned properties are subject to an appraisal, with the exception of 

- properties held for sale, under a promise to sell at the closing date or for which an offer has been received and which are valued on the basis of the proposed price less estimated selling costs.
- properties acquired less than six months before the half-yearly or annual closing date, which are valued at their acquisition cost.

The values communicated by the appraisers are inclusive and exclusive of transfer taxes, with the values exclusive of transfer taxes being determined after deduction of any legal fees and transfer costs calculated by the appraisers.

Fair value measurements of investment properties are considered as a whole to be included in Level 3 as defined by IFRS 13, notwithstanding the consideration of certain observable level 2 data (see note 6.5 for definition). When using a valuation technique based on data of different levels, the fair value level is then constrained by the lowest level. Ceetrus has not identified an optimal use of an asset different from its current use.

VALUATION METHODS

Assessment of the fair value of investment properties on December 31, 2018

On December 31, 2018, Ceetrus disposed of the fair values determined by independent property appraisers for all investment properties in France and abroad and used these values for the fair value accounting of investment properties on that date.

Assessment of the fair value of investment properties on December 31, 2017

On December 31, 2017, for its foreign assets, Ceetrus disposed of the fair values determined by independent property appraisers for all investment properties and retained these values for the fair value accounting of investment properties on that date.

For assets located in France, the values used for shopping centres and business parks were based on internal valuations carried out on December 31, 2017 using the capitalization method. The valuation carried out consists of applying an adjusted capitalization rate by asset class (core, core+, value added, opportunistic), which is

determined by reference to the appraisals conducted in this country to the annualized net rents generated by each shopping centre and business park. For buildings under construction, the values corresponding to the costs actually spent were used. For land plots, the external appraisal values were used on December 31, 2017.

Valuation of the fair value of investment properties at balance sheet opening (January 1, 2017)

For foreign assets, the fair values used on January 1, 2017 are:

- external appraisal values when available or;
- values restated from the external appraisal values of December 31, 2017, taking into account changes in 2017 in the conditions and assumptions of the property market in that country.

For assets located in France, the values used for shopping centres and business parks correspond to the internal valuations carried out on December 31, 2016 in the same way as on December 31st, 2017 as explained above. For land plots, the values were reconstituted from external appraisal values on December 31, 2016.

4.4.1 Investment properties

| <i>in millions of euros</i> | Investment properties at fair value | Investment properties at cost | TOTAL Investment properties |
|---|-------------------------------------|-------------------------------|-----------------------------|
| INVESTMENT PROPERTIES JANUARY 1, 2017 | 4,821.9 | 213.7 | 5,035.6 |
| Entries into scope | 798.6 | 56.2 | 854.8 |
| Investments (Acquisitions and capitalized expenses) | 237.4 | 100.0 | 337.4 |
| Disposals and exits from scope | -37.7 | -12.9 | -50.7 |
| Reclassifications and other changes | 33.2 | -15.4 | 17.7 |
| Exchange rate differences | 14.5 | -1.9 | 12.5 |
| Change in fair value | 216.5 | 0.0 | 216.5 |
| INVESTMENT PROPERTIES DECEMBER 31, 2017 | 6,084.4 | 339.5 | 6,423.9 |
| Entries into scope | 1,282.2 | 15.7 | 1,297.8 |
| Investments (Acquisitions and capitalized expenses) | 583.2 | 53.4 | 636.5 |
| Disposals and exits from scope | -66.1 | -38.0 | -104.1 |
| Reclassifications and other changes | 182.6 | -192.3 | -9.7 |
| Exchange rate differences | -55.4 | -5.7 | -61.0 |
| Change in fair value | -171.1 | 0.0 | -171.1 |
| INVESTMENT PROPERTIES DECEMBER 31, 2018 | 7,839.7 | 172.6 | 8,012.3 |

Investment properties at fair value

Les entrées de périmètre sur 2017 correspondent principalement à la première consolidation de la Pologne dans le périmètre (580 millions d'euros), au changement de méthode de consolidation de la SCI du Petit Menin en

France pour être désormais intégrée globalement (147 millions d'euros) et à l'acquisition de la société Coresi Business Park en Roumanie (58 millions d'euros).

Les principaux investissements de cette période concernent des extensions et rénovations de galeries et

The main investments during this period concern extensions and renovations of shopping centres and business parks in France for €116 million and the acquisition of the Sokolniki site in Russia for €34 million.

In 2018, the «entry into scope» item comprises of Italy's entry into full consolidation (€873 million) and the acquisition of two shopping centres and a retail park in Portugal (€410 million euros).

Investments made during the period mainly correspond to the acquisition of the JBBK and Kubik offices in Luxembourg (€233 million) and the renovations and extensions of shopping centres and business parks in France, Russia and Spain for €163.3 million, the continuation of works on the Cloche d'Or site in Luxembourg (€105 million), €33 million worth of works related to the shopping centre project in Moscow, known as the Pushkino project and €20 million for the acquisition of three sites in Russia.

The main disposals that took place in 2018 concerned the Russian site of Togliatti for €27 million, and the transfer of land in Żory and Góraszka in Poland for €10 million.

Investment properties valued at cost

Main investment properties valued at cost on January 1, 2017 are:

- the Cloche d'Or shopping centre under construction in Luxembourg
- the Pushkino project under construction in Russia

Investments made during the 2017 financial year totalled €100 million and mainly relate to works on the La Cloche d'Or site, a future shopping centre in Luxembourg, the Pushkino shopping centre being built in Russia and investments in business parks in France.

The «entry into scope» item is essentially composed of three projects in Italy. The main disposals in 2018 are related to the sale of land dedicated to housing on the Cloche d'Or site in Luxembourg for €29 million.

On December 31, 2018, investment properties at cost consisted of projects under construction located in Luxembourg, France, Italy and Russia.

| <i>in millions of euros</i> | 12/31/2018 | 12/31/2017 | 01/01/2017 |
|---|----------------|----------------|----------------|
| Investment property at fair value | 7,862.4 | 6,102.2 | 4,841.6 |
| Investment property at cost | 172.6 | 339.5 | 213.7 |
| INVESTMENT PROPERTIES BEFORE RESTATEMENT | 8,035.0 | 6,441.7 | 5,055.3 |
| Restatement related to spreadings (1) | -22.7 | -17.9 | -19.7 |
| TOTAL INVESTMENT PROPERTIES | 8,012.3 | 6,423.9 | 5,035.6 |

(1) spreading of free rent periods, step rents, other rent incentives, key money and rents paid in advance

The following table presents the main assumptions used in the assessment of the fair value of the Group's investment properties as of December 31, 2018.

| | | Rents in €/m ² | Discount rate (%) ⁽¹⁾ | Exit yield (%) ⁽²⁾ |
|--------------------------------------|------------------|------------------------------|-------------------------------------|----------------------------------|
| Shopping centres | | | | |
| France | Weighted average | 359.3 €/m ² | 6.56% | 5.55% |
| Western Europe | Weighted average | 339.4 €/m ² | 7.34% | 6.90% |
| Eastern Europe | Weighted average | 208.5 €/m ² | 10.53% | 8.86% |
| Retail parks and other assets | | | | |
| France | Weighted average | 115.5 €/m ² | 7.43% | 6.48% |
| Western Europe | Weighted average | 297.6 €/m ² | 7.62% | 6.43% |
| Eastern Europe | Weighted average | 93.1 €/m ² | 10.45% | 8.87% |

(1) Rate used to discount future cash flows

(2) Exit yield used to capitalize revenues of the exit year in order to calculate the exit value of the asset

Sensitivity of fair values

An increase in rates of return or discount rates would result in a decrease in the total value of investment properties, and vice versa.

An increase in rents would increase the fair value of investment properties and vice versa.

4.4.2 Investment properties held for sale

On December 31, 2018, Ceetrus did not recognise investment properties held for sale.

NOTE 5: SHARES AND INVESTMENTS IN COMPANIES ACCOUNTED FOR USING EQUITY METHOD

ACCOUNTING PRINCIPLES

The accounting principles are detailed in note 2.2 «Scope and consolidation methods».

5.1 EVOLUTION OF SHARES AND INVESTMENTS IN COMPANIES ACCOUNTED FOR USING THE EQUITY METHOD

The changes in the value of shares and investments in companies accounted for using the equity method can be explained as follows:

| <i>in millions of euros</i> | Group share |
|---------------------------------------|--------------|
| JANUARY 1, 2017 | 550.9 |
| Net result of the year ⁽¹⁾ | -39.3 |
| Dividends received | -7.7 |
| Capital increases and reductions | -3.6 |
| Changes in scope | -10.5 |
| Other changes ⁽²⁾ | 1.0 |
| DECEMBER 31, 2017 | 490.7 |
| Net result of the year ⁽¹⁾ | -41.3 |
| Dividends received | -27.5 |
| Capital increases and reductions | 0.8 |
| Changes in scope | -129.9 |
| Other changes ⁽²⁾ | 1.0 |
| DECEMBER 31, 2018 | 293.9 |

⁽¹⁾ including change in fair value of investment properties

⁽²⁾ including impacts of exchange rate variations

Changes in scope are mainly attributable to the disposal of Auchan Spa to Auchan Retail (-€138.9 million) and the acquisition of a stake in Neutripromo (+€9.3 million).

On December 31, 2018, 23 companies were accounted for using the equity method, compared with 26 companies on December 31, 2017.

The principal companies accounted for using the equity method are:

| COUNTRY | COMPANIES | % of share | | Equity value | |
|---|----------------------------------|------------|--------|--------------|--------------|
| | | 2018 | 2017 | 2018 | 2017 |
| France | Immaucom | 20.00% | 20.00% | 39.9 | 38.0 |
| | Alliages et Territoires - SAS | 50.00% | 50.00% | 10.4 | 13.1 |
| Spain | C.C Zenia, Sociedad Limitada | 49.20% | 49.58% | 71.5 | 86.7 |
| Luxembourg | Galerie Commerciale de Kirchberg | 20.00% | 20.00% | 27.1 | 26.6 |
| Portugal | Alegro Alfragide | 49.29% | 49.29% | 39.7 | 38.0 |
| | Alegro de Setubal | 49.29% | 49.29% | 24.5 | 23.7 |
| | Neutripromo | 49.12% | 0.00% | 9.2 | 0.0 |
| Italy | Auchan Spa et ses filiales | 0.00% | 42.06% | 0.0 | 254.9 |
| | Galleria Cinisello SRL | 50.00% | 42.06% | 39.9 | 0.0 |
| | Patrimonio Real Estate Spa | 49.99% | 42.06% | 5.5 | 0.0 |
| | LSGII8 | 50.00% | 0.00% | 12.4 | 0.0 |
| | Other | | | 13.7 | 9.8 |
| Total value of shares and investments in companies accounted for using the equity method | | | | 293.9 | 490.7 |

5.2 SHARES AND INVESTMENTS IN COMPANIES ACCOUNTED FOR USING THE EQUITY METHOD

The main balance sheet and income statement data for companies accounted for using the equity method are presented in the table below.

Information relating to companies accounted for using the equity method is grouped together because they are all subsidiaries with the same activities and with the same risk and return characteristics.

| | 12/31/2018 | | 12/31/2017 | | 01/01/2017 | |
|--|----------------|--------------|----------------|----------------|----------------|----------------|
| | 100% | Group share | 100% | Group share | 100% | Group share |
| <i>in millions of euros</i> | | | | | | |
| BALANCE SHEET | | | | | | |
| Property, plant and equipment | 39.8 | 20.6 | 1,068.7 | 453.0 | 1,087.0 | 459.5 |
| Investment properties | 997.9 | 438.6 | 1,600.3 | 665.6 | 1,503.7 | 630.7 |
| Other non-current assets | 117.1 | 36.3 | 635.6 | 251.3 | 631.8 | 245.8 |
| Other current assets | 306.6 | 118.5 | 1,439.8 | 590.8 | 1,532.3 | 633.9 |
| NON-CURRENT AND CURRENT ASSETS | 1,461.4 | 614.0 | 4,744.4 | 1,960.7 | 4,754.8 | 1,969.8 |
| Group financial debts ⁽¹⁾ | 61.7 | 31.7 | 1,198.5 | 508.7 | 1,083.5 | 461.8 |
| External financial debts ⁽¹⁾ | 392.8 | 196.0 | 361.3 | 163.4 | 381.4 | 179.5 |
| Other non-current liabilities | 60.7 | 17.6 | 360.9 | 146.2 | 312.0 | 123.9 |
| Other current liabilities | 152.8 | 74.9 | 1,551.5 | 651.7 | 1,566.6 | 653.8 |
| NON-CURRENT AND CURRENT LIABILITIES | 668.0 | 320.2 | 3,472.1 | 1,469.9 | 3,343.6 | 1,418.9 |
| NET ASSETS | 793.4 | 293.8 | 1,272.3 | 490.8 | 1,411.2 | 550.9 |
| INCOME STATEMENT | | | | | | |
| Gross operating income | 18.8 | 8.2 | 32.7 | 14.0 | | |
| Amortizations, impairments and provisions | -420.7 | -177.7 | -212.0 | -89.6 | | |
| Change in value of investment properties | 28.5 | 10.3 | 100.1 | 54.1 | | |
| Income from disposal | 297.8 | 125.2 | 7.0 | 3.0 | | |
| Other income and expenses | 1.2 | 0.6 | -5.3 | -1.7 | | |
| Financial result | -21.9 | -10.6 | 8.4 | 2.5 | | |
| Income tax expenses | 5.8 | 2.7 | -50.5 | -21.5 | | |
| NET RESULT | -90.6 | -41.3 | -119.5 | -39.2 | | |

⁽¹⁾ current and non-current

NOTE 6: FINANCING AND FINANCIAL INSTRUMENTS

6.1 FINANCIAL RESULT



ACCOUNTING PRINCIPLES

The net cost of financial debt consists of interest on financial debts and borrowings including the effect of spreading of set-up or issuance costs (under the effective interest rate method), income from loans or receivables related to equity investments, income from the sale of marketable securities and the impact of interest rate swaps in the context of interest rate hedging transactions. It also includes the interest expense attached to any lease financing contracts.

Borrowing costs related to acquisition and construction operations



In accordance with IAS 23, borrowing costs directly attributable to the acquisition or construction of qualifying assets are included in the cost of the corresponding assets. When a loan is not directly affected, Ceetrus uses the group's average cost of financing applied to the average outstanding amount for work carried out.

Income and expenses of a financial nature that are not part of the "net cost of financial debt" presented on line «other financial income and expenses», include dividends received from non-consolidated companies, disposal result of non-cash financial assets and any discount or currency effects.



in millions of euros

| | 2018 | 2017 |
|--|---------------|---------------|
| Interest expenses on financial debts | 18.2 | (25.4) |
| Interest income and expenses on derivatives | (0.2) | (0.0) |
| Gross cost of financial debt | (18.4) | (25.4) |
| Interest income from cash and cash equivalents | 0.0 | 0.0 |
| Financial income on advances granted to non-consolidated interests | 1.9 | 2.8 |
| Net cost of financial debt | (16.5) | (22.6) |
| Other financial income and expenses including | (4.3) | (2.2) |
| Expenses/Income on Cross Currency Swaps | (6.6) | (1.9) |
| Expenses/Income on CAP | 0.6 | - |
| Other financial income | 3.9 | 2.0 |
| Other financial expenses | (2.2) | (2.4) |
| FINANCIAL RESULT | (20.7) | (24.8) |

Financial result 2018

The item «interest expenses on financial debts» mainly consists of interest expenses to other Auchan Holding entities, €15.2 million in 2018.

«Other financial income and expenses» consist mainly of €6 million of financial expenses corresponding largely to the hedging transactions put in place (cross currency swaps and foreign exchange swaps) on foreign currency financing issued by Ceetrus Finance to property companies outside the euro zone, of €3.9 million of financial income related to the Granato counter-guarantee on Ceetrus Italy with Auchan Holding's treasury facility and the spreading of external financing commissions subscribed during the financial year and the non-utilisation of credit lines with Auchan Holding.

Financial result 2017

The item «interest expenses on financial debts» mainly consists of interest expenses to other Auchan Holding entities, €24.8 million in 2017.

Other income and expenses in 2017 consisted of the Granato counter-guarantee on Ceetrus Italy with the Auchan Holding treasury facility for €1.9 million, an impairment of non-consolidated securities worth €2.2 million and an exchange rate loss of -€1.9 million.

6.2 NET FINANCIAL DEBT

ACCOUNTING PRINCIPLES

The net financial debt used by Ceetrus consists of current and non-current loans and borrowings, accrued interest on these elements, less cash net of bank overdrafts and loans and advances granted to non-consolidated interests (mainly companies accounted for using the equity method).

6.2.1 Changes in net financial debt

Change in net financial debt between December 31, 2017 and December 31, 2018

| | 12/31/2017 | Cash flow | Fair value through P&L | Fair value through OCI | Changes in the scope of consolidation | Other changes | Exchange rate differences | 12/31/2018 |
|-----------------------------------|----------------|----------------|------------------------|------------------------|---------------------------------------|---------------|---------------------------|----------------|
| <i>in millions of euros</i> | | | | | | | | |
| Loans and borrowings | 1,128.0 | 1,301.7 | - | - | 236.4 | 197.6 | (9.0) | 2,854.8 |
| non-current | 48.6 | 1,429.7 | - | - | 110.9 | - | (3.4) | 1,585.8 |
| current | 1,079.4 | (128.0) | - | - | 125.4 | 197.6 | (5.6) | 1,269.0 |
| Group cash advances | (22.5) | (5.2) | - | - | (46.9) | - | 1.1 | (73.5) |
| Cash and cash equivalents | (103.8) | (12.7) | - | - | (44.7) | - | 2.0 | (159.2) |
| Derivative assets and liabilities | (0.3) | (1.6) | (5.9) | 5.7 | 1.1 | - | - | (1.0) |
| NET FINANCIAL DEBT | 1,001.5 | 1,282.3 | (5.9) | 5.7 | 145.8 | 197.6 | (5.9) | 2,621.1 |

The change in the item «Loans and borrowings» is mainly related to Italy's entry into scope (€236 million) and external financing subscribed (the «club deal» of €500 million, the €60 million bond issue, the €308 million loans in Portugal and Luxembourg) and the €649 million

financing by Auchan Holding's treasury facility. The increase in cash and cash equivalents comes mainly from entries into the scope of consolidation (Italy, Portugal and Luxembourg).

Change in net financial debt between January 1, 2017 and December 31, 2017

| | 01/01/2017 | Flux de trésorerie | Juste valeur par résultat | Juste valeur par réserves | Variation de périmètre | Autres mouvements | Effet de Change | 31/12/2017 |
|-----------------------------------|--------------|--------------------|---------------------------|---------------------------|------------------------|-------------------|-----------------|----------------|
| <i>en millions d'euros</i> | | | | | | | | |
| Loans and borrowings | 930.1 | 124.3 | - | - | 71.3 | - | 2.3 | 1,128.0 |
| non-current | 308.3 | 5.9 | - | - | 41.3 | (308.3) | 1.4 | 48.6 |
| current | 621.8 | 118.4 | - | - | 30.0 | 308.3 | 0.9 | 1,079.4 |
| Group cash advances | (337.2) | 313.4 | - | - | 2.3 | - | (1.0) | (22.5) |
| Cash and cash equivalents | (32.4) | (39.6) | - | - | (31.2) | - | (0.5) | (103.8) |
| Derivative assets and liabilities | - | - | 0.4 | (0.7) | - | - | - | (0.3) |
| NET FINANCIAL DEBT | 560.5 | 398.0 | 0.4 | (0.7) | 42.4 | - | 0.9 | 1,001.5 |

The item «Changes in scope» includes the debt resulting from the acquisition of Coresi Business Park in Romania and the debt of Petit Menin following its change of consolidation method as well as the cash acquired

from Petit Menin and Immopic and the cash recovered following the spin-off in Poland. The cash flows for the year mainly relate to the financing of Ceetrus by Auchan Holding's treasury facility via loans and cash-pooling.

6.2.2 Components of financial debt

ACCOUNTING PRINCIPLES

Financial debts mainly consist of loans and advances granted by Auchan Holding to Ceetrus and its subsidiaries, bank loans and bank overdrafts. These interest-bearing elements are initially recognised at fair value less directly attributable transaction costs.

After initial recognition, loans are booked at amortized cost using the "effective interest rate method", which incorporates an actuarial amortization of premiums and issuing costs.

Finance lease agreements, which transfer to the Group almost all the risks and rewards of ownership of the leased asset, are recognised in the balance sheet at the beginning of the lease period at the fair value of the leased asset, or, if this is lower, at the discounted value of the minimum lease payments.

Lease expenses are divided between financial expenses and amortization of the loan. Future payments under the terms of finance lease agreements are recorded in the Group's balance sheet as financial liabilities.



Breakdown of loans and financial debt

in millions of euros

| | 12/31/2018 | 12/31/2017 | 01/01/2017 |
|--|----------------|----------------|--------------|
| Bonds and private placements | 60.1 | 0.0 | 0.0 |
| Loans and borrowings with credit institutions | 962.7 | 46.1 | 0.0 |
| Loans and borrowings with related parties ⁽¹⁾ | 560.0 | 0.0 | 305.7 |
| Finance leases | 2.1 | 2.2 | 2.3 |
| Other financial borrowings | 0.9 | 0.3 | 0.2 |
| Non-current loans and borrowings | 1,585.8 | 48.6 | 308.3 |
| Loans and borrowings with credit institutions | 2.4 | 0.0 | 0.0 |
| Loans and borrowings with related parties ⁽¹⁾ | 295.5 | 877.4 | 471.8 |
| Current accounts with related parties ⁽¹⁾ | 967.2 | 201.3 | 149.0 |
| Finance leases | 0.1 | 0.1 | 0.1 |
| Bank overdrafts | 3.5 | 0.6 | 0.9 |
| Current loans and borrowings | 1,268.8 | 1,079.4 | 621.8 |
| GROSS FINANCIAL DEBT | 2,854.6 | 1,128.0 | 930.1 |

⁽¹⁾: mainly covers current accounts, loans and advances granted by Auchan Holding

In 2018, the Group set up a €500 million Club Deal with 5 leading partner banks for a period of 5 years and launched its first private placement (EuroPP) for €60 million, with a maturity of 7 years. In addition, the Group set up two mortgage financings totalling €180 million

(drawn) and €168 million (partially drawn) with maturity extending to November 2026. These transactions are aimed at diversifying the Group's sources of financing and ensuring its liquidity in the medium and long term, by increasing the average maturity of financial resources.

Gross financial debt - Payment schedule by interest rate type



| | Balance sheet value 12/31/2018 | Current | | Non-Current | |
|--|--------------------------------|--------------------|-------------------|-------------------|--|
| | | Less than one year | From 1 to 5 years | More than 5 years | |
| <i>in millions of euros</i> | | | | | |
| Bonds and private placements | 60.1 | 0.1 | - | 60.0 | |
| Loans and borrowings with credit institutions | 135.0 | - | - | 135.0 | |
| Loans and borrowings with related parties ⁽¹⁾ | 0.5 | 0.5 | - | - | |
| Finance leases | 2.2 | 0.1 | 0.5 | 1.7 | |
| Other financial borrowings | 0.9 | 0.9 | - | - | |
| Fixed rate debt | 198.8 | 1.6 | 0.5 | 196.7 | |
| Loans and borrowings with credit institutions | 830.1 | | 659.8 | 170.3 | |
| Loans and borrowings with related parties ⁽¹⁾ | 855.2 | 296.5 | 558.6 | - | |
| Current accounts with related parties ⁽¹⁾ | 967.2 | 967.2 | - | - | |
| Bank overdrafts | 3.5 | 3.5 | - | - | |
| Variable rate debt | 2,656.0 | 1,267.2 | 1,218.4 | 170.3 | |
| GROSS FINANCIAL DEBT | 2,854.8 | 1,268.8 | 1,218.9 | 367.0 | |

| | Current | | Non-Current | |
|--|--------------------------------|--------------------|-------------------|-------------------|
| | Balance sheet value 12/31/2017 | Less than one year | From 1 to 5 years | More than 5 years |
| <i>in millions of euros</i> | | | | |
| Bonds and private placements | - | - | - | - |
| Loans and borrowings with credit institutions | - | - | - | - |
| Loans and borrowings with related parties ⁽¹⁾ | 10.4 | 10.4 | - | - |
| Finance leases | 2.3 | 0.1 | - | 2.2 |
| Other financial borrowings | 0.3 | - | - | 0.3 |
| Dettes à taux fixe | 13.0 | 10.5 | - | 2.4 |
| Loans and borrowings with credit institutions | 46.1 | - | - | 46.1 |
| Loans and borrowings with related parties ⁽¹⁾ | 866.9 | 866.9 | - | - |
| Current accounts with related parties ⁽¹⁾ | 201.3 | 201.3 | - | - |
| Bank overdrafts | 0.6 | 0.6 | - | - |
| Variable rate debt | 1,115.0 | 1,068.9 | - | 46.1 |
| GROSS FINANCIAL DEBT | 1,128.0 | 1,079.4 | - | 48.5 |

⁽¹⁾: mainly covers current accounts, loans and advances granted by Auchan Holding

In order to centralise its financing and cash requirements, Ceetrus has organised the set-up of its own Financing and Cash structure. This new organisation contributes to the concentration of loans and financial debts with related parties in the Holding company, at the end of December 2018.

The use of diversified sources of financing enables the Group to increase the average maturity of its financing and to ensure its liquidity. The average maturity of financing with credit institutions was 5.3 years at the end 2018. Financing from credit institutions accounts for one-third of the Group's financing sources at the end of 2018, whereas it accounted for less than 5% in 2017.

Main characteristics of loans and financial debts

| Borrowing company | Date of issue | Due date | Rate | Type | Amount at the start | Nominal on 12/31/2017 | Nominal on 12/31/2018 |
|--|---------------|----------|------------------|-------------|---------------------|-----------------------|-----------------------|
| Ceetrus SA | Dec-18 | Dec-25 | 3.000% | Euro PP | 60.0 | n.a. | 60.0 |
| Bonds and private placements | | | | | 60.0 | 0.0 | 60.0 |
| Gallerie Commerciali Sardegna | Dec-16 | Dec-21 | Euribor + Margin | Credit line | 118.0 | n.a. | 106.0 |
| SCI Petit Menin | Sept-16 | Sept-23 | Euribor + Margin | Credit line | 60.0 | 46.1 | 46.1 |
| LCO1 | Nov-18 | Nov-26 | Euribor + Margin | Credit line | 180.0 | n.a. | 127.8 |
| Ceetrus SA | Jul-18 | Jul-23 | Euribor + Margin | Credit line | 500.0 | n.a. | 498.0 |
| Glorirequinte, Brafero, Multi 25, Forum Montijo | Dec-18 | Dec-25 | 2.350% | Loan | 135.0 | n.a. | 135.0 |
| Glorirequinte, Brafero, Multi 25, Forum Montijo | Dec-18 | Dec-25 | Euribor + Margin | Loan | 45.0 | n.a. | 45.0 |
| Loans and borrowings with credit institutions | | | | | 1,038.0 | 46.1 | 957.9 |

On January 1st, 2017 Ceetrus did not have any loans or external financial debt.

| Maturity | Borrowing company | Nominal on 12/31/2017 | Nominal on 12/31/2018 |
|--|-----------------------------------|-----------------------|-----------------------|
| less than 1 year | Holding | 500.5 | 295.0 |
| | France | 156.0 | - |
| | Western Europe (excluding France) | 50.0 | - |
| | Central and Eastern Europe | 170.4 | - |
| 1 year and + | Holding | - | 560.0 |
| | France | - | - |
| | Western Europe (excluding France) | - | - |
| | Central and Eastern Europe | - | - |
| Loans and borrowings with related parties | | 876.9 | 855.0 |

Loans and financial debts from related parties bear interest based on the currency concerned plus a margin between 0.50% and 7.50%.

Cash and cash equivalents

ACCOUNTING PRINCIPLES

Cash and cash equivalents include cash, current bank accounts, deposits and UCITS with maturities of 3 months or less from the date of acquisition which are subject to an insignificant risk of value change and that are used by the Group in the management of short-term commitments.

In accordance with IFRS 9, UCITS are booked at fair value through the income statement to the extent that their contractual terms give rise to cash flows that are not solely reflective of repayments of the principal and interest payments on the principal.



| <i>in millions of euros</i> | 12/31/2018 | 12/31/2017 | 01/01/2017 |
|--------------------------------------|--------------|--------------|-------------|
| Marketable securities, term deposits | 0.7 | 0.7 | 0.7 |
| Cash | 158.5 | 103.1 | 31.8 |
| CASH AND CASH EQUIVALENTS | 159.2 | 103.8 | 32.4 |
| Bank overdrafts | 3.5 | 0.6 | 0.9 |
| NET CASH | 155.7 | 103.2 | 31.6 |

6.3 FINANCIAL RISK MANAGEMENT AND DERIVATIVES



ACCOUNTING PRINCIPLES

The Group has adopted the new IFRS 9 hedge accounting model which requires it to ensure that its hedging relationships are consistent with its objectives and risk management strategy, and to adopt a more qualitative approach to assessing its hedging.

In the case of cash flow hedging and net investment hedging relationships, derivatives are measured and booked at fair value on the balance sheet and their changes are recorded in shareholders' equity.

Hedge accounting is applicable if the following three criteria are met:

1. the hedging instruments and the hedged elements constituting the hedging relationship are all eligible for this relationship;
2. a formal designation and structured documentation of the hedging relationship, as well as the objective and strategy of setting up the hedge, are formally established at the start of the hedging relationship;
3. the hedging relationship meets all of the following effectiveness criteria:
 - there is an economic link between the hedged item and the hedging instrument;
 - the effect of credit risk is not the dominant factor in the value changes that result from this economic relationship; and
 - the hedging ratio between the hedged item and the hedging instrument is appropriate

Most of the derivatives used by Ceetrus are eligible for hedge accounting.

For derivatives eligible for hedge accounting, recognition as hedging instruments reduces the volatility of the income related to the change in value of the derivatives concerned.

There are 3 models of hedge accounting according to IFRS 9: the fair value hedge, the cash flow hedge and the net investment hedge.

- For derivatives documented as hedges of assets or liabilities recorded in the balance sheet (fair value hedge), hedge accounting allows the recognition in the income statement of the change in the fair value of the derivative; this is offset by the impact of the change in fair value of the hedged item as a result of the hedged risk. These two valuations offset each other in the same columns in the income statement and neutralise each other perfectly if the hedging is totally effective.
- For derivatives that are documented as highly probable cash flow hedges, changes in the value of the derivative are recognised in «Other comprehensive income» (cash flow hedge reserve) for the effective part of the hedge. These reserves are recycled in the income statement when the hedged transaction impacts the result or are included in the non-financial asset or liability when this is recognised in the balance sheet. Changes in value of the portion deemed ineffective are booked in the income statement.
- For derivatives documented as net investment hedges, the change in value of the hedging instruments is recorded in "Other comprehensive income", the objective of these hedges being to neutralise the change in the value in euros of a part of the net assets of subsidiaries in foreign currencies.

Most of the derivatives used by Ceetrus are eligible for hedge accounting. For derivatives documented as cash flow

hedges, changes in the value of the derivative are recorded in «Other comprehensive income» for the effective part. These reserves can be reclassified to the income statement symmetrically to the hedged item. Changes in value corresponding to the ineffective part of the hedging relationship are booked through the income statement within changes in value of financial instruments.

For derivative financial instruments that are not documented as hedge accounting instruments, changes in fair value are

booked in financial result as changes in the value of financial instruments, excluding the cost of net debt.

Derivatives whose maturity is greater than one year are presented in the balance sheet as non-current assets or liabilities. Other derivatives are classified as current assets or liabilities. For derivatives, the accounting date is the transaction date.

Derivatives fair value

| | Fair value 01/01/17 | Fair value 31/12/17 | Acqui- sitions/ Subscrip- tions | Changes in the scope of consoli- dation | Disposal | Fair value change through P&L | Fair value change through OCI | Fair value |
|---|------------------------|------------------------|--|--|----------|--|--|--------------|
| <i>in millions of euros</i> | | | | | | | | |
| Interest Rate Swaps - Payer | - | 0.8 | | (1.1) | | (0.1) | (5.8) | (6.1) |
| Interest Rate Swaps - Receiver | - | - | | | | | | - |
| Swaptions | - | - | | | | | | - |
| CAP | - | 0.1 | | | | | (0.0) | 0.0 |
| Currency Swaps | - | - | | | | | | - |
| Instruments qualified for hedge accounting | - | 0.8 | - | (1.1) | - | (0.1) | (5.7) | (6.0) |
| Interest Rate Swaps - Payer | - | - | | | | | | - |
| Interest Rate Swaps - Receiver | - | - | | | | | | - |
| Swaptions | - | - | | | | | | - |
| CAP | - | - | 1.6 | | | (6.6) | | 1.0 |
| Currency Swaps | - | (0.5) | | | | | | 6.0 |
| Instruments not qualified for hedge accounting | - | (0.5) | 1.6 | - | - | 6.0 | - | 7.0 |
| TOTAL DERIVATIVES | - | 0.3 | 1.6 | (1.1) | - | 6.0 | (5.7) | 1.0 |

Derivatives notional amounts by maturity

Portfolio breakdown as of December 31, 2018 - Interest rate risk hedging

| | Less than one year | From 1 to 5 years | More than 5 years | TOTAL |
|---|-----------------------|----------------------|----------------------|--------------|
| <i>in millions of euros</i> | | | | |
| Interest Rate Swaps - Payer | - | 438.0 | - | 438.0 |
| Interest Rate Swaps - Receiver | - | - | - | - |
| Swaptions | - | - | - | - |
| CAP | 95.8 | 187.9 | - | 283.8 |
| Instruments qualified for hedge accounting | 95.8 | 625.9 | - | 721.8 |
| Interest Rate Swaps - Payer | - | - | - | - |
| Interest Rate Swaps - Receiver | - | - | - | - |
| Swaptions | - | - | - | - |
| CAP | - | 250.0 | - | 250.0 |
| Instruments not qualified for hedge accounting | - | 250.0 | - | 250.0 |
| TOTAL DERIVATIVES | 95.8 | 875.9 | - | 971.8 |

On December 31, 2017, the portfolio of derivative instruments aimed at hedging interest rate risk consisted only of a CAP for a nominal amount of €17.9 million.

Portfolio detail on December 31st, 2018 - Foreign exchange risk hedgingOn December 31st, 2018

| | HUF | PLN | RON | RUB | USD |
|-------------------------------------|-------------|-------------|-------------|-------------|-------------|
| <i>in millions of euros</i> | | | | | |
| Intercompany financing | 60.8 | 99.3 | 66.5 | 69.0 | 10.9 |
| Gross balance sheet exposure | 60.8 | 99.3 | 66.5 | 69.0 | 10.9 |
| Currency swaps | (60.8) | (99.3) | (66.5) | (69.0) | (10.9) |
| NET EXPOSURE | - | - | - | - | - |

On December 31st, 2017

| | HUF | PLN | RON | RUB | USD |
|-------------------------------------|-------------|-------------|-----|-------------|-----|
| <i>in millions of euros</i> | | | | | |
| Intercompany financing | 22.6 | 10.8 | - | 36.0 | - |
| Gross balance sheet exposure | 22.6 | 10.8 | - | 36.0 | - |
| Currency swaps | (22.6) | (99.3) | - | (36.0) | - |
| NET EXPOSURE | - | - | - | - | - |

6.4 FINANCIAL RISK MANAGEMENT

Ceetrus and the companies in the scope of consolidation are exposed to liquidity, interest rate, credit and currency risks during the normal course of their business.

They use derivative financial instruments to mitigate these risks. The Group has set up an organisation to manage these risks centrally.

On December 31st, 2018, these derivatives are recorded on the balance sheet at market value in current and non-current assets and liabilities. Market risk management is controlled and monitored by a specialised committee that meets at least twice a year. Management board is represented in this body, which is responsible for assessing compliance with the hedging policy and therefore the level of the hedges put in place, their adequacy to the underlying financial instruments and the quality of the various counterparties.

6.1 Liquidity risk

The Group's policy is to permanently dispose of sufficient medium and long-term financing while having a significant margin for manoeuvre. During this financial year, the Group continued to access liquidity under favourable conditions, while benefiting from financing granted by Auchan Holding.

Covenants and financial ratios

Loans contracted by Ceetrus may be subject to covenants based on financial ratios, the main ones of which are presented below. In particular, the LTV ratio (Loan to Value) expresses the ratio of net financial debt to the fair value of property assets. The hedging ratio

of financial expenses expresses the ratio of EBITDA to the cost of financial debt. Generally, the contracts subscribed to also include a limitation of the securities granted to other lenders. Depending on the case, these ratios can be assessed differently at Group level, at the level of the company that contracts the loan or at the level of the property assets. The ratios presented below are respected as of December 31st, 2018.

In addition, certain financing lines may include a change of control clause, which may entail a repayment obligation in the event of Auchan Holding's loss of control of Ceetrus. Generally, the contracts underwritten have crossed default clauses.

| Covenants | | | 12/31/2018 |
|-------------------------------------|---------|-------|------------|
| Bank LTV | Maximum | < 50% | Respected |
| ICR | Minimum | > 2 | Respected |
| Debts guaranteed by real securities | Maximum | < 20% | Respected |

Establishment of covenants from 2018



Exposure to liquidity risk

The remaining maturities of the financial liabilities are analysed as follows (including interest payments).

| in millions of euros | Balance sheet value | Expected cash flow | | | |
|--|---------------------|--------------------|----------------|----------------|--------------|
| | 12/31/2018 | Total | < 1 year | 1 to 5 years | > 5 years |
| Bonds and private placements | 60.1 | 72.6 | 1.8 | 7.2 | 63.6 |
| Loans and borrowings with credit institutions | 965.1 | 1,043.9 | 21.9 | 720.0 | 302.0 |
| Loans and borrowings with related parties | 855.5 | 860.9 | 564.3 | 296.7 | - |
| Current accounts with related parties | 967.2 | 977.1 | 977.1 | - | - |
| Finance leases | 2.2 | 2.2 | 0.1 | 0.5 | 1.7 |
| Other financial borrowings | 0.9 | 0.9 | 0.9 | - | - |
| Bank overdrafts | 3.5 | 3.5 | 3.5 | - | - |
| Trade payables | 153.0 | 153.0 | 153.0 | - | - |
| Current tax debts | 10.6 | 10.6 | 10.6 | - | - |
| TOTAL FINANCIAL LIABILITIES : EXCLUDING DERIVATIVES | 3,018.2 | 3,124.7 | 1,733.1 | 1,024.3 | 367.3 |
| Current derivatives | 2.2 | 2.2 | 2.2 | 0.0 | 0.0 |
| Non-current derivatives | 10.8 | 10.8 | 3.0 | 9.1 | (1.3) |
| TOTAL FINANCIAL LIABILITIES: DERIVATIVES | 13.0 | 13.0 | 5.2 | 9.1 | (1.3) |

6.4.2 Interest rate risk

The resulting changes in financial markets and interest rates expose the Group to a possible increase in the cost of financing and refinancing.

In this context, the Group applies a policy of prudent management of its debt by maintaining a limited exposure to interest rate risk. This management involves the subscription of interest rate derivatives whose sole purpose is to reduce the Group's exposure to interest rate fluctuations on its debt with a strict objective of hedging (notwithstanding the possibility that certain transactions, particularly macro-hedges, are not eligible for hedge accounting as defined by IFRS). As part of this management, the Group may use different types of instruments, including swaps, caps or swaptions.

The Group determines the existence of an economic link between the hedging instrument and the hedged instrument according to the reference interest rates, the durations for which they are established, the dates of determination, the maturity date, as well as notional or nominal amounts. It uses a hypothetical derivative to determine whether the designated derivative in each hedging relationship is expected to be effective in offsetting changes in the cash flows of the hedged item.

The main sources of inefficiency in these hedging relationships are:

- The effect of the credit risk of the counterparty and the Group on the fair value of the swaps, which is not reflected in the change in fair value of the hedged cash flows attributable to changes in interest rates; and
- Differences in repricing dates between swaps and loans.

in millions of euros

Financial assets

| | 12/31/2018 | 12/31/2017 | 01/01/2017 |
|---------------|------------|------------|------------|
| Fixed rate | 159.2 | 103.8 | 32.4 |
| Variable rate | 73.5 | 22.5 | 337.2 |

Financial liabilities

| | | | |
|------------------------------------|-----------|-----------|---------|
| Fixed rate | (198.8) | (13.0) | (37.7) |
| Variable rate | (2,656.0) | (1,115.0) | (892.5) |
| NET EXPOSURE BEFORE HEDGING | | | |
| FIXED RATE | (39.6) | 90.7 | (5.2) |
| VARIABLE RATE | (2,852.5) | (1,092.5) | (555.3) |

Rate hedging instruments

| | | | |
|-----------------------------------|-----------|-----------|---------|
| Fixed rate | - | - | - |
| Variable rate | (971.8) | (17.9) | - |
| NET EXPOSURE AFTER HEDGING | | | |
| FIXED RATE | (39.6) | 90.7 | (5.2) |
| VARIABLE RATE | (1,610.7) | (1,074.6) | (555.3) |

Sensitivity analysis

The cash flow sensitivity analysis for variable rate instruments was determined taking into account all variable flows of non-derivative instruments and derivative instruments. The analysis is prepared on the assumption that the amount of financial debts and derivatives on December 31, 2018, remains constant over a year. For the purposes of this analysis, all other variables, especially exchange rates, are assumed to remain constant. Ceetrus has modified the curve of the Euro and other currencies at -1.0% / +1.0%.

6.4.3 Credit risk

For Ceetrus and its subsidiaries, credit risk or counterparty risk mainly concerns cash and cash equivalents of the banking institutions at which these cash resources are invested. This may also concern the financial instruments subscribed, when the trading conditions lead these institutions to pay flows to Ceetrus or its subsidiaries. Lastly, the Group is exposed to the risk of default by its lessees.

Regarding investments, with some exceptions, the policy of Ceetrus and companies in the scope of consolidation is to place surpluses with authorised counterparties in amounts and decided by the Financial Committee, according to a score sheet. The Group only uses banks considered to be robust.

In the same way, Ceetrus only works with a list of banks authorised by the Group's Management in relation to financing and interest rate and exchange rate derivative operations. Wherever possible, signed contracts provide for the termination of transactions and the application of a cleared net balance in the event of a change in the initial contractual balance, including the default of the counterparty. In addition, the Group ensures that risk

6.4.4 Exchange rate risk

Ceetrus and its subsidiaries are exposed to exchange rate risk on internal and external financing denominated in a currency other than the Euro (balance sheet exchange rate) as well as on the value of property assets and leasing income of its subsidiaries operating in foreign currencies. The hedged currencies are the Hungarian forint, the Polish zloty, the Romanian leu, the US dollar and the Russian ruble. Although these transactions are carried

Impact on the income statement and shareholders' equity

A 1.0% rise in the interest rate curve would result in

On the basis of the financial position on December 31, 2018, an increase in the cost of debt of €29.4 million until the maturity of the loans, including €8.3 million for the year 2019. Shareholders' equity would be impacted upwards by €27.0 million.

A 1.0% drop in the interest rate curve would result in

On the basis of the financial position on December 31, 2018, a fall in the cost of debt of €6.9 million until the maturity of the loans, including €1.3 million for the year 2019. Shareholders' equity would be impacted downwards by €14.9 million.

is sufficiently dispersed by working with several leading banking institutions.

The fair value measurement of derivatives carried by Ceetrus and the companies in the scope of consolidation includes a counterparty risk component and a «clean credit risk» component for derivatives. The credit risk measurement is determined using standard mathematical models for market participants, taking into account, in particular, historical statistical data. Over the periods presented, the adjustments booked for counterparty risk and own credit risk are not material.

As mentioned elsewhere, trade receivables and other receivables mainly correspond to receivables with regard to lessees. The Group has procedures to ensure the credit quality of clients and third parties before signing contracts with them. The Group believes that it is not significantly exposed to the concentration of credit risk among its lessees, given a diversified exposure across countries and clients. Impairment losses on receivables are generally estimated on an individual basis. Losses on leases are historically low, since the existence of deposits ensures proper management of any outstanding payments.

out for hedging purposes, they are not documented in the hedge as a natural compensation is recognised in the income statement by the symmetrical effect of the revaluation of derivatives and intra-group financing.

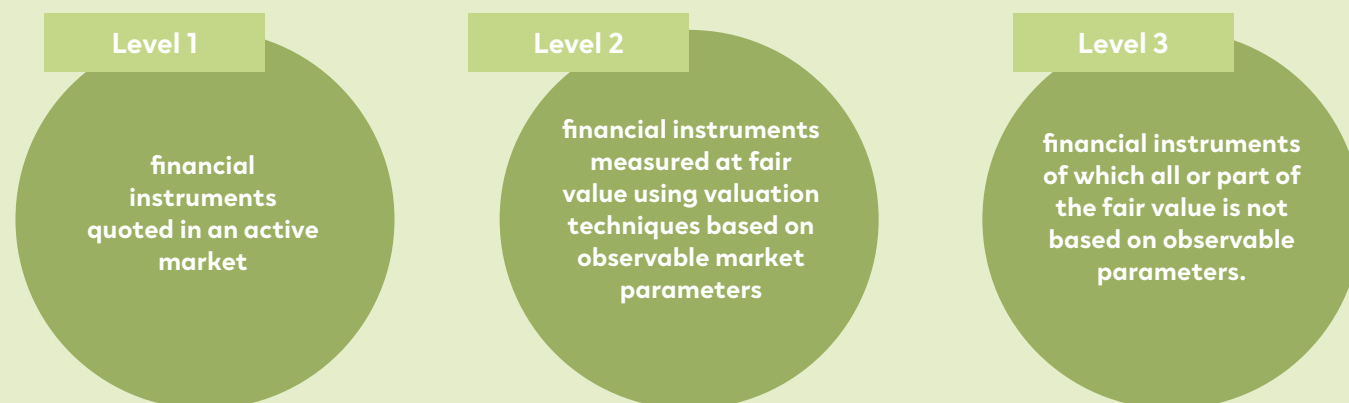
In addition, given the organisation of the Group, the subsidiaries are instructed to pay the expenses incurred using revenues generated in the corresponding currency to limit volatility effects and exposure to the currency concerned.

6.5 FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES

Hierarchy of fair values

Financial assets and liabilities are treated and presented in the financial statements in accordance with IAS 39, IAS 32, IFRS 7, IFRS 13 and IFRS 9.

IFRS 13 defines fair value levels and distinguishes 3 categories based on valuation methods.



The carrying amount of trade receivables, trade payables and other current assets and liabilities is considered a reasonable approximation of their fair value given their short-term nature.

The following tables present the financial assets and liabilities booked at fair value by fair value levels as defined by the standard.

| IFRS 9 category | | Carrying amount/ Fair Value 12/31/2018 | Level 1 | Level 2 | Level 3 |
|--|-------------------------------|--|---------|---------|---------|
| <i>in millions of euros</i> | | | | | |
| CURRENT AND NON-CURRENT ASSETS | | | | | |
| Receivables | Amortized cost | 138.6 | | 138.6 | |
| Derivatives | Fair value through P&L or OCI | 14.0 | | 14.0 | |
| Other financial assets | Fair value through OCI | 132.5 | | 132.5 | |
| Other financial assets | Amortized cost | 148.9 | | 148.9 | |
| Cash equivalents | Fair value through P&L | 159.2 | | 159.2 | |
| CURRENT AND NON-CURRENT LIABILITIES | | | | | |
| Bonds and private placements | Amortized cost | 60.1 | | 60.1 | |
| Loans and debts with credit institutions | Amortized cost | 965.1 | | 965.1 | |
| Loans, debts and current accounts with related parties | Amortized cost | 1,823.0 | | 1,823.0 | |
| Finance lease debts | Amortized cost | 2.2 | | 2.2 | |
| Derivatives | Fair value through P&L or OCI | 13.0 | | 13.0 | |
| Trade payables | Amortized cost | 153.1 | | 153.1 | |
| Other financial debts | Amortized cost | 0.9 | | 0.9 | |
| Bank overdrafts | Amortized cost | 3.5 | | 3.5 | |

| IFRS 9 category | | Carrying amount/ Fair Value 12/31/2017 | Level 1 | Level 2 | Level 3 |
|--|-------------------------------|--|---------|---------|---------|
| <i>in millions of euros</i> | | | | | |
| CURRENT AND NON-CURRENT ASSETS | | | | | |
| Receivables | Amortized cost | 56.0 | | 56.0 | |
| Derivative financial instruments | Fair value through P&L or OCI | 0.8 | | 0.8 | |
| Other financial assets | Fair value through OCI | 0.4 | | 91.5 | |
| Other financial assets | Amortized cost | 91.9 | | 69.5 | |
| Cash equivalents | Fair value through P&L | 103.8 | | 103.8 | |
| CURRENT AND NON-CURRENT LIABILITIES | | | | | |
| Bonds and private placements | Amortized cost | 0.0 | | 0.0 | |
| Loans and debts with credit institutions | Amortized cost | 46.1 | | 46.1 | |
| Loans, debts and current accounts with related parties | Amortized cost | 1,078.7 | | 1,078.7 | |
| Finance lease debts | Amortized cost | 2.3 | | 2.3 | |
| Derivatives | Fair value through P&L or OCI | 0.5 | | 0.5 | |
| Trade payables | Amortized cost | 92.2 | | 92.2 | |
| Other financial debts | Amortized cost | 0.3 | | 0.3 | |
| Bank overdrafts | Amortized cost | 0.6 | | 0.6 | |

with
citizens
for
citizens

NOTE 7: OTHER BALANCE SHEET ITEMS



ACCOUNTING PRINCIPLES

Client receivables and other receivables are valued at their nominal value (considered to be a reasonable approximation of their fair value and amortized cost) less any impairment calculated in accordance with the terms of IFRS 9, in accordance with a model of expected losses.

In the context of accounting property development contracts using the percentage-of-completion method, contract assets are booked when the revenues booked on a percentage-of-completion basis exceed the amount invoiced or which the Group is entitled to invoice. Contract liabilities are booked when the invoiced amount or that which the Group has the right to invoice is higher than the revenue booked on a percentage-of-completion basis.

Receivables

| <i>in millions of euros</i> | 01/01/2018 | Changes during the year | Changes in scope | Other changes | 12/31/2018 |
|-----------------------------|-------------|-------------------------|------------------|---------------|--------------|
| Gross value | 75.8 | 22.3 | 78.5 | -1.0 | 175.6 |
| Impairment | 19.8 | 5.8 | 11.5 | -0.2 | 37.0 |
| NET VALUE | 56.0 | 16.4 | 67.0 | -0.8 | 138.6 |

| <i>in millions of euros</i> | 01/01/2017 | Changes during the year | Changes in scope | Other changes | 12/31/2017 |
|-----------------------------|-------------|-------------------------|------------------|---------------|-------------|
| Gross value | 72.3 | -5.4 | 8.2 | 0.7 | 75.8 |
| Impairment | 17.0 | 0.0 | 2.8 | 0.0 | 19.8 |
| NET VALUE | 55.4 | -5.5 | 5.4 | 0.7 | 56.0 |

7.2 OTHER FINANCIAL ASSETS

in millions of euros

| Asset balance sheet item | IFRS 9 category | 01/01/2018 | Changes during the year | Changes in scope | Other changes | 12/31/2018 |
|--|---|-------------|-------------------------|------------------|---------------|--------------|
| Equity and other securities | Non-consolidated securities at fair value | 3.9 | -0.3 | 132.2 | 0.4 | 136.3 |
| Loans and receivables with related parties | Amortized cost | 16.8 | -0.3 | 21.6 | 0.0 | 38.1 |
| NON-CURRENT FINANCIAL ASSETS | | 20.7 | -0.5 | 153.8 | 0.4 | 174.4 |
| Current financial receivables | Amortized cost | 48.7 | 14.0 | -29.3 | 0.0 | 33.5 |
| Group cash advances | Amortized cost | 22.5 | 5.2 | 46.9 | -1.1 | 73.5 |
| CURRENT FINANCIAL ASSETS | | 71.2 | 19.2 | 17.6 | -1.1 | 107.0 |

in millions of euros

| Asset balance sheet item | IFRS 9 category | 01/01/2017 | Changes during the year | Changes in scope | Other changes | 12/31/2017 |
|--|---|--------------|-------------------------|------------------|---------------|-------------|
| Equity and other securities | Non-consolidated securities at fair value | 3.9 | 0.5 | 0.0 | -0.4 | 3.9 |
| Loans and receivables with related parties | Amortized cost | 19.6 | -0.7 | 0.0 | -2.1 | 16.8 |
| NON-CURRENT FINANCIAL ASSETS | | 23.5 | -0.2 | 0.0 | -2.6 | 20.7 |
| Current financial receivables | Amortized cost | 66.2 | 42.7 | -61.8 | 1.6 | 48.7 |
| Group cash advances | Amortized cost | 337.2 | -316.4 | 2.6 | -1.0 | 22.5 |
| ACTIFS FINANCIERS COURANTS | | 403.3 | -273.7 | -59.1 | 0.7 | 71.2 |

7.3 TAX LIABILITIES

| in millions of euros | 01/01/2018 | Changes during the year | Changes in scope | Other changes | 12/31/2018 |
|-------------------------|------------|-------------------------|------------------|---------------|-------------|
| Current tax liabilities | 5.1 | -1.6 | 7.1 | 0.0 | 10.6 |
| NET VALUE | 5.1 | -1.6 | 7.1 | 0.0 | 10.6 |

| in millions of euros | 01/01/2017 | Changes during the year | Changes in scope | Other changes | 12/31/2017 |
|-------------------------|------------|-------------------------|------------------|---------------|------------|
| Current tax liabilities | 1.6 | 3.4 | 0.2 | 0.0 | 5.1 |
| NET VALUE | 1.6 | 3.4 | 0.2 | 0.0 | 5.1 |

7.4 TRADE PAYABLES

| in millions of euros | 01/01/2018 | Changes during the year | Changes in scope | Other changes | 12/31/2018 |
|----------------------|-------------|-------------------------|------------------|---------------|--------------|
| Trade payables | 92.2 | 47.9 | 14.7 | -1.8 | 153.1 |
| NET VALUE | 92.2 | 47.9 | 14.7 | -1.8 | 153.1 |

| in millions of euros | 01/01/2017 | Changes during the year | Changes in scope | Other changes | 12/31/2017 |
|----------------------|-------------|-------------------------|------------------|---------------|-------------|
| Trade payables | 59.9 | 27.9 | 5.5 | -1.0 | 92.2 |
| NET VALUE | 59.9 | 27.9 | 5.5 | -1.0 | 92.2 |

NOTE 8 : GROSS OPERATING INCOME

8.1 RENTAL INCOME

ACCOUNTING PRINCIPLES

Leases in which the Group is a lessor correspond to operating leases in accordance with IAS 17. The leasing of investment properties held by the Group generates leasing revenues; the invoiced amounts are booked on a straight-line basis over the lease term.

Net rental income

Net rental income corresponds to the difference between gross rental income and related expenses. These expenses directly attributable to the assets include property taxes and leasing expenses not re-invoiced to lessees, as well as expenses on buildings that are not recoverable by nature. These expenses do exclude expenses booked by the Group as «Other expenses» and «Payroll expenses». On the other hand, they include rent expenses or fees for investment properties for which the group does not own the land or the shell.

Treatment of rent-free periods, step rents and other rent incentives

In application of IAS 17, rent-free periods, step rents and other rent incentives granted to lessees are spread in a linear basis. The reference period used for the spreading is the first firm period of the lease plus reasonably certain renewal periods.



Key money

In accordance with IAS 17, the financial consequences of all the provisions defined in a lease contract are spread, from the availability of the premises, over the fixed term of the lease taking into account reasonably certain renewals. This is the case with any key money payments collected.

Minimum guaranteed rent and variable rent

In some leases, the rent corresponds to a percentage of the turnover realized by the lessee. The rate applied differs according to the activity and results from negotiations between the lessee and the lessor. This rent cannot generally be less than a minimum guaranteed rent. The accounting rules do not differ from those of fixed rents.

Assets received as collateral

Entities within the scope of consolidation receive security deposits for real estate properties that they lease. The historical value of these deposits is a good estimate of the fair value and subsequent amortized cost of the security deposits. It is kept by the lessor until the departure of the lessee.

The minimum future lease payments to be received under non-cancellable operating leases on December 31, 2018 are presented in note 13.2

8.2 REVENUES FROM ADMINISTRATIVE MANAGEMENT AND OTHER ACTIVITIES

These revenues essentially include the fees related to the services provided under leasing management. They can also, at the margin, represent turnover on ancillary activities, drawn, for example, from the developing digital activities or catering at some shopping centres. Revenue from services is booked in the period during which the service is provided.

8.3 OTHER GENERAL EXPENSES

Other general expenses consist mainly of head office costs, operating expenses of the company, maintenance expenses and costs related to non-capitalized projects.


NOTE 9: INCOME TAXES

9.1 CURRENT TAX EXPENSE

The current tax expense is determined on the basis of the applicable provisions (and in particular the approved or quasi-approved tax rates) in each country where Group companies are established for the period to which the results relate to.

9.2 TAX ASSETS AND LIABILITIES

ACCOUNTING PRINCIPLES

Deferred taxes are booked in order to record the tax on all temporary differences between the tax base of assets and liabilities and their carrying amount, with the exception of temporary differences related to the initial recognition of non-tax-deductible goodwill  the initial recognition of an asset or liability outside business combinations that does not affect either accounting profit or taxable profit, and stakes in subsidiaries, joint ventures or associates insofar as the group is able to control the reversal date of the temporary differences and it is likely that they will not be reversed in the foreseeable future.


Current and deferred taxes are calculated at the tax rates adopted or virtually adopted at the closing date of the consolidated accounts. They are booked in the income statement unless they relate to business combinations, elements booked directly in shareholders' equity or in other comprehensive income.


Deferred tax assets and liabilities are offset when an enforceable legal right of compensation exists and when these fall under the same tax authority. They are not discounted and are classified in the balance sheet as non-current assets and liabilities. Tax losses and other temporary differences give rise to the recognition of a deferred tax asset only when their allocation to future tax benefits is likely within a reasonable period taking into account the reversal of taxable temporary differences.

Deferred tax assets and liabilities are measured at the tax rate expected to apply in the period in which the asset is realized and the liability settled. The valuation of the

deferred tax must reflect the tax consequences that would result from the way the Group expects, on the closing date, to collect or settle the carrying amount of its assets and liabilities. For these purposes, the assumption that the carrying amount of investment properties measured at fair value will be settled through a sale has not been refuted.

CVAE [Contribution on the Added Value of Companies] and CFE [Companies' Real Estate Tax]

Examination of the accounting treatment of this tax in France under IFRS leads to separate recognition of these two contribution 





- the CFE, the amount of which depends on property rental values, is booked in operating expense 
- in accordance with IAS 12, the CVAE has been classified as an income tax and is booked as such. This also leads to deferred taxes being booked in relation to temporary differences. The deferred tax expense is presented on the line «Tax expense». In addition, the total amount of the current and deferred expense related to the CVAE is presented on this same line.

A deferred tax liability is recorded on the basis of the net value of the depreciable assets of the entities subject to CVAE, the impairment allowances not being allowed as a deduction from the added value on which the CVAE is based.

Acquisitions of fixed assets made outside of business combinations benefit, as of 2010, from the exemption provided for by IAS 12 for the initial recognition of a deferred tax asset or liability. In addition, a deferred tax asset is booked on impairment of current assets.



Non recognised deferred taxes

On December 31  2018, €58.8 million of deferred tax assets relating to tax losses carries forwards, tax credits and other temporary differences are not recognised as their recovery is not deemed probable under the terms of IAS 37  (compared to €28 million on December 31  2017 and €27.5 million euros on January 1  2017).

Changes in deferred tax items

| | 01/01/2017 | 12/31/2017 | Recorded through P&L | Recorded through OCI | Reclassifications and others (1) | Changes in scope | 12/31/2018 |
|---|--------------|--------------|----------------------|----------------------|----------------------------------|------------------|----------------|
| <i>in millions of euros</i> | | | | | | | |
| Fixed assets | 821.9 | 961.6 | -11.2 | -1.3 | -2.4 | 138.9 | 1,085.7 |
| Tax losses carried forward | -2.8 | -2.6 | -2.9 | 0.0 | 0.2 | 0.0 | -5.4 |
| Other | -0.8 | 10.0 | -8.6 | -3.4 | 0.7 | -0.9 | -2.2 |
| DEFERRED TAX ASSETS/ LIABILITIES | 818.3 | 969.0 | -22.7 | -4.7 | -1.5 | 138.0 | 1,078.1 |

The deferred tax expense of €8.6 million in «Others» mainly consists of a deferred tax expense of €5.4 million relating to changes in temporary differences on non-deductible impairments.

The «Changes in scope» can be explained by the integration of Italy in the scope of consolidation (€92.1 million) and the acquisition of 5 companies in Portugal (€45.8 million).

9.3 INCOME TAX EXPENSES

| | 2018 | 2017 |
|--|--------------|---------------|
| <i>in millions of euros</i> | | |
| Expenses/Income | | |
| Current tax | -63.5 | -51.6 |
| Adjustments to current taxes and taxes adjustments related to previous years | -0.1 | 0.0 |
| Current tax on other operating income and expenses | 0.8 | 1.9 |
| Current tax | -62.9 | -49.7 |
| Variation of temporary differences | 7.2 | -87.8 |
| Impact of rate changes | -2.1 | 2.4 |
| Deferred tax on losses carried forwards | 5.0 | 0.0 |
| Deferred tax on other operating income and expenses | 12.6 | 3.2 |
| Deferred tax | 22.7 | -82.1 |
| TAX EXPENSES | -40.2 | -131.8 |

Effective tax rate (TEI)

The difference between the level of tax resulting from the application of the theoretical tax rate in France and the amount of tax actually recorded in the year is broken down as follows:

| | 2018 | TEI 2018 | 2017 | TEI 2017 |
|---|--------------|---------------|---------------|---------------|
| <i>in millions of euros</i> | | | | |
| Net result of companies before tax | 205.0 | | 458.3 | |
| <i>Theoretical rate (current French rate)</i> | 34.43% | | 34.43% | |
| Theoretical tax expenses | 70.57 | 34.43% | 157.81 | 34.43% |
| Difference of rates between parent companies and subsidiaries | -29.6 | -14.45% | -23.2 | -5.06% |
| Difference of deferred tax rate at opening | 2.3 | 1.12% | -2.4 | -0.52% |
| Tax reduction, tax credits and taxes at reduced rates | 0.0 | 0.02% | -0.2 | -0.04% |
| Non-recognised tax losses in the financial year | 28.9 | 14.09% | 4.9 | 1.07% |
| Use of non-recognised losses carries-forward | -2.2 | -1.09% | -0.3 | -0.08% |
| Activation of previous losses | 0.0 | 0.00% | 0.0 | 0.00% |
| Tax adjustments and adjustments of previous years | 2.2 | 1.06% | -0.1 | -0.03% |
| Contribution on the added value of companies (CVAE) | 2.2 | 1.07% | 1.9 | 0.42% |
| Permanent differences/Non-booked deferred taxes | -34.2 | -16.67% | -6.6 | -1.43% |
| Actual tax expense | 40.2 | 19.60% | 131.8 | 28.76% |
| TAX EXPENSES | 40.2 | 19.60% | 131.8 | 28.76% |

The permanent differences are mainly due to the impact of the sale of Auchan Spa to Auchan Retail (-€53 million) and to the difference between the impact of changes in fair value in the result and unrealized gains on investment properties (+€15.3 million).

NOTE 10: PROVISIONS AND CONTINGENT LIABILITIES

10.1 PROVISIONS

ACCOUNTING PRINCIPLES

In accordance with IAS 37, provisions are booked when, at the end of the financial year, Ceetrus SA or one of its subsidiaries has an obligation with respect to a third party that results from a past event and for which it is probable or certain that it will cause an outflow of resources for the benefit of this third party, representative of economic benefits and the

amount of which can be reliably estimated. This obligation may be legal, regulatory or contractual. These provisions are estimated according to their type taking into account the most probable assumptions.

Provisions in the normal business cycle and the share of other provisions at less than one year are classified as current liabilities. Provisions that do not meet these criteria are classified as non-current liabilities.

10.1.1 Non-current provisions

| <i>in millions of euros</i> | Provisions for litigation | Provisions for employee benefits | Other provisions | TOTAL |
|---|---------------------------|----------------------------------|------------------|------------|
| JANUARY 1, 2017 | 0.0 | 2.0 | 1.1 | 3.1 |
| Provisions | 0.9 | 1.2 | 0.0 | 2.1 |
| Reversals of used provisions | 0.0 | 0.0 | -0.3 | -0.3 |
| Reversals of non-used provisions | 0.0 | 0.0 | 0.0 | 0.0 |
| Reclassifications and other changes (1) | 0.0 | -0.7 | 0.0 | -0.7 |
| DECEMBER 31, 2017 | 0.9 | 2.5 | 0.8 | 4.2 |
| Provisions | 0.0 | 0.7 | 0.0 | 0.7 |
| Reversals of used provisions | 0.0 | -0.1 | -0.2 | -0.3 |
| Reversals of non-used provisions | 0.0 | 0.0 | 0.0 | 0.0 |
| Reclassifications and other changes (1) | 0.2 | -0.3 | 0.0 | -0.2 |
| DECEMBER 31, 2018 | 1.1 | 2.7 | 0.6 | 4.4 |

(1) includes the effects of changes in scope

10.1.2 Current provisions

| <i>in millions of euros</i> | Provisions pour litiges | Avantages au personnel | Autres provisions | TOTAL |
|---|-------------------------|------------------------|-------------------|-------------|
| JANUARY 1, 2017 | 4.6 | 0.0 | 6.5 | 11.1 |
| Provisions | 1.9 | 0.0 | 3.2 | 5.2 |
| Reversals of used provisions | -0.9 | 0.0 | 0.1 | -0.7 |
| Reversals of non-used provisions | 0.0 | 0.0 | 0.0 | 0.0 |
| Reclassifications and other changes (3) | 0.1 | 0.0 | 0.6 | 0.7 |
| DECEMBER 31, 2017 | 5.7 | 0.0 | 10.2 | 15.9 |
| Provisions (1) | 0.8 | 0.0 | 7.2 | 8.0 |
| Reversals of used provisions (2) | -1.0 | 0.0 | -3.2 | -4.1 |
| Reversals of non-used provisions | -0.4 | 0.0 | -0.3 | -0.6 |
| Reclassifications and other changes (3) | 0.0 | 0.0 | 6.3 | 6.3 |
| DECEMBER 31, 2018 | 5.2 | 0.0 | 20.2 | 25.4 |

(1) Corresponds mainly to a provision for risk relating to projects in France (€4.9 million)

(2) Mainly concerns the reversal of the provision for risks on projects in France (€3 million)

(3) Including the effects of changes in scope, including the entry of Ceetrus Italy for €5.4 million

10.2 CONTINGENT LIABILITIES

The companies in the scope of consolidation are involved in a number of lawsuits or litigation in the normal course of operations, including litigation with the tax authorities. The resulting expenses, deemed as probable by Ceetrus and/or its subsidiaries and their experts, have been the subject of provisions. Contingent liabilities are not booked and information in the appendix is given unless the amounts

at stake can reasonably be estimated to be low. To the best of the knowledge of Ceetrus and its subsidiaries, no other exceptional event or litigation exists that is likely to significantly affect the activity, results, assets or financial position of Ceetrus and/or its subsidiaries that has not been the subject of provisions deemed necessary at the end of the financial year.



NOTE 11: PAYROLL EXPENSES AND EMPLOYEE BENEFITS

11.1 PAYROLL EXPENSES

in millions of euros

| | 2018 | 2017 |
|--|--------------|--------------|
| Wages and salaries including social security contributions | -51.2 | -42.9 |
| Employee profit-sharing and incentives | -3.5 | -4.4 |
| CICE [Tax credit for competitiveness and employment] | 0.3 | 0.3 |
| Employee benefits and share-based payments ⁽¹⁾ | -0.6 | -1.1 |
| NET AMOUNT IN THE INCOME STATEMENT | -55.0 | -48.0 |

⁽¹⁾ of which: net reversal of provisions related to defined benefit plans for €0.6 million compared to €1.1 million in 2017.

in millions of euros

| | 2018 Employees | 2017 Employees |
|-------------------------------|-------------------|-------------------|
| France | 309 | 294 |
| Western Europe | 215 | 83 |
| Eastern Europe | 282 | 265 |
| Holdings and other activities | 85 | 76 |
| TOTAL | 891 | 718 |

The average number of employees on a «full time equivalent» basis in the Group was 891 in 2018, compared with 718 in 2017. The variation is mainly due to Italy's entry in the scope of consolidation (+ 108).

11.2 EMPLOYEE BENEFITS

ACCOUNTING PRINCIPLES

In accordance with IAS19 - Employee benefits, all entities within the scope of consolidation identify and record all the benefits granted to employees. Thus, Ceetrus and its subsidiaries, according to the laws and practices of each country, are involved in constituting the pensions of its employees.

Depending on country-specific rules and practices, company employees benefit from long-term or post-employment benefits.

These additional benefits take the form of either defined contribution plans or defined benefit plans.

Defined contribution plans

Defined contribution plans are characterised by periodic contributions to external bodies that provide them with administrative and financial management. These contributions are recorded as expenses when they are incurred.

Defined contributions amount to €2.9 million in 2018 (€2.8 million in 2017).

Defined benefit plans

Commitments arising from defined benefit plans are determined using the projected credit unit method. Valuations, carried out by external actuaries, take place each year for the largest plans and at regular intervals for other plans. The actuarial assumptions used to determine the commitments vary according to the specific characteristics of each company (turnover rate, salary increase) and according to the conditions prevailing in the country in which the plan is based (discount rate, inflation).

Plans can be either financed, with their assets then managed separately and independently from those of the group, or non-financed.

For non-financed defined benefit plans, the liability booked in the balance sheet corresponds to the present value of the obligations. The cost of past services, which is the change in an obligation as a result of a plan amendment or curtailment, is booked immediately as an expense on the date of the change.

For financed defined benefit plans, the shortfall or excess of the fair value of the assets over the present value of the obligations is booked as a liability or as an asset in the balance sheet. However, a surplus of assets can only be booked in the balance sheet to the extent that it represents future economic advantages that are actually available to

Ceetrus and/or one of its subsidiaries. If such a surplus of assets is not available or does not represent future economic advantages, the amount of assets booked in the balance sheet is capped.

Revaluations of the net liability with regard to the benefits defined include actuarial gains and losses, the return from the plan assets (excluding the amounts included in the calculation of net interest on the net liability) and the change in the effect of the cap on assets (excluding amounts included in the calculation of net interest on net liabilities, where appropriate). In the consolidated accounts, Ceetrus books these immediately in "Other comprehensive income" and all other expenses for defined benefit plans are recorded in the income statement as payroll expenses.

The expense booked in the income statement for the defined benefit plans includes the cost of services provided during the year (booked as employee expenses), net finance cost (booked in other financial income and expenses) and the cost of past services from the year. In the consolidated accounts, Ceetrus and its subsidiaries determine the net interest expense on the net defined benefit liability for the period, applying the discount rate used at the beginning of the year to measure the net liability obligation.

Defined benefit plans mainly concern retirement benefits in France (IFC) and severance benefits in Italy (TFR).

In France, the plans are financed; the assets are managed by the AG2R La Mondiale Group, a French insurance mutual, rated A-. AG2R La Mondiale has set up a dual system to protect its customers from counterparty risk. Firstly, by isolating the retirement part in Arial Assurance, a dedicated insurance subsidiary, and, secondly, by granting Arial Assurance the collateral of the securities held within the general assets of La Mondiale to the level of the commitments.

The commitments of companies included in the scope of consolidation in Italy mainly concern legal end-of-career indemnities, known as «TFR» (Trattamento di Fine Rapporto). This plan was the subject of a major reform in 2007: since that date, the employer has been obliged to pay a releasing contribution to an independent pension fund; the commitment that remains for Ceetrus' subsidiaries in Italy therefore only concerns rights acquired before that date.

Provisions (non-current and current) for employee benefits amount to €2.7 million on December 31st, 2018 (compared with €2.4 million on December 31st, 2017), for post-employment benefits.

The main actuarial assumptions used to estimate the obligations are as follows:

| Actuarial assumptions | 12/31/2018 | | 12/31/2017 | | 01/01/2017 | |
|--------------------------------|------------|-------|------------|-------|------------|-------|
| | France | Italy | France | Italy | France | Italy |
| Discount rate on January 1st | 1.80% | 1.80% | 2.00% | 1.50% | 2.50% | 2.50% |
| Discount rate on December 31st | 1.80% | 1.80% | 1.80% | 1.80% | 1.80% | 1.30% |
| Expected salary increase rate | 2.00% | 3.00% | 2.00% | 2.00% | 2.00% | 1.50% |

In France and Italy, the discount rate was defined on the basis of the main AA-rated bond benchmarks with a duration equivalent to that of existing commitments.

The salary rate increase assumptions correspond, for each country, to the sum of inflation assumptions and forecasts of individual increases. The assumption adopted at the end of 2018 is an increase in inflation of 2% in France and 3% in Italy (on December 31st, 2017, 2% for France and Italy, on January 1st, 2017 2% for France and 1.50% in Italy).

The assumptions about mortality and employee turnover take into account the economic conditions specific to each country or company within the scope of consolidation.

Sensitivity to hypotheses

Lowering the discount rate by 50 base points would increase the value of the obligation by 5% in France and by 4% in Italy (impact in other comprehensive income).

The change in the present value of the defined benefit obligation is as follows:

| Variation (in millions of euros) | 12/31/2018 | 12/31/2017 | 01/01/2017 |
|---|------------|------------|------------|
| Updated value of the obligation on January 1st | 5.0 | 4.6 | 3.9 |
| Financial cost | 0.1 | 0.1 | 0.1 |
| Cost of services provided | 0.5 | 0.3 | 0.2 |
| Cost of past services | 2.1 | 0.8 | 0.0 |
| Reductions liquidations | -2.1 | 0.0 | 0.0 |
| Services paid | -0.0 | 0.0 | -0.0 |
| Actuarial gains and losses | -0.4 | -1.1 | -0.2 |
| Exchange rate differences | -0.0 | 0.0 | 0.0 |
| Other | 0.1 | 0.3 | 0.5 |
| Changes in scope | 0.0 | 0.0 | 0.0 |
| UPDATED VALUE OF THE OBLIGATION ON DECEMBER 31 | 5.2 | 5.0 | 4.6 |
| <i>of which financed commitments</i> | 4.7 | 4.9 | 4.6 |

The estimate of the contributions to be paid in respect of 2018 amounts to €0.134 million euros.

The change in the fair value of defined benefit plan assets is as follows:

| in millions of euros | 12/31/2018 | 12/31/2017 | 01/01/2017 |
|--|------------|------------|------------|
| Fair value of assets on January 1st | 2.5 | 2.6 | 2.6 |
| Expected returns on assets | 0.0 | 0.0 | 0.0 |
| Contributions paid | 0.0 | 0.0 | 0.0 |
| Services paid | 0.0 | 0.0 | -0.0 |
| Actuarial gains and losses | -0.0 | -0.1 | -0.0 |
| FAIR VALUE OF ASSETS ON JANUARY 1 | 2.5 | 2.5 | 2.6 |

The breakdown of the assets of defined benefit plans in France by broad categories is as follows:

| <i>in millions of euros</i> | 2018 | 2017 |
|-----------------------------|------|------|
| Assets in euros | 60% | 61% |
| Fonds Club 3 | 39% | 38% |
| Actions | 1% | 1% |

Assets in euros are invested mainly in government bonds or quality issuers (81.50 %), in international shares (10.50 %) as well as office real estate (8 %).

Fonds Club 3 is invested for a minimum of 70 % in assets in euros and for a maximum of 30 % in a diversified grouping providing greater exposure to growth assets.

The share portfolio is completely invested in multi-strategy UCITS. The strategic allocation in shares is 68.64% Europe and 31.36% rest of the world.

In the context of the financial management of its end-of-career indemnity contract, the Group has used asset-backed management in euros (general assets and Fonds Club 3 consisting of shares and bonds) with a floor rate guarantee for general and capital assets for the Fonds Club 3, and units of share accounts valued at fair value. Gross returns attributed for 2018 have been fixed at 2.87% for euro assets and 1.20% for Fonds Club 3, respectively. The expected gross floor rate for the year 2019 is 0.50% for assets in euros and 0% for the Fonds Club 3.

The reconciliation of balance sheet data with the actuarial obligation of defined benefit plans is broken down as follows:

| Hypothèses actuarielles | 2018 | | | 2017 | | |
|--|------------|-----------------|----------------|------------|-----------------|----------------|
| | TOTAL | of which France | Of which Italy | TOTAL | Of which France | Of which Italy |
| Updated value of obligations | 5.2 | 4.7 | 0.5 | 5.0 | 5.0 | 0.0 |
| Fair value of assets | -2.5 | -2.5 | 0.0 | -2.5 | -2.5 | 0.0 |
| Deficit / (Excess) | 2.7 | 2.2 | 0.5 | 2.4 | 2.4 | 0.0 |
| NET LIABILITIES RECOGNISED IN THE BALANCE SHEET | 2.7 | 2.2 | 0.5 | 2.4 | 2.4 | 0.0 |

The net provision booked in the balance sheet has changed as follows:

| <i>in millions of euros</i> | 2018 | 2017 |
|--|------------|------------|
| Provision on balance sheet on January 1st | 2.4 | 2.0 |
| Actuarial differences booked in other comprehensive income | -0.4 | -0.9 |
| <i>of which actuarial differences on plan liabilities</i> | -0.4 | -1.1 |
| <i>of which actuarial differences on plan assets</i> | -0.0 | -0.1 |
| Net expenses | 0.5 | 1.1 |
| Contributions paid | 0.0 | 0.0 |
| Services paid | -0.0 | 0.0 |
| Other | 0.1 | 0.3 |
| Changes in the scope of consolidation | 0.0 | 0.0 |
| BALANCE SHEET PROVISION ON DECEMBER 31 2018 | 2.7 | 2.4 |

Expenses booked as defined benefit plans are broken down as follows:

| <i>in millions of euros</i> | 2018 | 2017 |
|---|------------|------------|
| Cost of services provided | 0.5 | 0.3 |
| Net financial cost | 0.0 | 0.0 |
| Cost of past services | 2.1 | 0.8 |
| Reductions, liquidations | -2.1 | 0.0 |
| TOTAL EXPENSES BOOKED | 0.5 | 1.1 |
| <i>of which employee expenses</i> | 0.5 | 1.1 |
| <i>of which other financial income and expenses</i> | 0.0 | 0.0 |

11.3 SHARE-BASED PAYMENTS

ACCOUNTING PRINCIPLES

In return for the services provided, the Group has granted certain employees share purchase option plans, free share plans or long-term profit-sharing plans settled in cash.

Share purchase option plans and free share plans

In accordance with IFRS 2 - Share-based payments, an employee expense is booked in respect of these benefits. This expense is spread over the period during which the beneficiaries acquire the rights. The counterpart of the employee expense is recognised in shareholders' equity.

The amount of this expense is determined as follows:

- determination of the fair value of the options at the closing date through the application of a valuation model;
- application of a probability coefficient according to the specific conditions of presence.

The fair value of the options corresponds to the fair value of the services provided by the beneficiaries. It is equivalent to the value of a call determined by the application of the binomial model on the basis of the following elements:

- remaining term of the option;
- strike price of the option;
- interest rate (risk-free interest rate);
- annual valuation of the security by a panel of independent experts;
- historical volatility observed.

The value of the underlying asset has been used by including the impact of the dividends paid.

Free share plans are subject to a presence condition and sometimes to a performance condition. This performance condition is based on the annualized average change in Auchan Holding's equity, Ceetrus' parent company. The valuation of Auchan Holding's equity is carried out each year by a panel of independent experts.

In order to be a definitive beneficiary of all or part of the free shares granted, the performance condition must first reach a minimum threshold. When the minimum threshold is reached, the step change, established in percentages of the average annualized change over the period of acquisition of the rights, determines the number of shares definitely awarded.

The valuation of the services provided by the beneficiaries of free share plans is carried out using an extension of the Black and Scholes model (Merton formula).

Plans d'attribution d'intéressement long terme

Auchan Holding has set up two types of long-term profit-sharing plans for some employees, including those of Ceetrus:

- long-term profit-sharing on a condition of presence;
- long-term profit-sharing on a condition of presence and performance.

Long-term profit-sharing, settled in cash, gives rise to the recognition of an employee expense spread over the period of acquisition of the rights in return for a debt.

The fair value of the plans, with a duration of 4 years, corresponds to the fair value of the services provided by the beneficiaries. It is valued on the assignment date by an independent actuary and reviewed annually, using separate mathematical models:

long-term profit-sharing on a condition of presence: application of the binomial model integrating a probability coefficient according to the specific conditions of presence;

long-term profit-sharing on a condition of presence and performance: application of a Black & Scholes model (Merton formula). The performance condition is a function of the annual change in the value of a scope whose profit each beneficiary is sharing, taking into account a profit-sharing «floor» and «ceiling». The valuation of the reference scope is carried out each year by a panel of independent experts.

11.3.1 Share option purchase plans granted by Auchan Holding

Change in the number of options and the weighted average strike price over the 2018 and 2017 periods

| <i>in millions of euros</i> | 2018 | | 2017 | |
|--|--------------------------------------|-------------------|--------------------------------------|-------------------|
| | Weighted average strike price (in €) | Number of options | Weighted average strike price (in €) | Number of options |
| Options at the beginning of the financial year | 413.59 | 3,095 | 407.41 | 10,577 |
| Correction of the number of options (1) | - | - | - | 124 |
| Options granted during the financial year | - | - | - | - |
| Options exercised during the financial year | - | - | 394.48 | 7,606 |
| Options cancelled or lost | - | - | - | - |
| Options expired | - | 938 | - | - |
| Options at the end of the financial year | 408.04 | 2,157 | 413.59 | 3,095 |
| Price range | 408.04 | | 408.04 / 426.34 | |
| Weighted average contractual life | 8 months | | 16 months | |
| Options that can be exercised at the end of the financial year | - | - | - | - |

(1) Adjustment of the number of options following the completion of Shareholders' equity transactions

| <i>in millions of euros</i> | 2018 | 2017 | 2016 | 2015 |
|-----------------------------|------|------|------|----------|
| Fair value of options | N/A | N/A | N/A | 5.25 |
| Share price (value 2018) | N/A | N/A | N/A | 400.24 |
| Strike price | N/A | N/A | N/A | 408.04 |
| Expected volatility | N/A | N/A | N/A | 5.06% |
| Residual life of the option | N/A | N/A | N/A | 8 months |
| Expected dividends | N/A | N/A | N/A | 0.0% |
| Risk free interest rate | N/A | N/A | N/A | 0.0% |
| Type of model | N/A | N/A | N/A | binomial |

Volatility was determined with an analysis of historical volatility based on 8-year equity performance.

11.3.2 Free allocation plans by Auchan Holding

Change in the number of free shares

| <i>in millions of euros</i> | 2018 |
|--|------------------|
| | Number of shares |
| Free shares at the beginning of the financial year | 3,167 |
| Correction of the number of free shares (1) | - |
| Free shares granted during the financial year | 7,927 |
| Free shares discounted during the financial year | 975 |
| Free shares cancelled or lost | - |
| Free shares at the end of the financial year | 10,119 |

(1) Adjustment of the number of options following the completion of Shareholders' equity transactions

Characteristics of free share plans

Date of implementation of the 2016/2018 plan: August 31st, 2016

- Value of the underlying stock: €400.24
- Final assignment date: September 1st, 2018
- End of the retention period: September 1st, 2020

Date of implementation of the 2016/2018 plan on condition of performance: August 31st, 2016

- Value of the underlying stock: €400.24
- Final assignment date: September 1st, 2019
- End of the retention period: September 1st, 2021

Date of implementation of the 2018/2019 plan on condition of performance: January 16th, 2018

- Value of the underlying stock: €400.24
- Final assignment date: July 1st, 2019
- End of the retention period: July 1st, 2022

Date of implementation of the 2018/2019 plan: January 16th, 2018

- Value of the underlying stock: €400.24
- Final assignment date: July 1st, 2019
- End of the retention period: July 1st, 2022

Date of implementation of the 2018/2021 plan on condition of performance: January 16th, 2018

- Value of the underlying stock: €400.24
- Final assignment date: July 1st, 2021
- End of the retention period: July 1st, 2023

Date of implementation of the 2018/2021 plan: January 16th, 2018

- Value of the underlying stock: €400.24
- Final assignment date: July 1st, 2021
- End of the retention period: July 1st, 2023

The free share plans established are plans with a condition of presence. Three of the five plans also have a performance condition.

This performance condition is based on the annualized average change in the value of Auchan Holding's equity. As such, a minimum threshold must first be reached. Then levels established as percentages must be attained to be awarded all or part of the free shares.

11.3.3 Long-term profit-sharing plans

Since 2012, most share-based payment plans take place through long-term profit-sharing plans, which have been settled in cash and no longer in the form of shares.

From 2015 onwards, profit-sharing plans with a condition of presence were replaced by «value-creation remuneration» whose characteristics are defined below.

Profit-sharing plans

| Plan name | Condition | Plan | Date set up | Underlying asset | Date of assignment | Duration |
|-----------|--------------------------|-----------|-------------|---|--------------------|-----------|
| RCV* | Presence | 2015/2019 | 01/10/2015 | Value of each reference scope by a panel of independent experts | 30/04/2019 | 43 months |
| RCV* | Presence | 2016/2020 | 01/10/2016 | Value of each reference scope by a panel of independent experts | 30/04/2020 | 43 months |
| RCV* | Presence | 2017/2021 | 01/10/2017 | Value of each reference scope by a panel of independent experts | 30/04/2021 | 43 months |
| RCV* | Presence | 2018/2022 | 01/10/2022 | Value of each reference scope by a panel of independent experts | 30/04/2021 | 43 months |
| ILT** | Presence and performance | 2015/2019 | 01/10/2015 | Value of each reference scope by a panel of independent experts | 30/04/2019 | 43 months |

* RCV : Rémunération création de valeur [value-creation remuneration]

** ILT : Intéressement Long Terme [Long-term profit-sharing]

The performance conditions are a function of the annual change in the value of a scope whose profit each beneficiary is sharing. A profit-sharing «floor» and «ceiling» has been defined.

Impact on shareholders' equity and the income statement of share-based payments (employee expenses)

For share option plans granted by Auchan Holding:

- the amount booked in shareholders' equity equalled €0.3 million on December 31st, 2018 compared to €0.3 million on December 31st, 2017;
- the total impact of the plans booked in the income statement amounts to €0.3 million in 2018 (compared to €0.3 million in 2017).

For ILT (long-term profit-sharing) and RCV (Value Creation Remuneration) plans:

- the amount in shareholders' equity on December 31st, 2018 totalled €0.6 million (excluding social security contributions);
- the expenses relating to the plans set out above amount to €0.5 million in 2018 (excluding social security contributions).

NOTE 12: RELATED PARTIES

12.1 MAIN TRANSACTIONS

The main transactions carried out with related parties are those carried out:

- with the member companies of Auchan Holding. They relate in particular to financing transactions (presented on Ceetrus' level as external financing), any leases granted to Auchan Holding's brands, service provider agreements and a set of contractual relations with the same counterparties. Property development transactions may also be concluded with these counterparties (generally in the form of CPIs or VEFA contracts), and in this context the Group generally undertakes to deliver buildings or sales areas within shopping centres or business parks. Finally, acquisitions or transfers of assets or portfolios of investment properties may be concluded between Ceetrus and Auchan Holding, particularly with a view to streamlining Auchan Holding's property management, with Ceetrus being responsible for properties not directly operated by Auchan Holding.
- with companies accounted for under the equity method. These are mainly loans and current account advances and interest paid or received in this context, as well as the fees received by Ceetrus in the framework of the assignments entrusted to it, mainly for the leasing and technical management of shopping centres held by these companies accounted for under the equity method.

Service agreement with Auchan Holding

The Company has entered into a service agreement with Auchan Holding, the purpose of which is to organise, particularly in certain countries, the supply to Ceetrus SA or its subsidiaries of services representative of the support functions necessary for its operation, in particular in administrative, accounting and IT domains. In this context, Ceetrus or its subsidiaries paid an amount of €9 million in 2018 (compared to €6 million in 2017).

Property management agreement with Auchan Holding

Ceetrus is currently responsible for, on behalf of Auchan Holding and mainly on the sites jointly operated by Auchan Holding and Ceetrus, the lease management and technical management of the surfaces held by Auchan Holding. Ceetrus received a fee of €1 million for this mission on December 31st, 2018 (same as December 31st, 2017).

Loans and current account advances with Auchan Holding

Ceetrus has entered into various loan agreements and current account advances with Auchan Holding. These agreements are concluded under normal market conditions. The main amounts of these loans and current account advances are presented in note 6.2.

Acquisition and sale of assets or portfolios of investment properties. Property development operations.

Various acquisition transactions have been concluded with Auchan Holding companies. These transactions may concern either acquisitions of assets or direct sales, or acquisition or disposals via share deals. These transactions may be paid in cash or through capital transactions.

Positions and exchanges with related parties

| <i>in millions of euros</i> | 2018 | 2017 |
|--|---------|---------|
| Income and expenses | | |
| With Auchan Holding | | |
| Rents paid to Auchan Holding | 26.2 | 18.3 |
| Property management fees received by Ceetrus | 0.8 | 0.8 |
| Service fees paid to Auchan Holding | 8.6 | 6.4 |
| Income from disposal to Auchan Holding | -82.8 | -4.0 |
| Net financial expense of loans, current account and advances | 11.5 | 19.0 |
| Personnel costs | 1.9 | 1.1 |
| Miscellaneous costs | 7.7 | 7.3 |
| With Equity Method Companies | | |
| Financial income from loans and current accounts | 0.7 | 1.5 |
| Property management fees received by Ceetrus | 2.0 | 3.2 |
| Rents paid by Ceetrus | 0.0 | 7.1 |
| Assets and Liabilities | | |
| With Auchan Holding | | |
| Assets | | |
| Trade receivables | 11.3 | 5.7 |
| Other receivables | 19.1 | 36.8 |
| Loans and current account granted | 42.0 | 16.3 |
| Liabilities | | |
| Loans and current account received | 1,810.8 | 1,063.9 |
| Trade payables | 25.2 | 17.4 |
| Other debts | 10.1 | 31.5 |
| With Equity Method Companies | | |
| Assets | | |
| Loans and current accounts granted to EM companies | 27.4 | 45.3 |
| Receivables | 5.8 | 4.0 |
| Liabilities | | |
| Other debts | | 0.5 |

12.2 REMUNERATION OF CORPORATE OFFICERS

A limited company under French law, Ceetrus SA opted for the structure with a Board of Directors. On December 31st, 2018, its board comprised six members including the chairman and two independents administrators.

The remuneration shown below is that of the corporate officers as defined by IAS 24, which for the Group correspond to the board of directors and the members of the management committee.

| <i>in millions of euros</i> | 2018 |
|---|------------|
| Short-term benefits (Salaries, bonuses, etc.) | 3.9 |
| Share-based payments | 0.2 |
| Attendance fees | 0.1 |
| TOTAL | 4.2 |

NOTE 13: OFF BALANCE SHEET COMMITMENTS

13.1 OFF-BALANCE SHEET COMMITMENTS GIVEN AND RECEIVED

in millions of euros

| | 12/31/2018 | 12/31/2017 |
|--|--------------|--------------|
| Off-balance sheet commitments related to operating activities | 142.8 | 108.3 |
| Ground and building options | 141.9 | 108.3 |
| Purchases conditional on future fixed assets | 0.9 | 0.0 |
| Off balance sheet commitments related to financing | 520.9 | 108.3 |
| Off balance sheet commitments received related to financing | 0.0 | 0.0 |
| Off balance sheet commitments given related to financing | 4.4 | 4.9 |
| Debts with guarantees | 516.4 | 103.5 |
| Off balance sheet commitments related to scope | 14.7 | 15.7 |
| Firm commitments to purchase securities | 0.0 | 0.0 |
| Share purchase options | 14.7 | 15.7 |

Commitments related to the scope of consolidation

Ceetrus Luxembourg has share purchase option commitments with respect to the minority interests of certain of its subsidiaries.

Commitments related to financing

These commitments, for the off-balance sheet portion, are most often made up of the undrawn proportion of credit lines.

Commitments related to operational activities

The Group may, as part of its real estate activity (especially housing), have to sign contracts of reservations (or promises of sale) with its clients, whose regularization is subject to the lifting or otherwise of conditions precedent. In addition, the constitution of the land portfolio in this same activity can give rise to the signing of promises on the targeted land, promises which can themselves be subject to the fulfilment of conditions precedent.

13.2 MINIMUM RENT TO BE PAID AND RECEIVED

in millions of euros

| | 2018 | 2017 |
|---------------------------------|----------------|----------------|
| Minimum rents to pay | | |
| Less than one year | 18.9 | 5.1 |
| Between 1 and 5 years | 71.9 | 19.4 |
| More than 5 years | 79.9 | 33.9 |
| TOTAL | 170.8 | 58.4 |
| Minimum rents to receive | | |
| Less than one year | 344.8 | 289.3 |
| Between 1 and 5 years | 1,073.6 | 899.4 |
| More than 5 years | 642.1 | 568.3 |
| TOTAL | 2,060.5 | 1,757.0 |

The rents presented above correspond to the minimum rents to be received over the firm term of the leases, or to be paid under simple leasing contracts. For variable rents, the minimum guaranteed rent is used.

NOTE 14: OTHER INFORMATION

14.1 CAPITAL

| | Number of ordinary shares | SHARE CAPITAL <i>in millions of euros</i> |
|------------------------------------|------------------------------|--|
| Share capital at 01/01/2017 | 28,426,702 | 568.5 |
| Capital increases | 3,363,378 | 67.3 |
| SHARE CAPITAL 12/31/2017 | 31,790,080 | 635.8 |
| Capital increases | - | - |
| SHARE CAPITAL 12/31/2018 | 31,790,080 | 635.8 |

The capital of Ceetrus SA is 99.99% owned by Auchan Holding.

14.2 DIVIDEND DISTRIBUTIONS

The General Meeting of May 17th, 2018 decided to distribute, in cash, a dividend of €117.9 million (€3.71 per share).
The General Meeting of May 16th, 2017 decided to distribute, in cash, a dividend of €21.4 million (€0.66 per share).

14.3 NET RESULT PER SHARE

Net result per share is determined by dividing the net result of the period attributable to common shareholders by the weighted average number of outstanding ordinary shares excluding treasury shares during the period.

Diluted net result per share is calculated by dividing the net result of the period attributable to ordinary shareholders by the weighted average number of outstanding ordinary shares excluding treasury shares during the period adjusted for the effects of dilutive options.

Calculation of the weighted average number of shares

| | 2018 | 2017 |
|--|-------------------|-------------------|
| Number of shares in circulation on January 1st | 31,790,080 | 28,426,702 |
| Weighted average of capital increases | | 393,693 |
| Weighted average of capital reductions | | |
| Weighted average number of shares in circulation (excluding treasury shares) used to calculate basic earnings per share | 31,790,080 | 28,820,395 |
| Weighted average number of shares in circulation (excluding treasury shares) used to calculate diluted earnings per share | 31,790,080 | 28,820,395 |

Calculation of earnings per share

| Net earnings per share of the consolidated entity | 2018 | 2017 |
|--|------------|------------|
| Weighted average number of shares in circulation: | 31,790,080 | 28,820,395 |
| Net result of the consolidated entity – attributable to equity shareholders (in € million) | 119 | 274 |
| <i>Per share (in €)</i> | 3.75 | 9.52 |

| Diluted earnings per share | 2018 | 2017 |
|--|------------|------------|
| Weighted average number of shares in circulation: | 31,790,080 | 28,820,395 |
| Net result of the consolidated entity – attributable to equity shareholders (in € million) | 119 | 274 |
| <i>Per share (in €)</i> | 3.75 | 9.52 |

14.4 AUDIT FEES

The following table shows the amount, excluding taxes, of the fees (excluding disbursements) paid by Ceetrus SA and its fully consolidated subsidiaries to statutory auditors:

| <i>in millions of euros</i> | KPMG 2018 | PWC 2018 | TOTAL 2018 |
|---|--------------|-------------|---------------|
| Certification, examination of individual and consolidated accounts | | | |
| Issuer | 0.2 | 0.2 | 0.3 |
| Fully consolidated subsidiaries | 0.3 | 0.5 | 0.9 |
| Services other than certification of accounts | | | |
| Issuer | 0.0 | 0.0 | 0.0 |
| Fully consolidated subsidiaries | 0.0 | 0.3 | 0.4 |
| TOTAL | 0.5 | 1.0 | 1.6 |

Services other than the certification of accounts include fees for work required by law, including authorisation to grant free shares, capital reductions, as well as certificates and procedures agreed.

NOTE 15: CONSOLIDATION SCOPE

| COUNTRIES | COMPANIES | % interest | | | % control | | | Consolidation method* | | |
|-------------------|---|------------|--------|--------|-----------|--------|--------|-----------------------|------|------|
| | | 2018 | 2017 | 2016 | 2018 | 2017 | 2016 | 2018 | 2017 | 2016 |
| France | | | | | | | | | | |
| | Ceetrus - SA | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | FC | FC | FC |
| | Ceetrus France - SA | 97.72 | 97.73 | 98.50 | 97.72 | 97.73 | 98.50 | FC | FC | FC |
| | Petit Menin - SCI | 97.72 | 97.73 | 48.87 | 100.00 | 100.00 | 50.00 | FC | FC | EM |
| | Grand Fontenay - SCI | 60.70 | 60.71 | 61.19 | 62.12 | 62.12 | 62.12 | FC | FC | FC |
| | Les Saisons de Meaux - SASU | 97.72 | 97.73 | 98.50 | 100.00 | 100.00 | 100.00 | FC | FC | FC |
| Belgium | | | | | | | | | | |
| | Ceetrus Finance - SA | 100.00 | 100.00 | - | 100.00 | 100.00 | - | FC | FC | - |
| Spain | | | | | | | | | | |
| | Ceetrus Urban Player Spain - S.A.U. | 98.41 | 99.16 | 99.16 | 100.00 | 100.00 | 100.00 | FC | FC | FC |
| Hungary | | | | | | | | | | |
| | Ceetrus Hungary - KFT | 98.72 | 98.72 | 100.00 | 98.72 | 98.72 | 100.00 | FC | FC | FC |
| Italy | | | | | | | | | | |
| | Ceetrus Italy - Spa | 100.00 | 42.06 | 42.06 | 100.00 | 42.06 | 42.06 | FC | EM | EM |
| | Gallerie Commerciali Sardegna - SRL | 50.23 | 42.06 | 42.06 | 50.23 | 42.06 | 42.06 | FC | EM | EM |
| Luxembourg | | | | | | | | | | |
| | Joseph Bech Building Kirchberg S.N.C - SARL | 100.00 | - | - | 100.00 | - | - | FC | - | - |
| | Kubik Kirchberg - SA | 100.00 | - | - | 100.00 | - | - | FC | - | - |
| | LCO1 - SA | 85.00 | 85.00 | 85.00 | 85.00 | 85.00 | 85.00 | FC | FC | FC |
| Poland | | | | | | | | | | |
| | Ceetrus Polska - sp z.o.o. | 99.49 | 99.56 | - | 99.49 | 99.56 | - | FC | FC | - |
| Romania | | | | | | | | | | |
| | Ceetrus Romania - SARL | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | FC | FC | FC |
| | Coresi Business Park - SA | 100.00 | 100.00 | - | 100.00 | 100.00 | - | FC | FC | - |
| Portugal | | | | | | | | | | |
| | Brafero - SA | 98.24 | - | - | 100.00 | - | - | FC | - | - |
| | Ceetrus Portugal - SA | 98.24 | 98.23 | 98.51 | 100.00 | 100.00 | 100.00 | FC | FC | FC |
| | Forum Montijo - SA | 98.24 | - | - | 100.00 | - | - | FC | - | - |
| | Multi 25 - SA | 98.24 | - | - | 100.00 | - | - | FC | - | - |
| | Sintra Retail Park - SA | 98.24 | - | - | 100.00 | - | - | FC | - | - |
| Russia | | | | | | | | | | |
| | Ceetrus LLC | 98.77 | 98.77 | 98.43 | 100.00 | 100.00 | 100.00 | FC | FC | FC |
| Ukraine | | | | | | | | | | |
| | Ceetrus Ukraine - LLC | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | FC | FC | FC |

* FC: Full consolidation ; EM: Equity method

statutory auditors' report

03

on the consolidated
financial statements



05

STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

((FOR THE YEAR ENDED DECEMBER 31, 2018))

to the General Meeting of Shareholders

CEETRUS S.A.

Rue du Maréchal de Lattre de Tassigny
59170 Croix

Opinion

In execution of the mission entrusted to us by your general meeting, we have audited the accompanying consolidated financial statements of CEETRUS S.A. for the financial year ended December 31, 2018.

We certify that, in accordance with IFRS as adopted in the European Union, the consolidated financial statements are regular and fair and give a true and fair view of the profit/loss of the operations of the past financial year as well as of the financial position and assets, at the end of the financial year, of the group consisting of the persons and entities included in the consolidation.

Basis of opinion

Audit framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

Independence

We conducted our audit engagement in compliance with independence rules applicable to us, for the period from January 1, 2018 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in the French Code of ethics for statutory auditors.

Justification of assessments

In accordance with the requirements of Articles L.823-9 and R.823-7 of the French Commercial Code relating to the justification of our assessments, we inform you that the most important assessments that we have made, in our professional judgement, have related to:

- the fair value of investment properties, including the valuation methods on December 31, 2018, and December 31, 2017 for the comparative year and on January 1, 2017 in respect of the opening balance sheet, are specified in note 4.4 of the appendix to the consolidated financial statements;
- and the appropriateness of the accounting principles applied, in particular those relating to the first IFRS financial statements.

These assessments were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the consolidated financial statements.

consolidés pris isolément.

Specific verifications

We have also performed, in accordance with professional standards applicable in France, the specific verification required by laws and regulations of the Group's information given in the management report of the Board of Directors.

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

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The consolidated financial statements were approved by the Board of Directors.

Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As specified in Article L.823-10-1 of the French Commercial Code (code de commerce), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the consolidated financial statements
- Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.
- Evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtains sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The statutory auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements

- Evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtains sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The statutory auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements.

Signed in Neuilly-sur-Seine and Paris La Défense, 18 April 2019

The auditors

PricewaterhouseCoopers Audit



Jean-Baptiste Deschryver

KPMG Audit
Département de KPMG S.A.



Stella Vitchevian





