

7.11 Persons responsible for auditing the financial statements

7.11.1 Statutory Auditors of BPCE

The Statutory Auditors are responsible for auditing BPCE's individual financial statements and Groupe BPCE and BPCE SA group's consolidated financial statements. At December 31, 2010, the Statutory Auditors are:

PricewaterhouseCoopers Audit

63, rue de Villiers
92208 Neuilly-sur-Seine Cedex

KPMG Audit

Department of KPMG S.A.
1, cours Valmy
92923 Paris-La Défense Cedex

Mazars

61, rue Henri-Regnault
92075 Paris La Défense Cedex

PricewaterhouseCoopers Audit (642010045 RCS Nanterre), KPMG Audit (775726417 RCS Nanterre) and Mazars (784824153 RCS Nanterre) are registered as Statutory Auditors, members of the Compagnie Régionale des Commissaires aux Comptes de Versailles and under the authority of the Haut Conseil du Commissariat aux Comptes.

PRICEWATERHOUSECOOPERS AUDIT

The General Meeting of CEBP (whose name was changed to BPCE following its Combined Ordinary and Extraordinary General Meeting of July 9, 2009) of July 2, 2009, voting under the conditions of quorum and majority applicable to an Ordinary General Meeting, decided to appoint PricewaterhouseCoopers Audit for a period of six fiscal years, *i.e.* until the Ordinary General Shareholders' Meeting to be held in 2015, convened to approve the financial statements for the year ended December 31, 2014.

PricewaterhouseCoopers Audit is represented by Ms Anik Chaumartin.

Alternate Statutory Auditor: Étienne Boris, residing at 63, rue de Villiers, 92208 Neuilly-sur-Seine Cedex, for a period of six fiscal years, *i.e.* until the Ordinary General Shareholders' Meeting to be held in 2015, convened to approve the financial statements for the year ended December 31, 2014.

KPMG AUDIT

The General Meeting of CEBP (whose name was changed to BPCE following its Combined Ordinary and Extraordinary General Meeting of July 9, 2009) of July 2, 2009, voting under the conditions of quorum and majority applicable to an Ordinary General Meeting, decided to appoint KPMG Audit for a period of six fiscal years, *i.e.* until the Ordinary General Shareholders' Meeting to be held in 2015, convened to approve the financial statements for the year ended December 31, 2014.

KPMG Audit is represented by Ms Marie-Christine Jolys and Mr Fabrice Odent.

Alternate Statutory Auditor: Isabelle Goalec, residing at 1, cours Valmy, 92923 Paris La Défense Cedex, for a period of six fiscal years, *i.e.* until the Ordinary General Shareholders' Meeting to be held in 2015, convened to approve the financial statements for the year ended December 31, 2014.

MAZARS

Mazars was appointed directly in the initial bylaws of GCE Nao, at the time of its incorporation, (whose name was changed to CEBP by decision of the sole shareholder on April 6, 2009 and then BPCE following the Combined Ordinary and Extraordinary General Meeting of CEBP on July 9, 2009) following the authorization given by the Management Board of Caisse Nationale des Caisses d'Épargne to its Chairman to sign the bylaws of GCE Nao and all instruments necessary for its incorporation. The term of this appointment is six years, *i.e.* until the Ordinary General Shareholders' Meeting to be held in 2013, convened to approve the financial statements for the year ended December 31, 2012.

Mazars is represented by Mr Charles De Boisriou and Mr Jean Latorzeff.

Alternate Statutory Auditor: Anne Veaute, residing at 61, rue Henri Regnault, 92075 Paris La Défense Cedex, for a period of six fiscal years, *i.e.* until the Ordinary General Shareholders' Meeting to be held in 2013, convened to approve the financial statements for the year ended December 31, 2012.

7.11.2 Statutory Auditors' fees

As part of the duties defined in Article 3.3 of BPCE's Supervisory Board regulations, the Audit and Risk Management Committee verifies the independence of the Statutory Auditors, particularly through a detailed examination of the fees paid to them by the group and to the network to which they belong.

In addition, the Statutory Auditors' fees, in accordance with Autorité des Marché Financiers instruction No. 2006-10, are published in the registration document, with a distinction between:

- the Statutory Auditors' fees of BPCE SA group;
- the Statutory Auditors' fees of Groupe BPCE.

FEES PAID TO GROUP BPCE SA'S STATUTORY AUDITORS

The fees recognized for the services provided by the Statutory Auditors responsible for auditing BPCE's financial statements and provided by their networks are, for 2009 and 2010:

amounts in thousands of euros ⁽¹⁾	Total		PWC				Mazars				KPMG					
	2010		2009		2010		2009		2010		2009		2010		2009	
	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%
Audit																
Statutory audit, examination of individual and consolidated financial statements	19,238	77%	13,626	81%	6,733	67%	3,630	58%	4,548	85%	4,238	93%	7,957	83%	5,758	95%
• Issuer	1,636		695		590		231		531		231		515		233	
• Subsidiaries	17,602		12,931		6,143		3,399		4,017		4,007		7,442		5,525	
Other due diligence and services directly linked to the statutory auditors' duties	3,668	15%	1,816	11%	2,280	23%	1,373	22%	604	11%	226	5%	784	8%	217	4%
• Issuer	2,041		484		1,259		141		410		140		372		203	
• Subsidiaries	1,627		1,332		1,021		1,232		194		86		412		14	
SUB-TOTAL	22,906	92%	15,442	92%	9,013	90%	5,003	80%	5,152	96%	4,464	98%	8,741	92%	5,975	99%
Other services provided⁽²⁾																
Legal, tax, payroll	1,279	5%	478	3%	545	5%	455	7%	2	0%			732	8%	23	0%
Others	748	3%	885	5%	463	5%	764	12%	225	4%	77	2%	60	1%	44	1%
SUB-TOTAL⁽³⁾	2,027	8%	1,363	8%	1,008	10%	1,219	20%	227	4%	77	2%	792	8%	67	1%
TOTAL⁽⁴⁾	24,933	100%	16,805	100%	10,021	100%	6,222	100%	5,379	100%	4,541	100%	9,533	100%	6,042	100%

Comments:

- (1) The amounts relate to the services shown in the profit and loss statement for the fiscal year, notably including non-recoverable VAT and, where applicable, are calculated before allocation to capital (except for 2009, in the amount of €50,000).
- (2) No other services were provided to the issuer (BPCE) in 2010.
- (3) The other services provided by the Statutory Auditors responsible for auditing BPCE's financial statements (and by their networks) are mainly and tax and internal audit services for Natixis SA and its subsidiaries.
- (4) The main increase in fees between 2009 and 2010 is linked to changes in Groupe BPCE's structure following the merger through absorption of the equity interest holding companies "BP Participations" and "CE Participations" with BPCE. The main subsidiaries now consolidated as a result are Foncia, Crédit Foncier de France and Banque Palatine, for which the fees recognized in 2010 totaled €4,894,000.

FEES PAID TO GROUPE BPCE'S STATUTORY AUDITORS IN 2010

The fees recognized for the services provided by the Statutory Auditors for the whole of Groupe BPCE (including Statutory Auditors who do not belong to the same network as those responsible for auditing BPCE's financial statements), are:

	Fiscal year 2010							
	Statutory auditors (and their networks) responsible for auditing BPCE's financial statements ⁽²⁾						Other statutory auditor networks	
	Total		BPCE SA group		Other Groupe BPCE entities		Amount	%
Amount	%	Amount	%	Amount	%			
<i>Amounts in thousands of euros ⁽¹⁾</i>								
Audit								
Statutory audit, examination of individual and consolidated financial statements	44,951	85%	19,238	77%	11,804	96%	13,909	88%
Other due diligence and services directly linked to the statutory auditors' duties	5,560	10%	3,668	15%	411	3%	1,482	9%
SUB-TOTAL	50,511	95%	22,906	92%	12,215	99%	15,391	97%
Other services provided								
Legal, tax, payroll	1,536	3%	1,279	5%	27	0%	230	1%
Others	1,099	2%	748	3%	117	1%	234	1%
SUB-TOTAL	2,635	5%	2,027	8%	144	1%	464	3%
TOTAL	53,146	100%	24,933	100%	12,359	100%	15,855	100%

Comments:

(1) The amounts relate to services shown in the profit and loss statement for the fiscal year and, where appropriate, are calculated before allocation to reserves.

(2) PWC, Mazars and KPMG.