

SAFT GROUPE S.A.

**STATUTORY AUDITORS' SPECIAL REPORT ON REDUCING THE
COMPANY'S CAPITAL BY CANCELING SHARES PURCHASED
UNDER A SHARE BUYBACK PROGRAM**

**(Fourteenth resolution of the Ordinary and Extraordinary Shareholders' Meeting
of June 3, 2009)**

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(Fourteenth resolution of the Ordinary and Extraordinary Shareholders' Meeting of June 3, 2009)

This is a free translation into English of the Statutory Auditors' report issued in the French language and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

SAFT GROUPE S.A.

12, rue Sadi Camot
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France

To the shareholders,

In our capacity as Statutory Auditors of Saft Groupe S.A. and in accordance with paragraph 7 of Article L.225-209 of the French Commercial Code (*Code de commerce*) relating to the canceling of shares bought back by the Company, we present below our report on the reasons and terms of the proposed capital reduction(s).

We performed our procedures in accordance with the professional guidelines applicable in France. Those guidelines require that we examine whether the reasons and terms of the proposed capital reduction(s) are fair.

The proposed capital reduction(s) would take place further to the buyback of shares representing up to 10% of the Company's share capital, in accordance with Article L.225-209 of the French Commercial Code. The Management Board is seeking an eighteen-month authorization for this buyback program in the seventh resolution of the Ordinary Shareholders' Meeting.

Shareholders are asked to grant the Management Board full powers to cancel the shares acquired, provided that the aggregate number of shares cancelled during any given twenty-four month period does not represent over 10% of the Company's issued capital. These powers would be exercisable for a period of eighteen months.

SAFT GROUPE

Statutory Auditors' special report on reducing the Company's capital by canceling shares purchased under a share buyback program (Fourteenth resolution of the Ordinary and Extraordinary Shareholders Meeting of June 3, 2009)

Page 2

We have no observations to make on the reasons or terms of the proposed capital reduction(s), the implementation of which depends on the Ordinary Shareholders' Meeting approving the share buyback program proposed in the seventh resolution.

Neuilly-sur-Seine, May 19, 2009

The Statutory Auditors

PricewaterhouseCoopers Audit

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Bruno Tesnière

Serge Yablonsky