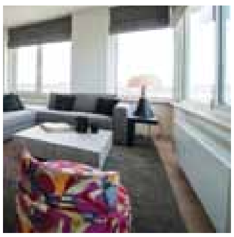
365

DAYS TO GIVE MEANING

TO URBAN LIVING



Financial annual report 2013

ATENOR GROUP

Summary

See additional information
on the website www.atenor.be
by referring to the link provided.

ATENOR GROUP has chosen French as its official language. Consequently, only the French text is authentic.
The versions in Dutch and English are translations of the French version.

Dit jaarverslag is ook verkrijgbaar in het Nederlands.
Ce rapport est également disponible en français

Key consolidated figures

On 31.12.2013

Net results (group share)

12.03 (millions €)

Capital and reserves

104.79 (millions €)

Key figures ATENOR GROUP (in millions of €)

	2009	2010	2011	2012	2013
Net results (group share)	7.32	-1.60	11.32	9.49	**12.03**
Current cash flow [1]	7.32	-0.55	11.80	7.98	**12.26**
Capital and reserves	117.16	100.53	97.52	98.74	**104.79**
Market capitalization	178.36	168.99	121.98	161.48	**179.88**

(1) Net profits + depreciation, provisions and reductions in value.
The 2013 consolidated financial statements were drawn up in accordance with the IFRS standards as adopted in the European Union.

Figures per share (in €)

	2009	2010	2011	2012	2013
Capital and reserves	23.25	19.95	19.35	19.60	**19.95**
Current cash flow	1.45	-0.11	2.34	1.58	**2.33**
Net consolidated results (group share)	1.45	-0.32	2.25	1.88	**2.29**
Dividend					
Gross Dividend	2.60	2.00	2.00	2.00	**2.00**
Net ordinary dividend	1.95	1.50	1.50	1.50	**1.50**
Number of shares	5,038,411	5,038,411	5,038,411	5,038,411	**5,251,918**

Stock market ratios

	2009	2010	2011	2012	2013
List price/book value	1.5	1.7	1.25	1.64	**1.72**
List price on 31 December	35.40	33.54	24.21	32.05	**34.25**
Gross return for 1 year	0%	2.09%	-21.85%	40.64%	**13.10%**
Gross return	7.34%	5.96%	8.26%	6.24%	**5.84%**
Net ordinary dividend/list price	5.51%	4.47%	6.20%	4.68%	**4.38%**

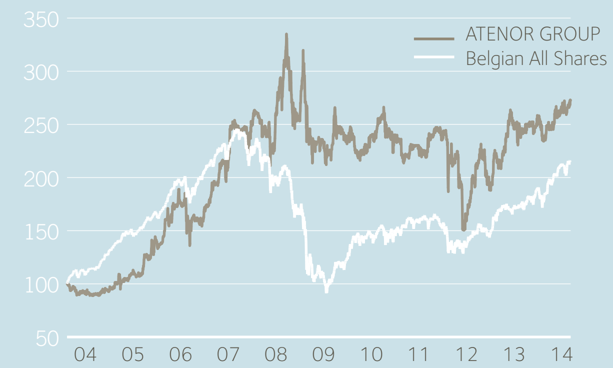
Glossary :

Gross return for 1 year (last closing price + adjusted dividends paid during the last 12 months – last list price of the previous period) / last list price of the previous period

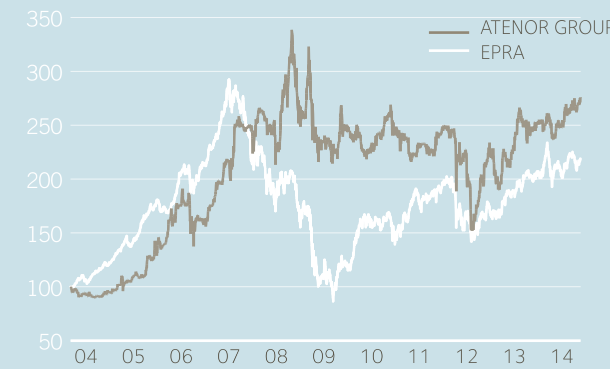
Return dividend for the last full financial year / last list price

Capitalization number of shares x last list price of the financial year concerned.

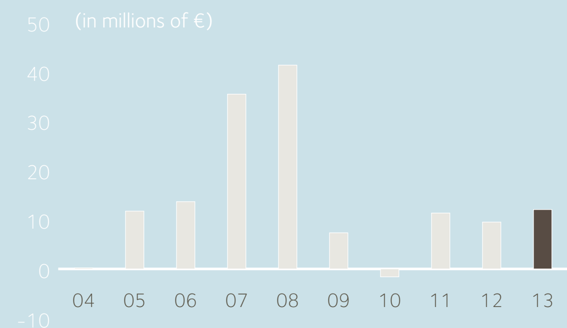
Evolution of ATENOR GROUP share compared with the Belgian All Shares
(taking into account the reinvestment of dividends)



Evolution of ATENOR GROUP share compared with the EPRA Europe
(taking into account the reinvestment of dividends)

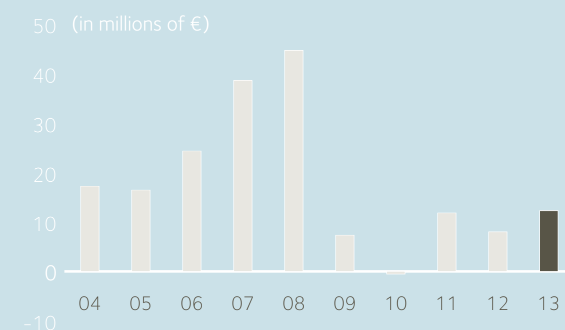


Net consolidated results*

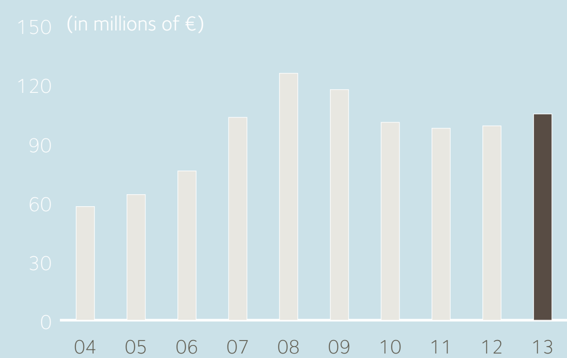


* Belgian Gaap in 2004, IFRS since 2005

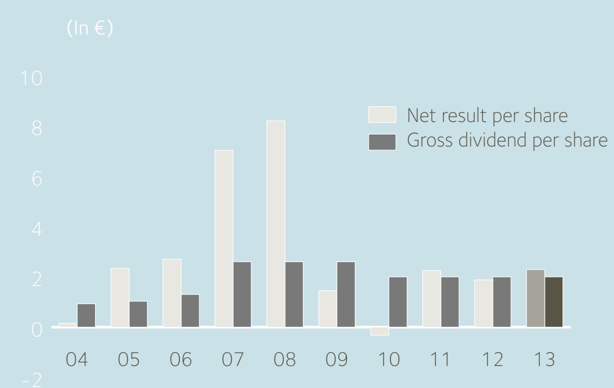
Current cash flow



Consolidated capital and reserves



Net result and gross dividend per share



ATENOR GROUP is a real estate property promotion company quoted on the continuous market of NYSE Euronext Brussels.

Its mission aims at contributing, through its **urban planning and architectural approach** to finding appropriate responses to the new requirements imposed by the evolution of urban and professional life.

Within this framework, ATENOR GROUP invests in **large-scale real estate projects** that meet strict criteria in terms of location, economic effectiveness and respect of the environment.

Mission & Values

By investing in ATENOR GROUP, shareholders expect a return.

Our mission therefore is to create value by using a strategy that is clear and widespread.

In the course of the last few years, we have defined our activity, that of a real estate property developer, and explained the way in which we perform it.

For shareholders who have chosen to invest in the real estate property promotion sector, we offer a diversification of their risk, a specific approach to the activity, and access to large-scale projects to which they could not otherwise have access.

Our mission aims on the one hand to offer the shareholders regular remuneration of the capital supported by recurrent positive results, and on the other hand to ensure the growth of the value of ATENOR GROUP's assets through the consolidation and the expansion of its know-how and the constant renewal of its portfolio with new projects.

Through the communication and the application of the essential principles of Corporate Governance, we give our activities the transparency that is required to an easy reading.

All our employees act with respect for the criteria of integrity and ethics that are essential to the correct operation of a quoted company, active in real estate development.

Since the mission and the values have been clearly defined, the profit generated annually by ATENOR GROUP appears as the result of the action of each employee, motivated to contribute his or her best work every day.

Strategy

The activity of ATENOR GROUP is real estate development.

For more than 20 years, ATENOR GROUP has accumulated results while continuing to create know-how recognised by the market and has since 9 years centered its activities on real estate development only.

RESPONSES TO THE REQUIREMENTS OF URBAN AND PROFESSIONAL LIFE

The strategy of ATENOR GROUP in this activity is quite specific: it aims at contributing appropriate responses to the new requirements imposed by the development of urban and professional life through its urban planning and architectural approach. Today, it is going still further, by proposing mixed projects that provide solutions to the wider problems that concern every city dweller, such as mobility, pollution, lack of safety and respect for the environment. Within this framework, ATENOR GROUP invests in large-scale real estate property projects meeting very strict criteria concerning the choice of the site ("prime location"), the technical quality, the costs of investment and the conditions of rental and sale.

RESPECT FOR THE ENVIRONMENT AND SUSTAINABLE DEVELOPMENT

In response to the growing concern about environmental compatibility and especially sensitive to sustainable development, ATENOR GROUP is naturally in favour of the application of new technologies and the use of specific materials in its new real estate projects. But ATENOR GROUP goes beyond this by offering a comprehensive ecological approach. Its dense and mixed projects in the vicinity of public transport stations present the most favourable possible ecological balance sheets at city level.

AN INTERNATIONAL DIVERSIFICATION

The activity of ATENOR GROUP is currently being exercised in Belgium, in Brussels and beyond, in the Grand Duchy of Luxembourg, but also in the countries of Central Europe, such as Hungary and Romania, with a concern for international diversification. With its varied experience, when analysing real estate projects abroad, ATENOR GROUP takes care nonetheless to take its place only in cycles of development that correspond to its risk and profitability criteria.

LARGE-SCALE PROJECTS WITH MIXED FUNCTIONS

Responding to the numerous changes in the real estate market, ATENOR GROUP involves itself in residential and commercial markets, expanding the field of its skills. The projects currently in its portfolio amount to 12. They represent an approximative area of 600,000 m². In the future ATENOR GROUP intends to maintain this diversification of allocations depending on the fundamental developments of the markets.

ATENOR GROUP is interested in particular in the major projects of urban planning currently being implemented by the Cities and the Regions. To this end, ATENOR GROUP will continue its policy of constructive dialogue with the authorities and local administrations and will analyse any opportunity that conforms to those projects, with a view to investment.

ATENOR GROUP is seen as a reliable economic player in the necessary adaptation of the urban structures in the light of economic, demographic and sociological developments.

Letter to the shareholders

Stéphan Sonneville s.a.
CEO

During the course of 2013, we saw a relative stabilization of the financial situation in Europe, but economic growth has remained too weak and budgetary and monetary policies have been the subject of debate.

As a result, the evolution of the basic parameters of the economy has kept private entities, investors and consumers as well as public authorities in a climate of uncertainty in which the decision-making process has been slow and demanding in terms of multiple analyses.

This is the situation in which ATENOR conducted its activities in 2013, producing a consolidated net result of 12.0 million euro, up 26.75% compared to 2012.

Frank Donck
Chairman of the Board of Directors

The two basic trends underlying the markets in which ATENOR is present, and which we have been telling you about for several years in this letter, were confirmed again this year: on the one hand, demographic growth, specifically in urban centres, is creating an increased need for new housing; on the other, the need to adapt to the requirements and changing constraints of the working world is creating a demand for new, efficient office space.

The real estate market, and in particular the promotion sector, therefore, is based on healthy, growing parameters. Is it still necessary to analyse these trends in greater detail in order to position ourselves in high added value niche markets? It is also necessary to identify factors obstructing the creation of value and manage their adverse effects? It is necessary, finally, to have the human and financial resources as well as the requisite skills and ever greater expertise to generate a positive result?

The two projects that have mainly contributed to the 2013 results are evidence of ATENOR's ability to provide the appropriate response to these questions.

The UP-site project is atypical and emblematic. This year once more, commercial success has been sustained pointing to the existence of a niche market for daring, avant-garde positioning. The rapid commercialization of the Terrace-buildings next to the tower, launched at the start of the year, has brought further confirmation of the renewal of this formerly abandoned district. To date, more than 70% of the 357 apartments are now sold or reserved. The construction of this project, which have made its mark on ATENOR history, will be completed in May 2014. We will have the option during the month of June 2014 to offer a visit to the "toit de Bruxelles" to those of our shareholders who express an interest in this; this special moment will certainly prove an exciting preview experience.

The second contributing factor to the 2013 results is the TREBEL project; construction began in April 2013 following the granting of urban development and environmental permits and is expected to continue until 2016; the result is posted as construction proceeds, account taken of the preliminary sales agreement with the European Parliament. It is a 29,766 m² office building that meets the most stringent environmental efficiency and occupancy requirements. By way of illustration, for this building, ATENOR will use triple glazing and geothermal energy supplied by a series of probes buried 200 meters deep, a record for the application of this technology in Brussels.

A substantial part of the value created by ATENOR lies upstream of the promotion cycle, at the point at which projects are defined and urban development permits obtained. In this regard, most of the projects in the portfolio developed positively during 2013, so much so that it is likely that all of the projects currently in the portfolio will be at the construction and commercialization stage for at least for one phase. This would certainly be a level of activity never before achieved in the past, yet without doubt the visible consequence of daily desk work undertaken throughout 2013 where creativity and perseverance are combined with the competence of our teams.

The Board of Directors and Management agreed to give a higher average rotation to the capital invested. While remaining focused on the major aspects of its strategy and involved through certain projects in the evolution of urban structures via transparent and constructive dialogue with the public authorities, ATENOR also invests in the most timely projects. This was already the case to a certain extent in the case of the TREBEL project, but this will was clearly expressed at the time of the conclusion of the AIR project in Luxembourg. While ATENOR was negotiating the purchase of the ING bank head office in the Cloche d'Or district of Luxembourg, our teams were concluding a contract with financial services company BDO for a 12-year lease of the entire building following its transformation and extension. This transaction was applauded by the entire real estate market, this time highlighting the performance of ATERNOR's approach in a different way.

Conducted in a particularly difficult economic climate since their acquisition in 2008, our activities in Hungary and Romania evolved favourably during 2013. While the construction of the first office building was completed in Romania at the start of 2014, with a satisfactory leasing rate of nearly 35%, we are happy to confirm that the first office building of the Vaci Greens complex in Budapest has been entirely leased since January 2014, and that negotiations are ongoing concerning new leases in a second building that is already under construction. The location of these buildings and the appropriate timing of the start of construction, even at the lowest economic cycle, have been determining factors in the commercialization of these office spaces.

The optional dividend approved by the General Assembly of 26 April 2013 has met with great success among shareholders. This can be seen as an expression of confidence in ATENOR's development and its specific, dynamic yet prudent approach to the real estate promotion market. The conversion of the dividend into capital has also brought about the increase in equity, further enhancing the balance sheet ratios.

In this spirit, the Board of Directors will again propose an unchanged (optional) dividend of 2 euros to the General Assembly of 25 April 2014 for fiscal year 2013.

Finally, we would like to remind you that the results recorded and the value created are the result of the total commitment made daily by all employees who demonstrate their expertise and thoroughness through the development of our projects. In this regard, we would like to express our sincere thanks to them.

Stéphan Sonneville s.a.
CEO

Frank Donck
Chairman of the Board of Directors

Major events 2013

1

UP-site – Brussels

- **March 2013 :** The UP-lounge, the UP-site show apartment opened to the public
- **June 2013 :** Initial provisional acceptance of the "Terrace-buildings" apartments were agreed
- **August 2013 :** Provisional acceptance of the B2 office block (sold to PMV for occupancy by GO)
- **December 2013 :** Provisional acceptance of the B1 office block (the only one still available for leasing and sale)
- **December 2013 :** Results of commercialization
  - Reservation and/or sale of 170 of the 251 apartments of the UP-site Tower and 78 of the 106 apartments in the Terrace-buildings

2

TREBEL - Brussels

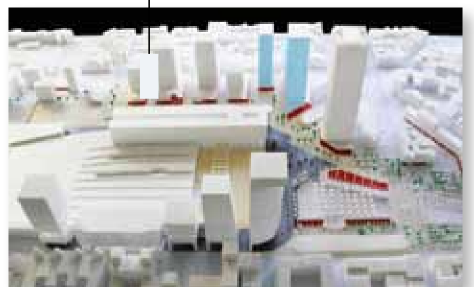
- **February 2013 :** Receipt of environmental permit
- **April 2013 :** Building permit obtained, clearing all suspensive conditions relating to the sale to the European Parliament
- **May 2013 :** Start of demolition work

3

BRUSSELS EUROPA – Brussels

- **March 2013 :** Start of asbestos removal work
- **December 2013 :** Approval of the RRUZ (Regional Zoned Planned Regulation) on the LOI perimeter by the Brussels-Capital Regional Government

4



VICTOR - Brussels

- **October 2013 :** Demolition of existing houses on the site
- **November 2013 :** Elaboration of a Midi master plan comprising the reviewed Victor project

5

CITY DOCKS - Anderlecht

- **January 2013 :** Demolition of the industrial buildings on the site
- Continuance of decontamination work by the former tenant of the industrial site
- Participation in work on the Canal Plan carried out by the Brussels-Capital Region

6

PORT DU BON DIEU – Namur

- **January 2013 :** Launch of the commercialization of the apartments of the first phase of the project (46 apartments)
- **June 2013 :** Start of construction works
- **September 2013 :** Opening of the on-site sales office
- **December 2013 :** Results of commercialization
  - Reservation and/or sale of 19 of 46 apartments (first phase)

7

AU FIL DES GRANDS PRÉS – Mons

- **June 2013 :** Building permit for the first two blocks of housing (Le Préambule and le Prélude) obtained for a total of 78 apartments
- **October 2013 :** Submission of an application for a permit to build 4 blocks of housing (134 residential units) on the plot situated along the Haine (river)

8

LA SUCRERIE – Ath

- **May 2013 :** Building permit for the creation of 16 residential units and a crèche obtained
- **December 2013 :** Agreement for the submission of a building permit request relating to 167 residential units on the site

9

LES BRASSERIES DE NEUDORF – LUXEMBURG

- Submission of the building permit request for the construction of ± 11,000m² of residential units (86 apartments), offices and shops
- **End September :** Launch of the apartment pre-commercialization programme, which met a remarkable success
- **31 December 2013 :** Results of commercialization
  - Reservation and/or sale of 48 of 87 apartments

10

AIR – LUXEMBURG

- **July 2013 :** ATENOR and ING Luxembourg entered into an agreement for the acquisition of the company owning the “Cloche d’Or” building, the head office of ING Luxembourg at the heart of the Cloche d’Or administrative district
- **July 2013 :** ATENOR entered into an agreement with BDO Luxembourg for the lease of the entire building at the start of 2016 following its renovation

11

HERMÈS BUSINESS CAMPUS – Bucharest

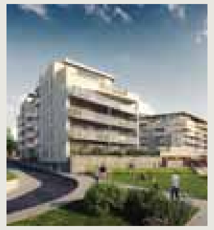
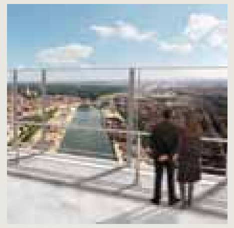
- New General Contractor appointed following the bankruptcy of the initial GC
- First lease agreement signed with the Dutch Embassy

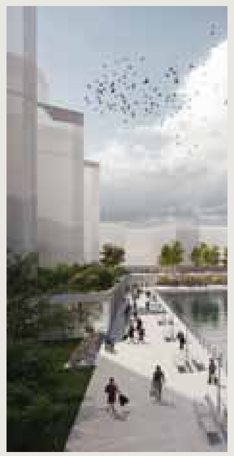
12

VACI GREENS – Budapest

- **May 2013 :** First lease of the Vaci Greens building A (2,125m²). Agreement entered with an American support service provider, Sykes
- **June 2013 :** Vaci Greens signed a second agreement with Enterprise Group for the leasing of 1,400m²
- **December 2013 :** Provisional acceptance of the first block of office space (15,700m²)
- **December 2013 :** GENERAL ELECTRIC and its various divisions committed to leasing the entire office space left available in block A
- **December 2013 :** start of construction work on building C (18,000m² of office space)

Administration




COMPOSITION OF THE BOARD OF DIRECTORS

(at the end of the Ordinary General Assembly of 25 April 2014)

Mr Frank Donck
Chairman [2]
Expiration of term : 2015

Stéphan Sonneville s.a.
Managing Director [1],
represented by Mr Stéphan Sonneville
Expiration of term : 2016

Prince Charles-Louis d'Arenberg
Director [3]
Expiration of term : 2015

Baron Luc Bertrand
Director [2]
Expiration of term : 2015

Mrs Anne-Catherine Chevalier
Director [3]
Expiration of term : 2015

Mr Marc De Pauw
Director [2]
Expiration of term : 2015

Mr Regnier Haegelsteen
Director [2]
Expiration of term : 2015

Luxempart s.a.
Director [2]
represented by Mr François Tesch
Expiration of term : 2016

Sogestra sprl
Director [3]
represented by Mrs Nadine Lemaitre
Expiration of term : 2017

Mr Philippe Vastapane
Director [2]
Expiration of term : 2015

[1] executive / [2] non-executive / [3] independent

MAIN FUNCTIONS EXERCISED BY THE NON-EXECUTIVE DIRECTORS

Prince Charles-Louis d'Arenberg
Chairman of the Board of Directors
of Belgocontrol (until 22.11.2013)

Baron Luc Bertrand
Director, Chairman of the Executive Committee and CEO
of Ackermans & van Haaren

Mrs Anne-Catherine Chevalier
Consultant, Stakeholder Management & Philanthropy

Mr Marc De Pauw
Managing Director of Sofinim n.v.

Mr Frank Donck
Managing Director of 3D s.a.

Mr Regnier Haegelsteen
Chairman of the Executive Committee
of Banque Degroof

Mrs Nadine Lemaitre
Chairman and Head of Department Learning
for Development of GDF SUEZ University,
Professor at Solvay Brussels School
Economics & Management

Mr François Tesch
Managing Director of Luxempart s.a.

Mr Philippe Vastapane
Director of Alva s.a.

AUDIT COMMITTEE COMPOSITION

Mr Marc De Pauw
Chairman

Prince Charles-Louis d'Arenberg
Member

Mr Frank Donck
Member

Mr Philippe Vastapane
Member

Mr André Cornet **for XOBA sprl**
Internal Auditor

APPOINTMENTS AND REMUNERATION COMMITTEE COMPOSITION

Sogestra sprl
represented by Mrs Nadine Lemaitre
Chairman

Prince Charles-Louis d'Arenberg
Member

Mr Regnier Haegelsteen
Member

COMPOSITION OF THE EXECUTIVE COMMITTEE (AS AT 15 MARCH 2014)

Stéphan Sonneville
for Stéphan Sonneville s.a.
Managing Director, C.E.O.
Chairman of the Executive Committee

Olivier Ralet
for Olivier Ralet BDM sprl
Executive Officer

Laurent Collier
for Strat-Up sprl
Executive Officer

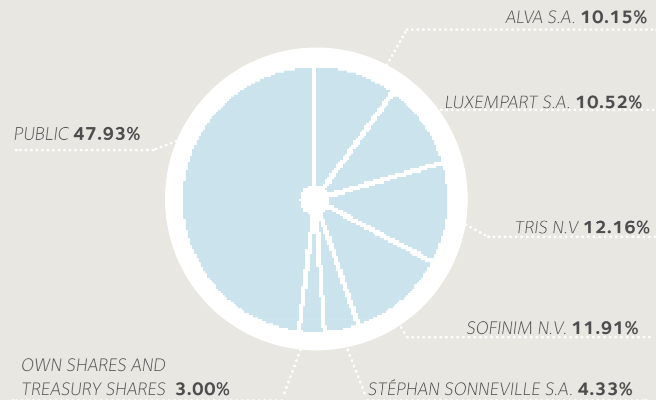
William Lerinckx
for Probatimmo bvba
Executive Officer

Sidney D. Bens
Chief Financial Officer

Information to shareholders & investors




SHAREHOLDING ON 31.12.2013



MAJOR SHAREHOLDERS

The Group's major shareholders have included the following companies:

- Sofinim n.v., a subsidiary of the Ackermans & van Haaren Group
- TRIS n.v.
- Luxempart s.a.
- Alva s.a.
- Stéphan Sonneville s.a.

These shareholders are committed to supporting the Group in its development strategy by cooperating in the implementation of its business plan and by providing their skills to it. Their representation within the Board of Directors of ATENOR GROUP allows them to be actively involved in the general policy and the strategy of the Group. This body of shareholders, which is balanced and made up of stable companies that have proven themselves in their respective activity sectors, have a long term vision of their investment in the Group. The stability of this group of shareholders is expressed concretely by mutual commitments in a shareholders' agreement extended in 2011 for a period of five years, thus guaranteeing favourable conditions for the Group's growth.

TYPE OF SHARES

Further to the decision of the Extraordinary General Meeting of 28 April 2006, the Articles of Association stipulate the automatic conversion of the bearer shares into dematerialised shares as of 1 January 2008.

The ATENOR GROUP shares exist, at the choice of the shareholder, either in the form of a personal registration in the register of shareholders, or in the form of a registration of a securities account with a financial institution.

STRUCTURE OF SHAREHOLDERS

On 31 December 2013, the structure of shareholding is as follows:

	Number of shares	Holdings %	of which shares forming part of the joined shareholding
TRIS n.v.(1)	638,484	12.16	604,880
SOFINIM n.v.(1)	625,817	11.91	592,880
Luxempart s.a.(1)	552,582	10.52	505,000
ALVA s.a.(1)	532,928	10.15	504,880
Stéphan Sonneville s.a.(1)(2)	227,159	4.33	150,500
Sub-total	**2.576.970**	**49.07**	**2,358,140**
Own shares	7,583	0.14	
Treasury shares	150,000	2.86	
Public	2,517,365	47.93	
Total	**5,251,918**	**100.00**	

(1) Signatories of the Shareholders'Agreement

(2) Managing Director, company controlled by Mr Stéphan Sonneville

In compliance with article 74 of the law of 1 April 2007, these shareholders have communicated to the company that they held as a joined holding, at the date of entry into effect of the aforementioned law, more than 30% of the securities with voting rights.

SHARE ON STOCK EXCHANGE

Market	on a continuous basis
Stock Exchange	NYSE Euronext Brussels
ATENOR GROUP share	ISIN BE 0003837540 Compartment B
Total number of shares granting a voting right (suspended right for 7,583 own shares)*	5,244,335
Total number of voting rights (denominator)	5,251,918
List price of the share on 31 December 2013	€ 34.25

* Subject to the approval of the Ordinary General Assembly

STIMULATION CONTRACT AND LIQUIDITY FUND FOR THE ATENOR GROUP SHARE

ATENOR GROUP has continued a market stimulation arrangement or "liquidity provider" function with the Degroof Bank, officially recognised by NYSE Euronext. This tried and tested formula consists of putting liquidity funds back-to-back with a market stimulation contract.

ATENOR GROUP thus places a fund made up of cash and shares at the disposal of the Degroof Bank, which enables it to increase the liquidity of the stock, quite independently of the issuer.

This "liquidity provider" is permanently present in the market's order book and acts for buying and selling alike.

EVOLUTION OF THE PRICE AND LIQUIDITY OF THE SHARE-LIST PRICE FROM 2009 TO 2013

Number of shares on 31 December 2013: 5,251,918

	2009	2010	2011	2012	2013
Maximum price (€)	42.45	40.22	35.65	35.50	**35.00**
Minimum price (€)	33.00	31.55	21.28	24.24	**30.11**
Price on 31 December (€)	35.40	33.54	24.21	32.05	**34.25**
Average daily volume traded	1,860	1,792	1,858	1,856	**1,700**
Market capitalization on 31 December (in millions €)	178.36	168.99	121.98	161.48	**179.88**

DIVIDEND

The gross dividend proposed to the General Assembly of 25 April 2014 will amount to 2.00 euro, representing a net dividend of 1.50 euro per share after withholding tax (25%).

At the same Assembly it will be presented to the shareholders of ATENOR GROUP, by means of an optional dividend, a possibility of contributing their receivable, resulting from the distribution of the dividend, to the capital of ATENOR GROUP.

Within the framework of this optional dividend, the shareholders will have the choice between:

- the contribution of their receivable to a net dividend to the capital of ATENOR GROUP in exchange for new ATENOR GROUP shares;
- the payment of the dividend in cash; or
- a combination of the two options mentioned above.

The conditions and procedures of this operation will be described in the Information Note available on ATENOR GROUP's web site.

The financial service company of ATENOR GROUP responsible for the dividend payment up to and including the coupon nr. 6 (relating to 2011) is provided by Degroof Bank (designated as main paying agent).

- **Degroof Bank (main paying agent)**
  Rue de l'Industrie, 44 in 1040 Brussels

The financial service company charged with the optional dividend (coupons nr. 7 and 8 relating to 2012 and 2013) is provided by Euroclear Belgium.

- **Euroclear Belgium**
  Boulevard du Roi Albert II, 1 in 1210 Brussels

Subject to the approval of the Ordinary General Assembly and the assignment of shares obtained within the framework of the optional dividend exercise, the dividend will be paid out as from 28 May 2014.

The payment to the registered shareholders who elected for the payment of the dividend in cash will be made by bank transfer as from 28 May 2014.

PRACTICAL METHODS CONCERNING THE PAYMENT OF THE DIVIDEND*

Ex date	28 April 2014
Record date	30 April 2014
Period for the shareholders to make their choice	from 5 May to 21 May 2014 inclusive
Publication of the press release concerning the results of the operation	22 May 2014
Date of payment in cash and/or of the issuing of new shares	28 May 2014
Listing of new shares on NYSE Euronext Brussels	28 May 2014

* Subject to the approval of the Ordinary General Assembly

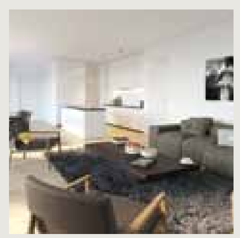
SHAREHOLDERS SCHEDULE

Intermediate declaration for first quarter 2014 Annual General Meeting 2013 and communication relating to the terms and modalities of the optional dividend	25 April 2014
Dividend payment (subject to the approval of the AGM and the assignment of shares obtained within the framework of the optional dividend exercise)	28 May 2014
Half-year results 2014	27 August 2014
Intermediate declaration for third quarter 2014	13 November 2014
Annual results 2014	9 March 2015
Annual General Meeting 2014	24 April 2015

Report of activities & projects





www.up-site.be

UP-site

- Brussels -

Established along the Willebroek Canal in Brussels, UP-site is a mixed urban complex that focuses around three distinct entities: a 140 metre tall residential Tower with an emblematic architectural design (251 apartments), "The Terraces" (four Terrace-buildings totalling 106 apartments) of a more traditional size, and an office complex consisting of four buildings (30,000 m²).

The Tower will house an array of customised services such as a caretaker's office, swimming pool, Spa & Wellness centre, private film screening room, restaurant, play space for the children, skydeck, etc.

A promenade developed along the banks of the canal will accommodate commercial spaces and local facilities designed to contribute to the new dynamism of the district. The keen interest stimulated by the development of the neighbourhood has led to marked enthusiasm for this complex. In 2012, the B4 and B3 buildings were transferred to ETHIAS (insurance and loans) and to UNIZO (Union of independent contractors), respectively. In 2013, provisional acceptance was agreed of the B1 buildings, the only block still for sale and B2 (sold to PMV for occupation by GO).

The commercialisation of the apartments in the Tower, which was launched in February 2012, took place successfully. On 31 December 2013, 170 (of 251) Tower apartments and 78 (of 106) Terrace-building apartments had found a buyer.

Since February 2013, the show apartment has been enabling future buyers to assess the exceptional location, the quality of the building and the excellence of the finishing. A second show apartment on the 27th floor will also soon be available enabling future owners to take in the exceptional and fabulous view of the entire Belgian capital.

BRUSSELS, Belgium	
Location	Between the Quai des Péniches, the Place des Armateurs and the Quai de Willebroek, Brussels, Belgium
Project	Mixed complex of residential, commercial and office spaces
Owners	Atenor Group and its subsidiaries
Contracting authority	BUILD UP
Size	Residential units: Tower: 39,800 m² - The Terraces: 13,275 m² Offices: 29,690 m² - Commercial areas: 1,650 m²
Architects	Ateliers Lion Architectes-Urbanistes (Paris) and A2RC Architects (Brussels)
General contractor	Consortium BPC - Valens
Technical data	Gas heaters / Gas cogeneration / Solar panels / Double flow ventilation / Green roof/ use of canal water in the cold production process
Beginning of works	Asbestos removal and demolition: 2008 / Beginning of infrastructure works: July 2010
End of works	Offices: December 2013 / Residential units: January 2014 (The Terraces) and June 2014 (Tower)

Bus stop: at the foot of the Tower
Metro station 1 km away
Railway station Gare du Nord 1.6 km away
Brussels city centre 2 km away
Parc de Laeken 3 km away
Ring road / E19 Motorway 7 km away

Trebel

- Brussels -

In July 2011, ATENOR GROUP acquired the headquarters of a former bank (20,000 m² of offices on a plot of more than 40 acres) with the will to build a top environmental quality office complex.

The TREBEL building, which is ideally located at the corner of Rue Belliard and Rue de Trèves of the European Area (its name is derived from the abbreviation of the names of the two roads) faces the esplanade of the European Parliament and meets the strategic criteria pursued by ATENOR GROUP: exceptional location, accessibility via public transport (immediate proximity to Schuman and Luxembourg stations), density, friendliness of the public space, architectural and environmental qualities... Endowed with remarkable architectural quality, the building will also be constructed according to high-performance energy regulations. In this regard, the composition of each façade is optimized in terms of their orientation and environment, and a series of geothermal wells will cover most of the heating requirements in winter and cooling requirements in summer. The building permit was granted in April 2013. The first phase of works consisting of the demolition of the former building was completed in December 2013 and the construction works began in January 2014.

Note that in June 2012, the project was the subject of a provisional acquisition agreement signed by the European Parliament. As of 2016, this building is expected to accommodate European civil servants over 30,000 m².

BRUSSELS, Belgium	
Location	At the corner of Rue Belliard and Rue de Trèves in Brussels, Brussels-Capital Region, Belgium
Project	Office complex
Owner	Atenor Group s.a.
Contracting authority	Atenor Group s.a.
Size	± 29,766 m²
Architects	Jaspers - Eyers & Partners

Bus stop 90 m away
Bruxelles-Schuman Railway station 350 m away
Metro station 450 m
Parc Royal 800 m
Parc du Cinquantenaire 1 km away
Brussels city centre 3.1 km away
E40 Motorway 5.5 km away

Brussels Europa

- Brussels -

In June 2005, ATENOR GROUP acquired the hotel Crowne Plaza Brussels Europa in order to convert it into a high-quality mixed real estate complex. Established at the corner of the Rue de la Loi and the Chaussée d'Etterbeek, this project, named Brussels Europa, fits into the logic of the redevelopment of the European Quarter.

Entrusted to the French architecture and urban planning firm "Atelier Christian de Portzamparc", the development of this perimeter rests, in particular, on two fundamental principles: promotion of the international visibility of Brussels via luxury offices while humanising the European Quarter. For the Brussels Europa project, special attention is therefore paid to the functional mix of the building (residences, commercial spaces and offices), the sustainable dimension of the materials and the construction methods, as well as the development of public spaces in order to offer high-quality services to the inhabitants of the area.

The RRUZ (Regional Zoned Planned Regulation), planning instrument for regulating the vision of the PUL (Paysage Urbain Loi) was adopted by the Brussels-Capital Regional Government at the end of 2013. On this basis, and in accordance with the recommendations of the Impact Study on the building permit application made in 2012, ATENOR GROUP will amend the project, which is expected to be the subject of a Public Enquiry around the second quarter of 2014. Work is expected to start once the building permit has been obtained (expected by the end of 2014). Meanwhile, asbestos removal works which started in 2013, are ongoing and will be fully completed at the time of the demolition of the building.

BRUSSELS, Belgium	
Location	Rue de la Loi and Chaussée d'Etterbeek, Brussels-Capital Region, Belgium
Project	Mixed complex of commercial spaces, residences and offices
Owner	Brussels Europa s.a. (100% Atenor Group)
Architects	BURO II & ARCHI+I

Bus stop 90 m away
Metro station 50 m away
Brussels-Schuman Railway station 400 m away
Parc du Cinquantenaire 650 m away
Parc Léopold 900 m away
Brussels city centre 2.5 km away
E40 Motorway 6.2 km away

Victor

- Brussels -

Standing opposite the South Station on the edge of Place Horta, the Victor project is located at the heart of a priority district due to see a profound shift over the coming years on the basis of the wishes of the regional authorities which have elaborated a master plan providing guidelines for the development of this district in order to definitively establish its qualities and develop an ambitious vision based on mobility, density, mixed purpose (offices, housing, retail and facilities) and the quality of the public spaces.

Benefitting from preferential access to the Midi transport hub, Victor is an important part of the scheme to implement this economic development and sustainable housing policy. The Victor project, which includes a combination of offices and housing, will contribute to the atmosphere of the area through its functional and architectural qualities and its dimensions will create a new urban feature in the city.

The permit applications are still on-going.

The buildings that formerly stood on the project site have been entirely demolished and the permit relating to the soil decontamination has just been granted.

BRUSSELS, Belgium	
Location	Rue Blérot – Place Victor Horta (facing the South Station) – Brussels-Capital Region, Belgium
Project	Mixed complex of offices, commercial spaces and residences
Owners	Victor Estates s.a. - Victor Properties s.a. - Immoange s.a.
Contracting authority	Victor Estates s.a.
Size	110,755 m² of offices / 7,200 m² of residential units / 1,875 m² of commercial spaces / 415 parking spaces
Architects	Atelier Christian de Portzamparc (Paris) and Bureau d'Architecture M. & J-M. Jaspers – J. Eyers & Partners
General contractor	BPC

South Station 50 m away
Metro station 50 m away
Bus stop 100 m away
Brussels city centre 1.8 km away
E19/Ring road: 5 km away

VICTOR
LIFE GENERATOR

City Docks

- Anderlecht -

In 2011, ATENOR GROUP acquired industrial buildings on a parcel of land (± 5.40 ha) located in Anderlecht, along the Canal de Willebroek.

With regard to the large area of the parcel, Atenor Group carried out a general discussion in order to create real social and urban cohesion within a multifunctional block (residences, commercial spaces, workshops, school, day care centre, integrated business services, rest home, polyclinic, sports facilities, hotel, restaurant, catering establishment, etc.), paying particular attention to the quality and diversity of the architecture, as well as the incorporation of green areas and public spaces. This mixed project, mainly oriented around the development of a sustainable district with rational energy management will benefit from to its location due its proximity to water.

Brussels-Capital Region's new Demographic Regional Land Development Plan, PRASD, encompassing Enterprise Areas in the Urban Environment, "ZEMU", an essential town-planning instrument for the implementation of the City Docks project, was approved by the Government on 26 September and published at the end of November 2013.

A first application for a building permit for integrated business services, a rest home, a service residence, housing and commercial space is under way with its submission expected in the first quarter of this year.

The former tenant of the industrial site has finished demolition works and is currently undertaking the decontamination works that fall under its responsibility.

ANDERLECHT, Belgium	
Location	On the edge of the Canal de Willebroek (Biestebroeck basin), block between the boulevard Industriel, rue de la Petite Île, the rue du Développement and the Canal dike
Project	Mixed urban (facilities, residences, offices)
Owner	Immobilière de la Petite Île s.a. (100% Atenor Group)
Contracting authority	Immobilière de la Petite Île s.a.
Size	> 125,000 m²

Bus stop 400 m away
Anderlecht city centre 1.1 km
South Station 2.5 km away
Metro 2.5 km away
Parc des Etangs 3 km away
E19 motorway/ Ring road 4 km away

www.portdubondieu.be

Port du Bon Dieu

- Namur -

In 2007, ATENOR GROUP planned to build a residential complex on the banks of the Meuse, on a site previously allocated to industry.

Atenor Group entrusted the development of the "Port du Bon Dieu" project to the architectural firms Montois Partners Architects and Atelier de l'Arbre d'Or (Namur). Their mission: to design a project offering an exceptional living area in terms of quality and make the most relevant use of ecological elements.

With this in mind, the project focuses on capitalizing on the role of water, the incorporation of green spaces, and the rigorous choice of sustainable construction techniques. Located in proximity to the major road axes, the railway station, public transport, river shuttles, and an enormous park and ride station, the project is also encompassing the mobility aspect. After several years of urban planning procedures, Atenor Group has obtained the building permit for the construction of 140 apartments.

The demolition work has been completed and the provisional acceptance of the first block of housing (46 apartments and 4 areas for professional services) is expected at the latest by the end of 2015.

The commercialisation of these modern design energy-efficient apartments was successfully launched in January 2013.

NAMUR, Belgium	
Location	Area called "Port du Bon Dieu", Namur, Belgium
Project	Programme of 140 apartments, five commercial spaces or spaces for professional services, and one restaurant
Owner	Namur Waterfront s.a. (100% Atenor Group)
Size	20,614 m²
Architects	Montois Partners Architects & l'Atelier de l'Arbre d'Or
Technical data	Green roofs / Excellent thermal and acoustic insulation / Double flow ventilation / Very high quality finishing
Start of works	Spring 2013
End of works	Phase 1: end 2015

- Bus stop 150 m away
- Railway station Namur 1.3 km away
- Namur city centre 1.5 km away
- Parc Louise 2.1 km away
- E411 Motorway 3 km away








Au Fil des Grands Prés

- Mons -

In August 2012, ATENOR GROUP acquired two sets of parcels totalling 7.2 ha in Mons with the will to establish a sustainable complex (heating by deep geothermal energy) of residences, offices and commercial spaces.

Close the future "Calatrava" railway station, the "Les Grands Prés" commercial shopping centre, the future Ikea, the Imagix cinema complex and the Mons Expo exhibition hall, this project is strategically located in the heart of a rapidly changing part of the city.

With its wealth of expertise in large-scale mixed urban developments, Atenor Group is working closely together with the local authorities. Its objective: to create urban planning coherence within the new district while interacting harmoniously with the "City of Doudou" (in particular via the future HST railway station by the architect Santiago Calatrava).

A building permit was obtained in June 2013 for the development of two initial residential blocks: the Préambule and the Prélude (78 apartments). The building permit application for a further four blocks (134 apartments) was submitted in October 2013.

MONS, Belgium	
Location	Site of the Grands Prés, in the district of the future "Calatrava" railway station in Mons, Belgium
Project	Residential, including apartments, commercial spaces, and offices
Owner	Mons Properties s.a. (100% Atenor Group)
Contracting authority	Mons Properties s.a.
Architects	Holoffe & Vermeersch (1st phase) DDS & Partners (2nd phase)

Bus stop 400 m away
E19 Motorway 1 km away
Mons railway station 1.4 km away
Parc du Joncquoy 1.6 km away
Mons city centre 2.5 km away

Discover the sweetness of a unique place

www.lasucrerie.be

La Sucrerie

- Ath -

LA SUCRERIE ATH

In association with a multidisciplinary team, ATENOR GROUP won the competition organised by the city of Ath to acquire and develop a 19,711 m^2 plot of land located on the site of the former sugar processing plant, along the canal and near the railway station in 2012.

Taking the size of the project into account, Atenor Group wishes to develop an exemplary new city district based on an innovative and sustainable concept of group living.

The project covers a surface area of approximately 19,000 m^2.

It comprises, on the one hand, the renovation of the emblematic and historic sugar processing plant building, which will become a new crèche and 16 loft-style apartments, and on the other, the construction of a group of five new residential buildings of various types including studios, one to four bedroom apartments and spacious penthouses.

The project benefits from an ideal location in a calm, bucolic environment at the heart of a superb natural setting. In addition to public transport in immediate proximity (trains and buses), residents will be able to take advantage of all the facilities granted by the city in terms of shops, malls, schools, leisure activities and sports clubs without suffering from the urban annoyances generally associated with them.

ATH, Belgium	
Location	The district of the railway station, Ath, Belgium
Project	Residential including housing units, commercial spaces and a crèche
Owner	Atenor Group s.a.
Contracting authority	Atenor Group s.a.
Size	± 19,000 m^2 of residential units
Architects	DDS & Partners and Holoffe & Vermeersch
Start of works	Planned for 3rd quarter 2014

Ath railway station 500 m away
Bus stop 600 m away
Ath city centre 1.5 km away
E429 Motorway 8 km away

www.brasseriesdeneudorf.lu

Les Brasseries de Neudorf

– Luxembourg –

In September 2011, ATENOR GROUP acquired the company HF Immobilier s.a., the owner of the site of the former Henri Funck brewery located in the Rue de Neudorf in Luxembourg City.

Objective of the operation: to transform this abandoned former industrial site into a great mixed project of 11,400 m² consisting primarily of luxury residences but also with some nearby offices and commercial spaces. The Special Development Plan (Plan d'Aménagement Particulier) for the site, designed by the architect Tatiana Fabeck, received final approval in March 2013.

Entrusted to the Luxembourg architectural firm Steinmetz Demeyer, the project foresees the construction of 87 residential units, 4 office spaces, 8 commercial areas and 111 parking spaces.

Backing onto the hillside, Les Brasseries de Neudorf will blend harmoniously into a unique natural environment. The concept combines construction and renovation. The buildings form a harmonious ensemble that integrates and makes use of part of the former breweries, with their noble architectural character and enriching industrial references.

The result: a residential complex with great character and respect for heritage.

A public square intended to become the centre of urban life in the district will be developed and consist of green spaces and recreational facilities. It will also accommodate local events that will enliven the district.

Remarkably located in one of the most dynamic and most attractive areas of the Luxembourg capital, opposite the Plateau du Kirchberg and a few steps from the city centre, the site is ideally served by public transport. Works are expected to begin during the second quarter of 2014 with completion expected during 2015.

Commercialization of the apartments, which began in the autumn of 2013, has been extremely successful; testament to the project's quality and attractiveness.

LUXEMBOURG, Grand Duchy of Luxembourg	
Location	Rue de Neudorf, Luxembourg, Grand Duchy of Luxembourg
Project	Essentially residential complex enhanced with offices and commercial spaces
Owner	HF Immobilier s.a. (100% Atenor Group)
Size	11,400 m²
Architects	Steinmetz Demeyer
Start of works	Planned for the second quarter of 2014
End of works	Planned for the second half of 2015

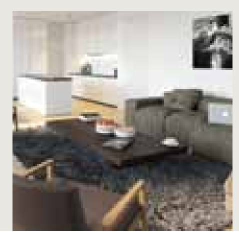
Bus stop 100 m away
Parc-Klose-Groendchen 1.5 km away
Luxembourg city centre 3 km away
E44 Motorway 3 km away
Cents-Hamm SNCL railway station 4.2 km
Parc Trois Glands 5 km away

LES BRASSERIES DE NEUDORF










AIR

- Luxembourg -

In July 2013, ATENOR GROUP and ING Luxembourg concluded an agreement for the acquisition by ATENOR GROUP of the company that owns the "Cloche d'Or" building, the headquarters of ING Luxembourg.

The building was built in 1992 on a 6,772 m^2 site currently comprising 6,500 m^2 of office space and four underground parking levels.

It will undergo a major renovation and extension, increasing the office space to approximately 10,000m^2, in accordance with the regulations of the City of Luxembourg General Development Plan.

Concurrent with this acquisition, ATENOR has reached an agreement with BDO Luxembourg, one of the largest accounting, auditing and consultancy firms in Luxembourg, which will lease the entire renovated building at the start of 2016.

Beiler+ François Architectes Luxembourg have been entrusted with the architectural mission.

The AIR project is located at the corner of the route d'Esch and the rue Jean Piret, at the heart of the Cloche d'Or administrative district in Luxembourg and benefits from direct access to the motorways to the airport, France, Belgium and Germany.

LUXEMBOURG, Grand Duchy of Luxembourg	
Location	At the corner of the route d'Esch and the rue Jean Piret, Cloche d'Or administrative district, Luxembourg, Grand Duchy of Luxembourg
Project	Office complex
Owner	AIR Properties s.a. (50/50 partnership between Atenor Group and private investors)
Size	± 10,000m^2
Architects	Bureau Beiler+ François (Luxembourg)
Start of works	June 2014

Bus stop 100 m away
Hollerich SNCL railway station 1.7 km
E25 Motorway 2 km away
Parc Merl 3 km away
Luxembourg city centre 4 km away

Hermès Business Campus

- Bucharest -

In Bucharest, ATENOR GROUP has developed a complex of buildings with offices and commercial spaces covering approximately 75,000m^2 in the Dimitrie Pompeiu administrative area, near Pipera underground station.

In January 2010, the Romanian company, NGY (fully owned subsidiary of Atenor Group), obtained an urban planning permit for the building of the complex to be implemented in three phases. It is characterised by the size and flexibility of its open spaces on the one hand and technical quality on the other, enabling significant concentration and high efficiency. The Hermès Business Campus is ideal for meeting the requirements of the local market of Call Centres and Shared Service Centres. On this basis and with its confirming relevant location, Atenor Group is continuing its works on the first office block with provisional acceptance planned for March 2014.

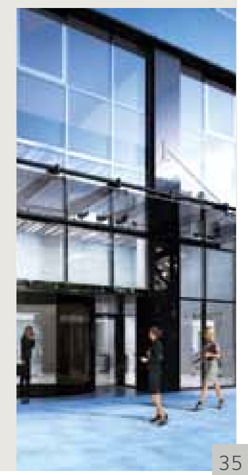
A number of leases have been signed in a rental market that remains hesitant when it comes to preleasing and negotiations are under way for the rental of the remaining areas.

In the end, all buildings should obtain the BREEAM environmental certification with a rating of "Excellent".

BUCHAREST, Romania	
Location	Bld Dimitrie Pompeiu, 2nd District, Bucharest, Romania
Project	Construction of an office complex
Owner	NGY Propertiers Investment srl (100% Atenor Group)
Contracting authority	NGY Propertiers Investment srl
Size	78,000 m^2
Architects	West Group Architecture srl
General contractor	Octagon SA
Technical data	Breeam "Excellent"
Start of works	During the course of 2010 (1st phase)
End of works	March 2014 (for Building B)

Tram 30 m away
Metro station 70 m away
Parc Herastrau 3.5 km away
Aurel international airport 4.5 km away
E60 Motorway 5.5 km away
Bucharest city centre 8 km away

HERMES BUSINESS CAMPUS
EXPERIENCE THE DIFFERENCE



www.vacigreens.hu

Váci Greens

- Budapest -

In 2008, ATENOR GROUP acquired control of a set of plots (1.7 ha) to build nearly 87,800 m² of offices on Vaci Ut. Adapted to the expectations of the local market, the "Vaci Greens" project concerns the construction of a vast and comfortable complex of office buildings laid out around a landscaped area accessible to the public.

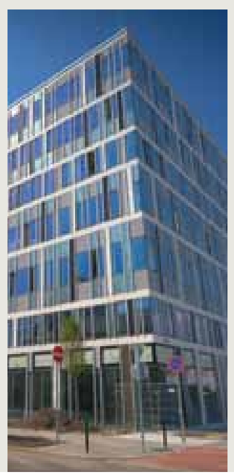
At the heart of the famous Vaci Office Corridor business district, near the Danube with roads leading into the city, the project is ideally served by the public transport network. In July and September 2010, the three Hungarian subsidiaries of Atenor Group obtained building permits for the three buildings belonging to Phase 1, forming a complex of more than 57,800m² with BREEAM environmental certification grade of "Excellent". The project's various buildings will be phased and marketed separately.

The first Building A (15,700m²) was completed in the autumn of 2013 and is currently rented to over 80% different renowned tenants such as Sykes, Enterprise and General Electric Corporate.

Preliminary contact has been made for the future pre-leasing of Building C (17,400m²), of which the construction began in December 2013 with delivery planned for mid 2015.

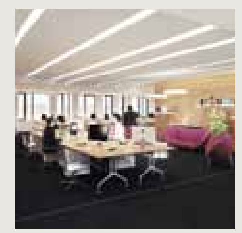
Vaci Greens will be one of the only new developments in Budapest soon to be put on the market and will therefore be one of the only alternatives for any company wishing to relocate to a new building.

VÁCIGREENS

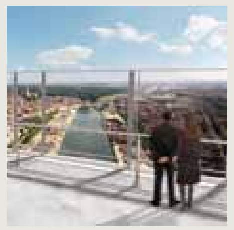


BUDAPEST, Hungary	
Location	Vaci ut, 13th District, Budapest, Hungary
Project	Construction of office buildings
Owners	City View Tower Kft, City Tower Kft and Drews City Tower Kft (100% Atenor Group)
Contracting authority	Atenor Group Hungary Kft
Size	Phase 1 (3 buildings A, B and C): 57,800 m² / Phase 2 (2 buildings: D and E) 30,000 m²
Architects (Phase 1)	TIBA Epitesz Studio Kft (Budapest)
General contractor	CFE Hungary
Technical data	Breeam "Excellent" / Recovery of rainwater / Use of recyclable materials / Urban heating / low energy lighting
Start the works	January 2011 (Phase 1 – Building A)
End of works	End of 2013 for the first building of phase 1

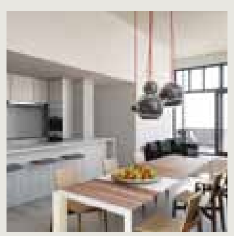
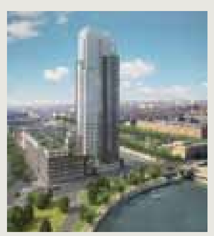
Metro station 120 m away
Tram 250 m away
Bus 300 m away
Railway station 2 km away
Varosliget wooded area 2 km away
Budapest city centre 4.5 km away
M3 motorway 10 km away



Corporate governance statement





In its capacity as a listed company, ATENOR GROUP attaches major importance to the principles of Corporate Governance aimed at establishing clear rules for its administration, organization and management in the interests of all stakeholders. These principles provide stakeholders and the market in general with a guarantee of reliability and transparency of the communicated information.

THE REFERENCE CODE

ATENOR GROUP applies the principles of Corporate Governance published in the Belgian Corporate Governance Code 2009 (hereafter the "Code"), which it has adopted as a reference code.

The corporate governance charter was not subject to amendments in 2013. The latest version of the charter is available on the website of ATENOR GROUP (www.atenor.be).

In accordance with the "comply or explain" approach of the Code, the Board of Directors also draws attention to the following deviations from the Code:

- Principle 4.13 of the Code: Contrary to what is foreseen in the Code, the individual contribution of the Director is not subject to periodic evaluation unless in the context of a re-election procedure. The Board of Directors considers that such an individual evaluation is not required at this time to ensure the proper functioning of the Board. The Chairman of the Board maintains regular bilateral contacts with each of the Directors outside Board meetings. The Board will, however, carry out such formal evaluations if, in view of particular circumstances, this proves to be necessary or required.
- Principle 5.4/3: On delegation from the Board, and in deviation from the specification of the Code, the Nomination and Remuneration Committee (N&RC) also has a decision-making power in certain matters which concern the remuneration (as described in more detail in section IV.2 of the Corporate Governance Charter). The Board is of the opinion that the N&RC, based on the Board of Directors' guidelines on this matter, has all the necessary skills to take on this role.
- Principle 5.2/4 and Principle 5.4/1 of the Code: The Audit Committee includes only one independent Director. In view of the fact that the Audit Committee, in its present composition, functions properly, the Board of Directors (including the members of the Audit Committee) is of the opinion that a majority of independent Directors is currently not necessary to ensure the proper functioning of the Audit Committee. As mentioned above, members of the Audit Committee, as do all Directors in general, act independently and none of them is able to dominate the decision-making within the Audit Committee. Due to the stable shareholding structure of ATENOR GROUP consisting of several independent groups, none of which exceeds 20% of the capital, the members of the Audit Committee ensure the balanced functioning of the Audit Committee.

THE SHAREHOLDERS

The shareholders as at 31 december 2013

Insofar as the shareholders' structure is concerned, readers are referred to page 17 of this Annual Report.

Relationship with the leading shareholders

In July 1997, a group of Belgian investors acquired the participation of Lonrho Plc and committed for a period of five years through a shareholders agreement to a long-term vision regarding their participation in ATENOR GROUP. This agreement was extended in 2002 for a period of five years and was amended in September 2005.

In November 2006, the Luxembourg investment company LUXEMPART s.a. acquired, outside the stock exchange, 10.09% of the capital of ATENOR GROUP from the shareholders ALVA, 3D, SOFINIM and DEGROOF.

On this occasion, a new shareholders' agreement totalling 47.37% of the capital was concluded for a period of 5 years between the shareholders ALVA, 3D, SOFINIM, Stéphan SONNEVILLE s.a. and LUXEMPART. This shareholders' agreement has now been extended for a further period of five years.

This shareholders' agreement expresses the common vision of the reference shareholders as to the strategy of the company and its rules of governorship and organizes their concerted action in this direction; this shareholders' agreement also sets up reciprocal preemption rights in the event of a transfer of shares.

In accordance with article 74 of the law of 1 April 2007 concerning public acquisition offers, the shareholders have notified the FSMA (Financial Services and Markets Authority) and the company of the holding, in concert between them, of more than 30% of the capital of the company.

The company is unaware of any other relationship or private agreement between the shareholders.

POLICY CONCERNING PROFIT SHARING

Regarding the policy for allocating and sharing the profit, the Board of Directors intends to propose to the General Shareholders' Meeting a standard remuneration in the form of a dividend while ensuring that the Group preserves a healthy balance sheet structure and sufficient resources to ensure its growth.

With this in mind, the Board of Directors will propose an optional dividend formula to the General Assembly.

THE BOARD OF DIRECTORS AND ITS COMMITTEES

The Board of Directors

With regard to the composition of the Board of Directors, readers are referred to page 13 of this Annual Report.

To date, the Board of Directors consists of three independent Directors, Mrs Anne-Catherine Chevalier, Prince Charles-Louis d'Arenberg and Sogestra sprl, represented by Mrs Nadine Lemaitre.

Insofar as its functioning is concerned, the Board of Directors held six meetings in 2013 (one of these by Conference Call). The attendance of the Directors is summarized as follows:

Name	Present	Represented	Excused
Frank Donck	6		
Stéphan Sonneville s.a. represented by Stéphan Sonneville	6		
Prince Charles-Louis d'Arenberg	5	1	
Baron Luc Bertrand	5	1	
Anne-Catherine Chevalier	5		1
Marc De Pauw	6		
Regnier Haegelsteen	4	2	
Luxempart s.a. represented by François Tesch	4	2	
Philippe Vastapane	5		1
Sogestra sprl represented by Nadine Lemaître	5	1	

The articles of ATENOR GROUP provide for decisions being taken by absolute majority of the voters. However, the decisions have always been taken by consensus of the members present or represented.

During these meetings, aside from obligatory or legal subjects, the Board handled the following subjects, among others: the intermediate and forecasted results of ATENOR GROUP and of its subsidiaries, the monitoring of the principal projects, the company's strategy, the analysis and the decisions concerning investments and financing as well as the evaluation rules.

The position of Secretary of the Board is assumed by Olivier Ralet BDM sprl, represented by Mr Olivier Ralet.

More information on the role and the responsibilities of the Board of Directors such as its composition and its functioning is included in the Corporate Governance Charter of ATENOR GROUP (www.atenor.be).

The Audit Committee

With regard to the composition of the Audit Committee, readers are referred to page 14 of this Annual Report.

The Audit Committee met four times in 2013. The attendance of the members is summarized as follows:

Name	Present	Represented	Excused
Frank Donck	3		1
Prince Charles-Louis d'Arenberg	3		1
Marc De Pauw	4		
Philippe Vastapane	4		

During these meetings, in addition to the obligatory or legal subjects, the Audit Committee dealt among others with the following matters: monitoring of the internal audit, examination of the litigation in progress, including the consequences of the "sociétés de liquidités" and analyses of the consolidated undertakings and rights. More information on the role and the responsibilities of the Audit Committee such as its composition and functioning can be found in section IV.3 of the Corporate Governance Charter of ATENOR GROUP (www.atenor.be).

The Nomination and Remuneration Committee

With regard to the composition of the Nomination and Remuneration Committee, readers are referred to page 14 of this Annual Report.

The Nomination and Remuneration Committee met four times in 2013. The attendance of the members is summarized as follows:

Name	Present	Represented	Excused
Sogestra sprl, represented by Nadine Lemaître	4		
Prince Charles-Louis d'Arenberg	4		
Regnier Haegelsteen	2		2

More information on the role and the responsibilities of the Nomination and Remuneration Committee such as its composition and functioning can be found in section IV.2 of the Corporate Governance Charter of ATENOR GROUP (www.atenor.be).

Evaluation process for the Board of Directors, its Committees and its Members

Under the direction of its Chairman, the Board of Directors regularly examines and evaluates its size, composition, its performance and that of its Committees as well as its interaction with the Management. The Board of Directors learns the lessons from the evaluation of its performances by recognizing its strong points and correcting its weaknesses. Where appropriate, this will involve proposing the appointment of new members, proposing not to re-elect existing members or taking any measure deemed appropriate for the efficient functioning of the Board of Directors and its Committees.

As mentioned hereinabove and contrary to what is foreseen in the Code, the performance of individual Directors is not normally evaluated if this is not part of the re-election procedure. The Board considers that such an individual evaluation is no longer required to ensure the proper functioning of the Board. It will, however, carry out such evaluations if, in view of particular circumstances, it proves to be necessary or required.

However the performance of the CEO is evaluated in a specific way. Each year, the Nomination and Remuneration Committee determines the CEO's objectives for the coming financial year and evaluates his performance over the past twelve months.

The Nomination and Remuneration Committee and the Audit Committee regularly re-examine (at least every two or three years) their rules, evaluate their own effectiveness and recommend necessary changes to the Board of Directors.

More information on the evaluation process of the members of the Board of Directors and its Committees can be found in sections III.2 and IV.1 of the Corporate Governance Charter of ATENOR GROUP (www.atenor.be).

THE MANAGEMENT

The Management (the Executive Committee)

With regard to the composition of the Executive Committee, readers are referred to page 15 of this Annual Report.

More information on the role and responsibilities of the Executive Committee such as its composition and functioning can be found in section V.3 of the Corporate Governance Statement of ATENOR GROUP (www.atenor.be).

Policy of partnership with the Management

ATENOR GROUP encourages the members of its management to invest on a personal basis in the shareholding of the company.

This policy intends to involve the Management more, not only in the growth of the whole of ATENOR GROUP, but also in the selection, management and appreciation of each real estate project. Furthermore, this partnership policy thus contributes to aligning the interests of the Management with those of ATENOR GROUP by associating it in the risks and the perspectives of its activities from a long-term point of view.

The members of Management and staff have acquired significant stakes in the capital of ATENOR GROUP and the CEO is a party to the here above-mentioned shareholder agreement.

Concerning the implementation of this partnership policy, see also the declaration concerning the remuneration policy below.

CONFLICTS OF INTEREST

The members of the Board of Directors refrain from any and all deliberation or decision which concerns their personal, commercial or professional interests. This principle did not have to be applied in the course of the year 2013.

REGULATED INFORMATION

There are no statutory restrictions on the voting rights, with the exception of Article 32 of the Articles of Association, which reproduces Article 541 of the Companies Code.

There are no special control rights (with the exception of what is covered above on the subject of the Shareholders' Agreement).

The process of appointment and replacement of the members of the Board of Directors and of its Committees is described in the Corporate Governance Charter of ATENOR GROUP.

An amendment to the Articles of Association is adopted validly only if it obtains three-quarters of the votes of those taking part in the voting.

The General Assembly of 22 April 2011 authorised ATENOR GROUP to alienate, on behalf of the company and in conformity with Article 620 of the Companies Code, the company's own shares at a maximum rate of twenty per cent (20%) of the total of the shares issued, at a minimum unit price of 1.00 euro and a maximum unit price of ten per cent (10%) higher than the average of the last ten quoted market prices preceding the operation, and to authorise the subsidiaries of the company in terms of Article 627 of the Companies Code to acquire or alienate its shares under the same conditions. This authorisation is valid for a period of five years starting on the date of the General Assembly of the Shareholders of 2011.

INTERNAL CONTROL SYSTEMS AND RISK MANAGEMENT

ATENOR GROUP has implemented the legal provisions of the law of 6 April 2010 and the recommendations of the Corporate Governance Code of 2009 concerning internal control and risk management. In this context, ATENOR GROUP has adapted its own guidelines for internal control and risk management on the basis of the general principles described in the guidelines written up by the Corporate Governance Commission.

In compliance with the legal provisions, the principal characteristics of the internal control and risk management systems within the framework of the process of establishment of the financial information can be described as follows:

Control environment

The accounting and financial department is organised in such a way as to have at its disposal, with a sufficient degree of security, the resources and the access to financial information necessary for drawing up the financial statements.

The CFO of the group is responsible for the establishment of the accounts and the financial information; he distributes among the members of his team the tasks to be fulfilled in order to close the accounts.

A manual of accounting principles and procedures has been drawn up, specifying at Group level the accounting principles of the most important operations. This manual also includes the procedures for explaining the principal rules for reprocessing in the event of the application of different bases of accounting at the time the financial statements are drawn up. Within the framework of the preparation of the consolidated accounts, there are also procedures for disseminating the instructions aiming at ensuring they will be taken into account by the subsidiaries.

Each year, in a timely manner, the CFO specifies the allocation of the responsibilities with regard to the accounting tasks, as well as the timing to be complied with.

Risk management

The company has defined objectives regarding the preparation of the financial information. These objectives are expressed primarily in terms of quality, compliance with companies law and accounting law and in terms of time periods.

The responsibilities regarding risk management in the preparation of the financial information have been defined in a general way and communicated to the people concerned. They are reminded each year and if need be, updated.

The company has identified the legal and regulatory obligations concerning communication regarding the risks in the preparation of the financial information.

Under the responsibility of the CFO, regular communication is maintained between the people who have a role in the preparation of the financial information, in such a way as to identify the principal risks that could affect the process of preparing the financial information.

For these principal identified risks, through people with the appropriate skills, the company provides for a double verification of the process in such a way as to sharply reduce the probability of the risk occurrence.

The adoption of or the changes in accounting principles are taken into account as soon as their obligating event occurs. There is a process that makes it possible to identify the obligating event (decision, change of legislation, change of activity, etc.). These changes are the object of approval by the management body.

In general, the risks in the process of preparation of the financial information are dealt with through a programme of tests and verifications carried out by the internal audit, under the responsibility of the Audit Committee, on the one hand, and on the other hand by specific actions on the part of the Audit Committee or the Board of Directors.

The surveillance of the risk management procedures in the preparation of the financial information is therefore exercised continuously and with cross-checks by the Board of Directors and its Audit Committee, by the CEO and the CFO and by the Internal Audit.

Control activity

The daily accounting operations, the monthly payments, the quarterly, half-year and annual closings and reporting at group level are all procedures that make it possible to ensure that the manual of accounting principles and procedures is correctly applied. In addition the internal audit programme, approved by the Audit Committee, provides regular verification through its targeted tests of the risk areas identified by the Audit Committee.

Weekly meetings devoted to each of the projects are organised by the Executive Committee, chaired by the CEO, to verify the key processes converging in the preparation of the accounting and financial information:

- at the level of investments and disinvestments;
- at the level of intangible, tangible and goodwill capital assets;
- at the level of financial assets;
- at the level of purchases and suppliers and related issues;
- at the level of cost prices, stocks and work in progress, long-term or construction contracts;
- at the level of cash assets, financing and financial instruments;
- at the level of advantages granted to the staff;
- at the level of taxes, duties and related issues;
- at the level of operations on the capital;
- at the level of reserves and undertakings.

There are procedures to identify and resolve new accounting problems, not foreseen, in the manual of accounting principles and procedures.
The accounting and internal financial control activity includes procedures to ensure the preservation of the assets (risk of negligence, of errors or of internal or external fraud).

The group's procedures for preparing financial statements are applicable in all the components of the perimeter of consolidation, without exception..

Information and communication

Procedures and information systems have been put in place to satisfy the requirements of reliability, availability and relevance of the accounting and financial information.

Detailed reporting, quarterly as a minimum, makes it possible to relate back the relevant and important accounting and financial information at the level of the Audit Committee and the Board of Directors. In the event it is necessary, a multi-channel communication system makes it possible to establish direct and informal contact between the CEO and the members of the Executive Committee on the one hand, and between the CEO and the members of the Board of Directors on the other hand.

The roles and responsibilities of the managers of the information system have been defined.

The information systems relating to the financial and accounting information are the object of adaptations to evolve with the needs of the company. A management system for orders and incidents has been implemented.

The relations with the information technology service providers have been documented. Performance and quality indicators have been defined and are the object of periodic review. The degree of dependency of the company in respect of information technology service providers was analysed. Verifications at the service provider sites were provided for contractually by the company and carried out.

There is a process to reveal a decrease in the quality of service. The analysis and the establishment of corrective actions are envisaged.

The computer system is sufficiently secured by:

- a process of access rights to the data and the programs;
- an anti-virus protection system;
- a system of protection in the event of working in a network;
- a device for saving and safeguarding the data;
- continuity of service measures;
- a system of physical access rights to the installations.

These security measures are the object of periodic tests and changes in order to ensure their effectiveness.

There is a schedule recapitulating the periodic regulatory obligations of the group on the issue of communication of the financial information to the market. This schedule stipulates:

- the nature and the deadline for each periodic obligation;
- the people responsible for their establishment.

There are managers and procedures for the purposes of identifying and complying with the regulatory obligations of informing the market.

There is a procedure providing for verification of the information before its dissemination.

Steering

ATENOR GROUP has set up measures making it possible to ensure that the accounting principles selected that have a significant impact on the presentation of the financial statements correspond to the activity and to the environment of the company and have been formally validated by the Audit Committee and approved by the Board of Directors. The internal quarterly reporting prepared by all the members of the Executive Committee, the revision of this reporting by the CEO and the CFO working cooperatively, the examination of this reporting by the Audit Committee (with the auditor present) before presentation and discussion in the Board of Directors constitute the cornerstone of the steering measure of the system for controlling the financial information.

The reporting includes the accounting choices and the evaluation rules selected for writing up the financial statements.

It also deals with cash management anticipation of future financial commitments and situations of major tensions. The drawing up and presentation of the financial statements, including the balance sheet, the profit and loss accounts, the annexes and the financial situation are therefore explained to the Board of Directors at each closing of financial accounts to be published.

The financial information published periodically is reviewed in advance and analysed by the Audit Committee (with the Auditor's presence) before being approved by the Board of Directors.

External audit

The External Audit was carried out (on the consolidated figures as well as on the unconsolidated figures) by the Auditor MAZARS scrl, represented by Mr Philippe Gossart. His annual fees amounted to 45,500 euro. The total of the Auditor's fees for his audit work for ATENOR GROUP and for its subsidiary companies increased in 2013 to 97,312 euro. The Auditor carried out and invoiced for additional services for an amount of 26,500 euro.

The Audit Committee received from the Auditor the declarations and information necessary to assure itself of his independence.

REMUNERATION REPORT

Procedure

As stated in section IV.2 of the Corporate Governance Charter, the Nomination and Remuneration Committee is tasked with making proposals to the Board of Directors concerning the remuneration policy for the non-executive Directors.

Moreover, the Nomination and Remuneration Committee has received from the Board of Directors, inter alia, the task of ruling:

- the remuneration paid directly or indirectly to the CEO and the other members of the Management on the basis of the principles approved by the Board, including any variable remuneration and the formulas for long-term profit-sharing, whether linked or not to shares, granted in the form of options on shares or other financial instruments such as on the agreements concluded concerning early termination;
- on the granting to the CEO, and the other members of the Management, of shares, options on shares and all other rights to acquire shares in the Company and on the number of shares to be granted to the personnel, all without prejudice to the specific competences of the General Meeting and the Board of Directors as to the approval of the plans for attribution and the issue of certificates;
- on the implementation and the conditions of the partnership policy with the Management.

General declaration on the remuneration policy

The management (including the CEO) receives a remuneration package essentially consisting of a basic remuneration as the case may be supplemented by a variable annual remuneration (bonus) in specific cases or for special services.

ATENOR GROUP has also set up a stock option plan, as detailed in the " Stock Option Plan" section, under which the Nomination and Remuneration Committee can make awards to members of the management (including the CEO) and staff. In this context, at the end of 2013, ATENOR GROUP replaced the options plan on ATENOR GROUP shares with an options plan on ATENOR GROUP INVESTMENTS (AGI) shares, AGI is a subsidiary formed in 2013 and 100% owned by ATENOR GROUP. ATENOR GROUP INVESTMENTS holds a portfolio of 150,000 ATENOR GROUP shares acquired from ATENOR GROUP (own shares) at the price of 31.90 euros. The Board of Directors thus wishes to interest all ATENOR GROUP employees in medium term growth, while making the beneficiaries of the options bear part of the cost of the capital.

Furthermore, for several years the Board of Directors has considered that the participation of the Management as co-investor with the Company in real estate projects is an essential motivational element. With this in mind, in the course of 2012 ATENOR GROUP set up a co-investment company ("ATENOR GROUP PARTICIPATIONS" or "AGP"). AGP was established for an unlimited period. All shares of AGP are held (directly or indirectly) by ATENOR GROUP. It was agreed that AGP will invest with ATENOR GROUP in all projects in the portfolio for a period corresponding to the respective duration of the development of each project and up to maximum of 10% of the shareholding or the economic interest of ATENOR GROUP in the project. Options on AGP shares are granted to members of Management. The number and characteristics of options granted, exercised or expired are subject to a special statement in the annual remuneration report. The added value that the beneficiaries of these options could derive from exercising them takes into account a priority return for shareholders of ATENOR GROUP and can be influenced by dividends of AGP paid to ATENOR GROUP. The existence of this structure does not entail significant changes to the remuneration policy in respect of the fiscal year covered by the annual report.

In view of the foregoing, the relative importance of the various components mentioned above can vary greatly from year to year. Options on AGP shares, however, represent the bulk of the incentive to be given to the CEO and members of Management. A variable remuneration (bonus) as mentioned above shall be granted only in special cases or for special services.

The Company does not envisage modifying its remuneration policy in the next two years.

Non-Executive Directors

The remuneration of the non-executive Directors takes into account their role as ordinary Directors, and their specific roles in their capacity as Chairman of the Board, chairman or members of committees, as well as their resulting responsibilities and the time devoted to their functions. This overall remuneration is consistent with market practices and reflects the level of responsibility and the nature of his/her position. It is adopted by the Board on the proposal of the N&RC.

The non-executive Directors do not receive either remuneration related to their performance, such as a bonus and formulas for long-term profit-sharing, or benefits in kind and benefits associated with pension or other plans.

For carrying out the mandate of non-executive Directors in the financial year 2013, the Board of Directors will propose at the General Meeting a lump sum of 225,000 euro as Directors' fees. These, as the case may be, will be distributed as follows:

- 50,000 euro for the Chairman
- 20,000 euro for each of the non-executive Directors, whether they are members of a Committee of the Board of Directors or not
- an additional 5,000 euro for each of the Presidents of a committee of the Board of Directors
- an additional 5,000 euro for each of the non-executive Directors and members of two committees of the Board of Directors.

CEO

The remuneration received directly or indirectly by the CEO is generally defined for both his role on the Board of Directors and directly or indirectly in the Company and its subsidiaries. The total remuneration, both fixed and variable, of the CEO is determined by the Nomination and Remuneration Committee, based on an assessment of the collaboration taking place at the end of each year and based on the principles approved by the Board.

As specified above and in Section V.4 of the Corporate Governance Charter, AGP stock options account for most of the incentive to be given to the CEO. Variable remuneration is granted by the N&RC only in specific cases or for special services by the CEO.

The total amount of the remuneration allocated for the 2013 financial year amounted to 526,761 euro and can be broken down as follows (company cost):

- basic remuneration (VAT excluded): 460,000 euro
- variable remuneration: 66,761 euro
- contributions to a pension plan: there were no contributions for a pension plan
- other advantages: there were no other advantages

In addition, for the year 2013 the CEO realised a gain of 197.239 euro further to the exercise of options that had been allocated to him on AGP shares. Finally, he did not receive options on ATENOR GROUP shares in 2013, but benefited from 1,500 options on the subsidiary ATENOR GROUP INVESTMENTS (AGI). More information about the AGP, AGI stock options and on the options on ATENOR GROUP shares granted, exercised or expired in 2013 is given below.

The remuneration of the CEO does not include the assignment of shares of ATENOR GROUP or of a subsidiary.

The Company did not deviate significantly from its remuneration policy during the accounting period covered by the annual report.

Members of the Management (other than the CEO)

The level and structure of the remuneration of the Management (management companies and salaried employees) is such that they allow the recruitment, loyalty and motivation of qualified and skilled professionals taking into account the nature and the extent of responsibilities assumed directly or indirectly in the Company and its subsidiaries.

At the end of each year, the collaboration with each member of the Management is subjected to an evaluation process (based on a standardised and detailed evaluation form) in order to determine whether the respective member has achieved the targets that were agreed upon during the evaluation of the preceding year. In addition to the daily informal contacts, this evaluation is conceived as a moment of exchanging views that allows to guide the collaboration with each member of the Management. Insofar as the members of the Management are concerned, this evaluation is held with the CEO, who reports on the evaluation to the Nomination and Remuneration Committee.

As mentioned above and as specified in section V.4 of the Corporate Governance Charter, options on AGP shares represent the main part of the incentive to be given to members of the Management. A variable remuneration (bonus) as mentioned above shall be granted only in special cases or for specific performances by a member of the Management.

On an overall basis, the amount of the remunerations and other benefits granted directly or indirectly to the members of the Management (other than the CEO) by the Company or its subsidiary companies allocated for the 2013 financial year, amounted to 1,209,268 euro and can be broken down as follows (company cost):

- basic remuneration (VAT excluded/gross salaries): 1,123,217 euro
- variable remuneration: 59,678 euro
- contributions to a pension plan: 16,229 euro
- other benefits: 10,144 euro (car/gsm/laptop)

The members of the Management received in addition, for the 2013 financial year, added value of 659,002 euro further to the exercise of options that had been assigned to them on AGP shares. Finally, they did not receive options on ATENOR GROUP shares in 2013 but benefitted from 1,500 options on the subsidiary ATENOR GROUP INVESTMENTS.

More information about stock options on AGP shares and on stock options granted, exercised or expired in 2013 is given below.

The remuneration of the Management does not include the assignment of shares of ATENOR GROUP or a subsidiary.

The Company did not deviate significantly from its remuneration policy during the accounting period covered by the annual report.

ATENOR GROUP INVESTMENTS stock option plan

In July 2013, the Nomination and Remuneration Committee put in place a stock option plan on ATENOR GROUP INVESTMENTS shares for the benefit of all Group members of personnel and employees. This company, a 100% ATENOR GROUP subsidiary, holds a portfolio of 150,000 ATENOR shares. An initial tranche of 37,500 options on AGI shares was issued in August 2013.

These options were largely distributed among members of personnel and employees on the basis of six levels of seniority; the two first levels (members of the Executive Committee and Directors, amounting to 11 people including the CEO) were assigned an identical number of options.

More precisely, the number and the key characteristics of the options on shares granted in 2013 to the members of the management (including the CEO) are as follows:

- Stéphan Sonneville 1,500
- Sidney D. Bens 1,500
- Laurent Collier 1,500
- William Lerinckx 1,500
- Olivier Ralet 1,500

The exercise price of the option was set, following approval by the AGI auditor, at 6 euros per option, corresponding to the subscription price of the AGI shares issued at the time of the constitution of the company on 26 July 2013. These options may be exercised in March 2016, March 2017 or March 2018, each time after the publication of the annual results. The benefit in kind that these options represent is 1.08 euro per option.

This advantage was granted in 2013 for performance in 2012.

No options were exercised or expired in 2013.

A second tranche of 37,500 options on AGI shares was issued in February 2014. Their exercise price was set, following approval by the AGI auditor, at 9.32 euro per option, corresponding to their inventory value per AGI share on 31 January 2014, after re-evaluation of the portfolio of ATENOR GROUP shares at 35.46 euro per share, corresponding to the average of the 20 last closing prices. These options will be able to be exercised in March 2017, March 2018 or March 2019.

The benefit in kind that these options represent is 1.68 euro per option.

This advantage was granted in 2014 for performance in 2013.

ATENOR GROUP PARTICIPATIONS stock option plan

Options on AGP shares were granted to members of Management (including the CEO) for the first time in 2013.

The number and key characteristics of these options are listed below:

- Stéphan Sonneville 299
- Sidney D. Bens 175
- Laurent Collier 175
- William Lerinckx 175
- Olivier Ralet 175

The exercise price of the options was 1,026 euro per option, corresponding to the AGP net asset value (NAV) on 31 December 2012 and, in accordance with the approval given by the General Assembly of 26 April 2013, these options may be exercised either from 10 March to 28 March 2014 or from 9 March to 27 March 2015. The benefit in kind that these options represented amounted to 184.7 euro per option. All these options were exercised in March 2014, as explained below.

New options on AGP shares were granted on 28 February 2014 by the Nomination and Remuneration Committee to the members of the Management (including the CEO). These options were agreed on the basis of the number of AGP shares as derived following an increase in capital in December 2013, i.e.: 1,140 shares.

The number and the key characteristics of these options are covered below:

- Stéphan Sonneville 339
- Sidney D. Bens 200
- Laurent Collier 200
- William Lerinckx 200
- Olivier Ralet 200

It will be proposed that the General Assembly of 25 April 2014 approves the issuing of these options and that it be possible to exercise these options from 9 March 2015 to 27 March 2015 and from 7 March 2016 to 25 March 2016.

These options have an exercise price that corresponds to the net asset value (NAV) on 31 December 2013, after allocation, that is 1,068.1 euro per share. The benefit in kind that these options represent amounted to 192.3 euro per option.

Compensation in the event of departure

The contract of the members of the Management (including the CEO) does not provide for severance pay (except for the application of the labour law).

Right to claim

No specific right to claim variable remuneration that has been granted to the Management (including the CEO) on the basis of erroneous financial information has been established for the benefit of the Company.

2013 Audited financial statements

STATEMENT OF COMPLIANCE WITH THE IFRS:

The consolidated financial statements on 31 December 2013 have been drawn up in compliance with international standards for financial information (IFRS – 'International Financial Reporting Standards') as approved in the European Union and provide a true and fair view of the assets, of the financial situation, of the results of ATENOR GROUP and of the enterprises included in the consolidation.

The management report contains a true reflection of the development of the business, the results and the situation of s.a. ATENOR GROUP and the consolidated companies as well as a description of the main risks and uncertainties with which they are confronted.

Sidney D. BENS **CFO**	**Stéphan SONNEVILLE s.a.** **CEO**

Summary

ATENOR GROUP is a limited company established for an unlimited time.

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ATENOR GROUP has chosen French as its official language. Consequently, only the French text is authentic. The versions in Dutch and English are translations of the French version.

Dit jaarverslag is ook verkrijgbaar in het Nederlands.
Ce rapport est également disponible en français.

Management report

to the Annual General Meeting of Shareholders on 25 April 2014

Ladies and Gentlemen,

We have the honour of presenting you the Management Report of your company's 103rd financial year and of submitting for your approval the Annual Accounts as at 31 December 2013, along with our proposals for the allocation of profits.

The consolidated results for 2013 amount to 12.03 million euro, compared with 9.49 million euro in 2012.

TURNOVER, REVENUE FROM THE ORDINARY ACTIVITIES AND OPERATIONAL PROFIT (LOSS)

The turnover amounts to 110.00 million euro. This turnover comes primarily from the sales of our three projects under development, namely, the Tower apartments and those of the Terrace-buildings of the UP-site project (€63.63 million), the Trebel project (€43.64 million euros) and the Port du Bon Dieu project (€2.49 million euros).

The operating result amounts to 23.84 million euro, primarily influenced by the transfer, during the first half of the year, to PMV of UP-site's office block B2 and the sale of the apartments of the Tower and of the Terrace-buildings; the Trebel project also contributed to the operational result on a proportional basis to the progress of work (38.48%) as well as the 22 first deeds and sale agreements signed in the context of the Port du Bon Dieu project ; finally, the indemnities received within the framework of the City Docks project in Anderlecht provide an additional contribution to the operating result.

The net financial result amounts to -5.23 million euro, compared with -3.12 million euro in 2012. As in the first half of the year, the increase of financial charges is due to the integration of the interest charges for the bond issued in 2012 (maturing in 2017). The progress in the works of the UP-site project site for the buildings still to be delivered, the continuance of the Port du Bon Dieu project and the obtaining of permits for La Sucrerie (Ath) and Au Fil des Grands Prés (Mons) have led to the activation of the financial costs connected with these four projects for a total amount of 4.12 million euro.

Deferred tax expense: In compliance with the IAS 12 and the situation of the fiscal losses of ATENOR, the UP-site and the Trebel projects resulted, when launched, in the recording of deferred tax assets. In 2013, the impact of the taking back these deferred taxes amounted to 2.83 million euro.

Taking the preceding factors into account, **the net result** of the financial year amounts to 12.03 million euro.

CONSOLIDATED BALANCE SHEET

The consolidated shareholders' equity amounts to 104.79 million euro compared with 98.74 million at 31 December 2012 and in 2013, represents 27.82% of the balance sheet total (compared with 25.98% in 2012).

As at 31 December 2013, the group has a net consolidated indebtedness of 174.93 million euro, compared with a net financial consolidated indebtedness of 131.85 million euro as at 31 December 2012. The net consolidated indebtedness consists, on the one hand, of the long-term debt amounting to 189.44 million euros and net cash amounting to 14.40 million euros.

As in 2012, during fiscal year 2013, the works connected with the already commercialized projects and with the projects under development were financed by the liquidities generated by the new sales described above. The liquidities available made it possible to reduce short term indebtedness by 16.51 million euros.

The "buildings held for sale" classified under "**Stock**" represent the real estate projects in portfolio and in the course of development. This item amounts to 261.27 million euro, an increase of 30.80 million euro in comparison with 31 December 2012. This increase is the result of the acquisition of the remainder of the Europa plot from Connectimmo and the initial asbestos removal work (12.59 million euros), the continuation of works for the Vaci Greens project (Hungary), Hermes Business Campus project (Romania), UP-site, Les Brasseries de Neudorf, the acquisition of the first phase of the Au Fil des Grands Prés (Mons) project and the remainder of the Port du Bon Dieu project, i.e. +49.31 million euro in total. The progress of the Trebel project and the remainder of the other projects under development reduce the stock by 18.51 million euros.

OWN SHARES

During 2013, ATENOR did not acquire any own shares.

ATENOR GROUP held 157,583 own shares acquired at an average price of 40.45 euro for a total amount of 6.37 million euro. On 5 August 2013, ATENOR GROUP transferred 150,000 shares to its subsidiary named ATENOR GROUP INVESTMENTS (AGI) (see Stock Option Plans – page 54).

At 31 December 2013, ATENOR GROUP s.a. therefore held 7,583 own shares.

PROJECTS IN OUR PORTFOLIO

The two basic trends underlying the markets in which ATENOR is present were further sustained this year: on the one hand, demographic growth, specifically in urban centres, is creating an increased need for new housing; on the other, the need to adapt to the changing requirements and constraints of the world of work is creating a demand for new, efficient office space.

The portfolio currently includes 12 projects under development with a total of approximately 600,000 m².

The favourable evolution of most of the projects in portfolio are testament of their good positioning in growth niches:

UP-SITE – *Canal area, quai des Péniches, Brussels (357 residential units, 29.689 m² of offices)*
The UP-site project has made a significant contribution to the 2013 results.

The delivery of the B2 offices to PMV (leased to GO) took place successfully in August 2013. The commercial success of apartments has continued, pointing to the existence of a niche market for daring, avant-garde positioning. The rapid commercialization of the Terrace-buildings next to the tower, launched at the start of the year, has brought further confirmation of the renewal of this formerly abandoned district. To date, over 70% of the 357 apartments have been sold or reserved.

This emblematic tower stands out in the Brussels landscape, increasing its attractiveness, giving the city a dynamic and positive image and providing ATENOR with a reference.

TREBEL – *European Quarter, rue Belliard, Brussels (29.766 m² of offices)*
It is a 29,766 m² office building that meets the most stringent environmental efficiency and occupancy requirements. Construction began in April 2013 following the granting of building and environmental permits and is expected to continue until 2016; the result is recorded as construction proceeds, account taken of the preliminary sales agreement with the European Parliament. This project is the second contributor to the 2013 results.

BRUSSELS EUROPA – *European Quarter, rue de la Loi, Brussels (29.000 m² of offices, residential units to be defined)*
The building permit application, filed in December 2012 for a mixed project of a total 44,000 m² is ongoing. In particular, the impact study support committee finished its work in February. At the same time as this development, the Brussels Capital Regional Government adopted the RRUZ (Regional Zoned Planned Regulation) covering the area which the Brussels Europa project is in. On the basis on the one hand of the conclusions of the impact study and the RRUZ prescriptions on the other, ATENOR decided to file an amended application in order to fall within this new regulatoy framework. The project will be reviewed downwards (29,000 m² of office space) and will comprise a larger number of residential units (to be determined). A demolition permit has already been filed. The permits are expected to be granted during the second half of 2014, at which point construction should be able to begin.

VICTOR – *opposite the South Station, Brussels (in the region of 100,000 m² mixed)*
The permitting procedure was put on hold while awaiting the completion of the Midi district master plan. This work carried out within the framework of constructive dialogue involving all parties is reaching its conclusion. This indicates that, at this stage, the Victor project could be amended in such a way as to bring together all parties concerned. The schedule and parameters for its development should be established in the coming weeks.

CITY DOCKS - *Canal area, quai de Biestebroeck, Anderlecht (of the order of 165,000 m² mixed)*
The new PRAS (Regional Land Assignment Plan) has been approved by the Brussels-Capital Regional Government. As announced it provides for a "Zému" (Area for Enterprises in the Urban Environment) at the Quai de Biestebroeck, including the City Docks plot. Furthermore, the entire Canal area has been part of a group discussion conducted by the Region under the name "Plan Canal". We intend to submit an initial building permit application in the coming weeks for the construction of residential units, offices and a nursery home, which are entirely consistant with the new PRAS and the Plan Canal recommendations.

The objective being to offer middle class residential units, this project is a response to the most obvious demand on the Brussels housing market.

PORT DU BON DIEU – *Namur (140 residential units)*
Construction works on this new residential area at the entry to the city continue. Commercialization of the first block of 46 apartments began in January 2013 and the presales rate of 40% confirms the market's interest in this unique project in Namur.

AU FIL DES GRANDS PRÉS – *"Les Grands Prés" shopping precinct district, Mons (of the order of 70,000 m² mixed)*
We have obtained a building permit for the construction of a block of 78 residential units within the framework of the existing PCA (Municipal Town Planning) and within this same framework, submitted an application for a building permit for four other blocks of residential units which amounts to a total of 134 residential units. A reviewed PCA is currently under discus-sion between the municipal and regional authorities on the basis of which, the rest if the development may be foreseen.

LA SUCRERIE – *Ath (178 residential units)*
A single application for a building permit for the development of 20,000 m², mainly of residential units was submitted in January 2014. The construction and commercialization of the two first residential blocks is expected to begin as soon as the permit is granted; (expected during the first half of this year).

LES BRASSERIES DE NEUDORF – *Luxembourg (87 residential units)*
There has been an administrative delay with the PAP (Special Planning Permission) to be concluded with the City of Luxembourg, delaying the issuance of the permit. This is expected to be granted in coming weeks without impact on the development schedule. Construction work is expected to begin in the first half of this year with a currently exceptional pre-sales rate of 60%.

AIR – *Quartier de la Cloche d'Or, Luxembourg (9.785 m² of office space)*
By way of a reminder, in July 2013, ATENOR reached an agreement for the purchase of the ING head office in Luxembourg. At the same time, ATENOR signed a 12-year lease with financial services firm BDO for the entire build-ing after reconstruction and extension. The building permit application was submitted and works are expected to begin during the first half of this year.

HERMES BUSINESS CAMPUS – *Boulevard D. Pompeiu, Bucarest (73.180 m² of office space)*
Delivery of the first phase of 18,000m² is set for the start of March 2014. During 2013, we have been forced to change General Contractor following the bankruptcy of the Austrian group appointed. This has had only a minor impact on the development, with three months additional delay. To date, the pre-leasing rate has reached 35% in an active local market in which this project benefits from good positioning in terms of the quality-price ratio as well as its location.

VACI GREENS – *Vaci Corridor, Budapest (87,138m²)*
The first building (A - 17,362 m²) was delivered in November 2013. As expected, this building has received great interest on the local rental market, being the only one in its category to be delivered in 2013. It has been fully leased by a number of renowned companies, including GE group which occupies several floors, since January 2014. Construction of a second office block has begun and contacts are under way with a view to pre-leasing.

SOUTH CITY HOTEL – *South Station, Brussels*
The hotel's activity under the PARK INN brand produced a good operating result during 2013. Given the slowing of the investormarket for this type of asset, despite its quality, ATENOR, in association with its partners, is examining the most appropriate commercial approaches with a view to the sale of the company holding the hotel.

OTHER DEVELOPMENTS

The on-going legal procedure regarding liquidity companies ("société de liquidités"), in which ATENOR and several of its managers are involved, continued.

A first session of the courthouse has been set for 30 April 2014 within the framework of the "E. Migeotte /Société Générale (France)" case.

As ATENOR has stated since the beginning of these judicial procedures and has repeatedly stated in its annual reports, ATENOR and its management feel that they have not committed any fraud or infraction and are confident that their good faith will be acknowledged in court.

FINANCIAL INSTRUMENTS

The information relating to the use of derivatives is given in the annual financial report.

STOCK OPTION PLANS

On 5 August 2013, ATENOR GROUP issued an option plan (SOP 2013) of a subsidiary, ATENOR GROUP INVESTMENTS (AGI).

This subsidiary acquired 150,000 own shares from ATENOR GROUP at an average price of 31.90 euro (weighted average of the 3 months prior to the acquisition), constituting its sole assets.

The options on this subsidiary are issued for ATENOR GROUP Management, staff and service providers.

A first tranche of 30,060 options on AGI shares has been accepted and materialises this SOP 2013.

It will be exercisable during the three following periods from 14 March to 1 April 2016, from 13 March to 31 March 2017 and from 12 March to 30 March 2018 at the unit price of € 6.00.

OTHER INFORMATION

The company does not have either a branch or any R&D activity.

APPLICATION OF THE INTERNATIONAL ACCOUNTING STANDARDS (IFRS)

The financial information of 2013 has now been agreed and presented in accordance with the IFRS standards as adopted in the European Union. The annual financial report has been made available to the shareholders. It forms an integral part of the present management report.

ALLOCATION OF PROFITS (CORPORATE RESULTS OF ATENOR GROUP S.A.)

ATENOR GROUP s.a.'s statutory annual accounts show a net profit for the tax year of 7,996,987.50 euro.

Apart from the operations reflected in the consolidated accounts, the 2013 profits/losses is primarily explained by the sales of long leases connected with the UP-site and Trebel projects and of management of general and structural expenses as well as financial charges primarily related to our two bond issues.

Your Board proposes you to approve the annual accounts as at 31 December 2013 and allocate the corporate financial year's profit of ATENOR GROUP s.a. as follows:

Profit for the year	€ 7 996 987.50
Profit carried forward	€ 42 435 828.78
Profit to be allocated	**€ 50 432 816.28**
Directors 'entitlements	€ 225 000.00
Legal reserve	€ 399 849.38
Capital remuneration(*)	€ 10 488 670.00
Profit to be carried forward	**€ 39 319 296.90**

(*) suspension of the entitlement to dividend on own shares (7.583) subject to the approval of the General Meeting

PROPOSED DIVIDEND

The Board of Directors will propose, to the General Assembly of 25 April 2014, the payment (for the financial year 2013) of a gross dividend of 2.00 euro per share, that is, a net dividend after withholding tax (25%) of 1.50 euro per share and, for the second consecutive year, in the form of an optional dividend.

Similar to last year, the reference shareholders have already indicated that they would opt for the optional dividend.

STATEMENT ON CORPORATE GOVERNANCE

Regarding the Corporate Governance Statement (including, among others, the remuneration report in compliance with Article 96§3 of the Companies Code), the description of systems of internal control, of the risk management and the other regulatory information aimed at in Article 34 of the Royal Decree of 14 November 2007), reference is made to page 38.

It is an integral part of this report and is also repeated in its entirety in the annual report.

EVENTS AFTER THE CLOSING DATE

On 3 February 2014, ATENOR GROUP issued a second tranche of the stock option plan (SOP 2013) for the subsidiary named ATENOR GROUP INVESTMENTS (AGI).

The options issued on this subsidiary benefit ATENOR GROUP management, personnel and service providers.

This SOP may be exercised during the three periods following 13 March to 31 March 2017, from 12 March to 31 March 2018 and from 11 March to 31 March 2019.

No other significant event occurring since 31 December 2013 is to be noted.

PROSPECTS FOR THE YEAR 2014

Most of the projects in our portfolio have evolved notably in 2013. A number of building permits (obtained or applied for) and various phases of construction or planned construction clearly reflect this global evolution. Specific progress in terms of commercialization for both office and residential projects provide not only a good visibility concerning the results for 2014 and subsequent years, but also demonstrate diversity not achieved before in the sources of results.

However, the real estate market, both residential and office, remains tied to the development of the economic climate.

In these general conditions of low economic growth in Europe, ATENOR is remaining cautious in its forecasts and is not expressing an opinion on the future schedule of results not the level of profitability expected.

PRINCIPAL RISKS AND UNCERTAINTIES

ATENOR GROUP's activities consist in the realisation of real estate developments, either directly or through subsidiaries.

ATENOR GROUP is faced with the risks and uncertainties inherent with this activity and, in particular, the changes in international economic trends and the markets in which the buildings are constructed, and the changes in the financial markets fundamentals, such as interest rates and the volume of funds intended for investment.

The Board of Directors is attentive to the analysis and management of the various risks and uncertainties to which ATENOR GROUP and its subsidiaries are subject.

Furthermore, the Board of Directors sets out three identified risks in the legal proceedings which ATENOR GROUP is confronted with:

- In the context of the tax dispute involving what are known as "Liquidity Companies", which could concern more than 700 companies in Belgium, major charges were brought against some of the Group's former subsidiaries. These companies had been sold, more than thirteen years ago, to investors introduced and recommended to ATENOR GROUP by intermediaries and renowned banking institutions.

  It transpired that these investors might have embezzled the liquidities of the acquired companies and failed to fulfil their tax obligations by not proceeding with any reinvestment as announced.

  These tax disputes, which do not relate to ATENOR GROUP directly, have given rise to criminal complaints or civil proceedings, mainly against the buyers and the intervening banks but also against ATENOR and certain members of its management.

  Currently, ATENOR GROUP and some of its directors are involved in three ongoing proceedings.

  Within the scope of the ongoing legal procedure regarding "Erasmonde – American Energy", the court of appeal is expected to announce a decision soon on the appeals made against a decision made in October 2013 against 13 companies and people including ATENOR GROUP and Stéphan Sonneville, ATENOR GROUP's Managing Diector.

  Within the scope of the "E. Migeotte / Société Générale (France) "case," after a non suit announced in February 2012 by the Council Chamber of Turnhout, the Indictment Division of Antwerp took a decision to refer in March 2013. The appeal made by a third party was rejected. An initial session of the Correctional Court was set for 30 April 2014.

  Finally, the "D-Facto – Cabepo" case is currently pending before the Court of Appeals of Brussels; the matter is set for the first submissions in April 2014.

  In addition, ING bank, whose responsibility in a similar case was called into question by the tax authorities intends to involve ATENOR GROUP in this civil procedure.

  In general, ATENOR GROUP, which fully and honestly cooperated in the investigations carried out by the legal and tax authorities, confirms that it has not committed any fraud either with regard to tax law or to company law, and is confident that its good faith will be acknowledged in all of the above mentioned cases.
- As regards the PIXEL building in Luxembourg, general contractors Soludec and CIT Blaton issued a summons against ATENOR for reimbursement of penalties for which ATENOR had obtained payment by calling on bank guarantees (0.54 million euro) and as payment for various other damages).

  On 9 March 2012, the District Court of Luxembourg partially accepted this request, to the limit of 0.37 million euro. On 24 May 2012, ATENOR GROUP, appealed this ruling and set aside provisions in the 2012 in the amount of 0.37 million euro. The procedure is still pending on appeal.
- A dispute opposes Atenor Group Luxembourg to the consortium of the contractors Soludec, CIT Blaton and Van Laere, to whom the construction of the PRESIDENT building was entrusted. ATENOR is asking for the application of contractual delay penalties, while the contractors are claiming various damages. These procedures are still ongoing before the Luxembourg District Court. The legal expert appointed in July 2010 submitted his report in 2013. Atenor Group Luxembourg has called upon the bank guarantees set up for its benefit. It obtained payment in the amount of 5.00 million euro by ruling in February 2011. This ruling was confirmed in December 2012 by the Court of Appeals of Luxembourg. This amount has not been recorded in the consolidated results.

  ATENOR GROUP is of the opinion that the claims the Group is facing are unfounded and, consequently, no provision has been made regarding these disputes.

ADMINISTRATION

- Your Board proposes that discharge would be granted to the directors and to the auditor for the financial year ended on 31 December 2013.
- On the proposal of the Appointments and Remuneration Committee, your board proposes that the mandate as director of SOGESTRA sprl represented by Nadine Lemaître would be renewed for a period of three years. This mandate, which could be remunerated, will expire at the end of the Ordinary General Assembly of 2017.

La Hulpe, 28 February 2014

For the Board of Directors.

Consolidated income statement

In thousands of EUR	Notes	2013	2012
Revenue	3 & 4	**110,133**	**45,943**
Turnover		109,997	45,452
Property rental income		136	491
Other operating income	3 & 4	**2,659**	**3,801**
Gain (loss) on disposals of financial assets		9	936
Other operating income		2,236	2,865
Gain (loss) on disposals of non-financial assets		414	0
Operating expenses (-)	3 & 4	**-88,949**	**-40,990**
Raw materials and consumables used (-)		-93,898	-52,089
Changes in inventories of finished goods and work in progress		28,334	28,905
Employee expenses (-)	5	-1,684	-2,993
Depreciation and amortization (-)		-172	-181
Impairments (-)		-47	613
Other operating expenses (-)	6	-21,482	-15,245
Result from operating activities - EBIT	3 & 4	**23,843**	**8,754**
Financial expenses (-)	7	-6,484	-4,315
Financial income	7	1,258	1,195
Share of profit (loss) from investments consolidated by the equity method		-323	-568
Profit (loss) before tax		**18,294**	**5,066**
Income tax expense (income) (-)	8	-6,266	4,424
Profit (loss) after tax		**12,028**	**9,490**
Post-tax profit (loss) of discontinued operations		0	0
Profit (loss) of the period		**12,028**	**9,490**
Attributable to minority interest		0	1
Group profit (loss)		**12,028**	**9,489**

In EUR		2013	2012
Earnings per share			
Number of shares	9	5,251,918	5,038,411
Basic earnings	9	2,29	1,88
Diluted earnings per share	9	2,29	1,88
Proposal of gross dividend per share	9	2,00	2,00

In thousands of EUR	2013	2012
Other elements of the overall profit and losses		
Group share result	**12,028**	**9,489**
Items not to be reclassified to profit or loss in subsequent periods :		
Employee benefits	-141	0
Items to be reclassified to profit or loss in subsequent periods :		
Translation adjusments	-1,789	857
Cash flow hedge	0	99
Overall total results of the group	**10,098**	**10,445**
Overall profits and losses of the period attributable to third parties	0	1

Consolidated balance sheet

ASSETS

In thousands of EUR	Notes	2013	2012
Non-current assets		**43,049**	**45,412**
Property, plant and equipment	12	341	362
Investment property		0	0
Intangible assets	11	4,523	4,910
of which goodwill		4,498	4,875
Investments in related parties	17	0	74
Investments consolidated by the equity method	13	10,361	10,085
Deferred tax assets	19	10,281	13,395
Other non-current financial assets	17	17,535	16,450
Derivatives		0	0
Non-current trade and other receivables	17	3	4
Other non-current assets	18	5	132
Current assets		**333,660**	**349,374**
Assets held for sale	15	0	1,546
Inventories	16	261,267	230,467
Other current financial assets	17	37,379	96,707
Derivatives		0	0
Current tax receivables	18	3,440	1,307
Current trade and other receivables	17	29,146	16,511
Current loans payments	18	35	11
Cash and cash equivalents	17	1,530	2,009
Other current assets	18	863	816
Total assets		**376,709**	**394,786**

LIABILITIES AND EQUITY

In thousands of EUR	Notes	2013	2012
Total equity		**104,786**	**98,743**
Group shareholders' equity		**104,786**	**98,605**
Issued capital	10	44,644	38,880
Reserves	10	66,517	66,100
Own shares (-)	9 & 10	-6,375	-6,375
Minority interest		**0**	**138**
Non-current liabilities		**184,682**	**200,156**
Non-current interest bearing borrowings	21	164,097	164,310
Non-current provisions	20	424	398
Pension obligation	23	80	34
Derivatives	21	61	165
Deferred tax liabilities	19	10,170	8,786
Current trade and other payables	21	9,814	26,463
Other non-current liabilities	21	36	0
Current liabilities		**87,241**	**95,887**
Current interest bearing debts	21	49,744	66,255
Current provisions	20	1,052	1,052
Pension obligation	23	0	9
Derivatives	21	28	0
Current tax payables	22	1,663	1,092
Current trade and other payables	21	27,181	18,368
Other current liabilities	22	7,573	9,111
Total Equity and Liabilities		**376,709**	**394,786**

Consolidated cash flow statement

(indirect method)

In thousands of EUR	2013	2012
Operating activities		
Profit/loss after tax (excl. discontinued operations)	12,028	9,490
Result of investments consolidated by the equity method	324	568
SOP / IAS 19	113	201
Depreciations (+/-)	172	203
Write off (+/-)	46	-613
Provisions (+/-)	17	-1,076
Translation adjustments (+/-)	-16	-15
Profits/losses on assets disposals	-205	-833
Deferred taxes (+/-)	4,554	-5,120
Cash flow	**17,033**	**2,805**
Increase/decrease in inventories	-32,294	-31,954
Increase/decrease in receivables	-56,114	-10,412
Increase/decrease in debts	-13,627	26,256
Increase/decrease in working capital	**-102,035**	**-16,110**
Cash from operating activities (+/-)	**-85,002**	**-13,305**
Investments activities		
Acquisitions of intangible and tangible assets	-141	-114
Acquisitions of financial investments	-60	-86
New loans	-1,779	-1,165
Subtotal of acquired investments	**-1,980**	**-1,365**
Disposal of financial investments	0	957
Reimbursement of loans	163	71
Subtotal of disinvestments	**163**	**1,028**
Cash from investment activities (+/-)	**-1,817**	**-337**
Financial activities		
Capital decrease	-288	0
Own shares	0	-2
New long-term loans	43,179	91,354
Reimbursement of long-term loans	-11,463	0
Dividends paid by parent company to its shareholders	-3,983	-9,877
Fees paid to the directors	-225	-205
Cash from financial activities (+/-)	**27,220**	**81,270**
Changes in scope of consolidation and exchange rate	-208	-20
Net cash variation	**-59,807**	**67,608**
Opening value of cash accounts in balance sheet	98,716	31,108
Closing value of cash accounts in balance sheet	38,909	98,716

The cash flows in 2013 were significantly impacted by:
- the "new loans" which contain the advances granted to the subsidiaries consolidated by the equity method, IMMOANGE, VICTOR PROPERTIES and SOUTH CITY HOTEL (-1.52 million euro) and the «urban planning charges» guarantee for the Port du Bon Dieu project (-0.26 million euro);
- the "new long term loans" correspond mainly to
  (a) the 35 million euro down payment received from the European Parliament and the outstanding balance due from the acquisition of the emphyteusis (3.3 million euro) within the context of the Trebel project and
  (b) two 3-year MTNs of 4.75 million euro (+43.18 million euro);
- the "reimbursements of long-term loans" (-11.46 million euro) corresponding to the payment of two additional tranches for the acquisition of the emphyteusis for the Trebel project.

As a reminder: the cash flows in 2012 were significantly impacted by:
- the "new loans" (-1.17 million euro) granted to the subsidiaries consolidated by the equity method (IMMOANGE and VICTOR PROPERTIES);
- the disposal of financial assets (+0.96 million euro) exclusively concerning the transfer to PMV-GO of UP 36 holding the residual rights on the subsoil in block 2 of the UP-site project.
- The "new long term debt" (91.35 million euro) covering the bond issue for 60 million euro issued on 26 October 2012, an eight-year MTN for 13.5 million euro as well as the advance of 15 million euro received from the European Parliament within the framework of the provisional sale agreement of the TREBEL project signed on 27 June 2012 (+91,35 million euro).

Consolidated statement of change in equity

In thousands of EUR	Notes	Issued capital	Hedging reserves	Own shares	Consolidated reserves	Profit/loss of the period	IAS 19R reserves	Cumulative translation adjusments	Minority interests	Total Equity
2012										
Balance as of 01.01.2012		**38,880**	**-99**	**-6,373**	**76,646**	**-**	**-**	**-10,947**	**-589**	**97,518**
Profit/loss of the period		-	-	-	-	9,489	-	-	1	9,490
Other elements of the overall results	(2)	-	99	-	-	-	-	857	-	956
Total comprehensive income		**-**	**99**	**-**	**-**	**9,489**	**-**	**857**	**1**	**10,446**
Paid dividends and directors' entitlements		-	-	-	-9,967	-	-	-	-	-9,967
Own shares	(1)	-	-	-2	-	-	-	-	-	-2
Share based payment		-	-	-	222	-	-	-	-	222
Others		-	-	-	-200	-	-	-	726	526
Balance as of 31.12.2012		**38,880**	**-**	**-6,375**	**66,701**	**9,489**	**-**	**-10,090**	**138**	**98,743**
2013										
Balance as of 01.01.2013		**38,880**	**-**	**-6,375**	**76,190**	**-**	**-**	**-10,090**	**138**	**98,743**
Profit/loss of the period		-	-	-	-	12,028	-	-	-	12,028
Other elements of the overall results	(2)	-	-	-	-	-	-141	-1,789	-	-1,930
Total comprehensive income		**-**	**-**	**-**	**-**	**12,028**	**-141**	**-1,789**	**-**	**10,098**
Capital increase	(3)	5,764	-	-	-	-	-	-	-	5,764
Paid dividends and directors' entitlements		-	-	-	-9,762	-	-	-	-	-9,762
Own shares	(1)	-	-	-	-	-	-	-	-	-
Share based payment		-	-	-	81	-	-	-	-	81
Others		-	-	-	-	-	-	-	-138	-138
Balance as of 31.12.2013		**44,644**	**-**	**-6,375**	**66,509**	**12,028**	**-141**	**-11,879**	**-**	**104,786**

(1) See note 10 (Capital) and note 23 (Employee benefits)
(2) In 2008, the Group acquired Hungarian and Romanian companies. ATENOR opted for the use of the local currency as the functional currency in each of these countries. The negative conversion differences of the period noted in the shareholders' equity were impacted by the down trend in these currencies. See note 17 (Financial assets) and note 2 (Risks management).
(3) On 28 May 2013, ATENOR GROUP executed a capital increase within the context of the distribution of the optional dividend voted by shareholders on 26 April 2013. Following this capital increase, the number of ordinary shares without designation of a nominal value amounts to 5.251.918 of which 157,583 own shares (See note 10).

Notes to the consolidated financial statements

Note 1 – Main accounting methods

1. ACCOUNTING BASIS

The consolidated financial statements on 31 December 2013 were prepared in compliance with the IFRS (International Financial Reporting Standards) as adopted in the European Union.

The accounting principles applicable to the preparation and the presentation of consolidated financial statements on 31 December 2013 have not been altered from those used for the preparation and the presentation of consolidated financial statements on 31 December 2012.

Standards and interpretations became effective on a mandatory basis in 2013 in the European Union:

- IFRS 13 – Fair value measurement (1/1/2013)
- Amendments to IFRS 1 - Severe Hyperinflation and removal of fixed dates for first-time adopters (1/1/2013)
- Amendments to IFRS 1 - Government Loans (1/1/2013)
- Amendments to IFRS 7 - Disclosures – Offsetting Financial Assets and Financial Liabilities (1/1/2013)
- Amendments to IAS 1 – Presentation of Items of Other Comprehensive Income (1/1/2013)
- Amendments to IAS 12 – Taxes on the result - Deferred Taxes: Recovery of Underlying Assets (1/1/2013)
- Amendments to IAS 19 – Employee Benefits (1/1/2013)
- IFRIC 20 – Stripping Costs in the Production Phase of a Surface Mine (1/1/2013)

None of the new IFRS standards and IFRIC interpretations and amendments of the old standards and interpretations, applied for the first time in 2013, had any significant direct impact on the figures reported by the Company. The new rule IAS 19 came into effect for open fiscal years as of 1 January 2013 and is applied retrospectively. Given Atenor Group's limited exposure to the topic of employee benefits, the impact of the new rule is negligible. No retrospective restatement was therefore necessary.

The rule IFRS 13, which provides for a new definition "fair value", specifically "the price that would be received for the sale of an asset or paid for the transfer of a liability during a normal transaction between market players on the date of evaluation", is to be applied as of 1 January 2013 but does not require modification of comparative fiscal years.

New or amended standards and interpretations that entered into force after 31 December 2013 and whose early application is authorised within the European Union

- IFRS 10 – Consolidated Financial Statements (1/1/2014)
- IFRS 11 – Joint Arrangements (1/1/2014)
- IFRS 12 –Disclosure of Interests in Other Entities (1/1/2014)
- IFRS 10, IFRS 11 and IFRS 12 – Amendments to IFRS 10, IFRS 11 and IFRS 12 – Transition guidance
- IFRS 10, IFRS 12 and IAS 27 – Amendments to IFRS 10, IFRS 12 and IAS 27 – Investment Entities
- IAS 27 (Revised) – Separate Financial Statements (1/1/2014)
- IAS 28 (Revised) – Investments in Associates and Joint Ventures (1/1/2014)
- Amendments to IAS 32 – Financial instruments : presentation - Offsetting Financial Assets and Financial Liabilities (1/1/2014)

ATENOR GROUP has not adopted these new or amended standards and interpretations in advance. ATENOR GROUP is continuing its analysis of the possible impact of these new standards and interpretations. The future application of the new or amended standards and interpretations whose entry into force is set at 1 January 2014 should not have a significant impact on the consolidated financial statements of ATENOR GROUP.

The consolidated financial statements of the Group were made up by the Board of Directors on 28 February 2014.

2. CONSOLIDATION PRINCIPLES AND SIGNIFICANT ACCOUNTING PRINCIPLES

The consolidated financial statements include the financial statements of ATENOR GROUP s.a. and its subsidiaries that are controlled directly or indirectly. These subsidiaries are consolidated according to the full consolidation method. Control is assumed to exist if the Group holds at least 50% of the shares.

The equity method is applied especially in the case of joint ventures held with joint control.

The intra-group transactions and results have been eliminated.

These consolidated financial statements have been prepared on the basis of historical cost, with the exception of certain financial instruments that are entered in the accounts according to the convention of fair value in conformity with the handling of the different categories of financial assets and liabilities defined by the IAS 39 standard.

The financial statements are presented in thousands of euro and rounded off to the nearest thousand.

2.1. Property, Plant and Equipement

A tangible fixed asset is booked in the accounts if it is probable that the future economic advantages associated with this element will be released by the Group and if the cost of this asset can be evaluated in a reliable way.

The tangible fixed assets are subject to the application of the terms relating to the depreciation of assets (IAS 36) and to the duration of the utility of the significant components of the assets (IAS 16). The land, installations and machines held with a view to their use in the production of goods and services, or for administrative purposes, are initially assessed at their acquisition value with the deduction of accumulated amortisation and any losses of value that may be recognised.

The acquisition value includes all the directly imputable charges necessary to bring the asset into a state where it can fulfil the function for which it is intended. The depreciation is calculated based on the estimated duration of service life, with a deduction of the residual value if this is significant. The borrowing costs are activated if applicable in tangible fixed assets under the conditions stipulated by IAS 23. The depreciations are calculated linearly on the estimated dur-ation of service life of the assets as of the date on which the asset is ready to be used, taking into account the residual value of the assets concerned, if this is significant. Depreciation is booked in the income statement under the category "Depreciation and amortisation (-)".

Structures:	20 - 33 years
Installations and equipment:	10 - 15 years
Machines:	3 - 8 years
Computer materials:	3 - 10 years
Furniture:	2 - 10 years
Mobile equipment:	4 years
Outfitting of rented property:	9 years (duration of the lease)

The profit or the loss resulting from the transfer or the change of purpose of a tangible fixed asset corresponds to the difference between the income from the sale and the accounting value of the tangible fixed asset. This difference is taken into account in the income statement.

The grounds are assumed to have an unlimited service life and are not depreciated.

Later expenditures are booked into the income statement at the moment when they are incurred. Such an expense is activated only when it can be clearly demonstrated that it has led to an increase in the future economic advantages expected from the use of the tangible fixed asset in comparison with its normal performance as initially estimated.

The assets under financial leasing are recognized in the balance sheet if all the risks and advantages of ownership have been transferred to the buyer. They are amortised over the economic service life or, if it is shorter, over the duration of the lease.

2.2 Properties and Investments properties

ATENOR GROUP's activities in the real estate field can lead the group to hold various types of buildings categorised by the use to which they are assigned:

- property, plant and equipment (IAS 16): properties acquired with a view to a real estate development in the medium term and which temporarily continue to be made profitable in an activity producing ordinary revenue,
- investment property (IAS 40): properties rented out, generally while waiting for development later and
- projects in the course of development entered in inventories (IAS 2 – Inventories and IAS 11 – Construction contracts).

Each category has its own corresponding accounting principles regarding the recognition of the assets at origin and their later valuation.

The assets held in investment properties represent the properties held to gain rental income or properties let over a longer period in the expectation of the implementation of a real estate project in the medium term. Investment properties are booked at their acquisition value, reduced by depreciations and any losses in value. The market value is mentioned for information purposes in a note in the consolidated financial statements.

ATENOR GROUP has opted for valuation of buildings held temporarily as investments according to the "cost model", a model that is more appropriate than the "fair value model" from the point of view of later appreciation through an own real estate development. The cost of an investment property includes its purchase price and all directly attributable expenses. Directly attributable expenses are, for example, legal fees, transfer duties and other transaction costs. After being recorded as an asset, a placement property measured according to the «cost model» is booked at its cost reduced by the accumulated depreciations and the accumulated losses of value (see point 2.3 - Losses of value on tangible fixed assets). The depreciations are calculated linearly over the estimated service life of the buildings, with deduction of their probable residual value. The depreciation is booked into the income statement under the category "Depreciation and amortisation (-)". As a general rule, investment buildings for which the operating horizon is not limited are depreciated between 20 and 33 years.

2.3. Intangible Assets (other than goodwill)

The intangible fixed assets are evaluated initially at cost. The intangible fixed assets are recognised as assets if it is probable that the future economic advantages that can be attributed to the asset will go to the undertaking and if the cost of this asset can be evaluated in a reliable way. After initially being entered in the accounts, the intangible fixed assets are evaluated at cost reduced by the combination of the amortisations and the combination of the depreciations and cumulated loss of value of assets.

The intangible assets of ATENOR GROUP primarily include the software programs.

The intangible fixed assets have a fixed economic life and are consequently depreciated according to the linear method on the basis of the best estimation of their duration of utility. The depreciation is booked in the accounts in the income statement under the category "Depreciation and amortisation (-)".

Depreciation of tangible and intangible fixed assets:

Except for the current intangible assets, which are subjected to an annual impairment test, tangible and intangible fixed assets are the object of an impairment test only when there is an indication showing that their accounting value will not be recoverable by their use (utility value) or their sale (fair value less sale costs).

If an asset does not generate cash flows independent of those of other assets, the Group will conduct an estimate of the recoverable value of the cash generating unit (CGU) to which this asset belongs. The recoverable value is the higher value between the fair value decreased by the costs of the sale and the utility value.

The *fair value* is the price that would be received for the sale of an asset or paid for the transfer of a liability on a normal transaction between market participants on the evaluation date.

The *utility value* is the current value of the future cash flows likely to result from an asset or a UGT.

A *loss of value* is the amount by which an asset's or UGT's book value exceeds its recoverable value.

When a loss of value is recovered later, the accounting value of the asset or of a CGU is increased to reach the revised estimate of its recoverable value, without, however, being higher than the accounting value that would have been determined if no loss of value had been entered in the accounts for this asset or this CGU in the course of previous financial years.

2.4. Goodwill

The goodwill constitutes the difference between the acquisition cost determined at the time of the regrouping of companies and the Group share in the fair value of the assets, liabilities and any identifiable benefits.

In compliance with IFRS 3 on the regrouping of companies and IAS 38 on intangible fixed assets, the duration of utility of the goodwill acquired within the scope of a regrouping of companies is considered as indeterminate and no depreciation is booked in the accounts. ATENOR GROUP carries out annually a test of loss of value consisting of allocating a recoverable value (that is, the fair value less the costs of sale or the value in use) to each asset concerned (or generating unit of the Group's accounts). If this recoverable value is lower than the accounting value of the unit or the entity concerned, the Group registers a loss in value, for which the difference is booked in the profit and loss accounts.

The loss of value recognised for goodwill cannot be recovered during later financial years.

When control has been obtained over one or more other units that do not constitute "businesses", the regrouping is not classified as a "business combination". When it concerns a group of assets or of net assets that do not constitute a "business", the cost is distributed among the individual identifiable assets and liabilities on the basis of their fair values relating to the date of acquisition. And such an acquisition of asset(s) does not give rise to the recognition of goodwill. Thus in the event of an acquisition of an asset, contrary to a "business combination", the amount paid that exceeds the fair value of the assets is not entered in the accounts as "goodwill". To summarise, transferred assets appear in the buyer's balance sheet not at their fair value as in a "business combination", but at their fair value plus the "extra price" paid, without recognition of deferred taxes.

2.5. Non current assets held for sale and discontinued activities

The Group enters a non-current asset (or any entity intended to be disposed of) as held for sale if the accounting value is or will be recovered primarily through a sales transaction rather than through continued use.

The non-current assets held for sale are valued at the lowest at their accounting value or at their fair value reduced by the costs of sale.

A discontinued activity is a unit (or a group of units) generating funds that either has been disposed of or is held for sale. It appears in the profit and loss accounts under a single amount and its assets and liabilities are presented in the balance sheets separately from the other assets and liabilities.

2.6. Inventories

The inventories are valued at the lowest at cost and the net marketable value. The net realizable value is the estimated selling price as part of a normal process of developing a real estate project, less the estimated costs to completion and the estimated costs necessary for the sale.

The cost includes the acquisition costs and the direct and indirect costs of conversion or development, including appropriate borrowing costs.

The amount of any write-downs to bring stocks down to their net execution value and any "stock" losses are booked as expenses for the period in which the write-down or loss occurs. The amount of any reversals of "stock" depreciations resulting from an increase in the net execution value is booked as a reduction of the amount of stocks booked in expenses in the period in which the reversal occurs.

2.7. Provisions

A provision is constituted when the Group has a legal or implicit obligation at the date of the balance sheet and at the latest during the approval of the consolidated financial statements by the Board of Directors. The registered provisions meet the three-fold condition of resulting from a past transaction or event, of having a probability of leading to an outflow of resources and of being able to estimate the outflow of resources in a reliable way.

The provisions are the object of discounting in order to take into account the course of time. Each year ATENOR GROUP reviews the discounting rates used for each of its provisions.

In the application of the evaluation rules, the establishment of provisions for charges to be paid constitutes a matter subject to judgement.

Insofar as risks and undertakings are concerned for which an actual disbursement is disputed and judged not very probable, ATENOR GROUP will provide qualitative indications in notes 2, 24 and 26 (Risks Management, Disputes and Rights and obligations).

2.8. Borrowing costs

The costs of borrowing directly attributable to the acquisition, construction or production of a qualified asset are incorporated into the cost of this asset.

A qualified asset is an asset requiring a long period of preparation before it can be used or sold. The buildings intended for sale registered in the inventory account meet this criterion because the studies, the construction and the sales and marketing process can take several years.

The rate used to determine these costs will correspond to the weighted average borrowing costs applicable to the specific or general loans contracted to finance the real estate projects concerned.

ATENOR GROUP will start the capitalisation of the costs of borrowing as soon as the permits that are indispensable to the preparation of the asset have been issued and the implementation of the construction site is actually launched.

Capitalisation of the costs of borrowing is suspended during the long periods in the course of which the normal development of the project is interrupted.

2.9. Financial Instruments

- Payables: payables are valued at their nominal value.
- Own shares: the own shares are entered as a deduction from the equity. The results connected with transactions on these shares also affect the equity and not the income statement.
- Cash and cash equivalents: this entry includes cash money and deposits, short term investments (less than one year) and very liquid investments.
- Bank loans: advances and financial loans are initially booked in the accounts at their fair value increased by the direct transaction costs, and later at the amortised cost according to the method of the actual interest rate. The financial charges, including the bonuses and commissions payable, are paid over the duration of their availability, with the exception of the cost of loans connected to qualified assets.
- Derivatives are valued at their fair value. The variations in the fair value of derivative instruments that make up the instruments for hedging the cash flows are recognised directly in the equity. The changes in the fair value of the derivatives designated and categorised as instruments for hedging fair value are entered in the profit and loss account, as well as changes in the fair value of the asset or liability hedged imputable to the risk hedged.
  The non-effective part is recognised in the income statement. In other cases, variations in the fair value are immediately recognised in the profit and loss account.

2.10. Exchange rate risks

The Group has foreign assets and considers the currency of each country as the "functional" currency in terms of IAS 21, which handles the "effects of changes in foreign exchange rates" and define the way to convert the financial statements into euro (reporting currency).

The Group therefore enters transactions and balances in the currency and due to this fact it is exposed to exchange risks of these currencies, defined as functional, materialising through conversion differences incorporated into its own consolidated equity capital.

All the projects under development in these foreign countries remain valued in stock according to the acquisition prices and the market prices relating to the studies and to the construction costs. All the active steps contributing to the successful completion of the project express the value creation provided by ATENOR GROUP and support the maintenance of an asset value "at cost" as long as the project demonstrates its feasibility and its profitability, whatever the unanticipated unknowns in the market values.

An abandoned project and/or a project whose net market value is lower than the net book value in stock would be the object of an appropriate value correction.

The use of the local currency as the functional currency is justified by the operational needs for execution of the projects.

The regular updating of the feasibilities (cost price, rental price, transfer parameters) of the projects makes it possible to check the extent to which the potential margin is affected by the evolution of economic and financial conditions. Consequently this estimated result per project incorporates the exchange risk as a parameter of the feasibility of each of the projects.

2.11. Segment reporting

The segment reporting is based, both for internal and external communication, on a single activity criterion, namely, project development in the area of real estate promotion. ATENOR GROUP exercises its main activity of developing real estate promotion projects essentially in the area of office and residential buildings with relatively homogeneous characteristics and similar viability and risk profiles.

ATENOR GROUP has no activity organised by geographic markets. The internal and external reporting of ATENOR GROUP does not refer to a geographical segmentation either.

2.12. Income from activities

ATENOR GROUP forms part of complex real estate transactions in which the results are acknowledged as a function of contractual undertakings on the one hand and the extent of completion on the other hand. The principles of income recognition are applicable both in qualified "share deal" and "asset deal" operations for sales of buildings constructed, to be built or to be completed in the future.

These accounting principles are implemented in the light of the principles and guidance provided by IFRIC 15 - *Agreements for the construction of real estate*, or by analogy to IAS 11 *(Construction contracts)* or IAS 18 (*Revenue from ordinary operations*– service provision contracts) insofar as the recognition of revenues on progress taking into account the specific features of the activity of a real estate project developer is concerned, or in application of the principles of IAS 18 applicable to the delivery of goods with recognition of the revenue at the time of the actual transfer of the risks and advantages of ownership of the properties to the buyer.

Income is recognised to the extent that it can be considered as definitively acquired with deduction of all reasonably foreseeable charges associated with the obligations assumed by ATENOR GROUP in respect of the acquirer, in particular as regards the construction and the letting of the building.

The share of income related to the land is immediately acknowledged in the results from the moment that the transfer to the purchaser of control and/or the risks and advantages associated with the land is substantially realised and an identifiable part of the income can be attributed to it. The land share is that evaluated in accordance with the parameters of the market and the contract.

The share of income attributable to construction shall appear in the result in accordance with the progress report of works or on completion, according to whether the risks and benefits are transferred to the buyer during or following the building. The recognition of income on progress, in the context of a sale of assets, supposes a continuous transfer of the risks and rewards of ownership of the works in progress as the building work progresses.

The degree of progress of works can be determined in various ways. ATENOR GROUP uses the method that reliably measures the works executed. The methods selected may include, according to the type of contract:

a) the relationship that exists between the costs incurred for the works executed up to the date in question and the total estimated costs of the contract;
b) examination of the works executed; or
c) the progress, in physical terms, of part of the works of the contract.

The progress of the payments and advances received from customers does not necessarily reflect the works executed.

2.13 Taxes and deferred taxes

The company's taxes are based on the profit and loss for the year and include the taxes for the year and the deferred taxes. They are taken up in the profit and loss account, except if they concern elements directly taken up in the equity funds, in which case they are entered directly in the equity funds.

The tax for the financial year is the amount of tax to be paid based on the taxable profit for the financial year, as well as any corrections concerning previous years. It is calculated based on the local tax rate that is applicable at the closing date.

Deferred taxes are recognised on all taxable or deductible time differences, except the initial booking

- of the goodwill
- of an asset or liability in a transaction that is not a company consolidation and that affects neither the accounting profit nor the taxable profit.

In the event of an acquisition of (real-estate) assets that does not constitute a «business combination» (2.4 above), no deferred tax is recognized and the asset is recognized at its fair value plus the price difference part if any.

The time differences are the differences between an asset's book value or of a balance sheet liability and its tax base.

A deferred tax liability must be booked for all the taxable time differences. A deferred tax asset must be booked for all the deductible time differences insofar as it is probable that a taxable benefit, on which these deductible time differences may be assigned, will be available.

Deferred tax assets concerning deferrals of tax losses and tax credits are not recognised insofar as there are convincing indications that future taxable benefits will be available to use these tax assets. On each closing date, ATENOR GROUP reconsiders the deferred tax assets, whether recognized or not, on the basis of the future profitability indications of the companies concerned.

The deferred tax is calculated at the applicable tax rate.

2.14. Employee benefits

Benefits after employment include pensions and other benefits connected with retirement, as well as life insurance and medical care after employment. The benefits are taken up either in the plans at fixed contributions, or in the pension plans at fixed benefits.

The contributions of the plans at fixed contributions are covered in the profit and loss account at the time when they are due. For the pension plans at fixed benefits, the amount booked in the accounts at the date of the balance sheet is determined as being the updated value of the obligation concerning the fixed benefits, according to the projected unit credit method. The updated version of the defined benefit obligation is determined by updating the future cash flows, estimated on the basis of high-quality corporate bonds denominated in the currency in which the benefit must be paid and whose due dates are near to those of the corresponding liabilities for the pension scheme.

The re-evaluation includes the actuarial gains and losses (where applicable) and the yield of the plan's assets (before interest) which are immediately entered in the statement of financial position, recording a debit or credit in the other items of the overall result for the period in which they occur. The re-evaluation booked in the «Other overall result» heading is not reclassified in results.

The past service cost is booked in the result for the period in which the plan was modified. The net interest is booked in result and calculated by applying the update rate to the liabilities or assets for the defined services.

2.15. Stock Options Plans for employees and other payments based on shares

The Group has issued several plans for remuneration connected with the company's securities and for which the payment is made in the form of the company's shares.

In general, for payments in shares to which IFRS 2 is applicable, the fair value of benefits of beneficiaries received in exchange for the allocation of options is recognised as a charge. The total amount to be attributed in charges linearly over the period of acquisition of rights is determined in reference to the fair value of the options allocated.

The fair value of the options is measured at the date of allocation, taking into account the market parameters as well as hypotheses concerning the number of options that should be exercised. Each year, on the date the balance sheet closes, the Group will review its estimations as to the number of options that should be exercised. The impact of the revision of the initial estimations is booked in the income statement and the equity is corrected as a consequence over the remaining acquisition period of the rights. The income, net of directly attributable transaction costs, is attributed in addition to the registered capital and to the issuing bonus when the options are exercised. When the options reach maturity (without being exercised), the own funds will be corrected without any impact on the result. The simple extension of the period for the exercise of options without change in the duration of acquisition of the rights does not modify the initial booking of the plan in the accounts.

The other payments made to the staff and based on the shares, in particular the transfer of own shares with a discount, are also registered in the equity accounts in application of IFRS 2 and booked as costs over the vesting period.

3. ACCOUNTING ESTIMATES AND SIGNIFICANT JUDGEMENTS

To value the assets and liabilities that appear in the consolidated financial statements, the Group must necessarily make certain estimates and use its judgement in certain areas. The estimates and hypotheses used are determined on the basis of the best information available at the time of the closure of the financial statements. Nevertheless, by definition the estimates rarely correspond to actual fulfilments, so that the accounting valuations that result inevitably contain a certain degree of uncertainty. The estimates and hypotheses that could have a significant impact on the valuation of the assets and liabilities are commented below.

- The deferred tax assets (and more particularly those that are linked to the recoverable tax losses and credits) are booked only to the extent that is probable that they could be imputed in the future to a taxable profit.
- The recognition of the progress of revenue generated by certain real estate projects presupposes, to begin with, a production budget and continuous monitoring of the execution, on the basis of which the degree of completion, the costs on completion and the risks still to be controlled are valued in a prudent way to determine the share of the profit attributable to the period completed.
- For the provisions, the amount entered corresponds to the best estimate of expenditure necessary for the extinction of the current obligation (legal or implicit) at the date of closure.
  ATENOR GROUP is thus a party as a defendant in several judicial proceedings whose foundation the company disputes and that in its opinion should not give rise to an actual significant disbursement for the Group and consequently not give rise to the setting aside of provisions.
- Any value adjustments: depreciations on stocks and losses of value on fixed assets (including goodwill) are subject to the appraisal of the management body on the basis of the principles set out in point 2.

Note 2 - Risk management

ATENOR GROUP's activities consist in the realisation of real estate developments, either directly or through subsidiaries.

ATENOR GROUP is faced with risks and uncertainties inherent in this activity and, in particular, the changes in international economic trends and the markets in which the buildings are constructed, and the changes in the financial markets fundamentals, such as interest rates and the volume of funds intended for investment.

The Board of Directors is attentive to the analysis and management of the various risks and uncertainties to which ATENOR GROUP and its subsidiaries are subject.

Risk connected with the economic situation

The economic situation influences on the one hand the confidence of investors, candidate buyers for the real estate projects that ATENOR GROUP and its subsidiaries (the "Group") are developing, and on the other hand the confidence of companies in the private sector and actors in the public sector that are candidate tenants for these same properties.

However, the real estate promotion sector presents a time gap in comparison with the economic cycle of industries and services. For more than 20 years, ATENOR GROUP has been demonstrating its ability to anticipate its decisions regarding investments, launching or disinvestment in such a way as to reduce the impact or, as need be, to take advantage of a given economic situation.

The forecasts available currently concerning the countries in which ATENOR GROUP has invested have been taken into account in the forecasts of results; if the economic situation of these countries should deteriorate beyond the given forecasts, the forecasts for ATENOR GROUP's results would have to be revised downward as a consequence.

Risk connected with the development activity

Before every project acquisition, ATENOR GROUP conducts urban planning, technical, environmental and financial feasibility studies, most often in association with specialised external advisers.

In spite of all the precautions taken, unexpected problems connected with external factors (delays while awaiting decisions of the administrative authorities, new regulations, especially on the subject of soil pollution or energy performance, bureaucracy, environmental protection, etc.) and undetected risks can appear suddenly in projects developed by the Group, leading to delays in delivery and budget overruns.

ATENOR GROUP remains, in addition, reliant on the evolution of local markets whose supply of offices or residential units could quickly exceed the demand, leading to a risk of a reduction in rents.

The location of projects in strategic spots in capitals chosen by ATENOR GROUP constitutes an important criterion in its strategy. In spite of everything, these choices remain a risk that ATENOR GROUP endeavours to anticipate and control.

The complexity of the projects, the application of the regulations, the multiplicity of the participants, the necessity of obtaining permits, of searching for and finding tenants and finally, investor buyers constitute activities and risks which the promoter is confronted with. To handle these specific risks, over many years ATENOR GROUP has established systems of control and has employees who are experienced in the development of offices and residential units.

Risks connected with urban planning rules

The Group is obliged to comply with numerous rules concerning urban planning. It can happen that these urban planning rules are revised by the political and/or administrative authorities after ATENOR GROUP has acquired a plot. Land allocation on the scale authorised could thus be subject to major changes in comparison with the expectations of ATENOR GROUP. The modifications that these new rules lead to could require the Group's employees and the specialised external advisers to adapt the projects and to limit the impact that these new situations lead to.

Given the complexity of certain local, regional or national regulations, and in particular the process leading to obtaining building permits, there may be delays in the implementation and the start-up of a project. ATENOR GROUP has long experience in these processes and remains, nonetheless, vigilant regarding the technical and financial consequences of these situations.

Risk of destruction of projects under way or completed and not transferred

The real estate projects of the Group and its subsidiaries could be exposed to risks of flooding, fire, or explosion causing their destruction or their deterioration. The Group and all its subsidiaries cover these risks to the extent possible by taking out insurance policies appropriate to the individual situation of each of the projects. The Group's employees take care to have the regulations in force complied with and ensure in the contracts concluded with all the subcontractors that they apply the mandatory safety measures.

In the event of concluding a lease, depending on the circumstances, a "loss of revenue" insurance policy could be taken out by the Group or the subsidiary concerned with the project.

ATENOR GROUP takes care to enter into leases with top-quality tenants. There is nonetheless a third-party counterpart risk, the tenant, if it defaults.

Risk connected with direct and indirect taxation

The Group and its subsidiaries producing real estate developments in Belgium, the Grand Duchy of Luxembourg, Romania and Hungary are exposed to risks connected with amendments to the laws relating to direct and indirect taxes in these countries. For VAT, this risk remains limited, however, by the application of the European directives in all the countries cited.

Risk of other counterparts

This risk is aimed primarily at the buyers of the projects developed by the Group. In spite of the extreme precautions taken by ATENOR GROUP in the choice of investors that are candidates for buying a project, and in spite of the attention paid to the reputation and the solvency of these potential buyers, there is a risk of default of the counterparts and in the event of an unexpected occurrence, ATENOR GROUP's results could be affected.

Note 3 - Segment reporting

In thousands of EUR	Notes	2013	2012
Revenue		110,133	45,943
Other operating income		2,659	3,801
Purchases and changes in inventories		-65,564	-23,184
Employee expenses		-1,684	-2,993
Depreciation and impairments		-219	432
Other operating expenses		-21,482	-15,245
Result from operating activities EBIT		**23,843**	**8,754**
Net interests		-5,226	-3,120
Result of investments consolidated by the equity method		-323	-568
Income taxes		-6,266	4,424
Profit (Loss) after tax		**12,028**	**9,490**
Attributable to minority interest		0	1
Net result (Group Share)		**12,028**	**9,489**
EBITDA	(1)	24,062	8,322
Current cash flow	(2)	12,263	7,980
Assets		**376,709**	**394,786**
of which investments consolidated by the equity method		10,361	10,085
Liabilities		**271,923**	**296,043**

(1) EBIT + depreciation and impairments
(2) Net result + depreciation, provision and amortization + impairments on discontinued operations

The activities of ATENOR GROUP form one single sector (Real Estate), within which the real estate development and promotion projects are not differentiated by nature or by geographic area.

The primary segmentation (Real Estate) reflects the organisation of the Group's business and the internal reporting supplied by the Management to the Board of Directors and to the Audit Committee. There is no secondary segment.

See Note 1 (Main accounting methods – Paragraph 2.11).

The activity report of ATENOR GROUP supplies information on the acquisitions and transfers that have occurred during the financial year.

Note 4 - Operating results

In thousands of EUR	2013	2012
Total of the ordinary revenue	**110,133**	**45,943**
of which turnover	109,997	45,452
of which investment property rental income	136	491
Total of the other operating income	**2,659**	**3,801**
of which gain (loss) on disposals of financial assets	9	936
of which other operating income	2,236	2,865
of which gain (loss) on disposals of non-financial assets	414	0
Total of the operating charges	**-88,949**	**-40,990**
Result of operating activities	**23,843**	**8,754**

The turnover amounted to 110,00 million euro as at 31 December 2013. It comes primarily from three projects in development, i.e. the apartments of the Tour and those of the Terrace-buildings of the UP-site project (63.63 million euro), the TREBEL project (43.64 million euro) and the Port du Bon Dieu project in Namur (2.49 million euro). The latter two largely explain the 64.54 million euro rise compared to 2012.

As reminder: the 2012 turnover (45.94 million euro) mainly came from the transfers related to the UP-site project i.e. the sale of three office blocks to the Ethias Group, to Unizo and to PMV respectively and the sale of 83 apartments with notarial deed and promise to sell.

The operating result stands at 23.84 euro, mainly influenced by the sale, during the first semester, of block B2 of UP-site to PMV and the sale of the apartments of the Tour and of the Terrace-buildings; the TREBEL project also contributes to the operating result following progress of works (38.48%) and the first 22 notarial deeds and provisional agreements relating to the Port du Bon Dieu project; finally, the indemnities received for the City Docks project in Anderlecht provide an additional operating result.

Operating charges – see notes 5 and 6.

Note 5 - Personnel charges

In thousands of EUR	2013	2012
Wages and salaries	-1,273	-2,152
Social security contributions	-301	-611
Other personnel charges	-110	-230
Total personnel charges	**-1,684**	**-2,993**
Employment in full-time equivalents		
Total employment at the end of the accounting year	17.3	16.2

We note that personnel charges of 2012 were still influenced up to 1.31 million euro by the collective dismissal cost of the personnel of the CROWNE PLAZA hotel following the hotel's closure on 23 December 2011.

Apart from restructuring charges, the personnel costs 2013 are stable compared to 2012.

Note 6 - Other operating expenses

In thousands of EUR	2013	2012
Services and other goods	-16,260	-14,059
Provisions (increase/amounts written back)	-17	1,076
Other operating charges	-5,246	-2,305
Loss (exchange costs)	41	43
Total	**-21,482**	**-15,245**

"Services and other goods" concern mainly fees and services connected with the real estate projects, which are capitalised in "stock" for 28.33 million euro via the account "Changes in inventories of finished goods and work in progress" against 28.91 million euro in 2012 (see also the "Consolidated income statement").

The increase of the «other operating charges» in 2013 (+ 6.24 million euro) is mainly explained by

(a) TREBEL project's urban planning charges (1.4 million euro),

(b) the registration fees paid on the purchase of the Connectimmo plot (1.4 million euro) and

(c) more significant charges for the development of the Luxembourg, Romania and Mons projects (1.4 million euro).

In 2012, the other operating costs recorded the reversal of the restructuring provision (+1.35 million euro) constituted following the closing of the BRUSSELS EUROPA hotel.

Note 7 - Financial results

In thousands of EUR	2013	2012
Interest expenses	-5,913	-3,947
Other financial expenses	-571	-368
Interest income	1,257	1,194
Other financial income	1	1
Total financial results	**-5,226**	**-3,120**

In 2013, the net financial costs amounted to 5.23 million euro, compared to 3.12 million euro in 2012.

This financial result is explained on the one hand by the recording of the net interests connected with the two bond issues (7.73 million euro), the financing of ATENOR GROUP via CP and MTN (1.57 million euro) and the debt of Brussels Europa (0.15 million euro) and, on the other hand, by the activation of financial charges (IAS 23) related to the UP-site project (3.54 million euro), the Port du Bon Dieu project (0.48 million euro) and the obtaining of the permit for La Sucrerie (Ath) (0.06 million Euro – permit delivered on 3 May 2013) and Au Fil des Grands Prés (Mons) (0.04 million euro – permit delivered on 24 June 2013).

See also "Consolidated cash flow statement".

Note 8 - Income taxes and deferred taxes

In thousands of EUR	2013	2012
I. Income tax expense / Income - current and deferred		
Income tax expense/income - current		
Current period tax expense	-1,661	-691
Adjustments to tax expense/income of prior periods	-51	-5
Total current tax expense, net	**-1,712**	**-696**
Income tax expense/income - deferred		
Related to the current period	-11,962	-4,232
Related to prior exercises (tax losses)	7,408	9,352
Total deferred tax expense	**-4,554**	**5,120**
Total current and deferred tax expense	**-6,266**	**4,424**
II. Reconciliation of statutory tax to effective tax		
Profit before taxes	18,294	5,066
Statutory tax rate	33.99%	33.99%
Tax expense using statutory rate	**-6,218**	**-1,722**
Adjustments to		
- current tax of prior periods / surcharges / foreign taxes	-324	-23
- non-taxable revenues	121	751
- non-tax deductible expenses	-406	-337
- recognising deferred taxes on previously unrecognised tax losses	620	1,383
- on deferred tax assets and deferred taxes liabilities	718	5,005
- tax computed on other basis	-207	-167
- losses for the year	-148	-643
- new taxes (fairness tax)	-391	0
- Other adjustments	-31	177
Tax expense using effective rate	**-6,266**	**4,424**
Profit before taxes	18,294	5,066
Effective tax rate	n.a.	n.a.

In 2013, the consolidated accounts of ATENOR GROUP record deferred taxes for a total of -4.55 million euro compared with 5.12 million euro in 2012. This amount includes:

- the net impact of -2.83 million euro on the deferred tax assets of ATENOR GROUP SA taking into account, first, the results of the sales of the UP-site and Trebel project and, second recoverable, tax losses on 31 December 2013;
- the booking of the deferred assets and liabilities for -2.05 million euro on BUILD UP taking into account the forecast results of the UP-site project;
- deferred tax assets and liabilities for the year (0.33 million euro).

The group has invested through its subsidiaries I.P.I. and ALCO BUILDING, in two audiovisual works and benefited from the tax advantage related to the "Tax Shelter".

Note 9 - Result and dividend per share

Number of shares issued at 31.12.2013	5,251,918
Own shares that do not benefit from the dividend (*)	7,583
Number of shares benefitting from the dividend	5,244,335
Basic earnings per share (in euros)	2.29
Profit per share (in euros)	2.29
Amount of dividends distributed after the closing date (in thousands of euros)	10,489
Gross dividend per share (in euro)	**2.00**

(*) Subject to the approval of the General Meeting

The result per share is obtained by dividing the "Group share" result by the number of shares in circulation as at 31 December 2013 (5,251,918 shares).

The gross dividend proposed at the Annual General Meeting of 25 April 2014 will amount to 2.00 euro and will be paid as from 28 May 2014. The withholding tax amounts to 25%.

At the same Meeting a proposal will be presented to the shareholders of ATENOR GROUP to offer, by way of an optional dividend, the possibility of contributing their receivable that results from the distribution of the dividend to the capital of ATENOR GROUP.

Within the framework of this optional dividend, the shareholders will have the choice between:

- the contribution of their receivable to a net dividend to the capital of ATENOR GROUP in exchange for new shares;
- the payment of the dividend in cash; or
- a combination of the two options mentioned above.

The conditions and procedures of this operation are described in the Information Note available on the ATENOR GROUP's website.

Subject to the approval of the dividend by the General Meeting, the shareholders will be invited to communicate to their financial institution their choice between the three methods of payment (described above) between Monday 5 May 2014 and Wednesday 21 May 2014 (16.00 CET) inclusive. Failing to communicate their choice during this period, the shareholders will receive the payment of their dividend in cash.

The results of this offer will be communicated on Thursday 22 May 2014 (after the Stock Market closes). The new shares will be listed and negotiated on 28 May 2014.

It should also be noted that as from 1 January 2013, the government has harmonised the withholding tax at 25% and thus eliminated the tax benefit attached to the holding of VVPR strips.

In thousands of EUR	2013	2012
Dividends on ordinary shares declared and paid during the period:	-3,983	-9,877

The difference between these two amounts is explained by the success of the optional dividend chosen by the majority of shareholders (76%) who contributed their receivable dividend to the capital increase executed on 28 May 2013.

Reminder : final gross dividend per share for 2010 to 2012: 2.00 euro, for 2007 to 2009: 2.60 euro, and for 2006: 1.30 euro.

Note 10 - Capital

Structure of shareholders

On 31 December 2013, the structure of shareholding is as follows:

	Number of shares	Holdings In %	of which shares forming part of the joined shareholding
TRIS n.v. (1)	638,484	12.16	604,880
SOFINIM n.v. (1)	625,817	11.92	592,880
Luxempart s.a. (1)	552,582	10.52	505,000
ALVA s.a. (1)	532,928	10.15	504,880
Stéphan Sonneville s.a. (1) (2)	227,159	4.33	150,500
Sub-total	**2,576,970**	**49.07**	**2,358,140**
Own shares	7,583	0.14	
Treasury shares	150,000	2.86	
Public	2,517,365	47.93	
Total	**5,251,918**	**100.00**	

(1) Signatories of the Shareholders' Agreement.

(2) Managing Director, company controlled by Mr Stéphan Sonneville.

In compliance with article 74 of the law of 1 April 2007, these shareholders have communicated to the company that they held as a joined holding, at the date of entry into effect of the aforementioned law, more than 30% of the securities with voting rights.

Movements of number of shares	Ordinary shares
Number of shares on 31.12.2012	5,038,411
Number of shares issued after the increase of capital (on 28.05.2013) benefitting from a 2013 dividend	205,924
Number of shares on 31.12.2013, issued and fully paid	5,251,918
Own shares which do not benefit from the dividend (suspended right) (1)	7,583
Total of issued shares benefitting from 2013 dividend (1)	**5,244,335**

(1) Subject to approval by the general shareholders meeting of the allocation of income attributing a gross dividend of 2.00 euro per share for only those shares whose dividend rights are not suspended.

Movements in own shares	Amount (in thousands of EUR)	Number of own shares
On 01.01.2013 (average price : € 40,45 per share)	6,375	157,583
Movements during the period:		
- acquisitions	0	0
- sales	0	0
On 31.12.2013 (average price : € 40.45 per share) (1)	**6,375**	**157,583**

(1) ATENOR GROUP issued on 5 August 2013 a stock option plan (SOP 2013) concerning a subsidiary called ATENOR GROUP INVESTMENTS (AGI). This subsidiary acquired from ATENOR GROUP s.a.150,000 own shares.

ATENOR GROUP stock options plan:

In accordance with the decision taken by the Remuneration Committee of 13 December 2006 ratified by the Board of Directors on 31 May 2007, ATENOR GROUP, on 3 August 2007, issued a total of 50,000 options on its own shares to various members of the Management and the Staff. The exercise price was set at 42.35 euro which corresponds to the average closing price of the quotes of the 30 days preceding the issue. These options were exercisable during the period from 26 March 2012 to 20 April 2012.

In accordance with the decision taken by the Remuneration Committee of 18 December 2007 ratified by the Board of Directors on 3 March 2008, ATENOR GROUP, on 5 May 2008, issued a total of 51,700 options on its own shares to various members of the Management and the Staff. The exercise price was set at 39.17 euro which corresponds to the average closing price of the quotes of the 30 days preceding the issue. These options were exercisable during the periods from 26 March 2012 to 20 April 2012 and from 1 October 2012 to 31 October 2012.

The Board of Directors of 29 May 2009 decided, in conformity with the legislation in effect, to grant an extension of five years to the beneficiaries of the SOP's 2007 and 2008, extending the period for exercising the rights (without extension of the period of acquisition of rights) respectively to 22 April 2017 and to 31 October 2017.

In accordance with the decision taken by the Remuneration Committee of 17 December 2008 ratified by the Board of Directors on 3 March 2009, ATENOR GROUP issued on 20 January 2009 a total of 50,600 options on its own shares to various members of the Management and Staff. The exercise price was set at 37.83 euro which corresponds to the average closing price of the quotes of the 30 days preceding the issue. These options were exercisable during the periods from 11 March to 11 April 2013 and from 2 to 30 September 2013.

The Board of Directors of 3 March 2009 approved a new Stock Option Plan for three years.

Therefore as at 2 February 2010 ATENOR GROUP issued a first tranche of 50,000 options on own shares intended for members of the Management and the Staff. These options can be exercised during the periods from 11 March to 11 April 2014 and from 2 to 30 September 2014 at the unit price of 36.18 euro, i.e. the average closing price of the quotes of the 30 days preceding the issue date.

On 1st February 2011, ATENOR GROUP issued a second tranche of 53,200 options on own shares intended for members of the Management and the Staff. These options can be exercised during the periods from 10 March to 10 April 2015 and from 2 to 30 September 2015 at the unit price of 33.40 euro, i.e. the average closing price of the quotes of the 30 days preceding the issue date.

On 13 January 2012, ATENOR GROUP issued a third tranche of 50,000 options on own shares intended for members of the Management and the Staff. These options can be exercised during the periods from 10 March to 10 April 2016 and from 2 to 30 September 2016 at the unit price of 23.46 euro, i.e. the average closing price of the quotes of the 30 days preceeding the issue date.

Comprehensive details of the "current stock options" are listed below.

Attribution in	2012	2011	2010	2008	2007
Exercise price	€ 23.46	€ 33.40	€ 36.18	€ 39.17	€ 42.35
Number of options on 31.12.2013	49,000	50,800	46,300	51,100	47,800
Exercise periods	10.03 to 08.04.2016 02 to 30.09.2016	10.03 to 10.04.2015 02 to 30.09.2015	11.03 to 11.04.2014 02 to 30.09.2014	01 to 31.10.2014 26.03 to 20.04.2015 01 to 31.10.2015 26.03 to 20.04.2016 01 to 31.10.2016 26.03 to 20.04.2017 01 to 31.10.2017	01 to 31.10.2014 28.03 to 22.04.2015 01 to 31.10.2015 28.03 to 22.04.2016 01 to 31.10.2016 28.03 to 22.04.2017
Expiry dates	**30.09.2016**	**30.09.2015**	**30.09.2014**	**31.10.2017**	**22.04.2017**

The number of options of the SOP 2007 to 2012 are part of an option plan concerning a total of 300,000 existing shares.

On 5 August 2013, ATENOR GROUP issued an option plan (SOP 2013) of a subsidiary, ATENOR GROUP INVESTMENTS (AGI).

This subsidiary acquired 150,000 own shares from Atenor Group at an average price of 31.90 euro (weighted average of the 3 months prior to the acquisition), constituting its sole assets. The options on this subsidiary are issued for ATENOR GROUP Management, staff and service providers. A first tranche of 30,060 options on AGI shares has been accepted and materialises this SOP 2013. It will be exercisable during the three following periods from 14 March to 1 April 2016, from 13 March to 31 March 2017 and from 12 March to 30 March 2018 at the unit price of 6.00 euro.

A second tranche of 37,500 options on AGI shares was issued on 3 February 2014. Their price of exercise was fixed, on favourable opinion of the AGI auditor, at 9.32 euro per option, corresponding to their inventory value per AGI share on 31 January 2014, after re-evaluation of the ATENOR GROUP share portfolio at 35.46 euro per share, corresponding to the average of the 20 last closing prices. These options will be exercisable during the three following periods: from 13 March to 31 March 2017, from 12 March to 31 March 2018 and from 11 March to 31 March 2019.

Attribution in	2014	2013
Exercise price	€ 9.32	€ 6.00
Number of options on 31.12.2013	37,500	30,060
Exercise periods	13 to 31.03.2017 12 to 31.03.2018 11 to 31.03.2019	14.03 to 01.04.2016 13 to 31.03.2017 12 to 30.03.2018
Expiry dates	**31.03.2019**	**30.03.2018**

See also Note 23 (Employee benefits).

Capital management:

On 31 December 2013 equity amounts to 104.79 million euro, and balance sheet total to 376.71 million euro.

As an independent developer of real estate projects, ATENOR GROUP is not subject to any capital requirements. ATENOR GROUP hopes to maintain a reasonable ratio between the invested capital and the balance sheet total. The Management, among other things, sees to regularly inform the Board of Directors and the Audit Committee of the development of the balance sheet and its components in such a way as to control the group's net indebtedness.

ATENOR GROUP's policy aims at maintaining a healthy balance sheet structure. Note 21 provides more detailed information on the Group's indebtedness policy.

Note 11 - Goodwill and other intangible assets

In thousands of EUR	2013 Goodwill	2013 Software	2013 Total
Movements in goodwills and other intangible assets			
Gross book value as at 01.01.2013	11,079	135	11,214
Cumulated depreciations as at 01.01.2013	-1,744	-100	-1,844
Cumulated losses of value as at 01.01.2013	-4,460		-4,460
Goodwills and other intangible assets, beginning balance	**4,875**	**35**	**4,910**
Investments		12	12
Retirements and disposals (-)	-314		-314
Depreciations (-)		-22	-22
Impairment (loss) reversal recognised in income			
Foreign currency exchange increase (decrease)	-63		-63
Other increase (decrease)			
Goodwills and other intangible assets, ending balance	**4,498**	**25**	**4,523**
Gross book value as at 31.12.2013	10,702	147	10,849
Cumulated depreciations as at 31.12.2013	-1,744	-122	-1,866
Cumulated losses of value as at 31.12.2013	-4,460		-4,460
Goodwills and other intangible assets, ending balance	**4,498**	**25**	**4,523**

For each project, the company estimates the recoverable value of the assets or group of assets concerned (including the goodwill), i.e. here the «fair value less the sale costs». The loss of value test on these goodwill items consists in checking, through feasibility studies, that the recoverable value of the assets or groups of assets concerned is above their accounting value. All the feasibility calculation hypotheses are periodically reviewed by Management and submitted to the Audit Committee and to the Board of Directors. Drawn up on the basis of the Group's best current knowledge, feasibility studies lead ATENOR GROUP to consider that the forecasts for these projects should enable it to cover at least the value invested in the assets or groups of assets concerned.

Two real estate projects are concerned by the goodwills that figure in the balance sheet (4.50 million euro), i.e. the UP-site project in Brussels (1.31 million euro) and the Vâci Greens project in Budapest (3.19 million euro). These goodwills concern the acquisitions of entities (treated at the time as a joint venture in the sense of IFRS 3) whose unique activity is the development of their real estate assets. The residual value of these goodwills will thus necessarily be covered via and jointly with the sale of real estate projects booked and maintained in inventories.

During FY 2013, 65 apartments of the tower and 58 apartments of the terrace-buildings of the Up-site project were disposed of, leading to a reduction in the goodwill shares assigned to the emphyteusis of the units sold (-0.31 million euro).

In thousands of EUR	2012 Goodwill	2012 Software	2012 Total
Movements in goodwills and other intangible assets			
Gross book value as at 01.01.2012	11,542	140	11,682
Cumulated depreciations as at 01.01.2012	-1,744	-108	-1,852
Cumulated losses of value as at 01.01.2012	-4,460		-4,460
Goodwills and other intangible assets, beginning balance	**5,338**	**32**	**5,370**
Investments		27	27
Retirements and disposals (-)	-670		-670
Depreciations (-)		-24	-24
Impairment (loss) reversal recognised in income			
Foreign currency exchange increase (decrease)	207		207
Other increase (decrease)			
Goodwills and other intangible assets, ending balance	**4,875**	**35**	**4,910**
Gross book value as at 31.12.2012	11,079	135	11,214
Cumulated depreciations as at 31.12.2012	-1,744	-100	-1,844
Cumulated losses of value as at 31.12.2012	-4,460		-4,460
Goodwills and other intangible assets, ending balance	**4,875**	**35**	**4,910**

Note 12 – Property, plant and equipment

In thousands of EUR	Construc-tions in progress	Land and buildings	Plant and equipment	Motor vehicles	Fixtures and fittings	Other property, plant and equipment	Total
2013							
Movements in property, plant and equipment							
Gross book value as at 01.01.2013				271	2,701	463	**3,435**
Cumulated depreciations as at 01.01.2013				-216	-2,572	-285	**-3,073**
Cumulated losses of value as at 01.01.2013							
Property, plant and equipment, beginning balance	**0**	**0**	**0**	**55**	**129**	**178**	**362**
Changes in scope of consolidation							
Investments			72	4	43	10	**129**
Acquisitions through business combinations							
Disposals (-)							
Reclassifications (to) from other items							
Reclassifications from/to the "Inventories"							
Disposals through business disposal (-)							
Depreciation expense (-)			-9	-28	-61	-52	**-150**
Foreign currency exchange increase (decrease)							
Adjustments							
Adjustments written back							
Other increase (decrease)							
Property, plant and equipment, ending balance	**0**	**0**	**63**	**31**	**111**	**136**	**341**
Gross book value as at 31.12.2013			72	275	2,744	473	**3,564**
Cumulated depreciations as at 31.12.2013			-9	-244	-2,633	-337	**-3,223**
Cumulated losses of value as at 31.12.2013							
Property, plant and equipment, ending balance	**0**	**0**	**63**	**31**	**111**	**136**	**341**

The "fixed assets" total 0.34 million euro on 31 December 2013. It includes only the furniture and motor vehicles of the group as well as the fixtures and fittings of the rented buildings, the fittings added to the buildings leased and the sales office built on the Port du Bon Dieu site.

In thousands of EUR	Construc-tions in progress	Land and buildings	Plant and equipment	Motor vehicles	Fixtures and fittings	Other property, plant and equipment	Total
2012							
Movements in property, plant and equipment							
Gross book value as at 01.01.2012				256	2,786	453	**3,495**
Cumulated depreciations as at 01.01.2012				-189	-2,640	-233	**-3,062**
Cumulated losses of value as at 01.01.2012							
Property, plant and equipment, beginning balance	**0**	**0**	**0**	**67**	**146**	**220**	**433**
Changes in scope of consolidation							
Investments				15	62	10	**87**
Acquisitions through business combinations							
Disposals (-)							
Reclassifications (to) from other items							
Reclassifications from/to the "Inventories"							
Disposals through business disposal (-)							
Depreciation expense (-)				-27	-79	-51	**-157**
Foreign currency exchange increase (decrease)						-1	**-1**
Adjustments							
Adjustments written back							
Other increase (decrease)							
Property, plant and equipment, ending balance	**0**	**0**	**0**	**55**	**129**	**178**	**362**
Gross book value as at 31.12.2012				271	2,701	463	**3,435**
Cumulated depreciations as at 31.12.2012				-216	-2,572	-285	**-3,073**
Cumulated losses of value as at 31.12.2012							
Property, plant and equipment, ending balance	**0**	**0**	**0**	**55**	**129**	**178**	**362**

Note 13 – Investments consolidated by the equity method

In thousands of EUR	2013	2012
Investments		
At the end of the preceding period	10,085	8,300
Movements during the period	276	1,785
At the end of the period	**10,361**	**10,085**

In thousands of EUR	Amounts due to related parties	Amounts due to the group from related parties
IMMOANGE share of the group : 50%	-	13,781
VICTOR PROPERTIES share of the group : 50%	-	490
SOUTH CITY HOTEL share of the group : 40%	-	2,960

In thousands of EUR	Balance sheet total	Equity	Debts	Result at the end of the period
2013 key figures from statutory financial statements				
IMMOANGE, share of the group : 50%	32,030	4,373	27,657	-1,206
VICTOR PROPERTIES, share of the group : 50%	1,187	204	983	-21
SOUTH CITY HOTEL share of the group : 40%	18,526	836	17,690	-185

The investments consolidated by the equity method are companies of which Atenor holds up to 50%, which are subject to joint control.
As at 31 December 2013, SOUTH CITY HOTEL (40%), IMMOANGE (50%) and VICTOR PROPERTIES (50%) making up part of the Victor project are three companies consolidated by the equity method.

Note 14 – Related parties

Relations between the parent company and its subsidiaries

The relations between ATENOR GROUP s.a. and its subsidiaries are detailed in Note 27 relating to the structure of the Group. Please refer also to Note 13 concerning the investments consolidated by the equity method.

Relations with the principal directors

The remuneration received directly or indirectly by the CEO (Stéphan SONNEVILLE s.a.) is defined overall for the role that he takes both on the Board of Directors and directly or indirectly in the Company and its subsidiaries. The total remuneration, both fixed and variable, of the CEO is decided by the Nomination and Remuneration Committee on the basis of an assessment of the collaboration taking place at the end of each year and based on principles approved by the Board.

The total amount of the remuneration allocated to the financial year 2013 amounts to 526,761 euro and can be broken down as follows (company cost):

- basic remuneration (excluding VAT): 460,000 euro
- variable remuneration: 66,761 euro
- pension: There were no contributions for a pension plan
- other advantages: not applicable.

The Company did not deviate significantly from its remuneration policy in the course of the financial year that is the object of the annual report.

During the financial year, neither credit, nor advances, nor options on shares were granted to the Directors except to the CEO, to whom 1,500 options on AGI shares were granted for performance relating to the 2012 financial year.

Note 15 – Assets held for sale

In thousands of EUR	2013
Movements in assets held for sale	
Gross book value as at 01.01.2013	3,036
Cumulated losses of value as at 01.01.2013	-1,491
Assets held for sale, beginning balance	**1,545**
Investments	
Later expenses	
Disposals	-2,949
Losses / recoveries of value	1,448
Foreign currency exchange increase (decrease)	-44
Transfers from "Investment property" to "Assets held for sale"	
Assets held for sale, closing balance	**0**
Gross book value as at 31.12.2013	
Cumulated losses of value as at 31.12.2013	
Assets held for sale, closing balance	**0**

In thousands of EUR	2012
Movements in assets held for sale	
Gross book value as at 01.01.2013	2,958
Cumulated losses of value as at 01.01.2013	-1,452
Assets held for sale, beginning balance	**1,506**
Investments	
Later expenses	
Disposals	
Losses / recoveries of value	
Foreign currency exchange increase (decrease)	39
Transfers from "Investment property" to "Assets held for sale"	
Assets held for sale, closing balance	**1,545**
Gross book value as at 31.12.2013	3,036
Cumulated losses of value as at 31.12.2013	-1,491
Assets held for sale, closing balance	**1,545**

Following, the sale of the building of the company LAZER IMMO (Czech Republic) during thecurrent year for a price of 1.70 million euro and the liquidation of this Czech subsidiary, ATENOR GROUP holds no more «Assets held for sale» as of 31 December 2013.

Note 16 – Inventories

In thousands of EUR	2013	2012
Net amounts		
Buildings intended for sale	261,267	230,467
of which activations of borrowing costs	8,585	7,513
Total net carrying amount	**261,267**	**230,467**

The "Buildings intended for sale" classified in "Inventories" represent the real estate projects in the portfolio and in the process of development. The capitalization of the financing costs is suspended in case the normal course or active development of a project is interrupted (Note 1.2.6. for the evaluation rules).
During 2013, the Stocks item («Properties for sale») was mainly influenced by:

- the acquisition of the Europa plot from Connectimmo and the asbestos removal works (12.59 million Euro);
- the continuation of the works on the Vaci Greens (Hungary) (11.43 millions Euro), Hermes Business Campus (Romania) (12.05 million euro), UP-site (4.75 millions euro), Port du Bon Dieu (3.08 million euro), Les Brasseries de Neudorf (1.19 million euro) projects, the acquisition of phase one of the Au Fil des Grands Prés project in Mons (1.63 million euro);
- the sale in function of the percentage of completion (38.48 %) of the Trebel project (-19.25 million euro).

Note 17 - Current and non current financial assets

In thousands of EUR	Investments in related parties	Other financial investments	Derivatives	Trade and other receivables	Cash and cash equivalents
MOVEMENTS IN FINANCIAL ASSETS					
Non-current financial assets					
Opening balance	**74**	**16,450**		**4**	**0**
Additions (investments)					
Disposals (-)	-74				
Reclassification (to) from other items		-530			
Disposals through business disposal (-)					
Impairment (losses) reversals					
Foreign currency exchange increase (decrease)					
Other increase (decrease)		1,615		-1	
Closing balance	**0**	**17,535**	**0**	**3**	**0**
Fair value	**0**	**17,535**	**0**	**3**	**0**
Current financial assets					
Opening balance	**0**	**96,707**		**16,511**	**2,009**
Acquisitions		60			
Disposals (-)					
Disposals through business disposal (-)					
Impairments (-)		-47			
Other increase (decrease)		-59,341		12,635	-479
Closing balance	**0**	**37,379**		**29,146**	**1,530**
Fair value	**0**	**37,379**		**29,146**	**1,530**

Other financial assets

Where not listed on an active market, the financial assets are maintained at historical cost if their fair value cannot be determined reliably by a different evaluation technique. This is the case of the CITOBI securities.

	Shares	Securities, other than shares	Loans	Other financial assets	Total
OTHER FINANCIAL ASSETS					
Non current assets					
Opening balance	**0**	**0**	**16,265**	**185**	**16,450**
Additions (investments)					
Disposals (-)					
Reclassification (to) from other items			-530		-530
Disposals through business disposal (-)					
Impairment (losses) reversals					
Foreign currency exchange increase (decrease)					
Other increase (decrease)			1,522	93	1,615
Closing balance	**0**	**0**	**17,257**	**278**	**17,535**
Fair value			**17,257**	**278**	**17,535**
Current assets					
Opening balance	**91**	**0**	**0**	**96,616**	**96,707**
Acquisitions	60				60
Disposals (-)					
Disposals through business disposal (-)					
Impairments (-)	-47				-47
Other increase (decrease)				-59,341	-59,341
Closing balance	**104**	**0**	**0**	**37,275**	**37,379**
Fair value	**104**	**0**	**0**	**37,275**	**37,379**

The «shares» on 31 December 2013 cover the net value of the CITOBI shares (91 thousand euro) and the shares acquired by I.P.I. (City Docks project) for the «Tax Shelter» (+13 thousand euro).

The "non-current Loans" concern the net advances granted to the companies consolidated by the equity method: SOUTH CITY HOTEL, IMMOANGE and VICTOR PROPERTIES, ans increase by 1 million euro in 2013.

On 31 December 2013, the «other current financial assets» concern the long-term deposits (more than one month) in Belgian banks (BNP PARIBAS FORTIS, BELFIUS, KBC and ING). These are 59.34 million euro down on 2012 following cash use for the development of ATENOR's various projects.

Except for the cash pledged in favour of BNP PARIBAS FORTIS for the financing of the UP-site project (3.64 million euro) and the down payment received from the European Parliament pledged in favour of KBC of 9 million euro, no other financial asset is subject to guarantee.

For further details concerning rights and commitments, please refer to note 26.

Trade and other receivables

	2013		2012	
In thousands of EUR	Current	Non-current	Current	Non-current
Trade and other receivables				
Trade receivables, gross	26,392		13,786	
Allowance for bad and doubtful debts (-)			-31	
Other receivables	2,754	3	2,756	4
Total trade and other receivables	**29,146**	**3**	**16,511**	**4**
Fair value	**29,146**	**3**	**16,511**	**4**

The "Trade and other receivables" are valued at their nominal value, which is a good representation of their market value.
The payment terms depend mainly on the conditions agreed on the sale of significant holdings or shares. There are nevertheless no non-performing long-term loans.
«Trade and other eceivables» went from 16.51 to 29.15 million euro on 31 December 2013. This net increase of 12.94 million euro is mainly explained by:

- the turnover acquired in function of the percentage of completion (79%) of the 148 apartments of the tower of the UP-site project (+11.89 million euro);
- the turnover acquired in function of the percentage of completion (95 %) of the 58 apartments of the terracce-buildings (UP-site) (+2.52 million euro);
- the invoicing of states of progress relating to the 174 apartments of the UP-site project whose deeds of sale have been signed before notary (+2.77 million euro);
- the revenue to be received, linked to the land sales of the UP-site project based on the 32 provisional agreements signed on 31 December 2013 (+0.89 million euro);
- the sale of block B2 of 28 August 2013 and the collection of the sale price amount, including 8.22 million euro in account on 31 December 2012 (-8.22 million euro)

Cash and cash equivalents

	2013		2012	
In thousands of EUR	Current	Non-current	Current	Non-current
Cash and cash equivalents				
Short-term deposits				
Bank balances	1,528		2,006	
Cash at hand	2		3	
Total cash and cash equivalents	**1,530**		**2,009**	
Fair value	**1,530**		**2,009**	

Taking into account the cash investments presented in «other financial assets» of 37.27 million euro, the total cash reserves now stand at 38.80 million euro.

The financial assets are also summarised as follows:

In thousands of EUR	2013	2012
Financial assets at fair value by means of the profit and loss account		
Investments held until their maturity	38,805	98,625
Loans & debts	46,406	32,780
Financial assets available at sale	382	350
Total of current and non current financial assets	**85,593**	**131,755**

For its project development activities, ATENOR GROUP does not hedge its financial assets.

The main financial risks can be summed up as follows:

- **Forex risks:** : by virtue of its activities, ATENOR GROUP is sensitive to exchange rate variations of the Forint (Hungary), the Leu (Romania). The balance sheets of foreign companies are converted into euro at the official exchange rate at closure of the financial year (see table hereafter). The conversion of the financial statements of the subsidiaries from the functional currency (local currency) to the consolidation currency gave rise to conversion differences presented in the equity. The Group did not establish a specific policy for covering this operational exchange rate risk. (See Note 1 – Main accounting methods – paragraph 2.10 – Exchange rate risks).
Except for the value of the real estate projects abroad (primarily "stock" and goodwill), the other assets and liabilities in foreign currencies do not represent important values in the Group's balance sheet.
The sensitivity to variations in exchange rates of these currencies is booked under translation adjustments. The table below covers the variations of exchange rates 2013/2012.

Exchange rate (1 € =)	Closing rate 2013	Closing rate 2012	Average rate 2013	Average rate 2012
Czech crown - CZK	27.15	25.14	25.880	25.115
Forint (Hungary) - HUF	296.91	291.29	298.02	288.05
Leu (Romania) - RON	4.4847	4.4287	4.4157	4.4513

- **Credit and liquidity risk**: The investments agreed are mainly made through Belgian financial institutions, in particular BNP PARIBAS FORTIS, BELFIUS, ING and KBC. The nominal value of these investments is very close to their market value.
- **The risk of default** of the counterparties (acquirers) is limited to by the constitution of bank guarantees on the signing of the provisional agreements and notarial deeds..
- **Derivatives (assets)**
ATENOR GROUP uses financial derivative instruments exclusively for the purposes of hedging.

Levels of fair value hierarchy:

For each category of financial instrument, ATENOR GROUP supplies the methods applied to determine their fair value.

Level 1 : **Quoted prices on active markets**
None

Level 2 : **(direct or indirect) observable data, other than quoted prices**
Derivatives are valued by the bank BELFIUS based on market parameters.

Level 3 : **Non observable market data**
The fair value of the "Current and non-current financial assets" (including liquid assets) is close to the market value. The fair value of non-quoted financial assets available for sale is estimated at their book value, taking into account the evolution of the business of the companies concerned and existing shareholder agreements. Their amount is insignificant.

The fair value of the «Trade and other receivables» corresponds to their nominal value (deducting any impairment loss) and reflects the sale price of the goods and other assets sold in the provisional agreements and notarial deeds.

Sensitivity analysis

Taking into account the nature of the financial assets and their short maturities, a sensitivity analysis is not necessary, as the impact of the rate variations is negligible.

Note 18 - Other current and non-current assets

	2013		2012	
In thousands of EUR	Current	Non-current	Current	Non-current
Other assets				
Current tax receivables	3,440		1,307	
Current loans payments	35		11	
Other assets	863	5	816	132
Total other assets	**4,338**	**5**	**2,134**	**132**
Fair value	**4,338**	**5**	**2,134**	**132**

The other current and non-current assets consist mainly of payable tax assets (3.44 million euro), advance payments (35 thousand euro) and asset annuals (interest, insurance and Breyne law commission to be deferred and interest earned – 0.86 million euro).

Note 19 - Deferred tax assets and liabilities

	2013		2012	
In thousands of EUR	Deferred tax assets	Deferred tax liabilities	Deferred tax assets	Deferred tax liabilities
Property, plant and equipment				
Stock of buildings intended for sale		10,170		8,786
Provisions				
Tax losses	10,281		13,395	
Other				
Total deferred taxes related to temporary differences	**10,281**	**10,170**	**13,395**	**8,786**

In accordance with IAS 12 and the accounting principles mentioned in point 2.13, ATENOR GROUP has recognised in the balance sheet the value of the latent tax assets originating from deferred tax losses and tax credits for ATENOR GROUP s.a., BRUSSELS EUROPA s.a., NAMUR WATERFRONT s.a., MONS PROPERTIES s.a., HF IMMOBILIER s.a. and C.P.P.M. s.a.

Also see - note 8 concerning the deferred tax booked in results.

Deferred tax assets not recognized concern entities for which there is no, or isn't yet any specific likelihood of creating any taxable profit to which these deductible time differences could be linked to.

In thousands of EUR	2013	2012
Total of not booked deferred tax assets	**4,077**	**3,620**

The deferred taxes relating to the fiscal losses and tax credits of ATENOR GROUP brought forward were recognised at the level of the future estimated taxable profits. The deferred tax assets not recognised amount to 4.08 million euro. The deferred tax assets relating to the fiscal losses of the real estate subsidiaries in Belgium or abroad are recognised only where there is evidence that a sufficient tax base will emerge in the foreseeable future allowing them to be used.

In thousands of EUR	Net deferred tax assets	Net deferred tax liabilities	Total
On 01.01.2012	8,591	-8,912	**-321**
Deferred tax expense and income recorded in profit and loss	4,804	316	**5,120**
Changes in the deferred taxes recorded in equity		-190	**-190**
On 31.12.2012	13,395	-8,786	**4,609**
On 01.01.2013	13,395	-8,786	**4,609**
Deferred tax expense and income recorded in profit and loss	-3,114	-1,440	**-4,554**
Changes in the deferred taxes recorded in equity		56	**56**
On 31.12.2013	10,281	-10,170	**111**

Note 20 - Provisions

In thousands of EUR	Guarantee provisions	Other provisions	Total
Provisions (both current and non-current)			
Provisions, opening balance	**1,052**	**398**	**1,450**
Additional provisions			
Increase (decrease) to existing provisions		26	**26**
Amounts of provisions used (-)			
Amounts not used but written back (-)			
Increase (decrease) of the discounted amount resulting from the passage of time and the variation of the discount rate			
Other increase (decrease)			
Provisions, closing balance	**1,052**	**424**	**1,476**
Non-current provisions, closing balance		424	**424**
Current provisions, closing balance	**1,052**	**0**	**1,052**

The risks connected with given guarantees or with ongoing disputes are subject to provisions when the conditions for recognition of these liabilities are met.

«Non-current provisions» include the provision of 0.42 million euro constituted in the context of the Pixel / AM dispute following the ruling issued by the Tribunal in March 2012. ATENOR GROUP made an appeal on 24 May 2012 and gave its conclusions in June 2013. The opposing party has not yet replied.

The «Current provisions» remain stable at 1.05 million euro and exclusively concern the guarantee concerning the 3 D-Facto shareholders.

Contingent liabilities and rights and commitments are described in notes 24 and 26 in the financial statements.

Note 21 – Current and non current financial liabilities

In thousands of EUR	Current	Non-current		Total	Fair value
2013	**Up to 1 year**	**1-5 years**	**More than 5 years**		
Derivatives	**28**	**61**		**89**	**89**
Financial liabilities					
Finance lease					
Credit institutions	25,340	3,000		**28,340**	28,340
Bond isssue		134,925		**134,925**	139,980
Bank overdrafts					
Other loans	24,404	12,742	13,430	**50,576**	50,576
Total financial liabilities according to their maturity	**49,744**	**150,667**	**13,430**	**213,841**	**218,896**
Other financial liabilities					
Trade payables	15,848			**15,848**	15,848
Advance received					
Other payables	10,710	9,814		**20,524**	20,524
Other financial liabilities		36		**36**	36
Total amount of other financial liabilities according to their maturity	**26,558**	**9,850**		**36,408**	**36,408**

In thousands of EUR	Current	Non-current		Total	Fair value
2012	**Up to 1 year**	**1-5 years**	**More than 5 years**		
Derivatives	**-**	**165**		**165**	**165**
Financial liabilities					
Finance lease					
Credit institutions	34,079	3,000		**37,079**	37,079
Bond isssue		134,893		**134,893**	140,048
Bank overdrafts					
Other loans	32,176	12,997	13,420	**58,593**	58,593
Total financial liabilities according to their maturity	**66,255**	**150,890**	**13,420**	**230,565**	**235,720**
Other financial liabilities					
Trade payables	8,810			**8,810**	8,810
Advance received					
Other payables	9,306	11,463	15,000	**35,769**	35,769
Other financial liabilities					
Total amount of other financial liabilities according to their maturity	**18,116**	**11,463**	15,000	**44,579**	**44,579**

Policy of indebtedness and financial risks

The financial risks (credit, liquidity and interest rates) are explained through the Group's policy on indebtedness, which was not changed in 2013.

The Group's indebtedness is structured through direct financing concluded by the parent company and through financing, if need be, concluded by its subsidiaries.

The Group finances itself with various banking partners with top ranking at international level. It maintains a strong long-term relationship with them, enabling it to deal with the Group's financing needs.

The Group diversified its sources of financing from 1999 by entering into a programme of short, medium and long term commercial papers (CP/MTN) and tasked BELFIUS Bank with commercialising them to private and public institutional investors. Since that time the Group has followed a policy of active communication in order to inform as widely as possible the actors of the financial markets and soften any drying up of the money market and any crisis independent of the situation and the activities of ATENOR GROUP.

ATENOR GROUP and its subsidiaries obtain the necessary financing to successfully complete the construction of real estate projects. This financing is aimed at covering the entire period of construction by commercialisation within a reasonable delay, generally one year after the end of the works. Within the framework of this financing, the assets in construction and the shares of ATENOR GROUP's subsidiaries are generally given in pledge to the benefit of the lending credit establishments. When the prospects for commercialisation seem favourable and offer a sufficient margin of manoeuvre concerning the promotion of the project, ATENOR GROUP may decide to finance its projects directly or to finance the subsidiaries developing the projects.

Interest rate risks

The financing of the Group and the financing of projects through the Group's subsidiaries are provided based on a short-term rate, the 1 to 12 month Euribor. When loans are made for longer durations (from two to five years), the Group contracts advances at a fixed rate or at a floating rate accompanied by a swap transforming the floating rate into a fixed rate (IRS). Within the framework of project financing, the banks authorise overdrafts of 1 to 12 months for the duration of the financing linked with the duration of the construction. Within this framework and taking into account the budgets prepared for each project, the impact of a rise in short-term rates is limited. In addition, the part represented by financial costs in the budget of a project represents between 3 and 6% of the total. Consequently the sensitivity to a strong variation of the short-term rates remains relatively low and limited.

Derivatives (liabilities)

ATENOR GROUP uses financial derivative instruments exclusively for the purposes of hedging. These financial instruments are assessed at their fair value with variations in value assigned to the results account, except for the financial instruments qualified as «Cash flow hedge», for which the part of the profit or the loss on the hedge instrument considered to constitute an effective hedge is booked directly in own capital under the «other items of the overall result» heading. As far as «Fair value hedges» are concerned, changes in the fair value of the derivatives designated and qualified as fair value hedges are booked in the results account, just like the changes to the fair value of the asset or of the liability hedged, assignable to the hedged risk.

The item "Derivatives liabilities" thus concerns the fair value of the "Interest rate swaps" (-0.08 million euro) contracted by ATENOR GROUP s.a. within the framework of its long-term financing (10 million euro). The compensation of the "Cash flow hedges" is booked in the equity. The changes in value of the derivatives categorised as "Fair value hedges" are entered in the profit and loss account but the changes in fair value of the liabilities hedged linked to the risk hedged (-0.08 million euro) are charged directly to the financial debts.

Financial debts	Current	Non-current	Total
EUR Milliers	Up to 1 year	More than 1 year	
Movements on financial liabilities	**66,255**	**164,310**	**230,565**
On 31.12.2012			
Movements of the period			
- New loans		4,750	4,750
- Reimbursement of loans	-21,589		-21,589
- Short-term/long-term transfer	5,000	-5,000	
- Hedging of fair marketvalue	77		77
- Others	1	37	38
On 31.12.2013	**49,744**	**164,097**	**213,841**

On 31 December 2013, the group indebtedness amounted to 213.84 million euro compared with 230.57 million euro at the end of 2012.

This reduction of 16.73 million euro is mainly explained by the partial reimbursement to BNP Paribas Fortis of the loan linked to the UP-site project (-8.74 million euro) and (b) the decease in the «Commercial Paper» programme (-7.77 million euro).

The «non-current financial debts» remain stable at 164.1 million euro on 31 December 2013 and include the two bond issues (75 and 60 million euro respectively), the loan of AG Participations (3 million euro) and the MTNs of 26.42 million euro.

The «current financial debts» (49.74 million euro on 31 December 2013) include the CP (24.4 million euro), and the BNP Paribas Fortis loan to BUILD UP

(18.34 million euro) and the Belfius loan to Brussels Europa (7 millions euro) whose maturity date has been extended to 31 March 2015.

Note that the BNP Paribas Fortis loan agreement covers the financing and issue of guarantees, including in relation to the Breyne Law. On 31 December 2013, the provision of this credit line stood at 62.7 million euro (including 42.98 million for the Breyne Law guarantee).

The financial liabilities classified in «Other loans» (50.59 million euro) concern the «Commercial Papers» and «Medium term notes» contracted by ATENOR GROUP s.a. in the context of its CP/MTN programme marketed by Belfius Banque. The accounting value of the financial debts correspond to their nominal value, corrected by the costs and commissions for the setting up of these loans and by the adjustment linked to the valuation of the financial derivatives.

Sensitivity analysis on the variation of the interest rates

We remind that ATENOR GROUP issued, in January 2010, a bond at a fixed rate (6%) for an amount of 75 million euro. This bond issue as well as the second bond issued in October 2012 made it possible, among other things, to transform short term indebtedness to long term, leading to a rise in the average annual interest rate (4.64%) borne by the Group and explaining the increase in the financial charges since 2010 compared to periods prior to 2010. This decision sharply reduce the ATENOR's sensitivity to the fluctuation of interest rates. Indeed, the proportion of indebtedness at floating rate amounts to barely 4.68% (10 million euro) of the total of the financial debts. The variations of rates calculated in the hereafter table show the limited impact of an increase or a decrease in short term interest rates.

Impact of the variation of 1% of the average interest rate of the debt and the impact on the 2014 result	Average variable interest rate	Average interest rate of the overall debt	Impact 2014 result (in thousands of EUR)
Average interest rate	0.60%	4.64%	-
Average interest rate + 1%	1.60%	4.67%	-69
Average interest rate - 1%	-0.39%	4.61%	+69

For indicative purposes, the market value of the two bond issues of 2010 and 2012, which represent the majority of the long-term, fixed-rate financial indebtedness (82%), would be greater than 2.81 million euro (or less than 2.71 million euro) of the nominal value (book value) of the bond issues if the market interest rate for bond issues of the same kind for ATENOR GROUP was less (or greater) than 1% on 31 December 2013 compared to the nominal rate. provided any events arising, unknown on the date of publication of this report, ATENOR GROUP does not intend to reimburse the bond issues in advance.

Financial debts (in EUR)		Nominal value
Bond issue at 6%	18.01.2010 to 18.01.2015	75,000,000
Bond issue at 5.375%	26.10.2012 to 26.10.2017	60,000,000
Total bond issues		**135,000,000**
Credit institutions		
Atenor Group Participations		3,000,000
Projects	Europa (*)	7,000,000
	UP-site	18,340,000
Total credit institutions		**28,340,000**
Other loans	**Expiry dates**	
CP	2014	19,500,000
MTN	17.11.2014	5,000,000
	16.03.2015	2,000,000
	23.07.2015	5,000,000
	24.07.2015	2,000,000
	23.05.2016	1,000,000
	25.10.2016	2,750,000
	20.11.2020	13,500,000
Total other payables		**50,750,000**

* Whose maturity is 31.03.2015.

Principal characteristics of the bond issues

N°1 – 2010 - 2015

- Financial Markets: Belgium and the Grand Duchy of Luxembourg
- Amount: € 75,000,000
- Gross annual interest of 6.00%
- Gross actuarial yield: 5,56%
- Issue date: 18.01.2010
- Maturity date: 18.01.2015
- Issue price: 101,875%
- Bond with a nominal value of € 1,000
- Listed on Luxembourg Stock Exchange - ISIN code: BE5988406146
- Joint Bookrunners and Lead Managers: KBC and Degroof Banks

N° 2 – 2012 - 2017

- Financial Markets: Belgium and the Grand Duchy of Luxembourg
- Amount: € 60.000.000
- Gross annual interest of 5.375%
- Gross actuarial yield: 4,943%
- Issue date: 26.10.2012
- Maturity date: 26.10.2017
- Issue price: 101,875%
- Bond with a nominal value of € 1,000
- Listed on the market of Euronext Brussels - code ISIN: BE0002188549
- Joint lead Managers and Joint Bookrunners: Belfius and Degroof Banks

Other financial liabilities

The «other non-current financial liabilities» of 9.81 million euro record, within the context of the Trebel project, the additional price of 3.30 million euro due for the emphyteusis agreement of 28 June 2011 signed with YST and the two advance payments (15 and 35 million euro plus interest) invoiced to the European parliament less the turnover of -43.54 million euro booked in the result in function of a completion percentage of 38.48%.

The financial liabilities are also summarised as follows:

In thousands of EUR	2013	2012
Financial liabilities at fair value by means of the profit and loss account		
- elements designated as such at the time of their initial booking (*)	89	165
- elements designated as being held for transaction purposes		
Financial liabilities valued at amortised cost	250,249	275,144
Total	**250,338**	**275,309**

* In 2013, the «fair value» adjustment of derivative liabilities stands at -0.09 million euro.

The «other current financial liabilities» stand at 26.56 million euro on 31 December 2013, against 18.2 million euro in 2012. This increase of 8.81 million euro is explained mainly by the net rise in «Commercial Debts» (+7.04 million euro) for which BUILD UP, NGY (Romania) and DCT/CVT (Hungary) are the main contributors due to the state of progress of their respective developments.

The «other debts» mainly include the Belfius guarantee of 5 million euro linked to the President case and the two rentention guarantees of outsourcing invoices of the general contractor 80.91 million euro).

The «Tade payables and other current payables» mature in 2014. They are evaluated at their nominal value, which is a good approximation of their fair value.

Please also refer to note 2 concerning risk management.

Levels of fair value hierarchy:

For each category of financial instrument, ATENOR GROUP gives the methods applied to determine fair value.

Level 1: **Quoted prices on active markets**
None

Level 2: **: (direct or indirect) observable data, other than quoted prices**
Derivatives are valued by the bank BELFIUS based on market parameters.

Level 3: **Non observable market data**
All the "Financial liabilities" are valued at amortized cost on the basis of their effective interest rate, supported by conventions and amounts borrowed.

The "Trade and other payables" are measured on their initial book value, supported by conventions, invoices and amounts paid.

Note 22 - Other current and non current liabilities

In thousands of EUR	Current	Non-current		Total	Fair value
2013	Up to 1 year	1-5 years	More than 5 years		
Other liabilities					
Advance received	443			443	443
Social debts of which payables to employees	176			176	176
Taxes	1,667			1,667	1,667
Accrued charges and deferred income	7,573			7,573	7,573
Total amount of other liabilities according to their maturity	**9,859**	**0**	**0**	**9,859**	**9,859**

In thousands of EUR	Current	Non-current		Total	Fair value
2012	Up to 1 year	1-5 years	More than 5 years		
Other liabilities					
Social debts of which payables to employees	249			249	249
Taxes	1,095			1,095	1,095
Accrued charges and deferred income	9,111			9,111	9,111
Total amount of other liabilities according to their maturity	**10,455**	**0**	**0**	**10,455**	**10,455**

The other «current and non-current liabilities» are recorded at their nominal value, which is a good approximation of their fair value.

The «other current and non-current liabilities» are mainly (a) accruals and primarily consist of interest charges on bond issues (4.88 million euro) and deferred income (on the advance) recorded on the sale of the emphyteuses of 174 apartments of the UP-site project (1.12 million euro), and (b) taxes (1.67 million euro).

Note 23 - Employee benefits

In thousands of EUR	2013	2012
Evolution of the employee benefits		
At the end of the previous period	43	118
New provisions		
Increase (decrease) of existing provisions	46	
Transfers to "Liabilities included in disposal groups held for sale"		
Amounts of provisions used or provisions reversed	-9	-75
At the end of the period	**80**	**43**
of which non-current pension obligation	80	34
of which current pension obligation		9

In 2013, the employee benefits cover the Group's insurance obligations (IAS 19R) .

SOP 2007

We note that, in compliance with the decision of the Remuneration Committee of 13 December 2006, ratified by the Board of Directors of 31 May 2007, ATENOR GROUP on 3 August 2007 issued a total of 50,000 options on own shares to various members of the Management and the Staff. The exercise price was set at 42.35 euro which corresponds to the average closing price of the quotes of the 30 days preceding the issue date. These options were exercisable during the periods from 28 March 2011 to 22 April 2011, from 1 October 2011 to 31 October 2011 and from 26 March 2012 to 20 April 2012.

In compliance with the legislation in force, the Board of Directors of 29 May 2009 decided to grant an extension of five years to the beneficiaries of the SOP 2007 taking the final maturity to 22 April 2017, without extension of the duration of acquisition of rights (see Note 10 – Capital).

Based on the value of the options on the date of allocation (3 August 2007), the charge was spread over five years prorata temporis. This charge amounted to 31 thousand euro in 2007, 76 thousand euro in 2008, 70 thousand euro in 2009, 73 thousand euro in 2010 and 18 thousand euro in 2011.

The valuation of these options was based on the following parameters (sources Banque DEGROOF and ATENOR):

- Increasing the dividend: 10%
- Volatility: 24%
- Quotation of reference: 41.30 euro
- Risk-free interest rate: 4.44%.

SOP 2008

Moreover, in compliance with the decision of the Remuneration Committee of 18 December 2007, ratified by the Board of Directors of 3 March 2008, ATENOR GROUP issued on 5 May 2008 a total of 51,700 options on own shares to various members of the Management and the Staff. The exercise price was set at 39.17 euro which corresponds to the average closing price of the quotes of the 30 days preceding the issue date. These options were exercisable during the periods from 26 March 2012 to 20 April 2012 and from 1 October 2012 to 31 October 2012.

In compliance with the legislation in force, the Board of Directors of 29 May 2009 decided to grant an extension of five years to the beneficiaries of the SOP 2008 taking the final maturity to 31 October 2017, without extension of the duration of acquisition of rights (see Note 10 – Capital).

Based on the value of the options on the date of allocation (5 May 2008), the charge was spread over five years prorata temporis. This charge amounted to 139 thousand euro in 2008, 207 thousand euro in 2009, 2010, 2011 and 55 thousand euro in 2012. The valuation of these options was based on the following parameters (sources Banque DEGROOF and ATENOR):

- Increasing the dividend: 8%
- Volatility: 30%
- Quotation of reference: 50 euro
- Risk-free interest rate: 4.40 %.

SOP 2009

The Stock Option Plan 2009 has reached maturity without having been exercised and without any impact on the 2013 accounts.

SOP 2010

The Board of Directors of 3 March 2009 approved a new Stock Option Plan for three years. Therefore as at 2 February 2010 ATENOR GROUP issued a first tranche of 50,000 options on own shares intended for members of the Management and the Staff. These options can be exercised during the periods from 11 March to 11 April 2014 and from 2 to 30 September 2014 at the unit price of 36.18 euro, i.e. the average closing price of the quotes of the 30 days preceding the issue date.

Based on the value of the options on the date of allocation (2 February 2010), the charge was spread over five years prorata temporis. This charge amounted to 25 thousand euro in 2010 and 27 thousand euro annually from 2011 to 2013. It will amount to 7 thousand euro in 2014.

The valuation of these options was based on the following parameters (sources Banque DEGROOF and ATENOR):

- Increasing the dividend: 8%
- Volatility: 25%
- Quotation of reference: 37.7 euro
- Risk-free interest rate: 1.64%.

SOP 2011

As at 1st February 2011 ATENOR GROUP issued a second tranche of 53,200 options on own shares intended for members of the Management and the Staff. These options can be exercised during the periods from 10 March to 10 April 2015 and from 2 to 30 September 2015 at the unit price of 33.40 euro, i.e. the average closing price of the quotes of the 30 days preceding the issue date.

Based on the value of the options on the date of allocation (1st February 2011), the charge was spread over five years prorata temporis. This charge amounted to 21 thousand euro in 2011, to 23 thousand euro in 2012 and 2013. It will amount to 23 thousand euro in 2014 and 6 thousand euro in 2015.

The valuation of these options was based on the following parameters (sources Banque DEGROOF and ATENOR):

- Increasing the dividend: 5%
- Volatility: 20%
- Quotation of reference: 32.9 euro
- Risk-free interest rate: 2.64 %.

SOP 2012

On 13 January 2012 ATENOR GROUP issued a third tranche of 50,000 options on own shares intended for members of the Management and the Staff. These options can be exercised during the periods from 10 March to 8 April 2016 and from 2 to 30 September 2016 at the unit price of 23.46 euro, i.e. the average closing price of the quotes of the 30 days preceding the issue date.

Based on the value of the options on the date of allocation (13 January 2012), the charge was spread over five years prorata temporis. This charge amounted to 22 thousand euro in 2012 and to 23 thousand euro in 2013. It will amount to 23 thousand euro annually in 2014 and 2015 and to 5 thousand euro in 2016.

The valuation of these options was based on the following parameters (sources Banque DEGROOF and ATENOR):

- Increasing the dividend: stable
- Volatility: 25%
- Quotation of reference: 25.05 euro
- Risk-free interest rate: 1.58%.

SOP 2013

In July 2013, the Nomination and Remuneration Committee put in place a stock option plan on ATENOR GROUP INVESTMENTS shares for the benefit of all Group members of personnel and employees. This company, a 100% ATENOR GROUP subsidiary, holds a portfolio of 150,000 ATENOR shares. An initial tranche of 37,500 options on AGI shares was issued on 5 August 2013, of which 30,060 have been accepted

These options were largely distributed among members of personnel and employees on the basis of six levels of seniority; the two first levels (members of the Executive Committee and Directors, amounting to 11 people including the CEO) were assigned an identical number of options.

The exercise price of the option was set, following approval by the AGI auditor, at 6 euro per option, corresponding to the subscription price of the AGI shares issued at the time of the constitution of the company on 26 July 2013. These options may be exercised from 14 March to 1 April 2016, from 13 to 31 March 2017 and from 12 to 30 March 2018, each time after the publication of the annual results.

Based on the value of the options on the attribution date (5 August 2013), the charge has been spread over 5 years, pro rata temporis. This charge came to 7 thousand euro in 2013. It will stand at 21thousand euro per annum from 2014 to 2015 and at 3.5 thousand euro in 2016.

A second tranche of 37,500 options on AGI shares was issued on 3 February 2014. Their exercise price was fixed, on favourable opinion of the AGI Auditor, at 9.32 euro per option, corresponding to their inventory value per AGI share on 31 January 2014, after re-evaluation of the ATENOR GROUP share portfolio at 35.46 euro per share, corresponding to the average of the 20 last closing prices. These options will be exercisable during the periods from 13 to 31 March 2017, 12 to 31 March 2018 and from 11 to 31 March 2019.

Note 24 - Contingent liabilities and disputes

The Board of Directors sets out three identified risks in the legal proceedings with which ATENOR GROUP is confronted:

- In the context of the tax dispute involving what are known as "Liquidity Companies", which could concern more than 700 companies in Belgium, major charges were brought against certain of the Group's former subsidiary companies. These companies had been sold, more than thirteen years ago, to investors introduced and recommended to ATENOR GROUP by intermediaries and renowned banking institutions.
  It transpired that these investors might have embezzled the liquidities of the acquired companies and failed to fulfil their tax obligations by not proceeding with any reinvestment as announced.
  These tax disputes, which do not relate to ATENOR GROUP directly, have given rise to criminal complaints or civil proceedings, mainly against the buyers and the intervening banks but also against ATENOR and certain members of its management.
  Currently, ATENOR GROUP and some of its directors are involved in three ongoing proceedings.
  Within the scope of the ongoing legal procedure regarding "Erasmonde – American Energy", the court of appeal is expected to announce a decision soon on the appeals made against a decision to refer made in October 2013 against 13 companies and people including ATENOR GROUP and Stéphan Sonneville, the Managing Director
  Within the scope of the "E. Migeotte / Société Générale (France)" case, after a non-suit announced in February 2012 by the Council Chamber of Turnhout, the Indictment Division of Antwerp took a decision to refer in March 2013. The appeal made by a third party was rejected. An initial session of the Correctional Court was set for 30 April 2014.
  Finally, the "D-Facto - Cabepo" case is currently pending before the Court of Appeals of Brussels; the matter is set for the first submissions in April 2014.
  In addition, ING bank, whose responsibility in a similar case was called into question by the tax authorities intends to involve ATENOR GROUP in this civil procedure.
  In general, ATENOR GROUP, which fully and honestly cooperated in the investigations carried out by the legal and tax authorities, confirms that it has not committed any fraud either with regard to tax law or to company law, and is confident that its good faith will be acknowledged in all of the above mentioned cases.
- As regards the PIXEL building in Luxembourg, general contractors Soludec and CIT Blaton issued a summons against ATENOR for reimbursement of penalties for which ATENOR had obtained payment by calling on bank guarantees (0.54 million euro) and as payment for various other damages.
  On 9 March 2012, the District Court of Luxembourg partially accepted this request, to the limit of 0.37 million euro. On 24 May 2012, ATENOR GROUP, appealed this ruling and set aside provisions in the 2012 in the amount of 0.37 million euro. The case is still pending on appeal.
- A dispute opposes Atenor Group Luxembourg to the consortium of the contractors Soludec, CIT Blaton and Van Laere, to whom the construction of the PRESIDENT building was entrusted. ATENOR is mainly asking for the application of contractual delay penalties for lateness, while the contractors are claiming various damages. These procedures are still ongoing before the Luxembourg District Court. The legal expert appointed in July 2013 submitted his report in 2013. Atenor Group Luxembourg has called upon the bank guarantees set up for its benefit and obtained a payment of 5.00 million euro by ruling in February 2011. This ruling was confirmed in December 2012 by the Court of Appeals of Luxembourg. This amount has not been recorded in the consolidated results.
  ATENOR GROUP is of the opinion that the claims the Group is facing are unfounded and, consequently, no provision has been made for dealing with these disputes.

Note 25 - Subsequent events

On 3 February 2014, ATENOR GROUP issued a second tranche of the stock option plan (SOP 2013) for the subsidiary named ATENOR GROUP INVESTMENTS (AGI).

The options issued on this subsidiary benefit ATENOR GROUP management, personnel and service providers.

This SOP may be exercised during the three following periods: 13 March to 31 March 2017, from 12 March to 31 March 2018 and from 11 March to 31 March 2019.

No other significant event occurred after 31 December 2013.

Note 26 - Rights and Commitments

In thousands of EUR	2013	2012
Guarantees constituted or irrevocably promised by third parties		
Bank guarantees for security deposits (1)	19,835	13,531
Other security deposits received	100	100
Real guarantees constituted or irrevocably promised by the companies on their own assets		
Mortgages (2) :		
- accounting value of the buildings mortgaged	74,594	69,663
- amount of the registration	78	78
- with mortgage proxy	61,922	61,922
Guaranteed deposits (3)	12,641	25,345
Guaranteed securities	p.m.	p.m.
Other acquisition or transfer commitments		
Commitments for the sale of securities		
Commitments for the acquisition of buildings (4)	23,302	20,744
Purchase option on buildings	p.m.	p.m.
Commitments and guarantees constituted towards third parties		
Various bank guarantees/other security deposits in solidarity (5)	78,469	89,181
Rental guarantees	183	146

(1) This item includes the bank guarantees received from contractors within the framework of the UP-site (11.11 million euro), TREBEL (4.27 million euro), PORT DU BON DIEU (2.52 million euro) and VACI GREENS (1.42 million euro) projects.

(2) Mortgages
- in favour of BELFIUS within the framework of the loan contracted by BRUSSELS EUROPA (Maturity: 31.03.2015) and
- in favour of BNP PARIBAS FORTIS within the framework of the loan contracted by BUILD UP.

(3) Secured deposits: 3.64 million euro within the framework of the BNP PARIBAS FORTIS financing (UP-site project) and 9 million euro in favour of KBC (TREBEL project).

(4) Concerns the acquisition commitments relating to the AIR projects in Luxembourg (10.91 million euro), AU FIL DES GRANDS PRÉS in Mons (8.89 million euro) and VICTOR (maximum 3.5 million euro).

(5) This item covers in particular:
- the BNP PARIBAS FORTIS "Loi Breyne" bank guarantee related to the UP-site project (42.98 million euro),
- the BELFIUS "Loi Breyne" bank guarantee related to the PORT DU BON DIEU project (11.54 million euro),
- the KBC bank guarantee of 9 million euro in favour of the European Parliament,
- a joint and indivisible pledge of ATENOR GROUP in the amount of 7.00 million euro on behalf of BRUSSELS EUROPA in favour of BELFIUS (Maturity: 03.2015),
- a commitment of 2.45 million euro of ANAPHOR VENTURE within the framework of the sale of D'SIDE GROUP.

Note 27 - Participations

Company Name	Head Office	Fraction of the capital directly or indirectly held in %
Subsidiaries consolidated by the full consolidated method		
ALCO BUILDING	B-1310 La Hulpe	100.00
ATENOR GROUP CENTRAL EUROPE	B-1310 La Hulpe	100.00
ATENOR GROUP HUNGARY	H-1126 Budapest	100.00
ATENOR GROUP INVESTMENTS	B-1310 La Hulpe	100.00
ATENOR GROUP LUXEMBOURG	L-1466 Luxembourg	100.00
ATENOR GROUP PARTICIPATIONS	B-1310 La Hulpe	100.00
ATENOR GROUP ROMANIA	RO-50552 Bucharest	100.00
ATENOR REAL ESTATE	B-1310 La Hulpe	100.00
BRUSSELS EUROPA	B-1310 La Hulpe	100.00
BUILD UP	B-1310 La Hulpe	100.00
C.P.P.M.	B-1310 La Hulpe	100.00
CITY TOWER	H-1126 Budapest	100.00
CITY VIEW TOWER	H-1126 Budapest	100.00
DREWS CITY TOWER	H-1126 Budapest	100.00
HF IMMOBILIER	L-1466 Luxembourg	100.00
IMMOBILIÈRE DE LA PETITE ÎLE (IPI)	B-1310 La Hulpe	100.00
MONS PROPERTIES	B-1310 La Hulpe	100.00
NAMUR WATERFRONT	B-1310 La Hulpe	100.00
NGY Propertiers Investment	RO-11469 Bucharest	100.00
UP 35	B-1310 La Hulpe	100.00
Joint venture companies consolidated by the equity method		
IMMOANGE	B-1160 Brussels	50.00
VICTOR ESTATES	B-1160 Brussels	50.00
VICTOR PROPERTIES	B-1160 Brussels	50.00
SOUTH CITY HOTEL	B-1160 Brussels	40.00

The main changes in the consolidation perimeter during 2013:

During the 1st quarter of 2013, the liquidations of the companies ANAPHOR VENTURE and I.D.M. were closed. In the 2nd semester, the consolidation perimeter was enlarged to include ATENOR GROUP INVESTMENTS (A.G.I.) incorporated on 26 July 2013.

After the sale of its only assets (land and property), the liquidation of LAZER IMMO (Czech Republic) was completed in November. Taking into effect as of 1 July 2013, LAURENTIDE was merged by ATENOR REAL ESTATE, holder of the majority of LAURENTIDE's shares. The real estate development project of La Sucrerie in Ath, allocated initially to C.P.P.M., was also taken over by ATENOR GROUP s.a.

Statement by the Management

Stéphan SONNEVILLE s.a., CEO, President of the Executive Committee and the Members of the Executive Committee of which Mr Sidney D. BENS, CFO, acting in the name of and on behalf of ATENOR GROUP s.a. attest that to the best of their knowledge:

- the consolidated financial statements at 31 December 2013 have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and fairly present the assets, financial situation and results of ATENOR GROUP and the companies included in the consolidation [(1)];
- the management report contains a true reflection of the development of the business, the results and the situation of ATENOR GROUP s.a. and the consolidated companies as well as a description of the main risks and uncertainties which they are confronted with.

(1) Affiliated companies of ATENOR GROUP in the sense of article 11 of the Company Code

Report of the Auditors

STATUTORY AUDITOR'S REPORT TO THE GENERAL SHAREHOLDERS' MEETING ON THE CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY ATENOR GROUP SA/NV AS OF AND FOR THE YEAR ENDED 31 DECEMBER 2013

In accordance with the legal requirements, we report to you on the performance of our mandate of statutory auditor. This report includes our opinion on the consolidated statement of financial position for the year ended 31 December 2013, the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year ended and the related notes as well as our report on other legal and regulatory requirements.

REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS – UNQUALIFIED OPINION

We have audited the consolidated financial statements for the year ended 31 December 2013 prepared in accordance with International Financial Reporting Standards, as adopted by the European Union, and with the legal and regulatory requirements applicable in Belgium. The total of the consolidated balance sheet amounts to EUR 376.709.(000) and the consolidated income statement shows a profit for the year (Group share) of EUR 12.028.(000).

Board of Director's responsibility for the preparation of the consolidated financial statements

The company's board of directors is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with the International Financial Reporting Standards, as adopted by the European Union, and with the legal and regulatory requirements applicable in Belgium, and for such internal control as the board of directors determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Statutory auditor's responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing, Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the statutory auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assess-ments, the statutory auditor considers the internal controls relevant to the preparation and fair presentation of the consolidated financial statements 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 controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of accounting estimates made by the board of directors, as well as evaluating the overall presentation of the consolidated financial statements.

We have obtained from the company's officials and the board of directors the explanations and information necessary for performing our audit.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Unqualified Opinion

In our opinion, the consolidated financial statements of the company ATENOR GROUP SA/NV give a true and fair view of the group's net equity and consolidated financial position as at 31 December 2013 and of its results and its cash flows for the year then ended in accordance with International Financial Reporting Standards, as adopted by the European Union, and with the legal and regulatory requirements applicable in Belgium.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

The board of directors is responsible for the preparation and the content of the Management report on the consolidated financial statements.

In the framework of our mandate our responsibility is to verify compliance, in all material respects, with certain legal and regulatory requirements. On this basis, we provide the following additional statement, which does not modify our opinion on the consolidated financial statements:

- The Board report on the consolidated financial statements includes the information required by law, is consistent with the consolidated financial statements. We are, however, unable to comment on the description of the principal risks and uncertainties which the Group is facing and on its financial situation, its foreseeable evolution or the significant influence of certain facts on its future development. We can nevertheless confirm that the matters disclosed do not present any obvious inconsistencies with the information that we became aware of during the performance of our mandate.

Brussels, 3 March 2014

Mazars Réviseurs d'Entreprises scrl

Statutory Auditor Represented by Philippe GOSSART

Annual accounts

Financial Annual Report 2013

The statutory accounts have been drawn up in compliance with the Belgian accounting standards.

In conformity with article 105 of the Companies Code, the annual statutory accounts of ATENOR GROUP s.a. are presented in a summary form.

The submission of the consolidated statutory accounts will be made at the latest thirty days after their approval.

The auditor issued an unqualified opinion on the statutory annual accounts of ATENOR GROUP s.a.

The annual accounts, the management report and the report of the auditor are available upon simple request at the following address:

Avenue Reine Astrid, 92 in B-1310 La Hulpe.

ASSETS

In thousands of EUR		2013	2012
Fixed Assets		**300,506**	**249,409**
I.	Start-up expenses	145	187
II.	Intangible assets	11	18
III.	Tangible assets	253	326
IV.	Financial assets	300,097	248,878
Current Assets		**82,738**	**117,375**
V.	Amounts receivable after one year	332	1,149
VI.	Stocks and orders in the course of execution	44,114	19,251
VII.	Amounts receivable within one year	3,285	2,471
VIII.	Investments	34,469	93,532
IX.	Cash at bank and petty cash	119	577
X.	Deferred charges and accrued income	419	395
TOTAL ASSETS		**383,244**	**366,784**

LIABILITIES

Group capital and reserves		**100,939**	**97,891**
I.	Capital	44,644	38,880
IV.	Reserves	16,976	16,576
V.	Accumulated profits	39,319	42,435
Provisions and deferred taxes		**1,161**	**1,363**
VII.	A. Provisions for liabilities and charges	1,161	1,363
Creditors		**281,144**	**267,530**
VIII.	Amounts payable after one year	215,220	190,528
IX.	Amounts payable within one year	60,730	71,720
X.	Accrued charges and deferred income	5,194	5,282
TOTAL LIABILITIES		**383,244**	**366,784**

Declaration related to the consolidated accounts

The Company draws up and publishes the consolidated accounts and a consolidated management report in conformity with the legal requirements.

INCOME STATEMENT

In thousands of EUR		2013	2012
I.	Operating income	36,846	15,542
II.	Operating charges	-21,538	-7,854
III.	**Operating profit (loss)**	**15,308**	**7,688**
IV.	Financial income	3,276	2,486
V.	Financial charges	-9,724	-5,811
VI.	**Operating profit (loss) before taxes**	**8,860**	**4,363**
VII.	Extraordinary income	60	827
VIII.	Extraordinary charges	-520	-445
IX.	**Profit of the financial year before taxes**	**8,400**	**4,745**
X.	Incomes taxes	-403	-1
XI.	Profit of the financial year	7,997	4,744
XIII.	**Profit of the financial year to be appropriated**	**7,997**	**4,744**

APPROPRIATION ACCOUNT

A.	**Profit to be appropriated**	**50,433**	**52,422**
	1. Profit for the financial year	7,997	4,744
	2. Profits brought forward	42,436	47,678
C.	**Appropriations to equity (-)**	**-400**	**-**
	2. To legal reserve	400	-
D.	**Profit (loss) to be carried forward (-)**	**-39,719**	**-42,435**
	1. Profit to be carried forward	39,719	42,435
F.	**Profit to be distributed (-)**	**-10,714**	**-9,987**
	1. Dividends	10,489	9,762
	2. Director's entitlements	225	225

General information

Identity card

ATENOR GROUP is a limited company (s.a.).

The registered office is located at avenue Reine Astrid 92 in B-1310 La Hulpe.

Article 4 of its Articles of Association specifies that the company is established for an unlimited duration.

The financial year starts on the first of January and ends on the thirty-first of December each year.

The Articles of Association are available on our website www.atenor.be.

Registered office of ATENOR GROUP

Avenue Reine Astrid, 92
1310 La Hulpe
Belgium
Phone: +32-2-387 22 99
Fax: +32-2-387 23 16
e-mail: info@atenor.be
Website: www.atenor.be
Enterprise n°: VAT BE 0403 209 303

Stock exchange listing of ATENOR GROUP share

NYSE Euronext Brussels ISIN code: BE0003837540

Stock exchange listing of ATENOR GROUP bonds

Stock Market of Luxembourg: 2010-2015 bonds – rate of 6%
ISIN code: BE5988406146

Euronext Brussels: 2012-2017 bonds – rate of 5,375%
ISIN code:BE0002188549

ATEB LISTED NYSE EURONEXT

Reuters

ATEO.BR

Bloomberg

ATEB BB

Financial calendar (1)

25 April 2014

Intermediate declaration for first quarter 2014
General Assembly 2013
Communication relating to the terms and modalities of the optional dividend

28 May 2014

Dividend payment (subject to the approval of the General Assembly and the allocation of the shares in the framework of the optional dividend)

27 August 2014

Half-year results 2014

13 November 2014

Intermediate declaration for third quarter 2014

24 April 2015

General Assembly 2014

Financial services

The financial service company of ATENOR GROUP responsible for payment of dividends up to and including the coupon nr. 6 (relating to 2011) is provided by Degroof Bank (designated as main paying agent).

Degroof Bank (Main paying agent)
Rue de l'Industrie, 44 in B-1040 Brussels

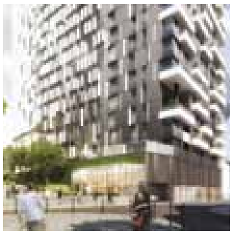
The financial service company charged with the optional dividend (coupon nr. 7 and 8 relating to 2012 and 2013) is provided by:

Euroclear Belgium
Boulevard du Roi Albert II, 1 in B-1210 Brussels

(1) Communicated dates subject to changes

Design & realisation
The Design Factory
+32 10 60 19 18





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Sidney D. Bens,
Chief Financial Officer