Atenor in figures

Financial Report 2008

ATENOR GROUP

Summary

Statement of compliance with the IFRS:

ATENOR GROUP has drawn up its consolidated annual accounts in compliance with the international accounting standards (IFRS) and the interpretations of the IFRIC in force as at 31 December 2008, as they were approved by the European Commission.

Management report

to the Annual General Meeting of Shareholders on 24 April 2009

Ladies and Gentlemen,

We have the honour of presenting to you the Management Report of your company's 98th financial year and of submitting for your approval the Annual Accounts as at 31 December 2008, along with our proposals for the allocation of profits.

The consolidated results for 2008 break a new record for the group (41.29 million euro compared to 35.41 million euro in 2007).

These earnings come mainly from the on-going construction of the PRESIDENT project (39.80 million euro in comparison with 28.55 million euro in 2007). In addition, ATENOR has benefited from a revision of the transfer price of the PRESIDENT companies further to the signing of two leases (European Parliament and Ubi Banca) allowing it to clear an additional profit of 9.79 million euro.

ATENOR GROUP has a diversified portfolio of projects and a healthy balance sheet structure enabling it to go through the financial crisis and to pursue the development of each of its projects under exceptional economic circumstances.

Table of key consolidated figures Audited accounts

In thousands of EUR	2008	2007
Results		
Net consolidated result (group share)	41,292	35,414
Profit per share (in euro)	8.20	7.03
Number of shares	5,038,411	5,038,411
Balance sheet		
Total assets	238,705	239,002
Closing value of cash accounts in balance sheet	38,757	94,448
Net indebtedness (-) / Net cash (+)	- 28,220	42,734
Total of consolidated equity	125,449	103,057
Proposed dividend (€)		
Gross dividend per share	2.60	2.60
Net dividend after 25% withholding	1.95	1.95
Net dividend with VVPR strip	2.21	2.21

Turnover, revenue from the ordinary activities and operational profit (loss)

The turnover is established at 39.22 million euro, a 5.3 million euro increase. This turnover mainly incorporates the progress in the construction of the PRESIDENT project and the slightly increased turnover of the CROWNE PLAZA Hotel.

The other operating income (53.51 million euro) includes the earnings from the transfer of the PRESIDENT companies entered into the accounts according to the construction progress (83.14%) as well as the revision of the price of this transfer due to the two leases signed. The transfer of the company VUE SUR HAIN, owner of a 9,000 m² rental project, has cleared added value of 0.53 euro.

In an uncertain economic context, ATENOR GROUP decided to conduct a complete reduction of value on the balance of its claim with regard to IMAG in the amount of 1.71 million euro.

In order to reach a final close in the disputes arising from the takeover of the undertakings of NORTH GALAXY by ATENOR GROUP (see the financial part of our 2007 Annual Report page 28), an agreement was concluded with the opposing party, relating to the booking of 1.09 million euro.

Further to these operations, the **result from operating activities** is established at 39.69 million euro in comparison with 31.04 million euro in 2007.

In compliance with IAS 12 (deferred taxes), ATENOR GROUP booked active and passive tax latencies contributing positively to the consolidated results after taxes in the amount of 1.80 million euro.

The favourable development of the construction of the PRESIDENT project as well as its marketing and sales allowed the ATENOR group to achieve a record net income (group share) of 41.29 million euro.

Net financial indebtedness

As at 31 December 2008, the group has a net indebtedness of 28.22 million euro, compared with a net cash of 42.73 million euro as at 31 December 2007. These liquid assets were used primarily to acquire Hungarian companies (VÁCI ÚT project) in May 2008, the HERMES BUSINESS CAMPUS project (Romania), the VICTOR project (Brussels, Midi railway station), an initial plot of land held by our subsidiary NAMUR WATERFRONT, and finally for the payment of dividends decided at the General Assembly of April last year.

Own shares

During 2008, ATENOR GROUP acquired 43,257 own shares. As at 31 December 2008, ATENOR GROUP holds 93,734 own shares acquired at an average price of 43.89 euro for a total amount of 4.11 million euro. These shares are intended to cover the 2007 and 2008 stock option plans.

Projects in the portfolio

In 2008, ATENOR GROUP continued the development of its portfolio of real estate projects, enlarging its field of action to Central Europe.

ATENOR GROUP is presenting its projects in a portfolio by type of know-how used for their development.

1. 1. The AAA office complexes

PRESIDENT: In May 2007, ATENOR GROUP sold to COMMERZ REAL the companies PRESIDENT A, B and C, the owners of land located on the Plateau of Kirchberg and on which an office building complex (29,890 m^2) is currently under construction. In 2008 this operation made a net contribution to the group's other operating income of 49.59 million euro; additional profits will be recorded again in 2009 at the time of the delivery of the building (construction, rental) whose provisional acceptance is foreseen during the second quarter of the financial year. Contacts are continuing with several rental candidates concerning the balance of the areas available.

VÁCI ÚT (Hungary): In May 2008, ATENOR GROUP acquired a 1.7 hectare site facing Váci út, a prestigious avenue parallel to the Danube in the North of Budapest; the 'Vaci corridor', which is easily accessible from the centre of the city and is well served by public transport, is home to major urban development projects: office buildings, shopping centres and residential complexes on the banks of the Danube. The site acquired is subject to a zoning regulation allowing the construction in phases of more than 60,000 m^2 of offices, with possibilities of extension to neighbouring parcels of land. ATENOR GROUP has developed a plan for a complex of offices with the support of the local authorities and the help of a renowned Hungarian architectural firm. The building permit could be introduced during the first half of 2009.

HERMES BUSINESS CAMPUS (Romania): ATENOR GROUP also chose to invest in Romania and more specifically in Bucharest. In July 2008, ATENOR purchased the company NGY, which owned a very well situated parcel of land in the North of the city, with a view to developing a major office complex. This project, of around 70,000 m^2 suited to local demand could be completed in phases. It is located along a strategic corridor, in terms of freight lorries, public transport and close to the airport. A demolition permit has already been obtained and NGY srl, a subsidiary of ATENOR GROUP, is continuing its studies with a view to obtaining a building permit during the first half of 2009. The works for an initial phase of 16,000 m^2 should start before the end of the year.

2. The major mixed urban projects

SOUTH CITY: ATENOR GROUP holds 40% of this project located in Brussels near the Midi railway station (in partnership with Espace-Midi and B.P.I.); it concerns the construction of a mixed set of 40,010 m^2 of offices, commercial spaces and a hotel (142 rooms). The urban planning permits were issued in December 2007 and the works are under way. At this stage, SOUTH CITY OFFICE has already concluded a first lease contract for a firm duration of 27 taking effect at the delivery of the building and concerning more than one-third of the area of the project, i.e. 13,000 m^2. The prospects for renting the balance remain favourable in this location in the city.

ATENOR and its partners are also continuing the dialogue with various hotel chains within the framework of the marketing of the SOUTH CITY HOTEL project. Studies relating to additional works on technical and completion works are continuing actively with a view to opening up the hotel activity in 2011.

BRUSSELS EUROPA: The hotel EUROPA CROWNE PLAZA located in the heart of the European quarter contributed to the consolidated turnover with 9.74 million euro in 2008 in comparison with 9.58 million euro in 2007 and made a largely positive operating income in the amount of

1.03 million euro. In a more difficult competitive context and in spite of the increase in energy costs and new social security contributions, the operational results currently remain higher than the results recorded in 2007 for the corresponding period.

ATENOR GROUP is continuing the hotel operation whilst studying the alternatives for this exceptional site. With this in mind, the company BRUSSELS EUROPA introduced an application for an urban planning permit for the development of a project of offices and commercial spaces.

Moreover, ATENOR GROUP remains attentive to the results of the competition organised by the regional authorities for the redefinition of an urban landscape within the perimeter of the rue de la Loi.

In conformity with the option agreement signed last May with CONNECTIMMO SA, the BELGACOM group's property subsidiary, ATENOR has decided to exercise the option making it possible to acquire the building and the plot of land adjacent to the HOTEL EUROPA with a time horizon of 2013.

PREMIUM: This exceptional 1.25 hectare site located along the Canal at the level of the Quai de Willebroeck, in the extension of the Espace Nord, is intended to accommodate a mixed set of residential units, offices and commercial spaces of more than 80,000 m^2.

The majority of the housing units will have to be located in a tower building and in villa buildings with a polished architectural design that satisfies the highest criteria of environmental compatibility. The Plan Particulier d'Affection au Sol (P.P.A.S. - particular land use plan) was definitely approved by the Communal Council of Brussels on 19 January 2009 and has been transmitted for final approval to the Brussels-Capital Region. The application for an urban planning and environmental permit was submitted to the competent authorities of the City of Brussels in December 2008. The demolition works are finished. This project will contribute to improving this unique space in Brussels from an urban planning and economic point of view. The commercial success of the site is unfailing, because three years before the delivery of the offices, a sales agreement has been signed for an area of 6,288 m^2 and a long-term lease (27 years firm) has been signed for an area of 6,300 m^2.

VICTOR ESTATE and **VICTOR PROPERTIES**, subsidiaries of ATENOR GROUP, acquired the ownership, in July 2008, of a 2,300 m^2 plot of land benefiting from an exceptional location opposite the high-speed train terminal (Midi railway station). Background: a partnership agreement was concluded with the two owners of the adjacent plots of land, BREEVAST and BPI (CFE group), in which ATENOR, in the end, will hold 36%. The partners are currently studying the conception of an ambitious project appropriately suited to the environment of one of the largest railway stations in the country.

3. Residential units based on sustainable development

MEDIA GARDENS (Immobilière des Deux Maisons): This project, being carried out by ATENOR GROUP on the site with a total area of 1.2 hectare currently occupied by its former subsidiary MATERMACO in Schaerbeek, concerns a total of 280 residential units (around 28,000 m²) distributed over five sets of 4 to 6 storeys within an island of greenery. The application for a permit was submitted in July 2007 and the obtaining of authorisations to build is expected for the second quarter of 2009. Background: an agreement in principle was concluded in November 2007 with the Sicafi AEDIFICA with a view to the transfer of the first phase of the project covering a block of 75 housing units located in the Chaussée de Louvain.

PORT DU BON DIEU: In October 2008 the limited company SA NAMUR WATERFRONT (NWF), a subsidiary of ATENOR, acquired the first parcel of the project where the company foresees building (in phases) a residential complex of around 30,000 m² while enhancing the ecological elements that are most relevant so that this development becomes a model on the subject of sustainable building. A site for reshaping (SAR) procedure was introduced in 2006 to enable the accommodation of housing on this site. Since this procedure developed favourably, the company NWF has started up studies with a view to preparing for the urban planning permit.

VUE SUR HAIN: Background: this company, acquired by ATENOR GROUP in November 2007, is the owner of a plot of land intended to accommodate the construction of 82 housing units (houses and apartments – 9,339 m²) in a spirit of sustainable development. The permit was obtained in June 2008. In August 2008, ATENOR transferred the whole of this project, clearing up front a positive margin of 0.53 million euro. This transfer fits in as well with ATENOR's intention to concentrate its activities in the urban environment.

Important events occurring since closure

No significant event occurred after the closing of the consolidated accounts of the financial year 2008.

Prospects for 2009

Thanks to having concluded the sale of PRESIDENT in November 2006, and to having selected its new investments since then with discernment, ATENOR GROUP had, as at 31 December 2008, a healthy balance sheet and a limited net indebtedness, in a real estate world hit by the current crisis.

After realising its first investments in Hungary and Romania in 2008, ATENOR has created a diversified portfolio of ± 385,000 m² of projects whose long-term potential has not been shaken by the current economic circumstances.

The strict respect of investment criteria (location, phasability and reduced entry price) allows us to pursue the development of our projects which, de facto, extends over several years.

On the whole, the economic and financial crisis that we are going through will logically have an influence on the profits and losses and the activity of ATENOR GROUP in the months to come, primarily in terms of delays in sales transactions.

In the short term, the year 2009 will be positively influenced in the amount of ± 12 million euro by the profits resulting from the completion and delivery of PRESIDENT, ensuring largely positive results for 2009 from the outset.

As indicated, the prevailing economic uncertainty does not allow for making statements on other major transactions at this stage.

Stock Option Plan 2008

The Board of Directors of 3 March 2008 approved the issuing of an option plan on shares intended for the members of staff and employees of the group. This plan concerns a total of 51,700 existing shares, and therefore will not give rise to the issuing of new shares.

The options will be exercisable starting in March 2012, at a price of € 39.17 corresponding to the average of the quotes of the 30 days preceding the issue.

The Remuneration Committee of 17 December 2008 approved the issuing of a second option plan on shares intended for the members of staff and employees of the group. This plan concerns a total of 50,600 existing shares, and therefore will not give rise to the issuing of new shares. The options will be exercisable starting in March 2013, at a price of € 37.83 also corresponding to the average of the quotes of the 30 days preceding the issue.

Application of the International Accounting Standards (IFRS)

The financial information of 2008 has now been agreed and published in accordance with the IFRS standards as adopted in the European Union

Allocation of profits (Corporate results of ATENOR GROUP s.a.)

ATENOR GROUP s.a.'s statutory annual accounts show a corporate loss for the tax year of K€ 5,786. In 2007, ATENOR GROUP s.a. recorded in its company accounts the main part of the sale of PRESIDENT shares, for which the profit was recognised in consolidation as a function of the progress in the project in compliance with the IFRS accounting standards.

Apart from the operations reflected in the consolidated accounts, the 2008 profits/losses are explained by the covering of the general and structural costs connected with the projects under development.

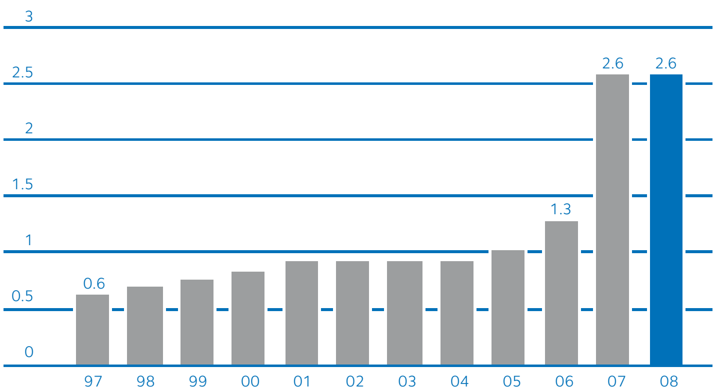
Your Board proposes you to approve the annual accounts as at 31 December 2008 and allocate the corporate financial year's loss of ATENOR GROUP s.a. as follows:

Loss for the year	K€	-5,786
Profit carried forward	K€	74,414
Profit to be allocated	**K€**	**68,628**
Directors' entitlements	K€	150
Capital remuneration	K€	13,100
Profit to be carried forward	**K€**	**55,378**

The Board of Directors will propose to the General Assembly of the Shareholders of 24 April 2009 the payment, under the heading of the 2008 financial year, of a gross dividend of 2.60 euro; that is, a dividend net of withholding (25%) of 1.95 euro per security and a dividend net of withholding (15%) of 2.21 euro per security accompanied by a VVPR strip. Subject to the approval by the Ordinary General Assembly, the dividend will be paid out starting on 4 May 2009. The financial service of ATENOR GROUP is provided by Degroof bank (main paying agent), Dexia bank (co-domicile) or any other financial institution.

Registered shareholders will be paid by bank transfer.

Evolution of the dividend (in EUR)



Principal risks and uncertainties

ATENOR GROUP is a company that holds investments in companies developing real estate projects while it also develops real estate property promotions itself.

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

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

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

1) In the context of the tax dispute involving the so-called "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 to investors, introduced and recommended to ATENOR GROUP by intermediaries and banking institutions of repute. 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 in certain cases given place to criminal complaints or civil proceedings, mainly against the buyers and the intervening banks. ATENOR GROUP, which fully and honestly co-operated in the investigations carried out by the legal and tax authorities, has not committed any fraud either with regard to tax law or to company law, and is confident that it will have its good faith recognised.

2) Moreover, ATENOR GROUP was notified in December 2006 of the introduction of an action brought against the Group in Luxembourg by a Luxembourg family group. An association with this group with a view to implementing the PRESIDENT project was foreseen in 2004 but did not take concrete form. ATENOR GROUP had not had any contact with this promotor since the summer of 2005. At present it maintains that it has a claim on the share of the profits to be realised by ATENOR GROUP on the PRESIDENT project.

   ATENOR GROUP is convinced of the absence of any foundation for the action directed against it; this position has been confirmed by its legal advisors at the end of a detailed analysis of the case.

3) Finally, our subsidiary LAURENTIDE is confronted with two disputes relating the selling costs, which occurred at the end of 2004, of its real estate project to Espace Nord. Based on the analysis performed by its legal counsellors, ATENOR GROUP is convinced that these disputes are illfounded.

The dispute relating to the calculation of the variable part of the acquisition price of the North Galaxy plot of land mentioned in the preceding annual reports was the object of a final settlement in 2008.

Administration - Corporate Governance

Your Board proposes, in compliance with the law of 17 December 2008, to appoint Prince Charles-Louis d'Arenberg as independent director.

On the proposal of the Audit Committee, your Board proposes renewing, for a period of three years, the mandate of the Auditor Goossens Gossart Joos scprl represented by Mr Philippe Gossart.

Your Board proposes that you give a release from their mandate to the directors and to the auditor for the financial year closed on 31 December 2008.

La Hulpe, 3 March 2009

For the Board of Directors

Consolidated income statement

In thousands of EUR	Notes	2008	2007
Revenue	2-3	**40,012**	**34,443**
Turnover		39,217	33,918
Property rental income		795	526
Other operating income	2-3	**53,505**	**37,277**
Gain (loss) on disposals of financial assets		52,833	33,334
Other operating income		693	3,942
Gain (loss) on disposals of non-financial assets		-21	
Operating expenses (-)	2-3	**-53,823**	**-40,677**
Raw materials and consumables used (-)		-18,081	-1,212
Changes in inventories of finished goods and work in progress		21,499	-118
Employee expenses (-)	4	-6,711	-6,535
Depreciation and amortization (-)		-1,970	-488
Impairments (-)		-2,005	-3,415
Other operating expenses (-)	5	-46,555	-28,909
Result from operating activities - EBIT	2-3	**39,694**	**31,042**
Financial expenses (-)	6	-3,130	-1,674
Financial income	6	2,774	3,225
Share of profit (loss) from investments consolidated by the equity method		9	-11
Profit (loss) before tax		**39,347**	**32,583**
Income tax expense (income) (-)	7	1,797	2,238
Profit (loss) after tax		**41,144**	**34,821**
Post-tax profit (loss) of discontinued operations [1]	24		1,648
Profit (loss) of the period		**41,144**	**36,469**
Attributable to minority interest		-148	1,055
Group profit (loss)		41,292	35,414

In EUR			
Earnings per share			
Number of shares	8	5,038,411	5,038,411
Diluted earnings per share	9	8.20	7.03
Proposed gross dividend per share	9	2.60	2.60

[1] The "Post-tax result of the discontinued operations" related to impact of the Private Equity, sold in 2007.

Consolidated balance sheet

Assets

In thousands of EUR	Notes	2008	2007
NON-CURRENT ASSETS		**46,373**	**56,022**
Property, plant and equipment	12	22,009	878
Investment property	13	3,157	3,896
Intangible assets	11	3,490	278
Investments in related parties	17	255	254
Investments consolidated by the equity method	14	-9	94
Deferred tax assets	18	10,478	8,605
Other non-current financial assets	17	6,990	7,925
Derivatives		1	26
Non-current trade and other receivables	19		34,060
Other non-current assets		1	7
Current assets		**192,332**	**182,980**
Inventories	16	99,452	47,702
Other current financial assets	17	1,428	18,918
Current tax receivables		1,542	296
Current trade and other receivables	19	44,442	39,776
Current loan payments		5	
Cash and cash equivalents	19	37,329	75,530
Other current assets		8,134	758
Total assets		**238,705**	**239,002**

Liabilities and equity

In thousands of EUR	Notes	2008	2007
Total equity		**125,449**	**103,057**
Group shareholders' equity		**125,878**	**102,968**
Issued capital		38,880	38,880
Reserves		91,112	66,212
Treasury shares (-)	8	-4,114	-2,124
Minority interest		**-430**	**89**
Non-current liabilities		**24,762**	**39,208**
Non-current interest bearing borrowings	22	8,873	26,987
Non-current provisions	20	1,396	1,688
Pension obligation	23	346	490
Derivatives	22	1,499	358
Deferred tax liabilities	18	12,647	9,685
Current liabilities		**88,494**	**96,737**
Current interest bearing debts	22	58,103	24,727
Current provisions	20	1,989	2,042
Pension obligation	23	190	208
Derivatives	22	52	
Current tax payables	22	549	644
Current trade and other payables	22	25,232	17,218
Other current liabilities	22	2,379	51,898
Total equity and liabilities		**238,705**	**239,002**

Consolidated cash flow statement (indirect method)

In thousands of EUR	2008	2007
Operating activities		
Profit/loss after tax (excl. discontinued operations)	41,144	32,574
Result of investments consolidated by the equity method	-9	11
Depreciations (+/-)	1,970	724
Write off (+/-)	2,005	3,415
Provisions (+/-)	-482	-2,060
Translation adjustments (+/-)	5	-7
Profits/losses on assets disposals	-52,812	-33,334
Deferred taxes (+/-)	-1,840	-2,696
Cash flow	**-10,019**	**-1,375**
Increase/decrease in working capital	**-21,397**	**-19,018**
Cash from operating activities (+/-)	**-31,416**	**-20,393**
Investments activities		
Acquisitions of intangible and tangible assets	-17,432	-648
Acquisitions of financial investments	-23,428	-747
New loans		-3,798
Subtotal of acquired investments	**-40,861**	**-5,194**
Disposal of intangible and tangible assets	68	
Disposal of financial investments	33,000	55,876
Reimbursement of loans	1,472	3
Activities disposed of or to be sold		8,282
Subtotal of disinvestments	**34,540**	**64,161**
Cash from operating activities (+/-)	**-6,321**	**58,967**

In thousands of EUR	2008	2007
Financial activities		
Capital increase		856
Variations of loans	-5,000	-1,607
Dividends paid by parent company to its shareholders	-12,852	-5,985
Fees paid to the directors	-150	-80
Cash from financial activities (+/-)	**-18,002**	**-6,817**
Changes in scope of consolidation and exchange rate	47	24,670
Net cash variation	**-55,691**	**56,428**
Opening value of cash accounts in balance sheet	94,448	38,021
Closing value of cash accounts in balance sheet	38,757	94,448

The cash flow was significantly impacted by

- the state of progress of the PRESIDENT project - payment of the second tranche de 30 million euro concerning the transfer of the PRESIDENT companies,
- the sale of the VUE SUR HAIN shares,
- the Hungarian investment (VÁCI ÚT project), the Romanian investment (HBC project), the exercise of an option concerning the future acquisition of a plot of land relating to the EUROPA project, the acquisition of a plot of land relating to the NAMUR WATERFRONT project and the acquisition of the land relating to the VICTOR project and
- the doubling of the 2008 dividend compared with 2007.

Background: in 2007, the "Profit/loss after tax" (excluding discontinued activities) corresponds to the net result excluding the impact of the companies of Private Equity sold in 2007.

Consolidated statement of changes in equity

In thousands of EUR	Notes	Issued capital	Hedging reserves	Own shares	Consoli-dated reserves	Profit/ loss of the period	Cumulative translation adjusments	Minority interests	Total Equity
Year 2007									
Balance as of 01.01.2007		**38,024**	**-590**	**-2**	**37,546**	**-**	**677**	**175**	**75,829**
Profit/loss of the period (Group share)		-	-	-	-	35,414	-	-	**35,414**
Profit/loss of the period attributable to minority interests		-	-	-	-	-	-	1,055	**1,055**
Variation of result impacts on equity		**-**	**-**	**-**	**-**	**35,414**	**-**	**1,055**	**112,298**
Foreign currency translation effect	(1)	-	-	-	-	-	-468	-	**-468**
Paid dividends and directors' entitlements		-	-	-	-6,630	-	-	-	**-6,630**
Other increase/decrease	(2)	856	233	-2,121	32	-	-	-1,141	**-2,143**
Variations directly recognised in shareholders'equity		**856**	**233**	**-2,121**	**-6,598**	**-**	**-468**	**-1,141**	**-9,241**
Balance as of 31.12.2007		**38,879**	**-358**	**-2,124**	**30,948**	**35,414**	**208**	**89**	**103,057**
Year 2008									
Balance as of 01.01.2008		**38,879**	**-358**	**-2,124**	**66,362**		**208**	**89**	**103,057**
Profit/loss of the period (Group share)		-	-	-	-	41,292	-	-	**41,292**
Profit/loss of the period attributable to minority interests		-	-	-	-	-	-	-148	**-148**
Variation of result impacts on equity		**-**	**-**	**-**	**-**	**41,292**	**-**	**-148**	**41,144**
Foreign currency translation effect	(1)	-	-	-	-	-	-3,212	-	**-3,212**
Paid dividends and directors' entitlements		-	-	-	-13,250	-	-	-	**-13,250**
Other increase/decrease	(2)	-	-71	-1,990	141	-	-	-371	**-2,291**
Variations directly recognised in shareholders'equity		**-**	**-71**	**-1,990**	**-13,108**	**-**	**-3,212**	**-371**	**-18,752**
Balance as of 31.12.2008		**38,879**	**-429**	**-4,114**	**53,254**	**41,292**	**-3,004**	**-430**	**125,449**

(1) The own shares acquired in 2007 and 2008 will serve to cover an option plan concerning a total of 150,000 existing shares (Stock option plans 2007, 2008 and 2009). See note 8 – Capital and note 23 – Employee benefits.

(2) Conversion differences concerned only the LAZER IMMO company in December 2007.
In 2008, the group acquired Hungarian and Romanian companies and opted for the use of the local currency as the functional currency in each of these countries. The conversion differences noted in the equity capital were impacted by the negative development of these two currencies

Note 1: Principal accounting methods

1. Accounting basis

The consolidated financial statements on 31 December 2008 were prepared in compliance with the IFRS (International Financial Reporting Standards) pronouncements as adopted in the European Union.

All the standards in effect by the IASB on the date of closing were applied; no standard was applied in advance.

Standards and interpretations that came into effect in 2008

This year, ATENOR GROUP adopted the following standards and interpretations:

- IFRIC 12 – Service concession arrangements (required to be applied for annual periods beginning on or after 1 January 2008)
- IFRIC 13 – Customer loyalty programmes (required to be applied for annual periods beginning on or after 1 July 2008)
- IFRIC 14 – IAS 19 – The limit on a defined benefit asset, minimum funding requirements and their interaction (required to be applied for annual periods beginning on or after 1 January 2008)

The adoption of these interpretations did not lead to changes in the accounting methods of ATENOR GROUP.

Early adoption of standards and interpretations

ATENOR GROUP chose not to adopt any standard or interpretation before the date they go into effect.

The following standards, amendments to the existing standards, and interpretations have been published and are applicable to the accounting periods starting as at 1 January 2009 (or after this date).

- Improvements to the IFRS (applicable from 1 January 2009) were published by the IASB in May 2008 and cover minor amendments to the IFRS
- Amendments to IFRS 1 – First-time adoption of IFRS (applicable from 1 January 2009)
- Amendments to IFRS 2 – Share-based payment (applicable for annual periods beginning on or after 1 January 2009)
- IFRS 3 – Business combinations (revised in 2008 and applicable to the entering into the accounts of regroupings of companies for which the date of agreement is counted from the beginning of the first annual period opened as from 1 July 2009)
- IFRS 8 – Operating segments (applicable for annual periods beginning on or after 1 January 2009)
- IAS 1 – Presentation of financial statements (revised in 2008 and applicable from 1 January 2009)
- IAS 23 – Borrowing costs (revised in 2007 and applicable for annual periods beginning on or after 1 January 2009)
- IAS 27 – Consolidated and individual financial statements (revised in 2008 and applicable for annual periods beginning on or after 1 July 2009)
- Amendments to IAS 32 – Financial instruments: Presentation and IAS 1 – Presentation of financial statements, Financial Instruments Puttable at Fair Value and Obligations Arising on Liquidation (applicable for annual periods beginning on or after 1 January 2009)
- Amendment to IAS 39 – Financial instruments: Recognition and Measurement (applicable from 1 July 2009)
- IFRIC 15 – Agreements for the construction of real estate (applicable from 1 January 2009)
- IFRIC 16 – Hedges of a net investment in a foreign operation (applicable for annual periods beginning on or after 1 October 2008)
- IFRIC 17 – Distributions in kind to shareholders (applicable from 1 July 2009)

The adoption of these new standards and interpretations for later financial years should not have any significant impact on the consolidated financial statements.

The consolidated financial statements of the Group were made up by the Board of Directors on 3 March 2009.

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 in the case of joint ventures held with joint control.

The intra-group transactions and results have been eliminated.

2.1 Property, plant and equipment

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), to the duration of the utility of the significant components of the shares (IAS 16) and to the use, for certain assets such as land and constructions, of the fair value (market value) as estimated cost.

The grounds, 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 amortization and any losses of value that may be recognized.

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 not assets in tangible fixed assets. The depreciations are calculated linearly on the estimated duration of service life of the assets as from the date on which the asset is ready to be used. Depreciation is booked in the income statement under the category "Depreciation and amortization (-)".

Structures:	20 - 33 years
Installations and equipment:	10 - 15 years
Machines:	3 - 8 years
Computer materials:	3 - 10 years
Furniture:	1 - 10 year(s)
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 amortized over the economic service life or, if it is shorter, over the duration of the lease.

2.2 Investment properties

The assets held in this entry represent the properties held to gain rental income or properties that are not the object of a real estate project in the short or medium term. Investment properties are booked at their acquisition value, reduced by depreciations and any losses in value. The market value is mentioned in a note in the consolidated financial statements.

The depreciations are calculated linearly over the estimated service life of the buildings. The depreciation is booked into the income statement under the category "Depreciation and amortization (-)". As a general rule, investment buildings are depreciated over 33 years.

2.3 Intangible assets

The intangible fixed assets, other than goodwills, are evaluated initially at cost. The intangible fixed assets are booked into the accounts 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 amortizations and the combination of the depreciations and cumulated loss of value of assets.

The intangible assets other than goodwills primarily include the softwares.

The intangible fixed assets are 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 amortization (-)".

2.4 Goodwill

The goodwill constitutes the difference between the acquisition cost determined during a regrouping of companies and the share of the Group in the fair value of the identifiable assets and liabilities acquired.

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. Each year, ATENOR GROUP carries out a depreciation test consisting of allocating a recoverable value to each 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 registered a loss in value, for which the difference is booked in the profit and loss accounts.

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

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 costs of acquisition and transformation include among other things the value of the inventories.

The buildings, grounds and construction that are the object of a real estate project are also booked in the inventories. They are valued at their cost price including the direct and indirect charges imputable to the estimated period of construction. Some of these buildings can still be assigned to the operational activity.

The borrowing costs connected to these assets are also allocated individually on each of these assets (see note concerning the borrowing costs).

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 rules of evaluation, the establishment of provisions for charges to be paid constitutes an area of critical judgement.

The provisions for restructuring are booked in the accounts when the Group has adopted a formalized and detailed plan for restructuring that has been subject of a public announcement to the parties affected by the restructuring before the date of closing.

2.8 Borrowing costs

The costs of borrowing directly attributable to the acquisition, construction or the 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 being able to be used or sold. The buildings intended for sale incorporated into the inventory account meet this criterion because the studies, the construction and the sale 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 loans contracted specifically in order to obtain the related asset.

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 amortized 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, subject to the cost of loans connected to qualified assets (see note concerning the borrowing costs).
- 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 recognized 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 recognized in the income statement. In other cases, variations in the fair value are immediately recognized in the profit and loss account.

2.10 Segment reporting

The segment reporting is based, both for internal and external communication, on a single activity criteria, namely, project development in the area of real estate promotion. Private Equity activity, having been the subject of a complete divestiture during 2007, is presented for comparative information.

ATENOR GROUP has not listed the items of its balance and its account results individually per project due to competition.

ATENOR GROUP exercises its main activity of developing real estate promotion projects essentially in the area of office and housing buildings with relatively homogeneous characteristics and similar viability and risk profiles.

ATENOR GROUP has no organized activity by geographic markets.

2.11 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 one hand and the extent of completion on the other. The principles of income recognition are applicable both in qualified “share deal” and “asset deal” operations for sales of buildings constructed or to be completed in the future.

Income is recognised to the extent that it can be considered contractually 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.

If necessary, in application of the above-mentioned principles, the share of income from a real estate transaction 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 realized and that an identifiable part of the income can be attributed to it.

The land share is 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 as the risks and benefits are transferred to the acquirer.

These accounting principles are implemented on the basis of IAS 11 (Construction Contracts) taking into account, in this case, the specific nature of construction project development activity as compared with that of construction companies or, if applicable, IAS 18 (Revenue recognition).

2.12 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 (or applied to a large extent) at the date of closing.

The deferred taxes are recognized in the differences between the net accounting value of the assets and liabilities in the financial statements and their corresponding fiscal value. Deferred tax liabilities are acknowledged on all taxable time differences whereas deferred tax assets are acknowledged to the extent that as there are convincing indications that future taxable profits will be available to use these deferred tax assets.

At each closure date, ATENOR GROUP re-estimates the deferred tax assets that have or have not been booked, on the basis of indications of the future viability of the companies concerned.

The book value of the deferred tax assets is reduced or limited to the extent where it is no longer probable that sufficient taxable profits will be available in the future to make it possible to cover all or part of these assets.

The deferred taxes are calculated at the tax rates in force.

2.13 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 pension obligations recognized in the balance sheet represent the current value of the fixed benefits, corrected with the actuarial earnings and losses, less the cost of past services not recognized and less the real value of the assets of the plan.

Actuarial earnings and losses that exceed ten per cent of the highest updated value between the obligation of the Group concerning fixed benefits and the real value of the assets of the plan, are taken up in losses and profits on the duration of the average remaining life expectancy of the employees participating in the plan.

2.14 Stock options plans for employees and other payments based on shares

The Group has issued several plans for remuneration connected with the company's shares, and for which the payment is made in the form of the company's shares. In compliance with the transition terms, the standard IFRS 2 was not applied to allocations before 7 November 2002.

In general, for payments in shares to which IFRS 2 is applicable, the fair value of benefits of employees received in exchange for the allocation of options is recognized 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 on 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.

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 into 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 on below.

- The deferred tax assets are booked only to the extent that is probable that they could be imputed in the future to a taxable profit
- 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.
- Insofar as the real estate acquisitions made during the financial year are concerned, the Company has concluded for certain of them they did not correspond to the criteria issued by the IFRS 3 Standard – Business combinations, and that consequently this standard was not applicable.
- ATENOR GROUP is involved as a defendant in a few proceedings that in our opinion are not likely to have a significant negative impact for the Group and consequently do not give rise for the Group to the setting aside of provisions.

Note 2: Segment reporting

		2008		2007			
In thousands of EUR	**Notes**	**Real Estate**	**Consolidated total**	**Real Estate**	**Private Equity**	**Intersegment elimination**	**Consolidated total**
Revenue		40,012	**40,012**	34,851		-408	**34,443**
Other operating income		53,505	**53,505**	35,934	1,355	-13	**37,277**
Purchases and changes in inventories		3,418	**3,418**	-1,330			**-1,330**
Employee expenses		-6,711	**-6,711**	-6,535			**-6,535**
Depreciation and impairments		-3,974	**-3,974**	-3,916	13		**-3,903**
Other operating expenses		-46,555	**-46,555**	-28,868	-76	35	**-28,909**
Result from operating activities ebit		**39,694**	**39,694**	**30,135**	**1,292**	**-385**	**31,042**
Net interests		-356	**-356**	2,027	-50	-426	**1,551**
Result of investments consolidated by the equity method		9	**9**	-11			**-11**
Income taxes		1,797	**1,797**	2,238			**2,238**
Profit (loss) after tax		**41,144**	**41,144**	**34,390**	**1,242**	**-811**	**34,821**
Discontinued operations					837	811	**1,648**
Net result		**41,144**	**41,144**	**34,390**	**2,079**		**36,469**
EBITDA	(1)	43,669	**43,669**	34,051	1,279	-385	**34,946**
Current cash flow	(2)	44,637	**44,637**	36,481	2,066		**38,548**
Assets		**238,705**	**238,705**	**239,002**			**239,002**
of which investments consolidated by the equity method		-9	**-9**	94			**94**
Liabilities		**113,256**	**113,256**	**135,945**			**135,945**

(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 organization of the Group's business and the internal reporting supplied to the Board of Directors, to the Audit Committee and to the Management. There is no secondary segment.

The Private Equity activity was the object of a complete disinvestment in 2007 and is presented for comparative information purposes on the line "Discontinued operations". In 2007, the amounts of the Private Equity segment not under this heading concerned only ANAPHOR VENTURE – in a residual way.

Please see note 24 for further details concerning Private Equity in 2007.

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

Note 3: Operating results

In thousands of EUR	2008	2007
Total of the revenue	**40,012**	**34,443**
of which turnover	39,217	33,918
of which investment property rental income	795	526
Total of the other operating income	**53,505**	**37,277**
of which gain (loss) on disposals of financial assets	52,833	33,334
of which other operating income	693	3,942
of which gain (loss) on disposals of non-financial assets	-21	
Total of the operating charges	**-53,823**	**-40,677**
Result of operating activities	**39,694**	**31,042**

The operating result mainly comprises the turnover and operational charges yielded by BRUSSELS EUROPA, ATENOR Luxembourg (PRESIDENT project), LAURENTIDE, rental income (from I.D.M., IDM A, LAZER IMMO and CITY VIEW TOWER), by the additional profit realised within the framework of the sale of PRESIDENT, by the sale of the company VUE SUR HAIN, by the depreciation on the IMAG claim (1.71 million euro), by the settlement of the dispute concerning the transfer of NORTH GALAXY shares (charge of 1.09 million euro) as well as various services carried out by ATENOR GROUP and C.P.P.M.

N.B.: C.P.P.M. has transferred the whole of its activity to ATENOR GROUP s.a.

Note 4: Personnel charges

In thousands of EUR	2008	2007
Wages and salaries	-5,220	-4,805
Social security contributions	-1,004	-1,011
Other personnel charges	-487	-719
Total personnel charges	**-6,711**	**-6,535**
Employment in full-time equivalents		
Total employment at the end of the accounting year	110	121

All the personnel costs increased by 3%. This increase is in line with the indexation of the year 2008.

Note 5: Other operating expenses

In thousands of EUR	2008	2007
Services and other goods	-43,320	-28,786
Provisions (increase/amounts written back)	482	1,825
Other operating charges	-3,729	-1,955
Loss (exchange costs)	12	7
Total	**-46,555**	**-28,909**

The significant increase of “Other operating expenses” is due to fees and services connected with the real estate projects, which are capitalised in stock via the account “Changes in inventories of finished goods and work in progress” (see the “Consolidated income statement”).

Note 6: Financial results

In thousands of EUR	2008	2007
Interest expenses	-2,849	-1,296
Other financial expenses	-282	-378
Interest income	2,768	3,193
Other financial income	6	32
Total financial results	**-356**	**1,551**

In 2008, the net financial income presents a loss of 0.36 million euro compared with a net financial profit of 1.55 million euro in 2007.

This financial income is explained by the acquisitions of 2008 (down payment for the CONNECTIMMO, VICTOR, NAMUR WATERFRONT land and the Hungarian and Romanian companies).

The payment of the second tranche of the price of the PRESIDENT shares (30 million euro) was received at the end of the year 2008.

See also “Consolidated statement of changes in equity”.

Note 7: Income taxes

In thousands of EUR	2008	2007
I. Income tax expense / income – current and deferred		
Income tax expense/income – current		
Current period tax expense	-61	-507
Adjustments to tax expense/income of prior periods	18	-105
Total current tax expense, net	**-43**	**-612**
Income tax expense/income – deferred		
Related to the current period	1,740	3,002
Related to the temporary differences		-350
Reversal of deferred tax	100	73
Related to prior exercises (tax losses)		125
Total deferred tax expense	**1,840**	**2,850**
Total current and deferred tax expense	**1,797**	**2,238**
II. Reconciliation of statutory tax to effective tax		
Profit before taxes	39,347	32,583
Statutory tax rate	33.99%	33.99%
Tax expense using statutory rate	**-13,374**	**-11,075**
Adjustments to		
- current tax of prior periods	101	-279
- non-taxable revenues	17,252	12,167
- non-tax deductible expenses	-347	-779
- recognising deferred taxes on previously unrecognised tax losses	95	660
- on registering of deferred taxes referring to prior exercises (tax losses)		1,674
- deferred taxes		
- tax computed on other basis	-520	
- losses for the year	-1,373	-4
- other increase/decrease in tax charge	-37	-126
Tax expense using effective rate	**1,797**	**2,238**
Profit before taxes	39,347	32,583
Effective tax rate	n.a.	n.a.

Note 8: Capital

	Ordinary shares
Movements in number of shares	
Number of shares, beginning balance	5,038,411
Number of shares, ending balance	5,038,411
- of which issued and fully paid	5,038,411
Other information	
Shares reserved for issue	
- under options (SOP 2007)	48,300
- under options (SOP 2008)	51,100
Total of issued shares profiting from dividend	**5,038,411**
Total number of shares conferring a voting right	5,038,411
Total number of voting rights (denominator)	5,038,411

	Amount (in thousands of EUR)	Number of own shares
Movements in own shares		
On 01.01.2008 (average price 41.79 EUR per share)	2,124	50,827
Movements during the period:		
- acquisitions	2,005	43,257
- sales (SOP 2000)	-15	-350
On 31.12.2008 (average price 43.89 EUR per share)	**4,114**	**93,734**

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 03 August 2007, issued a total of 49,300 options on its own shares to various members of management and personnel. 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 are exercisable during the periods from 28 March 2011 to 22 April 2011, from 01 October 2011 to 31 October 2011 and from 26 March 2012 to 20 April 2012.

Moreover, in accordance with the decision taken by the Remuneration Committee of 18 December 2007 ratified by the Board of Directors on 03 March 2008, ATENOR GROUP, on 05 May 2008, issued a total of 51,100 options on its own shares to various members of management and personnel. 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 are exercisable during the periods from 26 March 2012 to 20 April 2012 and from 01 October 2012 to 31 October 2012.

Attribution in	2008	2007
Exercice price (in EUR)	€ 39.17	€ 42.35
Number of options on 31.12.2007		49,300
Number of options on 05.05.2008	51,100	49,300
Number of options on 31.12.2008	51,100	49,300
Exercise periods	26 March to 20 April 2012	28 March to 22 April 2011
	1 to 31 October 2012	1 to 31 October 2011
		26 March to 20 April 2012
Expiry date	31 October 2012	20 April 2012

The options of the 2007 and 2008 SOPs are part of an options plan concerning a total of 150,000 existing shares, for which the maturity of the offer of the third section (SOP 2009) is set at 20 March 2009.

During 2008, ATENOR GROUP acquired 43,257 own shares. On 31 December 2008, ATENOR GROUP held 93,734 own shares acquired for an average price of 43.89 euro for a total amount of 4.11 million euro. These shares are destined to cover the 2007, 2008 but also 2009 options plans.

See also “Note 23 – Employee benefits”.

Management of the capital:

On 31 December 2008, the amount of equity came to 125.50 million euro, and the balance sheet total added up to 238.70 million euro.

As an independent developer of real estate projects, ATENOR GROUP is not subject to any requirement concerning capital subject to taxation. ATENOR GROUP hopes to maintain a reasonable ratio between the equity that it has and the consolidated indebtedness which it could have at its disposal with both financial institutions and institutional investors. The Management, among other things, sees to regularly informing the Board of Directors and the Audit Committee of the development of the balance sheet and its components in such a way as to intentionally limit the average consolidated indebtedness to half the company’s equity.

ATENOR GROUP’s policy has not varied from one financial year to the next and ATENOR GROUP does not aim to modify it during the next financial year.

Note 9: Profit and dividend per share

Number of shares profiting from the dividend	5,038,411
Profit per share (in EUR)	8,20
Amount of dividends distributed after the closing date (in thousands of EUR)	13,100
Gross dividend per share (in EUR)	**2.60**

The result per share is obtained by dividing the "Group share" result by the number of shares in circulation on the date of 31 December 2008 (5,038,411 securities).

The gross dividend proposed at the Annual General Meeting of 24 April 2009 will amount to 2.60 euro and will be paid on 4 May 2009. The withholding tax amounts to 25% for ordinary coupons. The shares accompanied by a VVPR strip will benefit from a withholding tax reduced to 15%.

Note 10: Business combinations

Purchase of hungarian companies: DREWS CITY TOWER, CITY VIEW TOWER and CITY TOWER (VÁCI ÚT Project).

Description

The three companies purchased own parcels of lands (or rights to purchase land) located in district XIII of Budapest, Hungary, facing Váci út.

The properties and rights to parcels are divided up as follows:

- DREWS CITY TOWER and CITY VIEW TOWER are the owners of a parcel measuring 17,147 m^2,
- CITY TOWER has concluded a purchase agreement for a parcel of land measuring 3,596 m^2 and
- CITY TOWER has partial options to buy land with a total surface area of 4,393 m^2.

ATENOR GROUP has bought 100% of the shares of DREWS CITY TOWER and 90% of the shares in CITY TOWER. CITY VIEW TOWER is a 100% subsidiary of DREWS CITY TOWER.

Fair value

A study carried out by an international real estate broker established fair value using the comparative sales price approach, a residual value approach and the method of realised cash flows.

Purchase price of the shares

The purchase price of the shares was based on the intrinsic value taking into account the fair value of the assets and liabilities resulting in a goodwill of 3.41 million euro.

	In millions of HUF	In thousands of EUR	
	Accounting situation of the companies purchased at the date of acquisition	Conversion (at the rate of 238.575 HUF/EUR)	Fair value
Assets			
Fixed assets	12	50	50
Inventory	1,483	6,215	22,120
Other assets	63	262	262
Bank	44	182	182
Total assets	**1,601**	**6,710**	**22,614**
Liabilities			
Deferred tax liabilities			
Debts	3,705	15,532	15,532
Charges to be applied	44	185	185
Total liabilities	**3,750**	**15,717**	**15,717**
Net assets	**-2,149**	**-9,008**	**6,897**
Deferred tax liability on the adjustment of fair value			-3,181
Fair value of equity adjust by the deferred tax liability			3,716
To be compared to a purchase price of			7,135
Goodwill to be booked in the shareholders' accounts of			3,419
Goodwill "part of group" at ATENOR GROUP s.a.			**3,406**

Flows of cash releases

In thousands of EUR	
Reimbursements of credit establishments	-13,235
Reimbursements of supplier debts	-625
Reimbursements of tax debts	-23
Reimbursement of advances from initial shareholders	-927
Payment of the net assets	-3,716
Payment of the goodwill	-3,419
Release of cash connected with the acquisition	**-21,945**

Between the date of acquisition (9 May 2008) and the date of closure, the three companies acquired contributed negatively to the net consolidated profit and loss group share in the amount of 882 thousand euro.

Note 11: Goodwills and intangible assets

In thousands of EUR	Goodwill	Software	Total
Movements in intangible assets			
Gross book value as at 01.01.2008	4,719	150	**4,869**
Cumulated depreciations as at 01.01.2008		-124	**-124**
Cumulated losses of value as at 01.01.2008	-4,467		**-4,467**
Intangible assets, beginning balance	**252**	**26**	**278**
Additions from internal development			
Additions	3,406	72	**3,478**
Retirements and disposals (-)	-252		**-252**
Depreciations (-)		-13	**-13**
Impairment (loss) reversal recognised in income			
Transfers to "Non-current assets and disposal groups held for sale"			
Other increase (decrease)			
Intangible assets, ending balance	**3,406**	**84**	**3,490**
Gross book value as at 31.12.2008	7,873	222	**8,096**
Cumulated depreciations as at 31.12.2008		-138	**-138**
Cumulated losses of value as at 31.12.2008	-4,467		**-4,467**
Intangible assets, ending balance	**3,406**	**84**	**3,490**

In May 2008, ATENOR GROUP acquired the Hungarian companies DREWS CITY TOWER, CITY VIEW TOWER and CITY TOWER. These acquisitions generated a consolidated goodwill of 3.41 million euro justified by the prospects of viability provided by the real estate project developed by these companies. For more information, please refer to "Note 10 – Business combinations".

In August 2008, ATENOR GROUP sold the company VUE SUR HAIN and the goodwill relating to this company (252 thousand euro) was derecognised at the time of the transfer.

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
Movements in property, plant and equipment							
Gross book value as at 01.01.2008	18		2,716	291	2,666	356	**6,046**
Cumulated depreciations as at 01.01.2008			-2,577	-124	-2,515	47	**-5,169**
Cumulated losses of value as at 01.01.2008							
Property, plant and equipment, beginning balance	**18**		**139**	**167**	**151**	**403**	**878**
Acquisitions				84	122	15	**221**
Acquisitions through business combinations			45				**45**
Disposals (-)				-79	-4		**-83**
Reclassifications (to) from other items	-18						**-18**
Reclassifications from the “Inventories”		22,195					**22,195**
Disposals through business disposal (-)							
Transfers to “Non-current assets and disposal groups held for sale”							
Depreciation expense (-)		-994	-64	-58	-64	-49	**-1,229**
Foreign currency exchange increase (decrease)							
Adjustments							
Adjustments written back							
Other increase (decrease)							
Property, plant and equipment, ending balance		**21,201**	**120**	**114**	**205**	**369**	**22,009**
Gross book value as at 31.12.2008		43,846	2,792	246	2,774	446	**50,105**
Cumulated depreciations as at 31.12.2008		-22,146	-2,672	-132	-2,569	-77	**-27,596**
Cumulated losses of value as at 31.12.2008		-500					**-500**
Property, plant and equipment, ending balance		**21,201**	**120**	**114**	**205**	**369**	**22,009**

The line “Property, plant and equipment” increased by 21.13 million euro. This variation comes mainly from the transfer of the land and the building of BRUSSELS EUROPA s.a. from the “Inventories” to “Property, plant and equipment” (+ 21.20 million euro).

Considering the renewing the franchise with INTERCONTINENTAL, the building and the land were transferred to ‘Property, plant & equipment’. The amortization of the building starts again beginning in January 2008 (0.99 million euro in 2008). This building makes it possible to carry out a hotel business and is considered as allocated to operations while awaiting the development of the real estate context of its district.

Note 13: Investment property

In thousands of EUR	Land	Measurement at cost Other Investment property	Total at cost
Movements in investment property			
Gross book value as at 01.01.2008	1,781	3,779	**5,560**
Cumulated depreciations as at 01.01.2008		-1,665	**-1,665**
Cumulated losses of value as at 01.01.2008			
Investment property, beginning balance	**1,781**	**2,114**	**3,896**
Additions			
Later expenses			
Disposals (-)			
Losses/recoveries of value			
Transfers (to) from inventories/owner occupied property			
Depreciation expense (-)		-738	**-738**
Investment property, ending balance	**1,781**	**1,376**	**3,157**
Gross book value as at 31.12.2008	1,781	3,779	**5,560**
Cumulated depreciations as at 31.12.2008		-2,403	**-2,403**
Cumulated losses of value as at 31.12.2008			
Investment property, ending balance	**1,781**	**1,376**	**3,157**
Other information			
Fair value of investment property carried at cost			**7,300**

The category "Investment property" exclusively concerned I.D.M., IDM A and LAZER IMMO.

The company I.D.M. was split and a new company, IDM A was created. The latter company will hold block A of the MEDIA GARDENS project (7,407.40 m^2) and will be the object of the transfer to AEDIFICA. The company I.D.M. transferred a part of its assets and its stock pro rata to IDM A.

The site rented by I.D.M. and IDM A to MATERMACO was the subject of studies with a view to the development of a residential real estate project.

The end of MATERMACO's lease was foreseen on 08.02.2009. The economic lifetime of the building as well as the monthly depreciation amount have been reviewed in order to bring the net accounting value of the I.D.M buildings to zero on 08.02.2009.

MATERMACO informed I.D.M. of the delay in its removal. I.D.M. is continuing to await the obtaining of its building permit.

The fair value (deed in hand) of the building held by I.D.M. and IDM A is estimated based on the market parameters, in particular the lease contract with MATERMACO. The rental income from this building amounted to a total of 524 thousand euro in 2008. Nonetheless the contribution of I.D.M. and IDM A to the operational result is negative 114 thousand euro, further to the acceleration of the amortisation of the building.

Under the terms of the IMAG (company of Private Equity sold in 2007) transfer agreement, the buyers have a purchase option on all LAZER IMMO shares for an amount of 1.8 million euro.

ATENOR GROUP did not turn to an independent expert to evaluate the value of its investment property. These buildings are generally rented for a transient period of time while awaiting commencement of a new construction project on the land on which they are located.

Note 14: Investments consolidated by the equity method

In thousands of EUR

Investments	
At the end of the preceding period	94
Movements during the period	-104
At the end of the period	**-9**

The investments consolidated by the equity method are the companies for which 50% or less is held, which are the object of joint control.

SOUTH CITY HOTEL and SOUTH CITY OFFICE are two companies consolidated by the equity method in 2007 and 2008. The company I.E.K. B was a company consolidated by the equity method in 2007. This company was liquidated in 2008.

Note 15: Related parties

Relations between the parent company and its subsidiaries:

The relations between ATENOR GROUP s.a. and its subsidiaries is detailed in Note 28 relating to the structure of the group. Please refer also to Note 14 concerning the investments consolidated by the equity method.

Relation with the principal directors:

In the course of the 2008 financial year, the remuneration of all the services of the Managing Director in regard to the Group amounts to 415 thousand euros. The Managing Director held 16,000 options on shares to be issued. On 31 December 2008, the Group had a debt in respect of the Managing Director. This debt does not significantly alter the presentation of the balance sheet.

During the financial year, neither credit, nor advances, nor options on shares were granted to the Directors excepted to the Managing Director (16,000 options on shares).

Note 16: Inventories

In thousands of EUR	2008	2007
Net amounts		
Buildings intended for sale	99,383	47,636
of which activations of borrowing costs	3,187	3,187
Work in progress		
Other inventories	68	66
Total net carrying amount	**99,452**	**47,702**

The item “Buildings intended for sale” represents all the assets connected with development projects that are under way.

The line “Buildings intended for sale” was influenced by

- the purchase of the Hungarian companies (see “Note 10 – Business combinations”),
- the acquisition of the Romanian company NGY, booked as an acquisition of assets (IAS 16) classified as stock. In 2008, ATENOR GROUP acquired 90% of NGY with a purchase option on the remaining 10%; this option was exercised in January 2009,
- the sale of the company VUE SUR HAIN in August 2008 (-2.43 million euro) and
- the reclassification of the parcel of land and the building of the BRUSSELS EUROPA from “Inventory” to “Property, plant & equipment” (-22.19 million euro).

Moreover, taking into account the time for starting up the EUROPA and PREMIUM projects (longer than initially foreseen), the capitalisation of the financial charges (IAS 23) was suspended for these two projects in 2008.

Note 17: Financial assets

In thousands of EUR	Investments in related parties	Other financial investments			
		Shares	Securities, other than shares	Loans	Total
MOVEMENTS IN FINANCIAL ASSETS					
Non-current financial assets					
Beginning balance	**254**		**2**	**7,923**	**7,925**
Additions (investments)	1				
Disposals (-)					
Reclassification (to) from other items					
Transfers to "Non-current assets and disposal groups held for sale"					
Disposals through business disposal (-)					
Impairment (losses) reversals					
Foreign currency exchange increase (decrease)					
Other increase (decrease)				-935	**-935**
Ending balance	**255**		**2**	**6,988**	**6,990**
Current financial assets					
Beginning balance		**363**		**18,554**	**18,918**
Acquisitions					
Disposals (-)					
Transfers to "Non-current assets and disposal groups held for sale"					
Disposals through business disposal (-)					
Impairments (-)		-212			**-212**
Other increase (decrease)				-17,278	**-17,278**
Ending balance		**151**		**1,277**	**1,428**

The non-current "Loans" concern the loans granted to the investments consolidated by the equity method SOUTH CITY HOTEL and SOUTH CITY OFFICE, as well as the company LA MEUTE. The advanced granted to the SOUTH CITY companies were partially reimbursed further to the financing agreement obtained from ING.

In 2007, the current loans mainly concerned an investment made with a Belgian bank the balance of which was used in 2008 for investments and the payment of the dividend. In 2007, we also had 4.03 million euro of deposits in bank accounts blocked within the framework of the Pixel project. This account was transferred in account 2008.

The main financial risks can be summed up as follows:

- Forex risks: by virtue of its activities, ATENOR GROUP offers very low sensitivity to exchange rate variations of the Forint (Hungary) and the Leu (Romania). The conversion of the financial statements of the subsidiaries from the functional currency to the consolidation currency gave rise to conversion differences presented in the equity. The Group did not establish a specific policy of covering this operational exchange rate risk.
- Credit and liquidity risk: the investments agreed are made through Belgian financial institutions, in particular DEXIA Belgique benefiting from State and ING guarantees recently recapitalised.

The nominal value of the investments is very close to their market value. The "Investments in related parties" and the "Shares" held (valued in the amount of 406 thousand euro) form part of a shareholder agreement or can be the object of a sale on the basis of their accounting value which is a good representation of their fair value.

In 2008, an impairment on the shares of CITOBI was performed in the amount of 215 thousand euro. The net value of CITOBI shares as at 31 December 2008 amounts to 91 thousand euro. The "Investments in related parties" mainly concern the investment in LA MEUTE.

The financial assets are also summarised as follows:

In thousands of EUR	**2008**	**2007**
Financial assets at fair value by means of the profit and loss account		
Investments held until their maturity	1,277	18,554
Loans and debts	6,988	7,923
Financial assets available at sale	409	619
Total	**8,674**	**27,096**

No financial asset was subject to a guarantee. For more details concerning the "Commitments and contingent liabilities", please refer to note 27.

Within the framework of its project development activities, ATENOR GROUP does not realise any cover on its financial assets.

The financial assets are valued at their book value, which reflects faithfully their market value.

Note 18: Deferred tax assets and liabilities

In thousands of EUR	2008 Deferred tax assets	2008 Deferred tax liabilities	2007 Deferred tax assets	2007 Deferred tax liabilities
Property, plant and equipment		267		267
Stock of buildings intended for sale		14,738		11,805
Provisions		14	20	138
Tax losses	10,239	-2,371	8,583	-2,635
Other			2	110
Total deferred taxes related to temporary differences	**10,239**	**12,647**	**8,605**	**9,685**

In compliance with IAS 12, ATENOR GROUP booked deferred tax assets coming from tax carried forward losses and tax credits recorded by ATENOR GROUP, BRUSSELS EUROPA and C.P.P.M.

In thousands of EUR	2008	2007
Total of not booked deferred tax assets	2,890	118

The fiscal losses and the tax credits of ATENOR GROUP brought forward were capitalised in the amount of the future estimated taxable profits. As this ceiling was reached in 2008, the balance of the fiscal losses was not capitalised.

Note 19: Other current and non-current assets

In thousands of EUR	2008 Current	2008 Non-current	2007 Current	2007 Non-current
Trade and other receivables				
Trade receivables, gross	6,510		3,159	
Allowance for bad and doubtful debts	-159		-154	
Other receivables, net	38,092		36,771	34,060
Total trade and other receivables	**44,442**		**39,776**	**34,060**
Cash and cash equivalents				
Short-term deposits	36,162		73,825	
Bank balances	1,108		1,664	
Cash at hand	59		41	
Total cash and cash equivalents	**37,329**		**75,530**	

The "Trade and other receivables" are valued at their nominal value, which is a good representation of their market value. The investments granted are made with Belgian and Luxembourg financial institutions, DEXIA Belgique in particular benefiting from recently recapitalised State and ING guarantees.

In 2007, the "Other receivables" mainly concerned the instalments of the PRESIDENT shares sale price (30 million euro paid in December 2008 and 34.06 million euro in 2009). In 2008, the non current asset was transferred to the current asset. See also the comments regarding the "accrued charges and deferred income" in "Note 22 – Financial liabilities and payables".

The principal debtor of this receivable relating to PRESIDENT is HAUSINVEST EUROPA (HIE), subsidiary of C.R.I. (COMMERZ REAL INVESTMENT-GESELLSCHAFT). At the end of 2008, HIE held sufficient liquidities. The credit risks connected with this receivable was not larger than the average of the monetary market risk.

The amounts coming to maturity in 2009 are presented among the current receivables.

The reduction of liquid assets of 38.20 million comes primarily from the investments in Hungarian and Romanian companies, acquisitions of land (VICTOR project, NAMUR WATERFRONT project and down payment for the EUROPA project) and from the payment of the dividend.

Note: In note 17 concerning financial assets, other short term investments are also booked of 1.43 million euro. The total cash assets stands at 38.76 million euro.

Note 20: Provisions, risks and contingent liabilities

In thousands of EUR	Guarantee provisions	Other provisions	Total
PROVISIONS (both current and non-current)			
Provisions, beginning balance	**3,097**	**632**	**3,730**
Additional provisions		40	**40**
Increase (decrease) to existing provisions			
Amounts of provisions used (-)	-435	-8	**-442**
Amounts not used but written back (-)		-45	**-45**
Increase (decrease) of the discounted amount resulting from the passage of time and the variation of the discount rate	111	-9	**103**
Transfers to "Liabilities included in disposal groups held for sale"			
Other increase (decrease)			
Provisions, ending balance	**2,774**	**611**	**3,385**
Non-current provisions, ending balance	1,396		**1,396**
Current provisions, ending balance	1,378	611	**1,989**

The risks connected with guarantees given or with disputes under way are the object of provisions when the conditions for recognition of these liabilities are met.

The rental "Guarantee provisions" have been adapted as a function of the current and future occupation of Nysdam and a variation of the discount rate used (OLO rate at 2 years on 31 December 2008 of 2.510%).

The commitments and contingent liabilities are described in the note 27 to the financial statement.

Note 21: Disputes

The disputes under way are explained in note 25 describing the Group's risk management

Note 22: Financial liabilities and payables

In thousands of EUR	2008 Current	2008 Non-current		2008	2007 Current	2007 Non-current		2007
	Up to 1 year	1-5 years	More than 5 years	Total	Up to 1 year	1-5 years	More than 5 years	Total
Derivatives								
Derivatives	**52**	**1,499**		**1,551**		**268**	**89**	**358**
Financial liabilities								
Finance lease								
Credit institutions	22,000			**22,000**		13,000		**13,000**
Bank overdrafts								
Other loans	36,103	8,873		**44,976**	24,727	13,987		**38,714**
Total financial liabilities according to their maturity	**58,103**	**8,873**		**66,976**	**24,727**	**26,987**		**51,714**
Trade and other payables								
Trade payables	13,406			**13,406**	6,209			**6,209**
Advance received	85			**85**	45			**45**
Social debts of which payables to employees	860			**860**	666			**666**
Taxes	1,002			**1,002**	1,177			**1,177**
Other payables	10,429			**10,429**	9,764			**9,764**
Accrued charges and deferred income	2,379			**2,379**	51,898			**51,898**
Total amount of trade payables according to their maturity	**28,161**			**28,161**	**69,760**			**69,760**

Policy of indebtedness and financial risks

The financial risks (credit, liquidity and rates) are explained through the Group's policy on indebtedness.

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

In the case of financing at the level of the parent company, ATENOR GROUP s.a. finances itself either:

- via Commercial Papers (CP) whose maturity date is less than 1 year,
- via Medium Term Notes (MTN) whose maturity date is from 1 to 10 years. These MTNs are either at a fixed rate or a variable rate. The principal financial risk of this type of financing is the volatility of the interest rate over the short and long term. ATENOR GROUP consequently covers itself in part against the fluctuation of the rates over the long term via derivatives such as interest rate swaps (IRSs).

The financial instruments are evaluated at their fair value with variations of value assigned to the profit and loss account, except for financial instruments classified as "Cash flow hedges" for which the part of the profit or the loss on the hedging instrument that is considered as constituting effective cover is entered directly into equity via the consolidated statement of changes in equity.

Insofar as the "Fair value hedge" is concerned, the changes in the fair value of the derivatives designated and categorised as fair value hedges are entered in the profit and loss account, just as the changes in fair value of the asset or liability hedged imputable to the risk hedged.

In the case of financing at the level of the subsidiaries, the structure of indebtedness is established depending on the needs of the project. Before the project starts up, the financing is obtained. The facilities are drawn on as the project progresses. The financial risk in the case of indebtedness at the level of the subsidiaries is the volatility of the interest rates in the short term. The Group compensates for this risk by having, within the facilities granted, possibilities for drawing up to twelve months.

Derivatives

ATENOR GROUP uses financial derivative instruments exclusively for the purposes of hedging.

The item "Derivatives" liabilities thus concerns the fair value of the "Interest rate swaps" contracted by ATENOR GROUP s.a. within the framework of its long-term financing (1.55 million euro). The compensation of the "Cash flow hedges" is booked in the equity (- 0.43 million euro). The changes in value of the derivatives categorised as "Fair value hedges" are entered in the profit and loss account, just as the changes in fair value of the liabilities hedged imputable to the risk hedged (- 1.12 million euro).

Financial debts

The financial liabilities are also summarised as follows:

In thousands of EUR	2008	2007
Financial liabilities at fair value by means of the profit and loss account		
elements designated as such at the time of their initial booking	68,099	51,714
elements designated as being held for transaction purposes	-1,123	
Financial liabilities valued at amortised cost		
Total	**66,976**	**51,714**

The financial debt increased by 15.26 million euro by the effect of the investments in the Hungarian and Romanian companies, the acquisitions of land (VICTOR project, NAMUR WATERFRONT project and down payment for the EUROPA project) and the payment of the dividend.

The "Other loans" (44.98 million euro) mainly concerns "Medium term notes" taken out by ATENOR GROUP s.a. within the framework of its CP/MTN programme commercialized by DEXIA Bank. The book value of the financial debts corresponds to their nominal value, corrected by the fees and commissions for setting up these credits on the basis of the method of the actual interest rate.

Sensitivity analysis

On the proportion of the indebtedness at a variable rate (14.75% or 9 million euro), the average annual interest rate is established as 5.3235%.

Impact of the variation of 1% of the average interest rate of the debt and on the impact on the 2009 result	Average variable interest rate	Average interest rate of all the debt	Impact 2009 result (in thousands of EUR)
Average interest rate	5.3235%	4.8848%	
Average interest rate + 1%	6.3235%	4.9683%	- 35
Taux d'inAverage interest rate - 1%	4.3235%	4.8013%	+ 35

ATENOR GROUP does not do any hedging with the exception of the hedging of short-term variable interest rates.

Trade and other payables

The "Trade and other payables" have a maturity in 2009. Please also refer to Note 25 concerning the disputes.

The variation of the item primarily concerns "Accrued charges and deferred income" (2.38 million euro in 2008). This item mainly concerns the spread of the result of the sale of PRESIDENT shares (11.42 million euro in 2008), reduced by accrued income relating to the rental of the PRESIDENT to the European Parliament (7.01 million euro) and to UBI BANCA (2.78 million euro). Each of these impacts is entered on the basis of the state of progress in the amount of 84.13% (i.e. a net amount of 1.63 million euro). In addition, the "Accrued charges" are also impacted by the interest charges (0.70 million euro).

The "Trade and other payables" are valued at their face value, which is a good approximation of their fair value.

Financial debts (in EUR)

Credit institutions (*)	Projects	
	Premium	6,000,000
	Europa	7,000,000
	Atenor (other bank loans)	9,000,000
Total		**22,000,000**

Other loans	Expiry dates	
CP (**)	2009	37,000,000
MTN	24.10.2010	2,000,000
	23.05.2011	4,000,000
	06.08.2012	3,000,000
Total		**46,000,000**

* Of which 13 million euro were recently extended until March 2012. The balance was reimbursed at the beginning of the month of January 2009.

** Of which 2 CP (for an amount of 10 million euro) are the object of a non-reimbursable structure in 2009 depending on the prevailing conditions on the financial markets as at the date of the publication of the annual report.
The group's average annual interest rate stands at 4.8848%. A proportion of 85.25% of this indebtedness is at fixed rate

Note 23: Employee benefits

In thousands of EUR	2008	2007
Evolution of the employee benefits		
At the end of the preceding period	699	1,071
Establishment of new provisions		
Transfers to "Liabilities included in disposal groups held for sale"		
Amounts of provisions used or provisions reversed	-163	-372
At the end of the period	**535**	**699**
of which non-current pension obligation	346	490
of which current pension obligation	190	208

In 2007 and 2008, the employee benefits cover the Group's insurance obligations (IAS 19) as well as the provisions set up on behalf of three people within the framework of their departure from ATENOR GROUP s.a.

In compliance with the decision of the Remuneration Committee of 13.12.2006, ratified by the Board of Directors of 31.05.2007, ATENOR GROUP on 03.08.2007 issued a total of 49,300 options on own shares to various members of management and 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 are exercisable during the periods from 28 March 2011 to 22 April 2011, from 01 October 2011 to 31 October 2011 and from 26 March 2012 to 20 April 2012.

Based on the value of the options on the date of allocation (03 August 2007), the charge was spread over 3 years prorata temporis. This charge amounted to 31 thousand euro in 2007 and 76 thousand euro in 2008. It will be 76 thousand euro annually in 2009 and in 2010 and 19 thousand euro in 2011. The valuation of these options was based on the following parameters:

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

Moreover, in compliance with the decision of the Remuneration Committee of 18.12.2007, ratified by the Board of Directors of 03.03.2008, ATENOR GROUP on 05.05.2008 issued a total of 51,100 options on own shares to various members of management and 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 are exercisable during the periods from 26.03.2012 to 20.04.2012 and from 01.10.2012 to 31.10.2012.

Based on the value of the options on the date of allocation (05.05.2008), the charge was spread over 4 years prorata temporis. This charge amounted to 140 thousand euro in 2008. It will be 210 thousand euro annually from 2009 to 2011 and 53 thousand euro in 2012. The valuation of these options was based on the following parameters:

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

A new share option plan was decided at the end of 2008. Please refer to Note 26 concerning the events after the balance sheet date.

Note 24: Result of discontinued operations

In thousands of EUR	2008	2007
Detail of the discontinued operations result (net of taxes)		
IMAG: consolidated loss on disposals realized (-)		-2,749
Result on IMAG (net of intercompanies result)		4,481
PUBLIMAIL: consolidated profit on disposals realized		183
Result on PUBLIMAIL		8
D'SIDE: consolidated loss on disposals realized (-)		-492
Result on D'SIDE (net of intercompanies result)		216
Net result of the discontinued operations	**0**	**1,648**

The "Result of discontinued operations" in 2007 concerns the income yielded by operational activities and the transfers of the Private Equity: IMAG (transfer with effect on 30.12.2007), PUBLIMAIL (transfer with effect on 10.08.2007) and D'SIDE (transfer with effect on 03.07.2007).

Note 25: Risks management

ATENOR GROUP is a company that holds investments in companies developing real estate projects while it also develops real estate property promotions itself.

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

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

The Management regularly submits to the Board of Directors a certain number of general and specific parameters connected with the risks in order to follow their evolution and to control the risks identified as much as possible, through feasibility calculations.

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

1. In the context of the tax dispute involving the socalled "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 to investors, introduced and recommended to ATENOR GROUP by intermediaries and banking institutions of repute. 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 in certain cases given place to criminal complaints or civil proceedings, mainly against the buyers and the intervening banks. ATENOR GROUP, which fully and honestly cooperated in the investigations carried out by the legal and tax authorities, has not committed any fraud either with regard to tax law or to company law, and is confident that it will have its good faith recognised.

2. Moreover, ATENOR GROUP was notified in December 2006 of the introduction of an action brought against the Group in Luxembourg by a Luxembourg family group. An association with this group with a view to implementing the PREDIDENT project was envisaged in 2004 but did not take concrete form. ATENOR GROUP had not had any contact with this promotor since the summer of 2005. At present it maintains that it has a claim on the share of the profits to be realised by ATENOR GROUP on the PRESIDENT project.

   ATENOR GROUP is convinced of the absence of any foundation for the action directed against it; this position has been confirmed by its legal advisors at the end of a detailed analysis of the case.
3. Finally, our subsidiary LAURENTIDE is confronted with two disputes (representing a risk of 647 thousand euro) relating the selling costs, which occurred at the end of 2004, of its real estate project to Espace Nord. Based on the analysis performed by its legal counsellors, ATENOR GROUP feels that these disputes are without foundation.

ATENOR GROUP is of the opinion that the claims that the group is faced with are not well founded and consequently no provision has been constituted to deal with these disputes.

In order to put a final end to the controversies arising from the takeover of the NORTH GALAXY commitments by ATENOR GROUP, mentioned in the preceding annual reports, an agreement has been concluded with the opposing party leading to the entry of a charge of 1.09 million euro.

Operating risk

Project follow-up is provided by the implementation of a regular communication system. Internal control is provided by:

- a Steering Committee which meets weekly for each of the projects and
- an Executive Committee that meets monthly for each of the projects and for which minutes are taken.

The members of these committees are ATENOR GROUP executive officers and managers as well as the project manager.

When the project reaches the construction phase, even in the case of sales of buildings that will be completed in the future, a monthly progress meeting is held with:

- the external specialists (quantity surveyor, architects, etc.) to ensure the deadlines agreed are complied with and
- the entrepreneur, in the case of sales of buildings that will be completed in the future: the monthly progress certificates, payments and invoices are established at this meeting.

This communication system is used to determine, to control and to resolve any operating risk in due time.

Market risks (financial)

The market risks that could influence the group's financial result are mainly limited to interest rate and exchange rate risks.

ATENOR GROUP is financed by various banking partners with which it has a strong, long term relationship. This diversified financing reduces the risk of financing and the group's interest rate.

In addition, market risks such as exchange rates and interest rates do not significantly affect the Group's results.

ATENOR GROUP has established hedging instruments concerning an important part of the financial debt, whether they are loans at a fixed rate or a variable rate.

ATENOR GROUP will be influenced from now on by the Romanian and Hungarian exchange rates, within the framework of the investments made in these two countries. The primary impact connected with the use of the local currencies as the functional currency is found in the conversion differences appearing in equity capital.

Accounts receivable risk

The counterparty risks can be considered on a case by case basis. Within the framework of real estate projects, the purchasers have a limited risk profile and an excellent reputation. In certain circumstances, specific measures or analyses in greater depth may be necessary for the acceptance of new counterparts.

Note 26: Event after the balance sheet date

The Board of Directors of 3 March 2009 approved the issue of an options plan on shares destined for members of staff and group employees. Subject to acceptance by the people involved, this plan will concern a total 50,600 existing shares and will therefore not give raise to the issuing of new shares. The options will be exercisable during the periods from 11.03.2013 to 11.04.2013 and from 02.09.2013 to 30.09.2013 at a price corresponding to the average price of the quotes of the 30 days preceding the issue.

This plan finalises the option plan concerning a total of 150,000 existing shares for which the maturity of the third section (SOP 2009) is set at 20 March 2009. See Note 8 "Capital" and Note 23 "Employee benefits".

The valuation of these options was based on the following parameters:

- Increasing the dividend: 8%
- Volatility: 25.9%
- Quotation of reference: 37.7 euro
- Risk-free interest rate: 2.29%.

No other important event since 31 December 2008 is worthy of mention.

Note 27: Commitments and contingent liabilities

In thousands of EUR	2008	2007
Guarantees constituted or irrevocably promised by third parties		
Bank guarantees for security deposits [1]	5,722	1,546
Other security deposits received	100	100
Real securities constituted or irrevocably promised by the companies on their own assets		
Mortgages[2]:		
accounting value of the buildings mortgaged	2,989	3,983
amount of the registration	100	100
with mortgage proxy	12,900	12,900
Collateral on business:		
amount of the registration		
proxy		
Guaranteed deposits [3]	434	4,132
Guaranteed secruities	p.m.	
Goods and shares held on behalf of third parties		

In thousands of EUR	2008	2007
Other acquisition or transfer commitments		
Commitment for the acquisition of securities[4]	7,625	7,625
Commitments for the acquisition of buildings[5]	14,430	16,941
Commitments for the sale of buildings[6]	14,140	
Put options held by ATENOR GROUP or its subsidiaries[7]	229	229
Call options held by ATENOR GROUP or its subsidiaries[7]	1,677	1,677
Put options held by third parties[8]	1,800	1,800
Call options held by third parties[8]	p.m.	p.m.
Commitments and guarantees constituted towards third parties		
Various bank guarantees/other security deposits in solidarity[9]	28,333	4,186
Lease guarantees	164	170
Commitments for issues of shares		
Subscription rights		7
Other rights		
Agreement protocol D.R.C.	2,733	2,820

Comments on the 2008 figures:

(1) Of which 5.06 million euro bank guarantee for the correct execution of the construction of the PRESIDENT buildings – Expiry: at provisional acceptance.

(2) Mortgages in favour of DEXIA within the framework of facility agreements entered into by ATENOR GROUP s.a. and BRUSSELS EUROPA – Expiry: 03.2012.

(3) Escrow accounts within the framework of the provisional acceptance of the PIXEL project.

(4) Addition to the maximum price to be paid for the ALCO BUILDING securities.

(5) Concerns the undertakings for acquisition of plots of land of EUROPA to CONNECTIMMO (maturity: June 2013) and the acquisitions of Hungarian land.

(6) Concerns the selling price of securities of IDM A (block A of the MEDIA GARDENS project) transferred to AEDIFICA.

(7) Cross options (call and put) held on the company LA MEUTE.

(8) Option held by IMAG on the purchase of LAZER IMMO – Expiry: 01.06.2010.

(9) his item primarily covers:
- a bank guarantee for 1.97 million euro (rental income) on behalf of HEXATEN within the framework of the transfer of Nysdam – Expiry: at the latest on 15.09.2011 (originally: 3 million euro),
- the commitment of a bank guarantee of 12.54 million euro for space not rented relating to the President building (this bank guarantee will be issued at the provisional reception),
- the commitment of financing of ATENOR GROUP regarding the companies SOUTH CITY HOTEL and SOUTH CITY OFFICE after use of the credit (6.20 million euro - maturity 2010) and
- a 2.30 million euro undertaking by ANAPHOR VENTURE within the framework of the transfer of the D'SIDE GROUP.

Note 28: Structure of the Group

Company Name	Head Office	Fraction of the capital directly or indirectly held in %
Subsidiaries consolidated by the full consolidation method		
ALCO BUILDING	B1310 La Hulpe	100.00
ANAPHOR VENTURE	B1310 La Hulpe	95.88
ATENOR GROUP Central Europe	B1310 La Hulpe	90.00
ATENOR GROUP Hungary	H1126 Budapest	100.00
ATENOR GROUP Luxembourg	L1466 Luxembourg	100.00
ATENOR GROUP Romania	RO50552 Bucharest	100.00
ATENOR REAL ESTATE	B1310 La Hulpe	100.00
BRUSSELS EUROPA	B1040 Brussels	100.00
BRUSSELS EUROPA PROPERTIES	B1310 La Hulpe	100.00
C.P.P.M.	B1310 La Hulpe	100.00
CITY TOWER	H1126 Budapest	90.00
CITY VIEW TOWER	H1126 Budapest	100.00
DREWS CITY TOWER	H1126 Budapest	100.00
HMLFT	B1310 La Hulpe	99.98
I.D.M.	B1310 La Hulpe	99.64
IDM A	B1310 La Hulpe	99.64
LAURENTIDE	B1310 La Hulpe	100.00
LAZER IMMO Sro	CZ79661 Prostejov	100.00
NAMUR WATERFRONT	B1310 La Hulpe	90.00
NGY Propertiers Investment	RO11469 Bucharest	90.00
VICTOR ESTATES	B1310 La Hulpe	90.00
VICTOR PROPERTIES	B1310 La Hulpe	100.00
Joint venture companies consolidated by the equity method		
SOUTH CITY HOTEL	B1160 Brussels	40.00
SOUTH CITY OFFICE	B1160 Brussels	40.00
Non-consolidated financial assets		
PLANTADEM	B1310 La Hulpe	51.49

The main changes of perimeter during 2008:

Decrease of the perimeter:

- Sale of all the shares held in VUE SUR HAIN in August 2008.
- Liquidation of I.E.K. B (Luxembourg).

Increase of the perimeter:

- Acquisition in May 2008 of 90% of the securities of CITY TOWER and of 100% of the securities of CITY VIEW TOWER and of DREWS CITY TOWER.
- Acquisition in July 2008 of 100% of the securities of NGY.
- Creation in June 2008 of the companies NAMUR WATERFRONT, VICTOR ESTATE, VICTOR PROPERTIES, ATENOR GROUP Central Europe and ATENOR GROUP Romania.
- Creation in December 2008 of the companies BRUSSELS EUROPA PROPERTIES and ATENOR GROUP Hungary.
- Splitting of I.D.M. and creation of IDM A.

Report of the Auditors

To the general shareholders' meeting on the consolidated financial statements of ATENOR GROUP sa/nv as of and for the year ended 31 december 2008

In accordance with the legal requirements, we report to you in the context of our appointment as statutory auditors. This report includes our opinion on the consolidated financial statements as well as the required additional statements and information.

Unqualified opinion on the consolidated financial statements

We have audited the consolidated financial statements of ATENOR GROUP SA/NV and its subsidiaries (the "Group") as of and for the year ended 31 December 2008, prepared in accordance with International Financial Reporting Standards, as adopted by the European Union, and with the legal and regulatory requirements applicable to quoted companies in Belgium. These consolidated financial statements comprise the consolidated balance sheet as of 31 December 2008 and the consolidated statements of income, changes in shareholders' equity and cash flows for the year then ended, as well as the summary of significant accounting policies and other explanatory notes. The total of the consolidated balance sheet amounts to EUR 238,704,594.47 and the consolidated income statement shows a profit for the year of EUR 41,291,546.55. The annual financial statements of certain subsidiaries included in the consolidation have been audited by other external auditors. We based our audit on their audit opinions and we have carried out specific additional audit procedures in the context of the consolidation.

The company's board of directors is responsible for the preparation of the consolidated financial statements. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the legal requirements applicable in Belgium and with Belgian auditing standards, as issued by the "Institut des Reviseurs d'Entreprises/Instituut der Bedrijfsrevisoren". Those auditing standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement.

In accordance with the auditing standards referred to above, we have carried out procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The selection of these procedures is a matter for our judgment, as is the assessment of the risk that the consolidated financial statements contain material misstatements, whether due to fraud or error. In making those risk assessments, we have considered the Group's internal control relating to the preparation and fair presentation of the consolidated financial statements, in order to design audit procedures that were appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control. We have also evaluated the appropriateness of the accounting policies used and the reasonableness of accounting estimates made by management, as well as the presentation of the consolidated financial statements taken as a whole. Finally, we have obtained from the board of directors and Group officials the explanations and information necessary for our audit. We believe that the audit evidence we have obtained and the work of the other auditors who have audited the financial statements of certain subsidiaries provides a reasonable basis for our opinion.

In our opinion, based on our audit and on the reports of other auditors, the consolidated financial statements give a true and fair view of the Group's net worth and financial position as of 31 December 2008 and of its results and 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 to quoted companies in Belgium.

Additional statements and information

L'établissement et le contenu du rapport de gestion sur les comptes consolidés The company's board of directors is responsible for the preparation and content of the management report on the consolidated financial statements

Our responsibility is to include in our report the following additional comment, which does not have any effect on our opinion on the consolidated financial statements:

- The management report on the consolidated financial statements deals with the information required by the law and is consistent with the consolidated financial statements. However, we are not in a position to express an opinion on the description of the principal risks and uncertainties facing the companies included in the consolidation, the state of their affairs, their forecast development or the significant influence of certain events on their future development. Nevertheless, we can confirm that the information provided is not in obvious contradiction with the information we have acquired in the context of our appointment.

Brussels, March 10, 2009

GOOSSENS GOSSART JOOS SCPRL

INDEPENDENT AUDITORS

represented by

Daniel GOOSSENS

ATENOR GROUP

ANNUAL ACCOUNTS

Annual Report 2008

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 opinion without reservation 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 from the following address:

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

Financial statements (abbreviated version)

In thousands of EUR	2008	2007
BALANCE		
Assets		
Fixed Assets	**127,878**	**52,603**
II. Intangible assets	84	23
III. Tangible assets	665	601
IV. Financial assets	127,128	51,980
Current Assets	**78,125**	**163,366**
V. Amounts receivable after one year		33,910
VI. Stocks and orders in the course of execution	3,638	1,869
VII. Amounts receivable within one year	38,226	36,756
VIII. Investments	35,888	90,509
IX. Cash at bank and petty cash	153	104
X. Deferred charges and accrued income	220	217
TOTAL ASSETS	**206,003**	**215,969**
Liabilities		
Group capital and reserves	**110,834**	**129,869**
I. Capital	38,880	38,880
IV. Reserves	16,576	16,576
V. Accumulated profits	55,378	74,414
Provisions and deferred taxes	**3,519**	**5,580**
VII. Provisions for liabilities and charges	3,519	5,580
Creditors	**91,651**	**80,520**
VIII. Amounts payable after one year	9,000	20,000
IX. Amounts payable within one year	81,916	59,851
X. Accrued charges and deferred income	735	669
TOTAL LIABILITIES	**206,003**	**215,969**

In thousands of EUR	2008	2007
INCOME STATEMENT		
I. Operating income	4,061	2,627
II. Operating charges	-13,169	-11,908
III. Operating profit (loss)	**-9,108**	**-9,281**
IV. Financial income	4,961	4,200
V. Financial charges	-3,684	-2,669
VI. Operating profit (loss) before taxes	**-7,830**	**-7,749**
VII. Extraordinary income	2,906	82,214
VIII. Extraordinary charges	-861	-4,942
IX. Profit of the financial year before taxes	**-5,786**	**69,524**
XI. Profit of the financial year	-5,786	69,524
XIII. Profit of the financial year to be appropriated	**-5,786**	**69,524**

APROPRIATION ACCOUNT		
A. Profit to be appropriated	**68,628**	**69,524**
1. Profit for the financial year	-5,786	69,524
2. Profits brought forward	74,414	
C. Appropriations to equity (-)		**-86**
2. To legal reserve		86
D. Profit (loss) to be carried forward (-)	**-55,378**	**-74,414**
1. Profit to be carried forward	55,378	74,414
F. Profit to be distributed (-)	**-13,250**	**-13,250**
1. Dividends	13,100	13,100
2. Director's entitlements	150	150

Declaration relating to the consolidated accounts

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

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ATENOR GROUP

For further information:

Avenue Reine Astrid, 92
B-1310 La Hulpe

Tel.: + 32 2 387 22 99
Fax: + 32 2 387 23 16

Website : www.atenor.be
e-mail : info@atenor.be

VAT BE 0403 209 303
RPM Nivelles

Investor Relations:

Sidney D. Bens,
Chief Financial Officer

Tel.: + 32 2 387 22 99
Fax: + 32 2 387 23 16

e-mail : info@atenor.be