MONTEA

SPACE FOR GROWTH

ANNUAL REPORT 2013

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Montea Comm. VA is a real estate investment trust under Belgian law (Belgian company: sicafi/vastgoedbevak, French company listing: SIIC) specialised in logistics and semi-industrial real estate in Belgium, the Netherlands and France (**Montea** or **The Company**).

The company is a leading player in this market. Montea literally provides its clients with the space to grow, through flexible and innovative property solutions. In this way, Montea creates value for its shareholders.

On 31 December 2013, the property portfolio represented a surface of 584,694 m² across 37 sites. Montea Comm. VA has been listed on the NYSE Euronext Brussels (MONT) and Paris (MONTP) since late 2006.

Montea shares are aimed at Belgian and foreign individual and institutional investors looking for an indirect investment in logistics and semi-industrial property and who are seeking to achieve a relatively high dividend yield while incurring a moderate risk.

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DESIGN AND REALISATION: Montea

The Board of Directors of Montea Management NV, statutory business manager of Montea Comm.VA, who's statutory office is situated at 27 Industrielaan, 9320 Erembodegem, is responsible for the contents of this registration document and hereby declares that it has taken every reasonable measure to ensure that the contents of the registration document correspond with reality.

Ce rapport financier annuel est également disponible en Français.
Dit financieel jaarverslag is eveneens verkrijgbaar in het Nederlands.

The annual financial reports in French and English are translated from the Dutch version. Only the Dutch version has probative value.

The annual report was translated under the responsibility of Montea and can be obtained at the registered office of the company. This annual report was prepared using the EURO currency.

The total amounts of figures in the tables and annexes reported in this annual report may in some instances lead to differences due to rounding off.

The data in this document correspond with reality and no details have been left out that would otherwise modify the intent of this document.

An online version is also available at www.montea.com.

Montea is an undertaking for collective investment and comes under the supervision of the FSMA (Financial Services and Markets Authority) in Belgium.

This annual financial report is a registration document in the sense of article 28 of the law of 16 June 2006 concerning public offers of investment instruments and admission of investment instruments for trading on regulated markets.
The annual financial report has been approved by the FSMA on April 1st ,2014.

1. Risk factors

Montea has set itself the goal of developing a solid and diversified property portfolio in order to generate stable rental income and – wherever possible – to create a growing dividend for its shareholders.

As an investor in logistics property, Montea operates its business in a constantly evolving market. This naturally involves a number of risks. If these risks were to become a reality, it could have an adverse effect on Montea's business, its financial situation and its prospects. Montea takes these risks into account as part of its investment and rental decisions.

Both Montea's management and the Board of Directors monitor the risks mentioned above on a continuous basis. As a result, management has outlined a policy of caution that can be adjusted where necessary[1]. This report contains a non-exhaustive list of risks. This means that there may be other risks, hitherto unknown and/or improbable, that could have an unfavourable effect on Montea's business and financial position and perspectives.

1.1 Market risks

1.1.1 Risks associated with the economic climate

a) Description of the risks

Montea's business is subject to economic cycles. Macroeconomic indicators have a certain influence on investments and rental income with companies in the sector for logistics and semi-industrial premises and these may have a negative effect on Montea's business. In addition, these macroeconomic indicators may also have an effect on funding sources for existing and future investments.

b) Management of the risks

Reference is made to point 1.1.2 of this annual report with regard to managing the risks involved with investments and rental income in the sector for logistics and semi-industrial premises. Further reference is also made to point 1.3 in relation to managing risk regarding funding sources.

1.1.2 Risks associated with the property market

a) Description of the risks

The risks involved in the property market are falls in rents, reductions in property values and vacancies.

The level of rents, building values and vacancies or under-occupancy are affected strongly by supply and demand in the market for selling and leasing property. For Montea, this relates in particular to logistics and semi-industrial property.

[1] For more information about Montea's strategy, please see point 4.1 in this annual report. The policy implemented by Montea will be adjusted where necessary, based on the risk factors described.

If it wishes to safeguard its growth and returns, Montea needs to keep its occupancy rate up to the mark and also maintain its rents and property values by signing new lease contracts or renewing existing ones.

b) Management of the risks

Montea seeks to minimize the impact of these risks on its results and on the value of its portfolio through:

- the geographical diversification of its property portfolio;
- the diversification of its type of buildings;
- the diversification of its customers;
- the investment policy in quality buildings,
- the development of flexible real estate solutions for its customers.

By implementing these five elements, Montea has always succeeded in restricting vacancies at its sites. Since it was listed on the stock exchange, Montea has never had an occupancy rate of less than 91%. The aim is to achieve an occupancy rate of >95% at all times.

In addition, when existing leases are renewed and/or new ones are signed, the rent per m² has always been maintained at the same level. In the logistics sector, it is usually the case that as part of renegotiating and/or signing new leases, the basic rent (non-indexed) is maintained or a rent-free period of 3 to 6 months is granted, depending on the length of the lease.

As a result of the approach it adopts, in most cases Montea has succeeded in obtaining a higher rent than the estimated rental value. Based on property assessments, Montea’s average rents in relation to the estimated rental value of the space leased are 0.8% higher in Belgium and 6.6% higher in France. At the present time, Montea owns one site in the Netherlands where the estimated rental value of the space leased is equal to the actual rent (also see point 4.2.4).

Montea's growth strategy guarantees optimal risk sharing[2] based on the following two pillars:

- the acquisition of buildings in Belgium, the Netherlands and France that, on the basis of objective criteria such as accessibility of or proximity to major consumer centres, are optimally located and therefore offer a good potential in terms of marketing (geographical risk sharing);
- the acquisition of buildings leased to stable and solvent, high-quality tenants from diverse economic sectors such as the logistics sector, the food industry, the pharmaceutical sector, the consumer goods sector as well as the industrial sector (sectoral risk sharing).

Montea also intends to continue expanding its assets, so that the relative importance of each building in its portfolio remains accordingly limited.

2 Montea will, in the interest of its shareholders, provide the necessary diversification in terms of its tenants.

1.1.3 Concentration risk

In view of the scope of the projects in which Montea invests, there is the risk that it might become too dependent on the continued existence of a particular property entity or a contractual relationship with a particular client.

For this reason, Montea ensures that the risk is spread as much as possible. Under the terms of the Royal Decree on Property Investment Trusts, Montea is not allowed to conduct any transaction that would result in over 20% of its assets being invested in a single property entity, or where that percentage should increase further if it is already more than 20% for one or more property entities. If the obligations mentioned above are not complied with at the time a transaction is carried out, the Company would have to submit an application to the FMSA for dispensation of the 20% limit or would have to take the necessary measures to return the size of the position back below the threshold of 20%[3].

As of 31st December 2013, Montea had no single client/tenant constituting more than 20% of the total rental income. Nor was there any single property entity representing more than 20% of the portfolio. The value of the largest property entity in the portfolio represented 11.4% of the total fair value of the portfolio. This was the Saint-Cyr-en-Val site in Orléans – France.

1.1.4 Risk of inflation

a) Description of the risks

When interest rates are fixed, Montea only has limited exposure to the risk of inflation hence the rental income is indexed annually. With a variation of 100 basis points, the impact of the index can be estimated at EUR 0.2 million[4].

By contrast, if there is a rise in nominal interest rates, low inflation results in a rise in real interest rates. This creates a major risk by increasing finance charges in a way that happens more quickly than revenue can be indexed.

b) Management of the risks

Montea has taken the following measures to cover itself against risks of this nature:

Montea controls this risk by including a clause in its lease contracts whereby the current rent is indexed. This clause also sets out a lower limit as the basic rent. Reference in this regard is also made to point 1.2.1 of this annual report.

On the other hand, the risk of rises in real interest rates is limited by taking out IRS-type hedging contracts for the vast majority of the company's funding, with variable interest rates. By doing so, the variable interest rate is swapped for a fixed interest rate. For more information, see point 1.3.3 of this annual report.

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3 For more information regarding the 20% rule, please see articles 39, § 1 to 5 of the Royal Decree dated 7th December 2010 in relation to property investment trusts.

4 Calculated based on Montea's net rental result at 31/12/2013.

1.2 Risks associated with Montea's property portfolio

The Board of Directors of the statutory manager of Montea and its management are fully aware of the importance of developing and sustaining firm governance and, as a result, maintaining a quality portfolio. Montea imposes strict, clear standards for (i) optimising and improving existing buildings, (ii) commercial management, (iii) the technical management of its buildings, and (iv) any investments made in existing buildings. The aim of these criteria is to limit vacancies, as well as to cause the value of Montea's property assets to increase sustainably and to the maximum.

1.2.1 Rental risks

a) Description of the risks

Montea's turnover largely consists of the rent generated by leases to third parties. Non-payment by tenants and a decrease in the occupancy rate may have a negative impact on results.

Montea is also exposed to the risk of a loss of rent associated with the departure of tenants at the end of their lease. When we take account of the current financial climate it could take longer to find new (fit) tenants and moreover, they could negotiate a lower rent. This may negatively impact Montea's results. Consequently, the term of Montea's leases is one of the factors that define the company's risk profile. At the current time this term is 5.7 years to the first break date.

b) Management of the risks

Montea actively manages and monitors its existing and future clients in order to minimise vacancies and the turnover of tenants in its property portfolio.

- The vast majority of rental income includes annual indexation in the rent (in Belgium, indexation is annual, based on the health index; in France, it is based on the construction cost index[5], while in the Netherlands, indexation is based on the consumer price index). All current lease agreements in France and the Netherlands are subject to movements in the indices mentioned. In Belgium, there is only one lease contract[6] that does not include annual indexation. None of the current rental income is exposed to a reduction in the initial rent as the result of any fall in the index.
- Before a new client is accepted, its solvency is checked. On signing each lease agreement, an unconditional bank guarantee is required as a minimum in which the amount guaranteed corresponds with 3 to 6 months of rent. Rent is payable in advance on a monthly, bi-monthly or quarterly basis.
- In the context of an alliance with third parties (project developers, landowners, etc.), Montea positions itself as an active partner in property development. In doing so, Montea aims to have a lease agreement already in place with a tenant prior to commencing the construction of a new development. In this way, Montea completed a built-to-suit project in partnership during the first half of 2013 for St Jude Medical at Brucargo – Zaventem (for more information, see the press release dated 22/08/2013)[7]. In December 2013, Montea signed a collaborative agreement with MG Real Estate to develop a logistics park in Willebroek (for more information, see the press release dated 18/12/2013). Montea has no plans to become involved in speculative development projects (so-called "blank" projects, where there are no tenants arranged in advance).

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[5] ICC – indice de coût de construction.
[6] The lease agreement with DHL at the Grimbergen site does not include annual indexation in the rent.
[7] The press releases in question can be located at www.montea.com/pressreleases.

- In the property sector, Montea focuses on two subsectors: logistics property (storage and transhipment of goods) and semi-industrial property (smaller subsidiaries of international groups). In this way, Montea seeks to spread its risk in terms of tenant/sector type and geographical location.

1.2.2 Management of the real estate portfolio

a) Description of the risks

The Montea team, potentially assisted by external consultants, is responsible for the daily management of the buildings, handles the technical management of the property portfolio and presents efficient and flexible solutions for improving the portfolio's quality and sustainability. Moreover, the team will make every effort to proactively minimise any possible vacancies.

The internal team follows up the operational management of the technical maintenance of the buildings, as well as the coordination of the ongoing construction and renovation. The team submits a maintenance and renovation schedule to the Board of Directors for the purpose of securing optimal long-term portfolio profitability.

Montea conducts a policy whereby the vast majority of its building management costs are invoiced on to its tenants. In 2013, there were EUR 14,000 of costs that could not be passed on to tenants. EUR 3.1 million was also invested in improvement works to the existing portfolio. This amount corresponds to 1% of the fair value of the property portfolio.

In view of the fact that the Company has a relatively small team, when certain key members of staff leave, the company is exposed to an organizational risk. The unexpected departure of some employees may have adverse effects on the company's development and could give supplementary management costs.

b) Management of the risks

Should this situation occur, Montea will fill these key positions on a temporary basis by outsourcing.

1.2.3 Risks associated with the fluctuation of the operational costs

a) Description of the risks

Direct operational costs are mainly influenced by two factors:

- the age and quality of the buildings: these determine the maintenance and repair costs. Both are closely monitored and coordinated whereby the implementation of the work is outsourced;
- the level of vacancy and turnover of tenants: these determine, inter alia, the cost of unrented space, the cost of re-letting, the costs for renovation and discounts to new clients. The aim of active commercial portfolio management is to minimise these costs.

b) Management of the risks

Montea conducts a policy of ongoing maintenance and refurbishment for its property portfolio in order to maintain or even increase existing rents, as well as to make it easier to lease the space again. Despite these measures, there is still the risk of the buildings losing value.

The preparation and monitoring of maintenance and refurbishment works is part of the package of tasks carried out by the Project Management team under the responsibility of the Chief Development Officer.

Montea also focuses, in partnership, on new developments, in the Benelux and France under supervision and management of the Chief Development Officer.

1.2.4 Risk of destruction of the buildings

a) Description of the risks

An existing risk is the destruction of buildings in the Montea property portfolio as the result of fire, natural disaster, accidents, terrorism, etc.

b) Management of the risks

The risk of buildings destroyed by fire or other disasters is fully insured for new construction. The insurance policies, underwritten by Montea, also include additional guarantees (such as loss of rent[8]), which were established based on the best possible market coverage.

On 31 December 2013, the insured value of the property portfolio amounted to EUR 207.3[9] million in Belgium and EUR 21.6 million in the Netherlands. This covers the full fair value of the portfolio in Belgium and in the Netherlands on the same date.

51% of the sites in France (with a total fair value of EUR 59.6 million) are insured directly by Montea. This insurance covers the fair value of the buildings. The other sites in France (with a total fair value of EUR 58.1 million) are insured by the tenants[10].

During 2013, an entire premium of EUR 344,180 was paid for the insurance of these buildings. These insurance premiums were all invoiced to the tenants, with the exception however of the premiums paid for vacant buildings and with the exception of premiums whereby the recovery is either contractually impermissible or limited. The percentage of the total insurance premiums that could not be contractually invoiced to our clients amounted to 50.4% of the total.

8 The average guarantee for loss of rent is approximately 2 years.
9 This value represented the full new-build value, including non-recoverable VAT, demolition and disposal costs.
10 The largest site is Saint-Cyr-en-Val in Orléans (leased in full to FM Logistics), with a fair value of EUR 35.5 million.

1.3 Financial risks

Exposure to exchange risks, interest rate, liquidity and credit risks arise in the normal business of Montea. Montea analyzes and reviews all risks and hereby defines the control strategies regarding the economic impact on the performance of the Company. The results of these analyses and proposed strategies are reviewed on a regular basis and approved by the Board of Directors.

1.3.1 Debt structure

a) Description of the risks

Under the laws, Montea's debt ratio may not exceed 65%.

Montea has signed covenants with its financial institutions whereby its debt ratio may not rise above 60% (i.e. if the property portfolio were to grow by EUR 61.1 million, fully financed by debt and with all other parameters remaining constant).

Also, the terms of the bond issue dated 24th June 2013 impose a maximum consolidated debt ratio of 65% (i.e. if the property portfolio were to grow by EUR 118.8 million, fully financed by debt and with all other parameters remaining constant). If Montea breaches these covenants, all bondholders may make written notification to Montea, requiring it to declare its bonds immediately enforceable and repayable at face value, plus interest accrued (if there is any) up to the date of payment, without further formalities, unless the default is remedied prior to receipt of such notification by Montea.

b) Management of the risks

If the consolidated debt ratio exceeds 50%, a financial plan must be drawn up, pursuant to the Royal Decree on Property Investment Trusts, containing an execution schedule with a description of the measures that will be taken to prevent this ratio exceeding 65%[11].

At 31st December 2013, the consolidated debt ratio was 52.82%12 (compared with 51.33% at 31st December 2012) at a consolidated level and 52.86% on a statutory level, requiring Montea to draw up a financial plan and execution schedule. For more information regarding this financial plan, please see point 4.5.4 of this annual report.

Montea has a consolidated debt capacity of approximately EUR 118 million before it reaches the legal maximum debt ratio of 65% (this represents a possible 37.2% growth in the property portfolio [additional fair value of the property portfolio of EUR 118 million, compared with the current fair value of the property portfolio of EUR 319.5 million, incl. the fair value of solar panels], fully financed by debt). Montea has signed covenants with its banks whereby the consolidated debt ratio may not rise above 60%. This means that the consolidated debt capacity is EUR 61 million (additional fair value of the property portfolio of EUR 61 million, compared with the current fair value of the property portfolio of EUR 319.5 million, incl. the fair value of solar panels (this represents a possible 19.1% growth in the property portfolio, fully financed by debt).

[11] Art. 54 of the Royal Decree on property investment trusts.

[12] The debt ratio is calculated in accordance with article 53 § 2 of the Royal Decree on property investment trusts.

Conversely, the current balance sheet structure, if all parameters remain constant, would be able to absorb a reduction in the value of the property portfolio of 19.9% or 12.7% respectively before a maximum debt ratio of 65% or 60% was reached.

1.3.2 Liquidity risk

a) Description of the risks

The liquidity risk takes the form of Montea running the risk at a given moment in time of not having the necessary cash resources and no longer being able to obtain the required financing to meet its short-term debts.

- **Lines of credit**

Taking the legal status of the property investment trust into account and given the nature of the assets in which Montea invests, the risk of the non-renewal of its lines of credit (except in unforeseen circumstances) is limited, even in the context of a tightening of its terms of credit. On the other hand, it is true that the credit margins could rise at the time the lines of credit expire and need to be renewed, if market conditions worsen in relation to previous years.

There is also the risk of the termination of the bilateral lines of credit as the result of the cancellation, termination or review of the finance contracts caused by non-compliance of the undertakings ("covenants") entered into at the time of signing these finance contracts. The undertakings that Montea has entered into with its financial institutions are in line with the market and state, among other things, that the debt ratio (pursuant to the Royal Decree on Property Investment Trusts) may not exceed the ceiling of 60%.

As a result, if it does not comply with its obligations and, more generally, if it should remain in default of the terms of these contracts, Montea would be exposed to the risk of the forced, early repayment of these loans. Based on the current circumstances and the outlook that can reasonably be made based on those circumstances, Montea has no knowledge of any elements that indicate it would not be able to comply with one or other of its undertakings. However, the risk of this cannot be entirely excluded.

No mortgages, loans or advances were granted or received by Montea (or its subsidiaries), with the exception of the lines of credit mentioned above.

- **Bond issue of EUR 30 million**

In the context of the further diversification of its financing, Montea issued a bond loan totalling EUR 30 million on 24th June 2013. This bond loan has a term of seven years and matures on 28th June 2020. It is possible that Montea will not be able to repay these bonds on their maturity date.

Pursuant to article 5.6.3 of the general Terms and Conditions for the bonds, Montea may be required to make early repayment of the bonds issued if there is a change in the control over Montea. If that should be the case, all bondholders will have the right to demand that Montea buy back their bonds in the amount of 100.00 per cent of their face value, plus any interest accrued, but not yet paid. Pursuant to article 5.6.3 of the Terms and Conditions, a change of control over Montea is deemed to have taken place in the event of a change of control over the Statutory Manager. In other words, as the result of a change over the Statutory Manager, the early repayment of the bonds issued by Montea may be demanded by the bondholders.

b) Management of the risks

As of 31st December 2013, Montea had a total of EUR 160 million in lines of credit, of which EUR 138 million was already drawn down. EUR 26.7 million of these lines of credit expire during the course of 2014. For more information regarding the financing structure of Montea, please see point 4.5 of this annual report.

Note 34 gives an overview of the contracted and drawn down lines of credit, with their respective terms.

The liquidity risk is restricted by:

- the diversification of funding sources: the total financial debt, excluding rental guarantees received (EUR 172.6 million), consists 80.0% of lines of credit drawn down, 17.2% of the bond loan and 2.8% of lease debts;
- the diversification of the drawn down lines of credit with five leading European financial institutions (ING, Belfius, BNP Paribas Fortis, KBC and Bank Degroof); this diversification provides attractive financial market terms;
- term of financial debt: during 2013, the total existing debt still to mature was refinanced through the issue of a bond loan of EUR 30 million with a term of 7 years (for more information, please see the press release dated 24th June 2013). Montea is currently analysing its debt situation so that it can be prepared, prior to the maturity dates of its lines of credit, to refinance its debt on terms that are in line with the market.

To prevent a liquidity problem in the future, Montea is currently taking action to secure in good time the funding required for the further growth of the portfolio. The sicafi currently foresees no problem in securing further sources of funding. In so doing, maintaining the balance between the cost of funding, as well as the term and diversification of the funding sources, is always to the fore.

1.3.3 Risks associated with changes in interest rates

a) Description of the risks

The short-term and/or long-term rates on the (international) financial markets are subject to significant fluctuations.

With the exception of the lease agreements[13] and a bond[14], all of Montea's financial debts have been agreed at a variable interest rate (bilateral lines of credit at the EURIBOR 3-month rate). This enables Montea to benefit from any low interest rates.

b) Management of the risks

To hedge the risk of increases in interest rates, Montea conducts a policy whereby part of its financial debt is covered by interest rate hedging instruments. This prudential policy prevents a rise in nominal interest rates without a simultaneous growth in inflation, resulting in an increase in real interest rates. Any rise in real interest rates cannot be offset by an increase in rental income through indexation. It is also a fact that there is always a time lapse between a rise in nominal interest rates and the indexation of rental income.

[13] Montea has financial debt in relation to current lease agreements of EUR 5.0 million (2.8% of the total financial debt). These lease agreements (for 3 sites) expire between 2014 and 2017. At the time, they were entered into with a fixed quarterly payment (including the interest charge).

[14] Montea issued a bond loan with a fixed interest rate of 4.107%. For more information, please see the press release dated 24/06/2013.

Hence the risk of rising interest rates is hedged by IRS ("Interest Rate Swaps"). 100% of the drawn down funding entered into by Montea is at a variable rate of interest. Montea conducts a policy whereby at least 75% of its drawn down bank funding is covered by the use of IRS-type hedging instruments (in which the variable interest rate is swapped with a fixed rate). As of 31/12/2013, the total debt position with a variable interest rate of EUR 138 million was covered 88.2% by IRS-type hedging instruments, with maturity dates between 2013 and 2021. This means that 17.8% (or EUR 24.6 million) of the total EUR 138 million is exposed to variable interest rates.

In 2013, two IRS contracts (for a total nominal amount of EUR 25 million) were replaced by a single contract (for a total nominal amount of EUR 25 million). This transaction was part of our efforts to keep control of our funding costs, resulting in the negative value of the most expensive hedging instruments being spread over a longer term, taking account of a lower hedging cost. As a result of this transaction and based on the same amount of funding and hedging instruments, our hedging costs will be no higher than 2.5% (until 31/10/2016 inclusive).

Moreover has each variation of the interest curve an influence on the fair value of the IRS. Montea books a negative variation on the fair value of the hedging instruments when the interest rates are lower than the applied ratio of the IRS interest rates. These negative variations can influence the net result but have no influence on the net current result. This year, positive variations in the fair value of hedging instruments were recorded, as a consequence of the increase of the interest rates.

Note 17 contains a summary of the fair value of the hedging instruments. A rise or fall of 1 basis point in the interest rates on that part of our debt with a variable interest rate, would mean a rise or fall in the market value of the hedging instruments of EUR 1.0 million. This sensitivity is not a cash item and should have no effect on the net current result, but it will have an effect on the net result.

Taking account of the lines of credit with variable interest rates, the hedging instruments, the fixed interest rate on the bond loan and the fixed interest rates on the lease agreements, the average interest rate charge in 2013 was 3.92%[15] (including bank margins)[16].

Based on the existing debt position at 31st December 2013 and the short-term interest rates in effect at the time, a rise in the short-term interest rates of 100 basis points would result in a slight increase in total financial costs (+EUR 0.2 million).

1.3.4 Exchange rate risk

The Sicafi's property portfolio consists exclusively of buildings in Belgium, The Netherlands and France and all leases are in EURO. The company is thus not exposed to any exchange rate risk.

[15] This financial cost is an average over the whole financial year 2013, including the lease debts in France and Belgium. It was calculated based on the total financial costs compared with the average start balance and end balance for the financial debt charge for 2013.

[16] For more information about the financing policy, see point 4.5.

1.3.5 Credit risk

a) Description of the risks

The credit risk is the risk of financial loss to the company if a client or counterparty fails to meet its contractual obligations.

b) Management of the risks

The management has a credit policy and the exposure to credit risk is managed on a continuous basis. Each new tenant must be independently examined for creditworthiness before the company makes a lease offer, taking into account a rental guarantee of 3 or 6 months.

1.3.6 Risk in relation to pending court proceedings

Montea has previously made mention of a court case brought by a third party against Montea in 2008, because that party was of the opinion that it was entitled to the contribution of certainbuildings by way of a merger or other operation. After the Commercial Court in Brussels had ruled in favour of Montea in its verdict dated 28th April 2009, the Court of Appeal in its ruling of 21st February 2012 found partly in favour of the other party. As a result of this ruling, Montea set aside a provision of EUR 1.2 million in its consolidated annual accounts at 31/12/2011.

During the 2012 financial year, payment was made of EUR 1.198 million. Montea lodged a case in cassation against this ruling. However, in its ruling dated 24th October 2013, the Court of Cassation rejected Montea’s case, thereby bringing this court action to a conclusion. This ruling by the Court of Cassation has no impact on Montea’s consolidated figures for 2013. For more information, see section 4.3.8.1 "Agreement regarding the contribution of certain buildings regarding the IPO" in this annual report.

1.4 Regulatory risks

1.4.1 Legal framework for public property investment trusts

As a property investment trust, Montea benefits from a favourable tax system. The results (rental income and profits from sales, minus operating overheads and financial charges) are exempt from company tax in terms of the property investment trust (but not for its subsidiaries). The dividend payments made by a property investment trust are subject to a withholding tax of 25%[17].

Should Montea lose recognition of its status as a property investment trust, which would be the case if there were a serious and persistent failure by Montea to comply with the terms of the Act of 3rd August 2012 or the Royal Decree of 7th December 2010 (or any regulations that might supersede them in the future), it would forfeit the benefit of this favourable financial system. However, Montea considers this risk as purely theoretical, given that it ensures it meets its obligations.

[17] The increase to the withholding tax of 25% on the dividends of (non-residential) property investment trusts was implemented by the amendment of article 269 of the Income Tax Code 1992 pursuant to article 84 of the programme Law of 27/12/2012 (B.O.G. 31/12/2012). This modification applies to income granted or made payable from 1/1/2013. Previously, the withholding tax on dividends was only 21%.

Also, the loss of recognition would mainly result in Montea being obliged to repay its loans early or more quickly.

Finally, Montea is exposed to the risk of future changes to the property investment trust system

1.4.2 Legislative context for SIIC

For the purpose of conducting its property investments in France, Montea has opted for the tax system that applies to 'Sociétés d'Investissements Immobiliers Cotées' (referred to below as SIIC), as stated in article 208 C of the French Income Tax Code (Code général des impôts – CGI).

Non-compliance with or modifications to the rules required by the fiscally transparent system for the business in France may result in the loss of the favourable tax status and hence to the obligation to repay certain loans.

1.4.3 Legislative context for FBI

For the purpose of conducting its property investments in the Netherlands, Montea Comm. VA lodged an application in September 2013 to have the 'Fiscale Beleggingsinstelling' (referred to below as FBI) tax investment system applied, as stated in article 28 of the Company Tax Act 1969. This application is currently being dealt with at the Ministry of Finance.

1.4.4 Potential changes to the legislative context in which Montea operates

Montea is fully aware that changes may be made to the regulations or that new obligations may be introduced.

Changes to the regulations or new obligations for the Company or its associate parties may have an effect on the yield and value of its assets.

In that regard, we mention the following European initiatives: AIFM Directive ("Alternative Investment Fund Managers") and EMIR Regulation ("European Market Infrastructure Regulation").

In view of its status as a public property investment trust, Montea currently qualifies under Belgian law as an undertaking for collective investment. As a result, there is a risk that Montea might be considered to be an alternative investment fund (**AIF**) under the AIFM Directive, which was due to be transposed into Belgian law by 22nd July 2013, but which is not yet the case. If the Company were to qualify as an AIF under the AIFM Directive (as transposed into Belgian law), its activities, results, yields, financial situation and prospects would be affected negatively. The additional requirements made by the AIFM Directive would have a negative impact on Montea's operational organisation (among other things as a result of the introduction of the custodian) and would increase its administrative and management costs considerably.

If the Company were to be qualified as an AIF, it would also have to deal with the application of other European regulations, which (will) apply to AIFs, including the EMIR Regulations. If the EMIR Regulations were to apply to Montea, it would run the risk of being subject to higher funding costs on account of the guarantees for the hedging instruments that it uses to manage its risks and the impact there would be on the availability of its loans.

At the present time, it is not yet certain whether the Directive and Regulations mentioned above will apply to Montea, nor is it known how Belgian legislators will transpose the AIFM Directive.

The Company is also liable to the risk of future (unfavourable) changes to the Property Investment Trust system. Any such changes might diminish results or cause problems for intrinsic values or increase the debt ratio (for example simply by applying new accounting rules), reduce the maximum debt ratio or have an effect on the extent of the mandatory payment of dividends to the shareholders of Montea.

New national legislation and regulations may also be introduced, or there may be possible changes to the existing legislation and regulations, such as to the existing practices in the tax department, as mentioned in circular Ci.RH.423/567.729 dated 23rd October 2004 issued by the Belgian Ministry of Finance in relation to the calculation of the exit tax. Montea calculates the buyer-cost value, as provided for in the circular, with the deduction of registration fees or VAT, resulting in the buyer-cost value, in the sense of the circular, differing form (and also being lower than) the value of the property, as stated in the IFRS balance sheet of the investment trust.

1.4.5 Planning legislation and environmental legislation

a) Description of the risks

A change to the regulations made by central or administrative governments could have an unfavourable effect on the operating capabilities of the buildings, which would have an effect on rental incomes and leas ability. It would also cause an increase to costs for maintaining operating condition.

b) Management of the risks

Montea is constantly assessing possible changes to statutory requirements in relation to planning and the environment and is assisted in this process by external advisers.

1.4.6 Environmental licences

Montea or its tenants have the required environmental licences to operate all certified installations in its buildings[18]. These licences are adjusted when (changes to) the legislation, type of operation or technical specifications so require.

1.4.7 Environmental risks

a) Description of the risks

These are risks that relate to the condition of buildings, the quality of the soil, the subsoil and groundwater.

[18] Montea is responsible for the licences relating to operation of the building. The tenant is responsible for any additional operating licences relating to the business being conducted. These documents are part of the procedure when buying/selling and/or leasing.

b) Management of the risks

Before a building is purchased, Montea thoroughly examines all deviations and environmental risks. To avoid any pollution risk, Montea also performs an investigation when necessary into the quality of the soil, the subsoil and the groundwater for buildings where risk activities are or have been conducted. In the event of proven contamination, Montea shall make every effort to manage the potentially associated risks with due diligence. Moreover, Montea periodically checks its facilities that may present a risk to the soil.

2. LETTER TO THE SHAREHOLDERS

Dear Shareholders,

The story that Montea has written since it was first established is one of growth. As a specialist in the logistics property sector, Montea has been scanning the market since 2006 for new investment opportunities. Shortly after the company was listed, Montea decided to diversify into France and in 2013, after in-depth analysis, the Dutch market was also added to Montea's radius of operations.

Montea continued its growth story in 2013 with a total investment volume of EUR 40.6 million in Belgium and the Netherlands. In Belgium, Montea underlined its role as a logistics specialist with the built-to-suit development for St Jude Medical, the purchase of a smaller logistics premises at Zaventem airport (Brucargo) and two acquisitions of logistics premises at the Port of Ghent. Montea took its first steps into the Dutch market with the purchase of logistics premises in Almere that are leased for 22 years to the Aware-Food Group.

In addition to growth, our focus in 2013 was also on the performance of the existing portfolio and throughout the year, Montea had an occupancy rate of about 95%. Work was also carried out on the average term of our lease contracts, which was 5.7 years as of 31/12/2013.

The diversification of our debt through the issue of a bond loan, the refinancing of our maturing financial bank debt and keeping our funding costs under control were a third major achievement in 2013.

Our property portfolio of 584,694 m², which is spread across 35 different sites, returned an average gross yield of 8.35% (contractual annual rental income compared with the fair value of the property portfolio). This gross yield is based on lease contracts with some 80 large and smaller clients who operate in a very wide range of sectors, ranging from logistics (DHL, FM Logistics, Fedex, Chronopost and Norbert Dentressangle) and manufacturing (BF Goodrich, Brossette and Jan De Nul) to consumer goods (Unilever, H&M and Barry Callebaut).

Montea also continued to focus on the active management of its property assets in 2013.

Net rental income was EUR 23.7 million, which represented an increase of 18.7% over 2012. Montea signed new leases and renewed existing ones for over 36,000 m² of space. In so doing, the company succeeded in ending the year with an occupancy rate of 94.9%[19].

The operating margin was 84.1% for the whole of 2013, which was in line with 2012.

The consolidated debt ratio was 52.8%. 82.2% of the financial debt to banks was covered by contracts that together guarantee a fixed funding ratio of 3.94%[20].

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[19] The occupancy rate is based on the m². In calculating this occupancy rate no account was taken in the numerator or the denominator of unlettable m² intended for redevelopment or with the landbank.

[20] This financial cost is the annual runrate of the bank debt, the outstanding bond loan and lease debts, taking into account the hedging and the short-term interest rate at 31st December 2013.

Finally, we draw your attention to three additional items from the result that also had an effect on the net result of EUR 15.97 million, but not on the net current result of EUR 13.5 million (and hence also not on the dividend).

These relate to the negative variation in the fair value of the property portfolio (IAS 40, valued by the independent property surveyors) of 1.3% (or EUR 4.1 million); a profit of EUR 1.1 million from the sale of the premises in Laken and Vilvoorde, as well as from the sale of the building and planning rights agreement at Brussels Airport. Finally, there was a significant positive variation in the fair value of the hedging instruments (IAS 39) during the financial year as the result of movements in the long-term interest rates (EUR 5.5 million, entered in full in the result).

Based on the above, the net result was EUR 15.97 million. Excluding non-cash items from the application of the accounting standards on hedging instruments and property investments, the net current result was EUR 13.5 million, which represents a rise of 20.8% over the previous year.

The Board of Directors will propose to the ordinary general meeting of shareholders on 20th May 2014 to pay a gross dividend of EUR 1.97 per share for the full year 2013, which will be an increase of 2.1% over the previous year (EUR 1.93 per share). This corresponds to a net dividend of EUR 1.4775 per share[21], compared with EUR 1.4475 in 2012.

Finally, the Board of Directors would like to thank the whole team at Montea for its constant efforts and the performance achieved in 2013.

Gerard Van Acker* Jo De Wolf**
Chairman of the Board of Directors Chief Executive Officer

* Permanent representative of Gerard Van Acker SPRL
** Permanent representative of Jo De Wolf SPRL

[21] A limited decrease of 0.4% as the reault of the 25% withholding tax in 2013.

3. Key Figures

		31/12/2013 12 months	31/12/2012 12 months
Real estate portfolio			
Real estate portfolio - Buildings			
Number of sites		**35**	**32**
Surface of the real estate portfolio			
Logistics and semi-industrial warehouses	M²	535.352	466.042
Offices	M²	49.342	48.725
Total surface	**M²**	**584.694**	**514.767**
Development potential	M²	90.500	90.500
Value of the real estate portfolio			
Fair value (1)	K€	311.936	283.678
Investment value (2)	K€	324.815	295.039
Occupancy rate			
Occupancy rate (3)	%	94,85%	96,27%
Real estate portfolio - Solar panels			
Fair value (1)	K€	7.590	7.777
Consolidated results			
Net current result			
Net rental result	K€	23.659	19.927
Operating result (4)	K€	19.892	16.756
Operating margin (5)	%	84,08%	84,08%
Financial result	K€	-6.206	-5.469
Net current result (6)	**K€**	**13.494**	**11.248**
Number of shares entitled to the result of the period		6.587.896	5.634.126
Net current result / share	**€**	**2,05**	**2,00**
Non-current result			
Result on the real estate portfolio (7)	K€	-3.022	-6.330
Result on financial derivatives (8)	K€	5.497	-8.023
Net result	**K€**	**15.969**	**-3.106**
Number of shares entitled to the result of the period		6.587.896	5.634.126
Net result / share	**€**	**2,42**	**-0,55**
Consolidated balance sheet			
Equity (excl. minority participations)	**K€**	**138.869**	**123.663**
Debts and liabilities for calculation of debt ratio	**K€**	**179.472**	**157.836**
Balance sheet total	**K€**	**339.797**	**307.498**
Debt ratio (9)	**%**	**52,82%**	**51,33%**
Net asset value / share	**€**	**20,39**	**19,18**
Net asset value / share (excl. IAS 39)	**€**	**22,43**	**22,17**
Share price	**€**	**31,65**	**28,40**
Premium / (discount)	**%**	**41,13%**	**28,07%**

(1) Book value according to IAS/IFRS standards. The amount of EUR 312.545 million (property investments in section I.C of the balance sheet) is EUR 609,000 higher than the fair value of the property investments. This difference relates to the book value of the office used by Montea.
(2) Value of the portfolio without deduction of transfer rights.
(3) Occupancy rate, based on m². For the calculation of this occupancy rate, nor in the denominator, nor in the numerator, the non-leasable m², intended for redevelopment and the land bank, were included.
(4) Operating result before the portfolio result.
(5) The operating result before the portfolio result divided by the net rental result.
(6) Net result without taking account of the portfolio result (code XVI, XVII, XVIII and XIX of the income statement) and without taking account of the variations of the measurement of financial hedges (code XXII of the income statement).
(7) Negative and/or positive variations in the fair value of the property portfolio + any gains or losses from the realisation of property.
(8) Negative and/or positive variations in the fair value of the rate hedging instruments under IAS 39.
(9) Debt ratio according to the Royal Decree of 7th December 2010.
(10) Share price at the end of the financial year.

4. Management report

4.1 Montea's strategy " Space for Growth "

➔ Montea literally offers its clients the opportunity to grow through flexible, innovative property solutions. For this reason, Montea maintains a broad network of brokers, landowners, project developers and contractors.

➔ Montea converts its market knowledge into top-quality property investments that offer long-term added value to clients and shareholders.

➔ Montea is staffed by an enthusiastic team of logistics property experts. Through its clear insight into client requirements, Montea seeks to identify quality, customised solutions geared to the constantly changing economic situation.

➔ This is why shares in Montea offer a risk that is spread, as well as profitable growth and a stable dividend.

Montea operates according to these three core concepts:

- **Logistics and semi-industrial property**

Montea believes in the long-term value of logistics and semi-industrial property. The complete life cycle of a logistics building is much longer than that of other institutional property categories. Architectural requirement, changing techniques, free height and other technical specifications evolve less quickly than in other segments, in office property, for example. When renovations are nevertheless called for during the life cycle, their cost in relation to the total value is lower than elsewhere. This makes logistics property an interesting long-term investment.

- **Pure player**

Montea has chosen to exclusively invest in semi-industrial and logistics property. In doing so, Montea has a clear focus on this niche. The teams in Belgium, The Netherlands and in France consists of specialists in this sector and can consequently qualify as ‘the best of the class’ in their field. This sets Montea apart from many other funds that have chosen to diversify their asset classes, resulting in the lack of a clear focus.

- **End investor**

Montea acts in the marketplace as an end-investor that takes a long-term view of its property portfolio. Using its expertise and experience in niche markets, Montea works with other parties in the sector, such as developers and landowners, to become involved in the development process at an earlier stage. The built-to-suit project with Coca-Cola and the collaboration with Group De Paepe to deliver the distribution platform for DHL Global Forwarding and for St Jude Medical, are interesting examples of that vision. It is Montea’s aim to continue carrying out this type of project in the future.

4.2 Property report[22]

4.2.1 The semi-industrial and logistics property market in Belgium in 2014

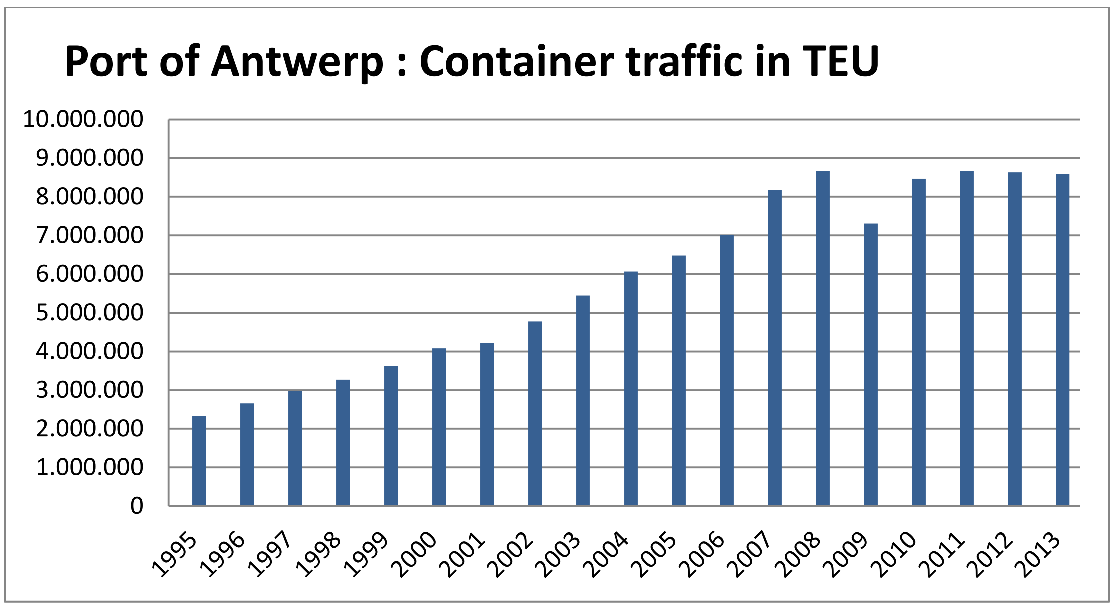
The financial crisis, signalled by the downfall of Lehman Brothers and the Eurocrisis that came in its wake, has long weighed heavily on the investment climate. The fresh signs of the economy stabilising have been received with pleasure. While growth in 2013 was still minimal (+ 0.1%), the forecasts for 2014 are more optimistic (+1.1%). Both consumer confidence and business confidence are on the rise. However, the further rise in unemployment is tempering optimism. Indeed, economic growth is not yet sufficient to offset the rise in the available labour force. In addition, Belgium's competitive position in relation to our neighbours could benefit from improvement.

4.2.1.1 Economic

4.2.1.1.1 Variable 2013

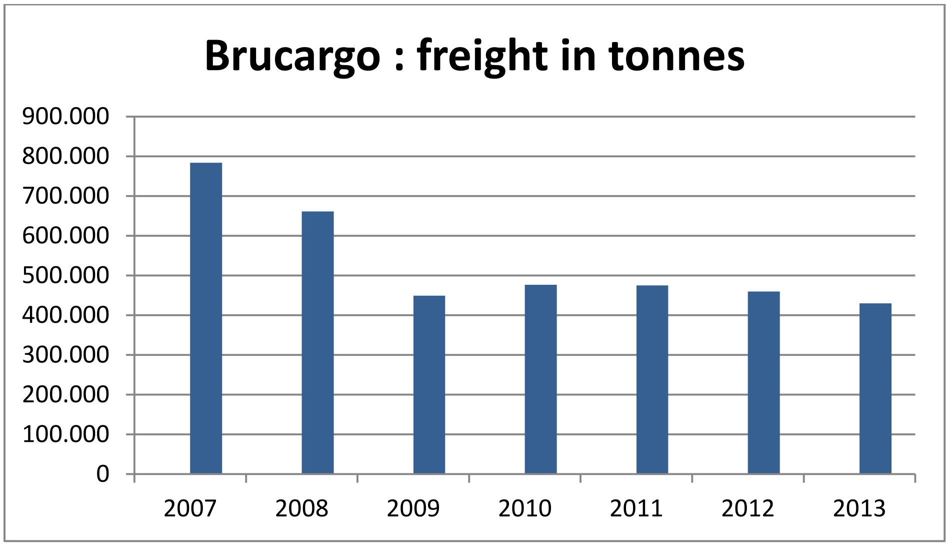
The activity at two major logistics hubs, the port of Antwerp and the Brucargo freight centre, provide an overview of economic performance in 2013.

The port of Antwerp handled almost 191 million tons of goods in 2013. The increase of almost 4% meant a new record was set, due to the sharp rise (+30%) in the category for liquid bulk. However, container traffic, which represents the biggest category, fell slightly expressed in TEU (Twenty-foot Equivalent Unit).



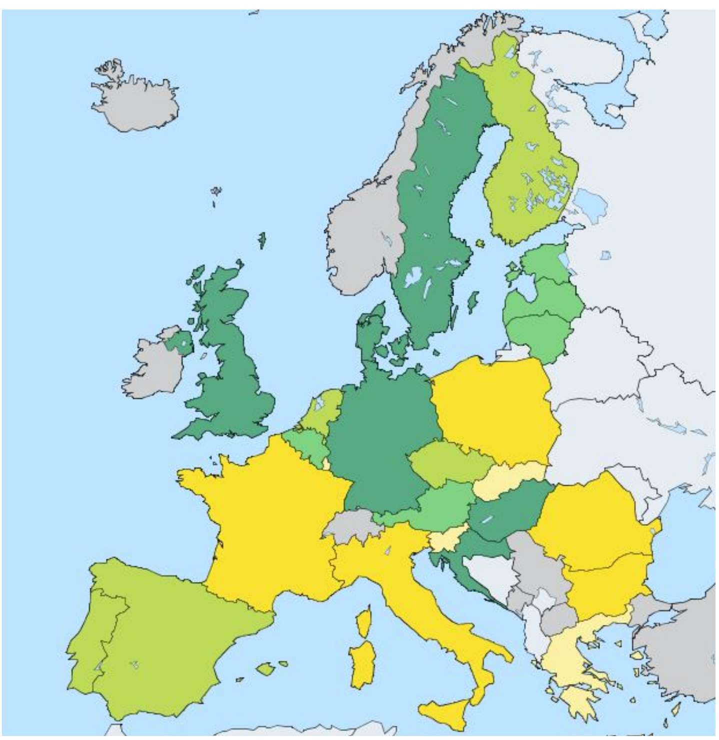
At the Brucargo freight centre, there was a clear decline as the result of some 'full-freighter' connections being discontinued. The so-called integrated players were unable to make up for this fall in its entirety, given that the carriage of freight in passenger aircraft also decreased. But the strong third quarter, when there was an upswing of almost 7% gave hope for a better 2014.

[22] Source: De Crombrugghe & Partners NV for the property market in Belgium, Deloitte France for the property market in France and Troostwijk BV for the propery market in the Netherlands.



4.2.1.1.2 Economic perspectives

The ESI (Economic Sentiment Indicator) is a beautiful synthesis of confidence among businesses and consumers in Europe. The map below shows the economic confidence in the EU at the end of 2013. The greener the country is colored, the better it is equated with the sentiment. Countries that were hit during the crisis, such as Spain and Portugal get a better score than France and Italy in the meantime, where the problems were perhaps less profound or just more persistant due to a lack of radical change. Belgium is rather in the middle group.



Source: Eurostat

4.2.1.2 E-Commerce and logistics

E-Commerce: breakthrough in 2013

2013 saw a genuine breakthrough for Belgium in the online purchase of goods. BeCommerce, the association of online traders, reported an increase in sales of ± 21% compared with the year-end period in 2012. Overall annual sales rose by over 18% to more than EUR 1.8 billion. This does not include the many purchases made via foreign websites. The logistical challenges brought about by this growth should not be underestimated. Correct, on-time deliveries are essential for the customer satisfaction of online shoppers. Freedom of choice for deliveries is paramount in this area.

Deliveries can take various forms:

- at work
- at home
- at a pick-up point

New trends include same-day delivery or a maximum of 1 day later, as well as the possibility of opting for a specific time. The ability to track orders is also appreciated. In addition to the digital flow of information, there is also the physical flow, which is expressed in the ultimate physical delivery of the order.

In conjunction with the continued growth of e-commerce in Belgium and Europe, there is also a clear development in the logistics chain that deals with the actual transaction. It is abundantly clear that the success of e-commerce is also placing new demands on logistics.

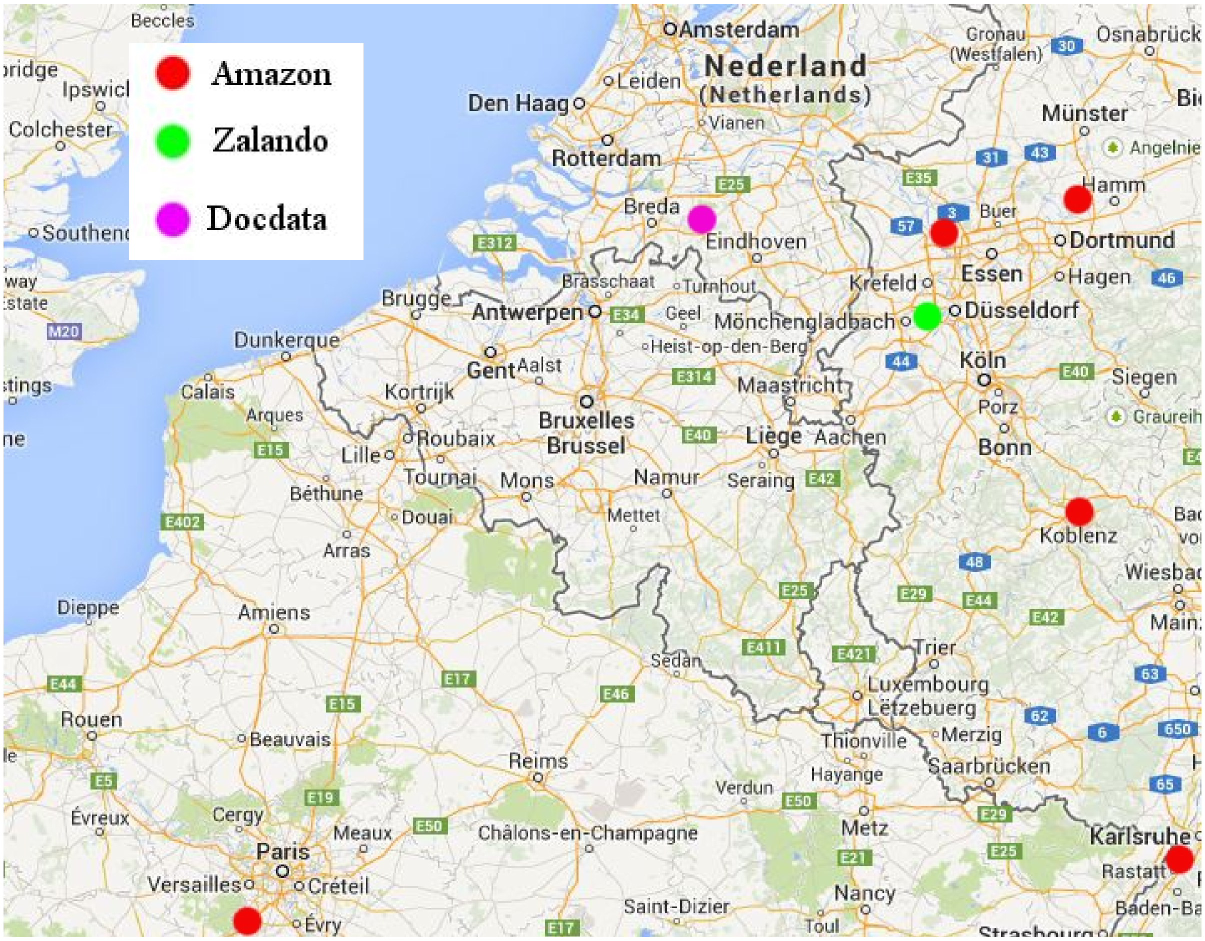
There are two noticeable trends related to this from a property point of view. On the one hand there are the mega-logistics complexes that act as the warehouses and starting point for shipments for the major online players. On the other hand, are the flexible cross-docks that form the conduits between the order leaving and its final delivery.

Big, bigger, biggest

Rising sales and expanding supply have caused demand for extra large storage space to increase further. The minimum floor area has quickly climbed past 50,000 m². These ‘fulfilment centres’ for companies such as Amazon not only handle the storage and logistics sides of their own webshop, but are also handling more and more business for outside parties. Often, these are the smaller online players who outsource their logistics.

At the present time, Belgium is not yet playing a role of any significance in this area. The most obvious reasons for this, apart from the cost of wages, is the limited domestic market. At the moment, goods ordered via a Belgian website often come from these foreign fulfilment centres in the countries around us. Amazon has no fewer than seven such locations in Germany, several of which are located close to Belgium. Docdata, which handles fulfilment for bol.com, finds that its location in Waalwijk enables it to service the Belgian market just as easily.

Map with fulfilment centers:



VIL (Flemish Institute for Logistics) wants to bring these distribution centres back to Belgium and has set up a working group. Belgium's central location and the ports in Flanders provide significant benefits in this area. In fact, many items enter Europe via the port of Antwerp and are then transported via Belgium to the European hinterland.

Flexible: Cross-docking

A totally different type of building is used for the final distribution of the goods. These cross-docks are not as large in size as the big logistics complexes and given their rapid throughput, they do not need the headroom of 10 metres, like a conventional warehouse, but they do have a larger number of loading bays. Often, it is a network of hubs that receives the goods and then sends them out again within a short space of time, without the need for long-term storage.

This hub structure offers numerous benefits, such as:

- limited storage, hence less working capital
- savings on warehousing
- faster throughput of goods to the end-user

4.2.1.3 Closures create space and new opportunities

In recent years, the closures of the Belgian car factories that used to manufacture for Renault, Opel and Ford have caused a great deal of commotion. Yet these closures also offer new opportunities for the often large spaces that become available.

Renault Vilvoorde

The former car park at Renault covers an area of 27 hectares. After the sale of ± 3.5 hectares to build the new Jan Portaels hospital, there are still approximately 23 hectares left over. Obviously a piece of land of that size is rather unusual in the densely populated and built-up fringe of Flanders around Brussels. Renault, the current owner, would like to sell the site as soon as possible in its entirety to a single player.

Opel Antwerp

The saga relating to the sale of this 90-hectare site continues to drag on. The Antwerp Port Authority, which has the right of first refusal, cannot reach an agreement about the price with the current owner, General Motors. The sheer size of this site in the midst of the port area is quite exceptional. Although it is possible that the land may be used for logistics purposes, preference is being given to it becoming some sort of production-related site or a new cluster of chemical plants. Only the future will tell us what investors the site may attract and the kinds of businesses they might conduct there.

Ford Genk

At the end of December 2013, the Flemish government became the owner of this 140-hectare site for the symbolic price of 1 euro. Of course, account has to be taken of the cost of decontamination. After the plant closes at the end of 2014, it will take a further year for it to be fully dismantled and so the actual transfer will not be before the end of 2015. How this will take place in the end is still anyone’s guess. In any event, the site has a number of strong selling points, such as access to the water via the nearby Albert Canal and the railway infrastructure that is already in place.

These sites put into perspective the frequently heard complaint from the business world that there is a major lack of space for operating businesses. In some areas, such as Brussels and Flemish Brabant, it is true that availability is somewhat limited, but it can be considered as being a little roomier now there is a certain level of stock. Because not only are there the sites mentioned above, but there is also other cleared land that has been waiting for years for some sort of practical fulfilment. Here are some, to name but a few: Sea Gate Logistics (Plassendale Ostend), Kristal Park (Lommel) and Magna Park (La Louvière). There is also Trilogiport in Liège, where work is only now really getting underway. Over time, there will be over 70 hectares of warehouse and transhipment possibilities, while in the area of the port of Ghent and at Kluizendok, De Nest and Rieme Noord, there are still hundreds of hectares of land available where short-term logistics developments could be achieved.

As a result of continued cross-border de-industrialisation and automation, a number of other older production sites could come on to the market over time. The impact of customised parts made local using 3D printing may also have consequences on the need for warehousing.

4.2.1.4. SWOT analysis of the semi-industrial and logistics property market in Belgium

S	W
- CENTRAL POSITION IN W.EUROPE - STRONG SME MARKET IN FLANDERS - MULTIPLE LOGISTICS PROJECTS PERMITS APPROVED - COMPETITIVE LEASE PRICE in resprect to SURROUNDED REGIONS	- HIGH LABOUR COST - CHANGING TAX CLIMATE - LIMITED STOCK OF WORK FORCES WITH LOGISTICS KNOWLEDGE DESPITE OF HIGH UNEMPLOYMENT - SECTOR IMAGE
O	**T**
- SANITATION OF OLDER INDUSTRIAL SITES - DEVELOPMENT PORTFOLIO OF EPB BUILDINGS - E-COMMERCE FINANCIAL BASIS - MULTI MODALITY - PRICE INCREASES BECAUSE OF SCARCITY IN SOME ZONES	- DELAY OF INVESTEMENTS IN MISSING LINKS - TRAFFIC CONGESTION AND MODERNIZATION ROAD SYSTEM - HIGH ENERGY PRICES - DECREASE OF INDUSTRIAL SECTOR IN FAVOUR OF SERVICES - MOVE TOWARDS EASTERN EUROPE

4.2.1.5. The rental market

4.2.1.5.1. Supply

Stocks

Stocks grew further in 2013 thank to the handover of a number of major logistics projects, as well as the continued development of the semi-industrial sector. However, this increase was not evenly distributed. In Flanders, it was the provinces of Antwerp and East Flanders in particular that experienced strong growth. By contrast, there was the poor performance of Limburg. In Wallonia, it was mainly Hainaut that continued to grow, while Liège marked time.

Stock (m²)	2008	2009	2010	2011	2012	2013
Antwerp	*5.662.000*	*5.875.000*	*5.905.000*	*6.090.000*	*6.255.000*	*6.520.000*
East-Flanders	*1.756.000*	*1.785.000*	*1.845.000*	*1.895.000*	*1.930.000*	*1.995.000*
West-Flanders	*1.165.000*	*1.175.000*	*1.200.000*	*1.230.000*	*1.240.000*	*1.250.000*
Limbourg	*3.916.000*	*3.925.000*	*3.945.000*	*3.955.000*	*4.045.000*	*4.060.000*
Flemish-Brabant		*2.915.000*	*3.055.000*	*3.060.000*	*3.090.000*	*3.135.000*
Brussels	*4.675.000*	*795.000*	*810.000*	*835.000*	*845.000*	*850.000*
Walloon-Brabant		*1.185.000*	*1.185.000*	*1.190.000*	*1.190.000*	*1.190.000*
Liège	*2.435.000*	*2.445.000*	*2.485.000*	*2.495.000*	*2.525.000*	*2.535.000*
Namur	*600.000*	*600.000*	*610.000*	*610.000*	*610.000*	*610.000*
Hainaut	*1.636.000*	*1.775.000*	*1.940.000*	*1.955.000*	*1.990.000*	*2.035.000*
Luxembourg	*665.000*	*670.000*	*680.000*	*680.000*	*680.000*	*680.000*
TOTAL	22.510.000	23.145.000	23.660.000	23.995.000	24.400.000	24.860.000

Projects

Purely speculative developments are only to be found in the semi-industrial sector, so smaller business parks with SME units continue to do well. The market is often the work of local developers, although a greater degree of professionalism is noticeable. Plots of land are also being offered for sales by a number of intermunicipal companies or regional development companies, some in Flanders, but particularly in Wallonia.

Developments in the logistics sector are the work of a handful of professional players. Given that the speculative development of new projects in the logistics sector has almost dried up completely, it is important for these players in the first instance to have plots ready for building and the permits to go with them. Once an agreement can be reached with the tenant or end-user, work can begin quickly and, depending on the project, handover is possible within a year. In view of the relatively low rents and high land prices, optimum use needs to be made of any economies of scale and efficient building techniques.

Projects (m²)	Semi-industrial	Logistics (2014 - 2017)	Logistics (> 2017)	Total
Antwerp	81.058	467.380	227.500	775.938
East-Flanders	29.900	218.112	303.750	551.762
West-Flanders	82.480	-	58.500	140.980
Limbourg	30.650	40.000	-	70.650
Flemish-Brabant	61.436	85.000	-	146.436
Brussels	3.000	-	55.000	58.000
Walloon-Brabant	7.000	27.000	-	34.000
Liège	4.000	38.000	265.000	307.000
Namur	1.000	13.143	-	14.143
Hainaut	13.852	12.500	166.000	192.352
Luxembourg	14.000	-	110.000	124.000
TOTAL	**328.376**	**901.135**	**1.185.750**	**2.415.261**

Despite the much-heard lament that there is too little room for enterprise, there is plenty of stock for projects in both the semi-industrial and logistics sectors. Certainly in the logistics sector, there are stocks of demand-driven projects that have already been in the pipeline for a number of years, but any practical fulfilment is still extremely vague. Over time, the former land belonging to Opel Antwerp and Ford Genk will provide plenty of additional development opportunities.

However, current demand for large new logistics projects is fairly limited. Often there is more postponement than there is genuine expansion.

The main projects of which a number are already at take-up despite it being a development for own use include:

City	Address / Project	Type	Surface (m²)	Availability
2830 Willebroek	De Hulst	logistics	200.000	(*)
2830 Willebroek	Bridge Logistics III	logistics	40.000	(*)
3945 Ham	Nike Zwartenhoek	logistics	40.000	2016
4684 Haccourt	Trilogiport	logistics	200.000	> 2015
2280 Grobbendonk	Antwerp East Port	logistics	90.000	(*)
1120 Brussels(N-O-Heembeek)	Katoennatie (ex Marly)	logistics	80.000	2015-2016
9000 Ghent	Port of Ghent	logistics	185.000	(*)
(*) development on demand				

<u>Vacancies</u>

Vacancies in 2013 remained more or less the same, or fell slightly. Vacancies tend to be found more in older premises. In the semi-industrial market, there is a wider range of small premises, which are barely suitable for use, even at basement rents. So it is striking to see that despite the higher vacancy level in this segment, the asking rents seem to be going up. A possible explanation lies with the new developments that are being placed on the market at higher prices. So there is a certain division within this segment between older and new premises.

Although there are a lot of square metres available on the logistics market, the number of quality premises available immediately is somewhat limited. This is partly the result of fewer new premises being completed in recent years and which were usually always pre-leased anyway. Older premises without sufficient headroom or loading docks tend to struggle. The professional logistics players in this segment that are the driving force, yet they are no longer in the market for this type of building because they no longer fit in with modern, ultra-efficient operations.

	Availability (m²) 2013			Availabity (€/m²/y) 2013		
	< 5.000 m²	> 5.000 m²	Total	< 5.000 m²	> 5.000 m²	Average
Antwerp	108.368	614.411	722.779	41	34	37
East-Flanders	115.777	122.687	238.464	39	34	35
West-Flanders	62.971	10.000	72.971	26	32	24
Limbourg	84.404	30.392	114.796	39	39	39
Flemish-Brabant	121.351	56.642	177.993	51	37	47
Brussels	132.460	37.995	170.455	52	45	50
Walloon-Brabant	50.095	12.320	62.415	52	45	50
Liège	43.734	39.921	83.655	42	36	40
Namur	16.078	-	16.078	45	-	45
Hainaut	58.522	71.019	129.541	39	32	37
Luxembourg	1.945	-	1.945	45	-	45
TOTAL	**795.705**	**995.387**	**1.791.092**			

In absolute figures, vacancies represent ±7.00% of existing stock.

4.2.1.5.2. Demand

Take-up

The take-up of industrial property rose slightly in 2013 compared with 2012 thanks to the higher take-up in the logistics segment. This turned around the abnormal situation in 2012, when there was higher take-up in semi-industrial property than in logistics. The semi-industrial market fell slightly, but then 2012 was also a particularly strong year.

The biggest movements were in logistics take-up in Brussels and Flemish Brabant. For Brussels, this tenfold increase was due to the take-up of ± 80,000 m² by BPost at the old carcoke site on the canal in Neder-Over-Heembeek. Take-ups of this size are rather unusual. In Flemish Brabant, there was plenty of movement at the Brucargo airfreight centre, with Geodis and Nippon Express both taking ± 6,500 m². Despite a slight fall, East Flanders confirmed its position with transactions such as the lease to DSV (± 24,000 m²). The biggest decline was in the province of Liège, where take-up levels virtually halved.

Take-up (m²)*	2011			2012			2013		
	< 5.000 m²	> 5.000 m²	Total	< 5.000 m²	> 5.000 m²	Total	< 5.000 m²	> 5.000 m²	Total
Antwerp	231.708	346.723	578.430	308.696	137.465	446.161	173.599	229.375	402.974
East-Flanders	115.485	32.291	147.776	163.947	26.237	190.184	102.167	77.620	179.787
West-Flanders	26.233	31.610	57.843	56.811	83.107	139.918	70.335	32.495	102.830
Limbourg	18.872	132.402	151.273	29.606	54.934	84.540	8.663	68.300	76.963
Flemish-Brabant	85.299	54.915	140.214	118.385	29.003	147.388	134.280	104.492	238.772
Brussels	15.762	34.593	50.355	27.290	12.870	40.160	49.611	131.604	181.215
Walloon-Brabant	18.738	12.650	31.388	25.053	-	25.053	26.230	-	26.230
Liège	28.180	62.120	90.299	79.205	124.952	204.157	41.682	66.168	107.850
Namur	5.877	10.120	15.997	5.950	28.012	33.961	5.908	16.500	22.408
Hainaut	29.822	54.914	84.735	16.968	18.273	35.241	22.598	43.036	65.634
Luxembourg	-	-	-	1.055	-	1.055	-	-	-
TOTAL	**575.974**	**772.337**	**1.348.311**	**832.964**	**514.853**	**1.347.817**	**635.073**	**769.590**	**1.404.663**

** acquisitions own usage and renewed leases included*

In the main, the absorption period rose. This is defined based on current available space with the addition of the projects and is related to historical take-up. Nevertheless, the take-up figures for 2013 were strong and logistics space available immediately fell. The cause was probably the announcement of several major projects in the pipeline for the years ahead. In East Flanders, the rise was due mainly to the launch of the Port of Ghent development (± 180,000 m²). In the province of Antwerp, the figure was again affected by the 'De Hulst' project in Willebroek. Based on current supply and projects, Liège and Hainaut also provide a host of opportunities in the search for new space. It is no coincidence that there are a number of larger projects in both provinces, such as TrilogiPort and Magna Park.

More expensive land in Flemish Brabant and Brussels, coupled with limited opportunities for expansion in logistics, means that the absorption rate in these regions is lower. How this absorption rate evolves in the future will depend among other things on the economy recovering further and the increase in take-up that should go with it. Historical figures may provide a clue to this, but should be viewed with the appropriate caution. It is likely that the projects announced will only be developed very gradually based on current market demand, so they will take years to complete in full.

Logistics & Semi-industrial	Availability (m²) *	Projects (m²)	Historical Take up (m²)**	Absorption (years)
Antwerp	675.000	775.500	430.000	3,4
East-Flanders	184.500	551.500	152.500	4,8
West-Flanders	72.500	140.500	65.500	3,3
Limbourg	114.500	70.500	78.500	2,4
Flemish-Brabant	145.000	146.000	152.500	1,9
Brussels	99.500	58.000	86.500	1,8
Walloon-Brabant	55.000	34.000	23.000	3,9
Liège	83.500	307.000	101.000	3,9
Namur	16.000	14.000	17.500	1,7
Hainaut	142.500	192.000	65.000	5,1
Luxembourg	*non-représentatif*			
TOTAL	**1.588.000**	**2.289.000**	**1.172.000**	**3,2**

** : projects excl. ** : 5 last years*

Rents

In general, rents remain steady – as they have in past years. Although the asking rent plays a significant role in the choice of premises, it does not always have to be a crucial element. In the first place, prospective tenants look at the location and whether or not the building suits the company's business. It should also come as no surprise that some premises, despite their low rents of less than €30 per m² per year, are still not leased because they probably do not meet the requirements of the users. Examples of this are shortcomings in the area of headroom, load capacity on floors or too few loading docks per m². The table below gives a summary of rents for logistics property in the various provinces.

Province/region	Minimum logistics 2013 €/m²/y	Maximum logistics 2011 €/m²/y	Maximum logistics 2012 €/m²/y	Maximum logistics 2013 €/m²/y	Evolution
Antwerp	36	46	46	45	=
East-Flanders	35	42	42	39	=
West-Flanders	34	38	38	38	=
Limbourg	33	39	39	40	=
Flemish-Brabant Brussels Walloon-Brabant	34	50	50	51	=
Liège	34	39	39	40	=
Namur	35	40	40	40	=
Hainaut	34	38	38	38	=
Luxembourg	30	35	35	35	=

4.2.1.6. The investment market

Investment volume

The investment market rose in comparison with previous years. The biggest deals involved Belgian property trusts, which focus specifically on this segment. In the main, these were logistics premises, given that the semi-industrial market is mostly a market for end-user buyers.

Despite the fact there is no strong economic recovery in the offing, the investment market still managed to achieve some good figures. Quality investments that suit the portfolio of an investment trust are still few and far between, finding their way quickly on to the professional investment market. In addition to logistics, investments in office also went ahead – to the detriment of investments in retail and retirement homes.

Evolution investment volume	
2004	140.000.000 €
2005	99.000.000 €
2006	305.000.000 €
2007	600.000.000 €
2008	431.500.000 €
2009	135.000.000 €
2010	145.000.000 €
2011	165.000.000 €
2012	155.000.000 €
2013	195.000.000 €

The table below shows some of the transactions:

Place	Surface (m²)	Investor	Type	Yield/Sales price
CargoVil	75.000	WDP	Logistics	8,00%
Ghent Evenstuk	24.100	Montea	Logistics	7,80%
Ghent Logistics	12.900	Montea	Logistics	8,50%
Kortenberg	9.000	Patronal Life	Logistics	7,10%
Tongeren	12.600	Prologis	Logistics	± 8.500.000,-€
Geel	30.000	WDP	Logistics	24.400.000,-€

As in previous years, it was mainly Belgian investors who were the most active on the market. They were also driven by demand from end-users, who are responsible for part of the take-up and pricing.

Yields

As with rents, there were no noteworthy movements in yields to be seen for industrial property. The best yields were around the 7% mark. Although buildings with long-term letting security can sometimes go below. Prime yields for industrial buildings were in a bracket ranging from 7.25% to 8.50%. Belgian long-term interest rates, which fell again in the spring, rose slightly towards the end of the year. In addition to traditional funding options through the banks, a number of investment trusts opted to go straight to the markets to raise funds through bond issues. The bond issues operated by Belgian investment trusts were closed early on account of their high level of success.

4.2.1.7. Outlook

It is expected that after the hesitant recovery in 2013 that the economy will rise further in 2014. Economic growth in 2013 was something like +0.1%. Forecasts are clearly more positive for 2014, with growth expected to be 1.1%. So the recovery continues, yet remains very reluctant. Certainly it is not sufficient to cause any genuine reduction in the unemployment figures. Yet despite increasing unemployment, overall consumer confidence is rising. Consumers are clearly living in the hope that things will get better and so are willing to borrow against the expected recovery.

How these expectations will play out in concrete terms for the semi-industrial and logistics markets is hard to predict. Despite Belgium's central location and its relatively low rents, clearly there are plenty of other parameters that play a role. The cost of wages and traffic congestion may be two of them. Competition with our immediate neighbours in attracting new distribution centres remains very high. In the meantime, little change is expected in terms of rents, yields and take-up. The arrival of a major e-commerce player would be nice, but would appear to be hard to achieve in the short term.

4.2.2 The semi-industrial and logistics property market in France

4.2.2.1 Economic background

Although the French economy has been severely affected by the global recession – and more recently by turbulence in the eurozone – business should gradually recover over the coming two years. Hence, after a virtual recession in 2012, INSEE is forecasting a 0.2% growth in GDP in 2013 and 0.7% for 2014 (GDP achieved).[23]

In 2013, household consumption in France rose slightly by 0.4%. Combined with the virtual stagnation of earnings, the worsening of the jobs market continues to weigh heavily, keeping any clear-cut recovery in consumption at bay. In addition, households have factored in certain forms of expenditure on account of the tightening of rules regarding car insurance no-claims bonuses and the increase in the rates of VAT on 1st January 2014.

The company investments declined in 2013, mainly on account of poor company margins and their level of debt[24]. Despite this, the business climate improved significantly across all sectors in the third quarter of 2013, as demonstrated by business data and economic surveys. Nevertheless, at the beginning of 2014, there is likely to be some further weakening caused, among other reasons, by a lack of recovery in construction. This sector has been particularly badly affected. Since the end of 2011, the low level of demand for credit has created a sharp decline in the granting of new property loans. Also, exports in 2014 are likely to be less dynamic as the result of the euro's past gains, as well as trend-related losses in market share. Exports increased by 0.6% in 2013, which was a slower pace than in 2012 (+2.5%). Nonetheless, INSEE expects to see a recovery in exports – albeit lower than external demand – taking place in 2014, with a rise of 2.7%.

To be able to continue borrowing at low rates on the markets, the French State needs to be able to maintain a delicate balance between a policy of budget restraint and a policy that encourages the competitiveness of companies. Yet, France's credit rating was downgraded by Standard & Poor's at the end of 2013, just after the ECB reduced its headline rate to 0.25%, thereby undermining the climate of confidence and leading to a hike in State borrowing rates. However, this negative effect was counterbalanced in the short term by the reduction in bank reference rates, which are based on the Central European Bank's rates, thereby favouring access to credit and an upturn in confidence.

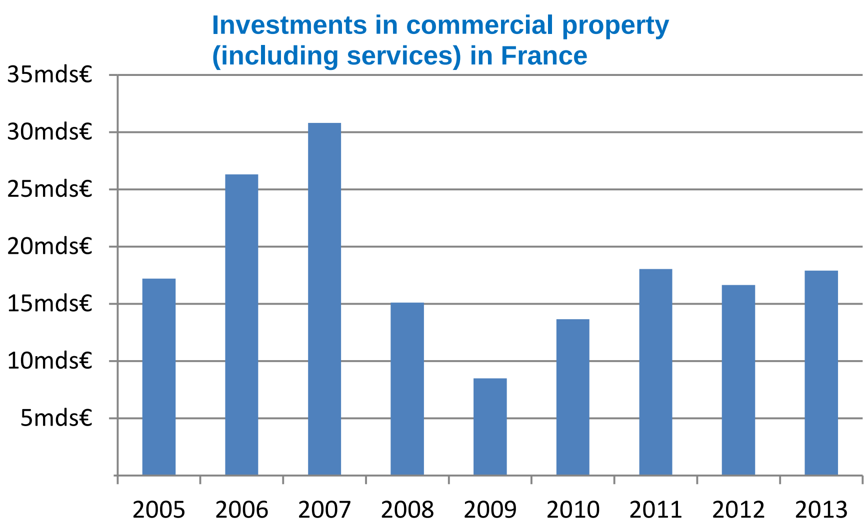
An economic recovery would appear to be on the cards, but at what rate is the question that is hard to predict. It will depend to a large extent on the investment made by businesses. Unemployment continues to fall in the United States, while personal consumption is regaining pace in the United Kingdom. France should probably benefit from the dynamism of other economies. In the eurozone, growth in GDP should be slightly positive in 2014, with some of the countries worst affected coming out of recession.

[23] Source INSEE Economic memo.
[24] Source OECD.

4.2.2.2 Overall view of the commercial property market

Investment in commercial property remained energetic in 2013, despite an economic climate that was still in depression and seriously weak consumer markets. However, there was a mismatch between investor expectations in terms of products and profitability, and the available supply.

On the French investment market, the overall volume for 2013 reached € 17.9 billion of commitments in commercial property (including services) in France[25]. This level was slightly higher than in 2012 and similar to 2011. By contrast, trends differed considerably, depending on the type of asset involved.



Source: BNP Paribas RE

In 2013, as in 2012, volumes were swollen by the completion of some major deals, despite a fall in the total number of transactions.
So it was that there were approximately forty transactions, representing almost half of all investments, for amounts in excess of € 100 million, mainly in Île-de-France. These included:

- The joint-acquisition by Thor Equities and Meyer Bergman of an office and retail property at 65-67 Champs-Elysées for € 260 million.
- The disposal by Altarea Cogedim to German insurance companies in the Allianz group of 49% of a portfolio of five assets in France, totalling € 375 million (led by retail outlets at Gare de l'Est and Bercy Village, and Espace Gramont in Toulouse).

International investors were in the majority at the end of 2013, with 62% of acquisitions during Q4 2013. There was the return of UK investors, led by investment and property funds, to the list of buyers, especially on the market for value-added assets. On the other side of the coin, there was a decline in activity in sovereign funds, explained mainly by a lack of "prime" supply. Nevertheless, there was a preponderance of national investors across the year as a whole, representing almost 60% of the commitments made in 2013[26]. Institutionals were the most active, either direct (insurers or REITs) or via OPCI RFA. Property funds, especially SIIC (listed real estate investment companies), remained on the back foot, making large-scale disposals.

[25] Source BNP R.E.
[26] Source CBRE.

Geographically speaking, with 72% of acquisitions, Île-de-France remained the preferred market for investors. The investment market in this region turned in some very good results and was up 19%[27] compared with 2012. The sale of a number of major portfolios was one of the reasons behind this trend.

Offices continue to attract the majority of investments, with 62% of the funds invested. Retail investments in France were in second place, with 18% of the volumes invested. As a result, they recorded a fine performance (€ 3.6 billion of assets changing hands), maintaining the record level achieved in 2012[28]. There was sustained investment in semi-industrial and logistics premises throughout the year, up 15% year-on-year to € 1.5 billion, thanks mainly to the arrival of new players, attracted by higher yields in France than in the rest of Europe. However, the market suffered from a lack of supply in “prime” property, in particular in terms of logistics platforms.

Rate ranges widened again in 2013, between “core” and secondary assets. The market was very tight in terms of the best assets. Supply was structurally lacking for these assets in the best service districts. In fact this is what kept values up throughout the year. Paris CBD stayed at between 4.25% and 4.8% in the fourth quarter, according to sources. Yields for the best retail outlets fell below the 4% mark. These elements prompted a growing number of potential “core” buyers to relax their selection criteria. The rise in rates continued on the secondary markets, even though some of the assets in the inner suburbs are beginning to regain liquidity.

For 2014, a more favourable economic environment could lead to potential purchasers softening their fear of risk and diversifying their strategies. The supply of “prime” properties will probably remain insufficient, but the rates for these assets will remain “on the floor” due to the cost of money remaining low, thereby creating an attractive opportunity for vendors.

On the office rental market, over 1.8 million m² of space was placed in Île-de-France[29], down sharply (25%) compared with 2012. This result, which is well below the long-term trends, was caused mainly by the economic climate and competition from renegotiations. Q4 was rather better with quarterly growth of 15% (512,000 m²). The decline in activity on the office rental market was due mainly to smaller transactions of over 5,000 m², down 45% compared with the highs of 2007 and 2012. There was a dearth of major turnkey projects, which were a significant part of the growth in volumes between 2009 and 2012 (example: Thales in Gennevilliers, Carrefour in Massy and Orange in Châtillon).

Major transactions (> 5,000 m²) were more in evidence at the end of the year, such as:

- General Electric in its own towers – 38,100 m² (City Lights 1 and 3) in Boulogne-Billancourt
- Conseil Général des Hauts de Seine – 31,000 m² (Arena 92) in Nanterre
- Coca-Cola – 13,000 m² (Noda) in Issy-les-Moulineaux

Geographical disparities remained high in 2013. The volume of demand met in Paris (including the CBD) was down by approximately 10% on average year-on-year. The south-west was the only part of the inner suburbs to rise (23%) over the year. Overall in the Île-de-France region, space of less than 5,000 m² fared better, with the fall limited to 6% year-on-year.

The vast majority of movements in 2013 confirmed the main reason stated by users of reducing their real estate overheads. As a result, regrouping and rationalisation operations made up nearly 90% of the volume for the total demand met on property in excess of 4,000 m².[30]

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27 Source BNPP RE.
28 Source CBRE.
29 Source CBRE.
30 Source Cushman & Wakefield.

In the Lyon region, demand met reached 252,000 m², which was the opposite to Île-de-France with a rise of 35% compared with 2012[31]. The La Part-Dieu district represented 21% of take-up met in Lyon, followed closely by Gerland and Carré de Soie, each representing 18%.

The volume placed also rose in Lille, albeit to a lesser extent, reaching 160,000 m². This was 7% more compared with 2012. The Marseille region experienced an even steeper decline than Île-de-France (-31%), with 156,000 m² placed in 2013, as much as Lille.

In 2013, overall supply rose by 6% in Île-de-France, representing almost 5 million m² of available space. This was due in the main to the slowdown in rental activity. The supply of new-build represented nearly a quarter of overall supply. The vacancy rate in Île-de-France is now 7.5%, compared with 6.9% a year ago.[32]. Movements in the future supply for the centre of Paris remain relatively limited, whereas there is plenty at La Défense and in certain other outlying areas, such as the Croissant Ouest. This is helping to bolster the sharp disparity in rental values (headline rent, excluding taxes and charges per year):

- In Paris, “prime” rents were € 753 per m², which corresponds to a 10% fall since the end of 2012[33].
- Average rents in Île-de-France and the CBD remained relatively stable (-2%), at € 313 per m² and € 507 per m² respectively at the end of 2013.
- Out at La Défense, average rents were down by 10% to € 394 per m², with “prime” rents at around € 450 per m² at the end of 2013.

In the Lyon region, 2013 saw the release of the city’s biggest building, the INCITY tower. Despite this, there was a slight reduction in stocks in inner Lyon, down 10% with a total of 345,000 m² available.

“Prime” headline rents in Lyon were € 270 per m², as they were in Marseille, compared with € 220 per m² in Lille.

4.2.2.3 rental market

…for logistics (warehouses > 5 000 m²)

- DEMAND MET

In 2013, the volume placed on the rental market for single-unit warehouses in excess of 5 000 m² grew by 12%, year-on-year, with 2.5 millions m² transacted[34]. This result was also more than 12% higher than the average for the past ten years. This meant that despite the moribund economic environment, the market managed to get restarted, supported by proprietary and turnkey transactions, which grew very strongly (+48% year-on-year). The significant proportion of very large transactions – 1% were for single-unit sizes in excess of 40,000 m², but represented nearly 30% of total demand met – indicates that regrouping operations remained a priority.

Nonetheless, the logistics market in France remained uneven. Overall, the provinces performed particularly well in 2013, recording its best volume of transactions since 2009, with nearly 2 million m² of take-up in total. One feature that stands out especially was that approximately 40% of these transactions were in secondary markets (outside the Dorsale region)[35]. Major transactions in excess of 50,000 m² were up sharply in the regions, with 22% of the volumes transacted in 2013 (compared with 12% on average since 2008).

[31] Source FNAIM Entreprises.
[32] Source BNPP RE.
[33] Source Cushman & Wakefield.
[34] Source BNPP RE.
[35] Source BNPP RE.

La Dorsale lost momentum in 2013 representing only 55% of the volumes changing hands. Île-de-France and the Rhône Corridor struggled with their existing supply being unsuited to the new needs of users, as well as taxes at levels that were too high. On the other hand, the construction of logistics platforms for mass retail soared on the Atlantic coast (away from the Dorsale), particularly because they are attractive both for employment and for companies.

Generally speaking, the leading players in the mass retail sector and e-commerce continued to embark on new-build projects on account of the lack of quality supply available, as well as significant inexpensive property reserves in the regions.

In Île-de-France, 512,000 m² of space was sold in 2013, which was down slightly by 3% compared with 2012[36]. This fall took the market to its lowest level for five years. A number of building permits are still currently pending, giving hope of a better year in 2014 in terms of volumes sold. The south of Ile-de-France saw the only signing in excess of 50,000 m² last year in the Paris region, with Transalliance leasing 75,000 m² in Moissy-Cramayel. The remainder of the unit transactions in Ile-de-France were below 30,000 m², with an average of 12,200 m², which was down compared with last year. Business was better to the West and East of Île-de-France. In the West, Gennevilliers was particularly dynamic. The volume invested in the municipality has tripled in the space of one year. The East has seen its demand met double since 2012, with three of the five turnkey projects of this year in Île-de-France. The North of Île-de-France suffered badly, with a 30% decline in the volume changing hands[37].

Despite a 29% fall in demand met over the year (297,500 m²), the Lyon region still managed to stay in line with the past ten years.[38] It should be remembered that 2013 was a particularly dynamic year for the Lyon region. The fall was due to a sluggish start to the year, despite a slight recovery in the final quarter. These developments were due partly to a market with less supply in terms of the quality assets available and property opportunities enabling the development of major long-term platforms. Most of the space marketed (75%) was for class A warehousing.

However, the three major regional markets along the Dorsale (Lyon, Lille and Marseille) did not enjoy the same dynamics, with only 55% of the volume changing hands. Business levels in **Nord-Pas de Calais** were similar to 2012, with 265,000 m² marketed in 2013, led by more small transactions being signed (15 in 2013 compared with 9 in 2012) and a proprietary deal of 74,000 m² for Gifi in Sin-le-Noble.

The rental business in the **PACA region** saw 340,000 m² invested in 2013, which was almost twice as much as in 2012. This distorted picture was due mainly to two turnkey transactions that together amounted to almost half of the volume for the region:

– 50,000 m² for Carrefour in Les-Arcs-sur-Argens
– 110,000 m² for Castorama in Saint-Martin-de-Crau

- SUPPLY

Supply in 2013 rose slightly (+5% year-on-year) to a little over 3 million m² available at 1st January 2014, despite a marked increased in the number of transactions. The properties marketed were mainly turnkey leases or proprietary projects, which did not allow for a reduction in the stocks available. Ile-de-France has half of these vacancies, especially to the south of the Paris region around Sénart, but also in the north around the Roissy area (in particular Marly-la-Ville and Saint-Witz).

[36] Source CBRE.
[37] Source CBRE.
[38] Source FNAIM Entreprises.

The lack of “blank” launches over the past 3 years has led to a scarcity of new warehousing (-40% year-on-year). This was offset by the availability of second-hand class A warehouses (up 12% year-on-year).[39] Depending on the geographical area, supply remains uneven. As a result, class A supply represents only one-third of available space in Rhône-Alpes, 40% in Nord, half in Île-de-France and 60% in the PACA region in the south.

Despite a slight overall increase in supply in France, it remains limited – especially in the Lyon region. The need for new projects to be launched is becoming pressing if the market for new space is to be kept supplied over the coming years.

- VALUES

In 2013, the commercial enticements granted by landlords seeking to avoid any vacancies enabled face values to be maintained. This meant that rental face values remained stable overall across the country, although the gap widened with economic values. For the best assets, rent-free periods were between 1 and 1.5 months for every year of firm lease commitment.

Nonetheless, the market was very uneven in terms of rental values, with upward pressure on some micro-markets where there was little supply (Rhône-Alpes, Paris inner suburbs) and an increase in commercial enticements in some areas where there was surplus supply or a poor location. Values can vary sharply, depending on the intrinsic value of the building, the location, the tax levied in the local borough and the type of transaction (product available on the market, turnkey operation, etc.).

Prime headline rental values (in € /m²/year excl. tax and charges)

Ile de France	Lyon	Lille	Marseille
44-52	42-47	40-42	40-42

Source : BNPP RE and C&W

… for business premises and small warehouses (< 5,000 m²)

- DEMAND MET

There are few statistics available about the stock of business premises, an area that is much older and more varied than logistics.

Transactions in relation to business premises and small warehouses (< 5,000 m²) in Ile de France only amounted to 714,000 m² in 2013[40], which was the lowest level for a decade:
- The whole of Île-de-France was affected and the effect of the Greater Paris project has been to freeze certain plots of land with an eye to future developments. The West held firm, thanks to some of the traditionally dynamic locations, such as Saint-Ouen-l’Aumône and Gennevilliers. The same applied to Aulnay-sous-Bois and Roissy-en-France in the North, as well as to Ivry-sur-Seine in the South.
- The inner ring of suburbs remains one of the most sought-after geographical areas.

Demand met remained uneven, depending on the floor space at stake. Units of between 1,000 m² and 3,000 m² declined sharply, unlike the market for space under 1,000 m², which was stable. Small units (<500 m²) were actually higher.

[39] Source BNPP RE.
[40] Source CBRE.

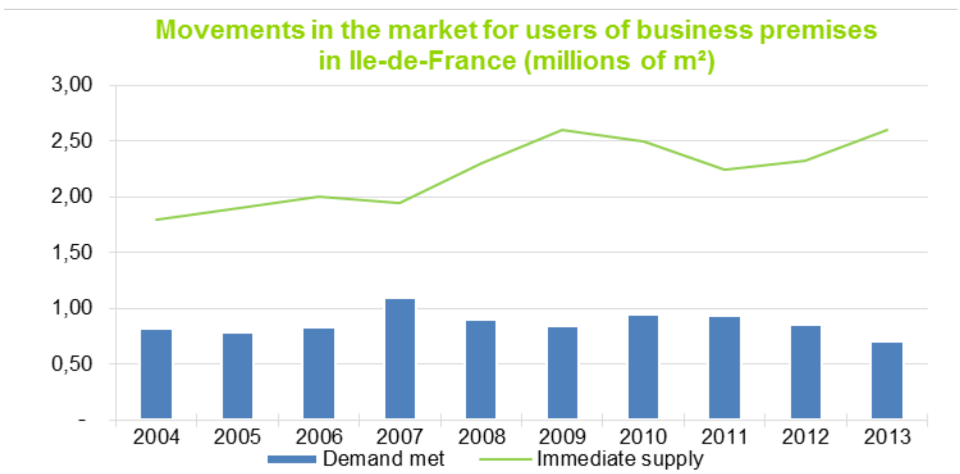
The opposite was true in the Lyon region, where demand met in business premises increased slightly (by approximately 4%) to almost 322,000 m² in 2013. The market remains tight on account of a fall in the number of transactions, particularly in the 500 – 1,000 m² segment.

- SUPPLY

Stocks of immediate supply properties exceeded 2.5 million m² in Ile-de-France as of 1st January 2014[41]. This was a year-on-year rise of 14%. The proportion of new-build within that supply was only 15%, underlining the ongoing problem of stock obsolescence and the lack of renewal. Nevertheless, supply remains of good quality in some sought-after areas, in particular the inner suburbs of Paris and some well-situated business parks. Back to its highest point for a decade, the immediate supply is made up 85% of older premises for which ageing constitutes a critical issue in the long term.

There is a continued lack of balance between supply and demand in this class of asset. The lack of revenue, combined with worsening conditions for obtaining loans has led to a fall in sales. There is likely to be something under 30,000 m² of "blank" supply fuelling new stocks between now and mid-2014. Assured supply for the future consists virtually exclusively of releases of old buildings which should be back on the market before the end of 2014. Supply of "grey" stock is under 200,000 m².

Despite its ageing stocks, the Lyon region reduced its supply by almost 12% compared with 2012. This supply is concentrated in the South sector.[42]



Source: CBRE

- VALUES

Rental values remained steady overall in 2013, in particular for small and medium-sized spaces. Very broad ranges demonstrate the deep-seated structural disparities in this market where properties are traditionally varied. Any slight repricing only affected properties located furthest from Paris in Île-de-France, mainly large spaces.

[41] Source CBRE.
[42] Source FNAIM Entreprises.

We have summarised values by geographical zone below:

Rental values on business premises in Ile-de-France (in €, excl. tax and charges per m² per annum) At 31st December 2013			
Geographical area		**New**	**Used**
	Within the A86	90-115	60-107
North	Between the A86 and Ile-de-France	60-85	45-75
	Beyond Ile-de-France	N.S	N.S
	Within the A86	100-120	65-90
West	Between the A86 and Ile-de-France	75-85	40-80
	Beyond Ile-de-France	75-85	40-80
	Within the A86	80-150	75-80
East	Between the A86 and Ile-de-France	80-85	65-75
	Beyond Ile-de-France	75-90	45-60
	Within the A86	80-95	65-80
South	Between the A86 and Ile-de-France	70-85	60-75
	Beyond Ile-de-France	65-85	60-70

N.S: Not significant

Source: CBRE

Rental values for business premises in the Lyon region (in €, excl. tax and charges per m² per annum) As of 31st December 2013	
New	**Used**
78	55

Source: FNAIM Entreprises

Selling price of business premises in Ile-de-France (in €, excl. tax and charges per m² per annum)				
As of 31st December 2013		**Minimum**	**Average**	**Maximum**
Inner ring		550	1030	1550
Remainder of Île-de-France	North	280	640	900
	West	250	520	800
	East	290	500	1100
	South	350	580	1350

Source: CBRE

Rental values of business premises in the Lyon region (in €, excl. tax and charges per m² per annum) As of 31st December 2013	
New	**Used**
830	400

Source: FNAIM Entreprises

4.2.2.4 Investment market

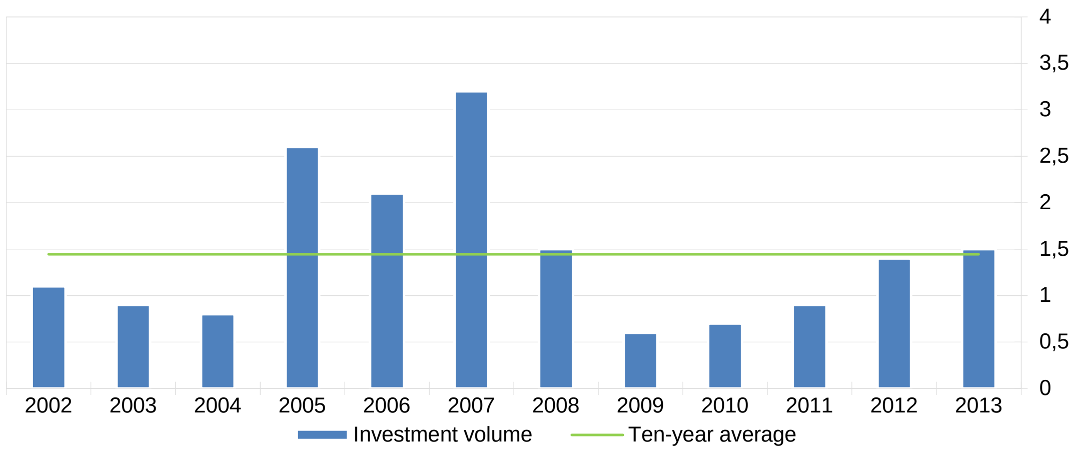
- VOLUME

€ 17.9 billion[43] was invested in business property (including services) in France over the whole of 2013, despite a net decline for offices.

The volume of investments in the logistics and business premises markets rose slightly above its ten-year average, with € 1.5 billion[44]. Growth has been 25% on average each year since 2009. The share of logistics/business in the business property investment market was up, year-on-year, at 10% of overall volume.

Sales of business premises and small warehouses increased in particular, representing 35% of commitments in logistics/business (i.e. 11 points higher than in 2012).

Volume of industrial investment in France (Billions of €)



Source: CW; BNPP RE

However, performance in Île-de-France and the provinces was uneven. The Paris region only represented 30% of the amounts committed to logistics in 2013[45], with business in the provinces supported by the sale of major portfolios and the dynamism of the markets in Lyon, Lille and Marseille.

The logistics market continued to be shored up by the sale of portfolios. The joint-venture between Prologis and NBIM in Q1 for € 272 million, and the Logicad portfolio sold by Icade to Apollo for € 145 million represented approximately 40% of the amounts committed to logistics. The acquisitions were for 544,000 m² and 370,000 m² respectively.

Still in logistics, two turnkey platforms of over 100,000 m² in Saint-Martin-de-Crau were part of the significant transactions made. The first, leased to Maisons du Monde, was disposed of to Tristan Capital Partners for € 56 million (115,000 m²), while the second was developed for Castorama and sold to AG Real Estate for € 62 million (110,000 m²). The market for business premises was also dominated by large transactions, the most important of which in Q4 was the acquisition of Axa's Spring portfolio (266,000 m²) by Northwood for € 123 million.

[43] Source BNPP RE.
[44] Source Cushman & Wakefield.
[45] Source Cushman & Wakefield.

The property company Argan maintained a strong presence in 2013, with transactions totalling 113,000 m²:

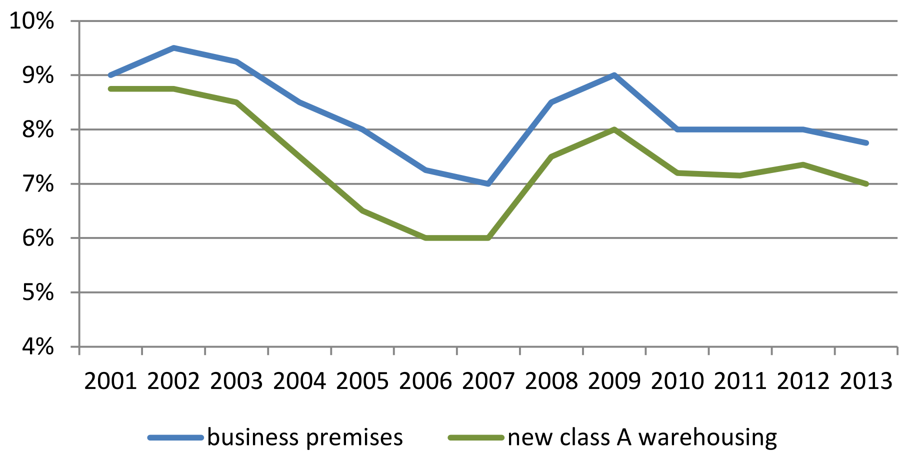
- Acquisition of a logistics platform, which was added to a twin platform already owned by Argan to create a total unit of 165,000 m² leased to Norbert Dentressangle in Le Coudray Montceaux (91),
- Sale of its platform of 32,700 m² in Brignoles (83) (through a sale agreement dated 31st December 2012).

Outside these few “pure players”, the logistics business also attracted some foreign institutionals looking to diversify their risk, such as AG Real Estate in the Castorama transaction in Saint Martin de Crau, and a number of opportunistic funds (Blackstone, Apollo). 2013, as was the case in 2012, saw greater competition in the face of a shortage of “prime” supply on the investment market. An instance of this was the acquisition by Amundi of the warehouse leased to C Discount for a yield of 7.25%.

- VALUES

“Prime” rates for business premises and large warehouses (> 5,000 m²) dipped slightly at the end of 2013. According to sources, the yield range was between 7% and 7.25% for “prime” logistics platforms and 7.75% and 8.25% (depending on the source) for business premises.

Movements in “prime” return rates in France



4.2.3 The semi-industrial and logistics property market in the Netherlands 2013

Indicators activity market 2013				
	Take-up	Offer	Rental prices	Investment volume
2013	707.000 m²	2.627.000 m²	€ 44 per m²	€ 437 mln.
	-	+5%	-3%	+140
2012	1.165.000 m²	2.504.000 m²	€ 45 per m²	€ 182 mln.

Economic ans logistics

2013 was still very much under the effects of the economic crisis. It wasn't until the second half of the year that the economy started showing any signs of recovery. However, taken across the whole year, the economy contracted by approximately 0.8%. The recovery that began in mid-2013 was driven by an upturn in investments in fixed assets (including company cars, business buildings, machines and installations, and computers) and industrial production. In addition, the import and export of goods and services made a modest contribution to growth. But two other major areas of the economy – consumer spending and government spending – continued their downward course.

The development of the sectors for Trade and Transport and storage are always of great importance for the Dutch economy. In fact, almost 23% of employment in the Netherlands comes from these sectors. Growth in international trade and the transport sector associated with it is also extremely important for the development of the Dutch economy. The limited growth in world trade meant that any rises in imports and exports also stagnated. Exports rose slightly, by approximately 1.3%, but imports fell by 0.5%. The outlook is somewhat more favourable for 2014. Not only is the Dutch economy showing signs of recovery, but prospects for the economy in Germany and France – major trading partners with Holland – have obviously improved. There is also a clear-cut economic recovery taking place in the US. However, in some of the major emerging economies, the second half of 2013 was all about falling growth figures, despite continued substantial economic growth. World trade is forecast to grow more robustly in 2014 than it did in 2013. This will also have a positive effect on the Dutch transport sector.

The quarterly report from Transport and Logistics Netherlands (TLN) indicated that business in the transport sector recovered throughout the year. In addition to business levels, turnover in the sector also rose in 2013. Yet there was no recovery in profits during the year. This was the result of rising costs, whereas freight prices did not increase. In the fourth quarter, 'only' 55% of businesses managed to end the quarter in profit. Measured over the whole year, over 64% of businesses ended the year in profit (2012: 54%). The number of bankruptcies fell in 2013. In total, 363 companies (excluding one-person businesses) failed in 2013. In 2012, this number was 385. However, the number of bankruptcies in 2013 was still well above the 10-year average of 281 and the year saw the second-highest number of bankruptcies in the past ten years.

The sector is somewhat more positive for 2014 than in the previous two years. For example, almost 40% of businesses expect a growth in turnover (2012: 23%), while 47% forecast at least the same level (2012: 49%). Also, more than 27% of businesses expect to see an expansion in logistics services (2012: 18%). In terms of general business expectations, 25.5% are expecting a good to very good year (2012: 10.5%), 60% a normal year (2012: 53%) and 14.5% a bad to very bad year (2012: 36%).

Economical indicators (in %)						
	2009	2010	2011	2012	2013	2014*
Economical growth	-3,5	1,7	1,0	-1,2	-0,8	0,5
Export	-9,2	10,8	4,4	1,9	1,3	4,0
Re-export	-6,9	17,2	4,9	3,0	1,75	5,25
Import	-10,4	10,6	4,7	3,6	-0,5	3,5
Relevant world market	-13,6	11,0	4,0	0,7	1,5	3,75

** Subject: prognoses CPB December 2013, other numbers: CBS*

Outlook 2014

The outlook for the Dutch economy for 2014 is a good deal more favourable than in 2013. The economy is expected to grow, albeit in limited fashion (+0.5%). As a result of rising world trade, the import and export of goods will show clear growth. In the medium term, measured over the period 2013-2017, the CPB is assuming average economic growth of 1.5% per annum.

The logistics sector will be one of the first to benefit from the economic recovery. This is expected to translate into growing demand for logistical space. Demand will focus mainly on modern premises, although supply is somewhat limited. As a result, rent in the top segment of the market will rise slightly. In the middle segment and lower end of the market, there is an over-supply, which will place further pressure on rents.

The investment market in 2014 is expected to be a similar picture to 2013. Investor demand is focused on modern (new-build) premises. The supply of these sites is limited, which means that gross initial yield will remain relatively stable and if there is increased demand, it could even fall a little. For older premises, initial yields could still rise a little further.

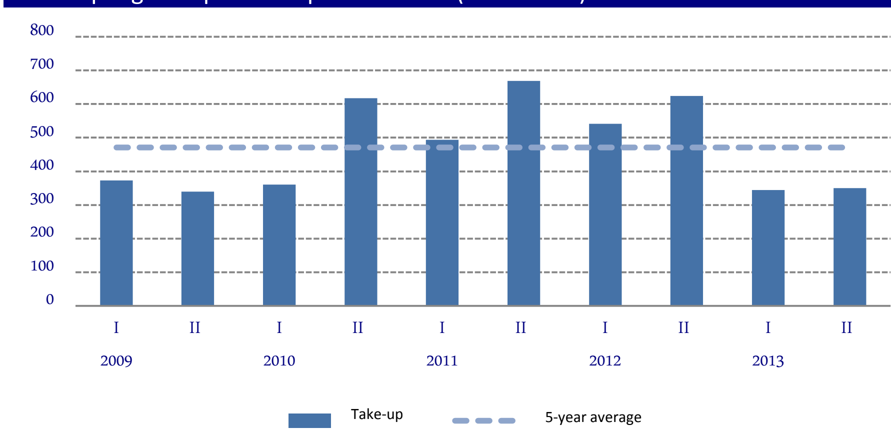
To sum up, there is something of a mismatch between supply and demand in the logistics property market, both among users and investors.

Perspectives 2014	Offer	Take-up	Rent	Investments	BAR
Modern logistics buildings	↘	↗	→	→/↗	→/↘
Mid-segmentation buildings	→	→	→	→	→
Older logistics buildings	↗	↓	→/↘	↘	↗

4.2.3.1 Take-up

The demand for logistics space in 2013 showed a sharp downturn. Partly due to the economic crisis, logistics providers were reluctant in renting new distribution centers. Due to disappointing growth in the import and export of goods, there was hardly any need for additional logistics space. In 2013 was in total approximately 707,000 m² of logistics space leased or sold to end-users. This is a decrease of 39% compared to 2012 when just over 1.16 million m² was recorded by the market.

Take-up logistics premises per semester (x 1.000 m²)



In the whole of 2013, there were 69 transactions in logistics property, with an average size per transaction of approximately 10,250 m². In 2012, there were 91 transactions, with an average size per transaction of 12,800 m².

The largest transaction in 2013 involved the lease of a newly built distribution centre by DB Schenker. This facility, located in the Vossenberg West II business park, extends over 47,700 m².

Top 10 logistics transactions 2013			
Place	Location	Lessee/Buyer	m²
Tilburg	Vossenberg West II	DB Schenker	47.700
Zwolle	Hessenpoort	Wehkamp.nl	35.000
Oud Gastel	Borchwerf II	Tommy Hilfiger	32.630
Breda	Heilaar	Broekman Logistics	30.800
Didam	Fluun	Alpha Deuren	30.000
Eindhoven	Flight Forum	Fab.com	23.750
Amersfoort	De Hoef	Red Swan	21.200
Zevenbergen	Tradeparc Moerdijk	Talke Nederland	19.400
Veghel	Dorshout	Udea	18.270
Ridderkerk	Donkersloot	Van Domburg Partners	17.900

In all regions, with the exception of Tiel/Geldermalsen, there was a fall in take-up. In Tiel/Geldermalsen, however, there was a rise of 15%, although in absolute numbers of square metres, it was only a limited increase of 3,000 m². The picture at the main ports of Rotterdam and Amsterdam/Schiphol was patchy. Whereas take-up in Amsterdam/Schiphol fell slightly, by 4%, take-up in Rotterdam and the surrounding area tumbled by 58%. There was also a sharp downturn in demand in logistical hotspots such as Venlo/Venray, Tilburg and surrounding area and Oss/Den Bosch/Eindhoven. Although there was also a clear-cut decline in demand in West Brabant, the decrease here was less. In white spots (potential hotspots) such as Almere/Zeewolde and Arnhem/Nijmegen, demand plummeted most, by -94% and -89% respectively.

Internationally oriented logistics service-providers and international companies basing their European distribution activities in the Netherlands, focus mainly on the logistical hotspots. Good connections to the main ports of Rotterdam and Amsterdam/Schiphol, as well as to the European hinterland are important in this area. As a result, loss of demand here is often less extensive than in white spots where demand from nationally oriented logistics service-providers plays a far greater role. The decline in demand among these operators was much greater because they were under more pressure from the poor national economy. Also, these companies far more frequently opt for a location outside the hotspots and white spots, such as Utrecht, Waddinxveen, Zwolle and Ede/Veenendaal. Lower rents are one of the factors involved here.

Take-up logistics regions in m²			
Region	2012	2013	Δ
Rotterdam e.o.	163.000	68.000	-58%
Venlo/Venray	185.000	64.000	-65%
Amsterdam/Schiphol	58.000	56.000	-3%
Tilburg e.o.	157.000	76.000	-52%
Tiel/Geldermalsen	20.000	23.000	15%
Oss/Den Bosch/Eindhoven	129.000	70.000	-46%
West-Brabant	119.000	99.000	-17%
Arnhem/Nijmegen	46.000	5.000	-89%
Almere/Zeewolde	49.000	3.000	-94%
Zuid-Limburg	28.000	16.000	-43%
Other regions	210.000	227.000	8%
Total	1.165.000	707.000	-39%

4.2.3.2 Supply

At the beginning of 2014, there was approximately 2.63 million m² of logistics space available for sale or lease. This was up 5% compared with the level at the beginning of 2013, when there was 2.5 million m² available.

Approximately two-thirds of supply was built before 2000, while one-third was built before 1990. Expectations are that the proportion of premises built before 1990 will increase further in the years ahead, because these premises no longer meet the current requirements of logistics service-providers. Height is one factor is this area. At the present time, the minimum height is 11 or 12 metres, whereas premises built prior to 1990 are often no higher than 8 to 10 metres. Increasing automation also plays a major role and is frequently more difficult to implement in older buildings. Finally, the increasing demand for replacement is an important factor in the increase of older premises. More and more, logistics service-providers are replacing their out-of-date space with modern new premises. This can also be seen clearly in the sharp rise in new-build in 2013 (see paragraph on new-build). Of the take-up in 2013, approximately 50% was built after 2000. Some 55% of these premises were even built in 2008 and later. This means that the supply of modern, high-quality logistics property in a good location is also relatively limited in size. Approximately 10% of supply was built in 2008 or later.

Offer logistics regions in m²			
Region	1-1-2013	1-1-2014	Stijging/daling
Rotterdam e.o.	179.000	172.000	-4%
Venlo/Venray	189.000	166.000	-12%
Amsterdam/Schiphol	230.000	188.000	-18%
Tilburg e.o.	198.000	198.000	0%
Tiel/Geldermalsen	122.000	122.000	0%
Oss/Den Bosch/Eindhoven	366.000	395.000	8%
West-Brabant	325.000	461.000	42%
Arnhem/Nijmegen	99.000	132.000	33%
Almere/Zeewolde	43.000	66.000	53%
Zuid-Limburg	77.000	70.000	-9%
Other regions	676.000	656.000	-3%
Total	2.504.000	2.627.000	5%

Within the logistics hotspots, far and away the most supply is located in the regions of West Brabant, Oss/Den Bosch/Eindhoven and Tilburg. Together, these areas represent around 40% of the total logistics supply. It should also be noted here that these regions have the biggest stocks of logistics space.

One striking factor is the sharp rise in supply in West Brabant. In total, supply here rose by 42% to 461,000 m². The increase was due mainly to the addition of logistics premises in Roosendaal, Moerdijk and Oosterhout. The premises in Roosendaal are two “out-of-date” facilities built before 1987 and 1997. Interestingly enough, the additions to supply in Oosterhout and Moerdijk are seven relatively modern premises built after 2000, including four that date from 2005 or later. This latter fact may indicate the logistics buildings are becoming unsuitable for user requirements more quickly. However, because there has only been a very limited supply of modern premises built in the past five years, expectations are that when appealing to the marketplace, these still relatively modern facilities will be the first to be taken out of the market.

In addition to the sharp rise in supply in West Brabant, supply also rose strongly in Almere/Zeewolde and Arnhem/Nijmegen in 2013. Together, these three regions were the cause of the increase in the national supply of logistics space. In the other regions, supply stabilised and even fell. Amsterdam/Schiphol and Venlo/Venray saw supply diminish the most, by 18% and 12% respectively. Because at the present time little is being built on spec for the market, demand will be accommodated mainly by the current supply. This could see a further decline in supply despite the reduction in demand.

Rents

The average rent achieved in 2013 fell slightly by approximately 3% compared with the level of rents in 2012. The average rent achieved in 2013 was just under € 44 per m². Rents for modern logistical business space remained steady within a bracket ranging from € 50 per m² to € 65 per m². For the middle segment, the spread was a little broader in 2013, ranging from € 32.50 to € 50 per m² (2012: € 37.50 to € 50 per m²). At the bottom end of the market, meanwhile, there was a range from € 15 to € 40 per m² (2012: € 20 to € 40 per m²).

The highest rents (up to around € 88 per m²) are still being achieved for modern logistics space in the area around Schiphol airport. The average asking rent for logistics space close to Schiphol is approximately € 84 per m².

Range rental prices logistics premises per region (in € per m²)		
Regio	2012	2013
Rotterdam e.o.	40 – 65	40 – 65
Venlo/Venray	30 – 50	30 – 52
Amsterdam	40 – 65	30 – 65
Schiphol	70 – 90	70 – 88
Tiel/Geldermalsen	35 – 50	35 – 50
Oss/Den Bosch/Eindhoven	40 – 55	35 – 55
West-Brabant	35 – 55	35 – 55
Arnhem/Nijmegen	35 - 55	25 – 50
Zuid-Limburg	30 - 55	30 - 55
Almere/Zeewolde	40 - 55	35 - 55

There was clear evidence of pressure on rents in 2013. This can be seen not only from the rents achieved, but also in the movements of asking rents. This can be seen clearly from the table below. The table also shows that the greatest pressure on rents was in the middle segment. However, it should be noted that rents for older premises in past years have already fallen significantly. The steep fall in asking rents has been caused by falling demand and the continued presence of supply. The mismatch between demand (modern logistics) and supply (middle segment to out-of-date logistics) has also placed additional pressure on rents.

The fact that asking rents in the top segment have also fallen slightly has been caused mainly by the steep decline in asking rents in the middle segment. As a result, prices in the top segment have also been adjusted slightly downwards in order to remain competitive with the middle segment.

Development weighted average request rental price (per m²)			
Year of construction	1-1-2013	1-1-2014	Δ in %
> 2005	57	55	-3,5
2000 – 2005	52	47	-9,2
1990 – 2000	52	47	-9,3
< 1990	38	37	-3,0

New-build

In 2013, 35 logistics centres were completed, with total floor space of approximately 768,000 m². 22 of the distribution centres were own-build, with total floor space of 456,000 m². The other 13 logistics centres were new-build for the market. In 10 cases, the end-user was known prior to the start of construction. In total, this represented 312,000 m² of logistics space.

The largest own-build projects handed over in 2013 were for DC Edco in Deurne (100,000 m²), DC Lidl in Heerenveen (65,000 m²), DC McGregor in Waalwijk (45,000 m²) and DC OMS/Lidl in Oosterhout NB (36,000 m²). The biggest new distribution centres for the market were DC Dok Vast in Son en Breugel (55,000 m²), leased to Rhenus, DC Dok Vast Tilburg (47,700 m²), leased to DB Schenker, DC BusinessPark Siberie (phase I) in Peel en Maas (44,700 m²), leased to Brand Loyalty and DC Maessen in Venray (40,000 m²), leased to Philips.

In 2104, the complete of new logistics centres are expected to be lower than in 2013. At the beginning of 2014, there were 17 distribution centres planned to be handed over before the end of 2014. The total floor space of these distribution centres is approximately 330,000 m² (including 180,000 m² own-build). With an average construction time ranging from eight to 12 months, this could yet increase a little further.

The fully planned stock (excluding own-build) of logistics space rose from 1.3 million m² at the start of 2013 to over 2 million m² at the beginning of 2014.

New construction logistics premises per region and status (in m²)

Region	Finalized in 2013	In construction	New construction without lessee	Rental stock
Rotterdam e.o.	5.000	-	-	20.000
Venlo/Venray	101.000	150.000	25.000	398.000
Amsterdam/Schiphol	3.000	-	39.000	276.000
Tilburg e.o.	135.000	10.000	13.000	382.000
Tiel/Geldermalsen	-	43.000	-	55.000
Oss/Den Bosch/Eindhoven	260.000	10.000	-	210.000
West-Brabant	52.000	-	18.000	374.000
Arnhem/Nijmegen	5.000	-	-	13.000
Almere/Zeewolde	-	-	-	117.000
Zuid-Limburg	-	-	-	41.000
Other	207.000	28.000	32.000	125.000
Total	768.000	241.000	127.000	2.011.000

Numbers include new constructions for own use

The region of Venlo/Venray has far and away the greatest planned stock. A large number of the plans are located at Trade Park Noord in Venlo. Companies including Prologis and Goodman have plans to expand here. Tilburg and the surrounding area, as well as West Brabant also have an appreciable planned stock. Almost half of all the plans are situated in the province of North Brabant, which confirms this province's strong position on the logistics market. In the Amsterdam/Schiphol region, the new-build plans (276,000 m²) are concentrated mainly in and around Schiphol airport. Interestingly, planned stock in the Rotterdam region is limited. The opening of the Maasvlakte 2 could change this. It should also be noted that Canon has announced that its new European distribution centre of 120,000 m² will be built at Maasvlakte, with handover expected to take place in 2015. Of the white spots, Almere/Zeewolde has far and away the great planned stock (117,000 m²). This also confirms that developers believe that in the future this region will take on an increasingly important position in the logistics market.

Outside the logistics regions, the main plans for new-build are in the regions of Utrecht and Zwolle. In Utrecht, this includes phase two of DC Lage Weide (28,800 m²). Wehkamp will locate its new 35,000 m² distribution centre in Zwolle. According to Wehkamp, it will be 'the biggest automated warehouse in the world". Total investments in new-build are in excess of € 100 million, of which approximately € 30 million is for the property itself.

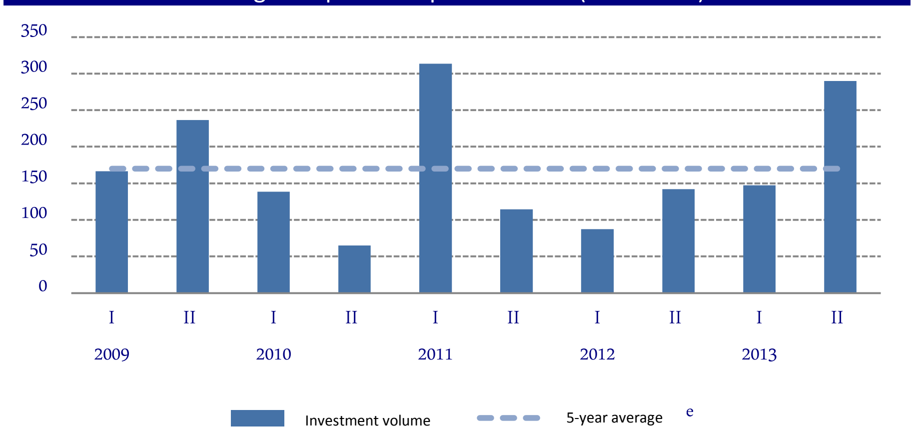
There was 127,000 m² of unleased new-builds (newly built distribution centres that have never been leased since handover) at the beginning of 2014, which is somewhat higher than the start of 2013 (116,000 m²). Compared with the beginning of 2012, when there was still 246,000 m² of unleased new-builds available, there has been a sharp decline. Which confirms the trend of the significant demand for good-quality modern logistics space. Growth is currently limited because there have been relatively few own-build, own-risk projects developed in recent years. In the second half of 2013, there were a number of parties again taking the risk of embarking on the construction of new logistics centres. The majority of unleased new-build space is located in the regions of Amsterdam/Schiphol (39,000 m²) and Venlo/Venray (approximately 25,000 m²).

Investment market

In 2013, considerably more was invested in logistics and there was a strong rise, mainly in the second half of the year. In total, some € 437 million was invested in logistics in 2013, a rise of 140% compared with 2012. The investment volume in the second half of 2013 was approximately € 290 million, almost double the investment volume for the first half. The investment volume was driven by three portfolio transactions. LogiCor, Delin Capital and Granite Real Estate Investment all purchased a portfolio in the second half of 2013. Together, these transactions represented 80% of the investments in the second half of 2013 and almost 55% of all investments in 2013. Demand from investors remains focused on modern, long-term leased premises.

However, the supply of investments for these types of premises is very limited. This can also be seen from the transactions. Of the 26 premises that changed owner, 15 were built in 2007 or later. There were 5 built between 2000 and 2006 and 6 before 2000.

Investment volume logistics premises per semester (x € million)



The largest single asset transaction was the purchase of a distribution centre in Born by Delin Capital. The 51,000 m² facility is leased for an average of five years to Stanley Black & Decker, Kuehne+Nagel and Helly Hansen. The gross initial yield was approximately 8.2% (plus costs).

In 2013, the British investor Delin Capital was in 2013 far and away the most active investor in logistics property, buying 4 items for in excess of € 127 million. The Belgian property investment trust, WDP, which also invested significantly in the Dutch market in 2012, was again active in 2013, purchasing three existing properties for a total investment volume of € 30.7 million. WDP is also developing for its own portfolio in the Netherlands, including the DC for Wehkamp in Zwolle.

The majority of investments were also made on behalf foreign investors, with some 90% of the total. In 2013, these where mainly British and Belgian investors.

Top 10 logistics investment transactions 2013			
Place	Buyer	Metrage	Purchase amount (€ mln)
Portfolio	LogiCor	171.300	87,3
Portfolio	Delin Capital	101.700	77,9
Portfolio	Granite REI	122.300	72,3
Born	Delin Capital Asset Management	51.000	36,4
Zaltbommel	Real Estate Growth Fund	31.000	30,0
Venlo	W.P. Carey	44.000	27,4
Hoofddorp	Aspen Real Estate Investments	18.000	16,3
Zwolle	WDP	18.000	14,0
Almere	Montea	24.700	13,7
Utrecht	ProLogis European Property Fund II	23.100	13,3

Gross initial yields for modern logistics space in 2013 rose somewhat compared with 2012. The average weighted initial yields for these properties were between 7.8% and 8.5% (2012: 7.2% to 8.25%). In the middle segment, initial yields were between 8.5% and 12% (2012: 8.25% to 10%). At the lower end of the market, they were the highest, averaging between 10% and 15% (2012: 10% to 12.5%). However, for very out-of-date and/or vacant premises, this figure may be much higher.

Responsibility for research

Troostwijk Research conducts ongoing surveys into developments on the various property markets in Holland. Data such as lease transactions, investments, projects, supply, price developments and releases of commercial land is gathered and processed in our research database based on both internal and external sources. Troostwijk's market reports, references and other surveys and analyses are based on data from this research database, where appropriate supplemented by data from third parties, combined with Troostwijk Taxaties and Troostwijk Real Estate's own knowledge of the market.

4.2.3.3 Definitions

Supply
The quantity of business space in excess of 500 m² that is available for lease or sale. Supply relates only to complexes that have already been completed or that are still under construction. Plans are not included in the figures.

Business space
Property that has been constructed for business activities that is neither an office of a shop. Business space includes distribution centres, business centres, factory buildings and warehouses. Business complexes consist mainly of a combination of various components, such as warehousing, production space, logistics space, showroom space and office space. If the office space consists of 50% or more of the total square footage, the whole of the premises are excluded from the research.

Investment transaction
Purchase transactions of business space from € 2 million by an investor. Sale-and-leaseback transactions are also included. Purchases for redevelopment are only counted as investment transactions if the existing property is still leased for a minimum of five years.

Gross initial yield
The gross rental income as a percentage of the purchase price.

Business space rents
Prices per square metre of floor space. Incentives, VAT and service costs are not included.

Logistics
Business premises of over 5,000 m² with a minimum of 5 loading docks, intended principally for storage, transhipment, sorting and transport purposes.

New-build
Business space no more than two years old.

Unleased new-build
Premises that have never been leased since handover.

Take-up
Business space of over 5,000 m² leased or sold on the open market, with the exception of sale-and-leaseback transactions and new-build on behalf of owner-users (own-build). Lease renewals and purchases by the tenant are also left out. Transactions are registered at the time a consensus is reached between the parties involved.

Planned stock
Building plans for business space yet to be constructed.

Stock
Business space already existing or under construction with floor space of 500 m² or more.

4.2.4 Montea's property portfolio on 31/12/2013

MONTEA SPACE FOR GROWTH	Total 31/12/2013	Beglium	France	Netherlands	Total 31/12/2012
Real estate portfolio - Buildings					
Number of sites	**35**	19	15	1	**32**
Warehouse space (m²)	**535.352**	306.540	203.375	25.437	**466.042**
Office space (m²)	**49.342**	33.640	15.291	411	**48.725**
Total space (m²)	**584.694**	340.180	218.666	25.848	**514.767**
Development potential (m²)	**90.500**	54.500	36.000	0	**90.500**
Fair value (EUR)	**311.936.000**	179.926.000	117.710.000	14.300.000	**283.678.000**
Investment value (EUR)	**324.814.965**	184.628.941	124.986.715	15.199.308	**295.039.331**
Annual contractual rents (EUR)	**26.047.883**	14.091.062	10.806.821	1.150.000	**22.641.245**
Gross yield (%)	**8,35%**	7,83%	9,18%	8,04%	**7,98%**
Gross yield on 100% occupancy (%)	**8,73%**	8,50%	9,18%	8,04%	**8,25%**
Un-let property (m²)	**28.981**	28.981	0	0	**18.260**
Rental value of un-let property (EUR)	**1.199.428**	1.199.428	0	0	**772.425**
Occupancy rate (% of m²)	**94,85%**	90,90%	100,00%	100,00%	**96,27%**
Occupancy rate (% of rental value)	**95,28%**	91,51%	100,00%	100,00%	**96,71%**
Real estate portfolio - Solar panels					
Fair value (EUR)	**7.590.069**	7.590.069	0		**7.777.132**

The fair value of the investment in solar panels is included under heading "D" of fixed assets in the balance sheet.

	Belgium	**France**	**the Netherlands**
Fair value	EUR 179,9 million	EUR 117,7 million	EUR 14,3 million
Investment value	EUR 175,4 million	EUR 113,2 million	EUR 13,9 million
Insured value	EUR 207,3 million	**EUR 72,2 million	EUR 21,6 million
Rental income	EUR 14,1 million	EUR 10,8 million	EUR 1,2 million

(*) this rental income relates to the contractual rent (also see table below).

(**) 51% of the sites in France, with a total fair value of EUR 59.6 million, are insured by Montea (EUR 72.2 million). The remainder of the portfolio in France is insured by the tenants themselves. (see point 1.2.4).

The total surface of the property portfolio is 584,694m², spread across nineteen sites in Belgium, one site in the Netherlands and 15 sites in France.

The total initial acquisition value of the portfolio in Belgium is EUR 175.4 million in Belgium, EUR 113.2 million in France and EUR 13.9 million in the Netherlands[46].

The hypotheses regarding the valuation of the real estate expert, can be found in section 4.2.5 of this report.

46 The acquisition value of the part-portfolio in Belgium is defined on the one hand as the input value of the total portfolio at the time of the stock exchange listing in October 2006 and, on the other, as the total acquisition value, including all costs associated with the purchase of the site. The acquisition value of the part-portfolio in the Netherlands and in France is defined as the total acquisition value, including all costs associated with the purchase of the site.

There was a rise of EUR 28.3 million in the fair value of the property portfolio buildings to EUR 311.9 million. This rise is attributable mainly to:

- Montea's first purchase on the Dutch market is a distribution centre in Almere, leased to A-ware Food Group (EUR 14.3 million);
- the acquisition of two sites at the port of Ghent, leased to SAS Automotive and DSV Solutions (EUR 17.2 million);
- the acquisition of a logistics building at Brucargo, leased to Geodis (EUR 3.0 million);
- the acquisition of a build-to-suit development for St-Jude Medical at Brussels Airport (EUR 6.1 million);
- the sale of the sites in Laken and Aartselaar (EUR 4.3 million);
- the sale of the construction contract to Brussels Airport in relation to the site at Brucargo, leased to DHL Global Forwarding (EUR 6.6 million);
- the negative variation in the fair value of the property investments of EUR 1.4 million (-0.5%).

Four of the thirty-five sites each represent more than 5% of the consolidated property portfolio and together represent 31.0% of the total fair value of the property portfolio:

	Fair values	Client(s)
• Saint-Cyr-en-Val, Orléans	EUR 35.5 million	FM Logistics

this site represents 11.4% of the total fair value of the portfolio
(the net rental income on this site for 2013 represented EUR 3.2 million, i.e. 13.5% of the total net rental income for 2013)

• Aalst Tragel	EUR 22.7 million	Jan de Nul, Barry Callebaut

this site represents 7.3% of the total fair value of the portfolio
(the net rental income on this site for 2013 represented EUR 1.9 million, i.e. 8.0% of the total net rental income for 2013)

• Brucargo - Zaventem	EUR 19.9 million	DHL Global Forwarding

this site represents 6.4% of the total fair value of the portfolio
(the net rental income on this site for 2013 represented EUR 1.9 million, i.e. 8.0% of the total net rental income for 2013)

• Vorst	EUR 18.6 million	Unilever

this site represents 5.9% of the total fair value of the portfolio
(the net rental income on this site for 2013 represented EUR 0.9 million, i.e. 3.8% of the total net rental income for 2013)

The total development potential is approximately 90,500 m², approximately 60% of which is in Belgium. This potential in no way relates to the land bank for new sites to be developed, but to possible extensions at existing sites (four sites in Belgium and two sites in France). Montea is constantly in contact with existing customers at these sites regarding possible further development.

The gross property return[47] on the total of the portfolio was 8.50% in Belgium, 8.04% in the Netherlands and 9.18% in France, based on a totally leased portfolio and taking account of the estimated rent on vacant property (the gross property returns for Belgium, the Netherlands and France were 7.83%, 8.04% and 9.18% respectively, not taking account of the estimated rent on vacant property).

The occupancy rate achieved by Montea on the total portfolio, expressed in % of the estimate rental value, was 95.3% and, based on the number of m² occupied, 94.9%[48].

The **annual contractual rental income**[49] (excluding rental guarantees) was EUR 26.1 million, an increase of 15% compared with the situation at 31/12/2012. This rise was derived mainly from additional purchases.

Contractual rental income in Belgium was EUR 14.1 million, 1% higher than the estimated rental value[50] of the leased space. Contractual rental income in the Netherlands was EUR 1.2 million, 0.5% lower than the estimated rental value of the leased space. Contractual rental income in France was EUR 10.8 million, 6.7% higher than the estimated rental value of the leased space.

Montea strives to compose its property portfolio with a healthy mix of clients from both the industrial sector (e.g. Coca-cola, Jan De Nul, Barry Callebaut, Unilever) and the logistics sector (e.g. FM Logistics and DHL and Norbert Dentressangle). The industrial sector is characterised by longer lease contract periods, but also often require larger investments. The logistics sector is usually characterised by typical 3, 6, 9-year leases (shorter terms). This is because the logistics sector is highly dependent on the economic situation and the specific logistical requirements of its customers.

The average lease term, up to and including the first break option, is 5.7 years. Montea strives to make this term as long as possible, but the company is operating in a market where contracts are normally for 3, 6, 9 years.

The next table shows the expiry date of this rent, based on the annual contracted rental income, with a distinction between the expired rents in 2014, 2015 to 2017 inclusive, and from 2018. This table shows that 12% of this annual rental income expired in 2014. EUR 965,000 (31%) relates to the annual rental income from the Grimbergen site, for which a solution has already been found.[51]

47 The gross property return is defined as follows: contracted rental income divided by the fair value of the property portfolio.

48 When calculating this occupancy rate, no account is taken of the non-lettable m² intended for redevelopment or in the land bank, either in the denominator or in the numerator.

49 This is the annual contract rental income, as agreed in the lease contract with the tenant.

50 This is the estimated rental value per m², as established by the property assessor, taking account of the location, the features of the building, the business activity, etc., multiplied by the number of m².

51 For more information, please see the press release dated 19/02/2014 or visit www.montea.com

CONTRACTUAL RENTAL INCOME (EUR x 1.000)		31/12/2013 12 months	0 - 1 year	1 - 3 years	> 3 years
Belgium		**14.091**	**1.935**	**2.650**	**9.507**
Aalst	Tragel 48-58	1.916	0	134	1.781
Bornem	Industrieweg 4-24	418	418	0	0
Grimbergen	Eppegemsestwg 31-33	965	965	0	0
Hoboken	Smallandlaan 7	235	0	235	0
Meer	Europastraat 28	355	0	355	0
Puurs	Schoonmansveld 18	769	0	769	0
Erembodegem	Industrielaan 27	954	0	321	633
Mechelen	Zandvoortstraat 16	762	416	0	346
Vorst	Humaniteitslaan 292	1.356	135	0	1.220
Milmort	Avenue du Parc Industriel	1.120	0	548	571
Heppignies	Rue Brigade Piron	757	0	0	757
Zaventem	Brucargo 830	1.969	0	0	1.969
Zaventem	Brucargo 831	600	0	0	600
Gent	Evenstuk	992	0	0	992
Zaventem	Brucargo 763	287	0	287	0
Gent	Korte Mate	637	0	0	637
France		**10.807**	**1.204**	**2.766**	**6.837**
Savigny-le-Temple	Rue du Chrome 2	717	376	0	341
Feuqueires	Zoning Industriel du moulin	359	0	359	0
Bondoufle	Rue Henrie Dunant 9-11	233	0	233	0
Saint-Priest	Chemin de la Fouilousse	600	0	0	600
Cambrai	P.d. Activité Actipole	553	0	0	553
Roissy	Rue de la Belle Etoile 280+ 383	1.025	187	481	358
Décines	Rue a Rimbaud 1	370	0	370	0
Alfortville	Le Techniparc	235	0	0	235
Le Mesnil Amelot	Rue du Gué 1-3	1.180	435	704	42
Orléans	Rue des Genêts 660	3.286	0	0	3.286
Marennes	La Donnière	826	206	620	0
Saint-Laurent-Blangy	Actipark	633	0	0	633
Saint-Martin-de-Crau	Ecopole	790	0	0	790
The Netherlands		**1.150**	**0**	**0**	**1.150**
Almere	Stichtse Kant	1.150	0	0	1.150
TOTAL		**26.048**	**3.138**	**5.416**	**16.343**

Montea also invested in solar panels in 2011. As of 31/12/2013, the total fair value of the solar panels was EUR 7.5 million. These solar panels are installed at 4 sites in Flanders (Grimbergen, Puurs, Bornem and Herentals) representing a total investment value of EUR 7.5 million. Montea also funded the investment in solar panels at 1 site in Wallonia (Coca-Cola – Heppignies), representing a total investment value of EUR 0.3 million.

These solar panels provide an estimated additional annual net income of approximately EUR 0.8 million, generated mainly by the yield from green energy certificates over a fixed term of 20 years.

The following table provides a summary of the total property portfolio explaining that:

- the contractual rental income is 97,6% of the estimated rental value;
- the occupancy ratio is 94,9% based on m²;

MONTEA	Construction year / Year most important renovations	Offices m²	Warehouses m²	Total m²	Contracted Rent Income	Estimated Rental Value (*)	Occupancy rate (as % of total m²)
Belgium							
AALST (ABCDEFG), TRAGEL 48-58	(1975 - 2002) 2009	2.098	17.833	19.931	650.914	613.695	100,0%
AALST (HIJ), TRAGEL 48-58	2000 - 2002	540	17.740	18.280	1.000.340	807.457	100,0%
AALST (KLM), TRAGEL 48-58	1985 - 2009	1.397	4.591	5.988	264.370	242.015	100,0%
BORNEM, INDUSTRIEWEG 4-24	1977	1.437	13.163	14.600	418.241	533.961	100,0%
GRIMBERGEN, EPPEGEMSESTWG 31-33	1980 - 1995 - 1996 / 2003	2.478	23.758	26.236	964.797	1.078.246	100,0%
HOBOKEN SMALLANDLAAN 7	2001	393	836	1.229	234.854	63.733	100,0%
MEER EUROPASTRAAT 28	1990 - 2006	775	9.455	10.230	355.057	319.538	100,0%
PUURS RIJKSWEG 89 & 85	1975 - 1982 - 1984 - 1991	1.380	16.650	18.030	0	971.220	
HERENTALS, TOEKOMSTLAAN 33	2004	1.642	12.954	14.596	0	583.790	0,0%
NIJVEL, RUE DE L'INDUSTRIE	2000	1.385	12.649	14.034	0	583.170	
PUURS, SCHOONMANSVELD 18	1998	1.334	11.907	13.241	768.948	607.210	100,0%
EREMBODEGEM, INDUSTRIELAAN 27	1973 / 2007	4.074	13.181	17.255	953.757	876.291	98,0%
MECHELEN, ZANDVOORTSTRAAT 16	1984 - 1990 - 1998	768	22.190	22.958	761.866	855.750	100,0%
VORST, HUMANITEITSln 292, SITE LIPTON	1984	778	4.819	5.597	341.128	269.260	100,0%
VORST, HUMANITEITSln 292, SITE CM	1966 / 2007	0	7.150	7.150	353.125	268.125	100,0%
VORST, HUMANITEITSln 292, SITE RESTAURANT (STATION)	1971 / 1995	2.110	920	3.030	135.454	209.900	100,0%
VORST, HUMANITEITSln 292, SITE SALVESEN (COOLED WHAREHOUSE)	1966 - 1979	0	3.850	3.850	525.836	296.500	
MILMORT, AVENUE DU PARC INDUSTRIEL	2000	1.225	27.112	28.337	1.119.874	1.000.323	100,0%
HEPPIGNIES, RUE BRIGADE PIRON	2011	730	13.381	14.111	757.128	568.723	100,0%
ZAVENTEM, BRUCARGO 830	2012	4.328	23.951	28.279	1.969.186	1.969.010	100,0%
ZAVENTEM, BRUCARGO 831	2013	1.896	7.891	9.787	600.000	684.275	100,0%
GENT, EVENTSTUK	2013	750	23.400	24.150	992.337	1.021.300	100,0%
ZAVENTEM, BRUCARGO 763	1995 -1999 / 2007 / 2009	1.198	5.120	6.318	287.000	359.378	
GENT, KORTE MATE	2011	924	12.039	12.963	636.850	616.567	100,0%
Total Belgium		**33.640**	**306.540**	**340.180**	**14.091.062**	**15.399.435**	**90,9%**
France							
SAVIGNY LE TEMPLE, RUE DU CHROME	1992 / 2007	646	15.650	16.296	716.777	634.188	100,0%
FEUQUIERES, ZI DU MOULIN 80	1995 - 1998 - 2000	763	8.230	8.993	358.559	314.755	100,0%
CAMBRAI, P. d' A. ACTIPOLE	2008	682	10.588	11.270	553.281	484.900	100,0%
ROISSY, RUE DE LA BELLE ETOILE 280	1990 - 2001	737	3.548	4.285	357.550	353.118	100,0%
BONDOUFLE, RUE HENRI DUNANT 9-11	1990	1.307	2.478	3.785	232.674	221.925	100,0%
DECINES-CHARPIEU, RUE ARTHUR RIMBAUD 1	1996	1.108	2.713	3.821	370.432	339.490	100,0%
LE MESNIL AMELOT, RUE DU GUE 4& RUE DE LA GRANDE BORNE 11	1992	648	2.846	3.494	209.697	229.080	100,0%
LE MESNIL AMELOT, RUE DE LA GRANDE BORNE 11	1992	700	4.465	5.165	493.862	448.200	
ALFORTVILLE, LE TECHNIPARC	2001	382	1.665	2.047	234.645	216.160	100,0%
ROISSY, RUE DE LA BELLE ETOILE 383	2001	1.965	4.492	6.457	667.648	627.210	100,0%
LE MESNIL AMELOT, RUE DU GUE 1-3	1998	1.211	4.043	5.254	476.650	393.755	100,0%
SAINT PRIEST, RUE NICEPHORE NIEPCE	2008	906	15.120	16.026	600.000	629.820	100,0%
SAINT-CYR-EN-VAL, RUE DES GENETS 660	1996 - 2006	1.655	73.797	75.452	3.285.692	3.004.800	100,0%
MARENNES, LA DONNIERE	1998 - 2000 / 2001	524	19.965	20.489	826.460	865.599	100,0%
SAINT-LAURENT-BLANGY, ACTIPARK	2006	757	15.328	16.085	633.245	560.855	100,0%
SAINT-MARTIN-DE-CRAU	2002	1.300	18.447	19.747	789.649	807.710	100,0%
Total France		**15.291**	**203.375**	**218.666**	**10.806.821**	**10.131.565**	**100,0%**
Netherlands							
ALMERE, STICHTSE KANT	2008	411	25.437	25.848	1.150.000	1.155.472	100,0%
Total Netherlands		**411**	**25.437**	**25.848**	**1.150.000**	**1.155.472**	**100,0%**
Total		**49.342**	**535.352**	**584.694**	**26.047.883**	**26.686.472**	**94,9%**

(*) the estimated rental value/m², stipulated by the property expert, is based on the location of the site, the characteristics of the site, the technical aspects of the building, the activity, … and this multiplied with the number of m².

The table below gives details, ranked by the initial year of construction or the year of the most significant renovation. The table shows that 58% of the portfolio is no older than 10 years of age. In case a site will be fully renovated, the site will be booked in the year of renovation.

Construction year with most important renovations	Offices m²	Warehouse m²	Total m²	% of total
1977	1.437	13.163	14.600	2,59%
1984	778	4.819	5.597	0,99%
1990	1.307	2.478	3.785	0,67%
1992	1.348	7.311	8.659	1,54%
1995	2.110	920	3.030	0,54%
1996	1.108	2.713	3.821	0,68%
1998	3.313	38.140	41.453	7,37%
1999	1.198	5.120	6.318	1,12%
2000	3.373	47.991	51.364	9,13%
2001	4.001	30.506	34.507	6,13%
2002	1.840	36.187	38.027	6,76%
2003	2.478	23.758	26.236	4,66%
2004	1.642	12.954	14.596	2,59%
2006	3.187	98.580	101.767	18,08%
2007	4.720	35.981	40.701	7,23%
2008	1.999	51.145	53.144	9,44%
2009	3.495	22.424	25.919	4,61%
2011	1.654	25.420	27.074	4,81%
2012	4.328	23.951	28.279	5,02%
2013	2.646	31.291	33.937	6,03%
Total	**47.962**	**514.852**	**562.814**	**100,00%**

Montea also analyses her real estate portfolio upon the activities of het clients, the type of user and the type of building.

The table below shows the various percentages based on rental income, indicating that tenants from the logistics sector represent 47% of the portfolio. The semi-industrial buildings represent approximatively 12%.

MONTEA SPACE FOR GROWTH	%
Sector	
Logistics	46,61%
Healthcare	3,13%
Consumer goods	25,82%
Services	5,14%
Technology	0,23%
Food	4,53%
Industrial	14,55%
	100,00%
Type Building	
Semi-industrial	11,62%
Logistics	88,38%
	100,00%
Type user	
End user	45,02%
Logistics	54,98%
	100,00%

5-year average

4.2.5 Conclusions of the property assessor[52]

Determining the value	Determining the value of the investment items in the portfolio is supported by the following methods: the rental value capitalisation method and the income approach based on a DCF (Discounted Cash Flow) model, with measurement of the unit prices obtained.
Movements in value	The Fair Value, in accordance with IAS40, rose on an annual basis in 31/12/2012 from EUR 283,687,000 to EUR 311,936,000 as of 31/12/2013. This Fair Value of EUR 311,936,000 corresponds with an investment value of EUR 324,815,000 with no additional costs payable by the purchaser. The initial yield (the rental income considered in relation to the investment value) of the whole portfolio is 8.02%.
Assets	Assets currently are ± 535,352 m² of warehouse space and ± 49,342 m² of office space, or a total area of 584,694 m². These assets are situated at 35 sites, 19 of which are in Belgium, 15 of which are in France and 1 in the Netherlands. Three properties (Grimbergen[53], Ghent Evenstuk and Ghent Hulsdonk) are held on a concession basis. A superficy fee was paid for three other properties (Brucargo 753, 830 and 731). The increase in the market value of the portfolio is due mainly to the acquisitions in Belgium and one property in the Netherlands (Almere). Apart from the 15 sites in France and the 1 site in the Netherlands, the current properties are situated mainly in Flanders. One building (Vorst) is in the Brussels-Capital Region and three are located in Wallonia, specifically in Milmort, Nivelles and Heppignies. Of the 15 sites in France, seven are located in the Paris region (Savigny-le-Temple and Roissy, Bondoufle, Le Mesnil Amelot, Alfortville) and the eight others in the provinces (Lyon, Saint-Priest, Cambrai, Arras, Feuquières-en-Vimeu, Orléans, Saint-Cyr-en-Val and Marseille).
Rental income	The effective rental income is calculated after deducting the property tax when it is to be paid by the owner and only in rare cases as an average rental income up until the next due date if there are rent discounts or if the rent is not charged on a constant basis contractually. This annual rental income was EUR 26,047,883 per year as of 31/12/2013. Current lease contracts were 3.1% higher than the corresponding estimated market rental value. The rental amounts stated are net rental income, separate from additional payments for communal charges and any insurance premiums.

The occupancy rate for the entire portfolio, calculated based on floor space, is ± 94.9%.

Source: De Crombrugghe & Partners, Herman-Debrouxlaan 54, 1160 Brussel, represented by Pascal Van Humbeek in the capacity of appointed expert.

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52 The property assessor's entire report of 31/12/2013 is not included in this annual report, but only the conclusions. This is because the entire report contains confidential information that could be of importance for the competition.

53 The site in Grimbergen is held in joint ownership (50/50) with the other public real estate investment trust, WDP Comm.VA. WDP Comm.VA is co-owner of this site.

4.3 Major achievements during the financial year

4.3.1 Investment activity during 2013 in the Benelux and France

➢ **19th June 2013 – Acquisition of the shares in Acer Park NV, which owns a building recently developed for St Jude Medical at Brucargo[54]**

Montea acquired on June 19, 2013 the shares of Acer Park SA. Acer Park was the owner of the building that was developed by MG Real Estate (De Paepe group). Montea acquired the shares of Acer Park (daughter affiliate of MG Real Estate (De Paepe group) after delivery of the building. The building consists of 6,000 m² of warehouse space, 1,700 m² mezzanine and 1,900 m² of office space and was developed for St. Jude Medical at Brucargo. This was an investment of EUR 5,624,000[55], based on an initial yield of 7.7%. Montea and St Jude Medical signed a lease agreement at market conditions for a term of 8.5 years. As already announced[56], The Brussels Airport Company and Montea have signed a collaborative agreement to develop the final plot of land available at Brucargo West, with a total area of 31,000 m². Montea signed therefore a (renewable) private building agreement for 50 years with the airport. This investment is in line with the fair value determined by the real estate expert.

Montea “Space for Growth” – St Jude Medical site

➢ **27th June 2013 – Purchase of a logistics building at Brucargo (Zaventem)[57]**

On 27 June Montea and DHL Global Forwarding (Belgium) NV have signed a private sales agreement for the purchase of building 765 at Brucargo. The building is located on a 12,700 m² plot and contains 4,900 m² of warehousing and 1,400 m² of office space. Montea has also signed a private building agreement with The Brussels Airport Company for a term of 50 years. This agreement can be renewed on a once-only basis for a further period of 50 years. The building fee is 27.50% of the gross rent invoiced.

Montea is investing in this property, taking the building agreement mentioned into account, based on an initial yield of 8.67%, which is an investment value of EUR 2.40 million. This investment is in line with the fair value determined by the real estate expert. As mentioned in section 4.3.4, Montea has closed a lease agreement for this building with Geodis for a period of 9 years, based on an initial yield of 8.7%.

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54 For more information, please see the press release dated 19/06/2013 or visit www.montea.com.

55 For more information, please see the press release dated 20/12/2012 or www.montea.com.

56 For more information, please see the press release dated 13/09/2012 or visit www.montea.com.

57 For more information, please see the press release dated 07/05/2013 or www.montea.com. The surfaces metioned in the press release of 07/05/2013 were incorrect. The surfaces mentioned in this annual report are correct.

➢ 28th June 2013 – Acquisition of the shares in Cordeel Evenstuk NV, which owns a newly developed logistics platform for DSV at the port of Ghent[58]

Montea acquired on June 28, 2013 the shares of Cordeel Evenstuk NV. Cordeel has developed a new logistics platform for DSV Solutions. The site, which consists of 23,400 m² of warehousing and 750 m² of office space. The building is leased for a period of 9 years, beginning on 1st July 2013. The entire site meets the strict TAPA 'A' security standards. The distribution centre is situated on a plot of land extending to +/- 74,400 m², with the option to extend a further +/- 17,000 m².

Montea is investing in this property based on an initial yield of 7.80%, representing an investment value of EUR 10.9 million. The Cordeel group has been granted a 30-year concession for this development by the Port Authority, renewable for 20 years. This investment is in line with the fair value determined by the real estate expert.

Montea "Space for Growth" – Site Haven Gent Evenstuk

➢ 9 October 2013 – Montea acquires a distribution centre in Almere (Netherlands)[59]


Montea "Space for Growth" – Site Almere

Montea acquired a recently constructed distribution centre (2008) from Axa Real Estate, on behalf of one of its funds, situated in the "Stichtse Kant" logistics zone in Almere. The site extends to a total area of approximately 36,000 m², with 24,000 m² of warehousing and 700 m² of office space. This transaction represents and investment value of EUR 13.7 million, based on an initial yield of 8.0%. The building is leased for a fixed term of 22 years to A-ware Food group, with an option to purchase – in line with the investment value – in 2024. This investment is in line with the fair value determined by the real estate expert.

➢ 18 December 2013 – Acquisition of a 13,000 m² logistics platform at the Port of Ghent through contribution in kind[60]

Montea has signed a contribution agreement with MG Real Estate (De Paepe Group) for the contribution of the shares of NV Ghent Logistics, which owns a logistics platform located in the Port of Ghent. The site extends in total to approximately 18,000 m², comprising 11,950 m² of warehousing and 1,000 m² of office space. The building is equipped with an ESFR sprinkler system and has a free height of 10 metres. The building is leased to SAS Automotive Belgium for a period of 13 years, with the first break option at 7 years. The transaction represents an investment value of EUR 6.50 million, based on an initial yield of 8.5%. This investment is in line with the fair value determined by the real estate expert.


Montea "Space for Growth" – Site Haven Gent Hulsdonk

[58] For more information, please see the press release dated 11/06/2013 or visit www.montea.com.
[59] For more information, please see the press release dated 09/10/2013 or visit www.montea.com.
[60] For more information, please see the press release dated 18/12/2013 or visit www.montea.com.

4.3.2 Development activity in 2013

➢ **18 December 2013 – Partnership agreement with MG Real Estate (De Paepe Group) for the development of the "MG Park De Hulst" sustainable logistics park at Willebroek - Total development potential of 150,000 m² of logistics real estate**[61]

Montea and MG Real Estate (De Paepe Group) have signed a partnership agreement for the development of the 40 hectare MG Park De Hulst in Willebroek. This logistics park includes a buildable area of 30 hectares, with 10 hectares of green zone buffering. MG Park De Hulst aims to use its total development potential of 150,000 m² of logistics space to become the benchmark for sustainable logistics real estate.

The partnership consists of Montea investing EUR 4.50 million in the development cost of the park infrastructure. In exchange for this investment, Montea will have a preferential right over any development at the site, based on a predetermined yield and depending on the parameters of each separate subproject. MG Real Estate (De Paepe Group) and Montea will also combine their commercial resources to attract users for the development. The overall development has an estimated total value of EUR 120 million at completion. The partners estimate the full realisation of the project will take for 3 to 5 years.

4.3.3 Divestment activity in 2013

The following divestments were made in 2013:

Laeken: the site consists of 340 m² of office space and 5,085 m² of warehousing and was sold to an end-user. This transaction was conducted through Property Partners for EUR 2.90 million and is higher than the fair value determined by the real estate expert.

Vilvoorde: this is a mixed site consisting of 3,000 m² of office space and 1,000 m² of warehousing. This transaction was conducted through Verac for EUR 2.45 million and is higher than the fair value determined by the real estate expert.

The deeds were signed in the first half of 2013.

61 For more information, please see the press release dated 18/12/2013 or visit www.montea.com.

4.3.4 Lease activity in the Benelux and France

2013 saw a high level of lease activity in which more than 36,000 m² of new lease agreements were signed.

- **7th May 2013 – 100% occupancy rate in France as the result of a new long-term lease agreement with Le Piston Français in Savigny-le-Temple**[62]

Montea and LPF (Le Piston Français) have signed a long-term lease agreement for a fixed term of 12 years and 8 months for the final available warehouse space of 8,850 m² at the site in Savigny-le-Temple. This lease agreement was signed on market terms. The site in Savigny-le-Temple has "1510" classification and is also ideally located to the south of Paris in the vicinity of the A5 Paris/Lyon motorway. CBRE was the adviser in the negotiations.

- **7th May 2013 – New lease agreement with Geodis in Zaventem, Brucargo**[63]

As part of the acquisition of the new distribution centre for DHL Global Forwarding at Brucargo in December 2012, Montea also signed an agreement with DHL to purchase building 765 at Brucargo. This building stands on a plot of 12,700 m² and houses 4,900 m² of warehousing and 1,400 m² of office space.

Montea has signed a lease agreement for the building with Geodis for a term of 9 years. This lease agreement was signed on market terms The negotiations with Geodis, which has had offices at Brucargo for many years, were conducted through CBRE Antwerp.

- **1st June 2013 – New lease agreement with TNT Innight NV in Mechelen**

Montea and TNT Innight NV have signed a lease agreement for a fixed term of 6 years at the site in Mechelen for a logistics facility exceeding 10,000 m². This lease agreement was signed on market terms. TNT Innight NV was previously located in the Mechelen region and was looking for a larger logistics building to cater for a sharp increase in volume in recent years.

TNT Innight is part of the TNT NV group. It operates in over 200 countries and offers businesses and consumers worldwide a wide range of postal and express services. DTZ was the consultant for the negotiations.

[62] For more information, please see the press release dated 07/05/2013 or visit www.montea.com. The surfaces metioned in the press release of 07/05/2013 were incorrect. The surfaces mentioned in this annual report are correct.

[63] For more information, please see the press release dated 07/05/2013 or visit www.montea.com. The surfaces metioned in the press release of 07/05/2013 were incorrect. The surfaces mentioned in this annual report are correct.

- **18 December 2013 – Two new lease agreements: with Globis NV (site Erembodegem) and with DHL Supply Chain Belgium NV (site Mechelen)[64]**

Montea and Globis have signed a new lease agreement, effective from 1st January 2014 and for a term of 9 years, to rent the remaining office space of 740 m² at the Montea site in Erembodegem. This lease agreement was signed on market terms. Software developer Globis is already established in the Aalst area and provides parametrisation solutions for business processes (barcode scanning, EDI integration, E-business, etc.).

Montea and DHL Supply Chain Belgium NV have signed a new lease agreement for a term of 3 years for the site in Mechelen. This lease agreement was signed on market terms and comprises 10,208 m² of warehousing and 207 m² of office space and replaces the lease agreement with Pomax, which will vacate the premises early.

- **Occupancy rate of >94.9%[65] – Average term of lease up to 5.7 years (until next break date)**

The occupancy rate at 31/12/2013 was 94.9%.

Total vacancies were 28,981 m², with the site in Nivelles (14,034 m²) and the site in Herentals (14,600 m²).

At the end of 2013, the average lease term until the first break option date was 5.7 years. With the announcement of EUR 42.2 million of investments (see the press release dated 7/02/2014), in which these new investments have an average term of 14 years, Montea will achieve its target of having an average lease term to the first expiry date of 6 years in 2014.

4.3.5 Further strengthening and diversification of the financing structure

4.3.5.1 Optional dividend[66]

To support the continued growth of Montea, the statutory manager offered shareholders the opportunity to take an optional dividend. In total, 50% of the 2012 dividend coupons were surrendered in return for new shares. As a result, 139,622 new shares were issued on 19th June 2013 representing a total issue value of EUR 4,042,056.90 (EUR 2,803,720.03 in capital and EUR 1,238,336.87 in issue premiums). As a consequence of this capital raising, Montea's company share capital is now represented by 6,587,896 shares.

[64] For more information, please see the press release dated 18/12/2013 or visit www.montea.com.
[65] When calculating this occupancy rate, no account is taken of the non-lettable m² intended for redevelopment or in the land bank, either in the denominator or in the numerator.
[66] For more information, please see the press release dated 19/06/2013 or visit www.montea.com.

4.3.5.2 Bond issue of EUR 30 million[67]

As part of the further diversification of its financing, Montea proceeded with the issue of a bond loan through private placements with a face value of EUR 30 million. The bond has a nominal value of EUR 100,000, a term of seven years with a maturity dare of 28/6/2020 and offers a fixed annual gross yield of 4.107%. The bond is admitted for trading on Euronext Brussels as of July 4, 2013.

4.3.5.3 On 19th December 2013, Montea finalised a successful capital raising of EUR 6,477,239 through the issue of 221,066 new shares as remuneration for a contribution in kind[68]

In its press release dated 18th December 2013, Montea announced a capital raising for the acquisition through the contribution in kind of the shares in Ghent Logistics NV, which owns a recently built (2011) logistics platform situated at the Port of Ghent (see section 4.3.1.).

The capital raising was successfully underwritten for an amount of EUR 6,477,239.24 with this issue of 221,066 new shares at an issue price of EUR 29.30 per new share. This corresponds with the 30-day average prior to the date of the contribution agreement, adjusted by the estimated gross dividend of EUR 2.00 per share for the financial year ending on 31st December 2013. This capital raising was conducted in the context of the permitted capital.

The capital was increased – including the incorporation of the issue premium – by EUR 6,477,239.24. This took it to EUR 138,767,393.88, represented by 6,808,962 shares. The new Montea shares are of the same nature and have the same rights as the existing shares in Montea and will share in the results of the financial year commencing on 1st January 2014.

The listing of the new issued shares will be applied as soon as possible after the release of the existing shares of coupon No. 11. Montea will make its best efforts for admission in trading by the end of May 2014.

4.3.6 Net current result of EUR 13.50[69] million (EUR 2.05 per share), an increase of 20.0% on recurrent base compared with the same period last year

The **net current result** at 31/12/2013 was EUR 13.50 million (EUR 2.05 per share), which was an increase of 20.0% compared with the same period in the previous year (EUR 11.25 million – EUR 2.00 per share).

This growth by EUR 2.25 million is the result of:

- the increase in the operating result before the result on the property portfolio with EUR 3.14 million (+18.7%):
  - the net rental income increased by EUR 3.73 million (+18.7%), determined by the total annual income of the investments made in the previous year and the income of EUR 40.6 million from investments in the year 2013;

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67 For more information, please see the press release dated 24/06/2013 or visit www.montea.com.

68 For more information, please see the press release dated 18/12/2013 or visit www.montea.com.

69 Net result excl. result on property portfolio (code XVI, XVII, XVIII and XIV of the result statement) and excl. the variation in the fair value of the interest covering instruments (code XXIII of the result statement).

- the main reason for the lesser rise in the property result compared with the net rental result (+17.1%) was the higher average vacancy rate in 2013;
- taking account of the company's general overheads, the operating margin was 84.1%, which was in line with 2012.

- the increase in the negative net financial result of EUR 0.74 million (+13.5%):
  - the average financial debt burden[70] rose by 15.4% (EUR 21.1 million), while the negative net financial result rose by 13.5%. As a result, the average financial burden fell to 3.92%;
  - at the end of the financial year, the financial burden was 3.96%[71].

4.3.7 Proposal to pay a gross dividend of EUR 1.97 per share

The result available for payment was EUR 13.72 million (EUR 2.08 per share). Based on this result, Montea's Board of Directors will propose a gross dividend of EUR 1.97 per share[72] (EUR 1.4775 net per share), which includes a payout percentage of 94.7% in relation to the result available for payment and 96.1% in relation to the net current result.

4.3.8 Information relating to the lawsuits

4.3.8.1 Agreement regarding the contribution of certain buildings regarding the introduction of the public offering

Montea has previously made mention of a court case brought by a third party against Montea in 2008, because that party was of the opinion that it was entitled to the contribution of other buildings by way of a merger or other operation. After the Commercial Tribunal in Brussels had ruled in favour of Montea in its verdict dated 28th April 2009, the Court of Appeal in its ruling of 21st February 2012 found partly in favour of the other party. As a result of this ruling, Montea set aside a provision of EUR 1.2 million in its consolidated annual accounts at 31/12/2011 (for more information, please see page 15 of the 2011 consolidated annual report). During the 2012 financial year, payment was made of EUR 1.198 million. Montea lodged a case in cassation against this ruling. However, in its ruling dated 24th October 2013, the Court of Cassation rejected Montea's case, thereby bringing this court action to a conclusion. This ruling by the Court of Cassation has no impact on Montea's consolidated figures for 2013.

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70 The average financial debt burden is determined by the average of all of Montea's financial debts, including the lines of credit, the hedging instruments, the bond loan and the lease debts. The average financial debt burden takes no account of the negative value of the hedging instruments. The average financial cost is the total financial cash cost (excluding the variations in the hedging instruments) with regard to this average financial debt.

71 This relates to the financial cost at the end of the 2013 financial year, taking into account the status of the financial debt burden at the end of the financial year and the interest rates in effect at that time.

72 Calculated based on 6,587,896 shares. The total number of shares at 31st December 2013 was 6,808,962. On 19th December 2013, Montea conducted a capital raising of EUR 6.5 million through the issue of 221,066 new shares. These new shares are of the same nature and have the same rights as the existing shares in Montea, on the understanding however that they will not be entitled to the dividend for the 2013 financial year (which will allocated by the general meeting of shareholders on 20th May 2014).

4.3.9 Other events during the year 2013

4.3.9.1 Board of directors

➢ **21st May 2013 – End of directors' mandates**

As from the 21st May 2013, the mandates of the following directors are terminated and not reappointed:

- Eddy Hartung;
- Philip Van gestel, represented by Phlip Van gestel;
- First Stage Management NV, represented by Hugo Van Hoof;

At the general meeting of 21 May 2013, the resignation as director of Montea Management NV of Stratefin Management BVBA, represented by Mr. Christian Terlinden was accepted.

➢ **21st May 2013 – 2 new directors appointed**

Two new independent directors were appointed at the general meeting of shareholders, held on 21st May 2013, for a term of 3 years (until the 2016 general meeting of shareholders):

- EMOR BVBA, represented by Francis Rome;
- Ciska Servais BVBA, represented by Ciska Servais.

➢ **3 October 2013 – Insumat NV, represented by Sophie Maes, appointed as independent director**

On 3 October 2013, the shareholders in Montea Management NV appointed Insumat NV, represented by Sophie Maes, as independent director for a term of 3 years (until the annual general meeting of shareholders in 2016).

4.4 Synthesis of the financial results

4.4.1 Shortened consolidated summary of results before profit distribution as of 31 December 2013 (in thousands of euro) [73]

ABBREVIATED CONSOLIDATED PROFIT & LOSS ACCOUNT (EUR) Analytical	31/12/2013 12 months	31/12/2012 12 months
CURRENT RESULT		
NET RENTAL RESULT	**23.659**	**19.927**
PROPERTY RESULT	**24.010**	**20.508**
% compared to net rental result	**101,5%**	**102,9%**
TOTAL PROPERTY CHARGES	**-708**	**-1.046**
PROPERTY OPERATING RESULT	**23.302**	**19.462**
General corporate expenses	-3.573	-2.938
Other operating income and expenses	163	231
OPERATING RESULT BEFORE THE PORTFOLIO RESULT	**19.892**	**16.756**
% compared to net rental result	**84,1%**	**84,1%**
FINANCIAL RESULT	**-6.206**	**-5.469**
PRE-TAX RESULT (*)	**13.687**	**11.287**
Taxes	-193	-39
NET CURRENT RESULT	**13.494**	**11.248**
per share	**2,05**	**2,00**
NON-CURRENT RESULT		
Result on disposals of investment properties	1.107	362
Result on disposals of other non-financial assets	0	0
Changes in fair value of investment properties	-4.130	-6.692
Other portfolio result	0	0
PORTFOLIO RESULT	**-3.022**	**-6.330**
Changes in fair value of financial assets and liabilities	5.497	-8.023
RESULT IN FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES	**5.497**	**-8.023**
NET RESULT	**15.969**	**-3.106**
per share	**2,42**	**-0,55**

[73] This abbreviated consolidated profit-and-loss takes account of 6,587,896 shares entitled to share in the results of the year 2013. The total number shares at the end of the financial year 2013 is 6,808,962. The difference has to do entirely with the issuance of 221,066 shares at December 18, 2013 as a result of the contribution in kind. These shares are not entitled to share in the profit and dividend for the year 2013.

✓ **The net rental result was EUR 23.66 million (+18.7%) – Increase in operating result before the result on the property portfolio (+18.7%)**

The **net rental** result was EUR 23.66 million, an increase of 18.7% compared with the same period in 2012 (EUR 19.93 million). This increase of EUR 3.73 million is attributable to:

- the EUR 4.19 million rise in rental income. The net increase in this rental income was the result of:
  - Belgium (EUR +2.92 million), produced in the main by:
    - the full-year impact of the rental income from investments made in 2012 (EUR 1.97 million), consisting principally of the rental income from DHL Global Forwarding at the site purchased at Brucargo;
    - the rental income from the investments made in 2013 for an amount of EUR 1.07 million (Geodis and St Jude Medical at Brucargo, SAS Automotive and DSV Solutions at Ghent Sea Port);
    - severance compensation of EUR 0.52 million;
    - index adjustment of EUR 0.16 million;
    - a total of EUR 0.40 million in newly signed rental income, mainly at the site in Mechelen (DHL Freight and TNT Innight);
    - a loss of EUR 0.38 million in rental income through the sale of the sites at Laken and Vilvoorde;
    - a total of EUR 0.85 million from the loss of income, mainly caused by the vacancies at the sites in Herentals, Vorst and Mechelen;
  - France (EUR +1.01 million), produced in the main by:
    - the full-year impact of the rental income from investments made in 2012 for an amount of EUR 0.86 million (Office Depot in St-Martin de Crau and Unéal Champs Libre in St Laurent Blangy);
    - Index adjustment of EUR 0.09 million;
  - Netherlands (EUR +0.26 million), produced in the main by the rental income from A-ware Food Group in Almere

- the negative impact of lease-related charges of EUR 0.46 million, caused mainly by the increase in costs relating to building payments and concessions (EUR 0.31 million) at four sites.

The **operating result before the result on the property portfolio** rose from EUR 16.76 million in the previous year to EUR 19.89 on 31/12/2013. This increase (EUR 3.13 million) in the operating result before the result on the property portfolio (18.7%) was the result of:

- the EUR 3.73 million increase in the net lease result (see above);
- the smaller rise in the property result in addition to the increase in rental income (impact of EUR -0.23 million), caused mainly by the slightly negative impact resulting from a number of cost items not being passed on (as the result of the lower average occupancy rate), which was offset by the higher income from property management fees and the recovery of property tax at vacant sites;
- the increase in property charges, the company's general overheads and other operating revenue and costs of EUR 0.37 million, produced mainly by the difference in one-off revenue from this year and last year (impact of EUR 60k), higher general consultancy fees, start-up costs in the Netherlands and the strengthening of the operating team in Belgium.

The **operating margin**[74] was 84.1% for the full year 2013, in line with the same period last year.

[74] The operating result before the result on the real estate portfolio compared to the net rental result.

One-off items of revenue were included in the operating margin for the previous financial year and also for this year. Not taking one-off revenue in 2012 (EUR 171K) and 2013 (EUR 231K) into account, the operating margin would have been 83.4% this year and 82.9% in the previous financial year. By doing so, the operating margin in 2013 showed an increase of 0.5%.

In all, the investments made in the structure of Montea in 2012 and 2013 (strengthening of the team in Belgium), the purchases made in 2013 with a higher operating margin and the recently announced purchases (see the press release dated 07/02/2014) will see Montea on the way to achieving its target operating margin of >85% in 2014.

➢ **The financial result (excluding valuation of the hedging instruments) was EUR -6.21 million, representing a very slight increase of 13.5% compared with the same period in the previous year. This was determined to a higher level of financial debt**

The **financial result** at 31/12/2013 was EUR -6.21 million, a rise of 13.5% compared with the same period in the previous year (EUR -5.47 million). Debt rose by EUR 21.11 million (+15.4%). By contrast, there was a slight fall in average financial charges (1.7%) to 3.92%[75] for the 2013 financial year.

The slight 1.7% fall in financial charges was the result of the reduction in the hedging percentage on the bank debt. This fall in the hedging percentage was the result of the restructuring carried out by Montea during the first half of the year, enabling the company to benefit from the lower variable interest rates on the remaining portion (which is not subject to interest rate hedging). Notwithstanding the above, Montea issued a bond loan at the end of the second half with a coupon of 4.107%.

- At 31/12/2013, Montea had a total bank debt (bilateral lines of credit) of EUR 138 million with 5 Belgian banking institutions. Montea has opted for a responsible policy, so that this bank debt is covered 82.2% by IRS-type (Interest Rate Swap) hedging contracts.

✓ **The result on the property portfolio was EUR -3.02 million**

The **result on the property portfolio** was EUR -3.02 million at 31/12/2013. This negative result can be attributed to:

a. a positive gain of EUR 1.11 million achieved on the sale of the sites at Laken and Vilvoorde;
b. a negative variation in the fair value of the property portfolio in Belgium of EUR -2.78 million, made up of (i) the investments at the existing sites for an amount of EUR -2.07 million, (ii) the adjustment in the fair value of EUR -0.71 made by the property assessor (due mainly to the adjustment in vacancies caused by the forthcoming end of the lease at Herentals and (ii) the adjustment of the market yield at some six sites).
c. a negative variation in the fair value of the property portfolio in France, representing EUR -1.70 million, (i) resulting from the investments of EUR -1.05 million and (ii) the EUR -0.65 million adjustment in the fair value made by the property assessor (resulting from the adjustment in the market yield at the sites in Feuquières-en-Vimeu and Cambrai and the adjustment in the fair value of the site at Saint-Laurent Blangy, a site that is 5 years old and hence is no longer subject to VAT, but to registration fees);
d. a positive variation in the fair value of the property portfolio in the Netherlands, representing EUR 0.35 million.

[75] This financial charge is an average taken over the whole year, including the lease debts in France, the Netherlands and Belgium. It has been calculated based on the total financial cost in relation to the average of the start and end balances of the financial debt for 2013, not taking account of the valuation of the hedging instruments.

With regard to the valuation of the solar panels, gains are recorded in a separate component of equity capitals. Losses are also included in this component, except if they are realised or if the fair value falls below the original cost.

✓ **The positive result on hedging instruments was EUR 5.50 million as a result of the increase in long-term interest rates during the year**

The **result on hedging instruments** was EUR 5.50 million at 31/12/2013. This positive result stemmed from the limited revival in long-term interest rates in 2013.

- By way of information: the rate for a 5-year IRS instrument was 0.75% at 31/12/2012. This had risen to 1.25% at the end of 2013.

- **The net result was EUR 15.97 million, a rise of EUR 19.08 million compared with the previous year. This figure was strongly affected by the positive variation in the valuation of the rate hedging instruments**

The **net result** at 31/12/2013 was EUR 15.97 million (EUR 2.42 per share), compared with EUR -3.11 million for the same period in 2012. The variation in this net result (EUR +19.08 million) was dictated to a large extent by the positive variation in the value of the hedging instruments (EUR 13.52 million) and to a lesser extent by the positive variation in the fair value of the property portfolio (EUR +3.31 million). These latter variations are not cash overheads and in no way have any impact on the net current result.

- **Net current result of EUR 2.05 per share – The distributable profit was EUR 2.08**

The **net current result** at 31/12/2013 was EUR 13.50 million, which was an increase of 20.0% compared with the same period in the previous year. The distributable profit was EUR 13.71 million.

Based on the distributable profit, Montea will propose a dividend of EUR 1.97 per share to the general meeting of shareholders, which is an increase of 2.1% in relation to the dividend of the previous year.

4.4.2 Shortened consolidated balance sheet as of 31 December 2013

CONSOLIDATED BALANCE SHEET (EUR)	31/12/2013 Conso	31/12/2012 Conso
NON-CURRENT ASSETS	**320.347.115**	**290.229.600**
CURRENT ASSETS	**19.450.170**	**17.268.629**
TOTAL ASSETS	**339.797.286**	**307.498.229**
SHAREHOLDERS' EQUITY	**138.966.518**	**123.763.016**
Shareholders' equity attributable to shareholders of the parent company	138.868.511	123.663.108
Minority interests	98.007	99.908
LIABILITIES	**200.830.768**	**183.735.212**
Non-current liabilities	158.798.489	141.897.714
Current liabilities	42.032.279	41.837.498
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES	**339.797.286**	**307.498.229**

- As of 31/12/2013, the **total assets** (EUR 339.80 million) consisted mainly of investment property (91.8% of the total) and the solar panels (2.2% of the total). The remainder of the assets (6.0% of the total) consisted of intangible, other tangible and non-current financial assets and current assets, including cash investments, trade and tax receivables.

- The **total liabilities** consisted of shareholders' equity of EUR 138.97 million and total liabilities of EUR 200.83 million.

  The total liabilities of EUR 200.83 million consisted of:
  - drawn-down lines of credit of EUR 138 million (68.7%);
  - the issue of bonds of EUR 29.56 million (14.7%) with a duration till 2020;
  - leasing debts still to be settled of EUR 5.04 million (2.5%);
  - the cumulative negative value of the hedging instruments of EUR 13.83 million (7.2%);
  - a total of EUR 13.85 million in trading debts, other debts and accruals. The accruals (EUR 7.53 million) are the biggest part including pre-invoiced rental income for the year 2014.

  - Montea currently has lines of credit contracted with 5 Belgian financial institutions totalling EUR 160 million, of which EUR 138 million has already been drawn down (86.3%).

    In 2013 Montea issued a bond loan of EUR 30 million, partly to refinance existing credit lines that came to maturity.

    In 2014 and 2015 respectively, EUR 26.67 million and EUR 50.00 million in lines of credit fall due.

- Montea's **debt ratio**[76] was **52.82%**. The variation in the debt ratio compared to 31/12/2012 (51.33**%**) can be attributed to funding three sites in Belgium and one site in the Netherlands with bank debt, partly compensated by the contribution in kind of shares of Ghent Logistics NV (project of SAS Automotive in the Port of Ghent) and the optional dividend.

  - Montea also complies with all of the covenants in terms of debt ratio that it has entered into with its financial establishments under which Montea may not have a debt ratio greater than 60%.

- The **net asset value** at 31/12/2013 was EUR 20.39[77] per share, although this was penalised significantly by the negative change in fair value of the hedging instruments. If no account is taken of the net negative change in fair value of the hedging instruments (IAS 39), the net asset value is EUR 22.43 per share.

4.5 Financial structure of the company

4.5.1 Overall financing policy

The financing cost is the largest expense item in the Montea result. Montea therefore proactively manages the cost of its financing. First of all, the sicafi wants to guarantee that its various funds are available for the longest possible period of time. Additionally, the sicafi aims to secure financing with a variable interest rate, the largest part of which is covered by hedging instruments such as IRSs (Interest Rate Swaps).

[76] Calculated in accordance with the Royal Decree of 7th December 2010.
[77] For the calculation of the net asset value per share the total number of shares of 6,808,962 at the end of the year was taken into account (including the shares issued following the contribution in kind – see item 1.2.6.3).

This policy is based on the fact that doing so provides protection against disruptive swings in the economic cycles.

During economic boom times, the financing cost may well rise. This is compensated in theory by higher operational incomes (such as higher occupancy and higher inflation). This compensation is rather limited. Therefore there was a transfer to a hedging policy, and one that hedges the greatest portion of the debt.

At 31/12/2013, the main characteristics of Montea's financial structure were:

- total financial debt of EUR 173.05 million, consisting of EUR 138 million of bilateral lines of credit and EUR 5.04 million of leasing debts, EUR 29.56 million of bond loans and EUR 0.45 million of rent guarantees deposited;
- a debt ratio of 52.82%[78];
- a weighted average term of financial debt of 3.2 years;
- a policy to hedge against rate risk that makes it possible to limit any sudden significant increases in short-term interest rates;
- an average funding cost in 2013 (including margin and hedging costs) of 3.96%[79];
- an interest coverage ratio of 3.21 (compared with 3.06 in 2012 and 2.67 in 2011).

4.5.2 Debt structure

The company ensures that any funding required in is place in timely fashion. In doing so, the balance between the cost of funding, term and diversification of the sources of finance always come first.

The total financial debt of Montea (excl. bank guarantees) is EUR 173.05 million (EUR 144.52 million long term and EUR 28.53 million short term) and consists of:

- total drawn-down lines of credit of EUR 138 million. As of 31/12/2013, Montea had total confirmed bilateral lines of credit of EUR 160 million with 5 Belgian financial institutions, of which 86.3% is drawn down. At 31/12/2013, the weighted average term of these lines of credit was 2.5 years. In 2013, a total of EUR 20 million was refinanced.

  The amount to be financed in 2014 is EUR 26.67 million, with a further EUR 50.76 million in 2015.

- total leasing debts of EUR 5.04 million. This total corresponds with the leasing instalments for the following 3 sites:
  - Milmort – Liège: EUR 2.34 million
  - Orléans – Saint-Cyr-en-Val: EUR 2.52 million
  - Roissy: EUR 0.18 million

- a total of EUR 29.56 million on the outstanding bond loan. In the context of further diversification of financing, Montea proceeded in 2013 to issue a bond with a nominal value of EUR 30 million. This bond has a term of seven years with a maturity date on 28/06/2020. The gross coupon is 4.107%.

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[78] The debt ratio is calculated in accordance with article 53 of the RD on Sicafi and may not exceed 65%.

[79] This funding cost is an annual runrate, based on the total lines of credit drawn down at 31/12/2013, the hedging instruments in place at 31/12/2013 and the short-term interest rate (Euribor 3 months) at 31/12/2013.

- a total of EUR 0.45 million in guarantees deposited. Instead of establishing a rent guarantee, a number of French clients have deposited a security that serves as a rent guarantee.

4.5.3 Coverage of the rate risk

As already stated, Montea has a funding policy whereby a large proportion of its bank debt is hedged. As of 31/12/2013, 82.02% of the lines of credit drawn down was covered by IRS-type hedging instruments. Montea tries at all times to have between 70% and 100% hedged for a period of 3 to 10 years.

As of 31/12/2013, the company had a total of EUR 138.43 million of IRS-type hedging instruments in place of which EUR 113.43 is taken. The difference regards a Forward IRS contrat with start date at 01/07/2014 for a total nominal amount of EUR 25 million.

Note 17 provides an overview of the hedging instruments in place.

4.5.4 Financial plan (Art. 54 of the Royal Decree of 7/10/2010)

4.5.4.1 General

If the consolidated debt ratio of a public property trust (sicafi) and its subsidiaries is greater than 50% of its consolidated assets, minus the permitted financial hedging instruments, that public property trust is required to draw up a financial plan with an implementation schedule setting out details of the measures that will be taken to prevent the consolidated debt ratio amounting to more than 65% of the consolidated assets.

A special report will be drafted by the auditor about the financial plan confirming that the auditor has verified the way in which the plan has been drawn up, in particular in terms of its economic reasoning, and stating that the figures included in the plan correspond with those in the accounts of the public property trust.

The financial plan and special report from the auditor are submitted to the FSMA by way of information.

The general guidelines of the financial plan are included in detail in the annual and six-monthly financial reports. In these reports it is set out and justified (a) how the financial plan has been implemented during the period under review, and (b) how the public property trust will implement the plan in the future.

4.5.4.2 Abbreviated form of the consolidated balance sheet at 31/12/2013

Based on the figures at 31/12/2013, the consolidated debt ratio of the Property Trust was 52.82%. For more information about the abbreviated form of the consolidated balance sheet at 31/12/2013, please see point 4.4.2 in this annual report.

4.5.4.3 Changes to the debt ratio of the Property Trust

Historically, Montea's debt ratio rose to its highest level since the end of 2008, and above 50%, in mid-2010 when it rose to 57.62%. On 2nd July 2010, a capital raising was conducted, taking the debt ratio back under 50%.

The debt ratio rose to 55.29% in September 2012. However, on 20th December 2012, a capital raising operation generating EUR 21.1 million was conducted to fund the project at Brucargo for DHL Global Forwarding. This pushed the debt ratio back down to 50.80% in the first trimester of 2013.

Partly due to the dividend payment, the acquisition of shares of the company Evenstuk NV (owner of the property, leased to DSV Solutions), the acquisition of shares of Acer Parc NA (owner of the build-to-suit project, leased to St Jude Medical), the first investment in the Netherlands (fully financed with debt) and the acquisition of shares of Ghent Logistics NV (financed by the issue of new Montea shares), the debt increased again up to 52.82% at 31/12/2013.

The debt ratio at Montea has never reached an alarming level, even during the periods of financial crisis that occurred from the end of 2008.

4.5.4.4 Montea's investment potential in the future

The debt ratio is currently at 52.82%. Based on this ratio, the investment potential would reach almost EUR 118 million[80] (a rise of almost 37%) without exceeding the maximum debt ratio level of 65%.

Montea has covenants with a number of banking institutions under which the debt ratio may not exceed 60%. Based on these covenants and using the same method of calculation, Montea's investment potential would be EUR 61 million.

The calculations above do not take account of any variations in the value of the property portfolio. Any variations could also have a major impact on the debt ratio.

Based on current equity capital, only if there were a negative variation in the fair value of the investment properties of over EUR 64 million would the maximum debt ratio allowed of 65% be exceeded. This would correspond with a fall in the existing portfolio of almost 19.9%.

Since it was established, Montea has absorbed a total negative variation in the value of its property portfolio of EUR 35.8 million, the majority of this being caused by the recent financial crisis at the end of 2008 and 2009.

Based on the current state of Montea's portfolio and the value placed on that portfolio by an independent assessor, Montea does not foresee any substantial negative variations in the fair value in the future.

Montea is of the opinion that the current debt ratio of 52.82% provides a sufficient buffer for absorbing any possible further negative variations in the existing portfolio.

[80] This calculation does not take account of variations in the fair value of the investment properties, nor of any variations in accruals in the liabilities, nor the provisions for liabilities and deferred tax liabilities and any future net operating profits.

4.5.4.5 Movements in the debt ratio forecast in 2014

The table below indicates movements in the debt ratio up to and including 31/12/2014.

	31/12/13	30/06/14	31/12/14
Property investments	319.325.482	364.815.982	419.378.482
Other activa	16.379.307	16.379.307	16.379.307
Cash	4.092.496	36.419.997	2.088.994
TOTAL ACTIVA	**339.797.286**	**417.615.286**	**437.846.784**
Equity	**138.966.518**	**181.294.018**	**187.265.016**
Liabilities	**200.830.768**	**236.321.268**	**250.581.768**
Long term liabilities	**158.798.489**	**194.288.989**	**208.549.489**
Provisions	-	-	-
Other long term financial liabilites	13.830.162	13.830.162	13.830.162
Deferred tax liabilities - liabilities	-	-	-
Other long term liabilites	144.968.327	180.458.827	194.719.327
Short term liabilites	**42.032.279**	**42.032.279**	**42.032.279**
Provisions	-	-	-
Other short term financial liabilites	-	-	-
Acruals	7.528.461	7.528.461	7.528.461
Other short term liabilites	34.503.818	34.503.818	34.503.818
TOTAL LIABILITIES	**339.797.286**	**417.615.286**	**437.846.784**
Debt ratio	**52,82%**	**51,47%**	**52,35%**

These changes in the debt ratio are based on:

- a debt ratio of 52.82% at 31/12/2013;
- or a debt ratio of 51.47% at 30/06/2014:
  - the implementation of the current investment programme on the existing sites, fully financed by debt;
  - the implementation of the investment pipeline (EUR 46 million for projects);
  - the capital increase of EUR 50 million for further growth;
  - the profit expectations for the first half of the year 2014, taking any vacancies and the additional income of the investment programme into account;
  - dividend payment of EUR 1,97 per share.

- for a debt ratio of 52.35% at 31/12/2014:
  - the implementation of the current investment programme on the existing sites, fully financed by debt;
  - the implementation of the investment pipeline (EUR 55 million for projects);
  - the profit expectations for the second half of the year 2014, taking any vacancies and the additional income of the investment programme into account.

These calculations do not take account of any variations in the value of the property portfolio.

4.5.4.6 Conclusion

Montea believes that its debt ratio will not exceed 65% and that no additional measures need be taken based on the planned changes to the composition of the property portfolio and the expected changes in equity capital.

Montea's aim remains to fund itself with a debt ratio of approximately 55% and to ensure that it never has a debt ratio of more than 60% (covenants agreed with some banks).

The debt ratio of 55% is entirely justified given the nature of the property in which Montea invests, i.e. logistics and semi-industrial property with an average yield of about 8%. Should a situation arise in which certain events were to necessitate an adjustment to Montea's strategy, it would make this adjustment without delay and notify shareholders accordingly in.

4.6 Conclusions for the financial year 2013

For Montea, financially, 2013 was mainly characterized by generally good operating results:

- The net current result increases by 20% compared to the same period last year;
- The net current result per share amounts to EUR 2.05 per share compared to EUR 2.00 per share for the same period last year;
- An operating margin of 84.1%.

4.7 Appropriation of profit

Based on the results of 31 December 2013, the Board of Directors of Montea Management NV proposes at the General Meeting of Shareholders of May, 20th 2014 paying out a gross dividend of EUR 1.97 gross per share. This corresponds with a net dividend of EUR 1.4775 per share.

4.8 Important post balance sheet date events

- **7 February 2014 – Portfolio in the Netherlands grows by EUR 25.6 million following the start of a 25,600 m² build-to-suit project in Oss and the acquisition of a 19,500 m² logistics distribution centre in Waddinxveen[81]**

Partnership agreement with Van der Maazen Bouwbedrijf for the development of a sustainable 25,600 m² build-to-suit project on the industrial estate in Oss (NL)

Montea and Vos Logistics have signed an agreement for the construction and lease of a new European Distribution Centre at the "De Geer" industrial estate in Oss. After an extensive tender procedure, Van der Maazen (turnkey contractor) and Montea (end-investor) were selected as the winner for the jointly build-to-suit project. The site extends over a surface area of approximately 35,000 m², while the building itself will provide some 24,300 m² of warehousing, 680 m² of office space and a mezzanine area of 800 m². The platform will be operational by 1st October 2014. The transaction was brokered by Cushman & Wakefield.

[81] For more information we refer to the press release of 7/02/2014 or www.montea.com.

As part of the development, particular attention will be focused on the sustainability angle, including the installation of LED lighting, provisions for solar panels, etc. As a result, the building will be BREEAM (Building Research Establishment Environmental Assessment Method) certified. The building is leased for a fixed period of 7 years and three months to Vos Logistics.

Montea "Space for Growth" – site at Oss (NL)

Purchase of a 19,500 m² logistics distribution centre in Waddinxveen (NL)

Montea has acquired a logistics distribution centre on land totalling 25,800 m² in Waddinxveen, alongside the A12 motorway. The distribution centre is made up of 14,100 m² of warehousing, with a 2,560 m² mezzanine and office space of approximately 2,800 m².

The building is equipped with 17 loading docks. The site offers a further potential to expand of 6,000 m². The transaction was brokered by Cushman & Wakefield. The building is leased for a fixed term of 15 years to Delta Wines. The distribution centre will also serve as storage space for supplying Central Europe.

Montea "Space for Growth" - site at Waddinxveen (NL)

Together, these two transactions represent a total investment value of EUR 25.6 million. Based on an initial gross yield of 8.0%, they will generate additional rent of EUR 2.04 million per year.

- **Portfolio in Belgium grows by EUR 16.6 million through the start of a 9,000 m² build-to-suit project at MG Park De Hulst, as well as a second project of 3,500 m² in Vorst[82]**

Start of a build-to-suit project for Dachser at MG Park De Hulst

In December 2013, Montea signed a partnership agreement with MG Real Estate (De Paepe Group) to develop the "MG Park De Hulst" sustainable logistics park in Willebroek. The partners have announced their first joint development with the project for Dachser. The parties have signed a long-term lease agreement for a fixed term of 15 years.

Montea «Space for Growth» - site MG Park De Hulst - Dachser (BE)

[82] For more information, please see the press release dated 7/02/2014 or www.montea.com.

The development of the first plot at the site encompasses a land area of approximately 37,800 m² on which a build-to-suit crossdock building will be constructed offering some 6,800 m² of warehousing and about 2,300 m² of office space. Phase two of the project will see the building expanded by 1,700 m².

The crossdock building will be operational during the third quarter of 2014. Montea will acquire the property upon completion, subject to completion of certain customary conditions precedent.

Startup of build-to-suit project for Metro in Vorst

Montea purchased the "Unilever" site in Vorst in 2008. This site is one of the few strategic industrial and logistical sites within the Brussels Capital Region (borough of Vorst) located alongside the Brussels outer ring road. The land at the site extends to approximately 87,000 m² and came about through the purchase of 8 different buildings, with Unilever as the main tenant. In the context of the proactive management of its property portfolio, Montea decided in 2013 to demolish the oldest building of around 14,000 m² and redevelop a new sustainable project in its place.

In the initial phase, Montea will develop a build-to-suit distribution centre on the site for Metro, providing total space of 3,500 m². Work has already begun and the new distribution centre is scheduled to be in operation by 1st September 2014. The lease agreement has a fixed term of 27 years. The transaction was brokered by Colliers International.

Montea «Space for Growth» - site Vorst - Metro (BE)

These two transactions in Belgium together represent a total investment value of EUR 16.6 million and will generate an additional rent of EUR 1.28 million per year, based on an initial gross yield of 7.7%.

4.9 Forecasts for the financial year 2014

4.9.1 General

Montea's business activities are affected in part by the overall economic climate. Lower economic growth can have an indirect effect on the occupancy rate and rental income. It also increases the risk that some tenants will be unable to fulfil their obligations.

At Montea, this risk is partly offset by the diversification of income streams (e.g. solar panels), geographic diversification (Belgium, France and the Netherlands) and signing leases for longer terms with good-quality tenants from a range of different sectors. The discontinuation of subsidies for newly installed solar panels as from 1/02/2014, will not have a (retroactive) impact on the results of Montea.

In 2014, Montea will concentrate on the growth of its portfolio (external growth), on an improvement of the quality of the buildings (internal growth), on the diversification of its income.

- **External growth**

Montea will capitalise on its expertise and experience in order to differentiate its external growth in 2014. Thus, priority will go to:

- Sale & rent back dossiers, whereby Montea takes over existing property from companies wishing to shed their property. Montea has had a first experience in this field with the take-over of Unilever's logistics site in Vorst (2008) and Office Depot in Saint-Martin-de-Crau (2013).;
- Build-to-suit projects, whereby Montea, operating in an open book system, seeks the best logistics solution for a specific end user. Montea has a first experience in similar dossiers with the construction of a new distribution centre for Coca-Cola (2010-2011) and the customized development with Group De Paepe for DHL Global Forwarding and St Jude Medical on Brucargo (2013-2013). In the first quarter of 2014, Montea announced a pre-rented (7 years fix) build-to-suit project in the Netherlands for Vos Logistics.
- Collaboration with other property players, whereby Montea becomes involved at an earlier stage of the development process on the basis of its expertise and experience in the logistics market, thereby realising a portion of the development margin. End 2013 a collaboration agreement was signed with Group De Paepe for the development of the logistics parc De Hulst in Willebroek.
- Prospecting acquisitions and/or acquiring portfolios of buildings that are not core investments and are not the priority of various investment groups.

- **Internal growth or quality improvement**

In addition to external growth, Montea will focus on enhancing its existing portfolio. Montea sees 3 major opportunities:

- Development of its land bank, in which Montea will work actively on marketing the remaining parcels of land in the portfolio. Montea still has opportunities in Nivelles, Vorst, Puurs and Cambrai, for a total area of 90,500 m² [83].
- The redevelopment of the 3.5 hectares in Puurs.
- Improvements to the quality of the portfolio in which Montea will conduct a comprehensive examination of its portfolio in order to gain a clear picture of any increases in value that can be created by making in-depth adjustments/improvements to products to meet the expectations and requirements of the market, as well as to ensure sustainable development.

- **Divestments**

Finally, Montea examines the divestment of some smaller sites in Belgium and France.

4.9.2 Specific prospects for Montea

- **Occupancy rate**

At 31/12/2013 the occupancy rate was 94.9 %.

During the course of 2014, a total area of 62,000 m^2 will be the subject of lease extensions and/or new leases (10.6% of the total floor space).

[83] In calculating the occupancy rate, no account has been taken of this expansion potential.

75% of this potential vacancy (45,000 m²) is located in Belgium. More than half of the total area is located in Belgium (the site in Grimbergen in shared ownership with WDP).

WDP and Montea have signed a lease agreement with Caterpillar Distribution Servives Europe for a period of 9 years, starting on January, 1st 2015. This way the site can be pro-actively re-leased before the current tenant DHL will leave the site (end March 2014) as faithfull client of 40 years at this location. DHL remains a long-term partner as tenant on other sites of WDP and Montea[84].

25% of potential vacancy (17,000 m²) is located on five sites in France. Montea is convinced that they can extend these leases and that new tenants can be found, given the good location and the condition of these sites.

Montea achieves to keep its occupancy rate at 95%.

- Ambition to increase the value of the property portfolio by 30%

  Taking into account the announced investments (see press release of 02/07/2014) and the ambition to grow based on its existing investment pipeline, Montea has the ambition to increase the value of its real estate portfolio by 30% (> EUR 400 million).

- Investment capacity of EUR 60 million at a 60% debt ratio

  Taking a 60% debt ratio into account, Montea still has an investment capacity of EUR 60 million. With the investments already announced (see press release dated 07/02/2014) and the aim to achieve further growth based on its existing investment pipeline, Montea is currently examining various financing opportunities using debt and its own resources (such as a contribution in kind and/or the organisation of a capital raising).

- Net current result

  In 2013 Montea recorded a net current result of EUR 13.50 million (EUR 2.05 per share). Based on these results, taking account of (i) the full-year impact of the investments made in 2013, (ii) the investments already announced (consisting mainly of built-to-suit projects that will only generate limited rental income for 2014) and (iii) an assessment of the re-leasing of vacant space, Montea has the ambition to increase the net current result with at least 10% till EUR 14.8 million.

[84] We refer to the press release of 19/02/2014 or www.montea.com for more information.

4.10 Corporate Governance statement

4.10.1 Applicable legislation and reference code

This corporate governance statement contains the most important rules that Montea has adopted in the legislation and provisions on corporate governance in its practise and the way these have been applicated in 2013.

Montea is thus incorporating the provisions recorded in the Belgian Corporate Governance Code 2009 (www.corporategovernancecommittee.be) Should it deviate from this, it shall include this deviation in this corporate governance statement, pursuant to Article 96, §2 of the Belgian Company Code. This should at least take into account the size of the company and the nature of its activity. Sicafi typically have a light structure with limited staff and this has impact on the corporate governance.

The relevant legislation includes not only the Companies Code, but also the Act of 3 August 2012 on certain forms of collective management of investment portfolios (**ICB-Law**) and the Royal Decree of 7 December 2010 relating to sicafi (**RD Sicafi**).

This statement of corporate governance is part of this annual report, pursuant to Article 96, §2 and § 3 of the Company Code.

Montea's company type is a General Partnership share and has only one appointed statutory manager. This Statutory Manager, Montea Management, is a Limited Liability Company (the **Statutory Manager**). As general partner, it is jointly and severally liable without limitations for all of Montea's obligations.

The Company and its Statutory Manager respect the provisions of the Belgian Corporate Governance Code 2009 and the legal recommendations on corporate governance by applying these within the Statutory Manager. As Manager of the property investment company on shares, it is the Board of Directors of Montea Management NV, which collegially takes decisions concerning the values and the strategies of Montea, on the principal policy lines and its willingness to take risk. The structure of the property investment company on shares is thus considered as transparent in terms of corporate governance.

In the corporate governance charter and in this corporate governance statement, the term "board of directors" also refers to the board of directors of Montea's statutory manager, Montea Management NV.

The executive management shall be organized within the legal entity Montea Comm.VA and is under the supervision of the board of directors of the statutory manager.

The Company has so far complied with the provisions of the Corporate Governance Code with the exception of the following provisions:

- pursuant to provision 4.6 of the Corporate Governance Code 2009, the mandate of director shall not be more than four years. This limit may be waived in order to make some rotation in the board of directors. This exception applies to the CEO. He was appointed on 30/09/2010 for six years.

  For more information, please see the table in section 4.10.3.6, (iii) (Board of Directors – Composition).

- in view of the limited size of the company, the Board of Directors of the company's business-owner has decided not to establish a separate appointments committee, departing from item 5.3 of the Belgian Corporate Governance Code 2009. The duties of the appointments committee will be handled by the remuneration committee, in the remuneration and appointments committee;

- pursuant to provision 2.9 of the Belgian Corporate Governance Code 2009, the Board of Directors of the Manager must appoint a secretary who advises the Board on all governance matters. This has not happened as yet, given the limited staff and limited complexity of the company's organisation. However, an agreement was closed with a lawyer, if necessary, to provide advice in governance matters and in the application of corporate governance rules.

4.10.2 Report internal audit and risk management systems

4.10.2.1 General

The board of directors of the Company's Business Manager is responsible for assessing the risks that are characteristic of the Company and also for assessing the effectiveness of internal auditing.

In turn, the Company's executive management is responsible for putting in place a system for monitoring risk management and the effectiveness of internal auditing.

Montea organises the way the Company's internal auditing and risks are managed by:

- defining its audit environment (general legal, financial and operational context);
- identifying and ranking the main risks[85] to which the Company is exposed;
- analysing the extent to which the Company manages these risks.

As part of this process, special attention is also paid to the reliability of the reporting and financial communication process.

4.10.2.2 The audit environment

The main features of the audit environment consist of:

- The culture of risk:
  Montea conducts itself responsibly in order to generate steady and recurrent revenue. Montea adopts a cautious approach regarding its investment policy and will avoid any speculative projects.

- A clear description of the Company's purpose:
  Montea is a leading sicafi, listed on the stock exchange, which specialises in semi-industrial and logistics property. Montea has set itself the aim of building up a diversified property portfolio that generates stable and recurrent income. In doing so, Montea allows itself to be guided by the interests of the logistics world in the Benelux and France.

[85] We refer to chapter 1: Risk factors for the description of these risks.

- A definition of the role of the various management bodies:
  Montea has a Board of Directors, an audit committee, a remuneration and appointments committee and an investment committee. The audit committee has the specific task of handling the company's internal auditing and risk management. For the accountancy of the French companies and the companies in the Netherlands, Montea is assisted by third parties, Primexis and Vistra, which provide Montea with material support only (this is in no way a delegation of management tasks).

- Company organisation:
  The Company is organised into various departments, which are shown in an organisation chart. Each person within the organisation is aware of what powers and responsibilities have been allocated to them.

- Measures to ensure sufficient capabilities:
  The Company assures itself that the following have sufficient skills and capabilities:
  - directors (see below): in view of their experience the directors have the skills they need to carry out their mandate, including in the area of accountancy and general financial matters, and the logistics market;
  - executive management and staff: carrying out the various functions within the Company is assured by:
    - a recruitment process based on carefully defined employee profiles;
    - an assessment policy and appropriate remuneration based on achievable and measurable objectives;
    - appropriate training for all positions within the Company.

4.10.2.3 Risk analysis and audits

Based on prioritising the risks in question, an assessment of the Company's main risks is carried out twice a year. These risks are discussed in the chapter on "Risk factors" in this report.

The Company's specific audit processes can be subdivided into the following categories:

- audits based on statutory requirements:
  Every transaction involving the purchase or sale of property can be traced in terms of origin, the parties involved, the nature of the transaction and the time it was carried out, by using official notarised documents.

- audits based on internal procedures:
  - any purchase, sale and lease contract is signed by the permanent representative of the Business Manager and at least one of the Business Manager's directors;
  - incoming invoices are approved by at least 2 people (the person responsible and the manager of each department);
  - outgoing payments are approved by at least 2 people (CFO and 1 effective manager). All payments are also additionally approved by the CEO.

- audits on financial matters:
  - the Company is assisted by an external adviser with regard to consolidation and accounting practices;
  - an overview is conducted systematically of any discrepancies in the actual figures, compared with the budget and actual figures of the previous year;
  - ad hoc samples are taken according to their material importance.

- audits in the area of the main financial risks, such as:
  - consulting external database in relation to the creditworthiness of customers;
  - the proactive monitoring of interest rate risks, in which the Company is assisted by external hedging consultants.

4.10.2.4 Financial information and communication

General communication within the Company is tailored to the size of the Company. It is based mainly on general staff communication, internal work meetings and general e-mail traffic.

The process of financial information is based on retroplanning made on a quarterly, half-yearly and annual basis. The internal accounting team in Belgium and the external office in France and in The Netherlands provide the accounting figures. These figures are consolidated and verified by the controlling team, which reports to the CFO.

4.10.2.5 Supervision and assessment of internal auditing

The quality of internal auditing is assessed during the course of the financial year by:

- the audit committee;
- the Auditors as part of their half-yearly and annual audit of the financial figures.

4.10.3 Board of Directors and committees

4.10.3.1 General

Montea has the legal form of a partnership limited by shares and gained accreditation from the FMSA as a sicafi on 26 September 2006. This accreditation came into effect on 1 October 2006.

In accordance with the Company Code and its articles of association, Montea is managed by a statutory Business Manager/Partner, Montea Management NV (“Montea Management” or the “Business Manager”), a partnership that is jointly and severally liable, without limitation, for all commitments made by Montea and which itself is represented by its permanent representative, Jo De Wolf.

Montea Management is operated by a Board of Directors that is composed in such a way that Montea can be run autonomously and in the sole interests of its shareholders. The Board includes at least three independent directors in the sense of article 526ter of the Companies’ Code and in compliance with the terms of the ICB-Law and the RD on Sicafi.

The structure of the partnership limited by shares is totally transparent. This means that all of the rules of the RD on sicafi apply to its management body, the statutory Business Manager, Montea Management, and the directors of Montea Management.

In this regard, Montea has expanded the principles in the area of corporate governance to the directors of the statutory Business Manager, Montea Management.

Montea’s corporate governance structure, in accordance with the Belgian Corporate Governance Code 2009, can be shown diagrammatically as follows:

- the management bodies, on two levels:
  - the statutory Business Manager, Montea Management NV, represented by its permanent representative, Mr Jo De Wolf;
  - the board of directors and the individuals to whom the day-to-day management of Montea Management NV is entrusted;
- the supervisory bodies:
  - internal: supervision over day-to-day management by effective managers;
  - external: the auditors and the FSMA.

The Manager represents the company in any legal or extrajudicial steps. Pursuant to Article 9, § 2, of the RD on sicafi, the company is represented, for any action regarding access to its property within the meaning of Article 2.20° of the aforementioned RD Sicafi, by the statutory Manager, who is represented by the permanent representative of the Manager, Mr Jo De Wolf and at least one Director of the manager.

The individuals who form part of the company's Board and senior management have their business address at Montea's registered offices (solely for matters relating to Montea).

4.10.3.2 Board of Directors

A. Composition Board of Directors

(i) Appointment

The members of the Board are appointed by the General Meeting of Montea Management NV by a general majority from a list of candidates presented by the Board of Directors on the advice of the Renumeration and Nomination Committee. With the exception of one share held by Jo De Wolf, the General Meeting of the Manager is solely composed of the five children of the late Mr Pierre De Pauw, who each hold 20% of the shares.

The directors are in principle appointed to a maximum period of four years, however, in deviation from provision 4.6 of the Belgian Corporate Governance Code 2009, this limit may be waived to be able to ensure a secure rotation within the Board.

Montea shall inform the FSMA in advance of the nomination for appointment or renewal of appointment, of non-renewal of appointment or of the dismissal of directors pursuant to Article 38, §3 of the ICB-Law.

The nomination process is led by the Chairman of the Board of Directors. Candidate directors or candidates for renomination as directors are nominated by the Board of Directors to the shareholders of the Manager for approval by the Renumeration and Nomination Committee.

Before any new appointment, an evaluation is made of the skills, knowledge and experience already present on the Board and for which there remains a need. This ensures the necessary diversity and complementarity of the diverse backgrounds and skills of the directors. A profile of the required role is detailed.

Non-executive directors are made aware of the extent of their duties at the time of their candidacy nomination.

(ii) Qualification requirements

The members of the Board of Directors are evaluated on the basis of the following criteria:

- knowledge of the sector of semi-industrial real estate, of the transport and logistics sector in Belgium and in Europe;
- knowledge of the operation of seaports and of the contacts with their operators;
- knowledge of the construction industry and of the market for logistics and semi-industrial property in the Benelux and France;
- knowledge of the logistical property flows;
- knowledge in the field of real estate development projects;
- experience in leading a Board of Directors or in participating in such a board, of a listed (real estate) business;
- financial knowledge and knowledge of corporate finance in the context of complex real estate transactions.
- knowledge of accountancy codes including the IFRS rules.

Non-executive directors may not hold more than five (5) directorships in listed companies simultaneously. Any changes to their other commitments outside Montea are to be reported to the Chairman and the Renumeration and Nomination Committee in a timely manner.

Pursuant to article 9, §1 of the RD on sicafi, at least three directors must be independent, in the sense of article 526ter of the Company Code. Pursuant to Article 526 of the Company Code, the following independent directors meet the independence criteria of the aforementioned Article 526:

- Gerard Van Acker BVBA, with its permanent representative Gerard Van Acker[86];
- EMOR BVBA, with its permanent representative Francis Rome;
- Ciska Servais BVBA, with its permanent representative Ciska Servais;
- Insumat NV, with its permanent representative Sophie Maes.

[86] From his re-appointment at the General Meeting of Montea Management NV on May 20, 2014, he will no longer qualify as independent in the technical meaning of Article 526 of the Belgian Company Code. He remains as appropriate non-executive director.

(iii) Composition

The Board of Directors consists of ten members[87]:

Name	Acting as/Function	Start date mandate	End date mandate
Gerard Van Acker BVBA, represented by Gerard Van Acker	Independant director, Chairman of the Board of Directors	01/10/2006	20/05/2014
Jo De Wolf BVBA, represented by Jo De Wolf	Managing director, Chief Executive Officer (CEO).	30/09/2010	17/05/2016
DDP Management BVBA, represented by Dirk De Pauw	Executive director, chairman of the investment committee and responsible for business development in France	01/10/2006	19/05/2015
PSN Management BVBA, represented by Peter Snoeck	Executive director, Chief Operating Officer (COO)	01/10/2006	19/05/2015
André Bosmans Mgt BVBA, represented by André Bosmans	Non-executive director	01/10/2006	19/05/2015
Federale Verzekering, represented by Jean-Marc Mayeur	Non-executive director	15/05/2012	19/05/2015
Belfius Insurance Belgium NV (before Dexia Insurance Belgium NV), represented by Dirk Vanderschrick	Non-executive director	15/05/2012	19/05/2015
EMOR BVBA, represented by Francis Rome	Independant director	21/05/2013	17/05/2016
Ciska Servais BVBA, represented by Ciska Servais	Independant director	21/05/2013	17/05/2016
Insumat NV, represented by Sophie Maes	Independant director	03/10/2013	17/05/2016

Based on the advice of the remuneration and appointments committee, the Board of directors has verified that the independent directors meet the independence criteria of article 526ter of the Company Code.

As from the 21st May 2013, the mandates of the following directors are terminated:

- Eddy Hartung;
- Philip Van gestel, represented by Phlip Van gestel;
- First Stage Management NV, represented by Hugo Van Hoof;

At the general meeting of 21 May 2013, the resignation as director of Montea Management NV of Stratefin Management BVBA, represented by Mr. Christian Terlinden was accepted.

Two new independent directors were appointed at the general meeting of shareholders, held on 21st May 2013:

- EMOR BVBA, represented by Francis Rome;
- Ciska Servais BVBA, represented by Ciska Servais.

[87] The smooth and efficient functioning of the Board of Directors is not impeded by its relatively comprehensive composition.

On 3 October 2013, the shareholders in Montea Management NV appointed Insumat NV, represented by Sophie Maes, as independent director.

The Board of Directors currently has two female members. The Board of Directors is aware that by 1st March 2017, at least 1/3 of directors' mandates must be held by persons of the other gender. In view of the fact that at the time the mandate of directors will expire, the Board of Directors will undertake the necessary action to have these mandates filled by persons of the other gender. In this context two expired mandates (2013) were replaced by two female members.

The mandate of BVBA Gerard Van Acker comes to an end at the General Meeting of 20/05/2014. The Board of Directors will propose to the general meeting of Montea Management NV to renew his mandate for one year. This is the fourth term of the mandate of BVBA Gerard Van Acker (permanent representative), so he will no longer qualify as an independent director in the technical meaning of Article 526 of the Belgian Companies Code. As of 20/05/2014 he will continue his duties as non-executive director.

(iv) Curricula

Following is the brief curriculum of each of the directors or, in case of the companies being directors, of their permanent representatives, with report of the other mandates they have fulfilled in the course of the past five years as members of the administrative, management or supervisory bodies in other companies (with the exception of the subsidiaries of the Company).

Van Acker Gerard BVBA, represented by Gerard Van Acker
Chairman of the Board and Independent Director
Start of mandate: 1/10/2006 – Prolongation of mandate: 17/05/2011 till May 2014

Gerard Van Acker, born in 1943, studied law and political and administrative science at the Vrije Universiteit Brussel.

a. The mandates that have lapsed in the past five years:
   L&C NV, Cerestre, Accent Jobs for People nv, Trust Capital nv and Elsyca nv.
b. The current mandates:
   He is administrator of the companies ABO Holding NV, Capricorn Venture Partners, Qbic nv, ICAB nv and Chairman of the Board of Directors of Capital E, Capital E II and BI3 Fund. He is also administrator of the company Imec vzw. In some of these companies and non-profit associations he is also chairman or member of the Audit Committee and/or of the remuneration and nomination committee. He is also chairman of Plan Belgium. As of 5 November 2008, with Mr Gerard Van Acker as permanent representative, in accordance with Article 39 of the UCI-Law.

Jo De Wolf BVBA, represented by Jo De Wolf
Managing Director and CEO
Start of mandate: 30/09/2010 - End of mandate: May 2016[88]

Jo De Wolf, born in 1974, holds a Master's degree in Applied Economics from KU Leuven, an MBA from the Vlerick Leuven Ghent Management School and pursued the Master's Real Estate programme at the KU Leuven.

88 In previous annual reports, the end date of the mandate of Jo De Wolf BVBA was incorrectly stated.

a. The mandates that have lapsed in the past five years:
In 2006 (until October 2010), he headed the real estate division of The Brussels Airport Company, where he was responsible for the redevelopment strategy and the expansion of the Brucargo logistics area at Brussels Airport.
b. The current mandates:
As of 19 October 2010, Jo De Wolf BVBA, represented by Mr Jo De Wolf, was appointed as effective leader of Montea Comm. VA, in accordance with Article 38 of the Act of 20 July 2004 (at present Article 39 of the UCI-Law). Since May 2011: Director of BVS-UPSI (Professional Association of the Property Sector). Jo De Wolf BVBA, represented by Mr Jo De Wolf, is appointed as effective leader of Montea Comm. VA, in accordance with Article 39 of UCI-Law.

PSN Management BVBA, represented by Peter Snoeck
Representative of the Family De Pauw - Director and COO
Start of mandate: 1/10/2006 - End of mandate: 15/05/2012 – Prolongation till May 2015

Peter Snoeck, born in 1957, received his diploma in industrial engineering in electromechanics in Ghent. He then studied business management at the KUL (Katholieke Universiteit Leuven) and pursued training to become a realtor.

a. The mandates that have lapsed in the past five years: none
b. The current mandates:
Since 2006, Peter Snoeck has been executive director of the Manager of Montea. He holds the position of COO and represents the Pierre De Pauw family on the Board of Directors.

DDP Management BVBA, represented by Dirk De Pauw
Representative of the family De Pauw - Director and Chairman of the Investment Committee
Start of mandate: 1/10/2006 - End of mandate: 15/05/2012 – Prolongation till May 2015

Dirk De Pauw, born in 1956, is one of the founding shareholders of Montea. He received his diploma in accounting and business management from the INHUS in Ghent, followed by additional training at the Vlerick Leuven Gent Management School.

a. The mandates that have lapsed in the past five years: none
b. The current mandates:
Since 1982 he has been managing director of the NV CLIPS in Asse. Dirk De Pauw is Director of the sicafi manager and Chairman of the sicafi's Investment Committee; he represents the Pierre De Pauw family on the Board of Directors.

André Bosmans Management BVBA, represented by André Bosmans
Representative of Banimmo - Director
Start of mandate: 1/10/2006 – End of mandate: 15/05/2012 – Prolongation till May 2015

André Bosmans, born in 1954, earned a law degree (State University of Ghent - RUG) and earned a diploma in 1978 as notary public at the RUG.

a. The mandates that have lapsed in the past five years:
   - Gérardchamps Invest NV: director till 2008
   - Gordinco BV: director till 2008
   - Picardie Invest NV: director till 2009
   - H4 Invest NV: director till 2009PPF Brittany GP Sàrl: Manager till 2010

b. The current mandates:
Since 1996, he has been Secretary-General and member of the management committee of Banimmo. In 2007 he became memer of the management committee of Banimmo and in 2011 he became administrator of Banimmo. Since August 2006, he has, through his management company, been director of various companies (Banimmo, NV Conferinvest, Comulex, Immo Property Services – IPS and Lex 84, Luso Invest). He is also director on his own behalf of the NV Grondbank The Loop, Cardev NV and Schoonmeers Bugten NV and manager of CVBA P.D.S.M. Finally, he is an independent director of NV VEDIS on his own behalf and of the NV International Commerce and Trading, through its management company. He is a member of the executive committee of Belgian Land NV.

Federale Verzekering NV, its permanent representative Mr Jean-Marc Mayeur
Director
Start of mandate: 15/05/2012 – End of mandate: May 2015

Jean-Marc Mayeur, born in 1970, has a degree in Commercial Engineering (Solvay Business School – ULB).

a. The mandates that have lapsed in the past five years: none
b. De current mandates:
Federale Management since 2012, Federale Invest since 2013, K building (Subsidiary of de Federale Verzekering investing in student housing) since 2012, Senior Housing Invest (Subsidiary of de Federale Verzekering investing in nursing homes) since 2012; Milsenhof NV since 201 , De Muze NV since 2013. Since May 2012 he has represented Federale Verzekering as Chief Investment Officer as a director of Montea.

Belfius Insurance Belgium NV (before Dexia Insurance Belgium NV), its permanent representative Mr Dirk Vanderschrick
Director
Start of mandate: 15/05/2012 – End of mandate: May 2015

Dirk Vanderschrick, born in 1965, is a graduate in Commercial and Financial Sciences and a Master of Business Administration from K.U. Leuven.

a. Mandates that have expired in the past five years:
AAMC, Livingstone Building, Realex, Corona, DIB Invest, DELP Invest, DIS Finance SA, Dexia Re, Eurco RE, Eurco Ltd, IWI (International Wealth Insurer), Belfius Ireland, Quest for Growth, Capricorn Health-tech Fund, Auxipar, Promotion Leopold.
b. Current mandates:
Belfius Bank, Belfius Insurance, ABB/BVB, Febelfin.
Since May 2012 he has represented Belfius Insurance Belgium NV as a director of Montea.

EMOR BVBA, wit hits permanent representative, Mr Francis Rome
Independant director
Start of mandate: 21/05/2013 – End of mandate: May 2016

Francis Rome, born in 1948, has a degree in Applied and Economic Sciences and an M.A. and Doctorate in International Relations.

a. Mandates expiring in the past five years: none
b. Current mandates:
Eurobrokers N.V. (transport and distribution), Inno.com CVBA (I.T. consultancy), Logit Systems AS (I.T. Norway mandate till February 2013) and Logit Systems BVBA (I.T. solutions).

Francis Rome is a professor at the University of Antwerp, Director of the Flemish Institute for Logistics and chairman of the Flemish Port Commission.

Ciska Servais BVBA, with its permant representative, Ms Ciska Servais
Independent director
Start of mandate: 21/05/2013 – End of mandate: May 2016

Ciska Servais, born in 1965, has a degree in Law, a Master's in International Legal Cooperation and a special diploma in Environmental Sciences.

a. Mandates expiring in the past five years:
   Nautinvest Vlaanderen (PMV NV)
b. Current mandates:
   CFE NV (construction company) and Astrea BV CVBA (law practice).

Insumat NV, with its permant representative, Ms Sophie Maes
Independent director
Start of mandate: 03/10/2013 - End of mandate: May 2016

Sophie Maes, born in 1957, has a degree in Commercial and Financial Sciences.

a. Mandates in her own name (+ as permanent representative of Bevalex NV) expiring in the past five years:
   Director of Saturno NV and Romano NV as permanent representative for Bevalex NV and Bevalex NV, VOKA-Kamer van Koophandel Oost-Vlaanderen VZW, Messiaen NV, Espace Belliard NV, Alides NV, Fonsny NV, R. Maes NV, Alides Projects NV, Krekelendries NV, Immo Spa NV, Investate NV as permanent representative for Bevalex NV, Aedifica as permanent representative for Bevalex NV
b. Mandates of the company Insumat expiring in the past five years: none
c. Current mandates in its own name:
   Director of Ghent Industrial Investment NV, Aalterpaint NV, ACS Technics NV, Investissement Leopold NV, Profin BVBA, Algemene Bouw Maes NV, MAPP SCI, Imco SCI, VOKA Vlaams Economisch Verbond VZW, Insumat NV, Buidling Hotel Maes NV, BVS- UPSI (chairman for Flanders), BNP Paribas Fortis Bank (Management Board), Vlaams Overleg voor Ruimtelijke Ordening en Huisvesting VZW
d. Current mandates of the company Insumat:
   Director of Aedifica, Alides Projects NV, Orelio NV, Building Hotel Maes NV, Investera NV, Investpool NV, ACS Technics NV, Alides NV, Espace Belliard NV, Fonsny NV, Gindac NV, Immo Spa NV, Krekelendries NV, R. Maes NV, Paestum NV.

The company confirms that the non-executive directors mentioned above (see table p. 42) meet the terms of item 4.5 of the Belgian Corporate Governance Code 2009 (see (iii) Composition), which states that non-executive directors may not have mandates in more than five listed companies.

B. Duties of the Board of Directors

Montea Management NV acts, in carrying out its duties in the capacity of Manager, in the exclusive interest of the shareholders of Montea. The Board of Directors of Montea Management NV has the following specific duties in this context:

- defining the strategy of Montea, its risk profile and in particular defining the sectors and the geographical area in line with the relevant legal requirements;
- approval of investment decisions in line with relevant legal requirements;
- monitoring and approval of periodic financial information;
- oversight of the executive management, particularly in light of strategy monitoring;
- approval of public information;
- proposal of profit distribution;
- other duties expressly assigned by the Belgian Company Code to the statutory manager (strategy and budget, annual, quarterly and half-yearly accounts, use of the authorized capital, approval of the merger/break-up reports, convening of the Ordinary and Extraordinary General Meetings, organising the decision-making bodies and appointing their members).

C. Activity Report of the Board of Directors

The Board of Directors met on six occasions in 2013. Because EMOR BVBA and Ciska Servais BVBA were only represented in board meetings after their appointment at the general meeting of shareholders in May 2013. Insumat NV was only represented in Board meetings after his appointment at October 3th 2013. The Directors attended meetings as shown in the table below:

Name	Function	Director,	End date of mandate	Attendance list in 2013
Van Acker Gerard SPRL, represented by Gerard Van Acker	Chairman	Independant Director	May 2014	6/6
First stage management SA, represented by par Hugo Van Hoof	Vice-president	Independant Director	May 2013	3/3
Jo De Wolf SPRL, represented by Jo De Wolf	Managing Director and CEO	Managing Director	May 2016	6/6
André Bosmans Management SPRL, represented by André Bosmans	Director	Banimmo	May 2015	6/6
Stratefin Management SPRL, represented by Christian Terlinden	Director	Banimmo	May 2013	2/2
DDP Management SPRL, represented by Dirk De Pauw	Director	Family De Pauw	May 2015	6/6
PSN Management SPRL, represented by Peter Snoeck	Director and COO	Family De Pauw	May 2015	5/6
Eddy Hartung	Independant Director	Independant Director	May 2013	3/3
Philip Van gestel SPRL, represented by Philip Van gestel	Independant Director	Independant Director	May 2013	3/3
Jean-Marc Mayeur	Director	Federale Verzekering	May 2015	6/6
Dirk Vanderschrick	Director	Belfius Insurance Belgium	May 2015	4/6
Emor SPRL, respresented by Francis Rome	Independant Director	Independant Director	May 2016	3/3
Ciska Servais SPRL, respresented by Ciska Servais	Vice-president	Independant Director	May 2016	3/3
Insumat SA, respresented by door Sophie Maes	Independant Director	Independant Director	May 2016	3/3

The issues addressed at the Board of Directors' meetings include the following issues:

- examination and discussions about the reports from the remuneration and appointments committee;
- examination and discussions about the reports from the audit committee;
- examination and discussions about the reports from the investment committee;
- deliberation and decisions regarding investments and divestments based on advice from the investment committee;
- deliberation and decisions regarding the quarterly, six-monthly and annual consolidated and statutory financial statements and press releases;
- discussion and approval of the annual budget;
- evaluation and follow-up of the strategy set;
- use of authorized capital at 20th June 2013 and 19th December 2013.

D. Operation of the Board of Directors

In order to optimise the operation of the Board of Directors, it has established two advisory committees within itself and answerable to it:

- the Audit Committee
- the Remuneration Committee, which also functions as a Nomination Committee given the limited size of the Company.

The Board of Directors assesses the effectiveness of its committees.

After each committee meeting the Board of Directors receives a report on that committee's findings and recommendations. In between meetings, ad hoc information is sent to the directors and any director may demand any information at first request at any time through the Chairman of the Board of Directors.

Individual directors and the committees may at any time, through the Chairman of the Board of Directors, request the Board of Directors to call upon external experts (legal advisors, tax advisors etc., in accordance with Article 4.11 of the Belgian Corporate Governance code 2009) under the aegis of the company. These external experts may be appointed in the light of new purchases, divestments and new regulations on environmental and legal matters. The Board of Directors is obliged to examine such questions from a director or committee if they are approved by a majority of the directors.

The Board of Directors is advised on investment projects by an investment committee, of which the composition is determined by the Board.

Given the size of the company, its activities and the efficiency of its decision-making process, there is no need to formally designate a secretary.

E. Chairman of the Board of Directors

The Chairman of the Board is chosen by the Board of Directors from amongst its members. The Chairman is appointed on the basis of his knowledge, skills, experience and mediation abilities.

The post of Chairman may not be combined with that of CEO.

The Chairman has the special duty to:

- promote the leadership and proper functioning of the Board of Directors;
- act as intermediary between the Board and the CEO;
- ensure that the directors and its committees have accurate, timely and clear information for the meetings and if necessary, between the meetings. In this context, the agenda of the Board and its committees is set at the beginning of each calendar year;
- to chair, lead and ensure the smooth running of the shareholders' meetings.

F. Professional development of directors

Professional development of directors is guaranteed by:

- on the one hand, the personal development of each director in their own field of expertise by attending various seminars and the change in the property market;
- and on the other, by the organisation of various in-house trainings and seminars.

This year there have been informal training sessions about good governance and e-commerce.

G. Evaluation of directors

The evaluation of the directors is done at different levels:

- the Board performs an annual evaluation of its size, composition, functioning and performance, as well as that of the committees and the interaction with executive management;
- the directors evaluate each other on a permanent basis and may put problems or comments about the contribution of a director on the agenda for the Board or may discuss this with the Chairman. The Chairman can then, at his discretion, take the necessary steps.

The board of directors is assisted in this by the remuneration and nomination committee, as well as by any external experts, as required.

The contribution of each director is assessed on a periodic basis so that in the event of changing circumstances, the composition of the board of directors can be modified. In the event of a re-appointment, an assessment is conducted of the director's contribution based on a previously defined and transparent procedure.

The board of directors ensures that directors can be monitored. It also sees to it that all appointments and re-appointments of both executive and non-executive directors allow for an even balance of qualifications and experience within the board of directors to be maintained.

4.10.3.3 Audit committee

A. Composition of the audit committee

(i) Set-up

The audit committee was established under Article 526bis of the Belgian Company Code put into effect on 1 January 2009 and assists the Board of Directors in fulfilling its oversight role on the internal and external audit in the broad sense of the term.

(ii) Composition

The audit committee consists of 3 independent directors:

- Ciska Servais SPRL, represented by ciska Servais, chairman of the audit committee, independent director;
- Van Acker Gerard BVBA, represented by Gerard Van Acker, independent director;
- Mr Dirk Vanderschrick, non-executive director.

The mandates of First Stage Management NV, represented by Hugo Van Hoof, former president, and of Mr. Eddy Hartung are terminated in May 2013.

According to Article 526*bis* of the Belgian Company Code, at least one member of the Audit Committee must have the necessary expertise in the field of accountancy and auditing. We refer to the wide experience and expertise of the total committee.

Mr. Gerard Van Acker has among others the relevant experience:

- with the establishment of the Accounting Standards Commission, member for several years and thereafter honorary member;
- (former) chairman or member of several audit committees in listed and unlisted companies, as well as non-profit organizations.

Mr. Dirk Vanderschrick has among others the relevant experience:

- responsible for retail and commercial banking at Belfius Bank.

Mrs Ciska Servais has among others the relevant experience:

- member of the audit committee of CFE NV.

When the audit committee deliberates on the annual financial audit, an external financial adviser and/or Auditor can also be invited to attend the meeting, if so desired.

B. Duties of audit committee

The audit committee is charged with the legal duties in accordance with Article 526*bis* of the Belgian Company Code. The duties of the audit committee include:

- assisting the Board of Directors in its supervisory responsibilities, particularly with regard to providing information to shareholders and third parties;
- monitoring of the financial reporting process, particularly of the quarterly, half-yearly and annual results and annual statutory accounts;
- monitoring of the legal control of the annual statutory accounts and the consolidated financial statements;
- monitoring the effectiveness of the systems for internal control and risk management of the company;
- monitoring the internal audit and its effectiveness;
- assessing and monitoring the independence of the auditor, and approving the remuneration of this auditor, with particular reference to the provision of additional services to the sicafi;
- analysing the observations made by the auditor, and, where necessary, making recommendations to the Board of Directors;
- ensuring that all legislation relating to any conflict of interest is strictly applied.

In addition, the recommendation to appoint (or renew an appointment) of the Auditor made by the Board at the General Meeting can only be made upon proposal by the Audit Committee.

The Audit Committee regularly reports to the Board on the performance of its duties, and at least when the Board drafts the annual account and the consolidated annual account, and, as the case may be, the shortened financial summary intended for publication.

C. Audit Committee activity report

In 2013 the audit committee was convened five times. The members' attendance was as shown in the table below:

Name	Function	Attendance list in 2013
First Stage Management SA, represented by Hugo Van Hoof	Director and Chairman	3/3
Van Acker Gerard SPRL, represented by Gerard Van Acker	Independant Director	5/5
Ciska Servais SPRL, represented by Ciska Servais	Independant Director	2/2
Dirk Vanderschrick	Director	4/5
Eddy Hartung	Director	3/3

At these meetings the issues dealt with included the following:

- discussing the quarterly, half-yearly and annual consolidated and statutory accounts statements;
- discussing and evaluating the internal audit systems: (i) follow-up of financial solvency of clients, (ii) follow-up and analysis of current legal matters, (iii) follow-up and analysis of liquidity needs;
- discussing the annual financial figures audited by the auditor-revisor;
- reporting to the full Board of Directors regarding the main conclusions of the Audit Committee.

At two meetings, previous points were also discussed with the auditor. At all meetings, previous points were also discussed with the CEO and the CFO.

D. Evaluation of the audit committee

The most important criteria for evaluating the audit committee and its members are:

- experience in the field of accounting and auditing;
- experience in sitting on other audit committees;
- experience in the analysis, control and monitoring of financial, legal and business risks.

The evaluation of the members and operation of the audit committee is done on a permanent basis (i) both by itself and colleagues and (ii) by the full Board of Directors. If someone has questions regarding the contribution of a fellow colleague/member, he can discuss this with the chairman. The chairman can then, at his discretion, take the necessary steps.

4.10.3.4 Remuneration and Nomination Committee

A. Composition of Remuneration and Nomination Committee

(i) Set-up

The Board of Directors has established an internal Remuneration Committee in accordance with Article 526quater of the Belgian Company Code. The Remuneration Committee also functions as a Nomination Committee. given the limited size of the sicafi.

(ii) Composition

The Remuneration and Nomination Committee consists of the following members:

- Van Acker Gerard BVBA, represented by Gerard Van Acker, chairman of the committee, independent director;
- André Bosmans Management BVBA, represented by André Bosmans, non-executive director;
- Ciska Servais BVBA, represented by Ciska Servais, independent director.

The mandates of Stratefin Management BVBA, represented by Christian Terlinden and of Mr. Eddy Hartung are terminated in May 2013.

This composition ensures that the committee has the necessary expertise in the area of remuneration policy on account of their far-ranging professional experience. Reference can be made in the matter to the broad experience and expertise of Van Acker Gerard BVBA, represented by Gerard Van Acker and Ciska Servais BVBA, represented by Ciska Servais.

Mr Van Acker has the following relevant experience:

- former chairman of the remuneration and nomination committee for the BESIX group (2003-2005);
- current member of the remuneration and nomination committee for IMEC vzw and Capricorn Venture Partners.

Mrs Ciska Servais has among others the relevant experience:

- member of the remuneration committee of CFE NV.

B. Duties of the Remuneration and Nomination Committee

The Remuneration and Nomination Committee performs the following activities on its behalf:

- make proposals to the Board on the remuneration policy for directors and members of executive management and, where applicable, on the resulting proposals that should be submitted to the shareholders by the Board of Directors;
- make proposals to the Board on the individual remuneration of directors and members of executive management, including variable remuneration and long-term performance bonuses, whether or not linked to shares in the form of stock options or other financial instruments, and of severance pay, and where appropriate, the resulting proposals that should be submitted to the shareholders by the Board of Directors;
- preparing the remuneration report that will be added by the Board of Directors in the corporate governance statement in the annual report;
- the explanation of the remuneration report at the Annual General Meeting of shareholders

C. Activity report of the Remuneration and Nomination Committee

The Remuneration and Nomination Committee met four times in 2013: The members' attendance was as shown in the table below:

Name	Function	Attendance list in 2013
Van Acker Gerard SPRL, represented by Gerard Van Acker	Independant Director	4/4
Stratefin Management SPRL, represented byChristian Terlinden	Director	1/1
Eddy Hartung	Independant Director	1/1
André Bosmans Management SPRL, represented by André Bosmans	Director	3/3
Ciska Servais SPRL, represented by Ciska Servais	Independant Director	3/3

At these meetings the following issues were discussed:

- evaluation of the management for 2013 and discussion of the goals for 2014;
- discussion and evaluation of the overall staff policy;
- discussion and approval of stock option plan (see 4.10.7. D);
- discussion and preparation of the remuneration report 2013.

The CEO attends the meetings of the Remuneration and Nomination Committee whenever it discusses the goals of the committee and the remuneration of the executive management and its staff.

D. Evaluation of the Remuneration and Nomination Committee

The functioning of the Remuneration and Nomination Committee is evaluated by means of the following criteria:

- experience in the field of personnel management, remuneration policy and remuneration systems;
- experience in sitting on other remuneration committees.

The evaluation of the members and operation of the Remuneration and Nomination Committee is done on a permanent basis (i) both by itself and colleagues and (ii) by the full Board of Directors. If someone has questions regarding the contribution of a fellow colleague/member, he can discuss this with the chairman. The chairman can then, at his discretion, take the necessary steps.

4.10.3.5 Investment Committee

A. Composition of the investment committee

(i) Set-up

The Board of Directors has established an Investment Committee with an eye towards obtaining professional advice on investment projects. In 2013, a specific investment committee was set up for France.

(ii) Composition

The Investment Committee Belgium – The Netherlands consists of the following parties:

- DDP Management BVBA, represented by Mr Dirk De Pauw, Chairman of the Investment Committee, Director and responsible for business development in France;
- Jo De Wolf BVBA, represented by Mr Jo De Wolf, Managing Director and Chief Executive Officer (CEO);
- PSN Management BVBA, represented by Mr Peter Snoeck, Director and Chief Operating Officer (COO);
- Peter Verlinde (CFO);
- PDM cv, represented by Peter Demuynck (Chief Commercial Officer) (CCO);
- GCA Consult BVBA, represented by Mrs Griet Cappelle, Chief Development Officer (CDO).
- EMOR BVBA, represented by Francis Rome;
- Insumat NV, represented by Sophie Maes.

Because the mandate of First Stage Management NV, represented by Hugo Van Hoof, as an independent director of Montea Management NV, ended in May 2013, he is no longer a member of the investment committee Benelux. Because of the departure of Amaury de Crombrugghe BVBA, represented by Amaury de Crombrugghe at Banimmo, he is no longer a member of the investment committee Belgium – the Netherlands. As a result of the appointment of Emor BVBA, represented by Francis Rome and Insumat NV, represented by Sophie Maes, as director of Montea Management NV, they became also member of the Investment Committee Benelux.

The Investment Committee France consists of the following parties:

- DDP Management BVBA, represented by Mr Dirk De Pauw, Chairman of the Investment Committee, Director and responsible for business development in France;
- Jo De Wolf BVBA, represented by Mr Jo De Wolf, Managing Director and Chief Executive Officer (CEO);
- Peter Verlinde (CFO);
- Jean de Beaufort (General Manager of the subsidiary in France);
- Laurent Horbette

B. Duties of the Investment Committee

The investment committee is responsible for the preparation of investment and divestment files for the Board of Directors. The investment committee also follows the negotiations with the various counterparties of Montea Comm. VA. These negotiations are mainly related to the acquisition (in any form) and the divestment of property, the conclusion of major lease agreements and/or acquisitions of property companies.

C. Investment Committee activity report

In 2013, the Investment Committee Benelux met eight times. The members' attendance was as shown in the table below:

Name	Function	Attendance list in 2013
DDP Management BVBA, representedy by Dirk De Pauw	Chairman	8/8
First Stage Management NV,represented by Hugo Van Hoof	Member	3/3
Jo De Wolf BVBA, represented by Jo De Wolf	Member	2/2
PSN Management BVBA,represented by Peter Snoeck	Member	8/8
Peter Verlinde	Member	8/8
PDM cv, represented by Peter Demuynck	Member	8/8
GCA Consult BVBA, represented by Griet Cappelle	Member	8/8
Emor BVBA, represented by Francis Rome	Member	4/4
Insumat NV, represented by Sophie Maes	Member	2/2

In 2013, the Investment Committee France met seven times. The members' attendance was as shown in the table below:

Name	Function	Attendance list in 2013
DDP Management BVBA, representedy by Dirk De Pauw	Chairman	7/7
Jo De Wolf BVBA, represented by Jo De Wolf	Member	7/7
Peter Verlinde	Member	7/7
Jean de Beaufort	Member	7/7
Laurent Horbette	Member	3/3

4.10.4 Executive management and daily management

A. Composition of the executive management and daily management

(i) Set-up

The Board of Directors has entrusted the executive and daily management of Montea to the executive management.

On 31 December 2013, the executive management consisted of[89]:

(i) Jo De Wolf BVBA, represented by Mr Jo De Wolf, in the position of CEO;
(ii) PSN Management BVBA, represented by Mr Peter Snoeck, in the position of COO;
(iii) Peter Verlinde, in the position of CFO;
(iv) PDM cv, represented by Mr Peter Demuynck, in the position of CCO;
(v) Jean de Beaufort, in the position of Director France;
(vi) GCA Consult BVBA, represented by Mrs Griet Cappelle, in the position of CDO.

Jo De Wolf BVBA, represented by Mr Jo De Wolf and PSN Management BVBA, represented by Mr Peter Snoeck, both qualify as effective leaders in accordance with Article 39, §1 of the UCI-Law.

[89] Mr Peter Verlinde, PDM cv, represented by Mr Peter Demuynck, Mr Jean de Beaufort and GCA Consult BVBA represented by Griet Cappelle, have no decision-making powers.

B. Duties of the executive management

The executive management is responsible for the following:

- preparation of decisions that must be taken by the Board in order to fulfil its obligations and the timely delivery of the information pertaining thereto;
- implementation of the decisions of the Board of Directors;
- establishment of internal controls, subject to the supervisory role of the Board, based on that which is approved by the Board;
- proposing complete, timely, reliable and accurate preparation of the annual financial statements to the Board;
- preparation of the publication of the annual financial statements and other material financial and non-financial information;
- proposing a balanced and comprehensible assessment of the financial situation to the Board;
- accountability to the Board regarding the performance of its duties.

The executive management is specifically responsible for property management, the financing policy, the overall management of staff and staff policy, preparation of all legally required information, financial and otherwise, and reporting and providing all required information to the public or public authorities.

C. Functioning of the executive management and daily management

The executive management works closely together and in constant consultation. Important decisions are taken by consensus. When the executive management does not reach an agreement, the decision is left to the Board of Directors.

The executive management meets weekly. The agenda items of these meetings are, inter alia, the operational decisions regarding the daily management, the status of current projects and leases and evaluation of new projects under study.

The executive management regularly reports to the Board on the fulfilment of its mission.

The executive management provides the Board with all relevant business and financial information. These include: key figures, an analytic presentation of the results versus the budget, a summary of the evolution of the property portfolio, the consolidated YTD financial statement and details on the consolidated YTD financial statement.

Proposals for decisions that the Board must take are explained to the Board of Directors by the CEO.

D. Evaluation of the executive management and daily management of the statutory Manager

The executive management is evaluated by the Board of Directors on the basis of performance and objectives.

4.10.5 Remuneration Report

4.10.5.1 The Statutory Manager

A. Remuneration policy

The articles of association of the Manager make provision for remuneration of the contract of Montea Management NV as statutory Manager of the sicafi. This remuneration consists of two parts: a fixed part and a variable part.

The fixed part of the remuneration of the Manager is established every year by the Annual General Meeting of the sicafi. This lump sum cannot be less than EUR 15,000 per year.

The variable statutory portion is equal to 0.25% of the amount equal to the sum of the adjusted results[90] and of the net gains on disposal of property not exempt from the mandatory payment. The Manager is entitled to reimbursement of the actual costs incurred, directly related to his/her mission and of which sufficient proof is provided.

B. Remuneration for the financial year 2013

During the financial year ending on 31 December 2013, the fee of the Statutory Manager was EUR 650,000 VAT excluded (fixed and variable parts). This amount includes the total remuneration charge for the business-owner's Board of Directors, the remuneration of the managing director and the operating costs of Montea Management NV.

The increase in the remuneration of the Manager (EUR 470,640.54 in 2012 to EUR 650,000) was based on an annual evaluation and benchmarking. The Remuneration and Nomination Committee has decided to adjust the attendance fees for all committees and to adapt the compensation for the CEO to market conditions.

4.10.5.2 The Board of Directors and its committees

A. Remuneration policy

The continuity principle is applied for non-executive directors. They are reimbursed in the form of attendance fees per Board of Directors meeting attended and for those of committees within the Board of Directors. Next to the attendance fees, the Chairman of the Board of Directors receives a fixed remuneration.

This disbursement of "attendance fees" does not apply to managing directors, the operational director or the Chairman of the Investment Committee (executive administrators). They are separately compensated for their duties. In accordance with the principles regarding Corporate Governance, the compensation of directors is proportionate to their responsibilities and to the time they devote to their functions.

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[90] The corrected result = Net income + Depreciation + Amortization - Reversal of losses - Reversals transferred and discounted rent +/- Other non-monetary items +/- Result of sold property +/- Variations in the fair value of property. The variable remuneration amounts to EUR 21,989 and was calculated on basis of the corrected result.

The amount for the attendance fees for non-executive directors is approved every year through the General Meeting on the proposal of the Board of Directors, prepared by the Remuneration Committee. All members of the Board are also covered by a civil liability insurance for directors, whose total premium of EUR 21,989 for all directors together is borne by Montea Comm. VA.

There are no additional fees (company car, pension, options, mobile phones etc.) paid to the directors. The non-executive directors are not eligible for the award of variable compensation.

B. Remuneration for the financial year 2013

The attendance fee for FY 2013 for the non-executive directors was established at EUR 1,500 per meeting for all directors who actually participate in the Board of Directors.

The Chairman of the Board receives an additional annual fee of EUR 50,000.

Members of the audit committee, remuneration and nomination committee, receive an additional attendance fee for each committee meeting actually attended. The attendance fees for FY 2013 were set at: EUR 2,000 per meeting for the chairman of the audit committee and EUR 1,000 per meeting for the chairman of the remuneration and nomination committee and all members of the audit committee and of the remuneration and nomination Committee.

On the basis of an annual evaluation and benchmarking, the remuneration and nomination committee decided to adapt the amount of attendance fees for all committees at market conditions, and to limit the number of sessions compared to previous years.

For directors, this means that for FY 2013, they received the following compensation:

Name	Function	Director, representative of	Board of Directors Annual fixed remuneration	Board of Directors Presence fee	Audit Committee Presence fee	Remuneration Committee Presence fee	Total
Van Acker Gerard SPRL, represented by Gerard Van Acker	Chairman	Independant Director	50.000,00 €	7.500,00 €	3.900,00 €	2.000,00 €	63.400,00 €
First Stage Management SA, represented by Hugo Van Hoof	Vice-President	Independant Director		3.000,00 €	1.500,00 €	0,00 €	4.500,00 €
Jo De Wolf SPRL, represented by Jo De Wolf	Managing Director and CEO	Managing Director					0,00 €
André Bosmans Management SPRL, represented by André Bosmans	Director	Banimmo		7.500,00 €		0,00 €	7.500,00 €
Stratefin Management SPRL, represented by Christian Terlinden	Director	Banimmo		2.000,00 €		1.000,00 €	3.000,00 €
DDP Management SPRL, represented by Dirk De Pauw	Director	Family De Pauw				600,00 €	600,00 €
PSN Management SPRL, represented by Peter Snoeck	Director and COO	Family De Pauw				0,00 €	0,00 €
Eddy Hartung	Independant Director	Independant Director		3.000,00 €	900,00 €	600,00 €	4.500,00 €
Philip Van gestel SPRL, represented by Philip Van gestel	Independant Director	Independant Director		3.000,00 €		0,00 €	3.000,00 €
Ciska Servais BVBA represented by Ciska Servais				4.500,00 €	1.500,00 €	1.000,00 €	7.000,00 €
Jean-Marc Mayeur				7.500,00 €			7.500,00 €
Dirk Vanderschrick				4.000,00 €	1.500,00 €		5.500,00 €
EMOR BVBA, represented by Francis Rome				4.500,00 €			4.500,00 €
Insumat NV, represented by Sophie Maes				3.000,00 €			3.000,00 €
			50.000,00 €	49.500,00 €	9.300,00 €	5.200,00 €	114.000,00 €

C. Remuneration policy for the next two years

The Board of Directors shall benchmark at all times the remuneration of the members of the board of directors and its committees with the market. The remuneration and nomination committee will discuss on an annual basis these remunerations and submit them to the Board of Directors.

For the years 2014 and 2015 no changes have been made to the current remuneration for the members of the board and its committees.

4.10.6 The Investment Committee Benelux and France

A. Remuneration policy

Remuneration policy and remuneration for the financial year 2013

With the exception of the executive management, all members receive an attendance fee of EUR 2,000 per attended meeting.

B. Remuneration for the financial year 2013

The members received the following remuneration for the financial year 2013:

Name	Function	Director, representative of	IC
First Stage Management NV represented by Hugo Van Hoof	Vice-president	Independant Director	4.000,00 €
de Crombrugghe BVBA represented by Amaury de Crombrugghe			2.000,00 €
DDP Management BVBA represented by Dirk De Pauw	Director	Family De Pauw	27.881,00 €
Emor BVBA, represented by Francis Rome			6.000,00 €
Insumat BVBA, represented by Sophie Maes			6.000,00 €
			45.881,00 €

C. Remuneration policy for the next two financial years

The board of directors of the Manager shall evaluate and analyze at all times the remuneration of the investment committee. This will be discussed on an annual basis in the remuneration and nomination committee and submitted to the Board of Directors.

For the years 2014 and 2015, no changes are made to the current remuneration for the members of the board and its committees.

4.10.7 The executive management

A. Remuneration policy

Members of executive management who are also directors receive no remuneration for the performance of their directorship.

The remuneration for people responsible for day-to-day management consists of two parts: a fixed part and a variable part. The amount of these two parts is determined by the Board of Directors, taking into account the responsibilities and the time required for these functions, as well as the industry standard practice. For the CEO the variable part amounts to 25% of the total remuneration. For the members of the executive management the variable part amounts to between 10% and 25% of the total remuneration.

Nor the fixed remuneration, nor the variable remuneration of members of the executive management may be determined based on the executed operations and transactions by Montea or its subsidiaries.

For example, if they are eligible for variable remuneration, the criteria that make up all or part of the variable remuneration that depends on the results must relate exclusively to the consolidated net result, with the exception of any fluctuations in the fair value of the assets and hedging instruments.

Each year, at the proposal of the remuneration and appointments committee, the Board of Directors decides on the variable compensation that members of the executive management are entitled to in relation to their activities for the following financial year. The Board of Directors also defines the amounts of variable compensation, as well as the performance criteria on which this compensation depends. Where appropriate, the terms of articles 520*b*, 520*c* and 525 of the Companies' Code are complied with.

B. Remuneration in the financial year 2013

The variable remuneration of the CEO for the year 2013 was set at the beginning of FY 2013 by the Remuneration Committee, based on the following targets, which proportionally represent a possible variable remuneration:

- external growth of the portfolio as a result of the implementation of the proposed investment plan;
- internal growth of the portfolio as a result of the establishment and implementation of the proposed investment plans on the existing portfolio that improve the quality of the portfolio;
- maintaining the occupancy rate at the level of the previous year;
- the development of "property management" in France;
- further development of investor relations at institutional investors in the Benelux and France in order to support the continue growth in developing relationships with the French banks and growth of shareholders;
- set-up of investment committee in the Benelux and France;
- redefinition of corporate image Montea.

Each year, through an assessment interview with the Chairman of the board of directors, it will be determined whether the proposed objectives have been achieved, either in full or in part. This assessment (and any variable remuneration) will be discussed by the remuneration and nomination committee and then submitted to the next meeting of the board of directors.

The variable remuneration for the FY 2013 of the other members of the executive management was set at the beginning of FY 2013 by the Remuneration Committee based on:

- the investment of EUR 30 million through internal and external growth in the Benelux and France;
- the development of the sustainable development of the existing portfolio;
- the development of partnerships with third parties;
- the implementation of the proposed divestment plan;
- the redevelopment of the site in Forest and Puurs;
- maintain a minimum occupancy ratio of 95% in the Benelux and France;
- further development of investor relations at institutional investors in the Benelux and France in order to support the further growth;
- expansion of shareholders;
- the development of relationships with French banks;
- set-up of investment committee Benelux and France;
- redefinition of corporate image Montea.

Each year, through an assessment interview with the CEO, it will be determined whether the proposed objectives have been achieved, either in full or in part. This assessment (and any variable remuneration) will be presented by the CEO to the remuneration and nomination committee and then submitted to the next meeting of the board of directors.

During the financial year closed at 31 December 2013, the executive management received the following fixed and variable remuneration[91]:

Name	Fixed remuneration	Variable remuneration	Pension compensation	Other remuneration and advanages (*)	Total
BVBA Jo De Wolf	361.420,00 €	116.930,00 €	0,00 €	0,00 €	**478.350,00 €**
Other members of the executive management	798.703,40 €	174.857,60 €	7.693,44 €	16.595,00 €	**997.849,44 €**
	1.160.123,40 €	**291.787,60 €**	**7.693,44 €**	**16.595,00 €**	**1.476.199,44 €**

(*) Other elements contain the benefit of hospitalisation insurance, company car and mobile phone.

The remuneration of the other members of the executive management includes both the amounts invoiced by the management companies (PDM cv, PSN Management BVBA and GCA Consult BVBA) and the full salary costs for Peter Verlinde and Jean de Beaufort.

The contracts of executive management do not provide for any claim back clauses in relation to variable remuneration granted on the basis of incorrect financial data.

C. Remuneration policy for the next two years

The CEO shall make each year an analysis and evaluation based on market terms, for the remuneration of the executive management. The summary of this analysis and evaluation will be discussed in by the CEO together with the Chairman of the Board before it will be discussed in the remuneration committee.

The remuneration committee discusses the analysis and evaluation and makes a proposal for the remuneration of the whole Montea team, including the remuneration of the executive management, for approval in the next Board of Directors .

On the remuneration committee on 27 January 2014, the following objectives for 2014 were discussed for executive management and recorded:

For the CEO:

1. Commercial / Asset Management:
    - improvement of accessibility and service level of Montea for existing clients
    - occupancy rate > 95 %
2. Business development :
    - growth of the portfolio by EUR 80 million in Belgium, the Netherlands and France
    - management of structuring the investments in the Netherlands
3. Financial
    - strengthening of the financial structure in function of the growth in 2014.

[91] The executive management consits of six members (see section 5.10.4).

For the other members of the executive management:

1. Commercial / Asset Management:
   - set-up of investment program
   - preparation of general "Internal regulations" for the tenants / users (eg Lean and Green, sustainability, rights and obligations of landlord and tenant)
   - set-up of a general model for the management of park management and common sites
   - keeping the occupancy rate at > 95%

2. Business development:
   - growth of the portfolio of EUR 60 million in Belgium and the Netherlands
   - growth of the portfolio of EUR 20 million in France
   - further implementation of the divestment program
   - redevelopment of the sites Vorst and Grimbergen
   - elaboration of the Blue Label program.

3. Financial
   - strengthening of the financial structure for growth in 2014
   - further diversification of the debt.

D. Share options and share buy-back programme

A share option plan was approved at the meeting of the board of directors held on 14 November 2011 for all members of executive management, including executive directors. The main features of the share option plan are as follows:

- option plan to run for 10 years (expiry date 31/12/2021);
- allocation of the number of shares based on one-third per year for the first three years;
- retention period of 3 years during which the options cannot be exercised;
- option exercise price of EUR 24.06.

As part of the approved option plan, the Board of Directors decided on 5th November 2012 to allocate a further 1,046 additional options to Jo De Wolf BVBA, represented by Mr Jo De Wolf, on the advice of the remuneration and appointments committee. This option plan is not linked in any way to any targets that any member of executive management may have in exercising their tasks.

The table below provides a summary of the beneficiaries from the option plan, with the number of options allocated, unexercised and unexpired options.

Name	Number of options
Jo De Wolf BVBA, represented by Jo De Wolf	6.446
PSN Management BVBA, represented by Peter Snoeck	3.900
PDM cv, represented by Peter Demuynck	3.900
Peter Verlinde	3.900
DDP Management BVBA, represented by Dirk De Pauw	1.300
Jean de Beaufort	3.900

E. Payments made on departure

The management agreement entered into between the CEO and Montea provides for a one-off equivalent payment of 6 months (fixed and variable part) in the event of the agreement being terminated prematurely.

The management agreements of the other members of executive management provide for the allocation of a one-off equivalent payment of 1 to 12 months in the event of the agreement being terminated prematurely. The statutory terms regarding employment agreements are not departed from in the employment agreements.

The summary below gives an overview of the payments made on departure for members of executive management.

Name	Departure fees
Jo De Wolf BVBA,represented by Jo De Wolf	6 months
PSN Management BVBA, represented by Peter Snoeck	12 months
PDM cv, represented by Peter Demuynck	3 months (*)
Peter Verlinde	(**)
Jean de Beaufort	(**)
GCA Consult BVBA, represented byGriet Cappelle	3 months (*)

(*) this is increased by 1 month for each year of service, with a maximum of 6 months.
(**) payments made on departure are determined in accordance with the statutory terms regarding employment agreements.

4.10.8 Audit - Internal supervision - Supervision of the daily management

The supervision of the executive management, in accordance with the Belgian Corporate Governance Code 2009, is the responsibility of the full Board of Directors of the Statutory Manager. In fulfilling this supervisory remit, the Board of Directors is assisted by two individuals, namely the Chairman of the Board of Directors of the Manager, and André Bosmans BVBA, represend by André Bosmans, who jointly collect the information required by the full Board of Directors for its deliberations and planning issues.

This supervision does not check the content of any acts by the persons responsible for daily management.

4.10.9 Prevention of market abuse

In its Corporate Governance Charter, Montea has special regulations to prevent market abuse.

It was within the framework of these special regulations for the prevention of market abuse that Mr Peter Verlinde (CFO) was appointed Compliance Officer of Montea.

4.10.10 Other persons involved

4.10.10.1 Auditor

The Auditor is appointed by the General Meeting of shareholders, and is chosen from the list of auditors approved by the FSMA. The Auditor is Ernst & Young Bedrijfsrevisoren, with registered office at 1831 Diegem, De Kleetlaan 2, represented by Ms Christel Weymeersch. The auditor was reappointed at the Annual General Meeting of May 21, 2013 for a term of three years until the annual meeting of 2016. This appointment was ratified by the extraordinary general meeting of August 13, 2013.

In accordance with the Belgian Company Code, the Auditor must perform the following duties. These duties are mainly related to the audit of accounting information in the annual financial statements.

1. The Auditor exercises supervision over the financial statements and the consolidated financial statements and makes a detailed written report on these annually.
2. A special report by the auditor is furthermore required in the following cases:
   - for contribution in kind;
   - for quasi-contribution;
   - when issuing shares below the par value of the old shares;
   - in the event of reduction or waiver of the right to a capital increase or the issuance of convertible bonds or warrants;
   - in the event of conflict of interest of a director (no separate report is necessary but the information should be included in the auditor's annual report);
   - in the event of power advantage given to an influential shareholder of a listed company (no separate report is necessary but the information should be included in the auditor's annual report);
   - when changing the purpose of the company;
   - when converting the company into another company type;
   - with mergers and divisions;
   - when proposing to dissolve the company and the conclusion of the liquidation.

The Auditor furthermore cooperates with the supervision by the FSMA and shall agree to:

1. make sure in advance that the collective investment undertaking has taken the appropriate measures for the administrative, accounting, financial and technical organisation and for the internal audit in compliance with the Act of 3 August 2012, its implementation decrees and regulations, management rules and articles of association;
2. confirm that the annual and semi-annual reports delivered by the collective investment undertaking, under Article 88 of the Act of 3 August 2012, are correct and in accordance with the established rules;
3. periodically report to the FSMA or, at its request, make a special report on the organization, the activities and financial structure of the collective investment undertaking;
4. report to the FSMA as soon as he becomes aware of:
   a) decisions, facts or developments that may significantly affect or influence the position of the collective investment undertaking financially or in terms of its administrative, accounting, financial or technical organisation or its internal control;
   b) decisions or facts that may indicate the violation of the Belgian Code of Companies, the articles of association, the UCI-Law and decisions and regulations to be implemented thereof;
   c) other facts or decisions that may lead to a refusal to certify the accounts or to the creation of a reservation.

The basis for calculation for the remuneration of the auditor is a fixed annual remuneration. For the financial year ending on 31 December 2013, the fixed fee from the auditor Ernst & Young Bedrijfsrevisoren, represented by Ms Christel Weymeersch, for the investigation and auditing of the statutory and consolidated accounts of the Montea group amounted to EUR 42,804.88 (excl. VAT). Besides the mentioned fees, no other fees paid are to the Auditor.

4.10.10.2 Property expertise

Article 6 of the Royal Decree regarding sicafis, provides that the sicafi's property should be valued by one or more independent property experts. The expert shall act in full independence and have the necessary professional reliability in real estate valuation and appropriate experience and has a suitable organisation for the fulfilment of its missions. The expert is appointed for a renewable term of three years. He may only be charged with the valuation of a particular property for a maximum period of three years.

The experts are “Crombrugghe & Partners”, Herman-Debrouxlaan 54, 1160 Brussels, for the assets in Belgium and in the Netherlands[92], “Deloitte France”[93], 185 avenue Charles de Gaulle, 92200 Neuilly-sur-Seine, France, for property located in France.

At the meeting of the board of directors held on 14 November 2011, the appointment of Crombrugghe & Partners NV, represented by Mr Pascal van Humbeeck was approved for a period of 3 years. The contract may be terminated on an annual basis and is drawn up in accordance with the new RD.

Pursuant to Article 6, § 1, last paragraph of the Royal Decree regarding sicafis, the remuneration of the expert may be neither directly nor indirectly related to the value of the property submitted for his expertise.

The fees of the property experts are calculated on the basis of a fixed cost per site in Belgium, the Netherlands and France. The experts may also receive fees in connection with specific assignments.

These experts will determine and report the market value of the property in compliance with the applicable legal provisions for the valuation of the properties of the sicafi, which the expert shall take into account. The agreements between the parties remain subject and subordinate to the provisions of the Royal Decree of 7 December 2010 regarding sicafis, and in general to all the sicafi-applicable legal provisions, and to all current legal provisions, applicable to the sicafi, that may supplement or supersede them.

For the financial year ending 31 December 2013 the total amount of fees paid in the context of these tasks was EUR 119,100 (excl. VAT).

4.10.10.3 Depository bank and entities charged with financial services

Pursuant to the new RD on sicafi, the obligation to appoint a depositary contained in the amended articles of association of 7 May 2011 was removed. The contract with the depositary was terminated on 31 August 2011 and came into effect 3 months after the date of the registered letter, i.e. 30 November 2011.

The entities charged with the financial services of the company are:
- Belgium: Euroclear Belgium NV
- France: Société Générale

For the Netherlands, no person charged with the financial services was appointed.

[92] For the building in Almere, de Crombrugghe & Partners NV, represented by P. Van Humbeek, has been assisted by Troostwijk BV. The sicafi, finalizes togheter with de Crombrugghe & Partners NV, for the moment the contract with a real estate experte in the Netherlands.

[93] Deloitte France is the same real estate expert as Drivers Jonas France, that has been merged in the year 2013 by Deloitte France.

Implementation of these financial services had a total cost of EUR 6,478 in 2013 (EUR 6,339 fixed remuneration and EUR 139 variable remuneration). This fee includes both a fixed fee per year and a variable fee for each dividend paid for non-registered shares.

4.10.11 Activities in the field of research and development

Montea has no activities in the field of research and development.

4.10.12 Conflicts of Interest

In accordance with Article 523 of the Belgian Company Code, any director who, directly or indirectly, holds a real estate interest that conflicts with a decision or action falling under the jurisdiction of the Board, must disclose this to the other members of the Board and must abstain from the deliberations of the Board.

In accordance with Article 524 of the Belgian Company Code, any decision or operation relating to the relations between the company and an affiliated company (other than the subsidiaries) and between the subsidiaries of the company and an affiliated company (other than a subsidiary), must be the subject of a special report to be prepared by three independent directors who are assisted by an independent expert.

During the year 2013, the Board of Directors did not need to apply the procedures in Articles 523 and 524 of the Code of Companies.

In accordance with Article 18 of the Royal Decree regarding sicafis, the FSMA must be informed when an operation should result in any advantage for certain parties listed in this Article. The sicafi should report the importance of the operation and the fact that the proposed operation is situated within the investment field. These operations must also be made on market conditions and should be made public immediately. Pursuant to Article 31, § 2 of Royal Decree of 7 December 2010, the fair value, as determined by the expert in a transaction with the listed parties in Article 18, shall be the maximum price when the sicafi acquires property or the minimum price when the sicafi disposes property. It should also be explained in the annual report.

During the year, the Company has carried out the following transactions in application of Art. 18 of the RD Sicafis:

- To support the further growth of Montea, the statutory manager offered shareholders an optional dividend for the first. In total, 50% of the dividend coupons in 2012 were handed back in return for new shares. As a result, on 19th June 2013, 139,622 new shares were issued for a total issue amount of EUR 4,042,056.90 (EUR 2,803,720.03 in capital and EUR 1,238,336.87 in issue premiums). As a result of this capital raising, Montea's company share capital is represented by 6,587,896 shares.
- In the context of the further diversification of its funding, Montea proceeded to issue a bond loan for a total amount of EUR 30 million. This bond loan has a term of seven years and has a maturity date of 28/6/2020[94].

[94] For more information we refer to the press release of 24/06/2013 or www.montea.com.

There were no major settlements and/or agreements with major shareholders, clients, suppliers or other persons on the grounds of which persons were selected as members of the directorial, management or supervisory bodies, or as members of the company management.

4.10.13 Transparency Reporting

Any person who directly or indirectly acquires voting securities of the company, should declare to the FSMA, as well as to the company, the number of securities that he/she owns, when voting rights pertaining to the voting rights securities that he/she holds, actively or passively exceed the statutory threshold of 3% of the total voting rights pertaining to the securities of the company. The same notification is also required to transfer, directly or indirectly, voting rights securities, if as a result, the voting rights fall below this 3% threshold. The provisions of Articles 6 to 17 of the Act of 2 May 2007, on the disclosure of major holdings in issuers whose shares are admitted to trading on a regulated market, shall apply to the aforementioned quotas.

This provision is without prejudice to the obligation to notify in case the legal thresholds[95] of 5%, 10%, 15%, etc., each time at intervals of 5% points, are reached or fall below that threshold.

4.10.14 Protection against public takeover bids - Elements that may have an impact in the event of a public takeover bid (in accordance with Article 34 of the Royal Decree of 14 November 2007 on the obligations of issuers of financial instruments admitted to trading on a regulated market)[96]

4.10.14.1 Capital structure (on 31 December 2013)

The capital (EUR 138,767,393.88) is represented by 6,808,962 shares. There are no privileged shares. Each of these shares confer one vote at the General Meeting and these shares represent therefore the denominator for purposes of notification in case of reaching, exceeding or falling below the statutory or regulatory thresholds (transparency regulations).

4.10.14.2 Decision-making bodies

Montea is headed by a Manager, Montea Management NV, in its capacity as managing partner. Montea Management NV was appointed statutory as of 1 October 2006 for a period of 10 years. The main consequence of the fact that Montea is a general partnership is that the Manager, Montea Management NV, has, under the articles of association, extensive powers and even a veto right regarding important decisions and statute amendments[97].

Montea Management NV, for the performance of the contract as Manager for and on behalf of the company, is represented by a permanent representative in accordance with Article 61 para 2 of the Company Code. The Manager may submit his/her resignation at any time.

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[95] Act of May 2, 2007 concerning the disclosure of major holdings in issuers whose shares are admitted to trading on a regulated market.

[96] Unless stated otherwise in the following paragraph, Montea confirms that the other elements of Article 34 of the Royal decision of November 14, 2007 do not apply.

[97] See also Article 28 of the articles of association of Montea Comm. VA concerning the decision-making.

The mandate of Manager can only be revoked by a court order after a claim by a General Meeting of Montea on the basis of reasonable grounds is established. When the general meeting must decide on this issue, the Manager shall not vote. The Manager continues to exercise his duties until his resignation, following a court decision, which has the force of res judicata. The Manager must be organized in such a way that, in the framework of its Board of Directors, at least two individuals in a group are jointly responsible for monitoring the person(s) responsible for the executive management of operations in the interest of Montea.

The members of the supervisory bodies of the Manager need to possess the professional reliability and the required experience as prescribed by the RD on sicafi and the UCI-Law.

Respecting the members of the supervisory body or executive committee of the Manager, in case of loss of the professional reliability and the required experience, as required by the Royal Decree on sicafi, the Manager or the auditor(s) must convene a General Meeting of Montea Comm.VA with on the agenda the possible adoption of the loss of these requirements and the actions to be taken.

If one or more members of the bodies entrusted with the management or the executive management of the Manager no longer meet the above requirements, the Manager must replace them within the month. When this period has expired, a General Meeting of Montea must be convened, as described above, without prejudice to the measures that can be taken by the FSMA in connection with the exercise of its powers.

The mission of the Manager consists, in particular, of taking all actions that are useful or necessary for achieving the civic objectives of Montea, with the exception of those that are reserved by law or under the articles of association for the General Meeting of Montea. The Manager may increase the capital of Montea within the limits of the authorised capital.

4.10.14.3 Authorised capital

The Manager has the explicit authorisation of increasing the share capital one or more times, to a maximum amount of EUR 108,000,000 and in accordance with the procedures approved by the Manager and in accordance with the rules established by the Belgian Company Code and the Royal Decree on sicafi. The Manager was authorized for this by the extraordinary general meeting of 17 May 2011. Pursuant to Article 7 of the Montea Comm. VA articles of association, this authorisation is granted for a period of 5 years (until 22 June 2016). These capital increases may be in cash, by contribution in kind or by the conversion of reserves.

Following the decision by the Board of Directors in the context of the authorized capital for the capital raising on 19th December 2013, the balance of the authorized capital is now EUR 76,377,004.86. The balance of the authorized capital takes account of the issue premium.

4.10.14.4 Buyback of shares

Montea can repurchase its own shares or pledge these in accordance with a decision by the General Meeting, pursuant to the provisions of the Belgian Company Code. The same Meeting also sets the conditions for the disposal of these shares.

On 17th September 2012, Montea announced its decision[98] to implement a programme to buy back its own shares up to a maximum of EUR 0.75 million, based on the consent granted at the extraordinary general meeting of shareholders on 17th May 2011. This programme began on 18th September 2012 and ended on 31st December 2012. This buy-back programme was part of the approved option plan at Montea.

In total, 23,346 Montea shares were bought back for a total acquisition value of EUR 636,329. In line with IFRS rules, a separate reserve for this amount was established in the consolidated accounts.

4.10.14.5 Contractual conditions

There are no significant agreements to which Montea is party and that are enter into force, can be modified or expire, when the control of the issuer would change as a result of a public take-over bid, except for the provision in the issue conditions of the bonds (Terms and Conditions).

[98] See press release of 17 September 2012.

5. Montea on the stock exchange

5.1 Evolution of the Montea share

The Montea share is aimed at private and institutional investors from Belgium and overseas who are attracted by an indirect investment in logistics and semi-industrial property (industrial parks) and who aim at a high dividend return with a moderate risk profile.

Since October 2006 the Montea share is listed on Euronext Brussels' continuous market (MONT) and since January 2007 on Euronext Paris (MONTP). It is part of the compartment C (Small Caps).

Based on the closing price on 31/12/2013 (EUR 31.65), Montea shares were 41.1% above the value of the net assets per share (excl. IAS39).

Taking account of the closing price on 31/12/2013, Montea shares rose by 11.4% (17.2% if the average price over 2013 and 2012 is taken into account.

Montea's board of directors will propose to the General Meeting that a dividend of EUR 1.97 per share be paid. This corresponds with a net dividend of EUR 1.4775 per share.

Key figures for the Montea share:

STOCK MARKET PERFORMANCE	31/12/2013	31/12/2012
Share price (€)		
At closing	31,65	28,40
Highest	34,00	28,70
Lowest	27,51	23,91
Average	30,80	26,27
Net asset value / share (€)		
Incl. IAS 39 (*)	20,39	19,18
Excl. IAS 39 (*)	22,43	22,17
Premium / (discount) (%)	**41,1%**	**28,1%**
Dividend return (%)	**6,2%**	**6,8%**
Dividend (€)		
Gross	1,97	1,93
Net	1,48	1,45
Volume (number of securities)		
Average daily volume	1.453	1.027
Volume of the period	370.419	261.919
Number of shares	**6.808.962**	**6.448.274**
Market capitalisation ('000 euro)		
Market capitalisation at closing	215.504	183.131
Free Float	**40,8%**	**40,8%**
Ratios (%)		
Velocity	5,7%	4,1%

Return on Dividend (%): Gross dividend divided by the average share price.
Free Float "Velocity": Volume over the period divided by the number of shares of the Free Float.
In the press release of 02/13/2014 the Velocity% was erroneously listed at 4.6%. 4.1% is the correct amount.

5.2 Shareholder status of Montea per 31 December 2013

Number of issued shares	**6.808.962**	
Family De Pauw	1.459.895	21,4%
Belfius Insurance	898.139	13,2%
Banimmo NV	833.934	12,2%
Federale Verzekering	690.058	10,1%
Family De Smet	251.459	3,7%
Own shares	23.346	0,3%
Public (Free float)	2.652.131	39,0%

All shareholders have the same voting rights. Each share gives the right to one vote. Major holdings about which Montea was briefed in application of the transparency legislation are posted on www.montea.com, based on the transparency disclosures that Montea has received.

As a statutory manager Montea Management NV has, in accordance with Article 659 of the Belgian Company Code, a veto against decisions of the General Meeting representing the interests of the Company to third parties or which relate to amending the articles of association.

The silent partners are responsible for the debts and losses of Montea only up to the sum of their contribution, on condition that they do not carry out any act of management.

Typical of the limited partnership by shares is that the statutory Manager has a veto on all important decisions of the General Meeting.

5.3 Family relationships between shareholders, directors and effective leaders

A. Family De Pauw

The Family De Pauw consists of:

- Dirk De Pauw, Marie Christine De Pauw, Bernadette De Pauw, Dominika De Pauw and Beatrijs De Pauw (brother and four sisters);
- the De Pauw joint ownership;
- The NV Montea Management, controlled by the five aforementioned De Pauw siblings.

They own 21.4% of the voting rights of Montea Comm. VA.

The family De Pauw acts in concert. This is also shown in the notifications made to the FSMA, in press releases and this information can also be found on the Montea website.

Dirk De Pauw is permanent representative of BVBA DDP Management, as already mentioned in the annual report. The BVBA DDP Management is director of the Montea Management NV. Peter Snoeck is permanent representative of BVBA PSN MANAGEMENT, as already mentioned in the annual report. Peter Snoeck is the husband of Dominika De Pauw.

B. Family De Smet

The Family De Smet consists of:

- the cousins Erik De Smet and Guy De Smet
- De Smet Investments NV (Erik and Guy De Smet control the De Smet Investments NV).

They own 3.7% of the voting rights of Montea Comm. VA.

The Family De Smet acts in concert as shown by the notification that was given to the FSMA and in the information that can be found on the Montea website.

5.4 Shareholders agenda

- 13/02/2014 Annual results per 31/12/2013
- 15/05/2014 Interim statement – results per 31/03/2014
- 20/05/2014 Annual General Meeting of shareholders
- 21/08/2014 Half-yearly financial report – results per 30/06/2014
- 06/11/2014 Interim statement – results per 30/09/2014

6. Corporate social responsibility

As a benchmark player in the logistics and semi-industrial property sector, Montea makes every effort to conduct itself as a socially responsible company. For this reason, Montea is involved in an ongoing improvement process in which economic, environmental and social considerations are systematically taken into account in the way the business is conducted on a day-to-day basis. Montea aims not only to comply with statutory requirements, but through its initiatives and actions, seeks to go further than the legislation in effect.

Montea's management is convinced that taking a responsible approach to these activities is a decisive factor in the company's sustainability.

6.1 Further implementation of the "Blue Label" plan

Montea has implemented, together with its outside specialists, its own "**Blue Label**". The plan encompasses Montea's overall approach with regard to sustainability, both for its existing portfolio and for new investments.

There are various standards worldwide in relation to sustainability for the property sector. The best known of these are: HQE (France), BREEAM (UK standard) and LEED (US standard). Montea has included the most important standards in its "Blue Label" plan.

"Blue Label" includes:

- an efficient approach to energy, water and waste management;
- cost-conscious and proactive maintenance management;
- limiting CO2 emissions;
- creating comfort and safety in the work environment;
- risk management;
- monitoring and improving energy consumption;
- document management and making documents available to customers and partners;
- the repeated screening of the property portfolio and related activities.

6.2 Montea places the spotlight on sustainability with the Lean and Green Award

On 10th December 2013, Montea was presented the Lean and Green Award by Minister Joke Schauvliege for its efforts made regarding the sustainability of its property portfolio.

As a member of the VIL (Flemish Logistics Institute), Montea supports the Lean and Green sustainability programme. Lean and Green encourages and supports companies in making dramatic reductions to their CO_2 emissions. Given that Montea is very much involved with sustainability and making its property portfolio sustainable, it was the ideal time to join in with this project.

By obtaining this additional independent recognition, Montea is able to pass on its sustainability targets to both its partners (contractors, architects, suppliers, etc.) and to its tenants. At Montea, we are convinced that we, as the owner of logistics buildings, can act as the catalyst to promote the Lean and Green programme with our tenants and in so doing develop a coherent concept on sustainability. DHL Freight, VDAB, Coca-Cola Enterprises Belgium and Norbert Dentressangle are all Montea tenants that have received the Lean and Green Award.

Efforts already made in the area of making Montea's property portfolio sustainable:

- 140,000 m^2 of logistical space has been equipped with energy monitoring systems for the day-to-day evaluation of the energy consumption of tenants (> 50% of the Belgian portfolio);
- 80% of existing buildings have already undergone an in-depth energy scan. Based on these scans, sustainable investments have been carried out (increase insulation values, reduce ventilation losses, increase lighting yields, more effective HVAC systems, etc.);
- 76,000 m^2 area equipped with solar panels;
- 80,000 m^2 of buildings have been bought or built in which the K-value is lower than the legal maximum of K=40 applicable from 2014;
- 76,000 m^2 of buildings have been demolished or sold, to be replaced by sustainable new-build projects.

6.3 Sustainable development

As a responsible company, Montea is well aware of the potential consequences of its business activities for the environment in the broad sense of the word and as such it subscribes to targets in relation to sustainable development.

The Company undertakes to manage its property assets with respect for the following aspects:

6.4 Energy management

Montea has developed a rational policy aimed at optimising the use of energy.

In 2012 the programme regarding energy scans was further optimised, along with the implementation of Life Cycle Analyses. On the basis of these detailed analyses and additional energy calculations a complete study was performed for the sites in Mechelen and Puurs.

This study enabled Montea to draw up a full investment programme with these items:

- investments with an immediate impact on energy;
- investments in consultation with the tenant based on its operations;
- refurbishment and replacement investment objectives;
- investments from a commercial point of view.

With this in-depth study Montea confirms its focus on optimising the sustainability and quality of its real estate portfolio.

In 2012, Montea also took the initiative to equip the sites at Erembodegem, Mechelen, Milmort and Heppignies with a monitoring system. This monitoring enables Montea to monitor its energy management closely and to make adjustments when there is extreme consumption.

6.5 Solar panels

From the monitoring mentioned above, the total energy produced from the PV installations is up to the forecast expectations: 2.35 MWh was produced by the solar panels, representing a saving of 600 tons of CO_2 emissions.

Depending on their operations, our tenants use up to 90% of the solar energy produced. Each quarter, we inform our tenants about the solar energy generated, as well as the solar energy consumed locally and the financial benefit.

6.6 Facility Management programme

At the end of 2011, a Facility Management programme was introduced. This programme is an internal management system and also provides tenants with access to a secure “My Montea” web portal. The Facility Management programme features the following applications:

- By using the “work order” module in “My Montea”, Montea is able to monitor and track its work orders and their due dates accurately and then generate reports for each site, project and, if required, each tenant.

- Tenants can also use our “My Montea” web portal to register and monitor all messages/problems/queries themselves so that the service and communication relating to buildings management can run clearly and smoothly.

- For 4 sites the maintenance module can be used so that maintenance purchase orders relating to these buildings are generated automatically and the maintenance can be tracked in detail. In 2013, a maintenance plan was implemented for all sites.

Implementation of the Facility Management programme fits in perfectly with the “Blue Label” plan and the transparency that Montea wishes to give its tenants and partners.

6.7 Waste management

Montea encourages its tenants to sort their waste, making separate containers available and offering solutions for waste collection.

7. Consolidated and statutory financial statements as of 31 December 2013

7.1 Consolidated balance sheet as of 31 December 2013[99]

		CONSOLIDATED BALANCE SHEET (EUR x 1.000)	Note	31/12/2013 Conso	31/12/2012 Conso	31/12/2011 Conso
I.		**NON-CURRENT ASSETS**		**320.347**	**290.230**	**253.631**
	A.	Goodwill		0	0	0
	B.	Intangible assets	19	114	141	52
	C.	Investment properties	20	312.545	282.100	245.131
	D.	Other tangible assets	21	7.651	7.883	8.087
	E.	Non-current financial assets	22	0	0	0
	F.	Finance lease receivables		0	0	0
	G.	Trade receivables and other non-current assets	23	37	105	361
	H.	Deferred taxes (assets)		0	0	0
	I.	Participations in associates and joint ventures according to the equity method		0	0	0
II.		**CURRENT ASSETS**		**19.450**	**17.269**	**15.851**
	A.	Assets held for sale	24	0	2.225	2.541
	B.	Current financial assets		0	0	0
	C.	Finance lease receivables		0	0	0
	D.	Trade receivables	25	6.978	5.720	6.269
	E.	Tax receivables and other current assets	26	638	844	989
	F.	Cash and cash equivalents	27	4.092	7.007	4.948
	G.	Deferred charges and accrued income	28	7.741	1.472	1.104
		TOTAL ASSETS		**339.797**	**307.498**	**269.482**
		TOTAL SHAREHOLDERS' EQUITY		**138.967**	**123.763**	**117.001**
I.		**Shareholders' equity attributable to shareholders of the parent company**		**138.869**	**123.663**	**116.896**
	A.	Share capital	29	137.537	128.340	107.329
	B.	Share premiums	29	1.771	533	543
	C.	Reserves	30	-16.410	-2.108	9.322
	D.	Net result of the financial year	31	15.970	-3.102	-297
II.		**Minority interests**	32	**98**	**100**	**104**
		LIABILITIES		**200.831**	**183.735**	**152.481**
I.		**Non-current liabilities**		**158.798**	**141.898**	**116.055**
	A.	Provisions	33	0	208	0
	B.	Non-current financial debts	34	144.517	121.913	104.320
	C.	Other non-current financial liabilities	35	13.830	19.327	11.304
	D.	Trade debts and other non-current debts		0	0	0
	E.	Other non-current liabilities	36	452	450	431
	F.	Deferred taxes - liabilities		0	0	0
II.		**Current liabilities**		**42.032**	**41.837**	**36.425**
	A.	Provisions	37	0	0	1.200
	B.	Current financial debts	34	28.529	31.851	26.782
	C.	Other current financial liabilities		0	0	0
	D.	Trade debts and other current debts	38	3.365	3.184	2.735
	E.	Other current liabilities	38	2.610	439	194
	F.	Accrued charges and deferred income	39	7.528	6.364	5.514
		TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES		**339.797**	**307.498**	**269.482**

[99] There is no significant change in the financial or trading position of the group which has occurred since the end of the last financial period for which either audited financial information or interim financial information has been published.

7.2 Consolidated statement of comprehensive income before profit appropriation as of 31 December 2013[100]

	CONSOLIDATED PROFIT & LOSS ACCOUNT (EUR x 1,000)	Note	31/12/2013 12 months	31/12/2012 12 months	31/12/2011 12 months
I.	Rental income	1	24.038	19.849	19.372
II.	Write-back of lease payments sold and discounted		0	0	0
III.	Rental-related expenses	2	-379	78	-97
	NET RENTAL RESULT		**23.659**	**19.927**	**19.275**
IV.	Recovery of property charges		0	0	0
V.	Recovery of charges and taxes normally payable by tenants on let properties	3	3.910	3.546	3.256
VI.	Costs payable by tenants and borne by the landlord for rental damage and refurbishment at end of lease		0	0	0
VII.	Charges and taxes normally payable by tenants on let properties	3	-4.803	-4.463	-4.069
VIII.	Other rental-related income and expenses	4	1.244	1.498	607
	PROPERTY RESULT		**24.010**	**20.508**	**19.069**
IX.	Technical costs	5	-14	-29	-53
X.	Commercial costs	6	-111	-91	-135
XI.	Charges and taxes of un-let properties	7	-255	-174	0
XII.	Property management costs	8	-244	-637	-702
XIII.	Other property charges	9	-83	-115	-102
	PROPERTY CHARGES		**-708**	**-1.046**	**-992**
	PROPERTY OPERATING RESULT		**23.302**	**19.462**	**18.078**
XIV.	General corporate expenses	10	-3.573	-2.938	-2.620
XV.	Other operating income and expenses	11	163	231	-952
	OPERATING RESULT BEFORE PORTFOLIO RESULT		**19.892**	**16.756**	**14.506**
XVI.	Result on disposal of investment properties	12	1.107	362	0
XVII.	Result on disposal of other non-financial assets		0	0	0
XVIII.	Changes in fair value of investment properties	13	-4.130	-6.692	-4.420
XIX.	Other portfolio result		0	0	0
	OPERATING RESULT		**16.870**	**10.425**	**10.086**
XX.	Financial income	14	49	178	84
XXI.	Net interest charges	15	-6.219	-5.537	-5.478
XXII.	Other financial charges	16	-36	-110	-30
XXIII.	Change in fair value of financial assets & liabilities	17	5.497	-8.023	-4.918
	FINANCIAL RESULT		**-708**	**-13.492**	**-10.341**
XXIV.	Share in the result of associates and joint ventures		0	0	0
	PRE-TAX RESULT		**16.161**	**-3.067**	**-255**
XXV.	Corporation tax	18	-193	-39	-38
XXVI.	Exit tax		0	0	0
	TAXES		**-193**	**-39**	**-38**
	NET RESULT		**15.969**	**-3.106**	**-293**
	Attributable to:				
	Shareholders of the parent company		-15.970	-3.102	-297
	Minority interests		2	-4	4
	NET CURRENT RESULT		**18.991**	**3.224**	**4.127**
	NET CURRENT RESULT (excl. IAS 39)		**13.494**	**11.248**	**9.044**
	Number of shares in circulation entitled to the result of the period (SHARES)		6.587.896	5.634.126	5.634.126
	Number of weighted number average of shares before the period		6.536.507	5.701.972	5.634.126
	Number of shares at the end of the period (SHARES)		6.808.962	6.448.274	5.634.126
	NET RESULT PER SHARE (EUR)		**2,42**	**-0,55**	**-0,05**
	NET OPERATING RESULT PER SHARE (excl. IAS39) / number of shares, participating in the result (EUR)		**2,05**	**2,00**	**1,61**
	NET RESULT PER SHARE / weighted number average of shares (EUR)		**2,44**	**-0,54**	**-0,05**
	NET CURRENT RESULT PER SHARE (excl. IAS 39) (EUR)		**2,05**	**2,00**	**1,61**

100 The consolidated statement of comprehensive income before profit appropriation at December 31, takes into account 6,587,896 shares entitled to share in the profit for the 2013 financial year. The total number of shares amounts to 6,808,962 at the end of the year 2013. The difference regards the issue of 221,066 shares at December 18, 2013 as a result of the contribution in kind. These shares are not entitled to share in the profit and dividend for the 2013 financial year.

The net current result is equal to the net income excluding gains or losses on the portfolio (XVI to XIX of the consolidated statement of comprehensive income for profit sharing).

The net current result (excluding IAS 39) is equal to net income excluding the valuation of hedging instruments (see XXIII of the consolidated statement of comprehensive income before profit appropriation and excluding results on the portfolio (XVI to XIX of the consolidated statement of comprehensive income for profit sharing).

Montea reported in the consolidated statement of comprehensive income before distribution by December 31, 2013, the net current result per share excluding IAS 39 and net earnings per share, based on:

- The number of shares participating in the result;
- The number of weighted shares;

Diluted earnings per share (both for the net current result (exc. IAS 39), as well as the net profit) is equal to the net income and net current result per share excluding IAS 39, according to the weighted number of shares.

7.3 Consolidated overall result before the distribution of profit as of 31 December 2013

ABBREVIATED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (EUR x 1,000)	31/12/2013 12 months	31/12/2012 12 months	31/12/2011 12 months
Net result	**15.969**	**-3.106**	**-293**
Items taken in the result	**-1.286**	**-1.196**	**467**
Impact on fair value of estimated transfer rights and costs resulting from hypothetical disposal of investments properties	-1.095	-1.068	-1.099
Impact of changes in fair value of solar panels	-191	-128	1.566
Changes in the effective part of the fair value of authorized cash flow hedges	0	0	0
Items not taken in the result	**0**	**0**	**0**
Comprehensive income	**14.682**	**-4.302**	**173**
Attributable to:			
Shareholders of the parent company	14.684	-4.297	170
Minority interests	-2	-4	4

7.4 Consolidated cash flow summary as of 31 December 2013

CONSOLIDATED CASH FLOW STATEMENT (EUR x 1.000)	31/12/2013 12 months	31/12/2012 12 months	31/12/2011 12 months
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE FINANCIAL YEAR	**7.007**	**4.948**	**14.119**
Net result	**15.969**	**-3.106**	**-293**
Financial cash elements (not dedectable of the net profit) to become the operating result	**6.206**	**5.469**	**5.424**
Received interests	-49	-178	-84
Payed interests on finances	6.255	5.647	5.508
Received dividends	0	0	0
Taxes (dedected from the net result) to become the operating result	**193**	**-39**	**-38**
Non-cash elements to be added to / deducted from the result	**-2.448**	**13.270**	**10.849**
Depreciations and write-downs	**220**	**77**	**274**
Depreciations/write-downs (or write-back) on intangible and tangible assets (+/-)	154	155	177
Write-downs on current assets (+)	143	26	136
Write-back of write-downs on current assets (-)	-77	-104	-39
Other non-cash elements	**-2.668**	**13.193**	**10.538**
Changes in fair value of investment properties (+/-)	4.130	6.692	4.420
IAS 39 impact (+/-)	-5.497	8.023	4.918
Other elements	0		
Realized gain on disposal of investment properties	-1.107	-362	0
Provisions	0	-1.200	1.200
NET CASH FROM OPERATING ACTIVITIES BEFORE CHANGE IN WORKING CAPITAL REQUIREMENTS	**19.919**	**15.594**	**15.942**
Change in working capital requirements	**-3.846**	**2.201**	**42**
Movements in asset items	**-7.363**	**658**	**40**
Trade receivables	23	256	215
Other long-term non-current assets	-1.324	626	-151
Other current assets	206	144	420
Deferred charges and accrued income	-6.269	-368	-445
Movements in liability items	**3.517**	**1.543**	**2**
Trade debts	-112	244	-790
Taxes, social charges and salary debts	293	205	261
Other current liabilities	2.171	246	-591
Accrued charges and deferred income	1.165	849	1.122
NET CASH FLOW FROM OPERATING ACTIVITIES (A)	**23.080**	**22.744**	**30.103**
Investment activities	**-31.420**	**-43.152**	**-24.312**
Acquisition of intangible assets	-18	-119	0
Investment properties and development projects	-43.623	-47.633	-20.751
Other tangible assets	-26	-9	-21
Solar panels	-4	-2	-6.336
Disposal of investment properties	4.895	4.612	2.796
Disposal of superficy	6.901	0	0
NET CASH FLOW FROM INVESTMENT ACTIVITIES (B)	**-31.420**	**-43.152**	**-24.312**
FREE CASH FLOW (A+B)	**-8.340**	**-20.408**	**5.791**
Change in financial liabilities and financial debts	**19.284**	**22.681**	**12.960**
Increase (+)/Decrease (-) in financial debts	19.282	22.661	12.897
Increase (+)/Decrease (-) in other financial liabilities	2	19	63
Increase (+)/Decrease (-) in trade debts and other non-current liabilities	0	0	0
Change in other liabilities	**-208**	**208**	**0**
Increase (+)/Decrease (-) in other liabilities	-208	208	0
Increase (+)/Decrease (-) in other debts	0	0	0
Change in shareholders' equity	**-438**	**9.995**	**-8.379**
Increase (+)/Decrease (-) in share capital	9.197	21.011	0
Increase (+)/Decrease (-) in share premium	1.239	-10	0
Increase (+)/Decrease (-) in consolidation differences	0	0	0
Dividends paid	-10.874	-10.367	-8.379
Increase (+)/Decrease (-) in reserves	0	-639	0
Increase (+)/Decrease (-) in changes in fair value of financial assets/liabilities	0	0	0
Disposal of treasury shares	0	0	0
Dividend paid (+ profit-sharing scheme)	**0**	**0**	**0**
Interim dividends paid (-)	0	0	0
Financial cash elements	**-6.206**	**-5.469**	**-5.424**
NET FINANCIAL CASH FLOW (C)	**12.432**	**27.415**	**-843**
CASH AND CASH EQUIVALENTS AT THE END OF THE FINANCIAL YEAR (A+B+C)	**4.092**	**7.007**	**4.948**

7.5 Summary of the variation in the consolidated equity capital as of 31 December 2013

CHANGES IN SHAREHOLDERS' EQUITY (EUR x 1,000)	Share capital	Share premiums	Reserves	Result	Deduction of transfer rights and costs	Minority interests	Shareholders' equity
ON 31/12/2011	**107.329**	**543**	**18.958**	**-297**	**-9.636**	**104**	**117.001**
Elements directly recognized as equity							
Capital increase	20.998	0	0	0	0	0	20.998
Impact on fair value of estimated transfer rights and costs resulting from hypothetical disposal of investment properties	0	0	1.068	0	-1.068	0	0
Positive change in value of solar panels (IAS 16)	0	0	-127	0	0	0	-127
Own shares	0	0	-639	0	0	0	-639
Own shares held for employee option plan	0	0	0	0	0	0	3
Minority interests	0	0	0	0	0	-4	-4
Corrections	0	-10	0	0	0	0	0
Subtotal	**128.340**	**533**	**19.260**	**-297**	**-10.704**	**100**	**137.232**
Dividends	0	0	-10.367	0	0	0	-10.367
Result carried forward	0	0	-297	297	0	0	0
Result for the financial year	0	0	0	-3.102	0	0	-3.102
ON 31/12/2012	**128.340**	**533**	**8.596**	**-3.102**	**-10.704**	**100**	**123.763**
Elements directly recognized as equity							
Capital increase	9.197	1.238	0	0	0	0	10.435
Impact on fair value of estimated transfer rights and costs resulting from hypothetical disposal of investment properties	0	0	-1.095	0	1.095	0	0
Positive change in value of solar panels (IAS 16)	0	0	-191	0	0	0	-191
Own shares	0	0	0	0	0	0	0
Own shares held for employee option plan	0	0	0	0	0	0	0
Minority interests	0	0	0	0	0	-2	-2
Corrections	0	0	-135	0	0	0	-135
Subtotal	**137.537**	**1.771**	**7.175**	**-3.102**	**-9.609**	**98**	**133.870**
Dividends	0	0	-10.874	0	0	0	-10.874
Result carried forward	0	0	-3.102	3.102	0	0	0
Result for the financial year	0	0	0	15.971	0	0	15.971
		0	0	0	0	0	0
ON 31/12/2012	**137.537**	**1.771**	**-6.801**	**15.971**	**-9.609**	**98**	**138.967**

(1) + (2) The total of the reserves shown in the balance sheet under "C. Reserves" consist of the "Reserves (1)" and the "Deduction Right of transfer taxes and charges (2)."

For more information about the table above, please see Notes 29, 30, 30.1, 30.2, 31 and 32.

7.6 Notes to the consolidated financial statements as of 31 December 2013

7.6.1 Background

7.6.1.1 Statement of compliance

The financial statements of the company are prepared in accordance with the requirements of the International Financial Reporting Standards (IFRS), with those approved by the EU, with those issued by the International Accounting Standards Board (IASB) and with those interpreted by the International Financial Interpretations Committee of the IASB. The consolidated financial statements are prepared on the basis of historical cost except for the investment property (including the projects) and financial instruments that are booked at fair value assets. When the figures are indicated in thousands of euro, there may be slight rounding-off differences.

7.6.1.2 Consolidation principles

Subsidiaries[101]

Subsidiaries are entities over which the company exercises control. By "control" over a company is meant the power by law or in fact to exert a decisive influence on the appointment of the majority of directors or managers or on the orientation of the policy (for more information on "control" refer to IAS27).

The financial statements of subsidiaries are included into the consolidated annual accounts from the date of acquisition up to the end of the company's exercise of control. Where necessary, the valuation of the subsidiaries is amended to be consistent with the principles adopted by the group management.

The financial statements of subsidiaries apply to the same accounting period as that of the consolidating company. The minority interests are the interests in the subsidiaries that are not held directly or indirectly by the group.

Intercompany transactions

Intra-group balances and transactions and any unrealized profits within the group are eliminated in proportion to the Group's interest in the company. Unrealized losses are eliminated in the same way as unrealized gains, but only to the extent that there is no indication of value loss ("impairment").

7.6.1.3 Use of estimates and assessments

The preparation of consolidated financial statements in accordance with IFRS requires good management to make assessments, estimates and assumptions that may apply to the policies and regulations, and reporting the assets and liabilities, income and expenditure. The estimates and associated assumptions are based on historical events and various factors that are considered reasonable in such circumstances. The actual results may deviate from these estimates. The estimates and underlying assumptions are revised on an ongoing basis. Revision and accounting estimates are recognized in the period in which the estimate is revised, both when the estimate impacts the audited financial year and when the estimate impacts the future. As of 31 December 2012, there are no significant assumptions concerning the future and other key sources of estimation uncertainty on the balance sheet, which would carry a significant risk of material adjustment to the book value of assets and liabilities for the next financial year.

[101] For all the companies included in the consolidation, we refer to section 8.1.7 of this report. With the exception of Montea Management NV, statutory manager of Montea Comm.VA, all companies are listed under 8.1.7, included in the consolidation.

7.6.2 Valuation rules

7.6.2.1 Investment property

Investment properties comprise all lands and buildings that can be leased and which (wholly or partly) generate rental income, including buildings where a limited portion is held for the firm's own use. In accordance with IAS 40, investment property is valued at fair value. An external, independent expert, De Crombrugghe & Partners in Belgium and Drivers Jonas in France make a quarterly valuation of the property portfolio. Any gain or loss, after the acquisition of a building, as a result of a change in fair value is booked in the income statement. The valuation is carried out in accordance with the method of incorporation of rental income as set forth in the International Valuation Standards 2005, published by the International Valuation Standards Committee.

The fair value corresponds to the price a third party investor would be willing to pay for each of the buildings in the portfolio acquisition. The fair value should reflect the current leases, the current cash flows and reasonable assumptions regarding the expected rental income and expenses. The sale of an investment property is usually subject to payment to the public authorities of the registration fees or a tax on added value. As to the extent of these registration rights, the Belgian Association of Asset Managers (BEAMA) published a communication on this issue on 8 February 2006. After analyzing a large number of transactions it was decided that the impact of the acquisition costs on significant investment property that exceeds a value of EUR 2,500,000, shall be limited to 2.5%. The investment value corresponds to the fair value with an additional 2.5% for acquisition costs.

The fair value is thus to be calculated by dividing the value less legal charges by 1.025. Items below the threshold of EUR 2,500,000 remain subject to the usual registration fee and their fair value therefore corresponds with the value exclusive of registration, notary and VAT, and taking into account the current leases. The impact on the fair value of the estimated cost to change rights and notional transfer of the investment property is shown as a separate section of shareholders' equity (section I.F.). The net change in fair value of investment property is shown in the income statement under the section XVIII.

7.6.2.2 Project developments

Property to be constructed or developed for future use as investment property is recorded under the heading “investment properties” (incl. project developments) and will be valued at fair value.

All costs directly related to the development are capitalized, and the directly attributable interest expenses are capitalized in accordance with the provisions of IAS 23-financial costs.

7.6.2.3 Other tangible current assets

All tangible current assets which neither meet the definition of investment property, nor the definition of development project have been catalogued under this section. Other tangible current assets are initially recorded at cost and valued in accordance with the cost model. Grants are deducted from the cost. Additional costs are only capitalised if the future economic benefits related to tangible current assets increase for the company. Other tangible current assets are depreciated on the basis of the linear depreciation method. The following rates will apply on an annual basis:

- plant, machinery and equipment: 20%-25%
- furniture and rolling stock: 20%
- IT equipment: 33%
- real estate for own use: 2%

If the asset is subject to a special value loss, the book value is compared to the recoverable value. If the latter is lower, a special write-in will be taken dependent on the outcome for the difference.

Solar panels are valued on the basis of the revaluation model in accordance with IAS 16 – Tangible non-current assets. After the initial take-up, an asset for which the fair value can be reliably established needs to be entered in the accounts at the revalued value, i.e. the fair value at the time of revaluation, minus any depreciations accumulated later and any extraordinary reductions in value accumulated later. The fair value is determined based on the discounting method of future returns.

The service life of the solar panels is estimated at 20 years.

The solar panels are evaluated on a quarterly basis.

Gains recorded at the start-up of a new site are stated in a separate component of shareholders' equity. Losses are also recorded in this component, except where they are realized or unless the fair value falls below the initial cost. In these latter cases, they are recorded in the result.

7.6.2.4 Long-term receivables

Long-term receivables are valued on the basis of their discounted value according to the prevailing market rate at the time of their issuance. A reduction is booked where there is uncertainty regarding the full payment of the claim at maturity.

7.6.2.5 Financial current assets

Financial current assets are valued at the purchase price or contribution value. The claims and guarantees for the receivables are instead booked at face value. A reduction is made in the case of a permanent write-down or devaluation.

7.6.2.6 Cash and cash equivalents

Cash and cash equivalents include bank accounts, cash and short-term investments.

7.6.2.7 Equity

The capital includes net cash obtained from creation, merger or capital increase whereby the direct external costs are deducted (such as registration fees, notary and publication costs, etc.) The difference between the fair value of the property and the investment value of the property as determined by the external experts, is included in the section "Reserve for the impact on fair value of estimated change rights and costs to the notional transfer of investment property" of the equity.. If the company proceeds to buy back own shares, the amount paid, including directly attributable costs, is deducted from equity (restricted reserves). Dividends are a part of retained earnings until the General Shareholders Meeting grants dividends.

7.6.2.8 Provisions

A provision is made if the company has a legal or contractual obligation as a result of an event from the past and where it is probable that a cash outflow will be required to meet the obligation. Provisions are valued at the discounted value of expected future cash flows to the market rate.

7.6.2.9 Debts

Trade and other debts are valued at their face value on the balance sheet date. Interest-bearing debts are initially recorded at cost, less any directly attributable costs. Then the difference between the book value and the refundable amount is included in the income statement over the period of the loan using the actual interest method.

7.6.2.10 Revenues

Revenues include gross rental income and proceeds resulting from the services and the management of the buildings. Revenue is measured at the fair value of the indemnity that is received or is entitled. Revenue is recorded only from the time that it is sufficiently certain that the economic benefits will accrue to the company. Gratuity costs and benefits granted to the tenants are recognized to reduce the rental income over the term of the lease, the period between the entry into force and the first break option. Indemnification for early termination of lease is immediately included in the income statement.

7.6.2.11 Costs

The costs are measured at the fair value of the indemnity that is paid or owed.

Executed works in the buildings

Concerning work executed in the buildings, a distinction is made between:

- maintenance and repairs: these are costs that do not increase the expected future economic benefits of the building, and as such are integrally dependent on the outcome of the period in which they are paid;
- extensive renovation work: these are costs as a result of occasional work on the building, which will significantly increase the expected economic benefits of the building. The direct costs attributable to such wr
- rental advantages: this is provided by the lessor to the lessee to convince the latter to rent existing or additional space. These costs are spread over the period from the commencement of the lease to the first break and may be deducted from the rental income.

Commissions paid to real estate brokers

Commissions regarding the rental of buildings are charged against profits in the period in which they were paid. Commissions relating to the purchase of buildings, registration fees and other additional costs are considered as part of the purchase price of the building and are consequently capitalised. Commissions paid by selling buildings are deducted from the selling price obtained for the realized gain or loss to be determined.

General expenses

General expenses are expenses associated with the management and overall operation of the Sicafi. These include general administrative costs, staff costs for general management, and depreciation of assets used for general management.

7.6.2.12 Financial restult

The financial result consists on the one hand of interest costs on loans and associated costs, and on the other hand of the investment income and value variations of hedging instruments. Interest income is recognised pro rata temporis in the income statement. Dividend income is booked in the income statement on the day the dividend is granted.

7.6.2.13 Taxation and exit fees

The tax on the profit for the year comprises the current tax burden. The tax on profit or loss is recognized in the income statement with the exception of the elements recorded directly in equity. Deferred tax assets and liabilities are recorded based on the liability method for all temporary differences between the taxable basis and book value for financial reporting purposes, for both assets and liabilities. Deferred tax assets are only recognized if it is probable that these could be compared against taxable profits in the future.

The exit tax is the tax on the capital gains resulting from a merger, division, contribution in kind or transfer of a sicafi with a company that is not sicafi[102].

If the latter is incorporated for the first time in the consolidation of the Group, a provision for exit fees is included together with a revaluation value equal to the difference between the fair value of the building at the time of acquisition and book value. The exit tax is generally payable by the contributor of a property or company but the sicafi must record these due to the fact that the tax is only assessed after a certain time. This tax is deducted from the value of the property or company to be transferred.

Any subsequent adjustment of the exit fee liability is included in the income statement. The amount of the exit tax can vary even after the transfer or merger from which this variation may arise.

7.6.2.14 Derivative financial instruments

Montea provides loans to financial institutions with a variable interest rate. The sicafi uses financial hedging instruments of the IRS type (Interest Rate Swaps) to hedge against the risk of increases to these variable interest rates. In so doing, the loans linked to variable interest rates are swapped against a fixed interest rate. In accordance with its financial policy and in application of its regulations, Montea holds no derivative instruments nor would it issue any for speculative purposes.

The hedging instruments do not satisfy the conditions for the type of "hedging" as defined in IAS 39, whereby all movements in the real value of the instrument are included in the income statement. The market-to-market balance sheet date is used to determine the fair value.

[102] The exit tax is the tax on the difference between the fair value and book value and is 16.5% + crisis tax.

7.6.2.15 Off balance sheet rights and obligations

These rights and obligations are valued at face value based on the amount stated in the contract. If there is no face value or if valuation is not possible, the rights and obligations are reported as token entries.

7.6.2.16 New standards and interpretations

7.6.2.16.1 Changes to the bases – New and changed standards and interpretations applied from 1 January 2013

The first application of certain standards and changes require the company to adjust the figures in the previous financial year, however, these changes had no impact for Montea. The IAS 19 Employee Benefits (changed in 2011) and changes to IAS 1 Presentation of financial statements.

Several other changes were made for the first time in 2013. Below the nature and impact of each of the following new standards, changes and/or interpretations are described:

- IFRS 7 Financial Instruments: Disclosures - Offsetting Financial Assets and Liabilities - no impact
- IFRS 13 Fair Value Measurement - account was taken of the non -performance risk in determining the fair value of derivatives. Furthermore, additional disclosures were included in this context.
- IAS 1 Presentation of financial statements - Display of income - no impact
- IAS 12 Income Taxes - Deferred tax: Recovery of underlying Assets - no impact
- IAS 19 Employee Benefits (revised) - no impact
- IFRIC 20 Disposal costs during the production phase of a surface mine - no impact
- Annual Improvements to IFRS (issued in May 2012) - no impact

7.6.2.16.2 Changes to the bases – New and changed IFRS-standards and IFRIC-interpretations applied for the financial years after 1 January 2013

The following standards and interpretations were in issue but not yet effective on the date of publication of the financial statements of the Group. Only the standards and interpretations are listed of which the group has a reasonable expectation that these will have impact on future applications regarding disclosures, the financial position or the results of the Group. The Group will apply these standards and interpretations as soon as they are applicable.

- IFRS 9 Financial instruments
- IFRS 10 Consolidated Financial Statements, effective January 1, 2014
- IFRS 11 Arrangements resulting in joint control, effective January 1, 2014
- IFRS 12 Disclosure of interests in other entities, effective January 1, 2014
- IFRS 10-12 Transition guidelines - effective January 1, 2014
- IFRS 10, IFRS 12 and IAS 27 – Investments institution, effective January 1, 2014
- IAS 27 Separate Financial Statements, effective January 1, 2014
- IAS 28 Interests in associates and joint ventures, effective January 1, 2014
- IAS 32 Financial Instruments - Presentation offsetting financial assets and financial liabilities, effective January 1, 2014
- IAS 36 Impairment of Assets - Details on the recoverable value of non-financial assets, effective January 1, 2014
- IFRIC 21 Charges of government, effective January 1, 2014

The company is currently analyzing the impact of these changes. However, the initial analyses show that these changes will have no material impact.

7.7 Notes to the consolidated financial statements as of 31 December 2013

7.7.1 Comments to the consolidated balance sheet and income statement

Note 1: Rental income

Montea leases its investment properties based on rental conctracts. This income is a gross rental income generated by the rental agreements concluded. The are presented under this item.

Below, an overview of the rental income per site can be found.

RENTAL INCOME (EUR x 1,000)		31/12/2013 12 months	31/12/2012 12 months	31/12/2011 12 months
Belgium		**13.037**	**10.122**	**10.902**
Aalst	Tragel 48-58	1.952	1.919	1.901
Aartselaar	Helstraat 47	0	4	257
Berchem	Vosstraat 200	0	197	203
Bornem	Industrieweg 4-24	418	413	378
Grimbergen	Eppegemsestwg 31-33	1.012	1.012	1.012
Laken	Emiel Bockstaellaan 74	87	244	237
Moorsel	Waverstraat 3	0	0	265
Vilvoorde	Schaarbeeklei 207-213	38	103	109
Hoboken	Smallandlaan 7	235	230	223
Meer	Europastraat 28	354	330	353
Herentals	Toekomstlaan 33	440	739	715
Nivelles	Rue de la Technique 11	0	0	717
Puurs	Schoonmansveld 18	763	747	727
Erembodegem	Industrielaan 27	976	881	803
Mechelen	Zandvoortstraat 16	573	653	623
Vorst	Humaniteitslaan 292	920	1.030	1.401
Milmort	Avenue du Parc Industriel	975	895	796
Heppignies	Rue Brigade Piron	742	725	181
Zaventem	Brucargo 830	1.969	0	0
Zaventem	Brucargo 831	325	0	0
Gent	Evenstuk	530	0	0
Zaventem	Brucargo 763	187	0	0
Gent	Korte Mate	22	0	0
Damages for breach of contract		519	0	0
France		**10.737**	**9.727**	**8.470**
Savigny-le-Temple	Rue du Chrome 2	541	593	437
Feuqueires	Zoning Industriel du moulin	354	344	335
Bondoufle	Rue Henrie Dunant 9-11	233	228	221
Saint-Priest	Chemin de la Fouilousse	707	695	675
Cambrai	P.d. Activité Actipole	553	535	513
Roissy	Rue de la Belle Etoile 280+ 383	869	1.018	981
Décines	Rue a Rimbaud 1	369	357	345
Alfortville	Le Techniparc	233	224	221
Le Mesnil Amelot	Rue du Gué 1-3	1.214	1.180	1.148
Orléans	Rue des Genêts 660	3.208	3.132	3.041
Marennes	La Donnière	825	884	553
Saint-Laurent-Blangy	Actipark	627	326	0
Saint-Martin-de-Crau	Ecopole	814	211	0
Damages for breach of contract		190	0	0
The Netherlands		**264**	**0**	**0**
Almere	Witte Vrouwen	264	0	0
TOTAL		**24.038**	**19.849**	**19.372**

The rental income increased in 2013 by 21.11% to EUR 24,038K. This increase is the net result of increased rental income in Belgium (EUR 2,915K or +28.8%) and in France (EUR 1,010K or +10.38%), as well as the additional rental income in the Netherlands (EUR 264K).

The increase in rental income in Belgium is mainly the net result of
- the additional rental income from leases of TNT Innight (Mechelen), DHL Global Forwarding and Geodis and St Jude Medical (Brucargo) and DSV Solutions (Ghent Seaport);
- the loss of rental income from the sold sites (Vilvoorde and Laken);
- the loss of rental income due to the vacancy (Herentals) ;
- the charging of EUR 519K departure indemnities of DHL Global Forwarding (Brucargo 763) and Parts Express (Mechelen).

The increase in rental income in France is the net result of:
- the entire annual income of investments during the year 2012 (Unéal Champ Libre in Saint-Laurent -Blangy and Office Depot at Saint- Martin-de-Crau);
- the newly negotiated lease with Le Piston Français at Savingy-le-Temple;
- the loss of rental income from contracts with Overseas (Roissy), Challenger and Toys R US (Savigny-le-Temple) and Norbert Dentressangle (Marennes);
- the charging of EUR 190K in departure indemnities regarding Overseas .

When we take into account all of the premises that have been in the Montea portfolio over the past 3 years (i.e. without taking account of the acquisition of new sites or divestments – total of 24 sites), rental income is as following:
- 2011: EUR 18,300K;
- 2012: EUR 18,764K (+2.54%);
- 2013: EUR 18,466K (-1.59%).

RENTAL INCOME (EUR x 1,000)		**31/12/2013 12 months**	**31/12/2012 12 months**	**31/12/2011 12 months**
Belgium		**9.360**	**9.574**	**9.830**
Aalst	Tragel 48-58	1.952	1.919	1.901
Bornem	Industrieweg 4-24	418	413	378
Grimbergen	Eppegemsestwg 31-33	1.012	1.012	1.012
Hoboken	Smallandlaan 7	235	230	223
Meer	Europastraat 28	354	330	353
Herentals	Toekomstlaan 33	440	739	715
Nivelles	Rue de la Technique 11	0	0	717
Puurs	Schoonmansveld 18	763	747	727
Erembodegem	Industrielaan 27	976	881	803
Mechelen	Zandvoortstraat 16	573	653	623
Vorst	Humaniteitslaan 292	920	1.030	1.401
Milmort	Avenue du Parc Industriel	975	895	796
Heppignies	Rue Brigade Piron	742	725	181
France		**9.106**	**9.190**	**8.470**
Savigny-le-Temple	Rue du Chrome 2	541	593	437
Feuqueires	Zoning Industriel du moulin	354	344	335
Bondoufle	Rue Henrie Dunant 9-11	233	228	221
Saint-Priest	Chemin de la Fouilousse	707	695	675
Cambrai	P.d. Activité Actipole	553	535	513
Roissy	Rue de la Belle Etoile 280+ 383	869	1.018	981
Décines	Rue a Rimbaud 1	369	357	345
Alfortville	Le Techniparc	233	224	221
Le Mesnil Amelot	Rue du Gué 1-3	1.214	1.180	1.148
Orléans	Rue des Genêts 660	3.208	3.132	3.041
Marennes	La Donnière	825	884	553
TOTAL		**18.466**	**18.764**	**18.300**

At 7 of these 24 sites, new leases were signed or existing leases renewed, resulting in no major changes in the average rental price per square metre. When signing and renewing these agreements, exceptional use was made of an average rent-free period of 2 to 6 months. No other major incentives were given in this context.

Four of the thirty-five sites each represent more than 5% of the consolidated property portfolio and together represent 31.0% of the total fair value of the property portfolio:

	Fair values	Client(s)

- Saint-Cyr-en-Val, Orléans — EUR 35.5 million — FM Logistics
  this site represents 11.4% of the total fair value of the portfolio
  (the net rental income on this site for 2013 represented EUR 3.2 million, i.e. 13.5% of the total net rental income for 2013)

- Aalst Tragel — EUR 22.7 million — Jan de Nul, Barry Callebaut
  this site represents 7.3% of the total fair value of the portfolio
  (the net rental income on this site for 2013 represented EUR 1.9 million, i.e. 8.0% of the total net rental income for 2013)

- Brucargo - Zaventem — EUR 19.9 million — DHL Global Forwarding
  this site represents 6.4% of the total fair value of the portfolio
  (the net rental income on this site for 2013 represented EUR 1.9 million, i.e. 8.0% of the total net rental income for 2013)

- Vorst — EUR 18.6 million — Unilever
  this site represents 5.9% of the total fair value of the portfolio
  (the net rental income on this site for 2013 represented EUR 0.9 million, i.e. 3.8% of the total net rental income for 2013)

Note 2: Rental-related expenses

RENTAL-RELATED EXPENSES (EUR x 1,000)	31/12/2013 12 months	31/12/2012 12 months	31/12/2011 12 months
Rent to pay on leased assets	-314	0	0
Depreciations on trade receivables	-143	-26	-136
Write-back of write-downs on trade receivables	77	104	39
TOTAL	**-379**	**78**	**-97**

"Rent to pay on leased assets" includes the amount paid for concessions since 2013. This item was recorded till 2012 under the heading "Other real estate costs."

The increase in write-downs on trade receivables was primarily due to the court case opened against a3 Group, a former tenant on the site Erembodegem. This tenant stopped paying the outstanding invoices and announced to go into liquidation.

On April 18, 2013, a petition was filed with regard to a rental contract. On May 8, 2013 an initial judgment stated that (i) the lease agreement with A3 group was stopped, (ii) counterparty was condemned to vacate no later than June 8, 2013, (iii) the counterparty was convicted to pay the rent arrears for the sum of EUR 60,000, plus legal interest and (iv) that the rental guarantees totaling EUR 40,282.74 must be released.

By judgment of the Distrct Court dated October 16, 2013, the a3 Group had to pay Montea the amount of EUR 101,834.57 plus interest and court costs. In carrying out the above-mentioned judgment, Montea determined that the a3 Group had become insolvent. The deposit of EUR 36,350.74 has been cashed in the meantime. The damage was estimated at more than EUR 65,483.83.

On December 12, 2013 the counsel of Montea served notice upon the counterparty by registred letter for one last time to pay the outstanding debt.

Montea still fits the precautionary principle. When Montea will collect the rent and / or other funds, relying on external legal advice, an immediate provision for doubtful receivables is established. When the funds are received, a reversal of the impairment is booked.

Note 3: Rental charges and taxes on rented buildings taken by the lessee and recuperation of these rental charges and taxes

RENTAL CHARGES AND TAXES NORMALLY BORNE BY THE TENANT ON LET PROPERTIES (EUR x 1,000)	31/12/2013 12 months	31/12/2012 12 months	31/12/2011 12 months
Recovery of charges and taxes normally payable by tenants on let properties	**3.910**	**3.546**	**3.256**
Reinvoicing of rental charges borne by the landlord	1.787	1.621	1.228
Reinvoicing of taxes on let properties	2.122	1.924	2.028
Charges and taxes normally borne by the tenant on let properties	**-4.803**	**-4.463**	**-4.069**
Rental charges borne by the landlord	-1.914	-1.832	-1.586
Taxes on let properties	-2.889	-2.631	-2.483
TOTAL	**-893**	**-918**	**-813**

The decrease in the net impact to EUR -893K is attributable mainly to:

- the sale of the site in Vilvoorde, where the large part of the costs could not be passed;
- the letting of vacant space in Mechelen to TNT Innight and Savigny-Le-Temple to LPF.

In case of vacancy, the property tax and any insurance that may or may not be passed is the highest cost. Property taxes and taxes on leased premises were EUR 2,889K in 2013 (12.02% of the rental income).

When there is 100% vacancy, there is an additional cost of EUR 755K for property tax and of EUR 126K for maintenance and insurance.

Note 4: Other rental-related income and expenditure

OTHER RENTAL-RELATED INCOME AND EXPENDITURE (EUR x 1,000)	31/12/2013 12 months	31/12/2012 12 months	31/12/2011 12 months
Property management fee	229	172	114
Income from the solar panels	798	769	421
Other	216	557	72
TOTAL	**1.244**	**1.498**	**607**

Income from the solar panels is made up of the electricity generated, which is passed on to the tenants and the distribution grid manager (9.07%), as well as revenue from green power certificates (90.93%).

The solar panels on the buildings at the sites in Bornem (EUR 215K), Grimbergen (EUR 177K), Herentals (EUR 140K) and Puurs Schoonmansveld (EUR 266K) together generated EUR 798K of revenue.

The one-off charges resulting from insurance issues at the sites in Aartselaar and Puurs Rijksweg, as well as the compensation received by Montea from outgoing inventories at the sites in Nivelles, Mechelen and Vorst, were entered under “Other” in 2012.

The recovered property tax on vacant sites was recorded under “Other” in 2013.

Note 5: Technical costs

TECHNICAL COSTS (EUR x 1,000)	31/12/2013 12 months	31/12/2012 12 months	31/12/2011 12 months
Recurring costs	**-15**	**-32**	**-53**
Maintenance and repairs	-25	-21	-42
Insurance premiums	10	-10	-11
Non-recurring costs	**1**	**3**	**0**
Major repairs	0	0	0
Claims	1	3	0
TOTAL	**-14**	**-29**	**-53**

The reduction in these charges since 2011 is mainly the result of the divestment of the obsolete buildings in Moorsel (2011), Aartselaar (2012) and Vilvoorde (2013).

Note 6: Commercial costs

COMMERCIAL COSTS (EUR x 1,000)	31/12/2013 12 months	31/12/2012 12 months	31/12/2011 12 months
Brokers' fees	-33	-65	-65
Publicity	-2	0	-1
Lawyer fees and legal expenses	-76	-26	-69
TOTAL	**-111**	**-91**	**-135**

Because of the sale of the site in Aartselaar in 2012 the balance of the spread brokerage fees on different rental contracts was accounted for in the results.

The increase in the fees of the lawyers is the result of the legal case against a3 Group, as well as the filing of an appeal in cassation (see section 1.3.6 for more details).

Note 7: Charges and taxes on unlet premises

CHARGES AND TAXES OF UN-LET PROPERTIES (EUR x 1,000)	31/12/2013 12 months	31/12/2012 12 months	31/12/2011 12 months
Charges	-80	-67	0
Property tax	-137	-86	0
Insurances	-38	-21	0
TOTAL	**-255**	**-174**	**0**

Charges and taxes on unlet premises relate only to the costs of the totally vacant sites at Puurs Rijksweg, Nivelles and Herentals. The increase in these costs is mainly due to the vacancy of the site in Herentals by 01/08/2013. These charges were entered in 2011 under the heading “Lease charges and taxes borne by the tenant on leased buildings”.

Note 8: Property management charges

PROPERTY MANAGEMENT COSTS (EUR x 1,000)	31/12/2013 12 months	31/12/2012 12 months	31/12/2011 12 months
Internal property management costs	-221	-618	-665
Exteral property management costs	-23	-20	-36
TOTAL	**-244**	**-637**	**-702**

These charges include on the one hand costs relating to the staff responsible for managing and marketing the property, plus costs that can be allocated directly to management.

This fall in internal management charges relates mainly to the various new developments and projects (allowing the activation of more personnel), as well as divestment of labour-intensive sites in Laken and Vilvoorde (sold in 2013).

Note 9: Other property charges

OTHER PROPERTY COSTS (EUR x 1,000)	31/12/2013 12 months	31/12/2012 12 months	31/12/2011 12 months
Concession rights	0	-82	-81
Other property charges	-83	-34	-21
TOTAL	**-83**	**-115**	**-102**

Concession fees are entered since 2013 under the heading "Related rental expenses".

The increase in other real estate expenses is due to the higher costs relating to the environment at the various sites.

Note 10: General company overheads

GENERAL CORPORATE COSTS (EUR x 1,000)	31/12/2013 12 months	31/12/2012 12 months	31/12/2011 12 months
Office costs	-310	-250	-149
Representation costs	-104	-82	-74
Fees	-599	-537	-540
Real estate expert	*-168*	*-116*	*-149*
Auditor	*-42*	*-40*	*-41*
Legal advisors	*-151*	*-60*	*-80*
Accounting and financial advisors	*-164*	*-138*	*-151*
Other	*-74*	*-183*	*-119*
Listing fees	-172	-114	-158
Marketing and communication	-216	-141	-127
Personnel costs + fees business manager	-2.017	-1.659	-1.395
Amortizations	-154	-155	-177
TOTAL	**-3.573**	**-2.938**	**-2.620**

General overheads in the main include the costs associated with day-to-day management and the fees incurred as part of the obligations of listed companies.

In total, general overheads were EUR 4,328K. Of this amount:

- EUR 554K (12.80%) is activated at the existing sites and new ongoing projects. These costs relate to internal project management.
- EUR 201K (4.64%, see Note 7) were transferred to property management charges. These are costs directly attributable to the sites on the management of the property.

82.56% of these costs (EUR 3,573K) remains as general corporate expenses. The increase in general expenses is the result of the strengthening of the operational team and more consulting fees regarding the further growth of Montea.

The fees for the Company Auditors, E&Y Bedrijfsrevisoren, represented by Christel Weymeersch, in relation to the remuneration for its statutory task of researching and auditing the company and consolidated accounts, were EUR 42,804.88 excl. VAT (see auditors).

Apart from the fees for the Company Auditors, property assessors and the statutory Business Manager, no other significant remuneration was owed in 2013.

Note 11: Other operating income and expenses

OTHER OPERATING INCOME AND EXPENSES (EUR x 1,000)	31/12/2013 12 months	31/12/2012 12 months	31/12/2011 12 months
Ohter operating income	305	356	315
Other operating expenses	-142	-125	-1.268
TOTAL	**163**	**231**	**-952**

Other operating revenue resulted mainly from:

- the release of a single debt for the purchase of the first property in France;
- the one-off proceeds from the sale of various fixed assets as a result of the redevelopment of the site in Forest.

Other operating costs in 2013 relate to the charges incurred for a possible project that in the end was not carried out.

Note 12: Result on disposal of investment properties

RESULT ON DISPOSAL OF INVESTMENT PROPERTIES (EUR x 1,000)	31/12/2013 12 months	31/12/2012 12 months	31/12/2011 12 months
Net capital gain buildings sold	1.107	362	0
TOTAL	**1.107**	**362**	**0**

The capital gain of EUR 362K made in 2012 is the result of the sale of the sites in Aartselaar and Berchem and a provision set aside for works yet to be carried out at the previously sold site in Grobbendonk.

The capital gain of EUR 1,107K in 2013 is the result of the sale of the sites in Laeken and Vilvoorde and the gain realized on the sale of building rights to the airport[103]. With this latest agreement, the airport became back owner of the land and Montea payed a variable fee based on the rental income of the tenant.

[103] On 20/12/2012, Montea acquired the shares of Warehouse Nine NV. This transaction involved a build-to-suit project for DHL Global Forwarding at Brucargo Zaventem, whereby Warehouse Nine NV acquired the building rights for a period of 50 years at market conditions. End of 2013 Montea has (Warehouse Nine NV merged in the meanwhile with Montea) resold this surface rights to the airport, making a capital gain (EUR 301K). From 2014, Montea is no longer owner of the land but will pay a variable fee to the airport.

Note 13: Changes in fair value of investment properties

CHANGES IN FAIR VALUE OF INVESTMENT PROPERTIES (EUR x 1,000)	31/12/2013 12 months	31/12/2012 12 months	31/12/2011 12 months
Positive changes in fair value of investment properties	1.879	1.260	2.296
Negative changes in fair value of investment properties	-6.009	-7.952	-6.716
TOTAL	**-4.130**	**-6.692**	**-4.420**

The result on the property portfolio at 31 December 2013 was EUR -4,130K. This negative result was attributable to:

a) a negative variation in the fair value of the property portfolio in Belgium of EUR -2.79 million, mainly as the result of:
   - investments at existing sites for an amount of EUR -2.07 million[104];
   - the adjustment in fair value by the property expert with EUR -0.71 million (largely determined by the vacancy correction by the impending end of the lease in Herentals and the adaptation of the market yield at six sites).

b) a negative variation in the fair value of the property portfolio in France of EUR -1.70 million as the result of:
   - investments for an amount of EUR -1.05 million[102];
   - the adjustment to the fair value by the real estate expert of EUR -0.65 million by:
     - the adjustment of the market yield of the site Feuquières-en-Vimeu and Cambrai;
     - the adjustment of the fair value of the site in Saint-Laurent-Blangy (a site that is more than 5 years old and may no longer be subject to VAT but on registration fees);
     - the adjustment of the fair value of the site Cambrai of EUR -0.4 million

c) a positive change in the fair value of the property portfolio in the Netherlands of EUR 354K.

For more information about the fundamentals of the valuation of the property portfolio, please refer to 4.2.4 Property Report.

Note 14: Financial income

FINANCIAL INCOME (EUR x 1,000)	31/12/2013 12 months	31/12/2012 12 months	31/12/2011 12 months
Interests and dividends received	47	177	82
Other	2	0	2
TOTAL	**49**	**178**	**84**

T
he financial income is related to the interest collected on available funds.

Note 15: Net interest charges

NET INTEREST CHARGES (EUR x 1,000)	31/12/2013 12 months	31/12/2012 12 months	31/12/2011 12 months
Nominal interest charges on loans	-3.169	-2.845	-2.578
Reinstatement of the nominal amount for financial debts	23	50	74
Costs from authorized hedges	-3.068	-2.739	-2.962
Income from authorized hedges	0	0	0
Other interest charges	-5	-3	-11
TOTAL	**-6.219**	**-5.537**	**-5.478**

[104] This regards investments at existing sites for which no immediate gain was recognized.

The average finance charge was 3.92%[105] compared with 3.84% at the same period last year. This is the percentage for bank financing, including bank margins on the outstanding bond loan and taking account of the financial hedging instruments and finance charges on leasing debts and with the coupon of 4.107%.

Net interest charges increased by EUR 682K or 12.32%. The average debt burden rose by EUR 21.11K (also see the increase in the debt ratio from 51.33% to 52.82%). By contrast, the average finance charge decreased during the year to 3.92%. Considering the state of the financial liabilities at 31/12/2013 (outstanding bond loan, term credit lines with the associated hedging instruments and leases), the average financial cost was 3.96%.

The category “Reinstatement of the nominal amount for financial debts” relates solely to the interest collected on the additional works that were charged on at the site in Cambrai (France). The cost of these works was passed on by Montea to the existing tenant in accordance with a table of instalments. See also note 23.

Note 16: Other financial costs

OTHER FINANCIAL COSTS (EUR x 1,000)	31/12/2013 12 months	31/12/2012 12 months	31/12/2011 12 months
Bank charges and other commissions	-36	-110	-29
Other	0	0	-1
TOTAL	**-36**	**-110**	**-30**

The rise in bank charges in 2012 relates mainly to the arrangement fees for opening new lines of credit.

Note 17: Changes in fair value of financial assets and liabilities

The changes in fair value of financial assets and liabilities amounted to EUR 5,497K comprising:

- the positive change in the fair value of financial assets and liabilities for an amount of EUR 4,948K
- the positive variation regarding the new IFRS 13 rules under which Montea noted a DVA (Debit Value Adjustment) of EUR 549 K).

FAIR VALUE OF THE HEDGES (EUR x 1,000)		Maturity	Nominal amount	Amount taken 31/12/2013	Interest rate	Fair value 2013	Fair value 2012	Change in fair value
Forward IRS							-495	-495
Forward IRS	30/05/2012	30/05/2017	10.000	10.000	2,82%	-749	-1.044	-295
Multi-Callable Swap	15/09/2007	15/09/2017	13.425	13.425	3,82%	-1.622	-2.158	-536
Forward IRS	1/07/2013	1/07/2018	25.000		2,62%	-1.559		1.559
Forward IRS	30/05/2012	30/05/2019	10.000	10.000	3,07%	-1.042	-1.441	-399
Forward IRS					2,66%		-1.197	-1.197
Forward IRS	1/10/2011	1/10/2020	10.000	10.000	2,77%	-930	-1.353	-423
Forward IRS	1/10/2011	1/10/2020	10.000	10.000	2,77%	-939	-1.348	-409
Stepped IRS	1/07/2012	1/07/2022	60.000	60.000	4,50%	-7.538	-10.291	-2.753
TOTAAL			**138.425**	**113.425**		**-14.379**	**-19.327**	**-4.948**

Montea’s net debt position in relation to hedging instruments was EUR 14,379K.

At the end of 2013, Montea had hedging instruments for a nominal amount of EUR 138,425K. Initially, the nominal amount was also EUR 138,425K. During the year 2013, Montea replaced 2 IRS contracts with a total nominal value of EUR 25,000K by a new forward IRS contract of EUR 25,000K that will be drawn down by 1/07/2014.

[105] This financial cost is an average over the full year, leasing debts in France and Belgium and the outstanding bond loan included, and was calculated based on the total financial cost compared to the average of the initial and end balace of the debt cost of 2013. If Montea should have no hedging contracts, the financial cost would amount to 2.28%.

Montea recorded as a result of the adjustments under IFRS 13, an additional positive change in the valuation of hedging instruments of EUR 549K (this involves "Debit Value Adjustment").

Considering the above, the fair value of hedging instruments of EUR 13,830K (debt) can be found in the long-term financial liabilities on the liabilities side of the balance sheet.

The average "hedging cost" fell from 3.82% to 2.36% (taking into account a constant perimeter).

Note 18: Company tax

CORPORATE TAXES (EUR x 1,000)	31/12/2013 12 months	31/12/2012 12 months	31/12/2011 12 months
Withholding tax	-2	-26	-12
Actual corporate taxes (profit)	-190	-13	-26
TOTAL	**-193**	**-39**	**-38**

The increase in 2013 is the consequence of a provision that was created within the framework of a new French legislation with regard to taxes on dividends.

Note 19: Intangible assets

INTANGIBLE ASSETS	(x EUR 1,000)
ON 31/12/2011	**52**
Acquisitions	118
Depreciations	-30
ON 31/12/2012	**141**
Acquisitions	19
Depreciations	-45
ON 31/12/2013	**114**

This item states the amounts of intangible assets for own use. These intangible assets mainly include the licence and development costs for property management facility and accounting software.

The increase in 2012 is the result of the introduction of a new facility management system.

Note 20: Investment properties

INVESTMENT PROPERTIES	(x EUR 1,000)
ON 31/12/2011	**245.131**
Investments	**43.690**
- new acquisitions	17.190
- acquisitions through share transactions	26.500
Divestments	**-1.954**
Increase/decrease of the fair value	**-4.767**
ON 31/12/2012	**282.100**
Investments	**40.590**
- new acquisitions	34.070
- acquisitions through share transactions	6.520
Divestments	**-8.746**
Increase/decrease of the fair value	**-1.399**
ON 31/12/2013	**312.545**

The increase in investment properties was mainly the result of the acquisition of the sites at Brucargo Zaventem (763 + 831), Ghent Seaport (Evenstuk + Korte Mate) and Almere in the Netherlands, which was offset by the sale of the sublease of the site Brucargo 830 at Brussels Airport[106] and the sale of the site in Laeken.

Divestments include the fair value of the Laeken site (sold 07/05/2014) and the sublease of the site Brucargo end of 2013. The Vilvoorde site was sold on 18/7/2013 but was on 31/12/2013 already classified as assets for sale.

The decrease in fair value has to do with the adjustment in value of all sites, except the sold sites in Laeken and Vilvoorde.

Note 21: Other tangible assets

OTHER TANGIBLE NON-CURRENT ASSETS	(x EUR 1,000)
ON 31/12/2011	**8.087**
Acquisition value 01/01/2012	**8.416**
Acquisitions	9
Solar panels	-125
Acquisition value 31/12/2012	**8.301**
Depreciations 01/01/2012	**-418**
Depreciations	-88
Depreciations 31/12/2012	**-506**
ON 31/12/2012	**7.883**
Acquisition value 01/01/2013	**8.301**
Acquisitions	26
Solar panels	-187
Acquisition value 31/12/2013	**8.140**
Depreciations 01/01/2013	**-418**
Depreciations	-71
Depreciations 31/12/2013	**-489**
ON 31/12/2013	**7.651**

The decrease in other non-current tangible assets mainly includes the loss on the solar panels at the sites in Bornem, Grimbergen, Herentals and Puurs Schoonmansveld. This loss was passed through in equity.

SOLAR PANELS (EUR x 1,000)	Investments	Fair value 31/12/2013	Valuation
Solar panels on the site of Bornem	1.614	1.900	286
Solar panels on the site of Grimbergen	1.379	1.648	269
Solar panels on the site of Herentals	1.034	1.141	107
Solar panels on the site of Puurs, Schoonmansveld	2.116	2.700	584
Solar panels on the site of Heppignies	201	201	**0**
TOTAL	**6.343**	**7.590**	**1.247**

Solar panels are valued based on the revaluation model, in accordance with IAS 16 – Non-current tangible assets. After the initial take-up, assets whose fair value can be reliably determined are recorded at the revalued value, i.e. the fair value at the time of revaluation, minus any depreciations accumulated later and any extraordinary reductions in value accumulated later. The fair value is determined based on the discounting method of future returns.

As the table shows, the total cost of the investment amounts to EUR 6,343K, realized during the year 2011. Based on the revaluation model a capital gain of EUR 1,672K was made in a separate component of equity. As of 31/12/2013, this revaluation surplus has already been reduced to EUR 1,247K.

[106] We refer to footnote 101 for more information.

With regard to the valuation of the solar panels, any gains (EUR 1,247K for 2013) are recorded in a separate component of shareholders' equity. Also see note 30.1.

Note 22: Non-current financial assets

NON-CURRENT FINANCIAL ASSETS	(x EUR 1,000)
ON 31/12/2011	**0**
Assets held till maturity	**0**
Participations in associates	0
Faire value of assets through the result	**0**
Hedges	0
ON 31/12/2012	**0**
Assets held till maturity	**0**
Participations in associates	0
Faire value of assets through the result	**0**
Hedges	0
ON 31/12/2013	**0**

Non-current financial assets relate solely to the positive valuation of the hedging instruments.

The negative valuation of the hedging instruments for 2013 is to be found in note 35.

Note 23: Trade receivables and other non-current assets

TRADE RECEIVABLES AND OTHER NON-CURRENT ASSETS	(x EUR 1,000)
ON 31/12/2011	**361**
Guarantees paid in cash	0
Pre-financing site Cambrai	-257
ON 31/12/2012	**105**
Guarantees paid in cash	0
Pre-financing site Cambrai	-68
ON 31/12/2013	**37**

This amount relates to a non-current receivable on the tenant at the Cambrai site for the reimbursement of the invoiced supplemental work.

On acquisition of the Cambrai site in 2008, Montea carried out investments amounting to EUR 1,150K. These works were reinvoiced and are paid off on a quarterly basis according to an agreed payment schedule.

The non-current receivable is reported under this heading. The current receivables can be found under "tax receivables and other current assets" (see note 26). Financial returns on this transaction are listed under the financial income heading (see note 14)..

Note 24: Property held for sale

ASSETS HELD FOR SALE	(x EUR 1,000)
OP 31/12/2011	**2.541**
Accounting value of the investment properties held for sale	-316
OP 31/12/2012	**2.225**
Accounting value of the investment properties held for sale	-2.225
OP 31/12/2013	**0**

The variation in the book value of the investment properties held for sale consists of the site in Vilvoorde in 2012. This site was sold on 18/07/2013.

Note 25: Current trade receivables

TRADE RECEIVABLES (EUR x 1,000)	31/12/2013	31/12/2012	31/12/2011
Trade receivables - gross	7.533	6.209	6.835
Provisions for doubtful receivables	-554	-489	-567
ON 31/12/2013	**6.978**	**5.720**	**6.269**

As of 31 December 2013, the gross trade receivables amounted to EUR 7,533K, of which

- EUR 284K for invoices to be drawn;
- EUR 564K for doubtful debts;
- EUR 6,446K for trade receivables;
- EUR 238K for other claims.

DEPRECIATIONS IN VALUE FOR DOUBTFUL RECEIVABLES	(x EUR 1,000)
ON 31/12/2011	**551**
Decrease provisions current financial year	-91
ON 31/12/2012	**460**
Provisions current financial year	181
ON 31/12/2013	**564**

WRITE-DOWNS ON DOUBTFUL RECEIVABLES ACCOUNTED FOR	(x EUR 1,000)
ON 31/12/2011	**567**
Decrease write-downs accounted for	-78
ON 31/12/2012	**489**
Provisions current financial year	123
ON 31/12/2013	**554**

In order to minimize the overdue accounts receivable, Montea manages its clients in an efficient manner. Montea's clients are subject to regular credit analyses. Similarly, Montea will always subject potential new clients to a credit analysis, before closing new contracts.

The following table shows an aging analysis of gross trade receivables of EUR 6,446K and doubtful debts of EUR 564K.

TABLE OF MATURITY DATES OF TRADE RECEIVABLES	(x EUR 1,000)
Trade receivables, not due	5.427
Trade receivables, due 1 -30 days	464
Trade receivables, due 31 - 60 days	-96
Trade receivables, due 61 - 90 days	497
Trade receivables, due > 90 days	154
TOTAL	**6.446**

TABLE OF MATURITY OF DOUBTFUL DEBTS	(x EUR 1.000)
Trade receivables, not due	0
Trade receivables, due 1 -30 days	1
Trade receivables, due 31 - 60 days	-40
Trade receivables, due 61 - 90 days	1
Trade receivables, due > 90 days	602
TOTAL	**564**

Montea has made the necessary efforts to ensure that the trade receivables were already largely collected after the year-end.

Note 26: Tax receivables and other current assets

TAX RECEIVABLES AND OTHER CURRENT ASSETS (EUR x 1,000)	31/12/2013	31/12/2012	31/12/2011
TAXES	**445**	**242**	**298**
Value added taxes (VAT)	175	113	169
Corporation tax	271	129	129
OTHER CURRENT ASSETS	**193**	**602**	**691**
TOTAL	**638**	**844**	**989**

The amount of other current assets mainly includes the short-term receivable from the prefinancing of the site in Cambrai (EUR 69K – also see Note 23) and the claim regarding the compensation on the same site (EUR 75K).

Note 27: Cash and cash equivalents

CASH AND CASH EQUIVALENTS (EUR x 1,000)	31/12/2013	31/12/2012	31/12/2011
Cash at banks	2.551	5.175	1.409
Term deposits	1.541	1.832	3.499
Cheques to be cashed	1	0	40
TOTAL	**4.092**	**7.007**	**4.948**

Term deposits relate to cash deposits in term accounts with credit institutions.

Note 28: Deferred charges and accrued income in the assets

DEFERRED CHARGES AND ACCRUED INCOME - ASSETS (EUR x 1,000)	31/12/2013	31/12/2012	31/12/2011
Accrued and not due rental income	989	299	256
Prepaid property charges	6.013	572	153
Prepaid interests and other financial charges	310	345	312
Other	429	256	383
TOTAL	**7.741**	**1.472**	**1.104**

The increase in prepaid property charges is explained mainly by the rise in the start-up costs already incurred for possible new projects and the unavailability fee of EUR 4,500K[107] regarding the partnership agreement with the Group De Paepe. For more information about this unavailability fee we refer to section 4.3.2. of this report.

The item "Prepaid interest and other finance charges" consists mainly of capital and interest repayments already made on leasing debts for the Orléans project.

The item "Other" mainly relates to already paid brokers' fees for new lease contracts spread over the term of those lease contracts.

Note 29: Share capital and shares

SHARE CAPITAL AND SHARE PREMIUMS	Capital	Costs capital increase	Capital shares options staff	Subscription premium	Number of shares
ON 31/12/2011	**108.373**	**-1.044**	**0**	**543**	**5.634.126**
Capital Increase on 20 December 2012 (acquisition of shares of Warehouse 9 through buy/sale agreement)	21.114	-106	3	-10	814.148
ON 31/12/2012	**129.486**	**-1.150**	**3**	**533**	**6.448.274**
Capital Increase on 20 June 2013 (acquisition of shares of Acer Parc NV through buy/sale agreement)	2.803	-84	0	1.238	139.622
Capital Increase on 19 December 2013 (acquisition of shares of Ghent Logistics NV throught contribution in kind)	6.477	0	0	0	221.066
Capital Increase on 19 December 2013					
ON 31/12/2013	**138.767**	**-1.234**	**3**	**1.771**	**6.808.962**

[107] Due to the partnership agreement with MG Real Estate (see Section 4.3.2) Montea will pay EUR 4.5 million as part of the development costs in the infrastructure of the park. This unavailability fee was included in the adjustment account of the asset, of which half (EUR 2.25 million) has already been paid at year-end. The rest was taken in other current liabilities.

Note 30: Reserves

(EUR x 1,000)	31/12/2013	31/12/2012	31/12/2011
Reserves	**-16.410**	**-2.108**	**9.322**
Legal reserves	829	30	30
Reserve for the net amount of the changes in fair value of investment properties	-35.881	-32.031	-25.211
Reserves for the impact on the fair value of the estimated transfer rights and costs resulting from hypothetical disposal of investment properties	-11.799	-10.704	-9.636
Reserve for the net amount of the changes in fair value of authorized hedges qualifying for hedge accounting as defined by IFRS	0	0	0
Reserve for the net amount of the changes in fair value of authorized hedges not qualified for hedge accounting as defined by IFRS	-13.830	-19.327	-11.294
Reserve for the net amount of exchange rate differences on monetary assets and liabilities	0	0	0
Reserve for the translation differences coming from the conversion of activities abroad	0	0	0
Reserve for treasury shares	-639	-639	0
Reserve for the net amount of the changes in fair value of financial assets held for sale	0	0	0
Reserve for actuarial gains and losses on defined benefit pension plans	0	0	0
Reserve for deferred taxes on investment properties located abroad	0	0	0
Reserve for received dividends, used for the reimbursement of financial debts	0	0	0
Other reserves	44.910	60.563	55.433
Results carried forward from previous financial years	0	0	0

The difference in the item "reserve for the balance of the variation in the fair value of property" compared with last year was EUR 3,850K. This variation of EUR 3,850K consists of the change in fair value of investment properties amounting to EUR -3,658K and secondly of the revaluation surplus of solar panels for an amount of EUR -192K. In the income statement, we find an amount of EUR 4,130K.

In determining the fair value and after an analysis of a large number of transactions conducted by a working group of specialists acting on behalf of listed property institutions, account was taken of 2.5% of total buying charges on major investment property (i.e. > EUR 2,500,000). This means that for all sites of EUR >2,500,000, the investment value needs to be divided by 1.025 to produce the fair value. For all other sites, 10% or 12.5% of registration charges are to be applied to reach the fair value.

This means that for 1 site in Belgium (Hoboken) the 10% rule is applied.

In valuing the sites in France and in the Netherlands, an estimate is made of the total amount of purchase costs. This represents approximately 6.2% for France and 6.3% for the Netherlands. This means that 6.2% has to be deducted from the investment amount to reach the fair value for the site.

Note 30.1: Reserve for the balance of the changes in fair value of property

RESERVE FOR THE BALANCE OF THE CHANGES IN FAIR VALUE OF PROPERTY	(x EUR 1,000)
Changes in fair value of investment properties 2007 (15 months)	5.629
Changes in fair value of investment properties 2008 (12 months)	-10.046
Changes in fair value of investment properties 2009 (12 months)	-16.034
Changes in fair value of investment properties 2010 (12 months)	-1.906
Changes in fair value of investment properties 2011 (12 months)	-4.420
Changes in fair value of investment properties 2012 (12 months)	-6.692
Revaluation gains solar panels 2011 (12 months)	1.566
Revaluation gains solar panels 2012 (12 months)	-128
Revaluation gains solar panels 2013 (12 months)	-192
ON 31/12/2013	**-35.881**

Note 30.2: Reserve for the balance of the changes in fair value of authorized hedging instruments not subject to hedge accounting, as defined in IFRS

RESERVE FOR THE BALANCE OF THE CHANGES IN FAIR VALUE OF AUTHORIZED HEDGES NOT SUBJECT TO HEDGE ACCOUNTING AS DEFINED IN IFRS	(x EUR 1,000)
changes in fair value of authorized hedges 2007 (15 months)	861
changes in fair value of authorized hedges 2008 (12 months)	-6.792
changes in fair value of authorized hedges 2009 (12 months)	-2.089
changes in fair value of authorized hedges 2010 (12 months)	1.643
changes in fair value of authorized hedges 2011 (12 months)	-4.917
changes in fair value of authorized hedges 2012 (12 months)	-8.033
changes in fair value of authorized hedges 2013 (12 months)	5.497
ON 31/12/2013	**-13.830**

The changes in fair value of the hedges are entirely passed through the results.

Note 31: Result

RESULT (EUR x 1,000)	Result
ON 31/12/2011	**-297**
Result 12 months	-3.102
Minority interests	-4
ON 31/12/2012	**-3.106**
Result 12 months	15.970
Minority interests	-2
ON 31/12/2013	**15.969**

Note 32: Minority participations

MINORITY INTEREST	(x EUR 1,000)
ON 31/12/2011	**104**
5% of the result of SCI 3R on 31/12/2012	-4
ON 31/12/2012	**100**
5% of the result of SCI 3R on 31/12/2013	-2
ON 31/12/2013	**98**

Note 33: Provisions

PROVISIONS (EUR x 1,000)	31/12/2013	31/12/2012	31/12/2011
Pensions	0	0	0
Other	0	-208	0
TOTAL	**0**	**-208**	**0**

The provision in 2012 related to the estimated costs for the further reorganisation of the commercial team.

Note 34: Financial debts

FINANCIAL DEBTS (EUR x 1,000)	31/12/2013	31/12/2012	31/12/2011
NON-CURRENT FINANCIAL DEBTS	**144.517**	**121.913**	**104.320**
Credit institutions	111.333	116.500	97.500
Bond	29.557	0	0
Securities and bank guarantees deposited	404	547	278
Financial leasing	3.177	4.865	6.542
Others	45	0	0
CURRENT FINANCIAL DEBTS	**28.529**	**31.851**	**26.782**
Credit institutions	26.667	30.000	25.000
Financial leasing	1.862	1.851	1.782
TOTAL	**173.046**	**153.763**	**131.102**

The financial debts are nominal amounts without the interest.

Financial debts consist mainly of bilateral lines of credit with 5 Belgian financial establishments. As of 31/12/2013, Montea had a total of EUR 160,000K in contractual lines of credit, of which 86.25% (EUR 138,000K) was drawn down.

Next year, 19.32% (or EUR 26,667K) of the drawn down debt expires.

CREDIT INSTITUTIONS	(x EUR 1,000)
Credit lines, with a maturity < 1 year	26.667
Credit lines, with a maturity 1 - 2 year	44.000
Credit lines, with a maturity 2 - 3 year	26.667
Credit lines, with a maturity > 3 year	40.667
TOTAL	**138.000**

In addition, the financial debts consist of the outstanding bonds (nominal value of EUR 30,000K) and the outstanding lease liabilities (Montea has leasing debts at the following sites: Milmort (BE), Roissy-en-France and St Cyr-en-Val (Orleans) in France). In the context of the further financial diversification, Montea has issued a bond on June 24, 2013 for a total amount of EUR 30 million. For more information, see Section 1.3.2.

LEASING DEBTS	(x EUR 1.000)
Leasing debts,with a maturity < 1 year	1.862
Leasing debts, with a maturity 1 - 5 year	3.177
Leasing debts, with a maturity >5 years	0
TOTAL	**5.038**

Note 35: Other non-current financial liabilities

OTHER NON-CURRENT FINANCIAL LIABILITIES (EUR x 1,000)	31/12/2013	31/12/2012	31/12/2011
Authorized hedges	13.830	19.327	11.304
TOTAL	**13.830**	**19.327**	**11.304**

The other non-current financial liabilities consist solely of the negative valuation of the interest hedging instruments on 31/12/2013. In note 22, under non-current financial assets, are the positive changes in the value of interest hedging instruments. On balance, the interest hedging instruments on 31/12/2013 had a negative value of EUR 13,830K. For the comparison of fair values to book values, see Note 17.

Note 36: Other non-current liabilities

OTHER NON-CURRENT LIABILITIES (EUR x 1,000)	31/12/2013	31/12/2012	31/12/2011
Guarantees	452	450	431
TOTAL	**452**	**450**	**431**

The total relates to the guarantees lodged by French clients.

Note 37: Provisions

PROVISIONS (EUR x 1,000)	31/12/2013	31/12/2012	31/12/2011
Pensions	0	0	0
Other	0	0	-1.200
TOTAL	**0**	**0**	**-1.200**

The increase in the provisions in 2011 was entirely attributable to the compensation of EUR 1,200K (EUR 960K + interest) that Montea was required to pay in the context of the ruling by the Court of Appeal received by it on 29th February 2012. For this issue, we refer also to section 4.3.8.1. of this annual report.

Note 38: Trade debts and other current liabilities

TRADE DEBTS AND OTHER CURRENT DEBTS (EUR x 1,000)	31/12/2013	31/12/2012	31/12/2011
Suppliers	1.536	1.648	**1.405**
Exit tax	314	-35	**-35**
VAT and taxes	1.376	1.373	1.158
Salaries and social security	139	197	208
TOTAL	**3.365**	**3.184**	**2.735**

OTHER CURRENT LIABILITIES (EUR x 1,000)	31/12/2013	31/12/2012	31/12/2011
Dividends	12	12	12
Intercompany liabilities	343	182	181
Other	2.255	245	0
TOTAL	**2.610**	**439**	**194**

The increase in other current liabilities is mainly explained by the payment only in 2014 of half of the unavailability fee (EUR 4,500K) regarding the partnership agreement with the Group De Paepe. For more information about this unavailability fee we refer to section 4.3.2. of this annual report.

Note 39: Accrued charges and deferred income – Liabilities

ACCRUED CHARGES AND DEFERRED INCOME - LIABILITES (EUR x 1,000)	31/12/2013	31/12/2012	31/12/2011
Property income received in advance	5.563	5.283	4.553
Interests and other charges accrued and not due	1.965	1.081	961
TOTAL	**7.528**	**6.364**	**5.514**

The increase in accrued charges and deferred income consists primarily of rental income billed in advance that relates to the first quarter of 2014, as well as the allocation of interest regarding the bond loan and this for the 2nd half of 2013.

Note 40: Fair value hierarchy

		Fair value hierarchy (EUR x 1.000)	31/12/2013 Booking value	31/12/2013 Level 1 (1)	31/12/2013 Level 2 (2)	31/12/2013 Level 3 (3)
I.		**NON-CURRENT ASSETS**	**320.347**	**0**	**37**	**312.545**
	C.	Investment properties	312.545	0	0	312.545
	E.	Non-current financial assets	0	0	0	0
	F.	Finance lease receivables	0	0	0	0
	G.	Trade receivables and other non-current assets	37	0	37	0
	H.	Deferred taxes (assets)	0	0	0	0
	I.	Participations in associates and joint ventures according to the equity	0	0	0	0
II.		**CURRENT ASSETS**	**19.450**	**7.741**	**7.617**	**0**
	A.	Assets held for sale	0	0	0	0
	B.	Current financial assets	0	0	0	0
	C.	Finance lease receivables	0	0	0	0
	D.	Trade receivables	6.978	0	6.978	0
	E.	Tax receivables and other current assets	638	0	638	0
	F.	Cash and cash equivalents	0	0	0	0
	G.	Deferred charges and accrued income	7.741	7.741	0	0
		TOTAL ASSETS	**339.797**	**7.741**	**7.653**	**312.545**
		LIABILITIES	**200.831**	**7.528**	**179.473**	**13.830**
I.		**Non-current liabilities**	**158.798**	**0**	**144.969**	**13.830**
	A.	Provisions	0	0	0	0
	B.	Non-current financial debts	144.517	0	144.517	0
	C.	Other non-current financial liabilities	13.830	0		13.830
	D.	Trade debts and other non-current debts	0	0	0	0
	E.	Other non-current liabilities	452	0	452	0
	F.	Deferred taxes - liabilities	0	0	0	0
II.		**Current liabilities**	**42.032**	**7.528**	**34.504**	**0**
	A.	Provisions	0	0	0	0
	B.	Current financial debts	28.529	0	28.529	0
	C.	Other current financial liabilities	0	0	0	0
	D.	Trade debts and other current debts	3.365	0	3.365	0
	E.	Other current liabilities	2.610	0	2.610	0
	F.	Accrued charges and deferred income	7.528	7.528		0
		TOTAL LIABILITIES	**200.831**	**7.528**	**179.473**	**13.830**

(1) Market Valuation in active markets for the same product
(2) Market Valuation in active markets for similar products
(3) Valuation based on other valuation techniques; not based on market valuation in active market

IFRS 13 deals with the practical application of the fair value when it is required or permitted by another standard. This has also been applied in respect to the valuation of the property, solar panels as well as financial instruments.

1. Investment properties

The practical application of the fair value at the valuation of the investment properties was made on the basis of the real estate expert, largely based on two methods :

- the capitalization method
- the "Discounted Cash Flow Method"

The practical application of the fair value at the valuation of the investment properties, based on the capitalization method, was based on the determination of the market rental values and market returns by the real estate expert for all individual sites. In this market rental value and market yields, some corrections are added depending on the specific situation (eg difference between the actual rent and market rental value, the current value of future investments as well as the estimation of future inoccupation).

The table below gives the key assumptions concerning the fair value of investment properties. As mentioned above, the fair value of investment properties is mainly determined by the market rental value (EUR/m²), the equivalent yield (gross yield based on equivalent product at this location). This table shows an overview by geographic region of these two parameters with the minimum, maximum and weighted average. In addition, the fair value of investment property is determined by the difference between the actual rent compared to the market rental value.

For more information about these market yields we refer to section 4.2.4. of this annual report.

The practical application of the fair value at the valuation of the investment properties, based on the "discounted cash flow" method, is determined on:

– The actual rental income of the lease agreement for the remaining years;
– The market value for all remaining years;
– Any replacement and renovation investment in the next years;
– The possible charge of costs borne by the owner;
– An estimation of the market value;

The table below shows the main quantitative parameters related to the "discounted cash flow" method:

Hypotheses Valuation Fair value property investments	BE	FR	NL
Rental capitalization method			
Rental market value (Min - Max.) (EURO /m²)	31,24 - 69,92	35,00- 105,70	44,70
Rental market value - Weighted average (EURO /m²)	45,01	46,19	44,70
Equivalent Yield (Min - Max.) (%)	6,58% - 8,71%	7,40% - 14,40%	7,31%
Equivalent Yield - Weighted average (%)	7,63%	8,16%	7,31%
Actual rent compared to retal market value (%)	100,80%	106,70%	99,53%
"Discounted Cash Flow" method (*)			
Actualisation rate (Min - Max.) (%)	5,02% - 9,52%	5,38% - 11,85%	8,27%
Actualisation rate (Weighted average) (%)	6,70%	7,08%	8,27%

(*) the calculation includes 2% inflation for Belgium and the Netherlands and 1% inflation for France.

The table above shows the distance between the minimum and maximum rental market values. This has primarily to do with:
* type of logistics (eg conditioned warehouses / cross-dock warehouses versus standard storage)
* location of the property
* the office space versus the entire surface of the site.

2. Solar panels

The practical application of the determination of the fair value of the solar panels is based upon a calculation of the net actual value over the remaining term of the green power certificates. For more information, we refer to section 7.6.2.3 of this annual report.

3. Derivative instruments

In determining the fair value of derivative instruments, the available fair value provided by the financial institutions and the swap rate of similar products on 31/12/2013 were taken into account, compared to the contracted hedging instruments. The fair value of derivative instruments at 31/12/2013 amounts to EUR -14,378K. This would normally be cataloged under level II. In addition, the company also needs to valuate the "non-performance risk". Montea has a negative fair value of its hedging instruments.

Based on estimations (credit default swaps at 31/12/2013, the average age of the outstanding swaps), Montea has calculated a "non -performance risk" of EUR 548K, which has a positive influence on the fair value. Because of the activation of this "non -performance risk", the total fair value of EUR -13,830 is included in level III.

4. Financial liabilities.

The financial liabilities include the bond issued in July 2013 and the drawn down credit lines of EUR 138 million.
The practical application of the fair value at the valuation of the bond was based on the indicative pricing on the active market. Since this was not traded at 31/12/2013, the bond is classified in level 2 (market valuation in the active market for a similar product).
At Montea, all credit lines were cloed at variable interest rate (Euribor 3 months). The fair value of the outstanding credit lines is almost equal to the booking amount of the credit lines which they are classified in level II.

7.7.2 Segment information

With regard to the obligation of segment information, the company applies IFRS 8.

Geographically, the current portfolio is located in Belgium, the Netherlands and France. The sicafi directs and coordinates its affairs on its geographic area and thus also reports according to geographic segmentation. The following tables show the balance sheet and the income statement according to the geographic segmentation.

- In 2013, one tenant represents a net rental income of 13.5% at the site Saint-Cyr-en-Val, Orleans.
- In 2013, five tenants represent a net rental income of respectively 4.6%, 0.05%, 2.47%, 0.07% and 1.06% at the sit Aalst, Tragel.
- In 2013, one tenant represents a net rental income of 8% at the site Brucargo, Zaventem.
- In 2013, one tenant represents a net rental income of 3.8% at the site Vorst.

7.7.2.1 Segmented balance sheet for the year 2013

		(EUR x 1.000)	31/12/2013 BE	31/12/2013 FR	31/12/2013 NL	31/12/2013 Elim.	31/12/2013 Conso
I.		**NON-CURRENT ASSETS**	**195.346**	**117.746**	**14.300**	**-7.045**	**320.347**
	A.	Goodwill	0	0	0	0	0
	B.	Intangible assets	114	0	0	0	114
	C.	Investment properties	180.535	117.710	14.300	0	312.545
	D.	Other tangible assets	7.651	0	0	0	7.651
	E.	Non-current financial assets	7.045	0	0	-7.045	0
	F.	Finance lease receivables	0	0	0	0	0
	G.	Trade receivables and other non-current assets	1	36	0	0	37
	H.	Deffered taxes (assets)	0	0	0	0	0
	I.	Participations in associates and joint ventures according to the equity method	0	0	0	0	0
II.		**CURRENT ASSETS**	**129.384**	**5.251**	**368**	**-115.554**	**19.450**
	A.	Assets held for sale	0	0	0	0	0
	B.	Current financial assets	0	0	0	0	0
	C.	Finance lease receivables	0	0	0	0	0
	D.	Trade receivables	3.199	3.780	0	0	6.978
	E.	Tax receivables and other current assets	97.214	303	0	-96.879	638
	F.	Cash and cash equivalents	3.583	405	104	0	4.092
	G.	Deffered charges and accrued income	25.389	763	264	-18.675	7.741
		TOTAL ASSETS	**324.730**	**122.998**	**14.668**	**-122.599**	**339.797**
		TOTAL SHAREHOLDERS' EQUITY	**132.025**	**6.416**	**7.571**	**-7.045**	**138.967**
I.		**Shareholders' equity attributable to the shareholders of the parent company**	**132.025**	**6.318**	**7.571**	**-7.045**	**138.869**
	A.	Share capital	137.537	0	45	-45	137.537
	B.	Share premiums	1.771	0	0	0	1.771
	C.	Reserves	-18.808	2.398	7.000	-7.000	-16.410
	D.	Net result of the financial year	11.524	3.920	526	0	15.970
II.		**Minority interests**	**0**	**98**	**0**	**0**	**98**
		LIABILITIES	**192.706**	**116.582**	**7.097**	**-115.554**	**200.831**
I.		**Non-current liabilities**	**156.616**	**2.182**	**0**	**0**	**158.798**
	A.	Provisions	0	0	0	0	0
	B.	Non-current financial debts	142.786	1.731	0	0	144.517
	C.	Other non-current financial liabilities	13.830	0	0	0	13.830
	D.	Trade debts and other non-current debts	0	0	0	0	0
	E.	Other non-current liabilities	0	452	0	0	452
	F.	Deferred taxes - liabilities	0	0	0	0	0
II.		**Current liabilities**	**36.089**	**114.400**	**7.097**	**-115.554**	**42.032**
	A.	Provisions	0	0	0	0	0
	B.	Current financial debts	27.157	1.372	0	0	28.529
	C.	Other current financial liabilities	0	0	0	0	0
	D.	Trade debts and other current debts	1.631	1.733	1	0	3.365
	E.	Other current liabilities	2.590	108.478	7.034	-115.492	2.610
	F.	Accrued charges and deferred income	4.712	2.817	62	-62	7.528
		TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	**324.730**	**122.998**	**14.668**	**-122.599**	**339.797**

The amount of EUR 180,535K (investment properties in Section I.C) is EUR 609K higher than the fair value of the investment properties in Belgium (see section 4.2.4). This difference relates to the booking value of the office for personal use.

7.7.2.2 Segmented balance sheet for the year 2012

		(EUR x 1.000)	31/12/2012 BE	31/12/2012 FR	31/12/2012 Elim.	31/12/2012 Conso
I.		**NON-CURRENT ASSETS**	**171.765**	**118.465**	**0**	**290.230**
	A.	Goodwill	0	0	0	0
	B.	Intangible assets	141	0	0	141
	C.	Investment properties	163.740	118.360	0	282.100
	D.	Other tangible assets	7.883	0	0	7.883
	E.	Non-current financial assets	0	0	0	0
	F.	Finance lease receivables	0	0	0	0
	G.	Trade receivables and other non-current assets	1	105	0	105
	H.	Deffered taxes (assets)	0	0	0	0
	I.	Participations in associates and joint ventures according to the equity method	0	0	0	0
II.		**CURRENT ASSETS**	**123.901**	**7.282**	**-113.914**	**17.269**
	A.	Assets held for sale	2.225	0	0	2.225
	B.	Current financial assets	0	0	0	0
	C.	Finance lease receivables	0	0	0	0
	D.	Trade receivables	1.845	3.876	0	5.720
	E.	Tax receivables and other current assets	99.648	430	-99.233	844
	F.	Cash and cash equivalents	4.433	2.574	0	7.007
	G.	Deffered charges and accrued income	15.751	402	-14.681	1.472
		TOTAL ASSETS	**295.666**	**125.746**	**-113.914**	**307.498**
		TOTAL SHAREHOLDERS' EQUITY	**121.265**	**2.498**	**0**	**123.763**
I.		**Shareholders' equity attributable to the shareholders of the parent company**	**121.265**	**2.398**	**0**	**123.663**
	A.	Share capital	128.340	0	0	128.340
	B.	Share premiums	533	0	0	533
	C.	Reserves	-1.439	-669	0	-2.108
	D.	Net result of the financial year	-6.168	3.067	0	-3.102
II.		**Minority interests**	**0**	**100**	**0**	**100**
		LIABILITIES	**174.401**	**123.249**	**-113.914**	**183.735**
I.		**Non-current liabilities**	**138.376**	**3.521**	**0**	**141.898**
	A.	Provisions	208	0	0	208
	B.	Non-current financial debts	118.841	3.071	0	121.913
	C.	Other non-current financial liabilities	19.327	0	0	19.327
	D.	Trade debts and other non-current debts	0	0	0	0
	E.	Other non-current liabilities	0	450	0	450
	F.	Deferred taxes - liabilities	0	0	0	0
II.		**Current liabilities**	**36.024**	**119.727**	**-113.914**	**41.837**
	A.	Provisions	0	0	0	0
	B.	Current financial debts	30.461	1.389	0	31.851
	C.	Other current financial liabilities	0	0	0	0
	D.	Trade debts and other current debts	1.580	1.604	0	3.184
	E.	Other current liabilities	257	114.097	-113.914	439
	F.	Accrued charges and deferred income	3.726	2.637	0	6.364
		TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	**295.666**	**125.746**	**-113.914**	**307.498**

7.7.2.3 Segmented income sheet for the year 2013

	(EUR x 1,000)	31/12/2013 BE	31/12/2013 FR	31/12/2013 NL	31/12/2013 Elim.	31/12/2013 12 months
I.	Rental income	13.037	10.737	264	0	24.038
II.	Write-back of lease payments sold and discounted	0	0	0	0	0
III.	Rental-related charges	-372	-7	0	0	-379
	NET RENTAL INCOME	**12.665**	**10.730**	**264**	**0**	**23.659**
IV.	Recovery of property charges	0	0	0	0	0
V.	Recovery of charges and taxes normally borne by tenants on let properties	1.947	1.962	0	0	3.910
VI.	Costs payable by tenants and borne by the landlord for rental damage and refurbishment at end of lease	0	0	0	0	0
VII.	Charges and taxes normally borne by tenants on let properties	-2.469	-2.325	-8	0	-4.803
VIII.	Other rental-related income and expenses	1.014	230	0	0	1.244
	PROPERTY RESULT	**13.157**	**10.596**	**256**	**0**	**24.010**
IX.	Technical costs	-14	0	0	0	-14
X.	Commercial costs	-65	-46	0	0	-111
XI.	Charges and taxes of un-let properties	-255	0	0	0	-255
XII.	Property management costs	-221	-23	0	0	-244
XIII.	Other property charges	-40	-44	0	0	-83
	PROPERTY CHARGES	**-595**	**-112**	**0**	**0**	**-708**
	PROPERTY OPERATING RESULT	**12.562**	**10.484**	**256**	**0**	**23.302**
XIV.	General costs of the company	-2.688	-864	-22	0	-3.573
XV.	Other operating income and expenses	18	145	0	0	163
	OPERATING RESULT BEFORE RESULT ON THE PORTFOLIO	**9.892**	**9.765**	**235**	**0**	**19.892**
XVI.	Result on disposal of investment properties	1.107	0	0	0	1.107
XVII.	Result on disposal of other non-financial assets	0	0	0	0	0
XVIII.	Changes in fair value of investment properties	-2.786	-1.698	354	0	-4.130
XIX.	Other portfolio result	0	0	0	0	0
	OPERATING RESULT	**8.214**	**8.067**	**589**	**0**	**16.870**
XX.	Financial income	4.043	0	0	-3.994	49
XXI.	Net interest charges	-6.210	-3.940	-62	3.994	-6.219
XXII.	Other financial charges	-23	-13	0	0	-36
XXIII.	Changes in fair value of financial assets and liabilites	5.497	0	0	0	5.497
	FINANCIAL RESULT	**3.307**	**-3.953**	**-62**	**0**	**-708**
XXIV.	Share in the result of associates and joint ventures	0	0	0	0	0
	PRE-TAX RESULT	**11.521**	**4.114**	**526**	**0**	**16.161**
XXV.	Corporate taxes	4	-196	0	0	-193
XXVI.	Exit tax	0	0	0	0	0
	TAXES	**4**	**-196**	**0**	**0**	**-193**
	NET RESULT	**11.524**	**3.918**	**526**	**0**	**15.969**
	NET CURRENT RESULT (excl. IAS 39)	**7.706**	**5.616**	**172**	**0**	**13.494**
	Number of shares in circulation entitled to the result of the period	6.588	6.588	6.588	6.588	6.588
	NET RESULT PER SHARE	**1,75**	**0,59**	**0,08**	**0,00**	**2,42**
	NET CURRENT RESULT PER SHARE (excl. IAS 39)	**1,17**	**0,85**	**0,03**	**0,00**	**2,05**

7.7.2.4 Segmented income sheet for the year 2012

	(EUR x 1,000)	31/12/2012 BE	31/12/2012 FR	31/12/2012 Elim.	31/12/2012 12 months
I.	Rental income	10.122	9.727	0	19.849
II.	Write-back of lease payments sold and discounted	0	0	0	0
III.	Rental-related charges	91	-13	0	78
	NET RENTAL INCOME	**10.213**	**9.714**	**0**	**19.927**
IV.	Recovery of property charges	0	0	0	0
V.	Recovery of charges and taxes normally borne by tenants on let properties	1.839	1.707	0	3.546
VI.	Costs payable by tenants and borne by the landlord for rental damage and refurbishment at end of lease	0	0	0	0
VII.	Charges and taxes normally borne by tenants on let properties	-2.406	-2.058	0	-4.463
VIII.	Other rental-related income and expenses	1.356	143	0	1.498
	PROPERTY RESULT	**11.001**	**9.507**	**0**	**20.508**
IX.	Technical costs	-29	0	0	-29
X.	Commercial costs	-65	-26	0	-91
XI.	Charges and taxes of un-let properties	-174	0	0	-174
XII.	Property management costs	-618	-20	0	-637
XIII.	Other property charges	-96	-19	0	-115
	PROPERTY CHARGES	**-981**	**-65**	**0**	**-1.046**
	PROPERTY OPERATING RESULT	**10.020**	**9.442**	**0**	**19.462**
XIV.	General costs of the company	-2.116	-822	0	-2.938
XV.	Other operating income and expenses	240	-9	0	231
	OPERATING RESULT BEFORE RESULT ON THE PORTFOLIO	**8.145**	**8.611**	**0**	**16.756**
XVI.	Result on disposal of investment properties	362	0	0	362
XVII.	Result on disposal of other non-financial assets	0	0	0	0
XVIII.	Changes in fair value of investment properties	-5.038	-1.655	0	-6.692
XIX.	Other portfolio result	0	0	0	0
	OPERATING RESULT	**3.469**	**6.956**	**0**	**10.425**
XX.	Financial income	4.022	0	-3.845	178
XXI.	Net interest charges	-5.511	-3.871	3.845	-5.537
XXII.	Other financial charges	-98	-12	0	-110
XXIII.	Changes in fair value of financial assets and liabilites	-8.023	0	0	-8.023
	FINANCIAL RESULT	**-9.610**	**-3.882**	**0**	**-13.492**
XXIV.	Share in the result of associates and joint ventures	0	0	0	0
	PRE-TAX RESULT	**-6.141**	**3.074**	**0**	**-3.067**
XXV.	Corporate taxes	-28	-11	0	-39
XXVI.	Exit tax	0	0	0	0
	TAXES	**-28**	**-11**	**0**	**-39**
	NET RESULT	**-6.168**	**3.062**	**0**	**-3.106**
	NET CURRENT RESULT (excl. IAS 39)	**6.530**	**4.717**	**0**	**11.248**
	Number of shares in circulation entitled to the result of the period	5.634	5.634	5.634	5.634
	NET RESULT PER SHARE	**-1,09**	**0,54**	**0,00**	**-0,55**
	NET CURRENT RESULT PER SHARE (excl. IAS 39)	**1,16**	**0,84**	**0,00**	**2,00**

The column "Eliminations" refers to the consolidation entries to be done regarding the consolidation and have no impact on the consolidated results.

In addition to the geographic segmentation, Montea also makes use of occupational segmentation in terms of the client base in order to spread their risk. Since risk spreading is very important in these times, the sicafi also makes the distinction in the current portfolio between the market for logistics and that for semi-industrial property. However for this segment information, the management believes that there is no distinction between business concerns, as both the nature of service and the distinctive character regarding the type of clients are not materially different.

7.7.3 Financial risk management

Exposure to foreign exchange, interest rates, liquidity and credit risks, can arise in the exercise of Montea's normal commercial activities. The company analyzes and reviews all risks and hereby defines the strategies in order to manage the economic impact on the performance of the company. The results of this analysis and proposed strategies are reviewed and approved by the Board of Directors on a regular basis.

The sensitivity analysis for the interest rate risk needs to be conducted on both the net result and equity capital. In view of the fact that there is no hedging, the impact will not differ.

7.7.4 Interest rate risk

The current and non-current financial debts of the company consist solely of debts with floating interest. The company uses financial hedging instruments of the IRS (Interest Rate Swaps) type to cover the interest rate risk. In note 17 there is an overview of the fair value of hedging instruments.

An increase or decrease of 1 basis point in the interest rates of our debts with floating interest rates would mean an increase or decrease in the market value of financial hedging instruments by EUR 0.1 million. This sensitivity is not a cash element and would have no impact on the net current result, but rather on the net result.

On 31/12/2013 the interest rate risk on credit lines with a variable interest rate was 82.2% hedged so that an increase/decrease in interest rates could have a minimal impact on the company's result. With an increase or decrease of 100 basis points, the annual interest burden for the company would only rise or fall by EUR 245K.

7.7.5 Credit risk

The credit risk is the risk of financial loss to the company if a client or counterparty fails to meet its contractual obligations. The management has a credit policy and the exposure to credit risk is managed on a continuous basis. Each new tenant must be independently examined for creditworthiness before the company makes a lease offer, taking into account a rental guarantee of 3 to 6 months.

7.7.6 Exchange rate risk

The company's property portfolio consists exclusively of buildings in Belgium and France and all leases are in EURO. The company is thus not exposed to any exchange rate risk.

7.7.7 Liquidity risk

In note 34 there is an overview of the financial debts with their respective maturities. The company manages its liquidity risk by making sufficient credit resources[108] available and by reconciling both receipts and payments as much as possible.

7.7.8 Transactions between affiliated companies

There are no transactions between affiliated companies.

[108] On 31/12/2013, Montea had EUR 160 million of credit lines, of which EUR 138 million is already drawn down. This means that Montea still had EUR 22 million available.

7.7.9 Off balance sheet obligations

Montea had the right to buy the remaining 5% of the shares of SCI 3R by the end of 2012. This 5% is still owned by the current tenant, Debflex SA, which was the previous owner. The SCI 3R was the beneficiary of a leasing contract concluded on 25 July 1995. This contract fell under the SICOMI system.

Fundamentally, the companies which fall under the SICOMI system are obliged to realise their rental or leasing achievements in function of the companies which actually rent the rented buildings: they can therefore not apply a clause of sublease (Inst. 28 May 1970, 4H-11-70, No. 12).

The Administrative legal doctrine, however, makes an exception in the application of a sublease between two companies, if these are part of the same group or if these are related to each other in the sense of Article 145 of the "CGI". It is for this reason that the company DEBFLEX initially still had a shareholding of 10% in the company SCI 3R, until the time of raising of the purchase option of the building.

Furthermore, maintaining the subsidies, granted by virtue of the funding of the building by “DRIRE” of PICARDIE, became dependent on maintaining the participation of DEBLEX in SCI 3R for 5% (confirmation of “DRIRE” on 13 August 2007).

Consequently, the participation of DEBFLEX in SCI 3R was reduced from 10% to 5%.

7.7.10 Other important obligations

No major agreements, not being part of the normal business of the Company and being part of the Montea group, have been concluded to date.

7.7.11 Auditor's report on the consolidated financial statements for the year ended 31 December 2013

Building a better working world

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Statutory auditor's report to the general meeting of shareholders of Montea Comm VA as of and for the year ended 31 December 2013

In accordance with the legal requirements, we report to you on the performance of our mandate of statutory auditor. This report contains our opinion on the consolidated financial statements (the "Consolidated Financial Statements") as well as our report on other legal and regulatory requirements as further defined below. The Consolidated Financial Statements include the consolidated statement of financial position as of 31 December 2013, the consolidated income statement before allocation, the consolidated statement of comprehensive income before allocation, overview of changes in consolidated equity and consolidated cash flow statement for the year ended 31 December 2013 and the notes.

Report on the Consolidated Financial Statements - unqualified opinion

We have audited the Consolidated Financial Statements of Montea Comm VA ("the Company") and its subsidiaries (collectively referred to as "the Group") as of and for the year ended 31 December 2013. These Consolidated Financial Statements have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union. The total of the consolidated statement of financial position amounts to € 339.797 thousand and the consolidated statement of comprehensive income shows a profit for the year of € 15.969 thousand.

Responsibility of the board of directors for the preparation of the Consolidated Financial Statements

The board of directors is responsible for the preparation of Consolidated Financial Statements that give a true and fair view in accordance with International Financial Reporting Standards as adopted by the European Union. The board of directors is also responsible for the implementation of internal controls, which it considers necessary for the preparation of the Consolidated Financial Statements that are free from material misstatement, whether due to fraud or error.

Responsibility of the statutory auditor

Our responsibility is to express an opinion on these Consolidated Financial Statements based on our audit. We conducted our audit in accordance with International Standards on Auditing ("ISA"). Those standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Consolidated Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the statutory auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the statutory auditor considers internal control relevant to the Group's preparation of consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the board of directors, as well as evaluating the overall presentation of the consolidated financial statements.

We have obtained from management and the Company's officials the explanations and information necessary to perform our audit and we believe that the resulting audit evidence that we have obtained is sufficient and appropriate to provide a basis for our opinion.

Unqualified opinion

In our opinion, the Consolidated Financial Statements of the Company give a true and fair view of the Group's consolidated financial position as of 31 December 2013 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with the International Financial Reporting Standards as adopted by the European Union.

Report on other legal and regulatory requirements

The board of directors is responsible for the preparation and the content of the report of the board of directors on the Consolidated Financial Statements, including the corporate governance statement, in accordance with articles 96 and 119 of the Company code (Wetboek van vennootschappen/Code des sociétés) as well as the compliance of these Consolidated Financial Statements with the Company code.

As part of our audit mandate and in accordance with the applicable supplementary standard issued by the Belgian Institute of Registered Auditors (Instituut van de Bedrijfsrevisoren/Institut des Réviseurs d'Entreprises) as published in the Belgian State Gazette on 28th August 2013 (the "Supplementary Standard"), it is our responsibility to perform certain procedures, in all material respects, on the compliance of certain legal and regulatory requirements, as defined in the Supplementary Standard. As a result of these procedures, we provide the following additional statement which does not modify our opinion on the Consolidated Financial Statements:

- The report of the board of directors on the Consolidated Financial Statements includes the information required by law, is consistent with the Consolidated Financial Statements and does not present any material inconsistencies with the information that we became aware of during the performance of our mandate.

Brussels, 8 April 2014

Ernst & Young Réviseurs d'Entreprises sccrl
Statutory auditor
represented by

Weymeersch

Christel Weymeersch
Partner

14CW0170

7.8 Statutory financial accounts in shortened form of Montea Comm. VA as of 31 December 2013

In accordance with the provisions in Article 105 of the Belgian Company Code, the financial statements of Montea Comm. VA are presented as follows in shortened format.

7.8.1 Statutory balance sheet as of 31 December 2013 (in thousands of EUR)

BALANCE SHEET	IFRS - 31/12/2013 12 months	IFRS - 31/12/2012 12 months	IFRS - 31/12/2011 12 months
ASSETS			
NON-CURRENT ASSETS	**275.588**	**248.469**	**214.097**
A. Goodwill	0	0	0
B. Intangible non-current assets	114	141	52
C. Investment properties	228.270	198.295	186.366
D. Other tangible non-current assets	7.651	7.883	8.087
E. Financial non-current assets	39.521	42.119	19.562
F. Finance lease receivables	0	0	0
G. Trade receivables and other non-current assets	31	31	30
H. Deferred taxes - Assets	0	0	0
I. Participations in associates and joint ventures according to the equity method	0	0	0
CURRENT ASSETS	**59.941**	**49.474**	**51.796**
A. Assets held for sale	0	2.225	2.541
B. Current financial assets	0	0	0
C. Finance lease receivables	0	0	0
D. Trade receivables	4.780	3.780	4.086
E. Tax receivables and other current assets	45.025	36.071	39.980
F. Cash and cash equivalents	3.029	5.957	4.120
G. Deferred charges and accrued income	7.107	1.441	1.070
TOTAL ASSETS	**335.529**	**297.943**	**265.893**

BALANCE SHEET	IFRS - 31/12/2013	IFRS - 31/12/2012	IFRS - 31/12/2011
LIABILITIES			
SHAREHOLDERS' EQUITY	**138.457**	**123.229**	**116.463**
SHAREHOLDERS' EQUITY ATTRIBUTABLE TO THE SHAREHOLDERS OF THE PARENT COMPANY	**138.457**	**123.229**	**116.463**
A. Capital	137.537	128.340	107.329
B. Share premium	1.771	533	543
C. Reserves	-16.821	-2.541	8.888
D. Net result of the financial year	15.970	-3.102	-297
MINORITY INTERESTS	**0**	**0**	**0**
LIABILITIES	**197.072**	**174.714**	**149.430**
NON-CURRENT LIABILITIES	**158.148**	**136.176**	**115.539**
A. Provisions	0	208	0
B. Non-current financial debts	144.318	116.641	104.234
C. Other non-current financial liabilities	13.830	19.327	11.304
D. Trade debts and other non-current debts	0	0	0
E. Other non-current liabilities	0	0	0
F. Deferred taxes - liabilities	0	0	0
CURRENT LIABILITIES	**38.924**	**38.537**	**33.891**
A. Provisions	0	0	1.200
B. Current financial debts	28.529	31.851	26.782
C. Other current financial liabilities	0	0	0
D. Trade debts and other current debts	2.216	1.905	1.907
E. Other current liabilities	2.290	124	-121
F. Accrued charges and deferred income	5.889	4.657	4.124
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES	**335.529**	**297.943**	**265.893**

7.8.2 Statutory profit and loss account as of 31 December 2013 (in thousands of EUR)

PROFIT AND LOSS ACCOUNT	IFRS - 31/12/2013 12 months	IFRS - 31/12/2012 12 months	IFRS - 31/12/2011 12 months
I. Rental income (+)	18102	14523	14646
II. Write-back of lease payments sold and discounted (+)	0	0	0
III. Rental-related charges (+/-)	-278	91	-68
NET RENTAL RESULT	**17824**	**14614**	**14578**
IV. Recovery of property charges (+)	0	0	0
V. Recovery of charges and taxes normally payable by tenants on let properties (+)	2703	2465	2349
VI. Costs payable by tenants and borne by the landlord for rental damage and refurbishment at end of lease (-)	0	0	0
VII. Charges and taxes normally borne by tenants on let properties (-)	-3232	-3004	-2764
VIII. Other rental-related charges and income (+/-)	1252	1666	684
PROPERTY RESULT	**18547**	**15741**	**14847**
IX. Technical costs (-)	-14	-29	-53
X. Commercial costs (-)	-76	-76	-133
XI. Charges and taxes of un-let properties (-)	-255	-174	0
XII. Property management costs (-)	-227	-628	-688
XIII. Other property charges (-)	-39	-115	-102
PROPERTY CHARGES	**-611**	**-1022**	**-976**
PROPERTY OPERATING RESULT	**17936**	**14719**	**13871**
XIV. General costs of the company (-)	-3412	-2764	-2464
XV. Other operating income and expenses (+/-)	-17	230	-949
OPERATING RESULT BEFORE RESULT ON THE PORTFOLIO	**14507**	**12185**	**10459**
XVI. Result on sale of investment properties (+/-)	716	362	0
XVII. Result on sale of other non-financial assets (+/-)	0	0	0
XVIII. Changes in fair value of investment properties (+/-)	-3448	-4760	-3856
XIX. Other portfolio result (+/-)	0	0	0
OPERATING RESULT	**11776**	**7787**	**6603**
XX. Financial income (+)	1050	1396	1493
XXI. Net interest charges (-)	-6242	-5575	-5551
XXII. Other financial charges (-)	-27	-102	-23
XXIII. Changes in fair value of financial assets and liabilities (+/-)	9605	-6570	-2781
FINANCIAL RESULT	**4386**	**-10850**	**-6863**
XXIV. Share in the result of associates and joint ventures			
PRE-TAX RESULT	**16162**	**-3063**	**-260**
XXV. Corporate taxes (-)	-192	-38	-37
XXVI. Exit tax (-)	0	0	0
TAXES	**-192**	**-38**	**-37**
NET RESULT	**15970**	**-3102**	**-297**
Number of shares in circulation entitled to the result on the period	6588	5634	5634
NET RESULT PER SHARE in euro	**2,42**	**-0,55**	**-0,05**

7.8.3 Abbreviated statutory statement of comprehensive income before profit appropriation at 31 December 2013 (in thousands of EUR)

Abbreviated statutory statement of compr. income before profit appropriation (EUR x 1.000)	31/12/2013 12 months	31/12/2012 12 months	31/12/2011 12 months
Net result	**15.970**	**-3.102**	**-297**
Impact on fair value of estimated transfer rights and costs resulting from hypothetical disposal of investments properties	-590	-822	-2.802
Impact on changes in fair value of solar panels	-191	-128	1.566
Variations in the effective part of the fair value of the admitted heding instruments in the cash flow coverage	0	0	0
Global result	**15.189**	**-4.051**	**-1.533**
Attributable to:			
Shareholders of the parent company	15.187	-4.056	-1.529
Minority interests	-2	-4	4

7.8.4 Proposal for appropriation as of 31 December 2013 (in thousands of EUR)

RESULT FOR APPROPRIATION		IFRS - 31/12/2013 12 months	IFRS - 31/12/2012 12 months	IFRS - 31/12/2011 12 months
A.	**NET RESULT**	**15.970**	**-3.102**	**-297**
B.	**ADDITION TO / WITHDRAWAL FROM RESERVES (-/+)**	**-2.992**	**13.975**	**10.664**
1.	**Addition to / withdrawal from reserves for the (positive or negative) net amount in the changes in fair value of investment properties (-/+)**	**3.428**	**4.760**	**17.448**
1a.	financial year	3.428	4.760	3.856
1b.	previous financial years	0	0	13.592
1c.	realisation of investment properties			
2.	**Addition to / withdrawal from reserves from the estimated transfer rights and costs resulting from hypothetical disposal of investment properties (-/+)**	**590**	**822**	**2.802**
3.	**Withdrawal from the reserve for the net amount of the changes in fair value of authorized hedges qualifying for hedge accounting according to IFRS (-)**	**0**	**0**	**0**
3a.	financial year	0	0	0
3b.	previous financial years	0	0	0
4.	**Withdrawal from the reserve for the net amount of the changes in fair value of authorized hedges qualifying for hedge accounting according to IFRS (-)**	**0**	**0**	**0**
4a.	financial year	0	0	0
4b.	previous financial years	0	0	0
5.	**Addition to the reserve for the net amount of the changes in fair value of authorized hedges not qualifying for hedge accounting according to IFRS (-)**	**-5.497**	**8.033**	**11.294**
5a.	financial year	-5.497	8.033	4.918
5b.	previous financial years	0	0	6.376
6.	**Addition to the reserve for the net amount of the changes in fair value of authorized hedges not qualifying for hedge accounting according to IFRS (-)**	**0**	**0**	**0**
6a.	financial year	0	0	0
6b.	previous financial years	0	0	0
7.	**Addition to / withdrawal from reserves of the net amount of exchange rate differences on monetary assets and liabilities (-/+)**	**0**	**0**	**0**
8.	**Addition to / withdrawal from reserves of deferred taxes on investment properties located abroad (-/+)**	**0**	**0**	**0**
9.	**Addition to / withdrawal from reserves for the dividends received, used for the reimbursement of the financial debts (-/+)**	**0**	**0**	**0**
10.	**Addition to / withdrawal from other reserves (-/+)**	**-1.513**	**-2.951**	**-24.243**
11.	**Addition to / withdrawal from results carried forward from previous financial years (-/+)**	**0**	**3.311**	**3.363**
C.	**REMUNERATION OF THE CAPITAL IN ACCORDANCE WITH ART. 27, §1, subparagraph 1**	**7.447**	**6.344**	**10.367**
D.	**REMUNERATION OF THE CAPITAL, - OTHER THAN C**	**5.531**	**4.529**	**0**

7.8.5 Mandatory distribution as of 31 December 2013 (in thousands of EUR)

According to art. 27 Montea must pay out at least the positive difference between the following amounts and for the amount of the positive net result of the financial year and after auditing the transferred losses and the additives/extractions to/of the reserves as meant in point B. Additives/extractions reserves as defined in department 4 of part 1 of chapter 1 of the appendix C:

1. 80% of the amount stipulated in the schedule of chapter III of Appendix C; and
2. the net decrease of the debt of the public Sicafi during the financial year.

ARTICLE 27 MANDATORY DISTRIBUTION	IFRS - 31/12/2013 12 months
Positive difference (1) - (2)	7.447
80% of the amount defined by the scheme in Annex C of Chapter III (1)	7.447
Corrected result (A) + net gains (B)	9.309
Corrected Result + net realized gains on property not exempt from the mandatory distribution (A)	9.309
Net result	15.970
+ Amortizations	154
+ Depreciations	136
- Write-back of depreciations	-77
- Write-back of lease payments sold and discounted	0
+/- Other non-monetary elements	-9.605
+/- Result on sale of property	-716
+/- Changes in fair value of property	3.448
Realised net gains on property assets not exempt from the mandatory distribution (B)	0
+/- realized net gains and losses of the financial year	0
- realized net gains on property assets during the year, exempt from mandatory distribution if reinvested within 4 years	0
+ realized net gains on property assets previously exempt from mandatory distribution, that were not reinvested within 4 years	0
Net decrease of the debt (2)	0
The changes in debt in function of the calculation of the debt ratio	26.624
Total Liabilities	22.358
Non-current liabilities - authorized hedges	-5.497
Non-current liabilities - provisions	0
Non-current liabilities - deferred taxes	0
Current liabilities - authorized hedges	0
Current liabilities - provisions	0
Current liabilities - transitory Accounts	1.231

According to this calculation Montea is obliged to pay a dividend of EUR 7,447K.

7.8.6 Art. 617 Company Code

As a company, Montea is also required to abide by article 617 of the Company Code under which Montea may not pay a dividend if the net asset value, as the result of a payment being made, would to be less than the amount of the capital combined with the reserves not available for distribution.

According to the table below, Montea still has a buffer of EUR 7,899K after paying the proposed dividend of EUR 1.97.

ARTICLE 617 OF THE COMPANY CODE	IFRS - 31/12/2013 12 months	IFRS - 31/12/2012 12 months	IFRS - 31/12/2011 12 months
Paid-up capital or if larger, called-up capital (+)	137.537	128.340	107.329
Share premium account unavailable for distribution according to the articles of association (+)	1.771	533	543
Reserve for the positive net amount of the changes in fair value of investment properties (+)	0	0	0
Reserve for the impact of the estimated transfer rights and costs resulting from hypothetical disposal of investment properties (-)	-8.089	-7.499	-6.677
Reserve for the net amount of the changes in fair value of authorized hedges qualifying for hedge accounting according to IFRS (+/-)	0	0	0
Reserve for the net amount of the changes in fair value of authorized hedges not qualified for hedge accounting according to IFRS (+/-)	-13.830	-19.327	-11.294
Reserve for the net amount of exchange rate differences on monetary assets and liabilities (+)	0	0	0
Reserve for the translation differences, coming from activities abroad (+/-)	0	0	0
Reserve for own actions	-639	-639	0
Reserve for the net amount of the changes in fair value of financial assets held for sale (+/-)	0	0	0
Reserve for actuarial gains and losses on defined benefit pension plans (+)	0	0	0
Reserve for deferred taxes on investment properties located abroad (+)	0	0	0
Reserve for received dividends used for the reimbursement of financial debts (+)	0	0	0
Other reserves declared unavailable by the Annual General Meeting (+)	829	30	30
Legal reserve (+)	1	1	1
Non-distributable shareholders' equity in accordance with Article 617 of the company code	117.580	101.438	89.931
Net assets before distribution of dividends	138.457	123.229	116.463
Proposed dividend payments	12.978	10.874	10.367
Net assets after distribution of dividends	125.479	112.355	106.096
Remaining margin after dividend distribution	7.899	10.917	16.165

At the end of 2013, the remaining margin, after dividend payment, fell to EUR 7,899 due to the Trust's capital rising sharply and net assets (calculated in line with article 617 of the Companies' Code and hence stating EUR 0 as the fair value of the property) fell.

8. Permanent documents

8.1 General information

Montea Comm. VA is a real estate company (Belgian company: property investment company, French company listing: SIIC) specialised in logistics and semi-industrial real estate in Belgium and France. Montea has been listed on the NYSE Euronext Bruxelles since October 2006 and on the Euronext Paris since December 2006. The activities of Montea as a property investment company began on 1 October 2006, by joining different property portfolios. The company is a leading player on this growing market. In this context, Montea gives its clients flexible, innovative real estate solutions.

Montea is a member of AFILOG (the French Association of Logistics Operators), of Logistics in Wallonia and of the VIL (Flanders Institute for Logistics).

Montea is a public real estate investment company with fixed capital under Belgian law or a public sicafi under Belgian law.

Its French company listing is SIIC (Société d'Investissements Immobiliers Cotée).

8.1.1 Registered and Administrative office

The registered and administrative office in Belgium is at B-9320 Erembodegem (Aalst) Industrielaan 27. The headquarters of the permanent listing in France, Montea SCA, established on 1 October 2010 are located at F-75008 Paris, 18- 20 Place de la Madeleine. The headquarters of the permanent listing in the Netherlands, Montea Nederland NV established on 25 September 2013 at 1118 BH Amsterdam Schiphol, WTC, Schiphol Airport, Schiphol Boulevard 231.

8.1.2 Register of legal entities

The company is registered in the Register of Legal Entities (Dutch: RPR) of Dendermonde under the number 0417.186.211. Its VAT number is BE 0417.186.211.

The permanent listing in France is registered in the "registre du commerce et des sociétés" of Paris under the number 497 673 145. Its VAT number is FR 06497 673 145.

The permanent listing in the Netherlands is registered at Rotterdam under the RSIN/FI-number 853631712801. Its VAT number is NL85361712801.

8.1.3 Founding, company type and publication

The General Partnership share under Belgian law, Montea[109] was formed on 26 February 1977 in the form of a limited company under the name Parou, according to a deed executed before Notary Eric Loncin in Puurs, published in the Annexes to the Belgian Official Gazette on 16 March 1977, under number 836-1. Since 1 October 2006, Montea has been recognized as a public property investment company with fixed capital under Belgian law, or abbreviated public sicafi under Belgian law, registered with the Banking Finance and Insurance Commission.

[109] On 26 February 1977, the NV Parou was established by Mr Pierre De Pauw, Mrs Marie-Christine De Pauw, Mr Albert De Pauw, Mr Jozef Roumieux, Mr Lucas Roumieux, Mr Joseph Molleman and Mrs Maria Biesemans. In 2006 the name was changed to Montea NV. By 1 October 2006 the public limited company was converted into a limited partnership on shares.

It is subject to the legal system of investment companies with fixed capital as defined in Article 18 of the Act of 3 August 2012 on certain forms of collective management of investment portfolios.

The articles of association have been amended several times and last amended on 19 December 2013 pursuant to a deed executed before Notary Vincent Vroninks, notary in Ixelles.

The company makes a public call on savings within the meaning of Article 438 of the Code of Companies.

8.1.4 Duration

The company was established for an indefinite duration.

8.1.5 Financial year

The financial year starts on 1 January and ends on 31 December of every year, except for the first fiscal year that started on 1 October 2006 and closed on 31 December 2007 and thus lasted 15 months.

8.1.6 Places where the public documents can be consulted

The articles of association of the company can be found at the Registry of the Commercial Court of Dendermonde and at the Montea headquarters and on the website www.montea.com.

The statutory and consolidated accounts of Montea were deposited at the National Bank of Belgium, in accordance with statutory provisions. The decisions regarding appointment and dismissal of members of the Board, are published in the annexes to the Belgian Official Gazette.

The meeting notices of the General Meetings are published in the annexes to the Belgian Official Gazette and in two financial newspapers. These meeting notes and all documents relating to the General Meetings are also available on the website www.montea.com.

All press releases and other financial information distributed by Montea can be found on the website www.montea.com. The annual reports can be obtained at the registered office of the company or can be viewed on the website www.montea.com. Each year, they are sent to the shareholders and to the individuals requesting them. The annual reports include the reports of the property expert and of the auditor.

8.1.7 Group structure

The Montea Group included the following companies:

Montea Management NV
Industrielaan 27, bus 6, B-9320 Erembodegem (Aalst)
RCB Dendermonde 882.872.026 | VAT BE0882.872.026

On 1 October 2006, this company was appointed as Manager and in this capacity manages Montea Comm. VA and its subsidiaries. The company's purpose, in Belgium and abroad, in its own name or on behalf of third parties, for its own account or on behalf of third parties, is to perform actions that are necessary or useful for achieving the civic purpose of Montea Comm. VA. The company, as Manager of Montea Comm. VA, acts in the exclusive interest of all shareholders. The company assesses a fee from the sicafi each year for the carrying out of its functions[110].

Montea Comm. VA
Industrielaan 27, bus 6, B-9320 Erembodegem (Aalst)
RPR-RCB Dendermonde 417.186.211 | VAT BE0417.186.211
Montea Comm. VA is a public sicafi under Belgian law, regulated by the RD on Sicafi of 7 December 2010.

Acer Park NV (100%)
Registered office: Industrielaan 27, bus 6, B-9320 Erembodegem (Aalst)
VAT BE0846.024.201

Montea SCA[111] (Branch office) (100%)
Registered office: FR-75008 Paris, 18-20 Place de la Madeleine
RCS PARIS 497 673 145 00023 | VAT FR06497673145

In order to expand its real estate activity in France, Montea established a branch office under the name Montea SCA, which also acquired the SIIC status as of 24 April 2007. Through this permanent establishment, Montea holds shares in seven French companies.

Montea Nederland NV (100%)
Registered office: WTC Schiphol Airport, Schiphol Boulevard 231, B-Tower, 5th Floor, NL-1118 BH Amsterdam Schiphol
RSIN/FI 853631712801 |VAT NL85361712801.

Montea Almere NV (100%)
Registered office: WTC Schiphol Airport, Schiphol Boulevard 231, B-Tower, 5th Floor, NL-1118 BH Amsterdam Schiphol

Montea Rotterdam NV (100%)
Registered office: WTC Schiphol Airport, Schiphol Boulevard 231, B-Tower, 5th Floor, NL-1118 BH Amsterdam Schiphol

SCI[112] Montea France (100%)
Registered office: FR-75008 Paris, 18-20 Place de la Madeleine
RCS PARIS 493 288 948 00018 | VAT FR33493288948

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110 See chapter “Remuneration of the statutory Manager and the Board of Directors”.
111 Société d’Investissements Immobiliers Cotée.
112 Société Civile Immobilière or civil property company.

SCI 3R (95%)
Registered office: FR-75008 Paris, 18-20 Place de la Madeleine
SIRET business registration number: RCS NANTERRE 400 790 366 | VAT FR44400790366

By 1 October 2007 Montea had acquired, via its French permanent establishment, 95% of the shares in the French company SCI 3R for approximately EUR 1.8 million. SCI 3R owns a warehouse in Feuquières near Amiens that is let to Debflex for a fixed period of 9 years. The agreement was carried out through the purchase of shares of the company holding the leasing for the building. In the final quarter of 2007, the option for purchasing the building was also drawn up by SCI 3R[113].

SCI Actipole Cambrai (100%)
Registered office: FR-75008 Paris, 18-20 Place de la Madeleine
SIRET business registration number: RCS NANTERRE 501 414 254 | VAT FR45501414254

SCI Sagittaire (100%)
Registered office: FR-75008 Paris, 18-20 Place de la Madeleine
SIRET business registration number: RCS PARIS 433 787 967 | BTW FR79433787967

SCI Saxo (100%)
Registered office: FR-75008 Paris, 18-20 Place de la Madeleine
SIRET business registration number: RCS PARIS 485 123 129 | VAT FR23485123129

SCI Sévigné (100%)
Registered office: FR-75008 Paris, 18-20 Place de la Madeleine
SIRET business registration number: RCS PARIS 438 357 659 | VAT FR48438357659

SCI Socrate (100%)
Registered office: FR-75008 Paris, 18-20 Place de la Madeleine
SIRET business registration number: RCS PARIS 481 979 292 | VAT FR16481979292

[113] The current tenant Debflex is still owner of 5% of the shares of SCI 3R.

8.2 Registerd capital

Montea's consolidated company capital is EUR 138,767,393.88, including the costs for capital raising (EUR 1.15 million) and variations in the value of own shares (EUR -3,000).

CAPITAL AND SHARES	(x EUR 1.000)	Number of shares
Foundation 17/10/2006	62.380	2.855.607
AT 31/12/2006	**62.380**	**2.855.607**
AT 31/12/2007	**62.380**	**2.855.607**
Capital increase (press release 26 March 2008) Belgium BVBA	21.972	729.747
AT 31/12/2008	**84.352**	**3.585.354**
Capital decrease (press release 7 December 2009) Capital decrease through incorporation of losses from EUR 84.352.467,07 to EUR 68.964.362,33).	-15.388	0
AT 31/12/2009	**68.964**	**3.585.354**
Capital increase through contribution in capital (see press release 7 May 2010) Emission of 2.048.772 new shares - EUR 19,50 per share	38.364	2.048.772
AT 31/12/2010	**107.329**	**5.634.126**
	0	0
AT 31/12/2011	**107.329**	**5.634.126**
Capital increase (see press release of 11 December 2012) acquition of shares of Warehouse 9 through acquition/sale agreement	21.008	814.148
AT 31/12/2012	**128.336**	**6.448.274**
Capital increase Opional dividend and acquisition of shares of Acer Parc NV through acquisition / sale agreement (see press release of 19 June 2013)	2.719	139.622
for the contribition in kind of the shares of Ghent Logistics NV (see press release of 19 December 2013)	6.477	221.066
AT 31/12/2013	**137.533**	**6.587.896**

The capital is represented by 6,808,962 completely paid up ordinary shares with no par value. There are no privileged shares. Each of these shares confer a vote at the General Meeting and these shares represent therefore the denominator for purposes of notification in case of reaching, exceeding or falling below the statutory or regulatory barriers (transparency regulations).

The Manager is authorised to approve increases to the registered capital on the dates and the conditions established by him one or more times, amounting to EUR 108,000,000. This authorisation is valid for a period of five years from the publication (14/06/2011) of the minutes of the extraordinary General Meeting. This authorisation is renewable.

To date, there have been three uses of the authorised capital so that the amount of EUR 108,000,000 was reduced to an amount of EUR 76,377,004.86 that can be used by the manager as part of the authorised capital.

8.3 Explanations

8.3.1 Responsible persons

The statutory Manager of Montea Comm. VA, with registered office at Industrielaan 27, 9320 Erembodegem, is responsible for the information provided in this annual financial report. The statutory Manager has verified this information to the best of his ability. He certifies that, to his knowledge, the information contained in this annual financial report is in accordance with the facts, and that no information or data have been omitted, whereby the disclosure of which would change the purpose of this annual financial report.

The Board of Directors of Montea Management NV states that:

- the financial statements prepared in accordance with applicable accounting standards, give a true and fair view of the assets, financial situation and results of the issuer and its consolidated companies;
- the annual financial report includes a fair summary of the development and performance of the company and the position of the issuer and the companies included in the consolidation, as well as a description of the principal risks and uncertainties that they face.

8.3.2 Third-party information

The statutory Manager, Montea Managmeent NV, certifies that the information provided by the experts and the recognised auditor was faithfully reproduced. To the extent that the statutory manager is aware of and able to ensure this in the light of information published by third parties, no fact was omitted whereby the information shown could be wrong or misleading[114].

8.3.3 Forward-looking statements

This annual report includes forward-looking statements. Such statements are based on estimates and forecasts of the company and naturally contain unknown risks, uncertainties and other factors that could result in the results, financial situation, performance and current achievements being different from those expressed or implicitly indicated in these forward-looking statements. Given these uncertainties the forward-looking statements provide no guarantee.

[114] Montea hereby confirms that it has received permission for publishing the information of third parties in this report.

8.3.4 Arbitration procedures

Apart from the lawsuits mentioned in point 4.3.12 “Information relating to pending lawsuits”, the Board of Directors of Montea Management NV states that there are no government interventions, no lawsuits or arbitration proceedings pending that might have a relevant effect on the financial situation or profitability of Montea and that, to the Board’s knowledge, there are no situations or incidents that might lead to such government interventions, lawsuits or arbitration proceedings.

8.3.5 Statements on Directors

The Board of Directors of Montea Management NV states that to their knowledge:

- during the previous five years (i) no single director was convicted of fraud, (ii) there was no director, in the capacity of member of the administrative, managerial or supervisory body, involved in a bankruptcy, suspension or dissolution, (iii) no director was accused and/or the subject of a public official nominative sentence pronounced by a statutory or regulatory body, and (iv) there was no director declared incompetent by a court to act as a member of the administrative, managerial or supervisory body of an issuer of financial instruments or to intervene in the management or administration of the affairs of an issuer or in connection with the management or the exercise of the activities of an issuing institution. Montea points out that one of its directors, for events prior to his post in Montea and without connection with Montea, had been the subject of a final administrative penalty in relation to Article 25, first paragraph, 1°, a) of the Act of 2 August 2002 on the supervision of the financial sector and financial services. This penalty was the subject of a non-personal notice. By "directors" are also meant the permanent representatives of the directors-legal entities.
- no employment contract was concluded with the directors providing for the payment of compensation by the end of the contract. There is a management contract between the Montea Management NV and the directors providing for the payment of a fee[115].
- the directors do not own shares of Montea.
- the fact that up to now, with exeption of the executive directors, no options for shares of Montea have been granted.

No changes of any significance have occurred since 31st December 2013 in the group’s financial and trading position for which controlled financial information has been published.

8.3.6 Statements on financial accounts

As from chapter 7 in this annual report, the consolidated and annual financial accounts of 2013 are compared with the financial accounts of 2012 and 2011. For more information regarding the notes over 2012 and 2011, we refer to the respectively annual reports of 2012 and 2011 published on the website of Montea (www.montea.com).

[115] See chapter "Executive Management and executive board of the statutory Manager"

8.4 Articles of Association

The most recent version dates from the capital increase of 19 December 2013 and are only available in Dutch and in French. This is the Dutch version.

OPRICHTINGSAKTE:

De vennootschap werd opgericht krachtens akte verleden voor Meester Eric Loncin, Notaris te Puurs, op 26 februari 1977, bekendgemaakt in de Bijlage tot het Belgisch Staatsblad van 16 maart nadien, onder nummer 836-1.

WIJZIGENDE AKTEN:

– processen-verbaal opgemaakt door notaris François De Clippel, te Dendermonde, op 1 oktober 2006, houdende onder meer wijziging van het doel, omzetting van de vennootschap in een commanditaire vennootschap op aandelen met bevakstatuut, en houdende ondermeer voorwaardelijke fusies met verschillende vennootschappen en kapitaalverhogingen door inbrengen in natura, bekendgemaakt in de Bijlage tot het Belgisch Staatsblad van 24 oktober 2006 onder de nummers 20061024/0162795-0162796-0162797-0162798-0162799-0162800-0162801-0162802-0162803, welke akten werden bekrachtigd bij akte op 17 oktober 2006, bekendgemaakt in de Bijlage tot het Belgisch Staatsblad van 6 december daarna, onder nummer 20061206-0182828.
– proces-verbaal verleden voor notaris François De Clippel, te Dendermonde, op 19 december 2007, waarvan een uittreksel werd bekendgemaakt in de Bijlage tot het Belgisch Staatsblad van 18 januari 2008, onder nummer 08011153.
– proces-verbaal opgemaakt door notaris Vincent Vroninks, geassocieerd notaris te Elsene, op 25 maart 2008, houdende kapitaalverhoging als gevolg van de partiële splitsing van de vennootschap "Unilever Belgium", waarvan een uittreksel werd bekendgemaakt in de Bijlage tot het Belgisch Staatsblad van 9 april daarna, onder nummer 08052478.
– proces-verbaal opgemaakt door notaris Nicolas Moyersoen, notaris te Aalst, vervangende zijn ambtsgenoot notaris Vincent Vroninks, notaris te Elsene, territoriaal belet, op 17 november 2008, houdende wijzigingen aan de statuten, waarvan een uittreksel werd bekendgemaakt in de Bijlage tot het Belgisch Staatsblad van elf december daarna, onder nummer 08191881.
– proces-verbaal opgemaakt door notaris Nicolas Moyersoen, notaris te Aalst, vervangende zijn ambtsgenoot notaris Vincent Vroninks, notaris te Elsene, territoriaal belet, op 31 december 2009, houdende wijzigingen aan de statuten, waarvan een uittreksel werd bekendgemaakt in de Bijlage tot het Belgisch Staatsb1ad van 27 januari daarna, onder nummer 10014627.
– proces-verbaal opgemaakt door notaris Vincent Vroninks, voornoemd, op 2 juli 2010, houdende kapitaalverhoging en wijziging van artikel 6 van de statuten, waarvan een uittreksel werd bekendgemaakt in de Bijlage tot het Belgisch Staatsblad van 15 juli daarna, onder nummer 10105283.
– proces-verbaal opgemaakt door notaris Nicolas Moyersoen, voornoemd, vervangende zijn ambtsgenoot notaris Vincent Vroninks, geassocieerd notaris te Elsene, territoriaal belet, op 17 mei 2011, houdende wijzigingen aan de statuten, waarvan een uittreksel werd bekendgemaakt in de bijlagen bij het Belgisch Staatsblad van 22 juni daarna, onder nummer 11092467.
– proces-verbaal opgemaakt door notaris Vincent Vroninks, geassocieerd notaris te Elsene, op 20 december 2012, houdende wijziging aan de statuten, waarvan een uittreksel werd bekendgemaakt in de bijlagen bij het Belgisch Staatsblad van 24 januari 2013, onder nummer 13014427.
– proces-verbaal opgemaakt door notaris Vincent Vroninks, geassocieerd notaris te Elsene, op 20 juni 2013, houdende vaststelling kapitaalverhoging in het kader van het toegestaan kapitaal door middel van een inbreng in natura in de context van een keuzedividend - wijziging aan de statuten, waarvan een uittreksel werd bekendgemaakt in de bijlagen bij het Belgisch Staatsblad van 3 juli daarna, onder nummer 0101481;
– proces-verbaal opgemaakt door notaris Vincent Vroninks, geassocieerd notaris te Elsene, op 19 december 2013, houdende vaststelling kapitaalverhogingen in het kader van het toegestaan kapitaal door middel van een inbreng in natura – wijziging aan de statuten, waarvan een uittreksel werd bekendgemaakt in de bijlagen bij het Belgisch Staatsblad van 6 januari daarna, onder nummer 0006289.
Deze lijst is afgesloten na het opstellen van de gecoordineerde tekst van de statuten naar aanleiding van het proces-verbaal, opgemaakt door notaris Vincent Vroninks, voornoemd, op 19 december 2013.

HOOFDSTUK I- NAAM- DUUR- ZETEL- DOEL
ARTIKEL 1. NAAM
De vennootschap heeft de vorm van een Commanditaire Vennootschap op Aandelen naar Belgisch recht en draagt de benaming "Montea". Deze naam wordt onmiddellijk gevolgd door en alle stukken die van de vennootschap uitgaan, bevatten de vermelding "Vastgoedbeleggingsvennootschap met vast kapitaal naar Belgisch recht" of "Vastgoedbevak naar Belgisch recht". De vennootschap doet een publiek beroep op het spaarwezen in de zin van artikel 438, alinea 1, van het Wetboek van Vennootschappen. Zij is een openbare instelling voor collectieve belegging met een vast aantal rechten van deelneming onderworpen aan het wettelijk stelsel van de beleggingsvennootschappen et vast kapitaal, genaamd "Bevak", voorzien door artikel 19 van de wet van twintig juli tweeduizend en vier betreffende bepaalde vormen van collectief beheer van beleggingsportefeuilles. De vennootschap heeft geopteerd voor de categorie van beleggingen in vastgoed, zoals voorzien door artikel 7, lid 1, al. 5° van voornoemde wet. De vennootschap is onderworpen aan de relevante bepalingen van de Wet van twintig juli tweeduizend en vier betreffende bepaalde vormen van collectief beheer van beleggingsportefeuilles, evenals aan de Koninklijke besluiten genomen in uitvoering van de wet en van toepassing op openbare instellingen voor collectieve belegging met een vast aantal rechten van

deelneming die beleggen in de in artikel 7, eerste lid, al. 5 van de wet bedoelde activa (vastgoed) (deze wet en deze Koninklijke besluiten worden hierna aangeduid gezamenlijk als de "vastgoedbevak wetgeving").

ARTIKEL 2.DUUR

De duur van de vennootschap is onbeperkt. Zij kan worden ontbonden door een beslissing van de algemene vergadering beraadslagend volgens de voorwaarden en vormen vereist voor een statutenwijziging. De vennootschap zal niet ontbonden worden door het ontslag, de uitwijzing, de herroeping, de uitkoop, de onbekwaam-verklaring, de verhindering, de ontbinding of de faillietverklaring van de beherende vennoot.

ARTIKEL 3. ZETEL

De vennootschap is gevestigd te B-9320 Erembodegem, Industrielaan, 27. De zetel kan zonder statutenwijziging verplaatst worden in België bij besluit van de statutaire zaakvoerder, mits inachtneming van de taalwetgeving. De vennootschap kan bij eenvoudige beslissing van de statutaire bijkantoren of agentschappen oprichten zowel in België als in het buitenland.

ARTIKEL 4. DOEL

De vennootschap beeft tot doel het collectiefbeleggen van uit het publiek aangetrokken financieringsmiddelen in vastgoed, zoals gedefinieerd in de vastgoedbevak wetgeving en waaronder begrepen wordt:

1. onroerende goederen zoals gedefinieerd in de artikelen 517 en volgende van het Burgerlijk Wetboek en zakelijke rechten op onroerende goederen;
2. aandelen met stemrecht uitgegeven door vastgoedvennootschappen, die exclusief of gezamenlijk worden gecontroleerd door de vastgoedbevak;
3. optierechten op vastgoed;
4. aandelen van openbare of institutionele vastgoedbevaks, op voorwaarde dat hierover, in laatstgenoemd geval, een gezamenlijke of exclusieve controle wordt uitgeoefend;
5. rechten van deelneming in buitenlandse instellingen voor collectieve belegging in vastgoed, die zijn ingeschreven op de lijst bedoeld in artikel 129 van de wet van 20 juli 2004;
6. rechten van deelneming in instellingen voor collectieve l belegging in vastgoed die in een andere lidstaat van de Economische Ruimte zijn gevestigd en niet zijn ingeschreven op de voormelde in artikel 129 bedoelde lijst, voor zover zij aan een gelijkwaardig toezicht zijn onderworpen als de openbare vastgoedbevaks;
7. vastgoedcertificaten zoals omschreven in de toepasselijke financiële wetgeving;
8. rechten voortvloeiend uit contracten waarbij aan de vastgoedbevak een of meer goederen in leasing worden gegeven, of andere analoge gebruiksrechten worden verleend;
9. alsook alle andere goederen, aandelen of rechten die als vastgoed gedefinieerd worden door de vastgoedbevak wetgeving.

Binnen de grenzen van het beleggingsbeleid, zoals omschreven in artikel 5 van de statuten en in overeenstemming met de vastgoedbevak wetgeving, mag de vennootschap zich inlaten met:

- de aankoop, de verbouwing, het bouwen (zonder afbreuk te doen aan het verbod om op te treden als bouwpromotor, behoudens wanneer het occasionele verrichtingen betreft), de inrichting, de verhuur, de onderverhuring, het beheer, de ruil, de verkoop, de verkaveling, het onderbrengen onder het stelsel van mede-eigendom van vastgoed zoals hierboven beschreven, het verlenen van opstalrechten, vruchtgebruik, erfpacht;
- het verwerven en uitlenen van effecten conform de toepasselijke reglementering;
- onroerende goederen, met of zonder koopoptie, in leasing nemen; het in leasing geven van een of meer onroerende goederen met koopoptie mag evenwel slechts als bijkomende activiteit worden uitgeoefend, behalve indien die onroerende goederen bestemd zijn voor doeleinden van algemeen belang (in dat geval kan de activiteit in hoofdorde worden uitgeoefend);
- de vennootschap mag slechts occasioneel optreden als bouwpromotor.

De vennootschap mag tevens in overeenstemming met de vastgoedbevak wetgeving:

- ten bijkomende of tijdelijke titel, beleggen in effecten die geen vastgoed zijn en niet- toegewezen middelen bezitten. De beleggingen in effecten zullen, overeenkomstig de wettelijke bepalingen terzake, gediversifieerd zijn teneinde een gepaste verdeling van het risico te verzekeren.

De vennootschap kan ter financiering van deze politiek in de ruimst mogelijke mate beroep doen, binnen de grenzen van de vastgoedbevak wetgeving, op externe financiering, al dan niet hiervoor de nodige waarborgen, voorrechten en zekerheden verschaffen, overgaan tot uitgifte van nieuwe aandelen, obligaties of andere schuldtitels al dan niet converteerbaar, met warrant, achtergesteld of anderszins. De beleggingen in roerende waarden worden uitgevoerd overeenkomstig de criteria vastgesteld in de artikelen 56 en 57 van het Koninklijk Besluit van vier maart negentienhonderd eenennegentig tot bepaalde instellingen voor Collectieve Belegging.

ARTIKEL 5. BELEGGINGSBELEID

Het collectief beleggen in onroerende goederen door middel van kapitalen bijeengebracht door het publiek beroep op het spaarwezen in België of in het buitenland zal, overeenkomstig het Koninklijk Besluit van tien april negentienhonderd vijfennegentig, gebeuren als volgt:

De vennootschap streeft ernaar een gediversifieerde onroerend goed portefeuille met beleggingen in kwalitatief hoogstaande projecten samen te stellen op basis van de volgende criteria:

• in hoofdorde: kwalitatief hoogstaande semi-industriële en industriële gebouwen en/of gronden, bestemd voor fabricage, Iicht industriële activiteiten, distributie, opslag en andere logistieke functies, gelegen op toplocaties in Belgie en in de omliggende Ianden;

• in bijkomende orde: kwalitatief hoogstaande residentiele, commerciële en kantoorpanden geografisch gespreid in heel België en in de omliggende Ianden;

• in laatste orde, wordt er gestreefd naar een goede diversificatie van de risico’s door geografische spreiding over de hele Europese Unie met de nadruk op België en de omliggende Ianden en groeizones die daarvan in de toekomst deel kunnen uitmaken; productiespreiding; veelheid van panden en van huurders.

De vennootschap kan dit doel verwezenlijken door een gericht aan- en verkoopbeleid te voeren, eigen ontwikkelingen, renovaties en uitbreidingen te doen, lange- en/of korte termijn verhuringen met solvabel geachte huurders af te sluiten; zij kan zelf of via derden het beheer van deze panden doen.
De vennootschap kan ter financiering van deze politiek in de ruimst mogelijke mate beroep doen binnen het wettelijk kader op extreme financiering, al dan niet hiervoor de nodige waarborgen, voorrechten en zekerheden verschaffen, overgaan tot uitgifte van nieuwe aandelen, obligaties of andere schuldtitels al dan niet converteerbaar, met warrant, achtergesteld of anderszins. De beleggingen in roerende waarden worden uitgevoerd overeenkomstig de criteria vastgesteld in de artikelen 56 en 57 van het Koninklijk Besluit van vier maart Negentienhonderd éénennegentig tot bepaalde instellingen voor Collectieve Belegging.

HOOFDSTUK II- KAPITAAL- AANDELEN

ARTIKEL 6. KAPITAAL

Het kapitaal van de vennootschap bedraagt honderd achtendertig miljoen zevenhonderd zevenenzestig duizend driehonderd drieënnegentig euro en achtentachtig eurocent (138.767.393,88 EUR) en is vertegenwoordigd door zes miljoen achthonderd en acht duizend negenhonderd tweeënzestig (6.808.962) aandelen zonder vermelding van nominale waarde, die elk een/zes miljoen achthonderd en acht duizend negenhonderd tweeënzestigste (1/6.808.962ste) deel van het kapitaal vertegenwoordigen.

ARTIKEL 7. TOEGESTAAN KAPITAAL

De statutaire zaakvoerder is gemachtigd om het maatschappelijk kapitaal te verhogen op de data en tegen de voorwaarden die hij zal vaststellen, in een of meerdere keren, ten belope van honderd en acht miljoen euro (108.000.000,00 EUR). Deze machtiging is geldig voor een duur van vijf jaar vanaf de bekendmaking in de Bijlagen tot het Belgisch Staatsblad, van de statutenwijziging beslist door de buitengewone algemene vergadering van 17 mei 2011. Zij is hernieuwbaar. Binnen de hierboven gestelde grenzen en zonder afbreuk te doen aan de dwingende bepalingen van het Wetboek van Vennootschappen, kan de statutaire zaakvoerder beslissen het kapitaal te verhogen, hetzij door inbrengen in geld, hetzij door inbrengen in natura, hetzij door omzetting van reserves of uitgiftepremies, naar gelang het geval met of zonder uitgifte van nieuwe aandelen. Verder is de statutaire zaakvoerder gemachtigd door de algemene vergadering om andere effecten uit te geven, waaronder maar niet beperkt tot, converteerbare obligaties, warrants, aandelen zonder stemrecht, aandelen met een voorrecht op dividenden en/of liquidatievoorrecht.
Het is de statutaire zaakvoerder verder toegestaan om het voorkeurrecht, verleend door het Wetboek van Vennootschappen aan de aandeelhouders, te beperken of uit te sluiten zelfs ten gunste van een of meerdere bepaalde personen die geen personeelsleden zijn van de vennootschap of van een van baar dochtervennootschappen mits aan de bestaande aandeelhouders een onherleidbaar toewijzingsrecht wordt verleend bij de toekenning van nieuwe effecten. Dat onherleidbaar toewijzingsrecht voldoet aan de voorwaarden opgelegd door de vastgoedbevak wetgeving en artikel 9.1 van de statuten. Dat recht moet niet worden verleend bij een inbreng in geld in het kader van de uitkering van een keuzedividend onder de voorwaarden voorzien door artikel 9.1 van de statuten. Kapitaalverhogingen door inbreng in natura worden verricht overeenkomstig de bepalingen van de vastgoedbevak wetgeving en artikel 9.1 van de statuten. Dergelijke inbrengen kunnen ook betrekking hebben op het recht op dividend in het kader van de uitkering van een keuzedividend. Onverminderd de machtiging verleend aan de statutaire zaakvoerder overeenkomstig de vorige alinea's, is de statutaire zaakvoerder gemachtigd het geplaatst kapitaal, eenmalig of in meerdere malen, te verhogen in geval van een openbaar overnamebod op alle aandelen van de vennootschap, mits inachtneming van de voorwaarden bepaald in artikel 607 van het Wetboek van Vennootschappen en voor zover de vennootschap de kennisgeving van het openbaar overnamebod van de Autoriteit Financiële Diensten en Markten of "FSMA" heeft ontvangen binnen een termijn van drie jaar na de buitengewone algemene vergadering van 17 mei 2011. In voorkomend geval dient de statutaire zaakvoerder het onherleidbaar toewijzingsrecht voorzien door de vastgoedbevak wetgeving na te leven. De kapitaalverhogingen waartoe wordt beslist in het kader van voornoemde machtiging, zullen in mindering worden gebracht van het resterende gedeelte van het toegestaan kapitaal voorzien in de eerste alinea. lndien de statutaire zaakvoerder naar aanleiding van zijn beslissing tot kapitaalverhoging de betaling van een uitgiftepremie vraagt, zal het bedrag van die premie besteed orden aan een onbeschikbare rekening, "uitgiftepremie" genoemd, die in dezelfde mate als het maatschappelijk kapitaal tot waarborg van derden zal strekken, en die onder voorbehoud van incorporatie in het kapitaal, enkel mag verminderd of afgeboekt worden bij beslissing van de algemene vergadering beraadslagend volgens de voorwaarden bepaald in artikel 612 van het Wetboek van Vennootschappen.

ARTIKEL 8. VERWERVING, VERVREEMDING EN INPANDNEMEN VAN EIGEN AANDELEN

8.1. De vennootschap kan haar eigen aandelen verwerven of in pand nemen onder de voorwaarden voorzien door de wet. De vennootschap kan, zonder voorafgaande machtiging van de algemene vergadering, haar eigen aandelen ter beurze of buiten de beurs verwerven of vervreemden onder de voorwaarden opgelegd door de statutaire zaakvoerder.

8.2. De statutaire zaakvoerder is gemachtigd om, mits naleving van de bepalingen van artikel 620 en volgende van het Wetboek van Vennootschappen, te beslissen dat de vennootschap haar eigen aandelen kan verwerven, in pand nemen en vervreemden wanneer de verkrijging of vervreemding noodzakelijk is ter voorkoming van een dreigend ernstig nadeel voor de vennootschap. Deze bevoegdheid is drie (3) jaar geldig, te rekenen vanaf de datum van bekendmaking in de bijlagen tot het Belgisch Staatsblad van de buitengewone algemene vergadering van 17 mei 2011 en kan door de algemene vergadering verlengd worden met eenzelfde termijn.

8.3. De statutaire zaakvoerder is gemachtigd voor rekening van de vennootschap om voor een periode van vijf (5) jaar na de buitengewone algemene vergadering van 17 mei 2011, haar eigen aandelen te verwerven, in pand te nemen of te vervreemden (zelfs buiten de beurs) aan een eenheidsprijs die niet lager mag zijn dan 75% van de slotkoers van de dag voor de datum van de transactie verwerving, vervreemding of inpandneming) en die niet lager mag zijn dan 125% van de slotkoers van de dag voor de datum van de transactie (verwerving, vervreemding of inpandneming) zonder dat de vennootschap meer dan 20% van het totaal aantal uitgegeven aandelen mag bezitten.

8.4. Deze voorwaarden en grenzen gelden eveneens voor de verkrijgingen en vervreemdingen van aandelen van de vennootschap door dochtervennootschappen in de zin van artikel 627, alinea 1 van het Wetboek van Vennootschappen, alsook op deze verworven door personen die optreden in naam maar voor rekening van de dochtervennootschap.

ARTIKEL 9. WIJZIGING VAN HET KAPITAAL

9.1. Kapitaalverhoging

Iedere kapitaalverhoging moet worden verricht in overeenstemming met artikelen 581 a 609 van het Wetboek van vennootschappen evenals de vastgoedbevak wetgeving. Het kapitaal van de vennootschap kan verhoogd worden door beslissing van de algemene vergadering, beraadslagend overeenkomstig het artikel 558 en, in voorkomend geval, artikel 560 van het Wetboek van Vennootschappen, of door beslissing van de statutaire zaakvoerder binnen het kader van het toegestaan kapitaal. Het is de vennootschap evenwel verboden rechtstreeks of onrechtstreeks in te tekenen op haar eigen kapitaal.

Bij een kapitaalverhoging door inbreng in geld beslist door de algemene vergadering of in het kader van het toegestaan kapitaal, kan het voorkeurrecht enkel worden beperkt of opgeheven als aan de bestaande aandeelhouders een onherleidbaar toewijzingsrecht wordt verleend bij de toekenning van nieuwe effecten. Dat onherleidbaar toewijzingsrecht voldoet aan de volgende voorwaarden opgelegd door de vastgoedbevak wetgeving:

1. het heeft betrekking op alle nieuw uitgegeven effecten;
2. het wordt aan de aandeelhouders verleend naar rato van het deel van het kapitaal dat hun aandelen vertegenwoordigen op het moment van de verrichting;
3. uiterlijk aan de vooravond van de opening van de openbare inschrijvingsperiode wordt een maximumprijs per aandeel aangekondigd, en
4. de openbare inschrijvingsperiode moet in dat geval minimaal drie beursdagen bedragen.

   Het onherleidbaar toewijzingsrecht is van toepassing op uitgiften van aandelen, converteerbare obligaties (al dan niet achtergesteld) en warrants maar moet niet worden toegekend bij een inbreng in geld met beperking of opheffing van het voorkeurrecht, in aanvulling op een inbreng in natura in het kader van de uitkering van een keuzedividend, voor zover dit effectief voor alle aandeelhouders betaalbaar wordt gesteld.

   Kapitaalverhogingen door inbreng in natura zijn onderworpen aan de regels voorgeschreven door artikelen 601 en 602 van het Wetboek van Vennootschappen.

Bovendien, moeten de volgende voorwaarden overeenkomstig de vastgoedbevak wetgeving worden nageleefd bij de uitgifte van effecten tegen inbreng in natura:

1. de identiteit van de inbrenger moet worden vermeld in het in artikel 602 van het Wetboek van Vennootschappen bedoelde verslag van de statutaire zaakvoerder alsook, in voorkomend geval, in de oproeping tot de algemene vergadering die voor de kapitaalverhoging wordt bijeengeroepen;
2. de uitgifteprijs mag niet minder bedragen dan de laagste waarde van (a) een netto- inventariswaarde die dateert van ten hoogste vier maanden voor de datum van de inbrengovereenkomst of, naar keuze van de vennootschap, voor de datum van de akte van kapitaalverhoging, en (b) de gemiddelde slotkoers gedurende de dertig kalenderdagen voorafgaand aan diezelfde datum.

   Voor de toepassing van de vorige zin is het toegestaan om van het in punt (b) van vorig lid bedoelde bedrag een bedrag af te trekken dat overeenstemt met het deel van het niet-uitgekeerde bruto-dividend waarop de nieuwe aandelen eventueel geen recht zouden geven, op voorwaarde dat de statutaire zaakvoerder het af te trekken bedrag van het gecumuleerde dividend specifiek verantwoordt in haar bijzonder verslag en de financiële voorwaarden van de verrichting toelicht in het jaarlijks financieel verslag.
3. behalve indien de uitgifteprijs of, in het in artikel 9.6 hieronder bedoelde geval, de ruilverhouding, alsook de betrokken modaliteiten uiterlijk op de werkdag na de afsluiting van de inbrengovereenkomst worden bepaald en aan het publiek meegedeeld met vermelding van de termijn waarbinnen de kapitaalverhoging effectief zal worden doorgevoerd, wordt de akte van kapitaalverhoging verleden binnen een maximale termijn van vier maanden; en
4. het onder 1° bedoelde verslag moet ook de weerslag van de voorgestelde inbreng op de toestand van de vroegere aandeelhouders toelichten, in het bijzonder wat hun aandeel in de winst, in de netto-inventariswaarde en in het kapitaal betreft, alsook de impact op het vlak van de stemrechten. Deze bijkomende voorwaarden zijn niet van toepassing bij de inbreng van het recht op dividend in het kader van de uitkering van een keuzedividend, voor zover dit effectief voor alle aandeelhouders betaalbaar wordt gesteld. Indien de algemene vergadering besluit om de betaling van een uitgiftepremie te vragen, dient deze op een beschikbare reserverekening te worden geboekt die slechts kan worden verminderd of weg geboekt door een besluit van de aandeelhoudersvergadering, genomen op de wijze die is vereist voor de wijziging van de statuten. De uitgiftepremie zal in dezelfde mate als het maatschappelijk kapitaal de waarborg voor derden uitmaken.

9.2. Kapitaalvermindering

Een vermindering van het geplaatst kapitaal kan slechts plaatsvinden indien de aandeelhouders die zich in gelijke omstandigheden bevinden, gelijk worden behandeld, en indien de voorwaarden gesteld door het Wetboek van Vennootschappen worden geëerbiedigd.

9.3. Fusies, splitsingen en gelijkgestelde verrichtingen

Overeenkomstig de vastgoedbevak wetgeving, zijn de bijkomende voorwaarden bij inbreng in natura zoals hierboven vermeld in artikel 9.1 mutatis mutandis van toepassing op de in de artikelen 671 tot 677, 681 tot 758 en 77211 van het Wetboek van vennootschappen bedoelde fusies, splitsingen en gelijkgestelde verrichtingen.

9.4. Kapitaalverhoging van een institutionele vastgoedbevak dochtervennootschap

Overeenkomstig de vastgoedbevak wetgeving, bij een kapitaalverhoging door inbreng in geld bij een institutionele vastgoedbevak dochtervennootschap tegen een prijs die I 0 % of meer lager ligt dan de laagste waarde van (a) een netto-inventariswaarde die dateert van ten hoogste vier maanden voor de aanvang van de uitgifte, en (b) de gemiddelde slotkoers gedurende de dertig kalenderdagen voor de aanvangsdatum van de uitgifte, stelt de statutaire zaakvoerder van MONTEA een verslag op waarin hij toelichting geeft bij de economische rechtvaardiging van het toegepaste disagio, bij de financiële gevolgen van de verrichting voor de aandeelhouders van MONTEA en bij het belang van de betrokken kapitaalverhoging voor MONTEA. Dit verslag en de toegepaste waarderingscriteria en -methodes worden door de commissaris van MONTEA in een afzonderlijk verslag toegelicht. Voor de toepassing van de vorige alinea is het toegestaan om van het in punt (b) van het eerste lid bedoelde bedrag een bedrag af te trekken dat overeenstemt met het deel van het niet- uitgekeerde brute-dividend waarop de nieuwe aandelen eventueel geen recht zouden geven, op voorwaarde dat de statutaire zaakvoerder van MONTEA het af te trekken bedrag van het gecumuleerde dividend specifiek verantwoordt en de financiële voorwaarden van de verrichting in het jaarlijks financieel verslag toelicht. Indien de betrokken dochtervennootschap niet genoteerd is, wordt de in het eerste lid bedoelde disagio enkel berekend op basis van een netto-inventariswaarde die van ten hoogste vier maanden dateert. Artikel 9.4 is niet van toepassing op kapitaalverhogingen die volledig worden onderschreven door MONTEA of haar dochtervennootschappen waarvan het kapitaal rechtstreeks of onrechtstreeks volledig in banden is van MONTEA.

ARTIKEL 10. AARD VAN DE AANDELEN

De aandelen van de vennootschap zijn op naam, in gedematerialiseerde vorm of - zolang de wet dit toelaat - aan toonder, naar keuze van de aandeelhouder. De aandelen zullen steeds op naam zijn in de gevallen vereist door de wet. Binnen de termijnen opgelegd door de wet van 14 december 2005 houdende afschaffing van de effecten aan toonder, kunnen de aandeelhouders op hun kosten schriftelijk de omzetting vragen van aandelen aan toonder in aandelen op naam of in gedematerialiseerde aandelen. De aandeelhouders kunnen tevens op elk ogenblik schriftelijk de omzetting vragen van aandelen op naam in gedematerialiseerde aandelen of omgekeerd.

Conform voornoemde wet zullen de aandelen die op 1december 2014 nog niet automatisch werden omgezet in gedematerialiseerde aandelen of waarvan op die datum mag geen omzetting in aandelen op naam werd gevraagd, automatisch worden omgezet in gedematerialiseerde aandelen. Deze aandelen zullen op een effectenrekening op naam van de vennootschap worden geboekt, zonder dat de vennootschap hierdoor de hoedanigheid van eigenaar verwerft. De uitoefening van de rechten die verbonden zijn aan deze aandelen wordt geschorst totdat de aandeelbouder alsnog de omzetting vraagt en de aandelen op zijn naam worden ingeschreven in het register van aandelen op naam of op een effectenrekening gehouden door de vennootschap, een erkende rekeningbouder of een vereffeningsinstelling. Een gedematerialiseerd aandeel wordt vertegenwoordigd door een boeking op rekening, op naam van de eigenaar of de houder, bij een erkende rekeningbouder of bij een vereffeningsinstelling en wordt overgedragen door overschrijving van rekening op rekening. De aandelen op naam worden ingeschreven in het aandelenregister dat wordt bijgehouden op de maatschappelijke zetel van de vennootschap. De eigendom van de aandelen blijkt uitsluitend uit de inschrijving in het aandelenregister. De effecten die aan toonder waren, reeds zijn uitgegeven en op een effectenrekening zijn ingeschreven, bestaan in gedematerialiseerde vorm naar aanleiding van de omzetting van rechtswege voorgezien door voornoemde wet. De andere effecten aan toonder zullen in gedematerialiseerde effecten automatisch worden omgezet door hun inschrijving op een effectenrekening. Houders van gedrukte aandelen aan toonder die deze aandelen bij een financiële instelling voorleggen teneinde de betaling te bekomen van hun dividend, dienen voorafgaand de inschrijving te vragen van hun aandelen op een effectenrekening. Zolang deze inschrijving op een effectenrekening niet wordt gevraagd, zal de betaling van het dividend verbonden aan deze aandelen worden geschorst.

ARTIKEL 11. UITOEFENING VAN DE AAN DE AANDELEN VERBONDEN RECHTEN

De aandelen zijn ondeelbaar en de vennootschap erkent slechts een eigenaar per effect. Indien meerdere personen rechten hebben met betrekking tot eenzelfde aandeel, zal de uitoefening van de eraan verbonden rechten geschorst worden tot een enkele persoon is aangeduid als eigenaar van het effect ten opzichte van de vennootschap.

ARTIKEL 12. ANDERE EFFECTEN

De vennootschap is bevoegd om de - in artikel 460 van het Wetboek van vennootschappen bedoelde effecten uit te geven, met uitzondering van winstbewijzen en soortgelijke effecten en mits inachtneming van de specifieke regels voorgeschreven door de vastgoedbevak wetgeving en de statuten.

ARTIKEL 13. BEHERENDE EN STILLE VENNOTEN

De beherende vennoot, die de statutaire zaakvoerder is, staat hoofdelijk en onbeperkt in voor alle verbintenissen van de vennootschap. De beherende vennoot wordt benoemd in de statuten. De stille vennoten staan voor de schulden en verliezen van de vennootschap slechts in tot het beloop van hun inbreng, op voorwaarde dat zij geen enkele daad van bestuur stellen.

ARTIKEL 14. NOTERING EN TRANSPARANTIEMELDING

De aandelen van de vennootschap moeten toegelaten zijn tot de verhandeling op een Belgische gereglementeerde markt overeenkomstig de vastgoedbevak wetgeving. ledere aandeelhouder is verplicht kennis te geven aan de Autoriteit Financiële Diensten en Markten of "FSMA" van het houden van stemverlenende effecten, stemrechten of met stemrechtverlenende effecten gelijkgestelde financiële instrumenten overeenkomstig de bepalingen van de wetgeving betreffende de openbaarmaking van belangrijke deelnemingen. De quota waarvan de drempeloverschrijdingen verplichten tot een kennisgeving voor de toepassing van de wetgeving betreffende de openbaarmaking van belangrijke deelnemingen worden vastgelegd op 3, %, 5 % en de veelvouden van 5 %. Behoudens de uitzonderingen vermeld in het Wetboek van Vennootschappen, kan op de algemene vergadering niemand deelnemen voor meer stemrechten dan diegene verbonden aan aandelen waarvoor hij minstens twintig (20) dagen voor de datum van de algemene vergadering kennis heeft gegeven van zijn bezit.

HOOFDSTUK III- BESTUUR EN VERTEGENWOORDIGING

ARTIKEL 15. BENOEMING-ONTSLAG- VACATURE

15.1. De vennootschap wordt bestuurd door een statutaire zaakvoerder, die de hoedanigheid van beherende vennoot heeft. Tot statutaire zaakvoerder wordt aangesteld voor een eerste beperkte duur van tien (10) jaar startende op een oktober tweeduizend en zes: de Naamloze Vennootschap "Montea Management", met zetel te B-9320 Erembodegem, Industrielaan, 27; ingeschreven in het rechtspersonenregister te Dendermonde en met ondernemingsnummer 0882.872.026 die verklaart dit mandaat te aanvaarden en meedeelt dat niets zich hier tegen verzet. De statutaire zaakvoerder wordt benoemd door een buitengewone algemene vergadering, ten overstaan van een notaris en met inachtneming van de vereisten voor statutenwijziging. Is de statutaire zaakvoerder een rechtspersoon, dan wordt hij voor de uitoefening van de opdracht van statutaire zaakvoerder in naam en voor rekening van de vennootschap vertegenwoordigd door een vaste vertegenwoordiger overeenkomstig artikel 61 § 2 van het Wetboek van vennootschappen.

15.2. De raad van bestuur van de statutaire zaakvoerder moet op een zodanige wijze zijn samengesteld dat MONTEA autonoom en in het uitsluitend belang van haar aandeelhouders kan worden bestuurd. De statuten van de statutaire zaakvoerder bepalen tevens dat deze raad van bestuur ten minste drie onafhankelijke leden telt in de zin van artikel 526ter van het Wetboek van Vennootschappen. De naleving van de in artikel 526ter bedoelde criteria wordt ook beoordeeld alsof het betrokken onafhankelijke lid van de raad van bestuur van de statutaire zaakvoerder dezelfde bestuurder van MONTEA zou zijn. De leden van de raad van bestuur van de statutaire zaakvoerder moeten de vereiste professionele betrouwbaarheid en de voor de uitoefening van hun taken passende ervaring bezitten overeenkomstig de vastgoedbevak wetgeving. Bovendien, moet de effectieve leiding van MONTEA worden toevertrouwd aan ten minste twee natuurlijke personen of eenhoofdige besloten vennootschappen met beperkte aansprakelijkheid onder de voorwaarden opgelegd door de vastgoedbevak wetgeving.

15.3. De statutaire zaakvoerder kan te allen tijde zelf ontslag nemen. De opdracht van de statutaire zaakvoerder kan slechts worden herroepen bij rechterlijke uitspraak op vordering daartoe ingesteld door de algemene vergadering op grond van wettige redenen. De algemene vergadering dient daartoe te beslissen waarbij de statutaire zaakvoerder niet aan de stemming mag deelnemen. De statutaire zaakvoerder blijft zijn functie verder vervullen tot dat zijn afzetting bij een in kracht van gewijsde gegane rechterlijke beslissing is uitgesproken. Een statutaire zaakvoerder is verplicht na zijn ontslag zijn opdracht verder te vervullen totdat redelijkerwijze in zijn vervanging kan worden voorzien. In dat geval zal de algemene vergadering binnen een maand samenkomen om tot de vaste benoeming van een nieuwe statutaire zaakvoerder over te gaan.

15.4. Het overlijden, de onbekwaam-verklaring, de ontbinding, het faillissement, het ontslag, de afzetting bij rechterlijke beslissing van de statutaire zaakvoerder om welke reden ook of het vrijkomen van het mandaat van de statutaire zaakvoerder op enige andere wijze, zal niet tot gevolg hebben dat de vennootschap wordt ontbonden, doch hij zal worden opgevolgd door de opvolger-zaakvoerder, aangewezen door de buitengewone algemene vergadering van aandeelhouders, op voorwaarde dat hij, in voorkomend geval, aanvaardt toe te treden tot de vennootschap als beherende vennoot. Indien een statutaire zaakvoerder een rechtspersoon is, leidt de fusie, splitsing, de omzetting of elke andere vorm van vennootschapsrechtelijke herstructurering waarbij de rechtspersoonlijkheid van de statutaire zaakvoerder krachtens het toepasselijk recht voortgezet wordt, niet automatisch tot het ontslag of de vervanging van de statutaire zaakvoerder. In geval van het verlies, in hoofde van de leden van de raad van bestuur of het dagelijks bestuur van de statutaire zaakvoerder van de betrouwbaarheid, ervaring en autonomie vereist door de vastgoedbevak wetgeving, moet de statutaire zaakvoerder of de commissaris(sen) een algemene vergadering bijeenroepen met als agenda de eventuele vaststelling van het verlies van de vereisten en de te nemen maatregelen; deze vergadering moet binnen twee maanden samenkomen; indien enkel een of meerdere leden van de raad van bestuur of van dagelijks bestuur van de statutaire zaakvoerder niet meer aan de bovenvermelde vereisten voldoen, dient de statutaire zaakvoerder hen binnen de maand te vervangen; na deze termijn, zal de vergadering van de vennootschap zoals hierboven bijeengeroepen worden; dit alles in het een of ander geval, onder voorbehoud van de maatregelen die de Autoriteit Financiële Diensten en Markten of "FSMA" zou treffen krachtens haar bevoegdheden.

ARTIKEL 16. BEZOLDIGING

De statutaire zaakvoerder zal zijn mandaat bezoldigd uitoefenen. Deze bezoldiging telt twee gedeelten: een vast gedeelte en een variabel gedeelte. Het vast gedeelte van de bezoldiging van de statutaire zaakvoerder wordt jaarlijks vastgesteld door de algemene vergadering van Montea Comm. VA. Deze bezoldiging zal op jaarbasis niet minder dan vijftienduizend euro (15.000,00 EUR) bedragen. Het variabel statutair gedeelte is gelijk aan nul komma vijfentwintig procent (0,25%) van het geconsolideerde nettoresultaat van Montea Comm. VA, met uitsluiting van alle schommelingen van de reële waarde van de activa en de afdekkingsinstrumenten. Bovendien kan in overeenstemming met de vastgoedbevak wetgeving de vergoeding van de statutaire zaakvoerder niet worden toegekend in functie van een specifieke verrichting of transactie van de vennootschap of haar dochtervennootschappen. De statutaire zaakvoerder heeft ook recht op de terugbetaling van de kosten welke rechtstreeks met zijn opdracht verbonden zijn.

ARTIKEL 17. BEVOEGDHEDEN

De statutaire zaakvoerder is bevoegd om alle handelingen van bestuur te verrichten die nodig of dienstig zijn tot verwezenlijking van het doel van de vennootschap, met uitzondering van die handelingen waarvoor volgens de wet alleen de algemene vergadering bevoegd is. De statutaire zaakvoerder stelt driemaandelijkse- en semesterverslagen op, evenals het ontwerp van jaarverslag. De statutaire zaakvoerder kan de vergoeding vaststellen van elke mandataris aan wie speciale bevoegdheden werden toegekend overeenkomstig de vastgoedbevak wetgeving. De statutaire zaakvoerder neemt alle beslissingen naar eigen inzicht.

ARTIKEL 18. VERTEGENWOORDIGING VAN DE VENNOOTSCHAP

De vennootschap wordt in al haar handelingen, in en buiten rechte, met inbegrip van de akten voor dewelke de tussenkomst van een openbaar ambtenaar of een notaris vereist is, rechtsgeldig vertegenwoordigd door de statutaire zaakvoerder. Voor elke daad van beschikking met betrekking tot een vastgoed zal de vennootschap moeten worden vertegenwoordigd door de permanente vertegenwoordiger van de statutaire zaakvoerder en ten minste een bestuurder van de zaakvoerder samen optredend. De hierboven vermelde regel is niet van toepassing wanneer een verrichting betrekking heeft op een goed waarvan de waarde minder bedraagt dan het laagste bedrag van 1 % van het geconsolideerde actief van de vennootschap en 2.500.000 EUR. De vennootschap is bovendien, geldig verbonden door bijzondere gevolmachtigden handelend binnen het kader van hun verleende opdracht, onverminderd de verantwoordelijkheid van de statutaire zaakvoerder in geval van overdreven volmacht.

ARTIKEL 19. BIJZONDERE VOLMACHTEN

De statutaire zaakvoerder kan gevolmachtigden van de vennootschap aanstellen. Alleen bijzondere en beperkte volmachten voor bepaalde of een reeks bepaalde rechtshandelingen zijn geoorloofd.

ARTIKEL 20. VERANTWOORDELIJKHEID VAN DE STATUTAIRE ZAAKVOERDER

De statutaire zaakvoerder is persoonlijk, hoofdelijk en onbeperkt verbonden door de verbintenissen van de vennootschap.

HOOFDSTUK IV- CONTROLE

ARTIKEL 21. CONTROLE

De controle van de vennootschap wordt toevertrouwd aan een of meerdere commissarissen die de taken die hen toevertrouwd worden door het Wetboek van Vennootschappen en de vastgoedbevak wetgeving uitoefenen. De commissaris(sen) moet(en) worden goedgekeurd door de Autoriteit Financiële Diensten en Markten of "FSMA".

HOOFDSTUK V- ALGEMENE VERGADERING

ARTIKEL 22. DE ALGEMENE VERGADERING

De gewone jaarlijkse algemene vergadering wordt ieder jaar gehouden op de derde dinsdag van de maand mei om tien uur of, indien deze dag een wettelijke feestdag is, op de voorgaande werkdag op hetzelfde uur. Een buitengewone of bijzondere algemene vergadering mag bijeengeroepen worden telkens als het belang van de vennootschap zulks vereist. Deze algemene vergaderingen mogen bijeengeroepen worden door de statutaire zaakvoerder of de commissaris(sen) en moeten bijeengeroepen worden telkens de aandeelhouders die samen een vijfde van het maatschappelijk kapitaal vertegenwoordigen er om vragen. De algemene vergaderingen worden gehouden op de zetel van de vennootschap of op iedere andere plaats in de oproepingsbrief of op andere wijze medegedeeld.

Een of meer aandeelhouders die samen minstens 3 % bezitten van het maatschappelijk kapitaal van de vennootschap kunnen, overeenkomstig het Wetboek van Vennootschappen en binnen de perken hiervan, te behandelen onderwerpen op de agenda van dealgemene vergadering laten plaatsen en voorstellen tot besluit indienen met betrekking tot op de agenda opgenomen of daarin op te nemen te behandelen onderwerpen. De bijkomende te behandelen onderwerpen of voorstellen tot besluit moeten uiterlijk op de tweeëntwintigste (22ste) dag voor de datum van de algemene vergadering door de vennootschap worden ontvangen.

ARTIKEL 23. BEVOEGDHEDEN VAN DE ALGEMENE VERGADERING

De algemene vergadering is bevoegd om te beraadslagen en te besluiten ter zake van:

- de vaststelling van de jaarrekening;
- de bestemming van de beschikbare winst;
- de benoeming en het ontslag van de commissaris(sen);
- de vaststelling van de vaste bezoldiging van de statutaire zaakvoerder en van de commissaris(sen);
- het instellen van de vennootschapsvordering tegen de statutaire zaakvoerder of de commissaris(sen) en het verlenen van kwijting.

De algemene vergadering heeft voorts alle bevoegdheden die voortvloeien uit de wet en is met name (zonder dat deze opsomming limitatief is) bevoegd om wijzigingen aan te brengen in de statuten, met name om te besluiten tot benoeming van een statutaire zaakvoerder, tot vervroegde ontbinding van de vennootschap, verhoging of vermindering van het geplaatst kapitaal, de mogelijkheid van een toegestaan kapitaal door besluit van de statutaire zaakvoerder, de aflossing van et kapitaal, fusie met een of meerdere vennootschappen, omzetting van de vennootschap in een vennootschap met een andere rechtsvorm.

ARTIKEL 24. BIJEENROEPING

Overeenkomstig de bepalingen van artikel 533 van het Wetboek van vennootschappen moeten de oproepingen tot een algemene vergadering worden gedaan door middel van een aankondiging die tenminste 30 dagen vóór de vergadering wordt geplaatst in het Belgisch Staatsblad, in een nationaal verspreid blad (behoudens in de gevallen uitdrukkelijk voorzien door het Wetboek van Vennootschappen) en in media overeenkomstig de voorschriften van het Wetboek van vennootschappen. Aan de houders van aandelen, obligaties of warrants op naam, aan de houders van certificaten op naam, die met medewerking van de vennootschap werden uitgegeven, aan de bestuurders en aan de commissarissen worden de oproepingen binnen bovenvermelde oproepingstermijn meegedeeld; deze mededeling geschiedt door middel van een gewone brief tenzij de bestemmelingen individueel, uitdrukkelijk en schriftelijk hebben ingestemd om de oproeping via een andere communicatiemiddel te ontvangen. Van de vervulling van deze formaliteit dient geen bewijs te worden voorgelegd. De oproeping bevat de agenda van de vergadering met opgave van de te behandelen onderwerpen en voorstellen tot besluit, naast datum, uur en plaats van de vergadering en de andere informatie voorgeschreven door het Wetboek van vennootschappen. De vereiste stukken worden ter beschikking gesteld en een afschrift ervan wordt naar de rechthebbenden gezonden in overeenstemming met de desbetreffende bepalingen van het Wetboek van Vennootschappen.

ARTIKEL 25. DEELNEMING AAN DE VERGADERING

25.1. Het recht om deel te nemen aan een algemene vergadering en om er het stemrecht uit te oefenen wordt slechts verleend op grand van de boekhoudkundige registratie van de aandelen op naam van de aandeelbouder, op de veertiende dag voor de algemene vergadering, om vierentwintig uur (Belgisch uur) (hierna de "registratiedatum"), hetzij door hun inschrijving in het register van de aandelen op naam van de vennootschap, hetzij door hun inschrijving op de rekeningen van een erkende rekeninghouder of van een vereffeningsinstelling, hetzij door voorlegging van de aandelen aan toonder aan een financiële tussenpersoon, ongeacht het aantal aandelen dat de aandeelbouder bezit op de dag van de algemene vergadering.

25.2. De houders van gedematerialiseerde aandelen of aandelen aan toonder die wensen deel te nemen aan de algemene vergadering moeten een attest bezorgen afgeleverd door hun financiële tussenpersoon, of de erkende rekeninghouder of de vereffeningsinstelling, waaruit blijkt met hoeveel aandelen aan toonder of gedematerialiseerde aandelen die respectievelijk zijn voorgelegd of op naam van de aandeelhouder op zijn rekeningen zijn ingeschreven op de registratiedatum, de aandeelhouder heeft aangegeven te willen deelnemen aan de algemene vergadering. De neerlegging cliënt te geschieden op de maatschappelijke zetel van de vennootschap of bij de daartoe door haar aangestelde persoon aangeduid in de oproepingen, uiterlijk op de zesde dag voor de datum van de vergadering.

25.3. De houders van aandelen op naam die wensen deel te nemen aan de algemene vergadering moeten kennis geven van hun voornemen om aan de vergadering deel te nemen bij een gewone brief, fax, e-mail, te richten aan de zetel van de vennootschap of aan het e-mailadres vermeld in de oproepingsbrief, uiterlijk op de zesde dag voor de datum van de vergadering.

25.4. Aandeelhouders zonder stemrecht en obligatiehouders hebben het recht aan de algemene vergadering deel te nemen met raadgevende stem. In de gevallen bepaald bij artikel 481 van het Wetboek van Vennootschappen hebben de houders van aandelen zonder stemrecht gewoon stemrecht.

25.5. De commissaris(sen) woont(wonen) de algemene vergadering bij wanneer de algemene vergadering te beraadslagen heeft op grond van een verslag dat door hem/hen werd opgemaakt.

ARTIKEL 26. STEMMING BIJ VOLMACHT

Elke aandeelhouder mag zich op een algemene vergadering doen vertegenwoordigen door een gemachtigde, al dan niet aandeelhouder. De aandeelhouder kan voor een welbepaalde algemene vergadering slechts een persoon aanduiden als volmacht houder, behoudens afwijkingen voorzien door het Wetboek van Vennootschappen. Elk verzoek tot verlening van een volmacht bevat, op straffe van nietigheid, ten minste de volgende vermeldingen: 1° de agenda, met opgave van de te behandelen onderwerpen en de voorstellen tot besluit; 2° het verzoek om instructies voor de uitoefening van het stemrecht ten aanzien van de verschillende onderwerpen van de agenda; 3° de mededeling hoe de gemachtigde zijn stemrecht zal uitoefenen bij gebreke van instructies van de aandeelhouder. De volmacht moet ondertekend zijn door de aandeelhouder en moet uiterlijk op de zesde dag voor de datum van de vergadering, worden neergelegd op de maatschappelijke zetel van de vennootschap of op de plaats aangeduid in de oproeping. De mede-eigenaars, de vruchtgebruikers en de naakte eigenaars, de pandhoudende schuldeisers en pandgevende schuldenaars moeten zich respectievelijk door een en dezelfde persoon laten vertegenwoordigen. Aandeelhouders kunnen kandidaat-gevolmachtigden, op initiatief van deze laatsten, volmacht verlenen om hen te vertegenwoordigen op de aandeelhoudersvergadering. Dergelijk openbaar verzoek tot het verlenen van volmachten teneinde het stemrecht uit te oefenen in de Vennootschap cliënt te geschieden conform de bepalingen van artikel 549, en in het bijzonder derde tot en met zesde lid, van het Wetboek van vennootschappen.

ARTIKEL 27. STEMMING PER BRIEF

Mits toestemming van de statutaire zaakvoerder in de oproeping, zullen de aandeelhouders gemachtigd zijn om per brief deel te nemen aan de stemming over de agendapunten door middel van een door de vennootschap ter beschikking gesteld formulier. Het formulier voor het stemmen op afstand bevat minstens de volgende vermeldingen: 1° de naam van de aandeelhouder en zijn woonplaats of maatschappelijke zetel; 2° het aantal stemmen dat de aandeelhouder tijdens de algemene vergadering wenst uit te brengen; 3° de vorm van de gehouden aandelen; 4° de agenda van de vergadering, inclusief de voorstellen tot besluit; 5° de termijn waarbinnen de vennootschap het formulier voor het stemmen op afstand dient te ontvangen en 6° de handtekening van de aandeelhouder. Dit formulier zal uitdrukkelijk vermelden dat het formulier ondertekend moet zijn door de aandeelhouder en uiterlijk op de zesde dag voor de datum van de algemene vergadering worden overgemaakt aan de vennootschap per aangetekende zending.

ARTIKEL 28. VOORZITTERSCHAP- BUREAU

Elke algemene vergadering wordt voorgezeten door de statutaire zaakvoerder. De voorzitter van de raad van bestuur van de statutaire zaakvoerder wijst een secretaris en stemopnemer aan, die geen aandeelhouder hoeft te zijn. Die twee functies kunnen uitgeoefend worden door een persoon. De voorzitter, de secretaris en de stemopnemer vormen samen het bureau.

ARTIKEL 29. VERLOOP VAN DE VERGADERING

29.1. De beraadslaging en stemming geschieden onder de leiding van de voorzitter en in overeenstemming met de gebruikelijke regels van een behoorlijke vergaderingtechniek. De statutaire zaakvoerder geeft antwoord op de vragen die hem tijdens de vergadering of schriftelijk worden gesteld door de aandeelhouders met betrekking tot hun verslag of tot de agendapunten, voor zover de mededeling van gegevens of feiten niet van dien aard is dat zij nadelig zou zijn voor de zakelijke belangen van de vennootschap of voor de vertrouwelijkheid waartoe de vennootschap of de statutaire zaakvoerder zich hebben verbonden. Zodra de oproeping tot een algemene vergadering gepubliceerd is, kunnen de aandeelhouders schriftelijk vragen stellen, die tijdens de vergadering zullen worden beantwoord, op voorwaarde dat de vennootschap de schriftelijke vragen uiterlijk op de zesde dag v66r de vergadering heeft ontvangen. De commissaris(sen) geeft (geven) antwoord op de vragen die hem (hen) worden gesteld door de aandeelhouders met betrekking tot zijn (hun) controleverslag.

29.2. De statutaire zaakvoerder heeft het recht, tijdens de zitting van een jaarvergadering, de beslissing met betrekking tot de goedkeuring van de jaarrekening drie weken uit te stellen, zonder dat deze beslissing enige motivering behoeft. Deze verdaging doet geen afbreuk aan de andere genomen besluiten, behoudens andersluidende beslissing van de algemene vergadering hieromtrent. De volgende vergadering heeft het recht de jaarrekening definitief vast te stellen. De statutaire zaakvoerder heeft tevens het recht elke andere algemene vergadering tijdens de zitting met drie weken uit te stellen, tenzij deze vergadering bijeengeroepen werd op verzoek van een of meer aandeelhouders die tenminste een/vijfde van het kapitaal vertegenwoordigen of door de commissaris(sen).

29.3. De algemene vergadering kan alleen rechtsgeldig beraadslagen of besluiten over punten die in de aangekondigde agenda zijn opgenomen of daarin impliciet zijn vervat. Over niet in de agenda begrepen punten kan slechts beraadslaagd worden in een vergadering waarin alle aandelen aanwezig zijn en mits daartoe met eenparigheid van stemmen besloten wordt. De vereiste instemming staat vast indien geen verzet is aangetekend in de notulen van de vergadering. De agenda moet, naast de te behandelen onderwerpen, de voorstellen tot besluit bevatten.

ARTIKEL 30. STEMRECHT

30.1. Elk aandeel geeft recht op een stem, onder voorbehoud van de gevallen voorzien door het Wetboek van Vennootschappen waar het stemrecht geschorst is.

30.2. Is een aandeel met vruchtgebruik bezwaard, dan wordt de uitoefening van het aan dat aandeel verbonden stemrecht uitgeoefend door de vruchtgebruiker behoudens verzet van de blote eigenaar.

30.3. De houders van obligaties en warrants mogen de algemene vergadering bijwonen, doch enkel met een raadgevende stem.

ARTIKEL 31. BERAADSLAGING

31.1. Gewone en bijzondere algemene vergaderingen

De gewone en de bijzondere algemene vergadering beraadslagen en besluiten op geldige wijze ongeacht het aantal aanwezige of vertegenwoordigde aandelen, doch mits aanwezigheid van de statutaire zaakvoerder. Is de statutaire zaakvoerder niet aanwezig, dan kan een tweede vergadering worden belegd, die beraadslaagt en besluit, ook al is de statutaire zaakvoerder afwezig. De besluiten worden genomen bij gewone meerderheid van stemmen en mits instemming van de aanwezige of vertegenwoordigde statutaire zaakvoerder bij handelingen, die de belangen van de vennootschap jegens derden betreffen, zoals dividenduitkering alsook elk besluit waarbij het vermogen van de vennootschap wordt aangetast.

Onthouding of blanco stemmen en de nietige stemmen worden bij de berekening van de meerderheid verwaarloosd. Bij staking van stemmen is het voorstel verworpen. Van elke algemene vergadering worden tijdens de vergadering notulen opgemaakt die ondertekend worden overeenkomstig artikel 33 van de statuten.

31.2. Buitengewone algemene vergaderingen

De buitengewone algemene vergadering kan over een statutenwijziging alleen op rechtsgeldige wijze beraadslagen en besluiten, wanneer zij die aan de vergadering deelnemen ten minste de helft van het maatschappelijk kapitaal vertegenwoordigen en mits aanwezigheid van de statutaire zaakvoerder. Is het genoemde quotum niet bereikt of is de statutaire zaakvoerder niet aanwezig, dan is een nieuwe bijeenroeping volgens artikel 558 van het Wetboek van Vennootschappen nodig; de tweede vergadering beraadslaagt en besluit op geldige wijze, ongeacht het aanwezige of vertegenwoordigde deel van het kapitaal en ongeacht de afwezigheid van de statutaire zaakvoerder. Een wijziging van de statuten is alleen dan aangenomen, indien zij goedgekeurd werd door de Autoriteit Financiële Diensten en Markten of "FSMA" en wanneer zij drie vierde van de stemmen verbonden aan de aanwezige of vertegenwoordigde aandelen heeft verkregen en met instemming van de aanwezige of vertegenwoordigde statutaire zaakvoerder. Bij de berekening van de vereiste meerderheid worden de stemmen van degenen die zich onthouden, de blanco stemmen en de nietige stemmen als stemmen tegen beschouwd.

ARTIKEL 32. NOTULEN

De notulen van de algemene vergadering worden ondertekend door de leden van het bureau en door de aandeelhouders die er om vragen. De afschriften of uittreksels in rechte of anderszins voor te leggen, worden door de voorzitter, de secretaris, stemopnemers of de statutaire zaakvoerder ondertekend.

HOOFDSTUK VI- BOEKJAAR- JAARREKENING- DIVIDENDEN

ARTIKEL 33. BOEKJAAR- JAARREKENING- JAARVERSLAG

Het boekjaar van de vennootschap gaat telkens in op een januari en eindigt op eenendertig december van ieder jaar. Op het einde van elk boekjaar worden de boeken en bescheiden afgesloten en maakt de statutaire zaakvoerder de inventaris op, alsmede de jaarrekening. De statutaire zaakvoerder stelt tevens een jaarverslag op waarin bij rekenschap geeft van zijn beleid. Met het oog op de algemene vergadering, stelt de commissaris ook een omstandig schriftelijk verslag op. Deze documenten worden overeenkomstig de wet opgesteld.

ARTIKEL 34. BESTEMMING VAN DE WINST

De vennootschap moet jaarlijks aan baar aandeelhouders, mits inachtneming van de beperkingen voorzien door het Wetboek van Vennootschappen en de vastgoedbevak wetgeving, een dividend uitkeren waarvan het minimum bedrag is opgelegd door de vastgoedbevak wetgeving.

ARTIKEL 35. INTERIMDIVIDEND

De statutaire zaakvoerder beeft de bevoegdheid om, met inachtneming van de relevante bepalingen van het Wetboek van Vennootschappen en de vastgoedbevak wetgeving, op het resultaat van het boekjaar een interim-dividend uit te keren en de betalingsdatum ervan vaststellen.

ARTIKEL 36. BETALING VAN DIVIDENDEN

De uitbetaling van dividenden waarvan de uitkering door de gewone algemene vergadering werd besloten, geschiedt op de tijdstippen en op de plaatsen bepaald door deze algemene vergadering of door de statutaire zaakvoerder. Elke uitkering van dividenden of interim-dividenden die gebeurde in strijd met de wet dient door de aandeelbouder die deze heeft ontvangen te worden terugbetaald, indien de vennootschap bewijst dat de aandeelbouder wist dat de uitkering te zijnen gunste in strijd met de voorschriften was of daarvan, gezien de omstandigheden, niet onkundig kon zijn.

ARTIKEL 37. FINANCIELE DIENST

De statutaire zaakvoerder duidt een instelling aan die zal instaan voor de financiële dienst van de vennootschap overeenkomstig de vastgoedbevak wetgeving. De instelling die instaat voor de financiële dienst kan te allen tijde worden geschorst of ontstaan door de statutaire zaakvoerder. De vennootschap zorgt ervoor dat dergelijke schorsing of ontslag de continuïteit van de financiële dienstverlening niet benadeelt. De schorsingen en ontslagen hierboven vermeld zullen worden bekendgemaakt op de website van de vennootschap en door middel van een persbericht overeenkomstig de wettelijke bepalingen.

ARTIKEL 38. TERBESCHIKKINGSTELLING VAN HET JAARLIJKS EN HALFJAARLIJKS VERSLAG

Het jaarlijks en halfjaarlijks verslag, inclusief de statutaire en geconsolideerde jaar –en halfjaarlijkse rekening en het verslag van de commissaris, wordt ter herschikking gesteld van de aandeelhouders overeenkomstig de wettelijke bepalingen toepasselijk op emittenten van financiële instrumenten die zijn toegelaten tot de verhandeling op een gereglementeerde markt en de vastgoedbevak wetgeving. Het jaarlijks en halfjaarlijks verslag van de vennootschap wordt op de website van de vennootschap gepubliceerd. De aandeelhouders hebben het recht om zonder kosten een kopie van het jaarlijks en halfjaarlijks verslag te verkrijgen op de maatschappelijke zetel van de vennootschap.

HOOFDSTUK VII- ONTBINDING- VEREFFENING

ARTIKEL 39. BENOEMING EN BEVOEGDHEID VEREFFENAARS

In geval van ontbinding van de vennootschap, om welke reden of op welk tijdstip ook, geschiedt de vereffening door een of meerdere vereffenaar(s) benoemd door de algemene vergadering. De vereffenaar(s) treden/treedt slechts in functie na bevestiging van hun/zijn benoeming door de rechtbank van koophandel. Bij gebreke van benoeming van (een) vereffenaar(s), worden de statutaire zaakvoerder als vereffenaars beschouwd ten aanzien van derden. De vereffenaars vormen een college. Te dien einde beschikken/beschikt de vereffenaar(s) over de meest uitgebreide machten overeenkomstig de toepasselijke bepalingen van het Wetboek van Vennootschappen, behoudens beperkingen opgelegd door de algemene vergadering. De vereffenaar(s) zijn/is gehouden de algemene vergadering bijeen te roepen telkens wanneer de aandeelhouders die een vijfde van de in omloop zijnde effecten vertegenwoordigen het vragen. De algemene vergadering bepaalt de vergoeding van de vereffenaar(s). De vereffening van de vennootschap geschiedt overeenkomstig de bepalingen van het Wetboek van vennootschappen.

ARTIKEL 40. ONTBINDING

Vooraleer de vereffening wordt afgesloten, leggen de vereffenaars het plan voor de verdeling van de activa onder de verschillende schuldeisers voor akkoord voor aan de rechtbank van koophandel van het arrondissement waarbinnen de vennootschap haar zetel heeft. Na aanzuivering van alle schulden, lasten en kosten van de vereffening, wordt het netto- actief vooreerst aangewend om, in geld of in natura, het volgestorte en nog niet-terugbetaalde bedrag van de aandelen terug te betalen. Het overschot van de vereffening wordt verdeeld onder de aandeelhouders in verhouding met hun rechten.

HOOFDSTUK VIII- ALGEMENE BEPALINGEN ARTIKEL 41. KEUZE VAN WOONPLAATS

De statutaire zaakvoerder en vereffenaars van de vennootschap, worden gedurende de uitoefening van hun mandaat geacht keuze van woonplaats te hebben gedaan op de zetel van de vennootschap waar hen alle mededelingen, betekeningen en dagvaardingen geldig kunnen worden gedaan betreffende de zaken van de vennootschap. De houders van effecten op naam zijn verplicht de vennootschap kennis te geven van elke verandering van woonplaats. Bij ontstentenis van kennisgeving worden zij geacht te wonen op hun laatst gekende woonplaats.

ARTIKEL 42. RECHTSBEVOEGDHEID

Voor alle geschillen tussen de vennootschap, haar statutaire zaakvoerder, baar aandeelhouders en vereffenaars betreffende de zaken van de vennootschap en de uitvoering van de huidige statuten wordt uitsluitend bevoegdheid toegekend aan de rechtbanken van de zetel van de vennootschap, tenzij de vennootschap er uitdrukkelijk aan verzaakt.

ARTIKEL 43. GEMEEN RECHT

De bepalingen van onderhavige statuten die strijdig zijn met enige dwingende bepalingen van het Wetboek van Vennootschappen of de vastgoedbevak wetgeving worden als niet- geschreven geacht; de nietigheid of van een deel van een artikel van onderhavige statuten en andere artikelen.

8.5 The sicafi in Belgium and the Société d'Investissements Immobiliers Cotée (SIIC) in France

The sicafi in Belgium

The sicafi (investment company with fixed capital – sicafi) introduced by the law of 4 December 1990 (replaced by the law of 20 July 2004 replaced by the law of 3 August 2012), enables the creation of institutions in Belgium for investment in real estate, as for in many other countries: Real Estate Investments Trusts (REITs) in the United States, Fiscal Investment (FBI) in the Netherlands, G-REITs in Germany, Sociétés d'Investissements Immobiliers Cotées (SIIC) in France and the UK-REITs in the United Kingdom. In Belgium, the legal framework for sicafis has been in place since 1990, although many of the rights and obligations of this investment instrument were not specifically defined until 1995. This investment instrument was created by the public authorities to enable private investors to also have access to the professional property market and to invest in property projects, which were previously the preserve of institutional investors. The statute was the subject of a Royal Implementing Decree of 10 April 1995, superseded by the Royal Decree of 7 December 2010 relating to sicafis. The Law of 21 December 1994 containing social and various provisions, established the fiscal aspects of the recognition of the existing companies.

The major characteristics of the sicafi are:

- company with fixed capital and fixed number of shares;
- listing on the stock market;
- activities confined to investment property; at secondary title, the company may also invest its assets in securities;
- risk spreading: a maximum of 20% of the consolidated assets of the company may be invested in property that constitutes a single complex of buildings;
- the (individual and consolidated) debt is limited to 65% of the (statutory and consolidated) assets, the allocation of securities and mortgages is limited to 50% of the total fair value of the property of the sicafi and its subsidiaries and to 75% of the value of a specific property;
- very strict rules regarding conflicts of interest;
- regular assessment of property by an independent property expert ;
- entry of the buildings at their fair value, no depreciations;
- the results (rental income and capital gains on sales less the operating costs and financial expenses) are exempt from corporation tax for the sicafi (but not the subsidiaries thereof), but not from taxes and the irregular and favourable benefits;
- at least 80% of the amount of the adjusted result[116] and net gains on sale of property is not exempt from the payment obligation and must be paid;
- any decrease in debt ratio during the financial year may however be deducted from the mandatory amount to be paid;
- withholding tax of 25% (see footnote 18), exempt for individuals residing in Belgium;

The companies seeking recognition as a sicafi or those which merge with a sicafi, are subject to a special tax (exit fee), which is equal to a liquidation tax on the net unrealized capital gains and on the exempted reserves of 16.5% (increased by a crisis contribution of 3%, or 16.995% in total).

[116] Calculated on the basis of the schedule specified in Section B of the Annex to the Royal Decree of 21 June 2006, replaced by the Royal Decree of 7 December 2010.

The Société d’Investissements Immobiliers Cotées (SIIC) in France

Montea is also a SIIC (Société d’Investissements Immobiliers Cotées) in France and is also listed on the Second Market of Euronext Paris, the second listing after Euronext Brussels. In France, Montea opted for the SIIC status in 2007 to enjoy the benefits associated with the status of sicafi in this country as well. The tax characteristics of the sicafi and SIIC are quite similar: for example, they are both exempt from corporation tax on annual income and realised capital gains. The profits from activities other than leasing or selling real estate are subject to corporation tax.

When the status of sicafi or SIIC is obtained, the company must pay a single tax charge, or "exit fee" This is calculated based on the difference between the investment value of the portfolio and the tax book value of the property. The exit fee, which applies to SIIC is 16.5%. The payment of the exit fee for SIIC is spread over four years, with the payment of an initial tranche of 15% after the first year. In Belgium, at least 80% of the operating profits have to be distributed In France this percentage is 85%, but only after deduction of depreciation.

The provisions relating to the payment of capital gains on the sale of real estate differ substantially. In Belgium, a minimum of 80% has to be distributed unless it is reinvested. For SIICs however, at least 50% of the profits have to be distributed at the end of the year following that in which it was earned. Also with regard to SIICs, dividends from subsidiaries which are exempt from corporate taxation have to be entirely distributed during the year when they are received. In terms of the shareholding structure, at least 30% of the shares in sicafi have to be "free float", i.e. shares which are available for trading. In France, it has to be 40%. SIICs are not restricted to a maximum debt ratio. sicafi on the other hand previously had a maximum debt ratio of 50%, which has now been raised to 65% by the Royal Decree of 21 June 2006 (replaced by the RD of 7 December 2010).

9. Glossary

Classification 1510
French regulations on fire safety for warehouses, concerning the following aspects: (i) fire resistance of structural elements, (ii) fire resistance of secondary elements and (iii) overall behaviour of structures in fire.

Royal Decree on sicafi
Royal Decree of 7 December 2010 on sicafi, *B.S*. of 28 December 2010.

Royal Decree on Accounting
Royal Decree of 21 June 2006 on accounting, annual statements and consolidated statements of public sicafi.

IPO
Public offer of Montea shares that ended in admission of such shares to Euronext Brussels on 17 October 2006

Montea
Montea Comm. VA, a general partnership with share capital with registered office at Industrielaan 27, 9320 Erembodegem and registered in the Dendermonde Register of Legal Entities under the number of 0417.186.211.

Montea Management
Montea Management NV, a limited liability company with registered office at Industrielaan 27, 9320 Erembodegem and registered in the Dendermonde Register of Legal Entities under the number of 0882.872.026.