365

DAYS TO GIVE MEANING

TO URBAN LIVING

Financial annual report 2014

ATENOR GROUP

SUMMARY

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

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

See additional information
www.atenor.be

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KEY CONSOLIDATED FIGURES

On 31.12.2014

Key figures ATENOR GROUP (in millions of €)

	2010	2011	2012	2013	2014
Net results (group share)	-1.60	11.32	9.49	12.03	15.33
Current cash flow [1]	-0.55	11.80	7.98	12.26	17.74
Capital and reserves	100.53	97.52	98.74	104.79	112.90
Market capitalization	168.99	121.98	161.48	179.88	218.29

[1] Net profits + depreciation, provisions and reductions in value.
The 2014 consolidated financial statements were drawn up in accordance with the IFRS standards as adopted in the European Union.

Figures per share (in €)

	2010	2011	2012	2013	2014
Capital and reserves	19.95	19.35	19.60	19.95	20.69
Current cash flow	-0.11	2.34	1.58	2.33	3.25
Net consolidated results (group share)	-0.32	2.25	1.88	2.33*	2.85*
Dividend					
Gross Dividend	2.00	2.00	2.00	2.00	2.00
Net ordinary dividend	1.50	1.50	1.50	1.50	1.50
Number of shares	5,038,411	5,038,411	5,038,411	5,251,918	5,457,264

* Weighted average based on the capital increases (optional dividend)

Stock market ratios

	2010	2011	2012	2013	2014
List price/book value	1.7	1.25	1.64	1.72	1.93
List price on 31 December (€)	33.54	24.21	32.05	34.25	40.00
Gross return for 1 year	2.09%	-21.85%	40.64%	13.10%	22.63%
Gross return	5.96%	8.26%	6.24%	5.84%	5.00%
Net ordinary dividend/list price	4.47%	6.20%	4.68%	4.38%	3.75%

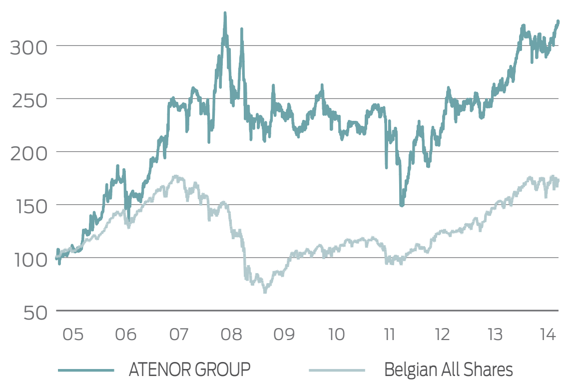
Glossary :

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

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

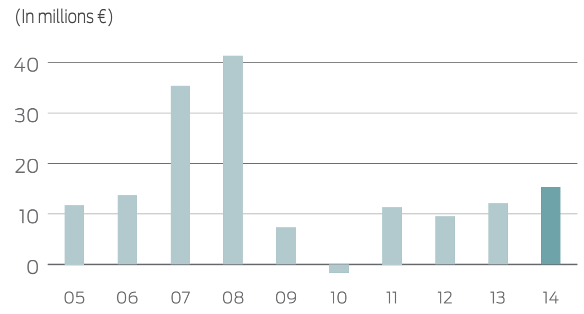
Capitalisation : number of shares x last list price of the financial year concerned.

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

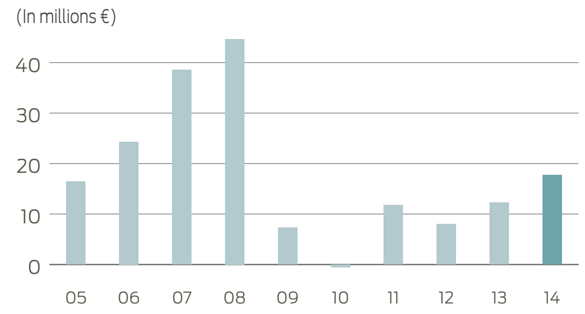


Evolution of ATENOR GROUP share compared with the EPRA Europe
(taking into account the reinvestment of dividends)

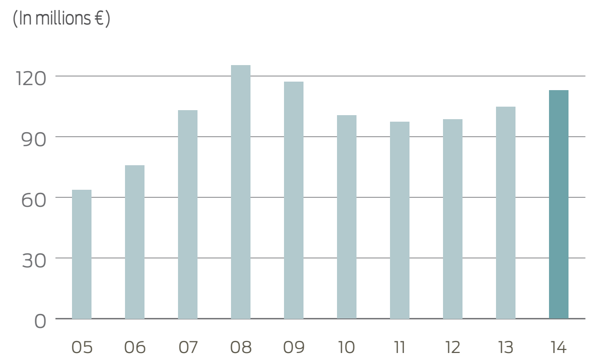
Net consolidated results



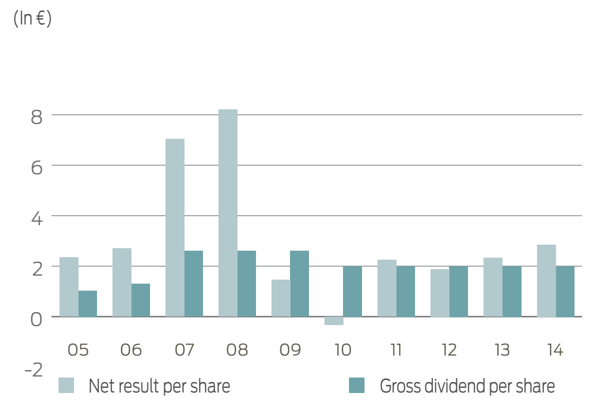
Current cash flow



Consolidated capital and reserves



Net results and gross dividend per share



PROFILE

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

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

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

MISSION & VALUES

By investing in Atenor Group, shareholders expect a return.

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

Over the years, we have defined and specified our activity, that of a real estate property developer, and explained the way in which we perform it.

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

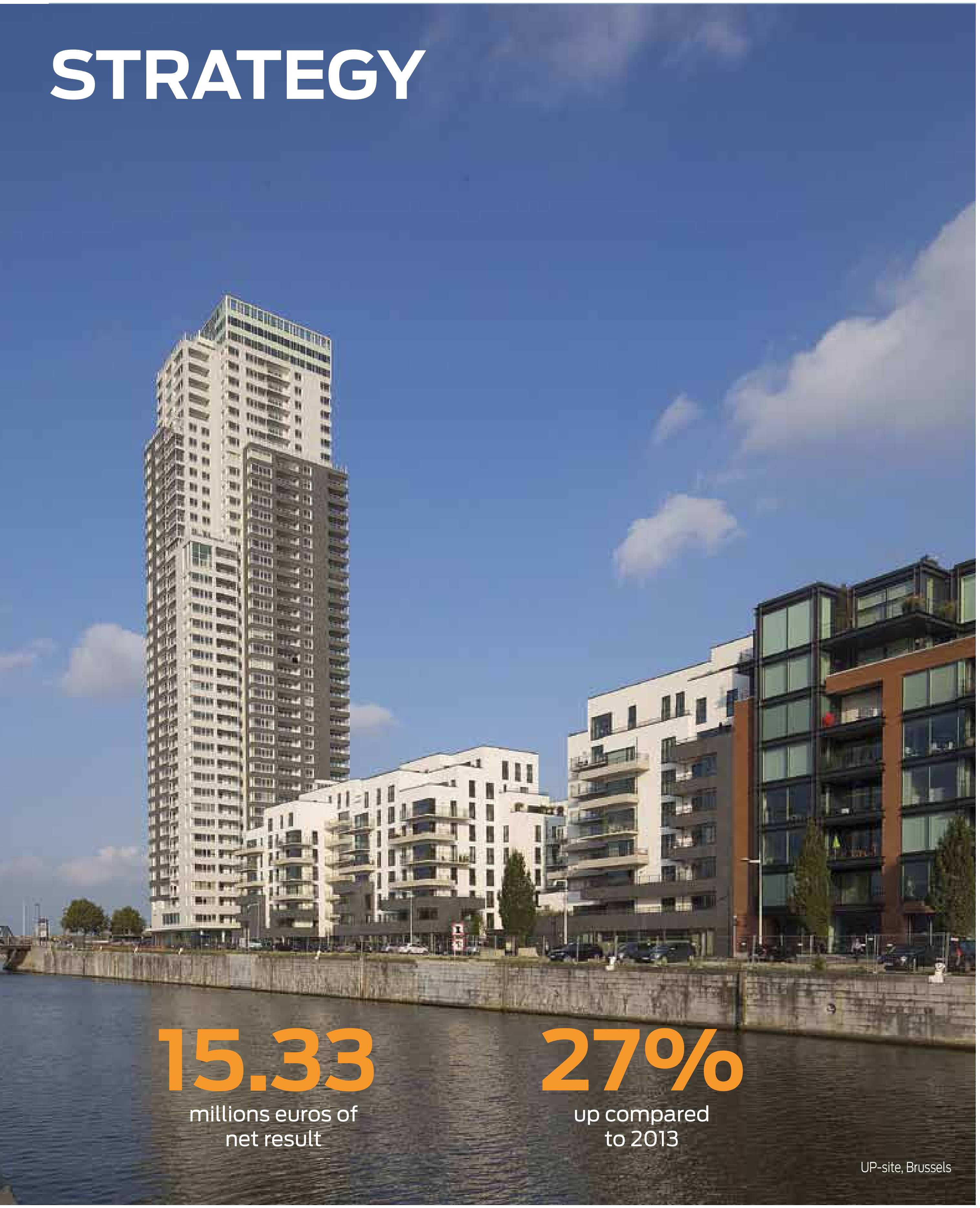
Our mission aims on the one hand to offer the shareholders regular remuneration of the capital supported by recurrent positive results, and on the other hand to ensure the growth of the value of Atenor Group's assets through the consolidation and the expansion of its know-how and the constant renewal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

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

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

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

STRATEGY



15.33
millions euros of net result

27%
up compared to 2013

UP-site, Brussels

The activity of ATENOR GROUP is real estate development.

For more than 20 years, Atenor Group has accumulated results while continuing to create know-how recognised by the market and has since 10 years centered its activities on real estate development only.

RESPONSES TO THE REQUIREMENTS OF URBAN AND PROFESSIONAL LIFE

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

RESPECT FOR THE ENVIRONMENT AND SUSTAINABLE DEVELOPMENT

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

AN INTERNATIONAL DIVERSIFICATION

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

LARGE SCALE PROJECTS WITH MIXED FUNCTIONS

Responding to the numerous changes in the real estate market, Atenor Group takes an interest in the office and residential markets, demonstrating a wide range of skills. The projects currently in its portfolio amount to 13. They represent an approximate area of 640,000 m². In the future Atenor Group intends to maintain this diversification of allocations depending on the fundamental developments of the markets.

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

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

LETTER TO THE SHAREHOLDERS

Stéphan Sonneville (s.a.)
Chief Executive Officer

Frank Donck
Chairman of the Board

LETTER TO THE SHAREHOLDERS

2014 was a year of renewal of executives at federal and regional level in Belgium. Both on the fiscal side and at regional land development level, the policies approved by the new majorities highlighted the place real estate has in the life of the city. These political programmes have been drawn up under budget constraints, what is more, in a macro-economic context where growth is still around the corner.

This is the context in which Atenor carried out its business activities in 2014, clearing a consolidated net result of 15.33 million euros, 27% up on 2013.

The two fundamental trends underlying the markets in which Atenor Group is growing, and on which we have kept you informed for several years now in this letter, have been confirmed this year once again: first, demographic growth, specifically in the urban centres, leads to an increasing need for new homes; second, the need to adapt to the changing needs of the business world lead to the demand for efficient new office surfaces.

This year for Atenor was that of a further realisation phase in line with these trends.

The UP-site residential tower was opened in June 2014; several media listed it among the events that marked Brussels in 2014. Apart from the sale of apartments, which continued as we forecast, we sold the project's last office building: 10,000 m² sold for occupation to INASTI.

The second biggest contributor to the 2014 result was Trebel; the profit on this building sold to the European Parliament was cleared as it was developed, the end of the project is scheduled for the first half of 2016. During 2014, we carried out the geothermal works, setting a new record by executing 39 piles, the deepest of which go down 240 metres!

We had the opportunity to complement the Port du Bon Dieu residential complex in Namur with an office project intended for CBC bank. We will thus have designed a complete conversion of the formerly semi-industrial district into a mixed district, with apartments of various types, efficient offices, local retail and quality public spaces open to everyone. In short, we have expressed our added value through the revitalisation and creation of an urban setting characteristic of the modern city.

Our business activities in Luxembourg have made a substantial contribution to our result: after obtaining the planning permit, we were able to start the works on Les Brasseries de Neudorf, closing the sale of more than two-thirds of the pre-sold apartments; the sale before completion of the AIR office project at La Cloche d'Or, demonstrated our know-how on this matter in the Luxembourg market.

Furthermore, our activities in Central Europe have benefited from the economic growth recovery recorded: two buildings have been fully leased in Hungary, a third is under construction; a first building is leased in Romania, and the second, under construction, has a leasing commitment for 25% of the floor area. These activities have given Atenor a positive margin through rents, the final objective still being to sell these buildings.

At the end of this year, we would like to draw your attention to the characteristics of the profitability generated: certainly on the up, the results have mainly come from 5 projects, both from the office sector and the housing sector and from three different regions. The rise in profitability and the diversification of our sources of income are the objectives we have set ourselves, so that these help reduce our investment risk. Similarly, the enlargement of the portfolio of projects in development (currently 13 projects in development) provides a diversification of the risk and is also a prerequisite for recurring revenue.

In this regard, the latest acquisitions have demonstrated a recurring deal flow at project sourcing level: the Palatium project to convert offices into 152 apartments in Brussels has its origin in the buyout of the surface rights of the old INASTI building adjoining the Palais de Justice; the acquisition of the old Swift site in La Hulpe is aimed at housing a new mixed project of at least 180 homes and 4,000 m² of offices.

Atenor wishes to highlight factors fundamental to the basis of its creation of added value. Among these, the most remarkable is the stability of human resources and financial resources. Both in the management team and at staff level, loyalty and efficiency are a constant feature. At financial resources level, Atenor Group maintains regular communication and transparency with the financial institutions and financial markets which lead to relationships of trust. Thus, over the course of the last few months of 2014, Atenor has signed several financial and bank agreements for a total of over 150 million euros in the mid and long term, including the private placement of a 5-year bond of 25 million euros. After the reimbursement of the first bond of 75 million euros which took place on its maturity in January 2015, Atenor has the necessary resources to guarantee its development, these resources being diversified and balanced in terms of sums and maturity dates in relation to its projects.

The optional dividend shareholders approved at the General Meeting of 25 April 2014, had great success among all shareholders. Apart from being a vote of confidence in Atenor's development, we understand that this is a provision valued by most shareholders in the management of their investment.

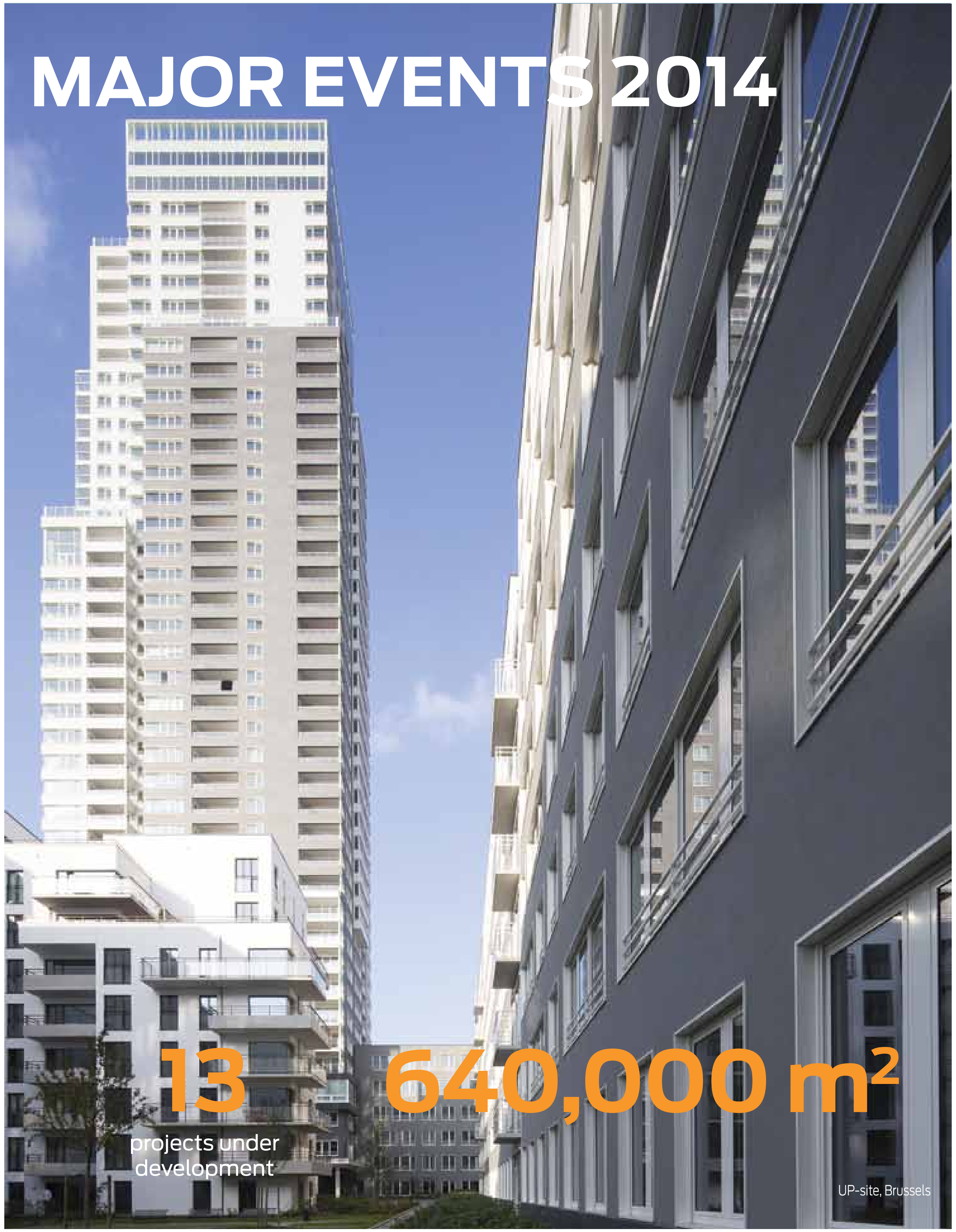
For this reason, the Board of Directors will, at the General Meeting of 24 April 2015, again propose an optional dividend of 2 euros for FY 2014.

Finally, we remind you that the results recorded and the value created are the result of the total and daily commitment of all our employees, who demonstrate their skills and their thoroughness in working on our projects. We express them our sincere thanks for this.

Stéphan Sonneville s.a.
Chief Executive Officer

Frank Donck
Chairman of the Board

MAJOR EVENTS 2014



13
projects under development

640,000 m²

UP-site, Brussels

UP-SITE
Brussels

- **May 2014:** Opening of a new model apartment on the 27th floor illustrating the exclusive nature of the apartments.
- **June 2014:** Inauguration of the Tower! Press, investor evenings... This event was published in the press as one of the 12 most important events in Brussels in 2014.
- **July 2014:**
  - Sale of the last office building (B1) to Inasti (Institut National d'Assurances Sociales pour Travailleurs Indépendants).
  - Opening of the public car park.

TREBEL
Brussels

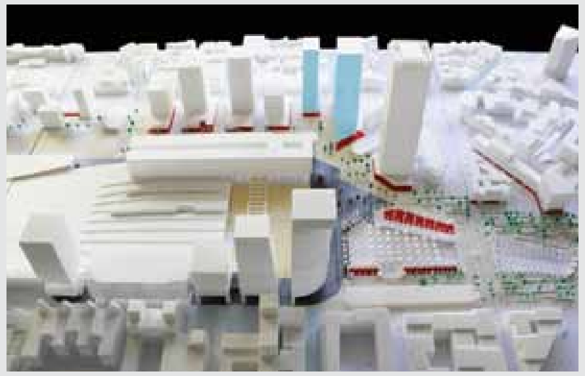
- **January 2014:** Completion of the demolition works, continuation of the geothermal works and starting of the construction work on the new building.
- **April 2014:** completion of the geothermal works. New record in Brussels: 39 piles were driven, some to a depth of 240 metres.

3

THE ONE, Brussels Europa
Brussels

- 9 July 2014: the environment permit was issued by IBGE.
- 28 July 2014: granting of the first planning permit for the demolition of the existing buildings.
- September 2014: start of demolition works, which should continue until April 2015.
- 17 November 2014: obtaining of the planning permit for the building of a hundred apartments and 29,000 m² of offices. For this occasion, the «Brussels Europa» project was renamed «The One, Brussels Europa».

4



VICTOR
Brussels

- July 2014: The execution of the Victor project in coherence with the Midi master plan is set out in the Brussels government's general policy declaration.

5

CITY DOCKS
Anderlecht

- March 2014: A planning permit application has been deposited for the first phase of the project and concerns the construction of housing, integrated business surfaces and a rest home and fully serviced residence, making a total of 38,000 m².
- December 2014: Consultation committee (favourable opinion issued in January 2015).

6

PORT DU BON DIEU
Namur

- July 2014: opening of the model apartment located on the 1st floor.
- December 2014: Sale of a plot to CBC bank for the building of their future headquarters; this office project guarantees the density and the mixed land use of the entire district, thus revitalised.

7

AU FIL DES GRANDS PRÉS
Mons

- April 2014: Obtaining of a new permit for a phase of 4 housing blocks (134 apartments).
- July 2014: Signing of an agreement for the sale of the 4 blocks (134 apartments) to a consortium specialised in the sale and management of investment property.
- December 2014: Signing of the business-to-business agreement with Dherte for the project's construction in phases.

8

LA SUCRERIE
Ath

- January 2014: application for a single permit for the development of 19,000 m², mainly housing.
- 6 May 2014: market launch of the first phase of the project, called « L'Original » (29 apartments).
- June 2014: signing of the sale contract for the crèche located in « L'Original »
- End September 2014: the Region grants the Single Permit for La Sucrerie in Ath. It concerns the construction of 5 residential buildings containing a total of 167 apartments with commercial ground floor and the creation of public spaces.
- December 2014: signing of the business-to-business agreement with Dherte for the project's construction in phases.

9

LES BRASSERIES DE NEUDORF
Grand Duchy of Luxembourg

- 11 September 2014: obtaining of the building permit for the construction of 87 apartments and 12 retails distributed over three buildings.
- 31 December 2014: signing of the business-to-business agreement with Tralux for the project's construction.

10

AIR
Grand Duchy of Luxembourg

- May 2014: Atenor Group (along with PI Group s.a., Luxembourg-based investors) acquires from ING Luxembourg the company that owns the « Cloche d'Or » building, ING Luxembourg's former headquarters.
- 20 June 2014: building permit obtained.
- July 2014: Signing of the business-to-business contract with CDCL for the transformation/construction.
- August 2014: start of construction works.
- October 2014: agreement to transfer Air Properties to ETHIAS, the Luxembourg insurance company FOYER and the Belgian insurance company L'INTEGRALE.

11

HERMÈS BUSINESS CAMPUS
Bucharest

- **March 2014:** End of construction works on the 1st office building (18,000 m²) and installing of the first tenants.
- **Mid-September 2014:** start of construction works on the 2nd office block (HBC 2 - 26,500 m²).
- **September 2014:** 100% of the HBC 1 building spaces are leased!
- **December 2014:** 25% of the HBC 2 building spaces are leased.

12

VACI GREENS
Budapest

- **January 2014:** the first building (A – 17,420 m²) is fully leased to several prestigious companies.
- **February 2014:** start of construction works on a second office building (C - gross floor area above ground 20,145 m²).
- **March 2014:** start of construction of the third office block (B – 24,923 m²).
- **December 2014:**
  - The structural works on building C are nearing completion.
  - The second building (C) is fully leased.

13

PALATIUM
Brussels

- **June 2014:** signing of an agreement between Atenor and INASTI on the basis of which Atenor will redevelop the old INASTI site in a mixed project of 14,000 m².
- **December 2014:** deposition of a planning permit application for 152 apartments.

14

LES BERGES DE L'ARGENTINE
La Hulpe

- **July 2014:** negotiation with Swift for the acquisition of the «Gesa» site in La Hulpe.
- **6 January 2015:** deed of purchase of the real estate complex of nearly 12 building ha for the execution of a mixed, mostly residential project.

ADMINISTRATION

COMPOSITION OF THE EXECUTIVE COMMITTEE (AS AT 15 MARCH 2015)

William Lerinckx
for Probatimmo bvba
Executive Officer

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

Laurent Collier
for Strat-Up sprl
Executive Officer

Olivier Ralet
for Olivier Ralet BDM sprl
Executive Officer

Sidney D. Bens
Chief Financial Officer

ADMINISTRATION

COMPOSITION OF THE BOARD OF DIRECTORS

(at the end of the Ordinary General Meeting of 24 April 2015)

Mr Frank Donck
Chairman (2)
Expiration of term: 2018

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

Prince Charles-Louis d'Arenberg
Director (3)
Expiration of term: 2018

Baron Luc Bertrand
Director (2)
Expiration of term: 2018

Mr Marc De Pauw
Director (2)
Expiration of term: 2018

Investea sprl
Director (3)
Represented by Mrs Emmanuèle Attout
Expiration of term: 2018

MG Praxis sprl
Director (3)
represented by Mrs Michèle Grégoire
Expiration of term: 2018

Luxempart s.a.
Director (2)
represented by Mr Jacquot Schwertzer
Expiration of term: 2016

Sogestra sprl
Director (3)
represented by Mrs Nadine Lemaitre
Expiration of term: 2017

Mr Philippe Vastapane
Director (2)
Expiration of term: 2018

(1) executive / (2) non-executive / (3) independent

MAIN FUNCTIONS EXERCISED BY THE NON-EXECUTIVE DIRECTORS

Prince Charles-Louis d'Arenberg
Vice-President of the Touring Group and President of Forelux s.a.

Mrs Emmanuèle Attout
Honorary Company Auditor
Director of Women on Board asbl & Toutes à l'Ecole Belgique asbl

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

Mr Marc De Pauw
Chief Executive Officer of Ackermans & van Haaren CC

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

Mrs Michèle Grégoire
Lawyer at the Court of Cassation,
Professor and Chairwoman of the Center of Private Law at the " Université Libre de Bruxelles "

Mrs Nadine Lemaitre
President of GDF SUEZ University (GDF SUEZ Group)
Professor at Solvay Brussels School Economics & Management

Mr Jacquot Schwertzer
Member of the Steering Committee of Luxempart s.a.

Mr Philippe Vastapane
Chairman of the Board of Alva s.a.

AUDIT COMMITTEE COMPOSITION

Mr Marc De Pauw
Chairman

Prince Charles-Louis d'Arenberg
Member

Mr Frank Donck
Member

Investea sprl
Represented by Mrs Emmanuèle Attout
Member

Mr Philippe Vastapane
Member

Mr André Cornet for XOBA sprl
Internal Auditor

APPOINTMENTS AND REMUNERATION COMMITTEE COMPOSITION

Sogestra sprl
represented by Mrs Nadine Lemaitre
Chairman

Prince Charles-Louis d'Arenberg
Member

Luxempart s.a.
represented by Mr Jacquot Schwertzer
Member

INFORMATION TO SHAREHOLDERS AND INVESTORS

5,457,264
shares

€ 2.0
gross dividend*

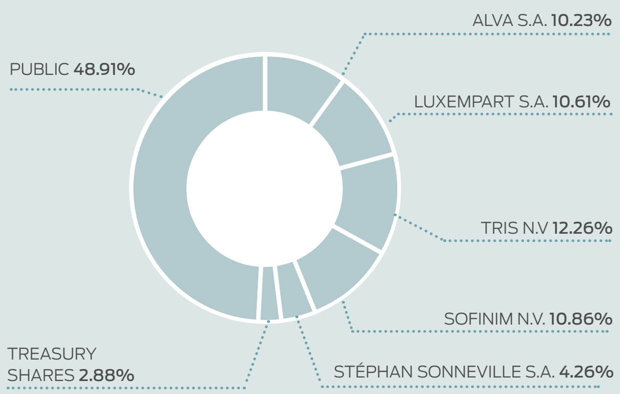
€ 1.5
net dividend*

Vaci Greens, Budapest

* Subject to the approval of the General Meeting on 24 April 2015

INFORMATION TO SHAREHOLDERS & INVESTORS

SHAREHOLDING ON 31.12.2014



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

MAJOR SHAREHOLDERS

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

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

TYPE OF SHARES

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

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

STRUCTURE OF SHAREHOLDERS

On 31 December 2014, the structure of shareholding is as follows:

	Number of shares	Holdings %	of which shares forming part of the joined shareholding
ALVA s.a.[1]	558,305	10.23	504,880
Luxempart s.a.[1]	578,894	10.61	505,000
TRIS n.v.[1]	668,888	12.26	604,880
SOFINIM n.v.[1]	592,880	10.86	592,880
Stéphan Sonneville s.a.[1][2]	232,258	4.26	150,500
Sub-total	**2,631,225**	**48.22**	**2,358,140**
Treasury shares	157,142	2.88	
Public	2,668,897	48.91	
Total	**5,457,264**	**100.00**	

(1) Signatories of the Shareholders'Agreement
(2) Managing Director, company controlled by Mr Stéphan Sonneville
In compliance with article 74 of the law of 1 April 2007, these shareholders have communicated to the company that they held as a joined holding, at the date of entry into effect of the aforementioned law, more than 30% of the securities with voting rights.

SHARE ON STOCK EXCHANGE

Market	on a continuous basis
Stock Exchange	Euronext Brussels
ATENOR GROUP share	ISIN BE 0003837540 Compartment B
Total number of shares granting a voting right	5,457,264
Total number of voting rights (denominator)	5,457,264
List price of the share on 31 December 2014	€ 40.00

EVOLUTION OF THE PRICE AND LIQUIDITY OF THE SECURITY LIST PRICE FROM 2010 TO 2014

Number of shares on 31 December 2014: 5 457 264

	2010	2011	2012	2013	2014
Maximum price (€)	40.22	35.65	35.50	35.00	**41.16**
Minimum price (€)	31.55	21.28	24.24	30.11	**34.19**
Price on 31 December (€)	33.54	24.21	32.05	34.25	**40.00**
Average daily volume traded	1,792	1,858	1,856	1,700	**2,046**
Market capitalization on 31 December (in millions of €)	168.99	121.98	161.48	179.88	**218.29**

STIMULATION CONTRACT AND LIQUIDITY FUND FOR THE ATENOR GROUP SHARE

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

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

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

ATEB
LISTED
EURONEXT

DIVIDEND

The gross dividend proposed to the General Assembly of 24 April 2015 will amount to 2.00 euros representing a net dividend of 1.50 euro per share after withholding tax (25%).

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

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

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

The conditions and procedures of this operation will be described in the Information Note available on Atenor Group's website.

The financial service responsible for the optional dividend for the years 2012 (coupon nº 7) and 2013 (coupon nº8) was provided by Euroclear Belgium. It will provide the same service for 2014 (coupon nº9).

Euroclear Belgium
Boulevard du Roi Albert II, 1 - 1210 Brussels
Subject to the approval of the Ordinary General Assembly and the assignment of shares obtained within the framework of the optional dividend exercise, the dividend will be paid out as from 26 May 2015.

The payment to the registered shareholders who have chosen the payment of the dividend in cash will be made by bank transfer as from 26 May 2015.

PRACTICAL METHODS CONCERNING THE PAYMENT OF THE DIVIDEND*

27 April 2015
Ex date

28 April 2015
Record date

from 30 April to 18 May 2015 inclusive
Period for the shareholders to make their choice

19 May 2015
Publication of the press release concerning the results of the operation

26 May 2015
Date of payment in cash and/or of the issuing of new shares

26 May 2015
Listing of new shares on Euronext Brussels

* Subject to the approval of the Ordinary General Assembly


Port du Bon Dieu

SHAREHOLDERS SCHEDULE

24 April 2015
Intermediate declaration for first quarter 2015
Annual General Meeting 2014 and
Communication relating to the terms and modalities of the optional dividend

26 May 2015
Dividend payment (subject to the approval of the GM and the assignment of shares obtained within the framework of the optional dividend exercise)

17 September 2015
Half-year results 2015

19 November 2015
Intermediate declaration for third quarter 2015

10 March 2016
Annual results 2015

22 April 2016
Annual General Meeting 2015

REPORT OF ACTIVITIES AND PROJECTS

13
projects under development

2,500
housing units

UP-site, Brussels

UP-site

- Brussels -

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

With this flagship project, Atenor bet on the revitalisation of an entire district, that of the Béco basin. The challenge has been met!

The works of this ambitious urban project were completed in June 2014 by the deadlines announced. Since the beginning of the construction works, UP-site has kick-started the district; the Tower now incarnates the symbol of the renewal of this district, which has now become one of the capital's in-places to live. The prestigious MoMa will move into the old Citroën buildings in 2017 and the future Tour&Taxis park will be created just opposite.

With the Tower 251 apartments and the 106 apartments-terraces, UP-site is a resolutely modern complex and a model of the genre: densification through verticality, use of sustainable and innovative building techniques, rational use of energy, eco-friendliness and functional and social mix.

The Tower offers exclusive facilities and a « tailored » set of services such as a concierge service, swimming pool, a private cinema, a spa & wellness centre, a restaurant, children's play area, skydeck ...

Along the redeveloped docks, local shops and facilities provide convenience for residents and contribute to the district's new vitality.

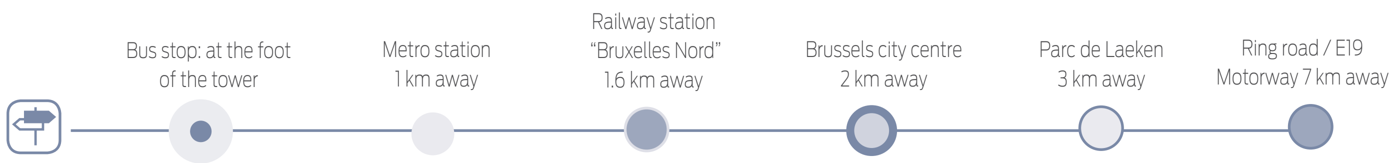
The entire office part has now been sold.

For the record, in 2012, office blocks B4 and B3 were sold to ETHIAS (insurance and loans) and to UNIZO (Union des Entrepreneurs Indépendants). In 2013, the B2 block was sold to PMV for an occupation by GO! In the meantime, this has already been resold to Allianz.

The last block, B1, was sold in 2014 to Inasti (Institut National d'Assurances Sociales pour Travailleurs Indépendants) making UP-site a resounding commercial success.

In May 2014, a new model apartment was opened on the 27th floor of the Tower giving potential purchasers the chance to see the exclusive nature of the apartments.

The Tower was opened with great ceremony in June 2014. Politicians, journalists, various celebrities, investors, associations of the business world, shareholders, ... were all invited to discover this exceptional place which offers a breathtaking view over the whole of Brussels.



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

Trebel

- Brussels -

In July 2011, Atenor Group acquired the headquarters of an old bank built on a plot of over 40 ares) in order to put up a new highly eco-friendly office complex.

This site has an excellent location at the heart of the European Quarter. Located at the corner of the Rue de Trèves and Rue de Belliard (its name is taken from the first halves of these streets' names), opposite the plaza of the European Parliament, TREBEL meets Atenor Group's strategic criteria: exceptional location, accessible by public transport (very near to the Gare Schuman and Gare du Luxembourg), density, user-friendliness of the public space, architectural and environmental qualities...

The old building was demolished to make way for a new structure of remarkable architectural quality built according to high-performance energy specifications. Thus, the composition of each façade is optimised according to its orientation and its environment and a set of deep geothermal wells will cover most of the heating requirements in winter and cooling requirements in summer.

The planning permit was issued in April 2013. Demolition works then started, finishing at the end of 2013. The construction of a new building started in January 2014 and is scheduled to finish at the end of the first half of 2016.

For the record, a Promise to Sale was signed with the European Parliament for this project in June 2012. In 2016, TREBEL should house European civil servants on nearly 30,000 m².

BRUSSELS, Belgium	
Location	At the corner of the Rue Belliard and Rue de Trèves in Brussels, Brussels-Capital Region, Belgium
Project	Office complex
Owner	Atenor Group s.a.
Contracting authority	Atenor Group s.a.
Size	29,766 m²
Architects	Jaspers - Eyers & Partners
Start of works	January 2014
End of works	June 2016

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

The One, Brussels Europa

- Brussels -

In June 2005, Atenor Group acquired the company that owns the Crowne Plaza Brussels Europa hotel, located in the Rue de la Loi, at the heart of the European Quarter. Next, Atenor Group acquired the hotel's neighbouring building, the combination of the two plots enabling it to build a vast, mixed, high-quality real estate complex on the corner of the Rue de la Loi, Chaussée d'Etterbeek and the Rue de Lalaing.

Assigned to the French architecture and town planning studio « Atelier Christian de Portzamparc », the development of this perimeter is based on two underlying principles: to promote Brussels' international visibility by means of high-quality offices and at the same time to humanise the European District. For this project, called THE ONE, Brussels Europa, special attention was paid to the building's functional mix (apartments, retail and offices), the sustainable dimension of the materials and building methods and the development of public spaces in order to provide the residents of the neighbourhood with quality services.

The RRUZ (Zoned Urban Regional Regulation), planning tool governing the vision of the new urban landscape for the Rue de la Loi (PUL) was adopted by the Brussels-Capital Regional Government on 12 December 2013. On this basis and in accordance with the impact study recommendations for the permit application deposited in 2012, Atenor Group deposited in March 2014 an amended permit application to fit the new regulatory framework.

The Consultation Committee meeting held in May issued a favourable opinion, making a few minor changes before issuing the permit. The modifications made were validated by the Administration and led in November 2014 to the obtaining of the planning permit. The latter provides for the building of a hundred apartments and 29,000 m² of offices.

In the meantime, the asbestos removal works have finished. The demolition of the building, started in September 2014, should continue until April 2015, date on which the construction work should start.

BRUSSELS, Belgium	
Location	Rue de la Loi and chaussée d'Etterbeek, Brussels-Capital Region, Belgium
Project	Mixed retail, housing and office complex
Owner	Brussels Europa s.a. (100 % Atenor Group)
Architects	BURO II & ARCHI+I
Start of works	April 2015

Bus stop 50 m away
Metro 50 m away
Railway Station Schuman 100m away
Parc du Cinquantenaire 600 m away
Parc Royal 800m away
Brussels City-centre 2 km away
E40 Motorway 5 km away

Victor

- Brussels -

Set up opposite the Gare du Midi and at the edge of the Place Horta, the Victor project is located at the heart of a priority district earmarked by the regional authorities to undergo profound changes over the next few years.

In July 2014, the regional government expressed its intention to adopt the new master plan for the Midi district. This plan will provide the outline of the district development, anchoring its qualities and developing an ambitious vision centred on mobility, density, mixed functions (offices, residential, retail and facilities) and quality public spaces.

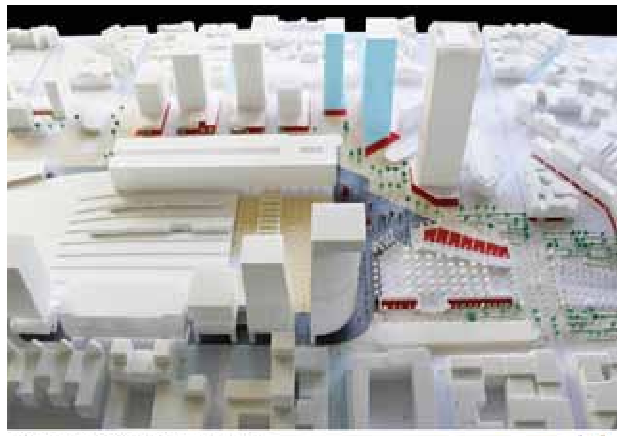
The final validation of this plan, expected in the first half of 2015 will be followed by further permit applications for the execution of the Victor project in 2018-2020, in accordance with the wishes of the regional authority.

To this end, the Victor project has been completely redesigned to fit into the concept of the "Living station". Apart from the offices and retails function, Victor will be completed by a residential tower, brought to life by the vitality of the district. The whole building will constitute, through its identity and dimensions, a new urban signal in the town.

In this context, the new ongoing architectural and engineering studies perfectly match these objectives in view of the preparation of a new permit application.

The Victor project will comprise three towers, structured around an esplanade facing the Gare du Midi station. This esplanade will be incorporated into a vast pedestrian precinct that will extend from the Rue de France to the Boulevard du Midi, passing through the Place Victor Horta and the Esplanade de l'Europe.

The old structures existing on the project site have been completely demolished and a permit for its decontamination and cleaning was issued in 2013.



BRUSSELS, Belgium	
Location	Rue Blérot – Place Victor Horta (facing the South Station) – Brussels-Capital Region, Belgium
Project	Mixed complex of offices, retail spaces and residences
Owner	Victor Estates s.a., Victor Properties s.a. & Immoange s.a.
Contracting authority	Victor Estates s.a. & Immoange s.a.
Size	70,000 m² of offices & services / 37,500 m² of apartments / 2,000 m² of retail / 400 car parks
Architects	Bureau d'Architecture M. & J-M. Jaspers – J. Eyers & Partners
Co-owner	CFE (50%)

Railway station "Bruxelles Midi" 50 m away
Metro station 50 m away
Bus stop 100 m away
Brussels city centre 1.8 km away

City Docks

- Anderlecht -

In 2011, Atenor Group acquired the company "Immobilière de la Petite Ile", owner of industrial buildings on a plot (± 5.40 ha) located in Anderlecht, along the Canal de Willebroek.

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

The Brussels-Capital Region new PRASD (Demographic Regional Land Development Plan), encompassing Enterprise Areas in the Urban Environment, «ZEMU», an essential town-planning instrument for the implementation of the City Docks project, was approved and published by the Government in 2013.

A planning permit application was deposited in March 2014 for the first phase of the project and concerns the construction of homes, integrated business surfaces and a rest residential units and fully serviced residence making a total of 38,000 m². This application perfectly fits the new demographic PRAS and is completely coherent with the indications of the Canal Plan. Studies are in progress for the second phase of the project, of a basically residential nature along the canal.

The former tenant of the industrial site has finished all the demolition work. The decontamination and clearance works encumbering it are still in progress and must be validated by the IBGE as soon as they are finished.

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

Bus stop on site
Anderlecht city centre 1.1 km away
Railway station "Bruxelles Midi" 1.2 km away
Metro 1.1 km away
Parc de Forestier and Parc Astrid 1.2 km away
E19 motorway / Ring road 4 km away

Port du Bon Dieu

- Namur -

In 2007, Atenor Group planned the construction of a residential complex on the banks of the river Meuse, on a former industrial site.

In the context of the densification of the urban living environment and the reconversion of unused industrial sites, Atenor Group has started to build a residential complex of a high environmental and urban quality.

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

With this in mind, the project focuses on capitalizing on the role of water, the incorporation of green spaces, and the rigorous choice of sustainable construction techniques. Located in proximity to the major road axes, the railway station, public transport, river shuttles, and a large park and ride station, the project is also encompassing the mobility aspect.

After several years of planning procedures, Atenor Group obtained the planning permit for the building of 131 apartments, 1 retail and 1 restaurant in September 2012. In April 2013 an additional permit was granted for 9 additional apartments and 4 additional retail spaces.

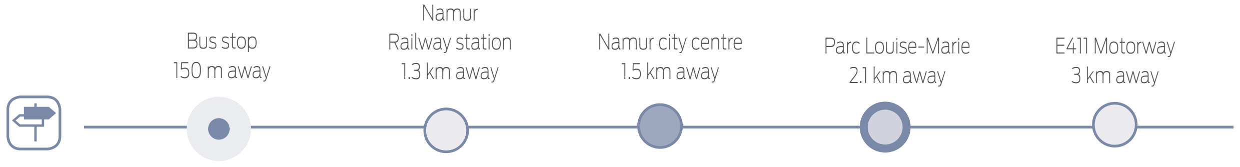
The construction works, carried out in successive phases, began in June 2013. The provisional acceptance of the first block (46 apartments and 4 premises for professional services) is expected at the end of June 2015.

The marketing of these apartments based on energy savings was successfully launched in January 2013.

In July 2014, a model apartment located on the first floor was opened. It enabled potential purchasers to witness the quality of the structure and its finishes.

At the end of December 2014, the reservation and sale rates for the first phase of the project reached 70%.

In December 2014, the contacts Atenor Group had maintained with CBC bank led to the sale of a plot adjoining the Port du Bon Dieu project. This plot will host the future headquarters of the bank, which is going to centralise its business in Wallonia.



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

Au Fil des Grands Prés

- Mons -

In August 2012, Atenor Group signed an agreement for the acquisition, in Mons, of two sets of plots totalling 7.2 ha in order to develop a sustainable residential, office a local shops complex.

In April 2014, a planning permit was granted for the construction of 4 buildings for a total of 134 apartments. Once the permit was granted, an agreement was signed for the sale of the 4 buildings to a consortium specialized in the purchase and management of investment property. The construction of the first building started in February 2015.

A new building permit was issued in December 2014 for the construction of two additional buildings: Le Préambule and Le Prélude with a total of 68 apartments.

A revised District Land Use Plan is currently being drawn up on the basis of which the development can continue.

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

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

MONS, Belgium	
Location	Site of the Grands Prés, in the district of the future "Calatrava" railway station in Mons, Belgium
Project	Residential, including apartments, retail spaces, and offices
Owner	Mons Properties s.a. (100 % Atenor Group)
Contracting authority	Mons Properties s.a.
Architects	Holoffe & Vermeersch / DDS & Partners
Start of works	February 2015

Bus stop 200 m away — E19 motorway 1 km away — Mons railway station 300 m away — Parc du Joncquoy 1.2 km away — Mons city centre 1.2 km away

La Sucrerie

- Ath -

In 2012, Atenor Group won the competition organised by the city of Ath to acquire and develop a plot of nearly 2 hectares located on the site of the old Sugar factory, along the water and near the station.

Given the size of the project, Atenor Group intends to develop an exemplary new city district based on an innovative and sustainable concept of group living.

La Sucrerie provides a mixed-use complex of apartments, shops, a nursery and private gardens and also common green areas ideal for socialising and peace and tranquillity; all this just a short walk from the city centre!

The project includes, first, the construction of 5 buildings of 3 or 4 stories of varied type, with studios, 1 to 3-room apartments and penthouses. Second, the renovation of the old sugar factory building. This historic and emblematic building will house a nursery and 16 loft-style apartments.

The planning permit authorising the new buildings was issued in September 2014. The building of the first 38 apartments was assigned to the general company Dherte s.a. and started in February 2015.

The project has a privileged location in a peaceful but urban environment, at the heart of a public development reworked to the benefit of residents. In addition to public transport in immediate proximity (trains and buses), residents will be able to take advantage of all the facilities granted by the city in terms of shops, malls, schools, leisure activities and sports clubs without suffering from the urban annoyances generally associated with them.

The sustainable-type structure and technical installations are conceived to reduce energy consumption to a minimum.

The apartments on offer are housed in human-size buildings, are bright and all have terraces.

The second building was put on the market in January 2015.

ATH, Belgium	
Location	Along the Canal, near to Ath station, Belgium
Project	Residential including housing units, retail spaces and a crèche
Owner	Atenor Group s.a.
Contracting authority	Atenor Group s.a.
Size	19,000 m² of residential units
Architects	DDS & Partners and Holoffe & Vermeersch
Start of works	February 2015

Ath railway station 200 m away — Bus stop 250 m away — Ath city centre 1.5 km away — E429 Motorway 8 km away

Les Brasseries de Neudorf

- Luxembourg -

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

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

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

Backing onto the hillside, the Brasseries de Neudorf project fits harmoniously into the natural surroundings. The concept combines the construction and renovation of part of the old breweries, which has an architectural character and industrial references that enhance this.

The result: a characterful residential complex respectful of heritage.

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

Remarkably located in one of the most dynamic and most attractive areas of the Luxembourg capital, opposite the Plateau du Kirchberg and a few steps from the city centre, the site is ideally served by public transport.

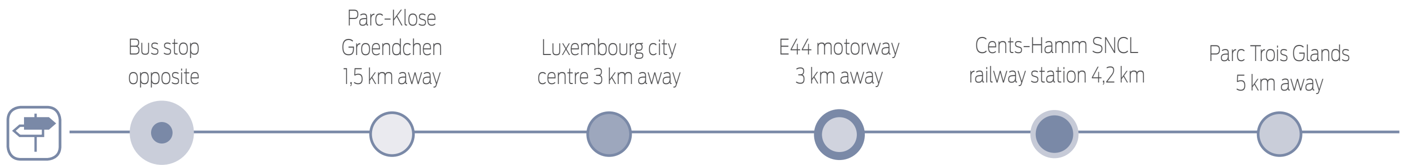
The marketing of the apartments, started in Autumn 2013, has been a great success, which reflects the project's quality and attractiveness.

In September 2014, Luxembourg city council granted the construction permit.

Standing on a maximum of 5 storeys, the apartments or studios all have a terrace but also a high-quality, comfortable interior. The renovated part of the brewery has several high-quality lofts.

The quality of the structure and of the techniques used enables it to achieve a class A energy performance (passive).

The earthworks started at the beginning of December 2014 and the construction works are scheduled to be completed in June 2016.



LUXEMBOURG, Grand Duchy of Luxembourg	
Location	Rue de Neudorf, Luxembourg, Grand Duchy of Luxembourg
Project	Essentially residential complex enhanced with offices and retail spaces
Owner	HF Immobilier s.a. (100 % Atenor Group)
Size	11,400 m²
Architects	Steinmetz Demeyer
Start of works	Autumn 2014
End of works	Scheduled for the 1st half of 2016

AIR

- Luxembourg -

In May 2014, Atenor Group s.a. along with PI Group s.a. (Luxembourg-based investors) acquired from ING Luxembourg the company that owns the "Cloche d'Or " building , the former headquarters of ING Luxembourg.

At the time of the acquisition, the building, built in 1992 on a plot of 6,772 m², had 6,500 m² of offices and four car park levels in the basement.

After structural renovation and extension works, this building will provide over 10,000m² of offices with the latest technological advances and a BREEAM environmental certificate. The building authorisation was obtained in June 2014 and works started in August of the same year.

In parallel to this acquisition, BDO Luxembourg, one of the largest accounting, auditing and consulting firms in Luxembourg, has already signed a 12-year lease on the entire building.

In October 2014, an agreement was reached for the sale of the shares of Air Properties s.a. owner of the project. The purchasers are Belgian-Luxembourgian investors, including the insurers ETHIAS, FOYER and L'INTEGRALE.

The transfer will take effect on completion of the works and delivery to BDO in the first quarter of 2016.

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

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

LUXEMBOURG, Grand Duchy of Luxembourg	
Location	At the corner of the route d'Esch and the rue Jean Piret, Cloche d'Or administrative district, Luxembourg, Grand Duchy of Luxembourg
Project	Office complex
Owner	AIR Properties s.a. (50/50 partnerschip between Atenor Group and private investors)
Size	more than 10,000 m²
Architects	Beiler+François Architectes
Start of works	August 2014
End of works	1st Quarter 2016

Bus stop opposite

Railway Station CFL 1.7 km away

Motorways 1 km away A1/E44 (Germany) A3/E25 (France) A6/E25 (Belgium)

Luxembourg City-centre 4 km away

Hermes Business Campus

- Bucharest -

Atenor Group develops in Bucharest a mixed office and retail real estate complex of approximately 78,000 m² in the Dimitrie Pompeiu district, an administrative area that today is one of the most dynamic area of the Romanian capital, near to the Pipera metro station.

In January 2010, the Romanian company, NGY (fully owned subsidiary of Atenor Group), obtained an urban planning permit for the building of the complex to be implemented in three phases and started the infrastructure works on Building 1 (19,420 m² gross). The construction works finished in March 2014 and the building is now fully leased.

The infrastructure and superstructure works on Building 2 are going to be finished in July 2015. To-date, the building is already 20% pre-leased.

Characterised first by the size and flexibility of its floor areas and second by its technical quality enabling high concentration and efficiency, the Hermés Business Campus is ideal to meet local demand for Call Centers and Shared Service Centers.

This favourable context brings contacts on the investment market concerning resale of the buildings, insofar as the project is well positioned in quality-price ratio and localisation terms.

In the end, the three buildings should obtain the "Excellent" BREEAM environmental certificate.

BUCHAREST, Romania	
Location	Bld Dimitrie Pompeiu, 2nd District, Bucharest, Romania
Project	Construction of an office complex of 3 office buildings
Owner	NGY Properties Investment srl (100 % Atenor Group)
Contracting authority	NGY Properties Investment srl
Size	78,212 m²
Architects	West Group Architecture srl
General Contractor	Octagon SA
Technical data	Breeam "Excellent"
Start of works	during 2010 (Building 1) - during 2014 (Building 2)
End of works	March 2014 (for Building 1)

Tram 30 m away

Metro station 70 m away

Parc Herastrau 3.5 km away

Aurel International airport 4.5 km away

E60 motorway 5.5 km away

Bucharest city centre 8 km away

Vaci Greens

- Budapest -

In 2008, Atenor Group acquired a set of plots (2.5 ha) in Budapest in order to build a vast office complex of nearly 90,000 m². The project has an excellent location in one of the most dynamic business districts in the Hungarian capital, located in an avenue parallel to the Danube, near to the shopping centre, the metro stations and the main roads into the capital.

Vaci Greens is the biggest office building complex developed in Budapest over the last few years.

The project will comprise 5 office and service buildings, each one with a 3-level underground car park, with a public promenade and an esplanade for a perfect circulation between the buildings and the greater pleasure of their occupants.

All the buildings have the "Excellent" BREEAM environmental certification.

The construction of the first building (16,000 m²) was finished in 2013 and its offices are now fully leased to several prestigious companies, including the GE Group (USA) which occupies several stories.

On the basis of this success, Atenor Group started construction on a second building of 18,300 m² which should be completed by June 2015. This building is now fully pre-leased to the GE Group.

A third building of 25,000 m² is under construction and must be completed by the end of 2015. A lease contract is currently being negotiated for it.

www.vacigreens.hu

BUDAPEST, Hungary	
Location	Vaci ut, 13th District, Budapest, Hungary
Project	Construction of office buildings comprising 5 independent buildings
Owner	City View Tower Kft, City Tower Kft and Drews City Tower Kft (100% Atenor Group)
Contracting authority	Atenor Group Hungary Kft
Size	Phase 1 (3 buildings A, B and C): 57,800 m²/ Phase 2 (2 buildings: D and E): 30,000 m²
Architects (Phase 1)	TIBA Epitesz Studio Kft (Budapest) and Vikar & Lukacs Kft (Budapest)
General contractor	CFE Hungary (Building A)
Technical data	Breeam "Excellent" / Recovery of rainwater / Use of recyclable materials / Urban heating / low energy lighting
Start of works	January 2011
End of works	Building A : finished in the 3rd quarter of 2013 Building C : end of works scheduled for the 2nd quarter of 2015 Building B : end of works scheduled for the 4th quarter of 2015 Building D: could be delivered in the 4th quarter of 2016 Building E: to be determined

Palatium

- Brussels -

Along with the sale of the UP-site project's B1 office building to the INASTI (Institut National d'Assurances Sociales pour Travailleurs Indépendants), Atenor Group signed with the latter an agreement for the granting of a surface right on their old headquarters in Brussels.

The site is ideally situated at the edge of the Louise district. At mobility level, it is positioned near to 3 main railway stations (Centrale, Luxembourg, Midi), a stone's throw from the Louise metro station and several bus and tram lines. Its central location also offers rapid access to the E40, the E19 and the E411.

For this new project, Atenor Group called upon the DDS & Partners architecture office.

This is made up of 2 buildings located in Place Jean Jacobs and Boulevard de Waterloo respectively, linked together by 3 basement levels, with a total above-ground floor area of 14,000 m². The project will consist of the renovation of the old buildings, which will undergo a structural renovation, in order to develop a residential complex of 152 apartments.

The project was named PALATIUM for two main reasons: the first is symbolic and refers to the presence of the emblematic Palais de Justice in the immediate vicinity, the second is semantic because the word " palais " (etymologically derived from the latin " Palatium ") denotes a magnificent place where people live well, a good omen for the site's future residents.

BRUSSELS, Belgium	
Location	Boulevard de Waterloo/place Jean Jacobs, Quartier des Arts, Brussels, Belgium
Project	Residential complex
Owner	INASTI / Atenor Group s.a.
Contracting authority	Atenor Group s.a.
Size	14,000 m²

Louise Metro station 400m away
Rue Haute 500m away
Parc d'Egmont 1.5 km away
Brussels Central station 1.5 km away
Brussels South station 1.9 km away
Brussels Congrès station 2.2 km away
Gare de Bruxelles Luxembourg 2.0 km away
Motorways E40, E19 and E411 nearby

Les Berges de l'Argentine

- La Hulpe -

In January 2015, Atenor Group acquired a real estate complex spread over nearly 2 ha, currently including 8 buildings (16,653 m²) and 338 parking spaces.

The complex will be redeveloped to leave room (at the end of the administrative procedures to authorise it) for a residential and services project in a magnificent park.

The concept envisaged: renovate the building located on Rue François Dubois to conserve the site's historic and heritage appearance; this building will probably include services and/or offices and possibly housing.

It is envisaged to build residential settings on an area of 3 to 4,000 m² inside the park in order to benefit from the superb green surroundings.

The site is ideally located in the centre of La Hulpe, between the shopping centre and historic centre and the station (a few hundred metres away).

A SAR (Site to be Redesigned) was issued in 1991. This was revoked in 2013 but a procedure to cancel this revocation is currently being heard at the Council of State. At the same time, a new SAR was deposited in 2013 for the building of 20,000 m² of residential and 4,000 m² of retail.

LA HULPE, Belgium	
Location	Rue François Dubois 2 at 1310 La Hulpe, Belgium
Project	Residential and retail project
Owner	Atenor Group s.a.
Size	approximately 24,000 m²
Architect	MDW Architecture

La Hulpe Station 350 m away
Centre of La Hulpe 500 m
E411 3 km away
Forêt de Soignes 5 km away

CORPORATE GOVERNANCE STATEMENT

Port du Bon Dieu, Namur

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

THE REFERENCE CODE

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

The corporate governance charter was not subject to amendments in 2014. The latest version of the charter is available on the website of Atenor Group (www.atenor.be).

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

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

THE SHAREHOLDERS

The shareholders as at 31 December 2014

Insofar as the shareholders' structure is concerned, readers are referred to page 22 of this Annual Report.

Relationship with the leading shareholders

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

In November 2006, the Luxembourg investment company Luxempart s.a. acquired, outside the stock exchange, 10.09% of the capital of Atenor Group from the stable shareholders Alva, 3D, Sofinim and Degroof.

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

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

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

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

POLICY CONCERNING PROFIT SHARING

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

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

THE BOARD OF DIRECTORS AND ITS COMMITTEES

The Board of Directors

With regard to the composition of the Board of Directors, readers are referred to page 18 of this Annual Report.

On 31 December 2014, the Board of Directors consists of three independent Directors: Prince Charles-Louis d'Arenberg, Mrs Anne-Catherine Chevalier and Sogestra sprl, represented by Mrs Nadine Lemaitre.

Insofar as its functioning is concerned, the Board of Directors held six meetings in 2014 (one of these by Conference Call and once before a Notary). The attendance of the Directors is summarized as follows:

Name	Present	Represented	Excused
Frank Donck	6		
Stéphan Sonneville s.a. represented by Stéphan Sonneville	6		
Prince Charles-Louis d'Arenberg	6		
Baron Luc Bertrand	5	1	
Anne-Catherine Chevalier	5	1	
Marc De Pauw	5	1	
Regnier Haegelsteen	4		2
Luxempart s.a. represented by François Tesch until 14.05.2014	2	2	
Luxempart s.a. represented by Jacquot Schwertzer as from 15.05.2014	2		
Philippe Vastapane	5	1	
Sogestra sprl represented by Nadine Lemaître	4	2	

The Articles of Atenor Group provide for decisions being taken by absolute majority of the voters. However, the decisions have always been taken by consensus of the members present or represented.

During these meetings, aside from obligatory or legal subjects, the Board handled the following subjects, among others: the consolidated annual and half-year results, the forecasted results of Atenor Group and its subsidiaries, the monitoring of the principal projects, the company strategy, the analysis and the decisions concerning investments and financing as well as the evaluation rules.

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

The changes in the composition of the Board of Directors is intended to guarantee greater gender diversity; the aim to have at least one third women Directors on the Board will be taken into account in the Director nomination proposals.

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

The Audit Committee

With regard to the composition of the Audit Committee, readers are referred to page 19 of this Annual Report.

The Audit Committee met 5 times in 2014. The attendance of the members is summarized as follows:

Name	Present	Represented	Excused
Marc De Pauw, Chairman	5		
Frank Donck, Member	5		
Prince Charles-Louis d'Arenberg, Member	5		
Philippe Vastapane, Member	4		1

During these meetings, in addition to the obligatory or legal subjects, the Audit Committee dealt among others with the following matters (non-exhaustive list): the monitoring of the Internal Audit, the examination of the litigation in progress, including the consequences of the "Liquidity companies" and the analyses of the consolidated undertakings and rights. More information on the role and the responsibilities of the Audit Committee such as its composition and functioning can be found in section IV.3 of the Corporate Governance Charter of Atenor Group (www.atenor.be).

The Nomination and Remuneration Committee

With regard to the composition of the Nomination and Remuneration Committee, readers are referred to page 19 of this Annual Report.

The Nomination and Remuneration Committee met 3 times in 2014. The attendance of the members is summarized as follows:

Name	Present	Represented	Excused
Sogestra sprl represented by Nadine Lemaître, Chairman	3		
Prince Charles-Louis d'Arenberg, Member	3		
Regnier Haegelsteen, Member	3		

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

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

Under the direction of its Chairman, the Board of Directors regularly examines and evaluates its size, composition, its performance and that of its Committees as well as its interaction with the Management.

This assessment is made by means of a questionnaire (to be completed by each Director), which deals with the following subjects: the composition of the Board and how it works, the information provided to the Board of Directors, the culture and cooperation within the Board, the tasks, degree of involvement of the Board in Atenor's different fields of business, remuneration, the relationship with Management, the relationship with shareholders and the Board of Directors' Committees. The answers are dealt with and presented in a summary note which is the subject of discussion at Board Meetings.

The Board of Directors learns the lessons from the evaluation of its performances by recognizing its strong points and correcting its weaknesses. Where appropriate, this will involve proposing the appointment of new members, proposing not to reelect existing members or taking any meaone deemed appropriate for the efficient functioning of the Board of Directors and its Committees.

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

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

The Nomination and Remuneration Committee and the Audit Committee regularly re-examine (at least every two or three years) their rules, evaluate their own effectiveness and recommend necessary changes to the Board of Directors. This assessment follows a similar method to that detailed above for the Board of Directors.

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

THE MANAGEMENT (THE EXECUTIVE COMMITTEE)

With regard to the composition of the Executive Committee, readers are referred to page 16 of this Annual Report.

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

CONFLICTS OF INTEREST

The members of the Board of Directors refrain from any and all deliberation or decision which concerns their personal, commercial or professional interests. Although the legal rules on conflicts of interest do not prove applicable, nevertheless due to the involvement of CFE, Baron Luc Bertrand and Mr Marc De Pauw abstained in December 2014 from participating in the Board's decisions relating to a project currently under review. They also refrained from participating in discussions about the President dispute.

Any sale of an Atenor real estate asset to a Director is made at market conditions. Therefore, the conflicts of interest procedure is not applicable.

REGULATED INFORMATION

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

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

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

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

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

INTERNAL CONTROL SYSTEMS AND RISK MANAGEMENT

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

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

Control Environment

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

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

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

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

Risk Management

The company has defined objectives regarding the preparation of the financial information. These objectives are expressed primarily in terms of quality, compliance with companies law and accounting law and in terms of time periods. The responsibilities regarding risk management in the preparation of the financial information have been defined in a general way and communicated to the people concerned. They are reminded each year and if need be, updated.

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

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

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

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

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

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

Control Activity

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

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

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

There are procedures to identify and resolve new accounting problems, not foreseen, in the manual of accounting principles and procedures.

The accounting and internal financial control activity includes procedures to enone the preservation of the assets (risk of negligence, of errors or of internal or external fraud).

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

Information and Communication

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

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

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

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

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

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

The computer system is sufficiently secured by:

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

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

There is a schedule recapitulating the periodic regulatory obligations of the group on the issue of communication of the financial information to the market. This schedule stipulates:
- the nature and the deadline for each periodic obligation;
- the people responsible for their establishment.

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

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

Steering

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

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

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

External Audit

The External Audit was carried out (on the consolidated figures as well as on the unconsolidated figures) by the Auditor MAZARS scrl, represented by Mr Philippe Gossart. His annual fees amounted to 46,016 euro.

The total of the Auditor's fees for his audit work for Atenor Group and for its subsidiary companies increased in 2014 to 95,672 euro. The Auditor carried out and invoiced for additional services for an amount of 8,950 euro.

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

REMUNERATION REPORT

Approval

Every year, the remuneration report is presented to shareholders at the General Meeting, for approval. This has always been subject to the approval of shareholders at the General Meeting.

Procedure and rule of the Nomination and Remuneration Committee

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

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

Remuneration of Non-Executive Directors

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

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

For carrying out the mandate of non-executive Directors in the financial year 2014, the Board of Directors will propose at the General Meeting a lump sum of 324,000 euro as Directors' fees. These, as the case may be, will be distributed as follows:

- 60,000 euro for the Chairman of the Board of Directors
- 30,000 euro for each of the non-executive Directors, whether they are members of a Committee of the Board of Directors or not
- an additional 8,000 euro for each of the Presidents of a Committee of the Board of Directors
- an additional 8,000 euro for each of the non-executive Directors and members of two Committees of the Board of Directors.

On an individual basis, this information can be summarised as follows:

Name	Directors'fees
Frank Donck	€ 60,000
Prince Charles-Louis d'Arenberg	€ 38,000
Baron Luc Bertrand	€ 30,000
Anne-Catherine Chevalier	€ 30,000
Marc De Pauw	€ 38,000
Regnier Haegelsteen	€ 30,000
Luxempart s.a.	€ 30,000
Philippe Vastapane	€ 30,000
Sogestra sprl represented by Nadine Lemaître	€ 38,000

Remuneration of the Management (including the CEO)

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

Furthermore, for several years the Board of Directors has considered that the profit-sharing of the Management (including the CEO) in real estate projects is an essential motivational element. This policy aims at involving Management more, not just in the growth of the whole of the Atenor group, but also in the selection, management and evaluation of each real estate project. This policy also contributes to align the Management's interests with those of Atenor Group, by linking it to the risks and outlook of its business activities in the long term.

Consequently, the CN&R has set up an options plan on Atenor Group Participations shares for the Management (separate from the Atenor Group Investments options plan, which benefits all employees and Management). Atenor Group Participations (or AGP) was set up in the course of 2012 as a co-investment company for an unlimited period. All shares of AGP are held (directly or indirectly) by Atenor Group. It was agreed that

AGP will invest with Atenor Group in all projects in the portfolio for a period corresponding to the respective duration of the development of each project and up to maximum of 10% of the shareholding of Atenor Group in the projects or the economic interest of Atenor Group in the projects. The added value that the beneficiaries of these options could derive from exercising them takes into account a priority return for shareholders of Atenor Group and can be influenced by dividends of AGP paid to Atenor Group.

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

The remuneration of the CEO and of the members of Management does not include the free allocation of shares of Atenor Group or of a subsidiary.

The Company does not consider modifying its remuneration policy in the next two years and did not significantly deviate from its remuneration policy during the financial period covered by this annual report.

Remuneration of the CEO

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

The amount of the remuneration, other benefits granted, directly or indirectly, and earnings obtained for the 2014 financial year amounted to 824,459.77 euros and can be broken down as follows (company cost):

- basic remuneration (VAT excluded): 464,462 euros
- variable remuneration: 17,462 euros
- contributions to a pension plan: there were no contributions for a pension plan
- other advantages: there were no other advantages
- earnings from the exercising in FY 2015 of AGP share options (granted in 2014): 342,535.77 euros

More information on the options granted, exercised or expired in 2014 is set out herafter.

Remuneration of the Members of the Management (other than the CEO)

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

The collaboration with each member of the Management is annually subjected to an evaluation process in order to determine whether the respective member has achieved the targets that were agreed upon during the evaluation of the preceding year.

Targets are determined for each Management member according to their role and function in the group and are related to the major execution phases of the projects led by Atenor, such as acquisition, obtaining of the permit, sale or lease.

In addition to the daily informal contacts, this evaluation is conceived as a moment of exchanging views that allows to guide the collaboration with each member of the Management. Insofar as the members of the Management are concerned, this evaluation is held with the CEO, who reports on the evaluation to the Nomination and Remuneration Committee.

On an overall basis, the amount of the remunerations, other benefits granted directly or indirectly, and earnings obtained from the exercise of options by the Members of the Management (other than the CEO) for the 2014 financial year, amounted to 1,919,814.4 euros and can be broken down as follows (company cost):

- basic remuneration (VAT excluded/gross salaries): 1,108,112,57 euros
- variable remuneration: 9,363.93 euros
- contributions to a pension plan: 48,569.05 euros
- other benefits: 26,254.10 euros (car/gsm/laptop)
- earnings from the exercising in FY 2015 of AGP share options (granted in 2014): 729,509.60 euros

More information on the options granted, exercised or expired in 2014 is set out hereafter.

ATENOR GROUP INVESTMENTS Stock Option Plan

At the end of 2013, Atenor Group replaced the Atenor Group share option plan with an Atenor Group Investments (AGI) share option plan, a subsidiary set up in 2013 and 100% owned by Atenor Group. AGI holds a portfolio of 157,142 Atenor Group shares, 150,000 of which it acquired from Atenor Group (own shares) at the price of 31.88 euros and 7,142 of which result from the exercising of the optional dividend proposed by shareholders at the General Meeting in May 2014.

These options are allocated to members of staff and employees on the basis of 6 hierarchy levels; the first two levels (Executive Committee members and Directors, i.e. 11 people including the CEO) being allocated the same number of options. The Board of Directors thereby aims to involve all Atenor Group employees and Management in the group's mid-term growth, while making the beneficiaries of the options bear part of the capital cost.

As far as Management is concerned, the options granted were as follows:

	In 2014	In 2015
Stéphan Sonneville	1,800	1,500
Sidney D. Bens	1,800	1,500
Laurent Collier	1,800	1,500
William Lerinckx	1,800	1,500
Olivier Ralet	1,800	1,500

For the said options, the terms are summarised as follows:

- Options granted in 2014: Their price of exercise was fixed, on the favourable opinion of Atenor Group Investments, at 9.32 euros per option, corresponding to the inventory value of Atenor Group Investments on 31 January 2014, after re-evaluation of the Atenor Group share portfolio at 35.46 euros per share, corresponding to the average of the 20 last closing prices. The benefit in kind these options represent comes to 1.68 euro per option. These options will be exercisable in March 2017, March 2018 or March 2019. This benefit was granted in 2014 for the performances recorded in 2013.
- Options granted in 2015: Their price of exercise was fixed, on the favourable opinion of the Atenor Group Investments commissioner, at 14.46 euros per option, corresponding to their inventory value per Atenor Group Investments share on 31 January 2015, after re-evaluation of the Atenor Group share portfolio at 40.53 euros per share, corresponding to the average of the 20 last closing prices. The benefit in kind these options represent comes to 2.60 euros per option. These options will be exercisable in March 2018, March 2019 or March 2020. This benefit was granted in 2015 for the performances recorded in 2014.

ATENOR GROUP stock option plan

As a reminder at the end of 2013, Atenor Group replaced the Atenor Group share options plan with an Atenor Group Investments share options plan. No Atenor Group share options were therefore granted in 2014 or 2015.

The options issued in 2007 and 2008 that had been prorogated and options issued in 2010 have reached maturity. The three types of option were therefore exercisable in 2014.

The options held by Management were exercised in 2014 as follows:

	Options 2007	Options 2008	Options 2010 (closed)
Stéphan Sonneville	0 out of 8,000 options	0 out of 8,000 options	7,500 out of 7,500 options
Sidney D. Bens	0 out of 4,000 options	0 out of 4,650 options	7,000 out of 7,000 options
Laurent Collier	0 out of 7,000 options	0 out of 7,000 options	7,000 out of 7,000 options
William Lerinckx	0 out of 4,000 options	4,650 out of 4,650 options	7,000 out of 7,000 options
Olivier Ralet	0 out of 7,000 options	7,000 out of 7,000 options	7,000 out of 7,000 options

For the said options, the terms are summarised as follows:

- Options granted in 2007: The vesting price per option comes to 42.35 euros and they are exercisable from the 1st to the 31st October of the years 2012 to 2016 and from the 28th March to the 22nd April of the years 2013 to 2017.
- Options granted in 2008: The vesting price per option comes to 39.17 euros and they are exercisable from the 26th March to the 20th April and from the 1st to the 31st October of the years 2013 to 2017.
- Options granted in 2010: The vesting price per share came to 36.18 euros. They were exercisable from the 11th March 2014 to the 11th April 2014 and from the 2nd to the 30th September 2014.

ATENOR GROUP PARTICIPATIONS Stock Option Plan

As specified above, the options on Atenor Group Participations shares represent the major part of the incentive granted to the CEO and to the members of the Management.

The options **granted in 2013** for the performances recorded in 2012, were **exercised in 2014** by Management members (representing all the exercisable options):

Stéphan Sonneville	299 out of 299 exercisable options
Sidney D. Bens	175 out of 175 exercisable options
Laurent Collier	175 out of 175 exercisable options
William Lerinckx	175 out of 175 exercisable options
Olivier Ralet	175 out of 175 exercisable options

These options had a vesting price that corresponded to the net asset value (NAV) on 31 December 2012, after allocation, i.e. 1,026.00 euros per share. The benefit in kind these options represented came to 184.70 euros per option.

The options **granted in 2014** for the performances recorded in 2013, were **exercised in 2015** by Management members:

Stéphan Sonneville	339 out of 339 exercisable options
Sidney D. Bens	180 out of 200 exercisable options
Laurent Collier	180 out of 200 exercisable options
William Lerinckx	180 out of 200 exercisable options
Olivier Ralet	180 out of 200 exercisable options

These options had been granted based on the number of Atenor Group Participations shares as it stood on the issue of a capital increase in December 2013, i.e. 1,140 shares. These options had a vesting price that corresponded to the net asset value (NAV) on 31 December 2013, after allocation, i.e. 1.068,12 euros per share. The benefit in kind these options represented came to 192.26 euros per option.

Following the exercise of the said options in 2015, gains were made:
- By the CEO, of 342,535.77 euros;
- By all Management (other than the CEO), of 727,509.60 euros.

The following options were **granted in 2015** to the members of Management, for the performances recorded in 2014:

Stéphan Sonneville	379 options
Sidney D. Bens	170 options
Laurent Collier	185 options
William Lerinckx	185 options
Olivier Ralet	140 options

These options have a vesting price that corresponds to the net asset value (NAV) on 31 December 2014, after allocation, i.e. 1.100,48 euros per share. The benefit in kind these options represent comes to 198.09 euros per option.

Compensation in the event of departure

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

Right to claim

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

2014 AUDITED FINANCIAL STATEMENTS

STATEMENT OF COMPLIANCE WITH THE IFRS:

The consolidated financial statements on 31 December 2014 have been drawn up in compliance with international standards for financial information (IFRS – "International Financial Reporting Standards") as approved in the European Union and provide a true and fair view of the assets, of the financial situation, of the results of ATENOR GROUP and of the enterprises included in the consolidation.

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

Sidney D. BENS
C.F.O.

Stéphan SONNEVILLE s.a.
C.E.O.

The ONE, Brussels Europa

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

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Summary

Management report

to the Annual General Meeting of Shareholders on 24 April 2015

Ladies and Gentlemen,

We have the honour of presenting to you the Management Report of your company's 104th financial year and of submitting for your approval the Annual Accounts as at 31 December 2014, along with our proposals for the allocation of profits.

The consolidated results for 2014 amount to 15.33 million euro, compared with 12.03 million euros in 2013.

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

The turnover amounts to 106.80 million euros. It mainly includes on the one hand, the income related to the UP-site project from the sale of office block B1 and the sale of the apartments in the Tower and the "Terraces" buildings (€ 65.54 million) and secondly, the turnover generated on the Trebel project (€ 13.33 million). Revenues from the sale of apartments from the Namur and Luxembourg projects (€ 10.39 and € 9.78 million respectively) complement this turnover.

The operating result amounts to 30.34 million euros, influenced by on the one hand the sale to INASTI of the UP-site office block B1 and the sale of the apartments in the Tower and "Terraces" buildings (€ 15.32 M), and on the other hand by the TREBEL (€ 4.38 M) project's contribution, accounted for according to its degree of progress (50.4% against 38.5% in 2013).

The sale of apartments in the Brasseries de Neudorf projects in Luxembourg (€ 3.53 million) and the Port du Bon Dieu (Lot 1 - € 2.08 million), the purchase/sale of the land from Lot 2 on the site of the Port du Bon Dieu in Namur (€ 3.19 million), income related to the rental of the first Hungarian office building (€ 1.70 million) and payments received in the CITY DOCKS project in Anderlecht (€ 0.39 million) also make a positive contribution to operating profit. General expenses amounted to 4.69 million euros.

The net financial result amounts to -6.87 million euros, compared with -5.23 million euros in 2013. The increase of financial charges is due mainly, on the one hand, to the decrease in the activation of financial expenses (IAS 23) following the provisional acceptance of all blocks of the UP-site project (€ 0.73 million) and the other by the refinancing costs (MTN) contracted in Q4 for repayment of the bond issue in January 2015, that being 0.3 million euros, and by lower interest income related to interest earned in 2013 from the advances for block B3 (UP-site) transferred to UNIZO.

Deferred tax expense: In compliance with IAS 12 and the situation of the fiscal losses of ATENOR, the UP-site and the Trebel projects resulted, when launched, in the recording of deferred tax assets. In 2014, the impact of taking back these deferred taxes amounted to 4.64 million euros. The balance of the tax expense results mainly from deferred tax liabilities on the results of the Brasseries de Neudorf and Port du Bon Dieu projects (€ 1.09 M and € 0.89 M respectively).

Taking the preceding factors into account, **the net result** of the financial year amounts to 15.33 million euros.

CONSOLIDATED BALANCE SHEET

The consolidated shareholders' equity amounts to 112.90 million euros compared with 104.79 million at 31 December 2013, an increase of 7.74%.

As at 31 December 2014, the group has a net consolidated indebtedness of 199.57 million euros, compared with a net consolidated indebtedness of 174.93 million euros as at 31 December 2013.

The consolidated indebtedness consists, on the one hand, of a long-term debt amounting to 135.97 million euros and on the other hand, of a short-term debt amounting to 130.84 million euros which includes 75 million euros expired and paid in January 2015. The available cash amounts to 67.24 million euros compared to 24.38 million euros at 31 December 2013.

The increase in the net debt of the group (€ 24.63 million) is mainly due to the acquisition of land located in La Hulpe and the continuation of the work on all the portfolio projects with 9 of them in a commercialization phase or already sold.

The "Buildings held for sale" classified under "Stock" represent the real estate projects in portfolio and in the course of development. This item amounts to 271.08 million euros, an increase of 9.81 million euros in comparison with 31 December 2013. This variation resulted primarily (a) from the sale of the apartments and the B1 office block in the UP-site project that reduces the stock of 34.74 million euros and (b) the continuation of the work on the Hermes Business Campus (Romania), Vaci Greens (Hungary), Port du Bon Dieu (Namur) and The One (Brussels) projects as well as the purchase of land at La Hulpe, contributing 44.61 million euros. The balance of this entry is distributed over the other development projects.

OWN SHARES

During 2014, ATENOR GROUP s.a. acquired 9,967 own shares bringing the total number of own shares to 17,550. These were then fully transferred to the beneficiaries of the share option plan (SOP 2010).

The ATENOR GROUP INVESTMENTS subsidiary, which owned 150,000 ATENOR shares, opted for further shares during the payment of the dividend for fiscal year 2013, bringing the total number of ATENOR shares in its possession to 157,142.

As from 31 December 2014, ATENOR GROUP s.a. therefore no longer held any of its own shares.

PROJECTS IN OUR PORTFOLIO

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

As a result of recent new acquisitions, the portfolio currently includes 13 projects under development with a total of approximately 640,000 m².

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

UP-SITE – Canal area, quai des Péniches, Brussels (357 residential units, 29.689 m² of offices)

The sale of the apartments of the UP-site project continued throughout 2014. While only 13 units (out of 106) remain for sale in the "Terraces" buildings, the marketing of the Tower (provisional delivery in July 2014) entered its last phase through a focused marketing approach for the balance of the apartments. Today, almost 100% of the apartments below the 25th floor have been sold and 35% of the apartments at the top of the tower have been sold. Boasting a luxurious image, the latter still offer a competitive quality.

The last block of offices (10,000 m²) was sold to INASTI in June 2014, thus finalizing the sale of the offices.

TREBEL – European Quarter, rue Belliard, Brussels (29.766 m² of offices)

The construction, which started in April 2013, continued within the planning agreed with the European Parliament, despite the great technical complexity of the realization of the building. As a reminder, the result is recorded as construction proceeds, account taken of the preliminary sales agreement with the European Parliament for delivery in 2016.

THE ONE, BRUSSELS EUROPA – European Quarter, rue de la Loi, Brussels (29.000 m² of offices & 9,000 m² of residential)

Planning permission was granted in November 2014, constituting an important moment in both the implementation of the new urban landscape of the rue de la Loi and in the evolution of the ATENOR project portfolio. Our attention is, however, focused on the appeal to the Council of State last January. The construction of this mixed project involving 97 residential units, 2 shops and 29,000 m² of offices should begin in May 2015, following the demolition of the old hotel which started last September.

VICTOR – opposite the South Station, Brussels (approx. 100,000 m² mixed)

The year 2014 was marked by the intention of the regional government to adopt a new master plan for the Midi district, included in the majority agreement of last July. This plan should provide the outline for the development of the area and to develop an ambitious vision focused on mobility, density, functional diversity (offices, housing, shops and facilities) and the quality of public spaces.

The validation of this plan expected in the first half of 2015 will be followed by the submission of new applications for permits for the realization of the Victor project in 2018-2020 in accordance with the wishes of the regional authority. In this context, new architectural and engineering studies have been completed and are fully consistent with these objectives for a new permit submission.

PALATIUM – Quartier Louise, near the Palais de Justice, Brussels (approx. 14,000 m² mixed)

ATENOR and INASTI have reached an agreement based on which ATENOR will redevelop the former INASTI site into a mixed project of 14,000 m². The proposed project consists of the renovation of the old buildings, which will be a major renovation, in order to develop a complex of 152 housing units. A permit application to that effect was submitted in December 2014.

In parallel, ATENOR submitted in partnership with the owner of the neighbouring building an application to the City of Brussels to offer a set of 30,000 m² of offices and logistics areas for the new headquarters of the Police of Brussels Capitale-Ixelles. A decision is expected at the latest by July 2015 and will determine the actual development of the site.

CITY DOCKS – Canal area, quai de Biestebroeck, Anderlecht (approx. 165,000 m² mixed)

The review of the planning permission application filed in March 2014 for the first phase of the project, involving the construction of housing, areas for integrated services for businesses and a nursing home and assisted living facility (38.000 m²) is in progress. This application which fits perfectly within the framework of the new "PRAS demographique" and is fully consistent with the indications of the Canal Plan, received a favourable opinion from the consultative commission last January.

Studies are underway for the second phase of the project, mainly residential in character along the canal. Furthermore, the soil clean-up work incumbent on the former tenant continued in 2014 and should be completed by September 2015.

LES BERGES DE L'ARGENTINE – La Hulpe (residential and services project, approx. 24,000 m²)

In January 2015, ATENOR completed the acquisition of a property of over nearly 2 hectares, currently consisting of 8 buildings (16,653 m²) and 338 outside parking spaces. The complex will be redeveloped to make way for a residential and services project nestled in a beautiful park. Contacts are ongoing with local and regional authorities to ensure a smooth integration of this project into its urban environment.

PORT DU BON DIEU LOT 1 – Namur (140 residential units, 5 shops, 1 restaurant - 20.614 m²)

Construction work on this new residential area at the entry to the city continued according to the provisional schedule. The fully furnished apartment on the first floor, opened in July 2014, has brought the expected dynamic to the marketing. So far, nearly 75% of the first block of 46 apartments (provisional delivery scheduled for June 2015) will the subject of sales agreements or deeds, the 2nd and 3rd phases keeping pace with respectively 50% and 16% of presale (delivery throughout the 2nd half of 2015). This trend confirms the interest of the market for this unique project in Namur.

PORT DU BON DIEU LOT 2 – Namur (purchase/sale of land – 7,600 m² of offices)

ATENOR acquired the land of Lot 2 in November 2014 from the SPGE for resale to CBC bank with a termination clause if ATENOR fails to obtain a single permit for the construction of an office building of 7,600 m² meeting CBC's needs. The purchase/sale of the land contributes to the 2014 results. In parallel with the preparation of the soil clean-up of the site, contacts are continuing with CBC to realize the construction of their building after obtaining the permit.

AU FIL DES GRANDS PRÉS – "Les Grands Prés" shopping precinct district, Mons (approx. 70,000 m² mixed)

The agreement concluded in July 2014 with a consortium specializing in the purchase and management of investment property and concerning the first 4 blocks of housing (134 total) enabled the first sales of the apartments. 53% of the first block has already found purchasers among private investors, contributing to the 2014 results. The construction of this first block began in February 2015, the continuation of the program continues at the pace of the marketing agreed with the consortium.

The revisioning planning tool (PCA), encompassing the other parcels of the project and linking the commercial gallery to the new station is being examined; the public inquiry is scheduled for early 2015 for final adoption in July.

LA SUCRERIE – Ath (183 residential units, 3 shops, 1 nursery - 20,000 m²)

The single permit for the predominantly residential development of 20,000 m² was granted in September 2014 by the Walloon Region. In the aftermath, the general contractor contract was signed and the construction of the first phase (6,000 m²) began in February 2015. These recent events as well as the January press conference helped to definitively launch the marketing of the first two blocks (39 units), which has achieved a presale rate of 28%. The delivery of this first phase is scheduled for July 2016.

LES BRASSERIES DE NEUDORF – Luxembourg City (87 residential units, 12 shops – 11,500 m²)

The planning permission for the construction of the residential complex was granted in October 2014. At the same time, the demolition work on the old breweries continued and construction could begin late 2014, with completion scheduled during the 3rd quarter of 2016.

On December 31st 2014, 51 deeds were passed, contributing significantly to the ATENOR results. So far, only 20% of the units are still available, which reflects the commercial success of this project.

AIR – Quartier de la Cloche d'Or, Luxembourg (9.785 m² of office space)

This new building currently in demolition and reconstruction and having obtained an "Excellent" BREEAM certification, was sold in a future state of completion to a group of institutional investors in October 2014.

The sale of this property contributes to results for 2014, 2015 and 2016, following the rhythm of its construction (delivery expected during Q1-2016).

HERMES BUSINESS CAMPUS – Boulevard D. Pompeiu, Bucharest (73.180 m² of office space)

The first 18,000 m² building delivered in March 2014 is fully rented and the second, in construction, is the subject of a pre-lease for 20%. The construction of the second building will be financed by a real estate financing, a sign of the good performance of the local financial sector. The office rental market outlook remains favourable in a country that is experiencing an economic growth of more than 2.3%. In this context, contacts are ongoing for the sale of these first two blocks.

VACI GREENS – Vaci Corridor, Budapest (87,138m²)

The first building (16,000 m²) is fully leased to several reputable companies including the General Electric group, which occupies two thirds of the building. Encouraged by this success, the construction of a second building of 20,000 m² continued during 2014 scheduled for delivery by June 2015. 90% of this building is already pre-let to the GE Group.

A third building of 27,000 m² is under construction and should be completed by end of 2015. It is already the subject of lease negotiations.

During the year under review, the steps continued for the sale of one or more blocks in a market that sees the return of international institutional investors.

SOUTH CITY HOTEL – South Station, Brussels

The operation of the hotel under the PARK INN brand has continued to generate good operating results during 2014, allowing ATENOR and its partners, to conclude an agreement regarding the sale of the company owning the hotel. The usual "due diligence" procedures are underway, with an actual sale planned for March 31, 2015. However, a write-off of 0.99 million euros was provisioned in ATENOR's books on December 31, 2014.

OTHER DEVELOPMENTS

The ongoing judicial procedure regarding liquidity companies ("société de liquidités"), in which in particular ATENOR and several of its management are involved, continued.

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

A preliminary hearing before the Correctional Court of Brussels will be held on March 19 for the "Erasmonde – American Energy" case, in which 13 companies and persons, including ATENOR GROUP and its Managing Director, will be heard.

Within the context of the "E. Migeotte / Société Générale (France)" case, after a nonsuit pronounced in February 2012 by the Chamber of the Council of Turnhout, the Chamber of indictments of Antwerp made a referral decision in March 2013. The appeal submitted by a third party was rejected. The case appeared before the Correctional Court of Turnhout on December 3rd and 4th, 2014. At the end of a thorough analysis of the elements of the case, the Tribunal ruled on January 14, 2015. It acknowledged the good faith of ATENOR GROUP and its directors as well as the absence of any offence on their part and acquitted them.

The public prosecutor however appealed against this judgment, meaning that this case could not be definitively closed.

With regard to the "D-Facto - Cabepo" case a preliminary hearing before the Correctional Court of Brussels will be held May 15, 2015. A dozen physical or legal persons, including ATENOR GROUP, its Managing Director and its Chief Financial Officer, will be heard in this matter, which has been ongoing for several years.

FINANCIAL INSTRUMENTS

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

STOCK OPTION PLANS

- On 3 February 2014, ATENOR GROUP issued a second tranche of the stock option plan (SOP 2014) for the subsidiary named ATENOR GROUP INVESTMENTS (AGI). The options issued on this subsidiary benefit ATENOR GROUP management, personnel and service providers.

  It will be exercisable during the three following periods from 13 March to 31 March 2017, from 12 March to 31 March 2018 and from 11 March to 31 March 2019.

  A second tranche of 35,700 options on AGI shares has been accepted and materialises this SOP 2014.
- On 28 February 2014, the Board of Directors, on the recommendation of the Remuneration Committee, distributed 1,139 ATENOR GROUP PARTICIPATION (AGP) shares in accordance with the remuneration policy described in the "Corporate Governance".

OTHER INFORMATION

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

APPLICATION OF THE INTERNATIONAL ACCOUNTING STANDARDS (IFRS)

The financial information of 2014 has now been agreed and presented in accordance with the IFRS standards as adopted in the European Union. The annual financial report has been made available to the shareholders. It forms an integral part of the present management report.

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

The ATENOR GROUP s.a. statutory annual accounts show a corporate profit for the tax year of 13,537,610.73 euros.

Apart from the operations reflected in the consolidated accounts, the 2014 profits/losses is primarily explained by the sales of long leases connected with the UP-site and Trebel projects, the sale to CBC of the site (lot 2) of the Port du Bon Dieu, and of management of general and structural expenses as well as financial charges primarily related to bond issues.

Your Board proposes you to approve the annual accounts as at 31 December 2014 and allocate the corporate financial year's profit of Atenor Group s.a. as follows:

Profit for the year	€ 13 537 610.73
Profit carried forward	€ 39 304 130.90
Profit to be allocated	**€ 52 841 741.63**
Directors 'entitlements	€ 324 000.00
Legal reserve	€ 676 880.54
Capital remuneration	€ 10 914 528.00
Profit to be carried forward	**€ 40 926 333.09**

PROPOSED DIVIDEND

The Board of Directors will propose, to the General Assembly of 24 April 2015, the payment (for the financial year 2014) of a gross dividend of 2.00 euros per share, that is, a net dividend after withholding tax (25%) of 1.50 euro per share and, for the third consecutive year, in the form of an optional dividend.

STATEMENT ON CORPORATE GOVERNANCE

Regarding the Corporate Governance Statement (including, among others, the remuneration report in compliance with Article 96§3 of the Companies Code), the description of systems of internal control, of the risk management and the other regulatory information aimed at in Article 34 of the Royal Decree of 14 November 2007), reference is made to page 46 of this annual report.

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

EVENTS AFTER THE CLOSING DATE

As indicated above, in February 2015 ATENOR and its partners concluded an agreement regarding the sale of the company South City Hotel owning the hotel and this had no impact on the results for 2015.

On 23 February 2015, ATENOR GROUP issued a third tranche of the stock option plan (SOP 2015) for the subsidiary named ATENOR GROUP INVESTMENTS (AGI).

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

This SOP may be exercised during the three following periods 12 March to 31 March 2018, from 11 March to 31 March 2019 and from 9 March to 31 March 2020.

No other important event occurring since 31 December 2014 must be noted.

PROSPECTS FOR THE FULL YEAR 2015

The 2015 results will be based on sales made in 2013 and 2014 in a future state of completion of buildings and apartments, and the margins will be realized in line with the rhythm of project implementation. This will be the case for the Trebel and AIR office projects, and the apartments that are part of the Port du Bon Dieu projects in Namur, Les Brasseries de Neudorf in Luxembourg, La Sucrerie in Ath and Au Fil des Grands Prés in Mons. In addition, the buildings leased in Budapest (Vaci Greens) and Bucharest (Hermes Business Campus) will provide rental income.

ATENOR will remain attentive, on the one hand, to seize the occasion to acquire new projects meeting its criteria and, on the other hand, to take advantage of any opportunity to maximize value for the projects in portfolio.

Subject to exceptional events unforeseen at this time, ATENOR expects to achieve a result equivalent to that of 2014.

PRINCIPAL RISKS AND UNCERTAINTIES

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

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

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

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

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

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

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

  Currently, ATENOR GROUP and some of its directors are involved in three ongoing proceedings. Only one of these procedures has resulted in a judgment to date.

  The "E. Migeotte / Société Générale (France)" case concerns a large number of companies acquired and immediately resold by the Belgian branch of Société Générale (France). This case appeared before the Correctional Court of Turnhout on December 3 and 4, 2014. At the end of a thorough analysis of the details of the case, the Court, by judgment of 14 January 2015, acknowledged the good faith of ATENOR GROUP and its directors as well as the absence of any offence on their part and declared their acquittal.

  The public prosecutor has, however, appealed this judgment, so that this case cannot be definitively closed.

  The two other similar cases ("Erasmonde - American Energy" and "D-Facto-Cabepo"), in progress for many years, should be heard in a few months before the Correctional Court of Brussels.

  Furthermore, ING bank, whose responsibility in a similar case and dating from 1998 was called into question by the tax authorities intends to involve ATENOR GROUP in this civil procedure.

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

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

ATENOR GROUP is of the opinion that the claims the Group is facing are unfounded and, consequently, no provision other than that incorporated in the PIXEL litigation has been made for dealing with these disputes.

ADMINISTRATION

- Your Board proposes that discharge would be granted to the directors and to the auditor for the financial year closed on 31 December 2014.
- On the proposal of the Appointments and Remuneration Committee, your board proposes to renew for a period of three years the mandates as director of Messrs Frank Donck, Charles-Louis d'Arenberg, Luc Bertrand, Marc De Pauw and Philippe Vastapane. These mandates, which could be remunerated, will expire at the end of the Ordinary General Assembly of 2018 (27 April 2018).
- On the proposal of the Appointments and Remuneration Committee, your board proposes the appointment of Investea sprl (represented by Mrs Emmanuèle Attout) in its capacity as Independent Director. The term of office with a duration of three years could be remunerated and will run out at the end of the General Assembly of 2018 (27 April 2018). The position of Independent Director is granted on the grounds that Mrs Attout meets the criteria defined in Article 526ter of the Companies Code, as amended by the Act of December 17, 2008.
- On the proposal of the Appointments and Remuneration Committee, your board proposes the appointment of MG Praxis sprl (represented by Mrs Michèle Grégoire) in its capacity as Independent Director. The term of office with a duration of three years could be remunerated and will run out at the end of the General Assembly of 2018 (27 April 2018). The position of Independent Director is granted on the grounds that Mrs Grégoire meets the criteria defined in Article 526ter of the Companies Code, as amended by the Act of December 17, 2008.
- On the proposal of the Audit Committee, your Board proposes the appointment, for a period of three years, of the Auditor MAZARS – Company Auditors SCRL represented by Mr Xavier Doyen.

La Hulpe, 4 March 2015

For the Board of Directors

Consolidated income statement

In thousands of EUR	Notes	2014	2013
Revenue	3 & 4	**110,801**	**110,133**
Turnover		106,798	109,997
Property rental income		4,003	136
Other operating income	3 & 4	**11,980**	**2,659**
Gain (loss) on disposals of financial assets		5,656	9
Other operating income		6,311	2,236
Gain (loss) on disposals of non-financial assets		13	414
Operating expenses (-)	3 & 4	**-92,443**	**-88,949**
Raw materials and consumables used (-)		-68,346	-93,898
Changes in inventories of finished goods and work in progress		10,222	28,334
Employee expenses (-)	5	-2,046	-1,684
Depreciation and amortization (-)		-457	-172
Impairments (-)		-1,518	-47
Other operating expenses (-)	6	-30,298	-21,482
Result from operating activities - EBIT	3 & 4	**30,338**	**23,843**
Financial expenses (-)	7	-7,376	-6,484
Financial income	7	504	1,258
Share of profit (loss) from investments consolidated by the equity method		-257	-323
Profit (loss) before tax		**23,209**	**18,294**
Income tax expense (income) (-)	8	-7,876	-6,266
Profit (loss) after tax		**15,333**	**12,028**
Post-tax profit (loss) of discontinued operations		0	0
Profit (loss) of the period		**15,333**	**12,028**
Attributable to minority interest		0	0
Group profit (loss)		**15,333**	**12,028**

In EUR		2014	2013
Earnings per share			
Number of shares	9	5,457,264	5,251,918
Basic earnings	9	2.85	2.33
Diluted earnings per share	9	2.85	2.33
Proposal of gross dividend per share	9	2.00	2.00

In thousands of EUR	2014	2013
Other elements of the overall profit and losses		
Group share result	**15,333**	**12,028**
Items not to be reclassified to profit or loss in subsequent periods :		
Employee benefits	-185	-141
Items to be reclassified to profit or loss in subsequent periods :		
Translation adjusments	-3,288	-1,789
Cash flow hedge	0	0
Overall total results of the group	**11,860**	**10,098**
Overall profits and losses of the period attributable to third parties	0	0

Consolidated balance sheet

ASSETS

In thousands of EUR	Notes	2014	2013
Non-current assets		**88,093**	**43,049**
Property, plant and equipment	12	1,098	341
Investment property		0	0
Intangible assets	11	3,386	4,523
of which goodwill		3,373	4,498
Investments in related parties	17	0	0
Investments consolidated by the equity method	13	15,388	10,361
Deferred tax assets	19	5,459	10,281
Other non-current financial assets	17	14,807	17,535
Derivatives		0	0
Non-current trade and other receivables	17	47,955	3
Other non-current assets	18	0	5
Current assets		**361,105**	**333,660**
Assets held for sale	15		
Inventories	16	271,081	261,267
Other current financial assets	17	61,102	37,379
Derivatives			
Current tax receivables	18	3,792	3,440
Current trade and other receivables	17	16,808	29,146
Current loans payments	18	164	35
Cash and cash equivalents	17	6,137	1,530
Other current assets	18	2,021	863
Total assets		**449,198**	**376,709**

LIABILITIES AND EQUITY

In thousands of EUR	Notes	2014	2013
Group shareholders' equity		**112,904**	**104,786**
Group shareholders' equity		**112,904**	**104,786**
Issued capital	10	51,113	44,644
Reserves	10	68,136	66,517
Own shares (-)	9 & 10	-6,345	-6,375
Minority interest		**0**	**0**
Non-current liabilities		**151,232**	**184,682**
Non-current interest bearing borrowings	21	135,971	164,097
Non-current provisions	20	1,827	424
Pension obligation	23	238	80
Derivatives	21		61
Deferred tax liabilities	19	9,254	10,170
Current trade and other payables	21	3,650	9,814
Other non-current liabilities	21	292	36
Current liabilities		**185,062**	**87,241**
Current interest bearing debts	21	130,829	49,744
Current provisions	20	1,052	1,052
Pension obligation	23		0
Derivatives	21	22	28
Current tax payables	22	2,590	1,663
Current trade and other payables	21	43,169	27,181
Other current liabilities	22	7,400	7,573
Total equity and liabilities		**449,198**	**376,709**

Consolidated cash flow statement (indirect method)

In thousands of EUR	Notes	2014	2013
Operating activities			
Operating result	4	30,338	23,843
SOP / IAS 19		88	113
Depreciations (+/-)	11 & 12	457	172
Write off (+/-)		1,518	46
Provisions (+/-)		435	17
Translation adjustments (+/-)		-10	-16
Profits/losses on assets disposals		-5,534	-205
Operating result before changes in working capital		**27,292**	**23,970**
Increase/decrease in inventories		-14,615	-32,294
Increase/decrease in receivables		-19,978	-52,225
Increase/decrease in debts		14,781	-13,627
Net cash from operating activities		**7,480**	**-74,176**
Paid interests		-9,531	-9,717
Paid income taxes		-1,306	-1,109
Cash from operating activities (+/-)		**-3,357**	**-85,002**
Investments activities			
Acquisitions of intangible and tangible assets	11 & 12	-1,205	-141
Acquisitions of financial investments		-10,947	-60
New loans		-3,492	-1,779
Subtotal of acquired investments		**-15,644**	**-1,980**
Disposal of intangible and tangible assets	11 & 12	15	0
Disposal of financial investments		1,400	0
Reimbursement of loans		7	163
Subtotal of disinvestments		1,422	163
Cash from investment activities (+/-)		**-14,222**	**-1,817**
Financial activities			
Capital increase		0	0
Capital decrease		0	-288
Own shares		255	0
New long-term loans	21	56,549	43,179
Reimbursement of long-term loans		-6,583	-11,463
Dividends paid by parent company to its shareholders	9	-3,960	-3,983
Fees paid to the directors		-225	-225
Cash from financial activities (+/-)		**46,036**	**27,220**
Changes in scope of consolidation and exchange rate		-126	-208
Net cash variation		**28,331**	**-59,807**
Opening value of cash accounts in balance sheet		38,909	98,716
Closing value of cash accounts in balance sheet		67,240	38,909

The highlights of the 2014 cash flows are as follows:

- The increase in "Acquisitions of financial fixed assets" (+10.95 million euros) reflecting:
  - > the 50% equity participation in AIR Properties (+10.87 million euros). The sale of this holding as of October 14, 2014 resulted in the recognition of a long-term debt to the tune of 16.53 million euros into the "changes in receivables". Refer to note 17 "Current and non-current financial assets";
  - > the capital increase in cash in Immoange (+0.08 million euros).
- The "New long term borrowing" essentially corresponds to the new bond (+25 million euros) as well as ten new variable maturity MTN contracts during the year (+29.90 million euros); and
- The "Reimbursements of long-term loans"(-6.58 million euros) which primarily reflect the inclusion in the result for 2014 of the Trebel building sale based on the percentage of completion.

As a reminder: the cash flows in 2013 were significantly impacted by:

- the "New loans" which contained the advances granted to the subsidiaries consolidated by the equity method (Immoange, Victor Properties and South City Hotel ; -1.52 million euros) and the "urban planning charges" guarantee for the Port du Bon Dieu project (-0.26 million euros);
- the "New long term loans" corresponding mainly to (a) the 35 million euros down payment received from the European Parliament and the outstanding balance due from the acquisition of the emphyteusis (3.3 million euros) within the context of the Trebel project and (b) two 3-year MTNs of 4.75 million euros (+43.18 million euros);
- the "Reimbursements of long-term loans" (-11.46 million euros) corresponding to the payment of two additional tranches for the acquisition of the emphyteusis for the Trebel project.

Consolidated statement of change in equity

In thousands of EUR	Notes	Issued capital	Hedging reserves	Own shares	Consolidated reserves	Profit/ loss of the period	IAS 19R reserves	Cumulative translation adjusments	Minority interests	Total Equity
2013										
Balance as of 01.01.2013		38,880	-	-6,375	76,190	-	-	-10,090	138	98,743
Profit/loss of the period		-	-	-	-	12,028	-	-	-	12,028
Other elements of the overall results	(2)	-	-	-	-	-	-141	-1,789	-	-1,930
Total comprehensive income		-	-	-	-	12,028	-141	-1,789	-	10,098
Capital increase		5,764	-	-	-	-	-	-	-	5,764
Paid dividends and directors' entitlements		-	-	-	-9,762	-	-	-	-	-9,762
Own shares	(1)	-	-	-	-	-	-	-	-	-
Share based payment		-	-	-	81	-	-	-	-	81
Others		-	-	-	-	-	-	-	-138	-138
Balance as of 31.12.2013		44,644	-	-6,375	66,509	12,028	-141	-11,879	-	104,786
2014										
Balance as of 01.01.2014		44,644	-	-6,375	78,537	-	-141	-11,879	-	104,786
Profit/loss of the period		-	-	-	-	15,333	-	-	-	15,333
Other elements of the overall results	(2)	-	-	-	-	-	-185	-3,288	-	-3,473
Total comprehensive income		-	-	-	-	15,333	-185	-3,288	-	11,860
Capital increase	(3)	6,469	-	-	-	-	-	-	-	6,469
Paid dividends and directors' entitlements		-	-	-	-10,204	-	-	-	-	-10,204
Own shares	(1)	-	-	30	-	-	-	-	-	30
Share based payment		-	-	-	-37	-	-	-	-	-37
Others		-	-	-	-	-	-	-	-	-
Balance as of 31.12.2014		51,113	-	-6,345	68,296	15,333	-326	-15,167	-	112,904

(1) See note 10 (Capital) and note 23 (Employee benefits).

(2) In 2008, the Group acquired Hungarian and Romanian companies. ATENOR GROUP opted for the use of the local currency as the functional currency in each of these countries. The negative conversion differences of the period noted in the shareholders' equity were impacted by the down trend in these currencies. See note 17 (Financial assets) and note 2 (Risks management).

(3) On 26 May 2014, ATENOR GROUP executed a capital increase within the context of the distribution of the optional dividend voted by shareholders on 25 April 2014. Following this capital increase, the number of ordinary shares without designation of a nominal value amounts to 5,457,264 of which 157,142 treasury shares (See note 10).

Notes to the consolidated financial statements

NOTE 1 - MAIN ACCOUNTING METHODS

1. ACCOUNTING BASIS

The consolidated financial statements on 31 December 2014 were prepared in compliance with the IFRS (International Financial Reporting Standards) as adopted in the European Union.

The accounting principles applicable to the preparation and the presentation of consolidated financial statements on 31 December 2014 have not been altered from those used for the preparation and the presentation of consolidated financial statements on 31 December 2013.

Standards and interpretations became effective on a mandatory basis in 2014 in the European Union:

- IFRS 10 – Consolidated Financial Statements (1/1/2014)
- IFRS 11 – Joint Arrangements (1/1/2014)
- IFRS 12 – Disclosure of Interests in Other Entities (1/1/2014)
- IFRS 10, IFRS 11 and IFRS 12 – Amendments to IFRS 10, IFRS 11 and IFRS 12 – Transition guidance
- IFRS 10, IFRS 12 and IAS 27 – Amendments to IFRS 10, IFRS 12 and IAS 27 – Investment Entities
- IAS 27 (Revised) – Separate Financial Statements (1/1/2014)
- IAS 28 (Revised) – Investments in Associates and Joint Ventures (1/1/2014)
- Amendments to IAS 32 – Financial instruments : presentation - Offsetting Financial Assets and Financial Liabilities (1/1/2014)
- Amendments to IAS 36 – Impairment of Assets – Recoverable Amount Disclosures for non-financial assets
- Amendments to IAS 39 – Financial Instruments – Novation of derivatives and continuation of hedge accounting

None of the new IFRS standards and IFRIC interpretations and amendments of the old standards and interpretations, applied for the first time in 2014, had any significant direct impact on the figures reported by the Company.

New or amended rules and interpretations whose early application in 2014 is authorised in the European Union

- Improvements to IFRS (2010-2012)
- Improvements to IFRS (2011-2013)
- Improvements to IFRS (2012-2014)
- IAS 19 – Amendments to IAS 19 – Employee Benefits – Employee Contributions
- IAS 16, IAS 38 – Amendments to IAS 16 and IAS 38 – Property, Plant and Equipment and Intangible assets - Clarification of acceptable methods of depreciation and amortisation
- IFRS 10 and IAS 28 – Amendments to IFRS 10 and IAS 28 – Investment entities Sale or Contribution of Assets between an Investor and its Associate or Joint Venture.

ATENOR GROUP has not adopted these new or amended standards and interpretations in advance. ATENOR GROUP is continuing its analysis of the possible impact of these new standards and interpretations. The future application of the new or amended standards and interpretations whose entry into force is set at 1st January 2015 should not have a significant impact on the consolidated financial statements of ATENOR GROUP.

The consolidated financial statements of the Group were made up by the Board of Directors on 4 March 2015.

2. CONSOLIDATION PRINCIPLES AND SIGNIFICANT ACCOUNTING PRINCIPLES

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

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

The intra-group transactions and results have been eliminated.

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

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

2.1. Property, plant and equipment

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

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

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

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

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

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

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

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

2.2. Properties and investments properties

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

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

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

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

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

2.3. Intangible assets (other than goodwill)

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

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

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

Depreciation of tangible and intangible fixed assets:

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

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

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

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

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

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

2.4. Goodwill

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

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

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

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

2.5. Non current assets held for sale and discontinued activities

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

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

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

2.6. Inventories

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

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

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

2.7. Provisions

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

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

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

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

2.8. Borrowing costs

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

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

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

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

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

2.9. Financial instruments

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

  The non-effective part is recognised in the income statement. In other cases, variations in the fair value are immediately recognised in the profit and loss account.

2.10. Exchange rate risks

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

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

All the projects under development in these foreign countries remain valued in stock according to the acquisition prices and the market prices relating to the studies and to the construction costs.

All the active steps contributing to the successful completion of the project express the value creation provided by ATENOR GROUP and support the maintenance of an asset value "at cost" as long as the project demonstrates its feasibility and its profitability, whatever the unanticipated unknowns in the market values.

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

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

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

For more information, please refer to "Note 17 - Current and non-current financial assets".

2.11. Segment reporting

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

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

2.12. Income from activities

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

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

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

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

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

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

a) the relationship that exists between the costs incurred for the works executed up to the date in question and the total estimated costs of the contract;

b) the examination of the executed works and their respective contribution to value creation; or

c) the progress, in physical terms, of part of the works of the contract.

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

2.13. Taxes and deferred taxes

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

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

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

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

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

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

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

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

The deferred tax is calculated at the applicable tax rate.

2.14. Employee benefits

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

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

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

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

2.15. Stock options plans for employees and other payments based on shares

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

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

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

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

3. ACCOUNTING ESTIMATES AND SIGNIFICANT JUDGEMENTS

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

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

NOTE 2 - RISK MANAGEMENT

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

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

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

Risk connected with the economic situation

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

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

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

Risk connected with the development activity

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

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

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

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

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

Risks connected with urban planning rules

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

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

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

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

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

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

Risk connected with direct and indirect taxation

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

Risk of other counterparts

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

NOTE 3 - SEGMENT REPORTING

In thousands of EUR	Notes	2014	2013
Revenue		110,801	110,133
Other operating income		11,980	2,659
Purchases and changes in inventories		-58,124	-65,564
Employee expenses		-2,046	-1,684
Depreciation and impairments		-1,975	-219
Other operating expenses		-30,298	-21,482
Result from operating activities EBIT		**30,338**	**23,843**
Net interests		-6,872	-5,226
Result of investments consolidated by the equity method		-257	-323
Income taxes		-7,876	-6,266
Profit (loss) after tax		**15,333**	**12,028**
Attributable to minority interest			
Net result (group share)		**15,333**	**12,028**
EBITDA	(1)	32,313	24,062
Current cash flow	(2)	16,215	12,201
Assets		**449,198**	**376,709**
of which investments consolidated by the equity method		15,388	10,361
Liabilities		**336,294**	**271,923**

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

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

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

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

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

Of a total of 110.80 million euros revenue from ordinary activities, two transactions exceed 10 %. These concern, on the one hand, the sale of the Trebel project to the European Parliament (13.33 million euros in 2014) and, on the other hand, the sale of the B1 block of offices to INASTI (32.97 million euros). These two operations account for 12% and 30% of the total revenue from ordinary activities.

NOTE 4 - OPERATING RESULTS

In thousands of EUR	2014	2013
Total of the ordinary revenue	**110,801**	**110,133**
of which turnover	106,798	109,997
of which investment property rental income	4,003	136
Total of the other operating income	**11,980**	**2,659**
of which gain (loss) on disposals of financial assets	5,656	9
of which other operating income	6,311	2,236
of which gain (loss) on disposals of non-financial assets	13	414
Total of the operating charges	**-92,443**	**-88,949**
Result of operating activities	**30,338**	**23,843**

The turnover amounts to 106.80 million euros and remains relatively stable compared to 31 December 2013. It consists mainly, on the one hand, of the revenue related to the UP-site project and the sale of the B1 block of offices and the sale of the apartments of the tower and "Terraces" buildings (65.54 million euros) and, on the other hand, the turnover reached on the Trebel project (13.33 million euros). The revenue from the sale of the apartments of the Namur and Luxembourg projects (10.39 and 9.78 million euros, respectively) complete this turnover.

The increase in rental income from buildings (3.87 million euros) results primarily from the rents paid (2.05 million euros) by ING Luxembourg as part of their temporary installation in connection with the AIR project as well as the rent from the Vaci Greens A (1.55 million euros) and Hermes Business Campus 1 (0.34 million euros) buildings.

As a reminder: the 2013 turnover mainly came from the three projects in development namely the Tower apartments and the "Terraces" buildings of the UP-site project (63.63 million euros), the Trebel project (43.64 million euros) and Port du Bon Dieu project in Namur (2.49 million euros).

The operating result stands at 30.34 million euros, influenced firstly by the sale to INASTI of the B1 block of offices at the UP-site and the tower apartments and "Terraces" buildings (15.32 million euros) and, secondly, by the Trebel project's contribution (4.38 million euros) accounted for according to its degree of advancement (50.4% against 38.5% in 2013). The sale of apartments in the Brasseries de Neudorf in Luxembourg (3.53 million euros) and the Port du Bon Dieu (Lot 1 – 2.08 million euros) projects, the added value from the sale (5.66 million euros) of the Air Properties holdings according to the state of completion of the project (52% on December 31, 2014), the purchase/sale operation of the land of Lot 2 at the Port du Bon Dieu site in Namur (3.19 million euros), the net revenue related to the rental of the first building of Hungarian offices (1.70 million euros) as well as the compensation received in the City Docks project in Anderlecht (0.39 million euros) also contribute to a positive operating result.

Operating charges – see notes 5 and 6.

NOTE 5 - PERSONNEL CHARGES

In thousands of EUR	2014	2013
Wages and salaries	-1,551	-1,273
Social security contributions	-349	-301
Other personnel charges	-146	-110
Total personnel charges	**-2,046**	**-1,684**
Employment in full-time equivalents		
Total employment at the end of the accounting year	20.9	17.3

The increase in personnel costs (21%) with respect to 2013 is related to the larger number of projects in the portfolio and their development. Five additional recruitments were made in 2014, which represents, in FTE and at the end of the period, an increase of 3.6 people.

NOTE 6 - OTHER OPERATING EXPENSES

In thousands of EUR	2014	2013
Services and other goods	-27,958	-16,260
Provisions (increase/amounts written back)	-435	-17
Other operating charges	-1,859	-5,246
Loss (exchange costs)	-46	41
Total	**-30,298**	**-21,482**

"Services and other goods" concern mainly fees and services connected with the real estate projects, which are capitalised in "stock" for 10.22 million euros via the account "Changes in inventories of finished goods and work in progress" (see the "Consolidated income statement").

The increase (+11.70 million euros) is explained mainly by the leasehold commissions paid to agents and the rental costs of the HBC 1 building (3.26 million euros), by the rents and rental costs of the buildings leased in Luxembourg within the AIR project (1.67 million euros), as well as by the marketing and the costs of the buildings of the UP-site project (2.57 million euros).

As a reminder, the other 2013 operating expenses included two non-recurring costs, on the one hand, the planning costs for the Trebel project (1.4 million euros), and on the other hand, the registration fees related to the acquisition of the Connectimmo plot (1.4 million euros).

NOTE 7 - FINANCIAL RESULTS

In thousands of EUR	2014	2013
Interest expenses	-10,051	-10,030
Activated interests on projects in development (IAS 23)	3,382	4,117
Other financial expenses	-707	-571
Interest income	498	1,257
Other financial income	6	1
Total financial results	**-6,872**	**-5,226**

In 2014, the net financial costs amount to 6.87 million euros, compared to 5.23 million euros in 2013.

This financial result is explained on the one hand by the recording of the net interests connected with the three bond issues (7.79 million euros), the financing of ATENOR GROUP via CP and MTNs (1.87 million euro) and the debt of Brussels Europa (0.19 million euros) and Atenor Group Participations (0.01 million euros) and on the other hand, by the activation of financial charges (IAS 23) related to the following projects: UP-site (0.83 million euros), HBC 2 and 3 (0.77 million euros), Port du Bon Dieu (0.60 million euros), Vaci Greens B and C (0.53 million euros), La Sucrerie (0.14 million euros) and Au Fil des Grands Prés (0.11 million euros) as well as the obtaining of the permit for The One, Brussels Europa in Brussels (0.20 million euros – permit delivered on 17 November 2014) and Les Brasseries de Neudorf at Luxembourg (0.20 million euros – permit delivered on 11 September 2014).

Please also refer to the "Consolidated Statement of Cash Flows" and Note 21 on the "Financial liabilities".

NOTE 8 - INCOME TAXES AND DEFERRED TAXES

In thousands of EUR	2014	2013
I. Income tax expense / Income - current and deferred		
Income tax expense / Income - current		
Current period tax expense	-3,902	-1,661
Adjustments to tax expense/income of prior periods	98	-51
Total current tax expense, net	**-3,804**	**-1,712**
Income tax expense / Income - Deferred		
Related to the current period	-8,404	-11,962
Related to prior exercises (tax losses)	4,332	7,408
Total deferred tax expense	**-4,072**	**-4,554**
Total current and deferred tax expense	**-7,876**	**-6,266**
II. Reconciliation of statutory tax to effective tax		
Profit before taxes	23,209	18,294
Statutory tax rate	33,99%	33,99%
Tax expense using statutory rate	**-7,889**	**-6,218**
Tax adjustments to		
- results of prior periods / increases	34	-324
- non-taxable revenues	227	121
- non-tax deductible expenses	-803	-406
- recognising deferred taxes on previously unrecognised tax losses	1,111	620
- on deferred tax assets and deferred tax liabilities	570	718
- on taxable revenues with a different rate (*)	526	-207
- tax losses to come	-1,211	-148
- new taxes (fairness tax)	-483	-391
- Other adjustments	42	-31
Tax expense using effective rate	**-7,876**	**-6,266**
Profit before taxes	23,209	18,294
Effective tax rate	33.93%	34.25%

(*) Rate in our subsidiaries abroad	2014	2013
Luxembourg	29.22%	28.80%
Romania	16.00%	16.00%
Hungary - (10 % up to 500 000 000 HUF)	19.00%	19.00%

In 2014, the consolidated accounts of ATENOR GROUP record deferred taxes for a total of 4.07 million euros compared to -4.55 million euros in 2013. This amount includes:

- the net impact of 4.64 million euros on the deferred tax assets of ATENOR GROUP s.a. taking into account, first, the results of the sales of the UP-site and Trebel projects and, second recoverable, tax losses on 31 December 2014;
- deferred tax assets and liabilities for the year (-2.06 million euros).
- reversals of deferred tax liabilities related to the UP-site project (2.63 million euros) in compensation for statutory taxes for the year and in view of the earnings prospects of this project.

NOTE 9 - RESULT AND DIVIDEND PER SHARE

Number of shares issued at 31.12.2014	5,457,264
Own shares that do not benefit from the dividend (*)	-
Number of shares profiting from the dividend	5,457,264
Basic earnings per share (in euros)	2,85
Diluted earnings per share (in euros)	2,85
Amount of dividends distributed after the closing date (in thousands of euros)	10,915
Gross dividend per share (in euro)	**2.00**

(*) Subject to the approbation of the General Meeting

As there are no potential dilutive ordinary shares, the basic earnings per share are identical to the diluted earnings per share.

The basic and diluted earnings per share are determined as follows:

Basic earnings and diluted earnings per share are determinated using the following information	2014	2013
Weighted average number of shares during the period (*)	5,375,688	5,165,930
Net consolidated result (group share and in thousands of euros)	15,333	12,028
Net profit per share (in euro)	2.85	2.33

(*) based on capital increases (optional dividend)

The gross dividend proposed at the Annual General Meeting of 24 April 2015 will amount to 2.00 euros and will be paid as from 26 May 2015. The withholding tax amounts to 25%.

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

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

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

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

Subject to the approval of the dividend by the General Meeting, the shareholders will be invited to communicate to their financial institution their choice between the three methods of payment (described above) between Thursday 30 April 2015 and Monday 18 May 2015 (16.00 CET) inclusive. Failing to communicate their choice during this period, the shareholders will receive the payment of their dividend in cash.

The results of this offer will be communicated on Tuesday 19 May 2015 (after the Stock Market closes). The new shares will be listed and negotiated on 26 May 2015.

As a reminder: it is to be noted that as from 1 January 2013, the government has harmonised the withholding tax at 25% and thus eliminated the tax benefit attached to the holding of VVPR strips.

In thousands of EUR	2014	2013
Dividends on ordinary shares declared and paid during the period:	-3,960	-3,983

In 2014, as in 2013, the optional dividend has been chosen by a majority of shareholders (82.11% against 76% in 2013), contributing their receivable dividend to the capital increase executed on 26 May 2014.

Reminder: final gross dividend per share for 2010 to 2013: 2.00 euro, for 2007 to 2009: 2.60 euro, and for 2006: 1.30 euro.

NOTE 10 - CAPITAL

Structure of shareholders

On 31 December 2014, the structure of shareholding is as follows:

	Number of shares	Holdings in %	of which shares forming part of the joined shareholding
Alva n.v (1)	558,305	10.23	504,880
Luxempart s.a. (1)	578,894	10.61	505,000
Tris n.v. (1)	668,888	12.26	604,880
Sofinim n.v. (1)	592,880	10.86	592,880
Stéphan Sonneville s.a. (1) (2)	232,258	4.26	150,500
Sub-total	**2,631,225**	**48.22**	**2,358,140**
Treasury shares	157,142	2.88	
Public	2,668,897	48.91	
Total	**5,457,264**	**100.00**	

(1) Signatories of the Shareholders' Agreement.
(2) Managing Director, company controlled by Mr Stéphan Sonneville.

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

Movements of number of shares	Ordinary shares
Number of shares on 31.12.2013, issued and fully paid	5,251,918
Number of shares issued after the increase of capital (on 26.05.2014) profiting from a 2014 dividend	205,346
Number of shares on 31.12.2014, issued and fully paid	5,457,264
Own shares which do not benefit from the dividend (suspended right) (1)	-
Total of issued shares profiting from 2014 dividend (1)	**5,457,264**

(1) Subject to approval by the general shareholders meeting of the allocation of income attributing a gross dividend of 2.00 euros per share

Movements in own shares	Amount (in thousands of EUR)	Number of own shares
On 01.01.2014 (average price : € 40.45 per share)	6,375	157,583
Movements during the period:		
- acquisitions	624	17,109
- sales	-654	-17,550
On 31.12.2014 (average price : € 40.38 per share) (1)	**6,345**	**157,142**

(1) During 2014, ATENOR GROUP s.a. has acquired 9,967 own shares bringing the total number of own shares to 17,550. These were then all transferred to the beneficiaries of the stock options plan (SOP 2010).
The Atenor Group Investments subsidiary, which owned 150,000 Atenor shares opted for new shares during the payment of the dividend for 2013 thus bringing the total number of ATENOR shares in its possession to 157,142.

Please refer to Note 23 (employee benefits) for the stock option plans.

Capital management:
On 31 December 2014 equity amounts to 112.90 million euros, and balance sheet total to 449.20 million euros.

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

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

NOTE 11 - GOODWILL AND OTHER INTANGIBLE ASSETS

In thousands of EUR	2014 Goodwill	2014 Software	2014 Total
Movements in goodwills and other intangible assets			
Gross book value as at 01.01.2014	10,702	130	10,832
Cumulated depreciations as at 01.01.2014	-1,744	-105	-1,849
Cumulated losses of value as at 01.01.2014	-4,460		-4,460
Goodwills and other intangible assets, beginning balance	**4,498**	**25**	**4,523**
Investments		1	1
Disposals - deallocations (-)	-934		-934
Depreciations - dotation (-)		-13	-13
Depreciations - reversal (+)			
Impairment (loss) reversal recognised in income	-11		-11
Foreign currency exchange increase (decrease)	-180		-180
Other increase (decrease)			
Goodwills and other intangible assets, ending balance	**3,373**	**13**	**3,386**
Gross book value as at 31.12.2014	9,588	131	9,719
Cumulated depreciations as at 31.12.2014	-1,744	-118	-1,862
Cumulated losses of value as at 31.12.2014	-4,471		-4,471
Goodwills and other intangible assets, ending balance	**3,373**	**13**	**3,386**

For each project, the company estimates the recoverable value of the assets or group of assets concerned (including the goodwill), i.e. here the "fair value less the sale costs". The loss of value test on these goodwill items consists in checking, through feasibility studies, that the recoverable value of the assets or groups of assets concerned is above their accounting value. All the feasibility[1] calculation hypotheses are periodically reviewed by Management and submitted to the Audit Committee and to the Board of Directors. Drawn up on the basis of the Group's best current knowledge, feasibility studies lead ATENOR GROUP to consider that the forecasts for these projects should enable it to cover at least the value invested in the assets or groups of assets concerned.

Two real estate projects are concerned by the goodwills that figure in the balance sheet (3.37 million euros), i.e. the UP-site project in Brussels (0.36 million euros) and the Vàci Greens project in Budapest (3.01 million euros). These goodwills concern the acquisitions of entities (treated at the time as a joint venture in the sense of IFRS 3) whose unique activity is currently the development of their real estate assets. The residual value of these goodwills will thus necessarily be covered via and jointly with the sale of these real estate projects booked and maintained in inventories. The goodwill is a component of the cost of these projects and their recoverable value is incorporated in the feasibility studies in the same way as all other development costs.

During the 2014 fiscal year, the sale of the B1 block of offices, the 29 apartments in the tower, the 35 apartments in the Terraces buildings as well as the crèche, the wellness centre and a retail at the UP-site project resulted in the reduction in the goodwill shares assigned to the emphyteusis of the units sold (-0.93 million euros).

[1] The feasibilities reflect the components of the cost price, the sensitivity to costs (€/m²), the yield (%), for lease (offices), the sale price (apartments, shops) and any other parameter that may influence the recoverable amount.

In thousands of EUR	2013 Goodwill	2013 Software	2013 Total
Movements in goodwills and other intangible assets			
Gross book value as at 01.01.2013	11,079	135	11,214
Cumulated depreciations as at 01.01.2013	-1,744	-100	-1,844
Cumulated losses of value as at 01.01.2013	-4,460		-4,460
Goodwills and other intangible assets, beginning balance	**4,875**	**35**	**4,910**
Investments		12	12
Disposals - deallocations (-)	-314	-17	-331
Depreciations - dotation (-)		-22	-22
Depreciations - reversal (+)		17	17
Impairment (loss) reversal recognised in income			
Foreign currency exchange increase (decrease)	-63		-63
Other increase (decrease)			
Goodwills and other intangible assets, ending balance	**4,498**	**25**	**4,523**
Gross book value as at 31.12.2013	10,702	130	10,832
Cumulated depreciations as at 31.12.2013	-1,744	-105	-1,849
Cumulated losses of value as at 31.12.2013	-4,460		-4,460
Goodwills and other intangible assets, ending balance	**4,498**	**25**	**4,523**

NOTE 12 - PROPERTY, PLANT AND EQUIPMENT

In thousands of EUR	Constructions in progress	Land and buildings	Plant and equipment	Motor vehicles	Fixtures and fittings	Other property, plant and equipment	Total
2014							
Movements in property, plant and equipment							
Gross book value as at 01.01.2014			72	275	503	473	**1,323**
Cumulated depreciations as at 01.01.2014			-9	-244	-392	-337	**-982**
Cumulated losses of value as at 01.01.2014							**0**
Property, plant and equipment, beginning balance	**0**	**0**	**63**	**31**	**111**	**136**	**341**
Changes in scope of consolidation							**0**
Investments				62	71	1,070	**1,203**
Acquisitions through business combinations							**0**
Disposals / deallocations (-)				-54	-9		**-63**
Reclassifications (to) from other items							**0**
Reclassifications from/to the "Inventories"							**0**
Disposals through business disposal (-)							**0**
Depreciation - dotation (-)			-18	-38	-61	-326	**-443**
Depreciation - reversal (-)				54	9		**63**
Foreign currency exchange increase (decrease)					-2		**-2**
Adjustments							**0**
Adjustments written back							**0**
Other increase (decrease)							**0**
Property, plant and equipment, ending balance	**0**	**0**	**45**	**55**	**119**	**880**	**1,099**
Gross book value as at 31.12.2014			72	283	563	1,543	**2,461**
Cumulated depreciations as at 31.12.2014			-27	-228	-444	-663	**-1,362**
Cumulated losses of value as at 31.12.2014							**0**
Property, plant and equipment, ending balance	**0**	**0**	**45**	**55**	**119**	**880**	**1,099**

The “Tangible assets” entry totalled 1.10 million euros at December 31, 2014 (compared with 0.34 million euros the previous year). It includes the furniture and motor vehicles of the group as well as the fixtures and fittings of the rented buildings and the sales office constructed on the Port du Bon Dieu site.

The increase mainly reflects the investments in the offices and the agency rented to ING Luxembourg as part of their temporary installation in connection with the AIR project (+0.79 million euros net of amortisation).

In thousands of EUR	Constructions in progress	Land and buildings	Plant and equipment	Motor vehicles	Fixtures and fittings	Other property, plant and equipment	Total
2013							
Movements in property, plant and equipment							
Gross book value as at 01.01.2013				271	2,701	463	**3,435**
Cumulated depreciations as at 01.01.2013				-216	-2,572	-285	**-3,073**
Cumulated losses of value as at 01.01.2013							**0**
Property, plant and equipment, beginning balance	**0**	**0**	**0**	**55**	**129**	**178**	**362**
Changes in scope of consolidation							**0**
Investments			72	4	42	10	**128**
Acquisitions through business combinations							**0**
Disposals / deallocations (-)					-131		**-131**
Reclassifications (to) from other items					-2,108		**-2,108**
Reclassifications from/to the "Inventories"							**0**
Disposals through business disposal (-)							**0**
Depreciation - dotation (-)			-9	-28	-61	-52	**-150**
Depreciation - reversal (-)					2,241		**2,241**
Foreign currency exchange increase (decrease)					-1		**-1**
Adjustments							**0**
Adjustments written back							**0**
Other increase (decrease)							**0**
Property, plant and equipment, ending balance	**0**	**0**	**63**	**31**	**111**	**136**	**341**
Gross book value as at 31.12.2013			72	275	503	473	**1,323**
Cumulated depreciations as at 31.12.2013			-9	-244	-392	-337	**-982**
Cumulated losses of value as at 31.12.2013							**0**
Property, plant and equipment, ending balance	**0**	**0**	**63**	**31**	**111**	**136**	**341**

NOTE 13 - INVESTMENTS CONSOLIDATED BY THE EQUITY METHOD

In thousands of EUR	2014	2013
Investments		
At the end of the preceding period	10,361	10,085
Share in result	-257	-324
Acquisitions and restructuring	5,350	
Capital increase	750	600
Loss of value	-817	
At the end of the period	**15,387**	**10,361**

In thousands of EUR	Sums due to related parties	Sums due to the group from related parties
IMMOANGE share of the group : 50%	-	8,256
VICTOR PROPERTIES share of the group : 50%	-	500
SOUTH CITY HOTEL share of the group : 40%	-	3,283

In thousands of EUR	Balance sheet total	Equity	Debts	Result at the end of the period
2014 key figures from financial statements				
IMMOANGE, share of the group : 50%	21,558	5,029	16,376	-844
VICTOR ESTATES, share of the group : 50%	20,263	2,665	17,586	-364
VICTOR PROPERTIES, share of the group : 50%	1,188	184	1,000	-20
SOUTH CITY HOTEL, share of the group : 40%	18,172	846	17,326	10

The investments consolidated by the equity method are companies of which Atenor holds up to 50%, which are subject to joint control.

On December 31, 2014, they reflect the companies Immoange, Victor Estates, Victor Properties (Victor project) and the South City Hotel. The increase of 5.03 million euros is explained:

- by the direct acquisition of 50% of the holding of Victor Estates previously owned by Immoange (+5.35 million euros) and by the increase in the capital of Immoange realised in December 2014 (+0.75 million euros),
- by the reduction in value of the South City Hotel holding having regard to the conditions of sale expected in 2015 (-0.82 million euros),
- by the losses for the year made by the Victor companies (-0.26 million euros).

As of May 30, 2014, ATENOR GROUP and PI Group together acquired (50/50) the Air Properties company. They have agreed to a partnership between shareholders for the development of the project located at Cloche d'Or.

As of October 14, 2014, ATENOR GROUP and PI Group reached an agreement for the transfer of Air Properties which has severely limited the control of the transferors over the company. This sale generated a capital gain on securities (5.66 million euros) included in the results based on the project's progress (52% on December 31) and performance obligations still to be realised.

NOTE 14 - RELATED PARTIES

Relations between the parent company and its subsidiaries

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

Relations with the principal directors

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

The amount of the remuneration, other benefits granted, directly or indirectly, and earnings obtained for the 2014 financial year amounted to 824,459.77 euros and can be broken down as follows (company cost):

- basic remuneration (VAT excluded): 464,462 euros
- variable remuneration: 17,462 euros
- contributions to a pension plan: there were no contributions for a pension plan
- other advantages: there were no other advantages
- earnings from the exercising in FY 2015 of Atenor Group Participations (AGP) share options (granted in 2014): 342,535.77 euros

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

During the financial year, neither credit, nor advances, nor options on shares were granted to the Directors except to the CEO, to whom 1,800 options on Atenor Group Investments (AGI) shares and 339 options on AGP shares were granted for performance relating to the 2013 financial year.

NOTE 15 - ASSETS HELD FOR SALE

In thousands of EUR	2014
Movements in assets held for sale	
Gross book value as at 01.01.2014	0
Cumulated losses of value as at 01.01.2014	0
Assets held for sale, beginning balance	**0**
Investments	
Later expenses	
Disposals	
Losses / recoveries of value	
Foreign currency exchange increase (decrease)	
Transfers from "Investment property" to "Assets held for sale"	
Assets held for sale, closing balance	**0**
Gross book value as at 31.12.2014	0
Cumulated losses of value as at 31.12.2014	0
Assets held for sale, closing balance	0

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

On 31 December 2014, the group did not hold any "assets held to be sold".

As a reminder, in 2013, this item registered the sale of the Lazer Immo company building as a result of which our Czech subsidiary was liquidated.

NOTE 16 - INVENTORIES

In thousands of EUR	2014	2013
Buildings intended for sale, beginning balance	**261,267**	**230,467**
Activated costs	124,976	107,734
Disposals of the year	-114,566	-79,570
Borrowing costs (IAS 23)	3,383	4,117
Foreign currency exchange increase (decrease)	-3,333	-1,481
Write-offs (recorded)	-646	
Write-offs (written back)		
Movements during the year	**9,814**	**30,800**
Buildings intended for sale, ending balance	**271,081**	**261,267**
Accounting value of inventories mortgaged	45,107	79,615

The "Buildings intended for sale" classified in "Inventories" represent the real estate projects in the portfolio and in the process of development. The capitalization of the financing costs (IAS 23) is suspended in case the normal course or active development of a project is interrupted (Note 1.2.6. for the evaluation rules).

During 2014, the item "Inventories" ("Buildings intended for sale") was mainly influenced by:

- the continuation of the works on the Vaci Greens (Hungary, +13.15 million euros), Hermes Business Campus (Romania, +8.10 million euros), The One Brussels Europa (+2.49 million euros), La Sucrerie (+0.97 million euros) and City Docks (+0.93 million euros) projects,
- the net change taking into account the sales during the year of the UP-site (-34.82 million euros), Les Brasseries de Neudorf (-4.54 million euros) and Port du Bon Dieu (+3.49 million euros) projects,
- the acquisition of the Swift site in La Hulpe ("Les Berges de l'Argentine" project),
- the activation of borrowing costs amounting to 3.38 million euros.

The book value of stock pledged consists of the buildings intended for sale from the UP-site (38.11 million euros) and The One, Brussels Europa (7 million euros) projects.

NOTE 17 - CURRENT AND NON CURRENT FINANCIAL ASSETS

In thousands of EUR	Investments in related parties	Other financial investments	Derivatives	Trade and other receivables	Cash and cash equivalents
MOVEMENTS IN FINANCIAL ASSETS					
Non-current financial assets					
Beginning balance		**17,535**		**3**	
Additions (investments)		3,492		47,953	
Disposals (-)		-5,357		-1	
Reclassification (to) from other items		-679			
Disposals through business disposal (-)					
Impairment (losses) reversals		-182			
Foreign currency exchange increase (decrease)		-2			
Other increase (decrease)					
Ending balance		**14,807**		**47,955**	
Fair value		14,807		47,955	
Valuation		level 3		level 3	
Current financial assets					
Beginning balance		**37,379**		**29,146**	**1,530**
Acquisitions		26,038			
Disposals (-)		-2,315		-12,309	
Reclassification (to) from other items				4	
Disposals through business disposal (-)					
Impairments (-)					
Foreign currency exchange increase (decrease)				-33	
Other increase (decrease)					4,607
Ending balance		**61,102**		**16,808**	**6,137**
Fair value		61,102		16,808	6,137
Valuation		level 3		level 3	level 3

Other financial assets

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

In thousands of EUR	Shares	Securities, other than shares	Loans	Other financial assets	Total
OTHER FINANCIAL ASSETS					
Non current assets					
Beginning balance			**17,257**	**278**	**17,535**
Additions (investments)			3,492		3,492
Disposals (-)			-5,350	-7	-5,357
Reclassification (to) from other items			-679		-679
Disposals through business disposal (-)					
Impairment (losses) reversals			-182		-182
Foreign currency exchange increase (decrease)			-2		-2
Other increase (decrease)					
Ending balance			**14,536**	**271**	**14,807**
Fair value			14,536	271	14,807
Valuation			level 3	level 3	level 3
Current assets					
Beginning balance	**104**			**37,275**	**37,379**
Acquisitions				26,038	26,038
Disposals (-)				-2,315	
Disposals through business disposal (-)					
Impairments (-)					
Other increase (decrease)					
Ending balance	**104**			**60,998**	**61,102**
Fair value	104			60,998	61,102
Valuation	level 3			level 3	level 3

The “shares” on 31 December 2014 cover the net value of the Citobi shares (91 thousand euros) and the shares acquired by Alco Building for the “Tax Shelter” (+13 thousand euros).

The “non-current Loans” concern the net advances granted to the companies consolidated by the equity method: South City Hotel, Immoange, Victor Properties and Air Properties (+3.49 million euros granted in 2014). The -5.35 million euros change corresponds to the payment to Immoange of the acquisition of Victor Estates securities. Taking into account the conditions of sale of South City Hotel, in 2015, a reduction in value of 182 thousand euros was recorded on the debt in 2014.

On 31 December 2014, the “Other current financial assets” concern the long-term deposits (various short-term maturities) in Belgian and foreign banks (Belfius, BNP Paribas Fortis and ING Romania). The net change of +23.72 million euros is mainly due to borrowings contracted at year end and having contributed to the repayment of the bond loan of 75 million euros on January 19, 2015.

Trade and other receivables

In thousands of EUR	2014 Current	2014 Non-current	2013 Current	2013 Non-current
Trade and other receivables				
Trade receivables, gross	14,222	47,953	26,392	
Allowance for bad and doubtful debts				
Other receivables	2,586	2	2,754	3
Total trade and other receivables	**16,808**	**47,955**	**29,146**	**3**
Fair value	16,808	47,955	29,146	3
Valuation	level 3	level 3	level 3	level 3

The “Trade and other receivables” are valued at their nominal value, which is a good representation of their market value.

The payment terms depend mainly on the conditions agreed on the sale of shares or major assets.

At the end of the year, the “Trade and other non-current receivables” total 47.96 million euros. This entry includes the discounted INASTI debt (24.72 million euros) following the sale of the B1 block of offices of the UP-site project, the share of the price of Air Properties (16.53 million euros) to be received taking into account the degree of completion of the project as well as the revenue to be received related to the sale of the Trebel project to the European Parliament (6.71 million euros).

The “Trade and other current receivables” decrease from 29.15 to 16.81 million euros on December 31, 2014. This net decrease of 12.34 million euros is mainly due to:

- the sale of the UP-site project apartments for which the last billing instalments have been paid during the provisional acceptance (-14.62 million euros) ;
- the turnover realised on the 51 units of the Les Brasseries de Neudorf project sold (2.95 million euros).

Except for the cash pledged in favour of BNP Paribas Fortis (1.30 million euros) as part of the Port du Bon Dieu project and the claim on INASTI pledged in favour of Belfius, no other financial assets are subject to a guarantee.

For more details concerning the rights and obligations, please refer to Note 26.

Cash and cash equivalents

In thousands of EUR	2014 Current	2014 Non-current	2013 Current	2013 Non-current
Cash and cash equivalents				
Short-term deposits				
Bank balances	6,133		1,528	
Cash at hand	4		2	
Total cash and cash equivalents	**6,137**		**1,530**	
Fair value	6,137		1,530	
Valuation	level 3		level 3	

Taking into account the cash investments presented in “Other financial assets” of 61 million euros, the total cash reserves now stands at 67.14 million euros.

The financial assets are also summarised as follows:

In thousands of EUR	2014	2013
Financial assets at fair value by means of the profit and loss account		
Investments held until their maturity	67,135	38,805
Loans & debts	79,299	46,406
Financial assets available at sale	375	382
Total of current and non current financial assets	**146,809**	**85,593**

For its project development activities, ATENOR GROUP does not hedge its financial assets.
The main financial risks can be summed up as follows:

- **Forex risks:** by virtue of its activities, ATENOR GROUP is sensitive to exchange rate variations of the Forint (Hungary), the Leu (Romania). The balance sheets of foreign companies are converted into euro at the official exchange rate at closure of the financial year (see table hereafter). The conversion of the financial statements of the subsidiaries from the functional currency (local currency) to the consolidation currency gave rise to conversion differences presented in the equity. The Group did not establish a specific policy for covering this operational exchange rate risk. (See Note 1 – Main accounting methods – paragraph 2.10 – Exchange rate risks).
  Except for the value of the real estate projects abroad (primarily "stock" and goodwill), the other assets and liabilities in foreign currencies do not represent important values in the Group's balance sheet.
  The sensitivity to variations in exchange rates of these currencies is booked under translation adjustments. The table below covers the variations of exchange rates 2014/2013.

Exchange rate (1 € =)	Closing rate		Average rate	
	2014	2013	2014	2013
Forint (Hungary) - HUF	314.89	296.91	309.70	298.02
Leu (Romania) - RON	4.4821	4.4847	4.4377	4.4157

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

Levels of fair value hierarchy:

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

Level 1: **Quoted prices on active markets**

None

Level 2: **(direct or indirect) observable data, other than quoted prices**

Derivatives are valued by the bank belfius based on market parameters.

Level 3: **non observable market data**

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

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

Sensitivity analysis

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

NOTE 18 - OTHER CURRENT AND NON-CURRENT ASSETS

	2014		2013	
In thousands of EUR	Current	Non-current	Current	Non-current
Other assets				
Current tax receivables	3,792		3,440	
Current loans payments	164		35	
Other assets	2,021		863	5
Total other assets	**5,977**		**4,338**	**5**
Fair value	5,977		4,338	5

The other current and non-current assets consist mainly of payable tax assets (3.79 million euros), advance payments (164 thousand euros) and accrued assets (interests, insurances and commissions to be deferred and accrued interests earned for 2.02 million euros).

NOTE 19 - DEFERRED TAX ASSETS AND LIABILITIES

	2014		2013	
In thousands of EUR	Deferred tax assets	Deferred tax liabilities	Deferred tax assets	Deferred tax liabilities
Property, plant and equipment				
Stock of buildings intended for sale		9,254		10,170
Provisions				
Tax losses	5,459		10,281	
Other				
Total deferred taxes related to temporary differences	**5,459**	**9,254**	**10,281**	**10,170**

In accordance with IAS 12 and the accounting principles mentioned in point 2.13, ATENOR GROUP recognizes in the balance sheet the value of the latent tax assets originating from deferred tax losses and tax credits for Atenor Group s.a., Brussels Europa s.a., Namur Waterfront s.a., Mons Properties s.a., HF Immobilier s.a., I.P.I. s.a. and C.P.P.M. s.a.

In addition, deferred tax assets and liabilities are recorded in the balance sheet on the temporary differences between the statutory and consolidated results.

The deferred tax assets and liabilities are offset when they relate to the same legal entity.

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

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

In thousands of EUR	2014	2013
Total of not booked deferred tax assets	**3,190**	**4,077**

The deferred taxes relating to the fiscal losses and tax credits of ATENOR GROUP brought forward were recognized at the level of the future estimated taxable profits. The deferred tax assets not recognized amount to 3.19 million euros. The deferred tax assets relating to the fiscal losses of the real estate subsidiaries in Belgium or abroad are recognized only where there is evidence that a sufficient tax base will emerge in the foreseeable future allowing them to be used.

In thousands of EUR	Net deferred tax assets	Net deferred tax liabilities	Total
On 01.01.2013	13,395	-8,786	4,609
Deferred tax expense and income recorded in profit and loss	-3,114	-1,440	-4,554
Changes in the deferred taxes recorded in equity		56	56
On 31.12.2013	10,281	-10,170	**111**
On 01.01.2014	10,281	-10,170	111
Deferred tax expense and income recorded in profit and loss	-4,822	750	-4,072
Changes in the deferred taxes recorded in equity		166	166
On 31.12.2014	5,459	-9,254	**-3,795**

NOTE 20 - PROVISIONS

In thousands of EUR	Guarantee provisions	Other provisions	Total
Provisions (both current and non-current)			
Provisions, beginning balance	**1,052**	**424**	**1,476**
Additional provisions	1,378		**1,378**
Increase (decrease) to existing provisions		25	25
Amounts of provisions used (-)			0
Amounts not used but written back (-)			0
Increase (decrease) of the discounted amount resulting from the passage of time and the variation of the discount rate			0
Other increase (decrease)			0
Provisions, ending balance	**2,430**	**449**	**2,879**
Non-current provisions, ending balance	**1,378**	**449**	**1,827**
Current provisions, ending balance	**1,052**	**0**	**1,052**

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

"Non-current provisions" amount to 1.83 million euros and, firstly, correspond to the provision concerning the UP³ revenue guarantee for the UP-site project (1.38 million euros) and, secondly, to the provision of 0.45 million euros constituted in the context of the Pixel/AM dispute following the ruling issued by the Tribunal in March 2012. ATENOR GROUP made an appeal on 24 May 2012; the parties have filed various sets of conclusions, including the latest filed by ATENOR in December 2014.

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

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

NOTE 21 - CURRENT AND NON CURRENT FINANCIAL LIABILITIES

In thousands of EUR	Current	Non-current				
2014	Up to 1 year	1-5 years	More than 5 years	Total	Fair value	Valuation
Derivatives	**22**			**22**	**22**	level 2
Financial liabilities						
Finance lease						
Credit institutions	16,989	4,000		**20,989**	20,989	level 3
Bond isssue	75,000	84,958		**159,958**	164,442	levels 1 & 3
Bank overdrafts						
Other loans	38,840	30,328	16,685	**85,853**	85,853	level 3
Total financial liabilities according to their maturity	**130,829**	**119,286**	**16,685**	**266,800**	**271,284**	
Other financial liabilities						
Trade payables	16,183			**16,183**	16,183	level 3
Advance received						
Other payables	26,313	3,650		**29,963**	29,963	level 3
Other financial liabilities		256	36	**292**	292	level 3
Total amount of other liabilities according to their maturity	**42,496**	**3,906**	**36**	**46,438**	**46,438**	

In thousands of EUR	Current	Non-current				
2013	Up to 1 year	1-5 years	More than 5 years	Total	Fair value	Valuation
Derivatives	**28**	**61**		**89**	**89**	level 2
Financial liabilities						
Finance lease						
Credit institutions	25,340	3,000		**28,340**	28,340	level 3
Bond isssue		134,925		**134,925**	139,980	level 1
Bank overdrafts						
Other loans	24,404	12,742	13,430	**50,576**	50,576	level 3
Total financial liabilities according to their maturity	**49,744**	**150,667**	**13,430**	**213,841**	**218,896**	
Other financial liabilities						
Trade payables	15,848			**15,848**	15,848	level 3
Advance received						
Other payables	10,710	9,814		**20,524**	20,524	level 3
Other financial liabilities		36		**36**	36	level 3
Total amount of other liabilities according to their maturity	**26,558**	**9,850**		**36,408**	**36,408**	

Policy of indebtedness and financial risks

The financial risks (credit, liquidity and interest rates) are explained through the Group's policy on indebtedness, which was not changed in 2014.

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

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

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

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

Interest rate risks

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

Derivatives (liabilities)

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

The item "Derivatives liabilities" thus concerns the fair value of the "Interest rate swaps" (-0.07 million euros compared to 2013) contracted by ATENOR GROUP s.a. within the framework of its long-term financing (5 million euros). The compensation of the "Cash flow hedges" is booked in the equity. The changes in value of the derivatives categorised as "Fair value hedges" are entered in the profit and loss account but the changes in fair value of the liabilities hedged linked to the risk hedged (-0.07 million euros) are charged directly to the financial debts.

Financial debts

In thousands of EUR

	Current Up to 1 year	Non-current More than 1 year	Total
Movements on financial liabilities	**49,744**	**164,097**	**213,841**
On 31.12.2013			
Movements of the period			
- New loans	20,400	55,900	76,300
- Reimbursement of loans	-23,340		-23,340
- Short-term/long-term transfer	84,000	-84,000	
- Hedging of fair marketvalue	66		66
- Others	-41	-26	-67
On 31.12.2014	**130,829**	**135,971**	**266,800**

On 31 December 2014, the group indebtedness amounts to 266.80 million euros compared with 213.84 million euros at the end of 2013.

This increase of 52.96 million euros is explained by the new loans contracted in 2014 (+76.30 million euros of which 55.90 million euros long term, i.e. a private bond loan of 25 million euros and 29.90 million of MTNs) offset by repayments during the year of 23.34 million euros including the BNP Paribas Fortis loan concerning the UP-site project (-18.34 million euros).

The "Non-current financial debts" amount to 135.97 million euros on 31 December 2014. They include two bond issues (60 and 25 million euros respectively), the loan of Atenor Group Participations (4 million euros) and the MTNs of 47.15 million euros.

The "Current financial debts" total 130.83 million euros on December 31, 2014. The significant increase from 2013 (81.09 million euros) is mainly due to the bond of 75 million euros maturing in January 2015. This entry also includes the outstanding CP and MTN (38.90 million euros) for the year, the BNP Paribas Fortis funding of 10 million euros contracted by ATENOR GROUP s.a. in October 2014 and the Belfius credit to Brussels Europa (7 million euros) whose deadline has been extended until September 30, 2015.

The financial liabilities classified in "Other loans" (85.85 million euros) concern the "Commercial Papers" and "Medium Term Notes" contracted by ATENOR GROUP s.a. in the context of its CP/MTN programme marketed by Belfius Bank. The accounting value of the financial debts correspond to their nominal value, corrected by the costs and commissions for the setting up of these loans and by the adjustment linked to the valuation of the financial derivatives.

Sensitivity analysis on the variation of the interest rates

We remind that ATENOR GROUP issued, in January 2010, a bond at a fixed rate (6%) for an amount of 75 million euros. This bond issue as well as the second bond (60 million euros at a fixed rate of 5.375%) issued in October 2012 made it possible, among other things, to transform short term indebtedness to long term, leading to a rise in the average annual interest rate (4.57%) borne by the Group and explaining the increase in the financial charges since 2010 compared to periods prior to 2010. This decision sharply reduces the ATENOR's sensitivity to the fluctuation of interest rates. Indeed, the proportion of indebtedness at floating rate amounts to barely 1.87% (5 million euros) of the total of the financial debts. The variations of rates calculated in the hereafter table show the limited impact of an increase or a decrease in short term interest rates.

Impact of the variation of 1% of the average interest rate of the debt and the impact on the 2015 result	Average variable interest rate	Average interest rate of the overall debt	Impact 2015 result (in thousands of EUR)
Average interest rate	0.61%	4.57%	-
Average interest rate + 1 %	1.61%	4.58%	-27
Average interest rate - 1 %	-0.39%	4.56%	+29

For indicative purposes, the market value of the 2012 bond issue would be more than 1.61 million euros (or less than 1.61 million euros) at the nominal value of 60 million euros (book value) of the loan if the market interest rate for a loan with the same characteristics for ATENOR GROUP was less (more) than 1% at December 31, 2014, compared to the nominal rate.

This analysis does not take into account the 75 million bond which, following its repayment in January 2015, would have a very low impact.

Subject to events not known on the date of publication of this report, ATENOR GROUP does not intend to prematurely repay the bonds issued.

Financial debts (in EUR)		Nominal value
Bond issue at 6%	18.01.2010 to 19.01.2015	75,000,000
Bond issue at 5.375 %	26.10.2012 to 26.10.2017	60,000,000
Private placement of bond at 3.5%	03.12.2014 to 03.12.2019	25,000,000
Total bond issues		**160,000,000**
Credit institutions		
Atenor Group Participations		4,000,000
Atenor Group		10,000,000
Project	The One, Brussels Europa (*)	7,000,000
Total credit institutions		**21,000,000**
Other loans	**Expiry dates**	
CP	2014	29,900,000
MTN	16.03.2015	2,000,000
	23.07.2015	5,000,000
	24.07.2015	2,000,000
	28.04.2016	5,000,000
	23.05.2016	1,000,000
	25.10.2016	2,750,000
	02.01.2017	250,000
	17.09.2018	10,250,000
	12.02.2019	5,500,000
	17.09.2019	5,250,000
	21.10.2019	400,000
	17.09.2020	500,000
	20.11.2020	13,500,000
	16.12.2020	500,000
	17.09.2021	1,250,000
	18.02.2022	500,000
	18.02.2026	500,000
Total other payables		**86,050,000**

* Whose maturity is 30.09.2015.

Principal characteristics of the bond issues

No.1 – 2010-2015 (repaid on 19.01.2015)
- Financial Markets: Belgium and the Grand Duchy of Luxembourg
- Amount: € 75,000,000
- Gross annual interest of 6.00%
- Gross actuarial yield: 5.56%
- Issue date: 18.01.2010
- Maturity date: 19.01.2015
- Issue price: 101,875%
- Bond with a nominal value of € 1,000
- Listed on Luxembourg Stock Exchange
- ISIN code: BE5988406146
- Joint Bookrunners and Lead Managers: KBC and Degroof Banks

No.2 – 2012-2017
- Financial Markets: Belgium and the Grand Duchy of Luxembourg
- Amount: € 60,000,000
- Gross annual interest of 5.375%
- Gross actuarial yield: 4,943%
- Issue date: 26.10.2012
- Maturity date: 26.10.2017
- Issue price: 101,875%
- Bond with a nominal value of € 1,000
- Listed on the market of Euronext Brussels
- ISIN code: BE0002188549
- Joint lead Managers and Joint Bookrunners: Belfius and Degroof Banks

No.3 – 2014-2019
- Private placement of bond
- Amount: € 25,000,000
- Gross annual interest of 3.50%
- Gross actuarial yield: 3,225%
- Issue date: 03.12.2014
- Maturity date: 03.12.2019
- Issue price: 101.25%
- Nominal minimum subscription amount per bond: € 100,000 + € 10,000
- Bond with a nominal value of € 10,000
- Unlisted bond
- ISIN code: BE6274319688
- Sole Manager: Belfius bank

Other financial liabilities

The "Other non-current financial liabilities" of 3.65 million euros record, within the context of the Trebel project, the additional price of 3.30 million euros due for the emphyteusis agreement of 28 June 2011 signed with YST as well as the deposit received for the sale of the crèche at La Sucrerie in Ath (0.35 million euros).

The "Other current financial liabilities" stand at 43 million euros on 31 December 2014, against 26.56 million euros in 2013. This increase of 16.44 million euros is explained mainly by the remaining balance owed by ATENOR GROUP s.a. to Swift following the acquisition of the ground at la Hulpe.

The "Other debts" also include the Belfius guarantee of 5 million euros linked to the President case and two retention guarantees on the balance of the invoices of the general contractor (0.91 million euros).

The "Trade payables and other current payables" mature in 2015. They are evaluated at their nominal value, which is a good approximation of their fair value.

Please also refer to note 2 concerning risk management.

Levels of fair value hierarchy:

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

Level 1: Quoted prices on active markets
None

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

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

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

The financial liabilities are also summarised as follows:

In thousands of EUR	2014	2013
Financial liabilities at fair value by means of the profit and loss account		
- elements designated as such at the time of their initial booking (*)	22	89
- elements designated as being held for transaction purposes		
Financial liabilities valued at amortised cost	313,238	250,249
Total	**313,260**	**250,338**

(*) In 2014, the "fair value" adjustment of derivative liabilities stands at -0.02 million euros.

NOTE 22 - OTHER CURRENT AND NON CURRENT LIABILITIES

In thousands of EUR 2014	Current Up to 1 year	Non-current 1-5 years	More than 5 years	Total	Fair value	Valuation
Other liabilities						
Advance received						
Social debts of which payables to employees	249			**249**	249	level 3
Taxes	3,014			**3,014**	3,014	level 3
Accrued charges and deferred income	7,400			**7,400**	7,400	level 3
Total amount of other liabilities according to their maturity	**10,663**			**10,663**	**10,663**	

In thousands of EUR 2013	Current Up to 1 year	Non-current 1-5 years	More than 5 years	Total	Fair value	Valuation
Other liabilities						
Advance received	443			**443**	443	level 3
Social debts of which payables to employees	176			**176**	176	level 3
Taxes	1,667			**1,667**	1,667	level 3
Accrued charges and deferred income	7,573			**7,573**	7,573	level 3
Total amount of other liabilities according to their maturity	**9,859**			**9,859**	**9,859**	

The “Other current and non-current liabilities” are recorded at their nominal value, which is a good approximation of their fair value.

The “Other current and non-current liabilities” consist of deferrals and accruals (7.4 million euros) that record the interests to be accrued on bond loans and other long-term ATENOR GROUP s.a. financing (5.68 million euros) and the rents and rental charges to be deferred for Atenor Group Luxembourg, CVT and NGY (1.49 million euros). This entry also includes the duties and taxes due, namely the VAT debts (0.42 million euros) and the income taxes payable (2.59 million euros).

NOTE 23 - EMPLOYEE BENEFITS

In thousands of EUR	2014	2013
Evolution of the employee benefits		
At the end of the preceding period	**80**	**43**
Establishment of new provisions		
Increase (decrease) of existing provisions	158	46
Transfers to "Liabilities included in disposal groups held for sale"		
Amounts of provisions used or provisions reversed		-9
At the end of the period	**238**	**80**
of which non-current pension obligation	238	80
of which current pension obligation		

In 2014, the employee benefits cover the Group’s insurance obligations (IAS 19R).

All post-employment benefits plans are of the “defined benefit” type. These plans provide staff benefits during retirement as well as in case of death.

The amount recognised in the balance sheet reflects the present value of the liabilities less the fair value of the plan assets.

In thousands of EUR	2014	2013
Statement of financial position		
Present value of the defined benefit obligations	1,126	860
Fair value of plan assets	-888	-785
Obligations arising from defined benefit plans	**238**	**75**
Assets arising from defined benefit plans		**-5**

In thousands of EUR	2014	2013
Overall profit and loss statement		
Transition IAS 19 R on 01.01.2013 (*)		41
Current service costs	42	38
Interest cost on the defined benefit obligation	31	39
Interest income on plan assets	-29	-33
Defined benefit costs recognized in profit or loss	**44**	**85**
Transition IAS 19 R on 01.01.2013 (*)		272
Actuarial (gains)/losses on defined benefit obligation	185	-127
Actuarial (gains)/losses on plan assets		-4
Other elements of the overall profit and losses	**185**	**141**
Defined benefit costs	**229**	**226**

(*) The new IAS 19 standard has come into force for fiscal years beginning on or after January 1, 2013 with retrospective application. Given the limited exposure of the group to the problem of employee benefits, the impact of the new standard is negligible and the 2012 financial statements have not been restated.

In thousands of EUR	2014	2013
Present value ot the obligation, opening balance	**860**	**1.695**
Current service cost	42	38
Financial cost	31	39
Contributions from plan participants	12	10
Actuarial (gains) losses	185	-127
Benefits paid	-4	-795
Present value ot the obligation, closing balance	**1,126**	**860**

In thousands of EUR	2014	2013
Fair value of the plan assets, opening balance	**785**	**1,480**
Expected return	29	33
Contributions from employer	66	53
Contributions from plan participants	12	10
Actuarial (gains) losses		4
Benefits paid	-4	-795
Fair value of the plan assets, closing balance	**888**	**785**

	2014	2013
Followed assumptions		
Discount rate on 31 December	2.00%	3.50%
Inflation rate	2.00%	2.00%
Salary increases (in addition to the inflation)	0%	0%
Mortality	MR/FR	MR/FR

ATENOR GROUP STOCK OPTIONS PLANS:

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

SOP 2007

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

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

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

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

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

SOP 2008

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

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

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

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

SOP 2009

The Stock Option Plan 2009 has reached maturity without having been exercised and without any impact on the 2014 accounts.

SOP 2011

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

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

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

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

SOP 2012

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

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

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

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

We describe in detail the ATENOR GROUP "stock options" actually allocated.

Attribution in	2012	2011	2008	2007
Exercise price	€ 23.46	€ 33.40	€ 39.17	€ 42.35
Number of options on 31.12.2013	49,000	50,800	51,100	47,800
Number of options on 31.12.2014	46,500	49,300	31,850	45,100
Exercise periods	10.03 au 08.04.2016	10.03 to 10.04.2015	26. 03 to 20.04.2015	28.03 to 22.04.2015
	02 au 30.09.2016	02 to 30.09.2015	01 to 31.10.2015	01 to 31.10.2015
			26.03 to 20.04.2016	28.03 to 22.04.2016
			01 to 31.10.2016	01 to 31.10.2016
			26.03 to 20.04.2017	28.03 to 22.04.2017
			01 to 31.10.2017	
Expiry dates	**30.09.2016**	**30.09.2015**	**31.10.2017**	**22.04.2017**

ATENOR GROUP INVESTMENTS STOCK OPTIONS PLANS:

SOP 2013

In July 2013, the Nomination and Remuneration Committee put in place a stock option plan on ATENOR GROUP INVESTMENTS (AGI) shares for the benefit of all Group members of personnel and employees. This company, a 100% ATENOR GROUP subsidiary, acquired from ATENOR GROUP 150,000 own shares at an average price of 31.90 euros (weighted average of the three months preceding the acquisition) constituting its sole assets. The options issued on this subsidiary benefit the management, staff and ATENOR GROUP service providers. These options were largely distributed among members of personnel and employees on the basis of six levels of seniority; the two first levels (members of the Executive Committee and Directors, amounting to 11 people including the CEO) were assigned an identical number of options.

A first tranche of 37,500 options on AGI shares was issued on August 5, 2013, of which 30,060 have been accepted.

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

Based on the value of the options on the attribution date (5 August 2013), the charge has been spread over 4 years, prorata temporis. This charge came to 7 thousand euros in 2013 and to 21 thousand euros in 2014. It will stand at 21 thousand euros in 2015 and at 3.5 thousand euros in 2016.

SOP 2014

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

Based on the value of the options on the attribution date (3 February 2014), the charge has been spread over 4 years, prorata temporis. This charge came to 21 thousand euros in 2014. It will stand annually at 28 thousand euros in 2015 and 2016 and at 7 thousand euros in 2017.

SOP 2015

A third tranche of 39,985 options on AGI shares was issued on 23 February 2015. Their exercise price was fixed, on favourable opinion of the AGI Auditor, at 16.39 euros per option, corresponding to their inventory value per AGI share on 31 January 2015, after re-evaluation of the ATENOR GROUP share portfolio at 40.526 euros per share, corresponding to the average of the 20 last closing prices. These options will be exercisable during the periods from 12 to 31 March 2018, 11 to 31 March 2019 and from 9 to 31 March 2020 each time after the publication of the annual results.

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We describe in detail the ATENOR GROUP INVESTMENTS “stock options” actually allocated.

Attribution in	2015	2014	2013
Exercise price	€ 16.39	€ 9.32	€ 6.00
Number of options on 31.12.2013	-	37,500	30,060
Number of options on 31.12.2014	39,985	35,700	28,560
Exercise periods	12 to 31.03.2018 11 to 31.03.2019 9 to 31.03.2020	13 to 31.03.2017 12 to 31.03.2018 11 to 31.03.2019	14.03 to 01.04.2016 13 to 31.03.2017 12 to 30.03.2018
Expiry dates	**31.03.2020**	**31.03.2019**	**30.03.2018**

On December 31, 2014, ATENOR GROUP holds 157,142 treasury shares through its subsidiary AGI - acquired at an average price of 40.38 euros for a total amount of 6.35 million euros. These shares are intended to cover these option plans.

NOTE 24 - CONTINGENT LIABILITIES AND DISPUTES

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

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

- In the context of the tax dispute involving what are known as “Liquidity Companies”, which could concern more than 700 companies in Belgium, major charges were brought against certain of the Group’s former subsidiary companies. These companies had been sold, more than fifteen years ago, to investors introduced and recommended to ATENOR GROUP by intermediaries and banking institutions of repute

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

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

  Currently, ATENOR GROUP and some of its directors are involved in three ongoing proceedings. Only one of these procedures has resulted in a judgment to date.

  The “E. Migeotte / Société Générale (France)” case concerns a large number of companies acquired and immediately resold by the Belgian branch of Société Générale (France). This case appeared before the Correctional Court of Turnhout on December 3 and 4, 2014. At the end of a thorough analysis of the details of the case, the Court, by judgment of 14 January 2015, acknowledged the good faith of ATENOR GROUP and its directors as well as the absence of any offence on their part and declared their acquittal.

  The public prosecutor has, however, appealed this judgment, so that this case cannot be definitively closed.

  The two other similar cases (“Erasmonde - American Energy”and “D-Facto-Cabepo”), in progress for many years, should be heard in a few months before the Correctional Court of Brussels.

  Furthermore, ING bank, whose responsibility in a similar case and dating from 1998 was called into question by the tax authorities, intends to involve ATENOR GROUP in this civil procedure.

  In general, ATENOR GROUP, which fully and honestly cooperated in the investigations carried out by the legal and tax authorities, confirms that it has not committed any fraud either with regard to tax law or to company law, and is confident that its good faith will be acknowledged in all of the above mentioned cases.

- As regards the PIXEL building in Luxembourg, general contractors Soludec and CIT Blaton issued a summons against ATENOR GROUP for reimbursement of penalties for which ATENOR had obtained payment by calling on bank guarantees (0.54 million euros) and as payment for various other damages.

  On 9 March 2012, the District Court of Luxembourg partially accepted this request, to the limit of 0.37 million euros. On 24 May 2012, ATENOR GROUP, appealed this ruling and set aside provisions in the 2012 in the amount of 0.37 million euros. This is still pending on appeal.

- A dispute opposes the ATENOR GROUP LUXEMBOURG to the consortium of the contractors Soludec, CIT Blaton and Van Laere, to whom the construction of the PRESIDENT building was entrusted. ATENOR is asking in court in particular for the application of contractual penalties for lateness, while the contractors are claiming various damages. These procedures are still ongoing before the Luxembourg District Court. The legal expert appointed in July 2013 submitted his report in 2013. ATENOR GROUP LUXEMBOURG has called upon the bank guarantees set up for its benefit. From them it obtained payment in the amount of 5.00 million euros by ruling in February 2011. This ruling was confirmed in December 2012 by the Court of Appeals of Luxembourg. This amount has not been recorded in the consolidated results.

ATENOR GROUP is of the opinion that the claims the Group is facing are unfounded and, consequently, no provision other than that incorporated in the PIXEL litigation has been made for dealing with these disputes.

NOTE 25 - SUBSEQUENT EVENTS

In February 2015 ATENOR and its partners concluded an agreement regarding the sale of the company South City Hotel owning the hotel and this had no impact on the results for 2015.

On 23 February 2015, ATENOR GROUP issued a third tranche of the stock option plan (SOP 2015) for the subsidiary named ATENOR GROUP INVESTMENTS (AGI).

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

This SOP may be exercised during the three following periods: 12 March to 31 March 2018, from 11 March to 31 March 2019 and from 9 March to 31 March 2020.

No other important event occurring since 31 December 2014 must be noted.

NOTE 26 - RIGHTS AND COMMITMENTS

In thousands of EUR	2014	2013
Guarantees constituted or irrevocably promised by third parties		
Bank guarantees for security deposits (1)	22,838	19,835
Other security deposits received	100	100
Real securities constituted or irrevocably promised by the companies on their own assets		
Mortgages (2) :		
- accounting value of the buildings mortgaged	45,107	74,594
- amount of the registration	35,078	78
- with mortgage proxy	124,422	61,922
Guaranteed receivables (3)	24,718	
Guaranteed deposits	1,304	12,641
Guaranteed securities	p.m.	p.m.
Other acquisition or transfer commitments		
Commitments for the acquisitions of buildings (4)	9,901	23,302
Commitments for the disposals of buildings	390	
Purchase option on buildings	p.m.	p.m.
Commitments and guarantees constituted towards third parties		
Various bank guarantees/other security deposits in solidarity (5)	70,045	78,469
Lease guarantees	573	183

(1) This item includes the bank guarantees received from contractors within the framework of the UP-site (9.83 million euros), Trebel (4.27 million euros), Port du Bon Dieu (2.51 million euros), Vaci Greens (2.79 million euros) and AIR (2.15 million euros) projects.

(2) Mortgages
- in favour of KBC bank as part of the credit agreement concerning the Trebel project;
- in favour of Belfius bank as part of the credit contracted by Brussels Europa (maturity: 30 September 2015) and
- in favour of BNP Paribas Fortis as part of the credit contracted by Build UP. As of December 31, 2014, this credit has been repaid in full.

(3) Debt of 24.72 million euros pledged on INASTI in favour of Banque Belfius

(4) Concerns the acquisition commitments associated with the Au Fil des Grands Prés in Mons (6.40 million euros) and Victor (maximum 3.5 million euros) projects.

(5) This item covers in particular:
- the completion guarantees concerning the Brasseries de Neudorf (23.34 million euros) and Port du Bon Dieu (15.82 million euros) residential housing projects;
- the bank guarantee of 15 million euros issued by KBC in favour of the European Parliament (Trebel project) ;
- the joint and indivisible pledge of ATENOR GROUP of up to 7 million euros on behalf of Brussels Europa in favour of Banque Belfius (maturity: 09.2015).

NOTE 27 - PARTICIPATIONS

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

The main changes in the consolidation perimeter during 2014:

On 30 May 2014 ATENOR GROUP and PI Group (BDO partners) acquired all (50/50) of Air Properties. They agreed on a partnership between shareholders for the development of the project located at Cloche d'Or. Following the Air Properties sale agreement dated October 14, 2014 that severely limited the control of ATENOR GROUP and its partner PI GROUP, the participation in Air Properties was deconsolidated in accordance with IFRS 10 (Separate Financial Statements) and 11 (Partnership).

As of December 24, 2014, ATENOR GROUP repurchased 50% of the shares of Victor Estates from the Immoange company (also 50% owned). ATENOR GROUP s.a. then sold 5% of this holding to its subsidiary Atenor Group Holdings on 29 December 2014. This participation is equity consolidated in accordance with IAS 28 (Investments in associates and joint ventures) in the accounts 31 December 2014.

STATEMENT BY THE MANAGEMENT

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

- the consolidated financial statements at 31 December 2014 have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and fairly present the assets, financial situation and results of ATENOR GROUP and the companies included in the consolidation (1);
- the management report contains a true reflection of the development of the business, the results and the situation of ATENOR GROUP s.a. and the consolidated companies as well as a description of the main risks and uncertainties which they are confronted with.

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

REPORT OF THE AUDITORS

STATUTORY AUDITOR'S REPORT TO THE GENERAL SHAREHOLDERS' MEETING ON THE CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY ATENOR GROUP SA, AS OF AND FOR THE YEAR ENDED 31 DECEMBER 2014

As required by law, we report to you on the performance of our mandate of statutory auditor. This report includes our opinion on the consolidated financial statements, as well as the required additional statement. The consolidated financial statements comprise the consolidated statement of financial position as at 31st December 2014, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year ended 31st December 2014 and the explanatory notes.

REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS – UNQUALIFIED OPINION

We have audited the consolidated financial statements of the company Atenor Group SA for the year ended 31st December 2014, prepared in accordance with the International Financial Reporting Standards (IFRS) as adopted by the European Union, which show a consolidated statement of financial position total of EUR 449,198,411.83 and a consolidated income statement showing a consolidated profit for the year of EUR 15,333,421.92.

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 the International Financial Reporting Standards and for such internal control as the board of Directors determines is necessary to enable the preparation of annual accounts 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 (ISAs). 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 the company's internal control relevant to the 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 entity'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 the board of Directors and company officials the explanations and information necessary for performing our audit.

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

Unqualified opinion

In our opinion, the consolidated financial statements of the company Atenor Group SA give a true and fair view of the group's equity and financial position as at 31st December 2014, and of its results and its 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 Director's report on the consolidated financial statements.

In the context of our mandate and in accordance with the Belgian standard which is complementary to the International Standards on Auditing (ISAs) as applicable in Belgium, our responsibility is to verify, in all material respects, compliance with certain legal and regulatory requirements. On this basis, we make the following additional statement, which do not modify the scope of our opinion on the consolidated financial statements:

– The Director's report the consolidated financial statements includes the information required by law, is consistent with the consolidated financial statements and is free from material inconsistencies with the information that we became aware of during the performance of our mandate.

Brussels, 19 March 2015

Mazars Réviseurs d'Entreprises SCRL

Statutory Auditor

Represented by

Philippe GOSSART

Annual accounts

Financial Annual Report 2014

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

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

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

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

The annual accounts, the management report and the report of the auditor are available upon simple request at the following address: Avenue Reine Astrid, 92 in B-1310 La Hulpe.

ASSETS

In thousands of EUR	2014	2013
Fixed Assets	**314,760**	**300,506**
I. Start-up expenses	103	145
II. Intangible assets	7	11
III. Tangible assets	235	253
IV. Financial assets	314,415	300,097
Current Assets	**164,680**	**82,738**
V. Amounts receivable after one year	25,050	332
VI. Stocks and orders in the course of execution	78,272	44,114
VII. Amounts receivable within one year	1,959	3,285
VIII. Investments	58,911	34,469
IX. Cash at bank and petty cash	171	119
X. Deferred charges and accrued income	317	419
TOTAL ASSETS	**479,440**	**383,244**

LIABILITIES

Group capital and reserves	**109,692**	**100,924**
I. Capital	51,113	44,644
IV. Reserves	17,653	16,976
V. Accumulated profits	40,926	39,304
Provisions and deferred taxes	**1,161**	**1,161**
VII. A. Provisions for liabilities and charges	1,161	1,161
Creditors	**368,587**	**281,159**
VIII. Amounts payable after one year	186,656	215,220
IX. Amounts payable within one year	176,111	60,745
X. Accrued charges and deferred income	5,820	5,194
TOTAL LIABILITIES	**479,440**	**383,244**

Declaration relating to the consolidated accounts
The company draws up and publishes the consolidated accounts and a consolidated management report in conformity with the legal requirements.

INCOME STATEMENT

In thousands of EUR	2014	2013
I. Operating income	65,536	36,846
II. Operating charges	(44,175)	(21,538)
III. Operating profit (loss)	**21,361**	**15,308**
IV. Financial income	4,058	3,276
V. Financial charges	(10,390)	(9,724)
VI. Operating profit (loss) before taxes	**15,029**	**8,860**
VII. Extraordinary income	14	60
VIII. Extraordinary charges	(1,084)	(520)
IX. Profit of the financial year before taxes	**13,959**	**8,400**
X. Incomes taxes	(421)	(403)
XI. Profit of the financial year	13,538	7,997
XIII. Profit of the financial year to be appropriated	**13,538**	**7,997**

APPROPRIATION ACCOUNT

A. Profit to be appropriated	**52,842**	**50,433**
1. Profit for the financial year	13,538	7,997
2. Profits brought forward	39,304	42,436
C. Appropriations to equity (-)	**(677)**	**(400)**
2. To legal reserve	677	400
D. Profit (loss) to be carried forward (-)	**(40,926)**	**(39,304)**
1. Profit to be carried forward	40,926	39,304
F. Profit to be distributed (-)	**(11,239)**	**(10,729)**
1. Dividends	10,915	10,504
2. Director's entitlements	324	225

VALUATION RULES

- Start-up costs: fully amortised in the year in which they are recorded.
- Intangible assets: added to the balance sheet at their acquisition value. The depreciation is based on the linear method at the rates allowed for tax purposes.
- Tangible assets: added to the balance sheet at their acquisition price or their contribution value.

  The depreciation of major assets is based on the linear method at the rates allowed for tax purposes.

  Capital assets such as the replacement of furniture or office supplies are fully depreciated in the year of acquisition.
- Financial assets: participations and other securities in portfolio

  In general, our participations are valued at their acquisition value, taking into account the amounts remaining to be released, possibly modified by write-downs and or revaluations made in previous years. This rule is however departed from if the current estimated value is permanently less than the value determined as specified above. In this case, a reduction equal to the observed impairment is recorded.

  Losses of value are reversed when a lasting added value is observed on the securities that have been the subject of such a reduction.

  The estimated value is fixed objectively for each security individually on the basis of one of the following elements:

  • market value (when it is significant);
  • subscription value (for recent acquisitions);
  • value of the net asset based on the last balance sheet published (*) ;
  • value of the compensation claimed or provided for in the negotiations in progress when it concerns the securities of Zaïrianised companies;
  • other information in our possession in particular enabling the estimation of the risks of various hazards;
  • realisation value.

  For investments in foreign companies, the conversion into EUR is done at the exchange rate at the end of the year.

  The valuation method for each will therefore be used for each security from year to year unless a change in circumstances leads us to opt for another method. In this case, a special mention is made in the annex.
- Stocks: Properties acquired or constructed for resale are recognised in stocks. They are valued at their cost price. This cost price is obtained by adding to the price of acquisition of raw materials, the consumable materials and supplies, and the direct costs of manufacturing. It does not include indirect costs such as financial expenses, insurance premiums, taxes and planning charges.

  Losses of value are made on the basis of the kind of activity.
- Debts and other creditors: registered at their original value. Losses of value are made where the estimated realisable value is less than the amount of the original receivable as well as in the case of receivables on nationalised assets whose reimbursement has not been made subject to a regulation.
- The valuation of litigation and guarantees is based on the criteria for recovery.
- Cash equivalents: recognised at their nominal value.
- Debts: recognised at their nominal value.

(*) The most commonly used criterion.

GENERAL INFORMATION

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

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

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

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

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

Registered office of ATENOR GROUP
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E-mail: info@atenor.be
Website: www.atenor.be
Enterprise nº: VAT BE 0403 209 303

Stock exchange listing of ATENOR GROUP share
Euronext Brussels
ISIN code: BE0003837540

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

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

ATEB LISTED EURONEXT

Reuters
ATEO.BR

Bloomberg
ATEB BB

Financial calendar (1)
24 April 2015
Intermediate declaration for first quarter 2015
General Assembly 2014
Communication relating to the terms and modalities of the optional dividend

26 May 2015
Dividend payment (subject to the approval of the General Assembly and the allocation of the shares in the framework of the optional dividend)

17 September 2015
Half-year results 2015

19 November 2015
Intermediate declaration for third quarter 2015

10 March 2016
Annual results 2015

22 April 2016
General Assembly 2015

Financial service
The financial service in charge of the optional dividend for 2012 (coupon No. 7) and for 2013 (coupon No. 8) was provided by Euroclear Belgium and will also be for 2014 (coupon No. 9).

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

(1) Communicated dates subject to changes

Design & realisation
The Design Factory
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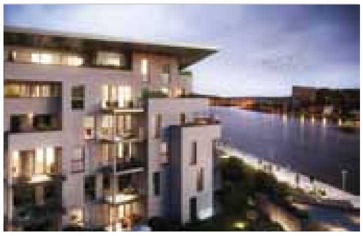

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RPM Nivelles

Investor Relations
Sidney D. Bens,
Chief Financial Officer