				9	EUR	
NAT.	Date du dépôt	N°	P.	U.	D.	CONSO 1

CONSOLIDATED FINANCIAL STATEMENTS IN THOUSANDS OF EURO

NAME OF THE CONSOLIDATING ENTITY: FINANCIERE DE TUBIZE ....
Legal form : Limited Liability Company ....
Address: Allée de la Recherche .... N°: 60.................. Bte: ....
Postal code: 1070........................... Commune: Anderlecht..
Country : Belgium..
Register of legal persons – Commercial Court of Brussels ....
Website http://www.financiere-tubize.be ....

Company number: BE 0403.216.429

CONSOLIDATED FINANCIAL STATEMENTS communicated to the general meeting of shareholders of 23/04/2014

And related to the financial year covering the period from 01/01/2013 au 31/12/2013

Previous financial year 01/01/2012 au 31/12/2012

COMPLETE LIST OF THE DIRECTORS AND STATUTORY AUDITORS OF THE CONSOLIDATING ENTITY
DIRECTORS..
Tesch François, chairman, Rue Léon Laval 12, 3372 Leudelange, Luxembourg ....
du Monceau Evelyn, director, Avenue des Fleurs, 1150 Bruxelles ....
van Rijckevorsel Cédric, director, 11 Ferrymans Quay, William Morris Way, London SW6 2UT, United Kingdom ....
Janssen Cyril, director, Rue Gaston Bary 89, 1310 La Hulpe..
Janssen Charles-Antoine, director, Avenue Ernest Solvay 108, 1310 La Hulpe..
STATUTORY AUDITORS : Mazars Réviseurs d’entreprises, represented by Philippe Gossart, Avenue Marcel Thiry 77 bte 4, 1200 Bruxelles

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Attached documents : consolidated financial statements

Consolidated statement of profit or loss and other comprehensive income

€ 000	Note	2013	2012
Profit or loss			
Share of the profit of UCB (equity method)	2.2.	75,761	92,740
Borrowing cost	2.3.1./3.2.7.	-11,541	-12,978
Other income and expenses	3.4.	-775	-517
Profit before taxes		63,445	79,245
Income taxes	2.3.2./3.3.1.	-1,739	-1,433
Profit*		**61,706**	**77,812**
Earnings per share (€)	4.1.	*1.38*	*1.74*
Other comprehensive income, after tax			
Items that will not be reclassified to profit or loss		*2,241*	*-22,811*
Share of other comprehensive income of UCB (equity method)	2.2./3.1.3.	2,241	-22,811
Items that may be reclassified subsequently to profit or loss		*-17,332*	*-30,029*
Cash flow hedges	2.3.3./3.2.8.	7,776	-3,838
Share of other comprehensive income of UCB (equity method)	2.2./3.1.3.	-25,108	-26,191
Other comprehensive income*		**-15.091**	**-52,840**
Comprehensive income*		**46,615**	**24,972**

* Entirely attributable to the owners of the parent

Consolidated statement of financial position

€ 000 31 December	Note	2013	2012
Investment in UCB (equity method)	2.2./3.1.	1,804,230	1,782,740
UCB stock loan	3.2.4.	-	607
Total non current assets		1,804,230	1,783,347
Prepayments	3.2.5.	27	-
Cash and cash equivalents	3.2.6.	477	193
Total current assets		504	193
Total assets		1,804,724	1,783,540
Equity		1,551,504	1,490,008
Bank borrowings	2.3.1./3.2.7.	167,003	205,701
Hedging financial instruments	2.3.3./3.2.8.	7,643	12,808
Deferred taxes	2.3.2./3.3.4.	20,778	20,500
Total non current liabilities		195,424	239,009
Bank borrowings	2.3.1./3.2.7.	55,192	50,437
Hedging financial instruments	2.3.3./3.2.8.	1,864	3,357
Suppliers and other creditors	3.2.9.	750	729
Total current liabilities		57,806	54,523
Total liabilities		253,230	293,532
Total equity and liabilities		1,804,734	1,783,540

Consolidated statement of cash flows

€ 000	2013	2012
Profit before taxes	63,445	79,245
Net finance cost	11,499	12,941
Share in the profit of UCB	-75,761	-92,740
Changes in operating payables and receivables	-6	-38
Cash flows from operating activities	-823	-592
Dividends received	67,697	66,370
Interests received	42	37
Reimbursement UCB stock loan	600	-
Cash flows from investment activities	68,339	66,407
Dividends paid	-21,412	-21,412
Interests and fees paid	-10,820	-12,489
Reimbursement of bank borrowings	-35,000	-32,500
Cash flows from finance activities	-67,232	-66,401
Total cash flows	284	-586
Cash and cash equivalents beginning of period	193	779
Cash and cash equivalents end of period	477	193

Consolidated statement of changes in equity

€ 000	Capital and share premium (note 3.5)	Subordi-nated perpetual	Retained earnings	Treasury shares	Other reserves	Transla-tion adjust-ments	Assets held for sale	Cash flow hedges	Net investment hedge	Total equity
Balance at 01/01/2013	236,225	106,689	1,344,064	-86,482	17,755	-137,513	-942	-9,733	19,945	1,490,008
Dividends			-21,412							-21,412
Impact of UCB own shares (note 2.8.)		1,087	18,729	-879	180	-1,249	-11	-10	203	18,050*
Comprehensive income			61,706		2,241	-33,029	-1,264	-16,961		46,615
Share of other changes in equity of UCB (equity method)			-1,792	26,124				-6,089		18,243
- Share based payments			*7,597*							*7,597*
- Transfer between reserves			*-3,130*	*9,219*				*-6,089*		*0*
- Treasury shares				*16,905*						*16,905*
- Dividends to holders of subordinated perpetuals			*-8,501*							*-8,501*
- Put/call option on non controlling interest			*2,242*							*2,242*
Balance at 31/12/2013	236,225	107,776	1,401,295	-61,237	20,176	-171,791	-2,217	1,129	20,148	1,551,504

* of which € 16,885k prior years' adjustment (note 2.8.)

Balance at 01/01/2012	236,225	106,689	1,296,854	-95,031	57,677	-110,042	-327	-7,899	19,945	1,504,091
Dividends			-21,412							-21,412
Difference between dividend received from UCB and the Company's interest in UCB's total distribution			2,119							2,119
Comprehensive income			77,812		-22,811	-27,580	-615	-1,834		24,972
Share of other changes in equity of UCB (equity method)			-6,623	8,549	-17,111					-15,185
- Share based payments			*5,924*							*5,924*
- Transfer between reserves			*-6,233*	*6,233*						*0*
- Treasury shares				*2,316*						*2,316*
- Equity component convertible bond					*-2,675*					*-2,675*
- Dividends to holders of subordinated perpetuals			*-8,433*							*-8,433*
- Business combinations					*-3,939*					*-3,939*
- Put/call option on non controlling interest					*-10,497*					*-10,497*
- Impact of UCB own shares (note 2.8.)			*2,119*							*2,119*
Balance at 31/12/2012	236,225	106,689	1,346,631	-86,482	17,755	-137,622	-942	-9,733	19,945	1,492,466
Share of change in equity of UCB (equity method) resulting from the adjustment in 2013 of the provisional amounts recognised in respect of a 2012 business combination (note 2.7.1.).			-2,567			109				-2,458
Restated balance at 31/12/2012	236,225	106,689	1,344,064	-86,482	17,755	-137,513	-942	-9,733	19,945	1,490,008

Notes

1. General information

Financière de Tubize (the Company) is a limited liability company incorporated and domiciled in Belgium. Its registered office is based in 1070 Brussels, Allée de la Recherche 60. Its shares are publicly traded on NYSE Euronext Brussels.

The principal activity of the Company is the holding and management of a 36.2% investment in UCB, a biopharmaceutical company also listed on NYSE Euronext Brussels.

2. Accounting policies

2.1. Basis of preparation of the consolidated financial statements

The consolidated financial statements are prepared in accordance with International Financial Reporting Standards (IFRS) and IFRIC (International Financial Reporting Interpretation Committee) interpretations, as adopted by the European Union. They are prepared on a historical cost basis, except for derivative financial instruments that are measured at fair value.

2.2. Basis of consolidation

Whether or not consolidated financial statements are to be prepared and published, is determined by the Belgian Company Code, not IFRS. According to the Belgian Company Code, the Company must prepare and publish consolidated financial statements when it controls one or more entities. According to article 5, §3 of the Belgian Company Code, the Company is presumed to have *de facto* control over UCB if its voting rights exercised at the two latest shareholders meetings of UCB represent the majority of the voting rights present at these meetings. This was the case at the ordinary general shareholders meetings held in 2013 and 2012. Consequently, the Company is required to prepare and publish consolidated financial statements.

The scope of the consolidation and the preparation of the consolidated financial statements are solely based on IFRS. Based on the application of the definitions and criteria of IAS 27 and 28 and in the absence under IFRS of the presumption of *de facto* control as defined under Belgian law, the board of directors is of the opinion that the Company does not control UCB based on the criteria of IFRS. The Company having significant influence over UCB, the latter is considered to be an associated company as defined by IAS 28. The investment in UCB is therefore accounted for using the equity method.

The equity method is a method of accounting whereby the investment in UCB is initially recorded at cost and adjusted thereafter for the Company's share of post acquisition changes in the net assets of UCB. The Company's share of UCB's post acquisition profits or losses is recognised in profit or loss, its share of UCB's post-acquisition other comprehensive income is recognised in other comprehensive income, and its share of other post acquisition changes in the net assets of UCB is recognised in the statement of changes in equity. The cumulative post acquisition movements adjust the carrying amount of the investment. Distributions received from UCB reduce the carrying amount of the investment. Goodwill resulting from the acquisition of the investment is included in the carrying value of the investment and is not separately tested for impairment; rather the entire carrying value of the investment is tested for impairment as a single asset, whenever application of the requirements in IAS 39 indicates that the investment may be impaired, by comparing its recoverable amount (the higher of value in use and fair value less costs to sell) with its carrying amount.

2.3. Summary of other significant accounting policies

Reference is also made to UCB's summary of significant accounting policies; through the equity method of accounting they do impact the Company's financial position and results.

2.3.1. Bank borrowings

Bank borrowings are initially measured at the cash obtained, net of directly attributable transaction costs.

They are subsequently measured at amortised cost using the effective interest method with gains and losses recognised in profit or loss when the debt is derecognised as well as through the amortisation process.

Bank borrowings, or part of it, are derecognised when they are extinguished, that is, when the obligation specified in the borrowing contract, is (partly) discharged by paying the bank.

Debt restructuring is accounted for as an extinguishment of the original debt and the recognition of a new debt, only if the terms of the debt have substantially changed, which is the case if the net present value of the cash flows under the new terms (including any fees and costs incurred) discounted at the original effective interest rate is at least 10% different from the discounted present value of the remaining cash flows of the original debt. If the restructuring is accounted for as an extinguishment of the original debt, the difference between the carrying amount of the original debt and the fair value of the new debt assumed, as well as any fees and costs incurred, are recognised in profit or loss at the date of extinguishment. If the restructuring is not accounted for as an extinguishment, the carrying value of the original debt, net of fees and costs incurred, is treated as the new basis for amortised cost accounting, using the new effective interest rate; fees and costs incurred as part of the restructuring are thus amortised over the remaining term of the restructured debt according to the effective interest method.

Borrowings are classified as current liabilities unless there is an unconditional right to defer settlement of the liability for at least twelve months after the balance sheet date.

2.3.2. Income taxes

Income tax expenses or credits comprise current and deferred income taxes. They are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income, in which case the tax expenses or credits are recognised in other comprehensive income.

Current income taxes are calculated on the basis of the tax laws enacted or substantially enacted in Belgium at the balance sheet date.

Deferred income taxes are calculated on temporary differences between the carrying amounts of assets and liabilities and their corresponding tax bases. Deferred income tax liabilities are generally recognised for all taxable temporary differences and deferred income tax assets are recognised to the extent it is probable that future taxable profits will be available against which deductible temporary differences, carried forward tax credits or carried forward tax losses can be utilised.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred income taxes are calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised. Deferred tax assets and liabilities are not discounted.

Deferred income tax assets and liabilities are only offset if the Company has a legally enforceable right to offset current tax liabilities and assets and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Deferred income tax assets and liabilities are classified as non-current.

2.3.3. Cash flow hedges

The Company uses interest rate swaps to hedge most of its exposure to cash flow risks arising from variable rate bank borrowings. The Company documents, both at hedge inception and on an on-going basis, that the interest rate swaps are highly effective in offsetting changes in cash flows of the bank borrowings.

The interest rate swaps are initially recorded at fair value and attributable transaction costs are recognised in profit or loss when incurred. The interest rate swaps are subsequently re-measured at fair value. The effective portion of changes in the fair value of the interest rate swaps is recognised in other comprehensive income. The gain or loss relating to the ineffective portion, if any, is recognised immediately in profit or loss.

A cash flow hedge relationship is discontinued prospectively if the hedge fails the effectiveness test, the hedging instrument is sold or terminated, or management revokes the hedge designation.

The clean price of the interest rate swaps is classified as a non current asset or liability when the remaining duration of the hedged bank borrowings is more than twelve months and as a current asset or liability when the remaining maturity of the hedged bank borrowings is less than twelve months. The interest accruals are classified as current.

2.4. Judgements and accounting estimates

The board of directors has made the following critical judgments in the process of selecting and applying the Company's significant accounting policies:

- Determine the method of accounting for the investment in UCB; the analyses and conclusions of the board are summarised in note 2.2.
- Determine whether there are indicators that the investment in UCB might be impaired; the board concluded that there are no such indicators and observes that the fair value of the investment significantly exceeds its carrying value (see also note 3.1.2.).

In estimating the fair values of the interest rate swaps and the fixed rate bank borrowings (the latter for disclosure purposes), the Company applies the technique of discounting the contractual future cash flows. The fair values of all other financial assets and liabilities (for disclosure purposes) are assumed to approximate their carrying values. In applying the discounting technique the Company uses observable data of level 2, such as current and forward interest rates and rate curves.

2.5. Initial application of new or amended standards and interpretations

Several new or amended IFRSs or IFRIC interpretations apply for the first time in 2013. Not all of them impact the numbers reported by the Company. For those that do, this impact is described below. Reference is also made to UCB's note on the subject; through the equity method of accounting, the Company's financial position and results are impacted for its investment percentage in UCB.

Amendments to IFRS 7 – Offsetting Financial Assets and Liabilities

Accrued interest receivable and payable on interest rate swaps are offset and presented on a net basis in the statement of financial position. Note 3.2.8. discloses the gross amounts.

New IFRS 13 – Fair Value Measurement

IFRS 13 sets out a single IFRS framework for measuring fair value and provides comprehensive guidance on how to measure the fair value of assets and liabilities. The Company re-assessed its policies for measuring fair value, in particular its valuation inputs. Application of IFRS 13 has not materially impacted the fair value measurements of the Company. Additional disclosures where required are provided in the notes.

Amendments to IAS 1 – Presentation of Items of Other Comprehensive Income

The objective of these amendments is to make the presentation of the increasing number of items of other comprehensive income clearer by distinguishing between the items that can be reclassified subsequently to profit or loss and those that will never be reclassified to profit or loss. These amendments affect presentation only and have no impact on the Company's financial position or performance.

2.6. Impact of future application of issued new or amended standards

New or amended standards that have been issued and approved by the European Union but are not mandatorily applicable until the accounting year 2014 and have not been early applied by the Company, are discussed below. Reference is also made to UCB's note on the subject; through the equity method of accounting, the Company's financial position and results will be impacted for its investment percentage in UCB.

New IFRSs on consolidated financial statements (IFRS 10, IFRS 11 and IFRS 12), amended IASs 27 and 28, and the transition guidance (amendments to IFRSs 10, 11 and 12)

New IFRS 10 introduces a new model of control. The application of IFRS 10 may change which entities are required to be consolidated by a parent. However, IFRS 10 does not change how to prepare consolidated financial statements; in this respect, it simply carries forward the existing requirements of IAS 27 into IFRS 10. What remains in IAS 27 are the accounting and disclosure requirements for subsidiaries, joint ventures and associates in separate financial statements of the parent company.

Amended IAS 28 covers the accounting for investments in associates and joint ventures.

New IFRS 11 replaces IAS 31 and covers all arrangements in which there is joint control.

New IFRS 12 contains all disclosure requirements related to an entity's interest in subsidiaries, joint arrangements, associates and structured entities.

The Board of Directors has carefully examined the potential impact for the Company of these new and amended standards and came to the conclusion that the current practice of preparing and publishing consolidated accounts with equity accounting for the investment in UCB (see note 2.2.), will be continued as long as the Company has *de facto* control over UCB according to the Belgian Company Code.

Amendments to IFRS 10, IFRS 12 and IAS 27 - Investment Entities

These amendments provide an exception to the consolidation requirement for entities that meet the definition of an investment entity under IFRS 10. The exception to consolidation requires investment entities to account for subsidiaries at fair value through profit or loss. These amendments do not apply to the Company, as Tubize has no subsidiaries based on the criteria of IFRS (see 2.2.).

Amendments to IAS 32 - Offsetting Financial Assets and Liabilities

These amendments clarify the meaning of "currently has a legally enforceable right to set-off" and the criteria for a gross settlement system to qualify for offsetting. These amendments are not expected to be relevant to the Company.

Amendments to IAS 39 – Novation of Derivatives and Continuation of Hedge Accounting

These amendments provide relief from discontinuing hedge accounting when a derivative, which has been designated as a hedging instrument, is novated from one counterparty to a central counterparty as a consequence of laws or regulations. The Company has not novated its derivatives during the current period.

Amendments to IAS 36 – Recoverable Amount Disclosures for Non-Financial Assets

These amendments clarify that the scope of the disclosures of information about the recoverable amount of assets, where that amount is based on fair value less costs of disposal, is limited to impaired assets. The Company has not been facing an impairment of its investment during the current year.

2.7. Adjustment to comparative numbers

2.7.1. With impact on equity

In 2013, UCB has retrospectively adjusted the provisional amounts recognised in relation to a 2012 business combination. These adjustments have resulted in a change in equity of UCB as at 31 December 2012. The Company has, for its share in this change, adjusted its equity as at 31 December 2012 and the carrying value of its investment in UCB at the same date.

The adjustments to the comparative numbers can be summarised as follows:

€ 000 31 December 2012	Published	Adjusted	Difference
Investment in UCB (equity method)	1,785,198	1,782,740	-2,458
Equity	1,492,466	1,490,008	-2,458

2.7.2. Without impact on equity

The following prior year numbers have been adjusted to enhance comparability with the current year numbers:

€ 000 31 December 2012	Published	Adjusted	Difference
Other operating income	37	-	-37
Operating expenses	-418	-	418
Other financial expenses	-136	-	136
Other income and expenses	-	-517	-517
Net impact on results			0
UCB stock loan	600	607	7
Other current assets	7	-	-7
Non current bank borrowings	-220,399	-205,701	14,698
Non current hedging financial instruments	-14,869	-12,808	2,061
Current bank borrowings	-35,000	-50,437	-15,437
Current hedging financial instruments	-	-3,357	-3,357
Suppliers and other creditors	-736	-729	7
Other current liabilities	-2,028	-	2,028
Net impact on equity			0

These adjustments are reclassifications only and have no impact on equity and the results for the year.

2.8. Impact of UCB own shares

The carrying value of the Company's investment in UCB has decreased over time by its share in financial resources spent by UCB to buy its own shares. The offsetting increase in the carrying value of the Company's investment by the share of net assets gained because its net ownership percentage in UCB has increased, was not recognised to date; only the difference between the dividends received from UCB and the Company's participating interest in UCB's total distributions has been recognized in the consolidated statement of changes in equity. This has been adjusted in 2013 through a € 16,885k increase of the carrying value of the Company's investment (see note 3.1.1.) against a direct credit to equity (see consolidated statement of changes in equity). The increase in interest percentage also augmented the deferred tax liability on UCB retained earnings by € 208k; this amount has been recognised as an income tax expense in the 2013 profit or loss (see note 3.3.1.).

3. Supporting information for items presented on the face of the primary statements

3.1. Investment in UCB

3.1.1. Carrying value

€ 000	2013	2012
Value beginning of period	1,782,740	1,823,015
Distribution	-67,697	-66,370
Share of the profit	75,761	92,740
Share of other comprehensive income (note 3.1.3.)	-22,867	-49,002
Share of other changes in equity	18,243	-15,185
Impact of UCB own shares	18,050*	-
Share of change in equity resulting from the adjustment in 2013 of the provisional amounts recognised in respect of a 2012 business combination	-	-2,458
Value end of period	1,804,230	1,782,740

* of which € 16,885 prior years' adjustment (note 2.8.)

3.1.2. Fair value

The fair value of the investment in UCB based on the 31 December 2013 share price quotation (€ 54.14) amounts to € 3,593,272k, which exceeds the carrying value by € 1,789,042k.

3.1.3. Share of other comprehensive income

€ 000	2013 Gross	2013 Tax	2013 Net	2012 Gross	2012 Tax	2012 Net
Items that will not be reclassified to profit or loss	*2,296*	*-55*	*2,241*	*-24,498*	*1,687*	*-22,811*
Remeasurement of defined benefit obligations	2,296	-55	2,241	-24,498	1,687	-22,811
Items that may be reclassified subsequently to profit or loss	*-25,107*	*-1*	*-25,108*	*-26,192*	*1*	*-26,191*
Translation adjustments	-33,029	-	-33,029	-27,580	-	-27,580
Assets held for sale	-1,263	-1	-1,264	-616	1	-615
Cash flow hedges	9,185	-	9,185	2,004	-	2,004
Share of other comprehensive income	-22,811	-56	-22,867	-50,690	1,688	-49,002

3.1.4. Concert

The Company is the main shareholder of UCB. The Company acts in concert with Schwarz Vermögensverwaltung. Their holdings can be summarised as follows:

	Number of voting rights		% of voting rights	
31 December	2013	2012	2013	2012
Financière de Tubize	66,370,000	66,370,000	36.18	36.20
Schwarz Vermögensverwaltung	2,471,404	2,471,404	1.35	1.35
Total	68,841,404	68,841,404	37.53	37.55

3.1.5. Key figures of the consolidated financial statements of UCB

€ 000 000		
31 December	2013	2012
Total assets	9,907	9,357
Total liabilities	-5,305	-4,764
Total equity	4,602	4,593
€ 000 000	2013	2012
Revenues	3,411	3,462
Profit	200	245

3.2. Financial instruments

3.2.1. Financial instruments by category

€ 000	Loans & Receivables		Liabilities at amortised cost		Derivatives used for hedging	
31 December	2013	2012	2013	2012	2013	2012
UCB stock loan	-	607				
Prepayments	27	-				
Cash and cash equivalents	477	193				
Bank borrowings			-222,195	-256,138		
Hedging financial instruments					-9,507	-16,165
Suppliers and other creditors			-750	-729		
Total	504	800	-222,945	-256,867	-9,507	-16,165

3.2.2. Risks related to financial instruments

The Company is exposed to interest rate risk resulting from fixed rate bank borrowings. The fair values of these loans are disclosed in note 3.2.3.

The Company is exposed to cash flow risk resulting from floating rate bank borrowings. The Company uses interest rate swaps to cover most of this risk (see notes 3.2.7. and 3.2.8.).

The Company is exposed to liquidity risk, in particular the risk of facing difficulties in meeting its obligations under the bank borrowings. The contractual maturities of these borrowings are summarised in note 3.2.7.

The Company is exposed to credit risk to the extent a bank-counterparty to cash at bank amounts or to interest rate swaps would not meet its obligations and Tubize, as a result thereof, would incur a financial loss. The bank-counterparties are Belgian banks with a rating of ‘upper medium grade’.

3.2.3. Fair values of financial instruments

Financial instruments measured at fair value

Interest rate swaps are measured at fair value. This measurement is categorised as level 2 in the fair value hierarchy.

Financial instruments not measured at fair value

€ 000 31 December	Level of FV hierarchy	Carrying values 2013	2012	Fair values 2013	2012
UCB stock loan	-	-	607	-	607
Prepayments	-	27	-	27	-
Cash and cash equivalents	-	477	193	477	193
Bank borrowings	2	-222,195	-256,138	-229,416	-266,391
Suppliers and other creditors	-	-750	-729	-750	-729

3.2.4. UCB stock loan

The loan was reimbursed on 23 April 2013 and not renewed. The attached warrants expired at the same date.

3.2.5. Prepayments

€ 000 31 December	2013	2012
Deferred insurance premium	23	-
Withholding taxes	4	-
Total	27	-

3.2.6. Cash and cash equivalents

€ 000 31 December	2013	2012
Cash at bank	476	193
Accrued interest	1	-
Total	477	193

3.2.7. Bank borrowings

Summary

€ 000 31 December	Non-current 2013	2012	Current 2013	2012	Total 2013	2012
Floating rate drawings	-	-	-16,000	-16,000	-16,000	-16,000
Floating rate borrowings	-110,000	-150,000	-40,000	-35,000	-150,000	-185,000
Fixed rate borrowings	-60,000	-60,000	-	-	-60,000	-60,000
Unamortised balance of debt restructuring costs	2,997	4,299	1,302	1,302	4,299	5,601
Accrued interest	-	-	-487	-732	-487	-732
Accrued commitment fee	-	-	-7	-7	-7	-7
Total	-167,003	-205,701	-55,192	-50,437	-222,195	-256,138

The floating rate drawings take the form of straight loans at maximum one year for which the rates are in the range of 0.834% to 0.960%. The interest risk related to these drawings is not covered.

The total amount of floating rate borrowings is hedged by interest rate swaps, transforming them into fixed rate borrowings until their maturity.

The fixed rates on the fixed rate borrowings and on the hedged floating rate borrowings vary between 3.76% and 4.95%.

Costs associated with the 2009 debt restructuring (€ 9,252k) are amortised over the remaining lifetime of the debt as part of interest expense.

Available margin

The available margin on approved credit lines amounts to € 26,479k at 31 December 2013 and can be utilised either as straight loans up to € 24 million, or as mixed credit (straight loans and/or cash credit) up to € 2,479k.

Borrowing cost

Borrowing cost reported in profit or loss can be broken down as follows:

€ 000	2013	2012
Commitment fees	30	30
Interest expenses	10,209	11,646
Amortisation of debt restructuring costs	1,302	1,302
Total	11,541	12,978

Collateral

The borrowings are collateralised through a pledge on 7,691,200 UCB shares as at 31 December 2013. The carrying value of these pledged shares amounts to € 211,397k.

Covenants

The Company must comply with the following debt covenants:

– Borrowings may not exceed 30% of the fair value of the investment in UCB (at 31 December 2013, the ratio amounts to 6%)
– The solvency ratio (equity versus balance sheet total on a non consolidated basid) must exceed 50% (at 31 December 2013, this ratio amounts to 84%).

Contractual maturities

The contractual maturity schedule of the debt looks as follows as at 31 December 2013:

€ 000	Floating rate drawings	Floating rate borrowings	Fixed rate borrowings	Total
09/05/2014	-16,000			
31/07/2014		-40,000		
31/07/2015		-15,000		
07/12/2015		-15,000		
07/12/2016		-30,000		
30/09/2017			-60,000	
07/12/2017		-50,000		
Total	-16,000	-150,000	-60,000	-226,000

3.2.8. Hedging financial instruments

The Company has entered into amortising interest rate swaps (receive variable, pay fixed) to hedge the cash flow risk of the floating rate borrowings. The contractual amortisation schedule of the nominal amounts perfectly matches the contractual maturities of the hedged borrowings.

€ 000 31 December	2013	2012	Variance
Full fair value	-9,507	-16,165*	6,658*
Non-current	-7,643	-12,808	5,165
Current	-1,864	-3,357*	1,493*
Accrued interest	-953	-1,296	343
Payable	-1,110	-1,709	599
Receivable	157	413	-256
Clean price	-8,554	-14,869*	6,315*
Deferred tax (note 3.3.4.)	1,461	-	1,461
Other comprehensive income, net of taxes			7,776*

* These amounts are overstated by € 1,296k as accrued interest was included twice in the 31 December 2012 full fair value amounts. This has been corrected through 2013 other comprehensive income.

3.2.9. Suppliers and other creditors

€ 000 31 December	2013	2012
Suppliers	-11	-7
Remuneration and social security	-39	-16
Non collected dividends related to prior years	-700	-706
Total	-750	-729

3.3. Income taxes

3.3.1. Amounts recognised in profit or loss

€ 000	2013	2012
Tax relating to share of profit of UCB	-31,728	-12,933
Deferred tax relating to origination and reversal of temporary differences	-1,739	-1,433
- Increase of UCB's retained earnings	*-278**	*-1,433*
- Amortisation of debt restructuring costs	*-1,461***	-
Total income taxes in profit or loss	-33,467	-14,366

* of which -208k relates to the impact of UCB own shares (note 2.8.)
** of which -1,904k prior years' adjustment (note 3.3.4.)

3.3.2. Amounts recognised in other comprehensive income

€ 000	2013	2012
Tax relating to share of other comprehensive income of UCB (note 3.1.3.)	-56	1,688
Deferred tax relating to origination and reversal of temporary differences	1,461	-
- Cash flow hedges	*1,405**	-
Total income taxes in other comprehensive income	1,405	1,688

* of which 1,904k prior years' adjustment (see note 3.3.4.)

3.3.3. Relationship between tax expense and accounting profit

€ 000	2013	2012
Profit before tax	63,445	79,245
Theoretical income tax rate	33.99%	33.99%
Theoretical income tax	-21,565	-26,936
Reported income tax	-1,739	-1,433
Difference between theoretical and reported income tax	19,826	25,503
Dividend income	-23,010	-22,559
Share of the profit of UCB (equity method)	25,751	31,522
Tax exempt dividend income	18,824	17,973
Increase of taxable retained earnings UCB and of interest % thereof	-278	-1,433
Amortisation of debt restructuring costs	-1,461	-
Total effects of difference between theoretical and reported tax	19,826	25,503

3.3.4. Deferred tax assets and liabilities

€ 000	Total		Recognised		Unrecognised	
31 December	2013	2012	2013	2012	2013	2012
Retained earnings UCB	-20,778	-20,500	-20,778	-20,500	-	-
Unamortised balance of debt restructuring costs	-1,461	-1,904	-1,461	-	-	-1,904
Deferred tax liabilities	-22,239	-22,404	-22,239	-20,500	-	-1,904
Hedging interest rate swaps	2,643	5,054	1,461	-	1,182	5,054
Unused tax credits (tax exempt dividends)	41,659	39,065	-	-	41,659	39,065
Deferred tax assets	44,302	44,119	1,461	-	42,841	44,119
Net deferred tax liabilities			-20,778	-20,500		

IAS 12 requires a deferred tax liability to be recognised for all taxable temporary differences. This also applies to the retained earnings of UCB unless the Company is able to control the timing of the reversal of the temporary difference. Consistent with the conclusion that the Company does not control UCB according to the definitions and criteria of IFRS (see note 2.2.), it is concluded that the Company does not fully control UCB's distribution policy and therefore does not control the timing of the reversal of the temporary difference. Consequently, a deferred tax liability is recognised on 5% of UCB's retained earnings, which are subject to income tax in case of distribution.

IAS 12 restricts the recognition of deferred tax assets to the extent that it is probable that taxable profit will be available against which the underlying deductible temporary differences can be utilised. It is 'probable' that there will be sufficient taxable profit if a deferred tax asset can be offset against a deferred tax liability, which will reverse in the same period as the asset, or in a period into which a loss arising from the asset may be carried forward. The deferred tax liability related to the temporary difference in respect of the amortisation of the 2009 debt restructuring costs can be used as a basis for recognising a deferred tax asset on (part of) the temporary difference in respect of the valuation of hedging interest rate derivatives. The deferred tax liability related to the temporary difference in respect of UCB's retained earnings can not be used as a basis for recognising a deferred tax asset, because the Company does not control the timing of the reversal of this temporary difference. The deferred tax asset arising from unused tax credits from tax exempt dividends is not recognised, as there is no convincing evidence that sufficient taxable profit will be available against which the unused tax credits can be utilised by the Company. The tax credits do not have a fixed expiry date.

In previous years, no deferred tax liability was recognised on the not yet amortised balance of the 2009 debt restructuring cost. This has been retrospectively adjusted through a € 1,904k charge to income tax expenses in the 2013 profit or loss account (see note 3.3.1.). Simultaneously a deferred tax asset has been recognised up to the same amount with respect to the negative market values of the interest rate swaps; this deferred tax asset recognition has had a favourable impact of € 1,904k on 2013 other comprehensive income (see note 3.3.2.).

3.4. Other income and expenses

3.4.1. Breakdown

€ 000	2013	2012
Interest income	42	37
Directors' remuneration	-60	-60
Directors' insurance	-23	-45
Employee benefits	-130	-101
Management fees	-178	-
Professional services fees	-72	-41
Paying agent commissions	-48	-115
Dematerialization	-68	-
Contributions (FSMA, Euronext, Euroclear)	-135	-98
Financial publications	-66	-50
Donation	-20	-20
Bank charges	-4	-20
Other	-13	-4
Total	-775	-517

3.4.2. Employee benefits

€ 000	2013	2012
Gross salaries	-24	-58
Social security contributions	-7	-16
Defined contribution pension plans	-10	-28
End of career benefits	-94	-
Other	5	1
Total	-130	-101

3.5. Capital and share premium

The issued share capital of the Company amounts to € 235,000,000 and is fully paid up. The share premium reserve amounts to 1,226k.

The share capital is represented by 44,608,831 shares without par value. The number of registered shares was 23,873,455 at 31 December 2013; the remainder of the shares are dematerialised.

The holders of the shares are entitled to receive dividends as declared. They have one vote per share at the shareholders meeting.

4. Other disclosures

4.1. Earnings per share

As there are no instruments with potential dilutive effect, basic and dilutive earnings per share are the same. They are calculated by dividing the profit by the weighted average number of shares in issue during the year (44,608,831).

4.2. Dividends

The gross dividends paid in each of the years 2013 and 2012 (in respect of the accounting years 2012 respectively 2011) were € 0.48 per share, or a total amount of € 21,412k.

In respect of the accounting year 2013, a proposal to pay a gross dividend of 0.48 per share, or a total amount of € 21,412k, will be submitted for approval to the shareholders meeting of 23 April 2014. In accordance with IAS 10, the proposed dividend has not been recognised as a liability at year-end.

4.3. Related party transactions

4.3.1. Shareholders

Based on the transparency notifications received by the Company, the shareholders structure per 31 December 2013 can be summarised as follows:

	Voting Rights	%
Financière Eric Janssen sprl	8,525,014	19.11%
Daniel Janssen	5,881,677	13.19%
Altaï Invest sa	4,918,595	11.03%
Barnfin sa	3,852,633	8.64%
Jean van Rijckevorsel	7,744	0.02%
Total voting rights held by the reference shareholders	*23,185,663*	*51.98%*
Other shareholders	21,423,168	48.02%
Total voting rights	44,608,831	100.00%

Altaï Invest is controlled by Evelyn du Monceau. Barnfin is controlled by Bridget van Rijckevorsel.

The reference shareholders act in concert when exercising their voting rights to conduct a sustainable common strategy for the Company and concerning the possession, acquisition or divestment of shares conferring voting rights.

The reference shareholders have no direct or indirect relationships with the Company other than those resulting from their capacity as shareholder or, when applicable, their representation in the board of directors.

4.3.2. Directors

The present composition of the board is as follows:

Name	Function	Start mandate	End mandate
François Tesch	Chairman	25/04/2012	27/04/2016
Evelyn du Monceau	Director	26/04/2011	22/04/2015
Cédric van Rijckevorsel	Director	24/04/2013	26/04/2017
Cyril Janssen	Director	26/04/2011	22/04/2015
Charles-Antoine Janssen	Director	26/04/2011	22/04/2015

The mandate of director is remunerated by a fixed annual amount of € 10,000. It does not include any variable remuneration linked to the results or to any other performance criteria. The directors do not benefit from stock options or from extra-legal pension benefits.

The chairman of the board of directors is remunerated by a fixed amount that is twice the amount of the other directors.

4.3.3. Executives

The function of general manager was, until 30 April 2013, exercised by Philippe De Coodt on the basis of a half-time employment contract, that provides for a fixed remuneration and a supplementary pension plan. Certain other benefits have been granted to Philippe De Coodt in the context of the planning of his career end.

As from 1 May 2013 onwards, the function of general manager is exercised by the bvba MVS Advisory Services (“MVS-AS”), represented by its business manager, Marc Van Steenvoort. The service agreement, signed on 5 December 2012 between the Company and MVS-AS, provides for a remuneration based on the number of hours performed.

Remuneration and other benefits granted to the former and present general manager can be broken down as follows:

€ 000	Philippe De Coodt	MVS-AS
Gross salaries	16	-
Employer contributions to the supplementary pension plan	10	-
End of career benefits	71	-
Management fees	-	147
Total	97	147

4.3.4. UCB

See notes 2.2., 3.1. and 3.2.4. for more information on the investments in UCB.