



A BALANCE BETWEEN FOCUS

AND DIVERSIFICATION

Ackermans & van Haaren
Annual report 2002



On April 29 2003, the Commission for Banking and Finance granted permission for this annual report to be used as a reference in regard to any public appeal made by Ackermans & van Haaren NV on the savings system, up to the moment of publication of its following annual report, in the context of Title II of the Royal Decree number 185 dated July 9, 1935, and according to the procedure for separate dispersal of information.

In the context of this procedure, this annual report must be accompanied by an activity report in order to form a prospectus as described in Article 29 of the Royal Decree number 185 dated July 9, 1935.

This prospectus must be submitted for approval by the Commission for Banking and Finance according to article 29ter, section 1, item 1 of the Royal Decree number 185 dated July 9, 1935.

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Introduction



Who says “Ackermans & van Haaren” these days automatically thinks “diversification and focus”.

In 1880, Henri Ackermans and Nicolas van Haaren started a modest dredging business. How could they have guessed that more than a century later the company bearing their names would have grown into a commercial group listed on the stock exchange, with tentacles into all corners of the world, and spanning a diversified activity radius that includes, not only dredging, construction, and environmental services, but also human resources, financial services, and private equity?

Ackermans & van Haaren’s strength lies in its purposeful **diversification**, with a strong **focus** on a number of core operations. Indeed: Ackermans & van Haaren’s four core activities (Construction, dredging, and environmental services, Human Resources services, Financial services, and Private Equity) appear at first glance to be widely divergent. Yet, all of them share the same basic characteristic: they are managed by an experienced, **multi-disciplinary management team** with a **purposeful long-term strategy** and each individually has international **growth potential**.

This growth potential has become very evident during the past ten years (1991-2001). Obviously, even Ackermans & van Haaren is not immune to economic cyclical shifts or industrial setbacks. Risk is inherent to entrepreneurship.

2002 has proven a year where economic circumstances together with external (DEME) and internal (Solvus) factors have exerted a negative impact on the results. Management at Ackermans & van Haaren, however, is geared towards the immediate identification of these **risks**, to anticipate them where possible, to **tackle them with determination**, and thus to soften their detrimental edge.

Certainly in these times, Ackermans & van Haaren is set to convince the market and its shareholders that diversification offers a certain degree of stability and at the same time opens up perspectives for the growth of results and shareholders’ value. Important supporting factors in this are, in the first place, the purposeful orientation and the competence of the various management teams. Their efforts find fertile seed ground in the company’s healthy financial company structure Ackermans & van Haaren - as reference shareholder - with important financial reserves, without net debt and without financial flows or guarantees between the participations.

Mission Statement

Position of AvH

- a diversified services group
- focused on a few core businesses with international growth potential
- managed by an experienced and multi-skilled management team

AvH Strategy

- concentrates on a limited number of participations for which the objectives are clearly laid down, and which are responsible for their own financial situation
- aimed at the systematic creation of shareholder value based on a long term strategy
- strives towards average annual growth of the results of each participation and of the entire group
- based on a healthy financial structure
 - > with significant financial reserves, without any net debts
 - > without financial flows or guarantees between the participations

Role of AvH as Shareholder

- to be actively involved in
 - > the selection of the top management
 - > the definition of the long term strategy
 - > the follow-up of the operational and financial evolution based on systematic reporting and a permanent dialogue with the management
- not to be directly involved in the day-to-day management of the company, but to have the capacity to assist the management temporarily in specific situations



The power of **diversification**

Ackermans & van Haaren is built on solid foundations, **firmly anchored in its four core activities**. This **well-thought out diversification strategy**, with participations in different business sectors, is developed to give the group the organisational strength required to confront an economic downturn in one of the sectors, if it should arise. This approach allows Ackermans & van Haaren a lower risk profile, on average, than many other companies with similar growth ambitions.

The diversification strategy is maintained with firm consistency and is even reflected in the composition of the management team. The day-to-day management of the group is in the hands of a **diversely composed executive committee** of experienced 'professionals' with divergent specialisations: economists, engineers, company lawyers,... complement one another perfectly and ensure that all transactions will be processed with the required "**savoir-faire**".

As shareholder, Ackermans & van Haaren is actively involved in the selection of the top management of the participations, the definition of the long-term strategy, and the monitoring of the financial and operational results. The group is not directly involved in the day-to-day management of the participations but it is in a position to offer management temporary assistance in specific circumstances. This type of organisation is a guarantee for stability, today and in the future.



Focus on talent and ambition

Another line of force at Ackermans & van Haaren is its **long-term strategy**. The management team is oriented towards **pro-activity**. Ferreting out opportunities and taking full advantage of them in a dynamic and purposeful fashion is a guiding thread running through the company's fabric. This philosophy is clearly evident in the daily operation of the subsidiaries, but certainly also in the long-term vision of the group as a whole. In addition, Ackermans & van Haaren possesses the required **strength and flexibility** to act with determination and vigour in case such a reaction is demanded by the market.

All of this means that there is no change in Ackermans & van Haaren's objectives, ambitious indeed but realistic at the same time: the systematic **creation of shareholders' value** and the **pursuit of an average annual growth**.

The unique combination of diversification and focus, the rich mix of experience and know-how, and the healthy financial structure is a guarantee for the **stable and intrinsic value** of Ackermans & van Haaren.

Chairmen's Statement

Ladies and Gentlemen,

Following years of positive economic growth, we are once again caught up in a downward spiral. While the Group's diverse operations have by current standards weathered the prevailing conditions very well, extra-ordinary factors have nonetheless contributed to a strong decline in the Group's net result.

None of these extra-ordinary factors are of a repetitive nature and, for that reason, we expect a recovery to occur in 2003. This recovery is further founded on the Group's strong net assets and its growing net cash resources. While the Ackermans & van Haaren four core industries move through different evolutionary processes, we remain convinced of their individual capacity to maintain a clear growth in their respective sectors.

In the **contracting sector**, the current profit has risen by 19.3%, that is from 21.7 million euro to 25.9 million euro.

Nonetheless, the DEME results have been influenced by the closure of the sand concessions in Indonesia and Malaysia. This has resulted in delays in deliveries, and consequently a reduced contribution by the land reclamation operations in Singapore. There currently exists a great need for the further dredging of many harbours, caused by the greater draft of the new-generation container ships.

In addition, there are multiple operations in the areas of residential land reclamation projects, LNG- terminals in new markets, specialised energy projects and projects for remedying environmental problems. This high degree of activity has led to investments in a new trailer suction hopper dredger the Uilenspiegel (13,700 m³), a suction hopper dredger specialised for sand and gravel



operations, the Charlemagne (5,000 m³), a new lift platform, the Vagant, and the extension of the Pearl River vessel, which increased its hopper capacity from 17,000 m³ to 24,000 m³. Its growing share in the more recurring activities makes DEME less dependent on large-scale, more cyclical dredging projects. Under the current conditions, DEME expects to be able to realise an increase in its 2003 results.

In the construction sector, Algemene Aannemingen Van Laere was able to realise an excellent result in 2002. The transition to the recognition of the results on the basis of progress achieved (percentage of completion) instead of on delivery of the site (completed contract), has a significant one-time positive effect on the result (4.1 million euro). Nevertheless, the result remains very strong when taking into account the start-up losses (1.2 million euro) generated by Van Laere's new activities in the Netherlands. Based on its current order book, Van Laere expects for 2003 a small profit in the Netherlands. The users of office space have significantly increased their demands in terms of modern, adapted office lay-out and outfitting. This has led to the need for renovation of the older types of offices and has a favourable long-term impact on Van Laere Group's order book. At the same time, Van Laere has been successful in retaining a major market share in the sector of civil engineering in Belgium. In the north of France, Van Laere Group acquired in May 2002 a 70% interest in the company VPN in Armentières. This has

reinforced its presence in the company Wattiez (Valenciennes) where VPN was already a shareholder beside Van Laere. For 2003, based on the current order book, Van Laere expects to achieve an increase of its current result.

In the **temping sector**, Solvus failed in 2002 to react quickly enough to changes in economic conditions. The turnover of Solvus kept pace with a slight negative internal growth of -3.2% while the gross margin of 25% remained stable. The operational result declined from 93.6 million euro in 2001 to 42.9 million euro in 2002, partly due to cleaning up administrative problems (10.5 million euro), partly due to start-up costs of new agencies. The net result ended with a loss of 40 million euro, due, on the one hand to restructuring costs (15 million euro) and, on the other hand to the impairment of goodwill on Bureau van Dijk Computer Services and Schoevers amounting to 38 million euro.

It is obvious that Solvus has required a great deal of energy from the Ackermans & van Haaren team in 2002. Meanwhile, the Solvus management team has been strengthened around the newly appointed CEO, Alain Dehaze, and a start was made in creating a balanced, multi-national executive committee. As an organisation with a turnover of 1.5 billion euro, Solvus needed a broader, more internationally oriented management team. The new team is the basis for a promising future.

The priority for 2003 is an improvement in the operating cash flow and the balance sheet. Ackermans & van Haaren remains convinced that the temping sector is one of the few tools for labour flexibility on the European markets.

2002 once again proved a difficult time for the entire **financial sector**. While the result of Leasinvest registered a slight drop due to limited capital gains, the result of Finaxis remained stable.

Due to its persistent focus on operating costs, Bank Delen again realised significant savings. This compensated for the drop of 6% in operating revenue and resulted in a cost/income ratio of 45%, which for the sector represents a notably good figure. Under these very trying market conditions, the strategy at Bank Delen remains entirely oriented towards asset management for the benefit of its private clientele, always within the context of a prudent asset management policy.

In a difficult environment, Bank J. Van Breda & C^o was in 2002 able to realise a 9.6% profit growth. This is the result of its successful niche strategy directed to serving entrepreneurs and the independent professions. Notwithstanding the increase in the number of commercial personnel and the start-up of new branches in Brussels and Wallonia, the cost/income ratio remained at a very competitive level of 52%. The expansion of its commercial capacity should allow Bank J. Van Breda & C^o to further increase its clientele and thus also improve its results.

Leasinvest was able to post a satisfactory result for 2002. Aside from the recurring contribution from its real estate parcelling operations and its real estate investment funds, Leasinvest realised capital gains resulting from the rotation of its portfolio. The quality of its portfolio offers a note of confidence for the future.

The year 2002 proved a difficult one for the **private equity** sector. The sluggish market conditions weighed heavily on Sofinim's portfolio. Sofinim's profit contribution to the Ackermans & van Haaren result was negatively influenced by depreciation of short-term investments of 5.2 million euro. This largely impacted Sofinim's current result. In addition, Coditel Brabant's contribution to the result was negative in the amount of 11.8 million euro, and extra-

ordinary depreciations were booked on participations of 6.8 million euro. No capital gains were realised in 2002.

This has led to a negative contribution of 18.5 million euro to the Ackermans & van Haaren result against a positive contribution of 24.2 million in 2001. In 2002, the EVCA value of the portfolio declined to 272 million euro (318 million euro in 2001).

After a bad year, we expect a recovery of the current profits at Sofinim for the current year. A capital gain of 11 million euro (Ackermans & van Haaren share) was realised during the first quarter on the restructuring of Sofinim's stake in SCF/Unisel (E5-mode).

Finally, in 2002 the listed GB-Inno-BM (GIB) was acquired through a successful public offer, in cooperation with CNP. The significant cash reserves at GIB resulted in an increase of the Group's liquidity position. Via GIB, the AvH group participates in a new listed participation, namely in the restaurant chain Quick Restaurants. With an EBITDA of 42 million euro and an EBIT of 17 million euro, Quick is well on its way to recovery. This transaction today assumes the character of "private equity" for the Group.

The Board of Directors and the management at Ackermans & van Haaren are disappointed by the results of the year 2002. Ackermans & van Haaren expects – barring exceptional circumstances – to realise an increase of its result during the current financial year.

Therefore, the Board of Directors of Ackermans & van Haaren shall propose to the annual general meeting to distribute the same dividend as last year.



Luc Bertrand
Chairman of the
Executive Committee



Erik van Baren
Chairman of the
Board of Directors

Annual Report

of the Board of Directors

to the Annual General Meeting of May 26, 2003

Dear shareholders,

In accordance with the legal and statutory provisions, it is our privilege to report to you on the operations of our company during the past financial year and to submit to you for approval the statutory and consolidated annual accounts, closed on December 31, 2002.

In accordance with article 119, last paragraph of the Company Code, the annual reports on the statutory and consolidated annual accounts have been combined.

I. STATUTORY ANNUAL ACCOUNTS

1. Capital and shareholding

During the last financial year, there have been no changes to the company's share capital. The capital amounts to **2,295,278 euro** and is represented by **33,496,904** shares, without mention of nominal value. All shares have been paid up in full.

In 2002, in the context of the stock option plan, 1,000 new options were granted. In addition, recourse was taken to the possibility, offered by the Programme Law of December 24, 2002, to extend the exercise term for all outstanding options for a three-year period, without incurring an extra tax charge. The options granted as per December 31, 2002, entitle their holders to acquire, in total, 136,800 Ackermans & van Haaren shares.

The company did not receive a transparency notice in 2002, in accordance with the provisions of the Law of March 2, 1989.

2. Activities

We refer to the Chairmen's Statement (p. 6).

3. Comments on the statutory annual accounts

3.1 Financial condition as per December 31, 2002

In 2002, Ackermans & van Haaren has under difficult market conditions continued its strategy of focus and diversification, both directly and also via its subsidiaries.

The balance sheet total of the Ackermans & van Haaren statutory annual account has seen a notable rise, from 1,008.0 million euro to 1,398.6 million euro. This increase is primarily due to the acquisition of a 50 % participation in GB-Inno-BM (GIB), following the successful completion of a public offer during the last quarter of 2002. The 50 % share of Ackermans & van Haaren in this transaction represented an investment of 593.4 million euro. Following the distribution of a first dividend by GIB, it became possible even prior to the closing of the financial year on December 31, 2002, to reimburse an amount of 200 million euro on the debt financing undertaken at AvH-CC for this transaction.

Further, Ackermans & van Haaren has slightly increased its participation in Solvus to 41.7 % by exercising the optional dividend in new shares, and by the acquisition on the stock market of a limited number of shares.

The financial year closes with a loss of 9.0 million euro, which is significantly worse than the previous year's profit of 51.5 million euro. It should, however, be noted that the result of the statutory accounts strongly depends on whether or not dividends are distributed by our subsidiaries. It should further be kept in mind that the dividend of 200 million euro (see supra) received at the 2002 year-end from GIB has been deducted from the book value of the participation and as such is not noticeable in this result.

Furthermore, in 2002 a total of 6.6 million euro in depreciations and devaluations were entered as opposed to 7.1 million euro in capital gains and write-backs of previous depreciations.

3.2 Allocation of the results

The Board of Directors proposes to allocate the result (in euro) as follows:

Profit of the previous book year carried forward	428,580,922
Loss for the book year	-8,983,594
Total for distribution	419,597,328
Addition to the legal reserves	-
Addition to the non-distributable reserve	346,236
Dividends	17,083,421
Tantiemes	74,368
Profits to be carried forward	402,093,303
Total	419,597,328

The Board of Directors proposes, as it did last year, to distribute a gross dividend of 0.51 euro per share.

After withholding tax, the net dividend amounts to 0.3825 euro per share, or 0.4335 euro for the coupons that are presented together with a VVPR strip coupon.

If this proposal is approved by the Annual General Meeting, the following banks

- | | |
|--------------------------------------|---------------|
| > Bank Delen | > KBC Bank |
| > Bank J. Van Breda & C ^o | > ING Belgium |
| > Bank Degroof | > Dexia Bank |
| > Fortis Bank | > Petercam |

will as of June 5, 2003 pay a net dividend of either 0.3825 euro

per share against presentation of coupon no. 4, or 0.4335 euro per share against presentation of coupon no. 4 accompanied by a VVPR strip coupon no. 4.

Following this distribution, the shareholders' equity amounts to 551,037,937 euro, composed as follows:

Capital	
Placed	2,295,278
Issue premium	111,612,040
Reserves	
Legal reserves	248,081
Non-distributable reserves	973,666
Tax-exempt reserves	0
Distributable reserves	33,815,569
Profits carried forward	402,093,303
Total	551,037,937

4. Prospects Ackermans & van Haaren NV

As was the case the previous years, the results of the current financial year will to a large extent depend on the dividends distributed by the companies within the group and on the realisation of capital gains and/or losses.

5. Notices

5.1 Key events following the closing of the financial year

Since the closing of the financial year of 2002, no major developments occurred that could have an important impact on the evolution of the company.

5.2 Application of article 523 of the Companies Act

Extract from the minutes of the meeting of the Board of Directors of Ackermans & van Haaren of January 31, 2003:

"7.1 AvH stock option plan

Prior to dealing with this point, Luc Bertrand and Alain Dieryck declare that they are beneficiaries of the stock option plan that has been created to the benefit of executive management, staff and consultants of the AvH group and that article 523 of the Companies Act is therefore applicable.

They state that they will not participate in either the deliberation or the voting on this item of the agenda; the auditor shall be informed about this conflict of interest and will be requested to report on it in his annual report to the annual general meeting. At the initiative of the remuneration committee, it is proposed to offer new stock options under the stock option plan on the basis of the current AvH share price to further motivate the beneficiaries. As it is the company's policy to cover the stock options by means of the redemption of shares on the stock market (within the restrictions of the authorisation granted by the extra-ordinary general meeting of August 1, 2002), the economical consequences for the company are in principle limited to the interest

borne or foregone over the period as of the redemption of the shares until their resale to the option holders.

The Board of Directors approves the offering of a maximum of 50,000 stock options. 38,500 stock options will be offered today in writing to participants selected by the remuneration committee, at the exercise price of 15.98 euro, being the share's average closing price during the thirty days preceding the issue of this offer.

The Programme Law of December 24, 2002, offers the possibility to extend by 3 years the maturity term of all stock options that were granted during the years 1999, 2000, 2001 and 2002 (all outstanding options that were granted under the AvH option plan are included herein) without incurring an extra fiscal charge. The Board of Directors decides to resort to this possibility and, with the agreement of the beneficiaries, to extend the maturity term of all outstanding options by 3 years.

In order to make the stock option plan conform to the current legislation pertaining (amongst others, the amendments that the Programme Law of December 24, 2002, brought to the law of March 26, 1999), it is decided to adapt the text of the stock option plan as follows:

- article 4.3 (Allocation) will read:

"The Options shall be deemed to have been "refused by the Selected Participant" on the sixtieth day following the date of the offer, unless the Selected Participant, prior to the expiration of the afore-mentioned term, notifies his "entire or partial acceptance of the offer (i) by registered letter addressed to the company's registered offices and directed to the Committee or (ii) by written notification to the secretary general of the company against receipt."

- article 4.5 (the right to receive options) is being deleted and a third paragraph is added to article 4.2 (Offer of the Options to the Selected Participants):

"The right of the Selected Participants to receive those Options is non-transferable. In the event of the decease of a Selected Participant prior to the acceptance of Options (see 4.3 below), the granting of all options offered but not yet accepted to and by this Selected Participant shall be cancelled immediately upon the occurrence of the decease."

To cover the stock option plan and in accordance with the authorisation granted by the extra-ordinary general meeting of August 1, 2002 (see point 7.1 above), 44,933 shares of AvH were redeemed until January of this year.

In addition, Avafin-Re still owns 51,300 AvH-shares.

As per December 31, 2002, there are 136,800 options outstanding. The authorisation for the redemption of shares remains valid until February 1, 2004, and comprises a maximum number of 300,000 shares."

5.3 Additional remuneration for the auditor

We further report, in accordance with article 134, §§ 2 and 4 of the Companies Act, that an additional remuneration of 5,620 euro has been paid to the auditor for extra-ordinary activities relating to the preparation of the introduction of IAS, and of 6,126 euro to Ernst & Young Tax Consultants CV for tax advice.

5.4 Research and development

The company has not undertaken any activities in the area of research and development.

5.5 Acquisition and alienation of treasury shares

On August 1, 2002, the extra-ordinary general meeting authorised the Board of Directors of Ackermans & van Haaren to redeem a maximum of 300,000 shares within a well-defined price range and this during a term of 18 months.

In the course of 2002, Ackermans & van Haaren redeemed 13,245 shares. These shares were acquired to cover the company's obligations within the framework of the stock option plan.

Including these shares, the situation as per December 31, 2002, reads as follows:

Number of redeemed shares	35,862 (0.11%)
Par value per share	0.07 euro
Average share price	26.18 euro
Total price paid	938,913 euro

In addition, Avafin-Re S.A., a direct subsidiary of Ackermans & van Haaren, holds another 51,300 shares. This cross participation resulted from the merger with Delen N.V. in 1992.

II. CONSOLIDATED ANNUAL ACCOUNTS

1. Comments on the consolidated annual accounts

The strong decline in the consolidated profit of the Ackermans & van Haaren Group is largely due to a number of extra-ordinary factors.

On the one hand, economic conditions have led to one-time restructuring costs, as was the case with, amongst others, Solvus.

On the other hand, the evolution on the financial markets and the uncertain future prospects have led to depreciations (at Sofinim at Coditel Brabant), and *impairment* goodwill write-offs (at Solvus and AdArma).

The impact (part of the group) for Ackermans & van Haaren amounts in total to -42.1 million euro:

Solvus:

impairment Bureau Van Dijk CS/Schoevers: -15.8 million euro



<i>AdArma: impairment De Kie:</i>	-2.0 million euro
<i>Sofinim:</i>	
<i>impact stock market on SES Global:</i>	-5.2 million euro
<i>depreciations within Coditel:</i>	-12.3 million euro
<i>depreciations within Sofinim:</i>	-6.8 million euro

Furthermore, DEME has not been able to translate its strong order book in the expected profit growth, because of the closing of the wharf in Singapore as a result of the blockade of ships in Indonesia.

Sofinim has, aside from the sale of its participation in Tibotec-Virco, not been able to realise any other divestments during the 2002 financial year.

A positive impact on the group results was realised by :

- > Algemene Aannemingen Van Laere, which managed a good current result in 2002 (4.7 million euro), increased by the positive impact (4.1 million euro) realised through the conversion from the accounting standard 'completed contract' to 'percentage of completion';
- > Bank J. Van Breda & C^o, which with its growth in profits of 9.6% wholly met its ambitious forecast.

GIB has been included in the accounts in proportion to Ackermans & van Haaren's 50 % participation as of November 1, 2002. Ackermans & van Haaren's share in the GIB result over that period (2.5 million euro) closely corresponds to the financing costs of the investment. The results of Quick Restaurants shall be consolidated as of January 1, 2003.

The 'remaining non-recurring' results of Ackermans & van Haaren relate to:

- On the one hand: write-back of depreciations or provisions in the amount of 13.8 million euro, and
- On the other hand: depreciations on a number of smaller participations and provisions for possible future option and earn-out obligations (at the level of Finaxis, Van Laere, and Leasinvest) in the amount of -8.7 million euro.

The investment portfolio (including unrealised gains) of Ackermans & van Haaren represents 106.8 million euro as per December 31, 2002.

Including cash and cash equivalents and financial debt, Ackermans & van Haaren's net cash position as per December 31, 2002 (taking into account the market value of the investment portfolio) amounts to 45.4 million euro (compared with 9.9 million euro on December 31, 2001).

This position takes into account the remaining costs for the financing of the GIB acquisition, as well as the Ackermans & van Haaren's share (50%) in GIB's net cash position.

As already mentioned earlier, the consolidation perimeter was expanded in 2002 following the acquisition of 50% interest in GIB. GIB was subsequently included in the perimeter as of November 1, 2002, and is accounted for through proportional integration. As a result of new or additional investments, NMC, United Broadcast Facilities, and Quick Restaurants have as per December 31, 2002, also been included in the consolidated balance sheet (using the equity method).

The consolidated net assets, including the share of third parties, (following profit distribution) amount to 857.8 million euro on a balance sheet total of 1,202.0 million euro. The increase in the share of third parties is related to the entry of GIB in the capital of AvH Coordination Centre.

2. Key events following the closing of the financial year

Since the closing of the 2002 financial year, no mayor developments occurred that may have a significant impact on the evolution of the company.

It is to be noted, though, that as of the end of February 2003, a capital gain of 10.9 million euro has been realised on the sale of the Unisel interest (a Sofinim participation), within the framework of the re-structuring of the SCF shareholding, the exchange-listed parent company of E5-Mode. Following this re-structuring, Sofinim holds a direct interest of 25% in SCF.

3. Circumstances that are of a nature to significantly influence the consolidated entity – Prospects AvH-group 2003

The current economic conditions and political uncertainties allow in many sectors only a limited forecast of results for the current financial year.

On the one hand, given unchanged market conditions, the core participations of the group expect to be able to improve their results in 2003. On the other hand, the group's results will continue to be influenced by the capacity to generate capital gains within the context of volatile financial markets.

4. Research and development

In 2002, Ackermans & van Haaren and the wholly and proportionally consolidated participations have not engaged in any research and development activities.

On behalf of the Board of Directors, April 22, 2003.

Luc Bertrand
Director

Alain Dierjck
Director





A bird's-eye view

of **2002**

Share information

	2002	2001	2000	1999 ⁽¹⁾
Numbre of shares				
Numbre of shares	33,496,904	33,496,904	33,496,904	33,496,904
Number of vvpr	6,733,984	6,733,984	6,733,984	6,733,984
Key figures and dividend per share (in euro)				
Shareholders' equity (part group)	16.81	16.80	14.83	13.46
Net profit	0.44	2.74	2.39	1.92
Dividend per share				
> Gross	0.51	0.51	0.44	0.37
> Net	0.38	0.38	0.33	0.28
With vvpr strip				
> Net	0.43	0.43	0.37	0.31
vvpr shares				
> Gross	-	-	-	-
> Net	-	-	-	-
Evolution of the stock price (source: FET)				
High (in euro)	32.65	37.50	35.90	38.85
Low (in euro)	13.95	23.50	24.61	27.50
Closing (December 31) (in euro)	17.60	29.70	32.45	29.30
Market capitalisation (December, 31) (in million euro)	589.55	994.86	1,086.97	981.46
Liquidity of the share (source: Euronext Brussels)				
Average daily volume	12,728	10,886	19,926	13,610
Velocity (definition Bel 20)	9.12%	8.14%	13.66%	10.75%
Velocity (definition Next 150)	9.69%	8.22%	14.93%	

⁽¹⁾ The shares have been split in a proportion of 1 to 10 on June 23 1999.



— Return share AvH: 11.8%

— Return index First Market (continuu segment) Euronext Brussels: 8.5%

Both rebased to 100 on 01/01/1993

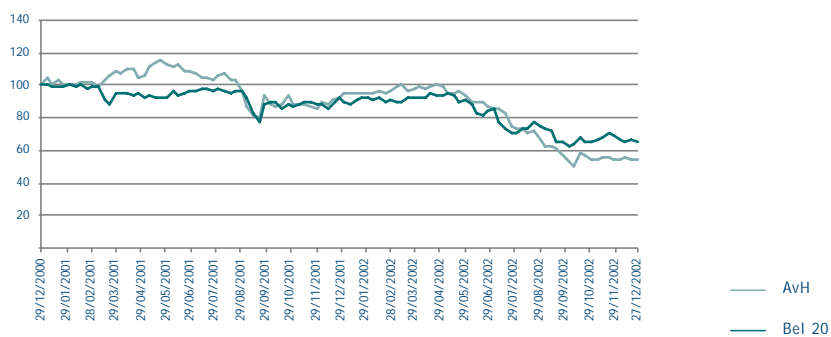
Source: Datastream, Fortis Bank Corporate Finance & Capital Markets



Codes and symbols

SRW-code (shares)	3764-78	Euronext symbol	ACKB
ISIN-code (shares)	BE 0003764785	Reuters symbol	AVHbt.BR
SRW-code (vvpr-strips)	5562-33	Bloomberg symbol	AVHBT BB
ISIN-code (vvpr-strips)	BE 0005562336		

1998	1997	1996	1995	1994	1993
30,762,920	30,762,920	30,762,920	30,762,920	30,762,920	30,762,920
-	-	-	-	-	-
11.50	10.59	9.80	10.34	6.50	6.27
1.47	1.18	1.28	0.77	0.67	0.57
0.31	0.27	0.24	0.21	0.20	0.18
0.23	0.20	0.18	0.16	0.15	0.13
-	-	-	-	-	-
0.31	0.27	0.24	0.21	0.20	0.18
0.27	0.23	0.20	0.18	0.17	0.13
40.16	26.96	14.13	12.40	11.03	9.17
25.78	13.83	11.50	9.17	9.18	5.83
34.71	25.53	13.83	12.12	10.29	
1,066.14	786.46	425.73	373.06	316.88	
15,774	18,739				
13.20%					



Bel 20: -34.9%
 AvH: -46.5%
 Both rebased to 100 on 29/12/2000



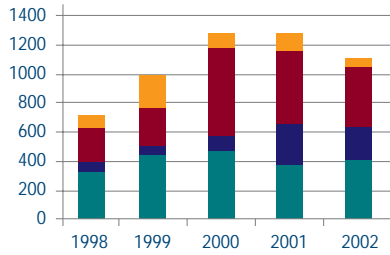
Focus on the participations

(in million euros)

DEME:

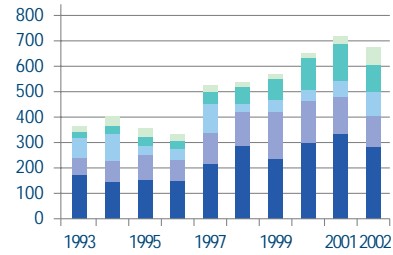
2nd largest dredging company in the world with an important diversification towards environmental services and building aggregates

Evolution orderbook 1998 - 2002



- Other
- Asia Pacific
- Europe
- Benelux

Turnover DEME 1993 - 2002

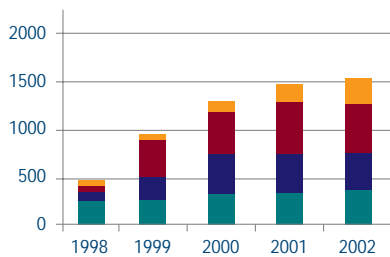


- Civil engineering
- Environmental works
- Oil and gas
- Maintenance dredging
- Capital dredging

Solvus Resource Group:

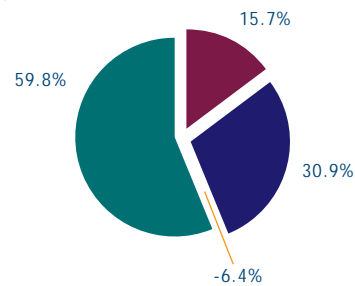
N° 5 in the European temping market, with 70% EBIT generated from specialized temping and IT/engineering services

Turnover 1998 - 2002



- Other
- Netherland
- France
- Belgium

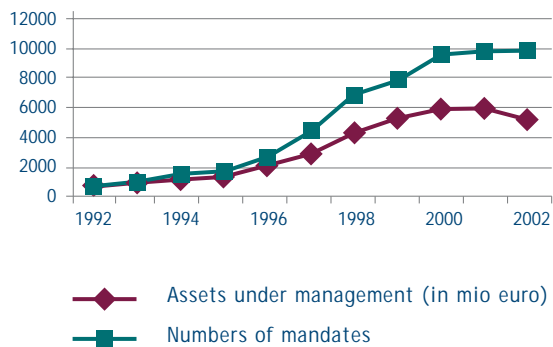
EBIT 2002 per activity



- Secondment and projects
- General temping
- Specialised temping
- Services & Consulting

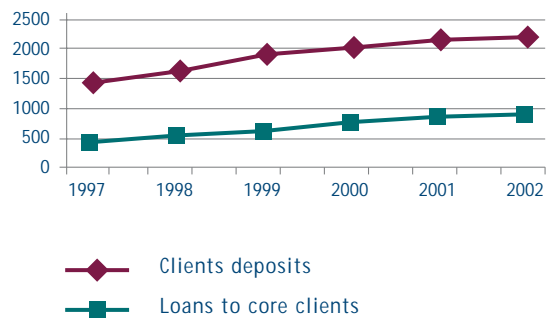
Bank Delen:

one of the largest independent private funds managers in Belgium



Bank J. Van Breda & C°:

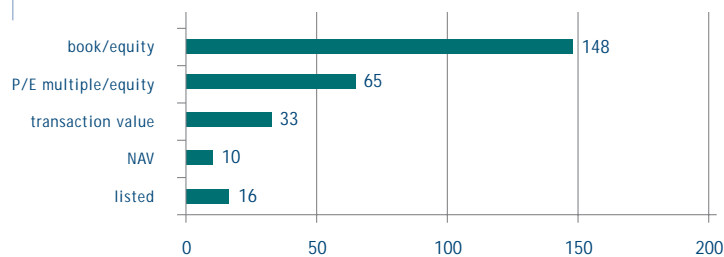
specialised bank for entrepreneurs and liberal professions



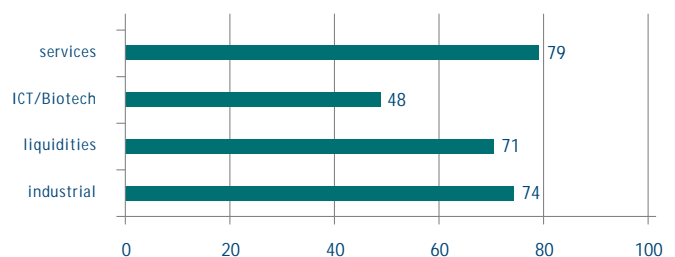
Sofinim:

one of the largest independent private equity providers in Belgium with an EVCA⁽¹⁾-valuation of its portfolio of 272 million euro per 31.12.2002 (against 318 million euro per 31.12.2001)

EVCA-valuation by valuation method



EVCA-valuation by sector



⁽¹⁾ EVCA: European Venture Capital Association

Contribution of the sectors to the consolidated group result

in million euro	2002	2001	2000	1999
1. Contracting				
DEME	15.04	19.20	11.83	6.41
Van Laere	8.77	0.77	1.21	1.74
NMP / SNTC	2.13	1.78	1.73	1.42
Subtotal	25.94	21.75	14.77	9.57
2. Human resources services				
Solvus Resource Group	-0.96	18.00	16.95	10.37
3. Financial services				
Finaxis ⁽¹⁾				
(Bank Delen - Bank J. Van Breda & C°)	19.16	18.99	19.51	17.41
Leasinvest	5.58	7.82	3.55	2.89
BDM-ASCO	-0.40	0.37	0.50	0.08
Subtotal	24.34	27.18	23.56	20.38
4. Private Equity				
Sofinim	-1.39	6.90	10.31	1.59
Contribution of consolidated participations ⁽²⁾	-10.32	4.83	4.89	3.26
Capital gains	-6.79	12.47	2.56	14.32
Subtotal	-18.50	24.20	17.76	19.17
Result of the participations	30.82	91.13	73.04	59.49
AvH and subholdings	-2.54	-10.07	-11.49	17.36
Other companies (Ad'Arma, GIB)	1.44	-0.07	-	-
Other 'non-recurrent' profits ⁽³⁾	5.10	13.53	21.31	-10.74
Goodwill write-offs	-2.17	-2.63	-2.70	-1.62
Impact impairments by affiliates ⁽⁴⁾	-17.85	-	-	-
Deconsolidated activities	-	-	-	-
Consolidated net profit	14.80	91.89	80.16	64.48

⁽¹⁾ From 1998 figures are those of Finaxis: i.e. Bank Delen and Bank J. Van Breda & C°, before this time, those of Bank Delen only.

⁽²⁾ Breakdown of the contribution of the consolidated participation: see note (14) on page 91.

⁽³⁾ Comments: see note (10) on page 90.

⁽⁴⁾ Concerns impairments on goodwill on Solvus and Ad'Arma level.

1998	1997	1996	1995	1994	1993
8.86	10.46	3.11	1.80	4.55	6.61
0.78	0.91	1.08	-0.78	0.55	1.49
1.56	1.29	1.11	1.77		
11.20	12.66	5.30	2.79	5.10	8.11
4.01	2.43	1.31	1.22	1.09	0.37
15.52	7.64	4.81	3.79	2.24	1.91
1.82	1.07	0.41	1.25		
17.34	8.71	5.22	5.04	2.24	1.91
2.19	0.36	1.82	2.93		
4.01	2.50	0.55	2.74		
5.76	7.12				
11.96	9.98	2.37	5.67	0.00	0.00
44.51	33.78	14.20	14.72	8.43	10.38
5.42	-0.79	1.50	5.05	11.50	3.74
-	-	-	-		
0.96	6.60	26.83	13.46	-0.50	-0.46
-5.15	-4.64	-4.41	-1.47	-1.28	-0.94
-					
-0.66	1.41	1.11	-8.18	2.32	4.73
45.09	36.36	39.23	23.58	20.47	17.46

Key Figures

Consolidated financial data

in million euro	2002	2001	2000	1999	1998
Balance sheet					
Equity:					
Total	857.8	670.8	611.3	566.2	589.8
Part of group	563.0 ⁽¹⁾	562.6	496.7	450.7	353.8
Evolution of the financial position of the AvH Group 1998-2002 ⁽²⁾					
Own shares	1.4	1.0	0.4	0.4	0.4
Investments					
> portfolio of shares	79.5	98.4	129.0	172.1	108.8
> time deposits	75.3	7.0	7.7	4.3	57.2
Cash	5.0	1.4	2.0	4.2	2.9
Unrealised capital gains on portfolio of listed companies					
	161.1	107.8	139.1	181.0	169.3
	26.6	57.8	104.4	127.0	179.4
	187,8	165,6	243,5	308,0	348,8
Financial debts	-142.4	-155.7	-166.1	-198.1	-63.5
Net cash	45.4	9.9	77.4	109.9	285.3

⁽¹⁾ Taking into account the distribution of profits proposed at the Annual Meeting of Shareholders on May 26th 2003.

⁽²⁾ This financial position includes only the treasury and financial debts of AvH and her affiliated companies consolidated by the method of global or proportional integration to credit institutions or towards financial markets and not the treasury nor debts of the operational participations.

Key Events 2002

January 2002

BIAC (4.66%) acquires the Brussels National airport site from the Belgian government for 206 million euro.

Creyf's is renamed **Solvus** and acquires in south-east Spain the temporary employment agency **Consulenti**.

Through **SN Air Holding**, **AvH** invests 1 million euro in the airline company **SN Air Brussels**.

February 2002

Solvus acquires the German company **CPE**, specialised in workers with technical qualifications. In 2001, **CPE** posted a turnover of 25 million euro.

March 2002

Along with the other shareholders, **Sofinim** sells its interest of 5.26% in the biotech company **Tibotec-Virco**, located in Mechelen, to the pharmaceutical multinational **Johnson & Johnson**.

Leasinvest Real Estate takes over **Brusimmo** for 32.2 million euro and thus acquires a modern office building located in the Leopold quarter (7,000 m³ office space).

April 2002

Solvus acquires the Brussels **Aide Bureaux Interims (ABI)** and **General Personnel Services (GPS)**. **ABI** and **GPS**, specialised in secretarial, administrative and reception work, together accounted for a turnover of 3.72 million euro.

May 2002

Creyf's France acquires **Top Interim 64** and **Top Drill Interim**, located in Pau. **Top Interim 64** realised in 2001 a turnover of 11.5 million euro, primarily in the industry sector. **Top Drill Interim** is specialised in supplying off-shore labour and in 2001 realised a turnover of 2.9 million euro.

BIAC inaugurates the new Pier A terminal, reserved for traffic from within the Schengen zone. The pier counts 31 access walkways to the traffic gates and represents an investment of 285.5 million euro.

Van Laere strengthens its position in northern France by the acquisition of **Voiries et Pavages du Nord** and by assuming a total controlling interest in **Wattiez**.

Leasinvest carries out a capital increase of 10 million euro, thereby increasing its shareholders' equity position to 54 million euro, through the contribution in kind by the **Nationale Investeringsmaatschappij** (100% subsidiary of **AvH**) of its Brussels head office at Rue Montoyer (6,857 m²).

Brinvest sells all its **Gevaert** shares following to a public offer, issued by **Almanij**, for a total amount of 6.7 million euro.

June 2002

Solvus acquires the Polish company **Connexio**, active in the general temping market. With 13 branch offices, **Connexio** realised a turnover of 6.2 million euro in 2001.

Leasinvest realises a capital gain on the sale of the real estate company **Ekiport** (including the head office of **L'Oréal Belgilux**) to the real estate closed-end investment trust company **Leasinvest Real Estate**.

AvH sells all its **Unilever** shares, held as an investment, for a total amount of 7.9 million euro.



July 2002

DEME's trailing suction hopper dredger "Lange Wapper" is chained up by the Indonesian government together with 6 other international dredging vessels. Notwithstanding a judgement ruled in October 2002 in favour of DEME, the ship is released only at the beginning of February 2003. Due to the closure of the sand concessions in Indonesia, major operations in Singapore have been kept on hold for already a number of months.

The **AvH** share is admitted to the Next Prime segment of Euronext Brussels.

August 2002

Sofinim participates in the additional investment in Telenet in view of the integration of the cable networks of the municipal public utility boards. The company's direct and indirect interest in Telenet currently amounts to 1.9%.

September 2002

AvH launches a public take-over bid on **GB-Inno-BM**, partly (50%) for its own account and partly (50%) for the account of Compagnie Nationale à Portefeuille. The bid is successfully concluded at the beginning of December. GB-Inno-BM is the reference shareholder of, amongst others, the listed **Quick Restaurants**.

Alain Dehaze is appointed the new CEO of **Solvus**.

October 2002

After less than 7 weeks in a dry dock, the Pearl River is taken back into service. **DEME** extends its first "jumbo" hopper, which increases the load capacity from 17,000 m³ to somewhat over 24,000 m³.

November 2002

DEME's new trailing dredger suction hopper "Uilenspiegel" (13,700 m³) is formally christened by Her Royal Highness Princess Mathilde. The ship has a relatively shallow draught and is therefore extremely well suited for maintenance dredging operations in river mouths such as, for instance, the Scheldt. The same month also witnessed the christening of the self-elevating platform of HSS, the "Vagant", in Denmark.

Sofinim acquires a 22% interest in **NMC**, located in Eupen. NMC is active in the sector of plastics processing and employs more than 700 people in Europe, of whom 400 in Belgium. In 2001, the company realised a turnover of 101 million euro, an operating margin of 11.3 million euro and a net cash flow of 10.9 million euro. 95% of NMC's turnover is realised outside of Belgium through export to more than 80 countries.

December 2002

Following a management re-organisation and the accompanying adjustment in the shareholders structure, Sofinim increases its participation in Valkieser Communications to 36.6%. The company is renamed **United Broadcast Facilities**.





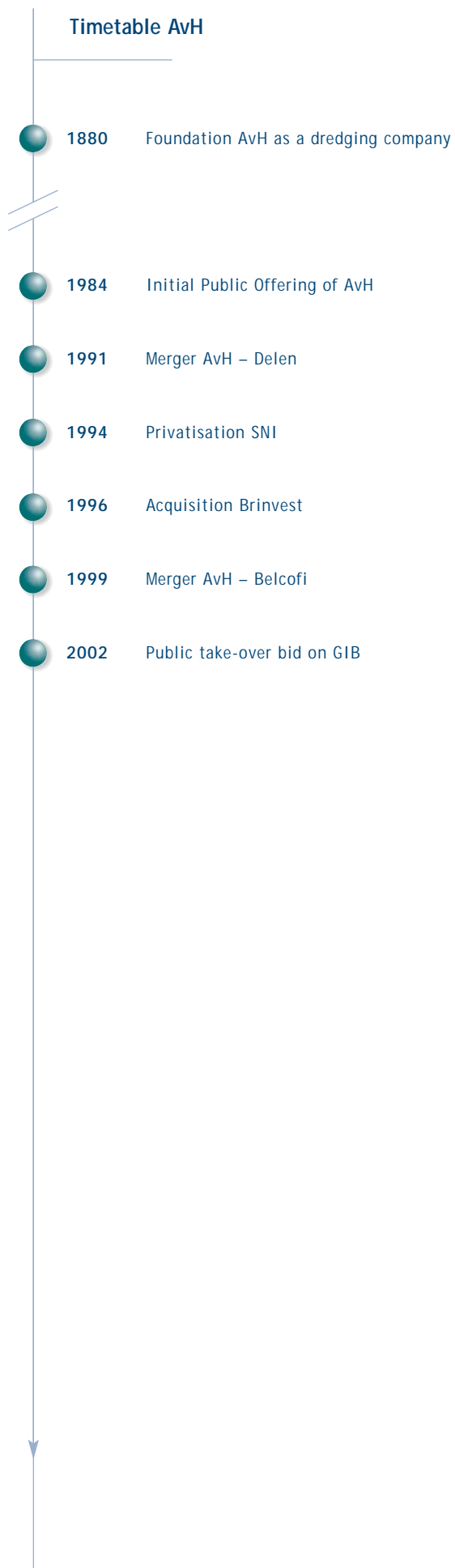
A balance between

focus and
diversification



History

These timetables historically illustrate the diversification strategie of Ackermans & van Haaren:



Timetable "Contracting"

- 1880 Foundation AvH as a dredging company
- 1974 Merger AvH - Société Générale de Dragage = Dredging International
- 1989 Acquisition A.A. Van Laere
- 1991 Acquisition of Decloedt = foundation DEME
- 1991 Foundation of Tideway
- 1994 Acquisition of SNTC (via SNI)
- 1998 Foundation of DEC (DEME Environmental Contractors)
- 2000 Acquisition of all shares of family Decloedt: participation of AvH in DEME increases from 38% to 48.5%
- 2000 Foundation of DEME Building Materials

Timetable "Human Resources"

- 1991 Participation of 25% in Creyf's Interim
- 1992 Active strategy of acquisitions (1992 > 2002)
- 1994 Increase of participation to controlling interest of 51.5% (partly through AvH, partly through Belcofi)
- 1999 Acquisition Content (NL)
- 1999 Acquisition IPS (F)
- 2001 Acquisition Bureau van Dijk Computer Services
- 2002 Creyf's Groep is renamed Solvus Resource Group
- 2002 Masterplan 2005

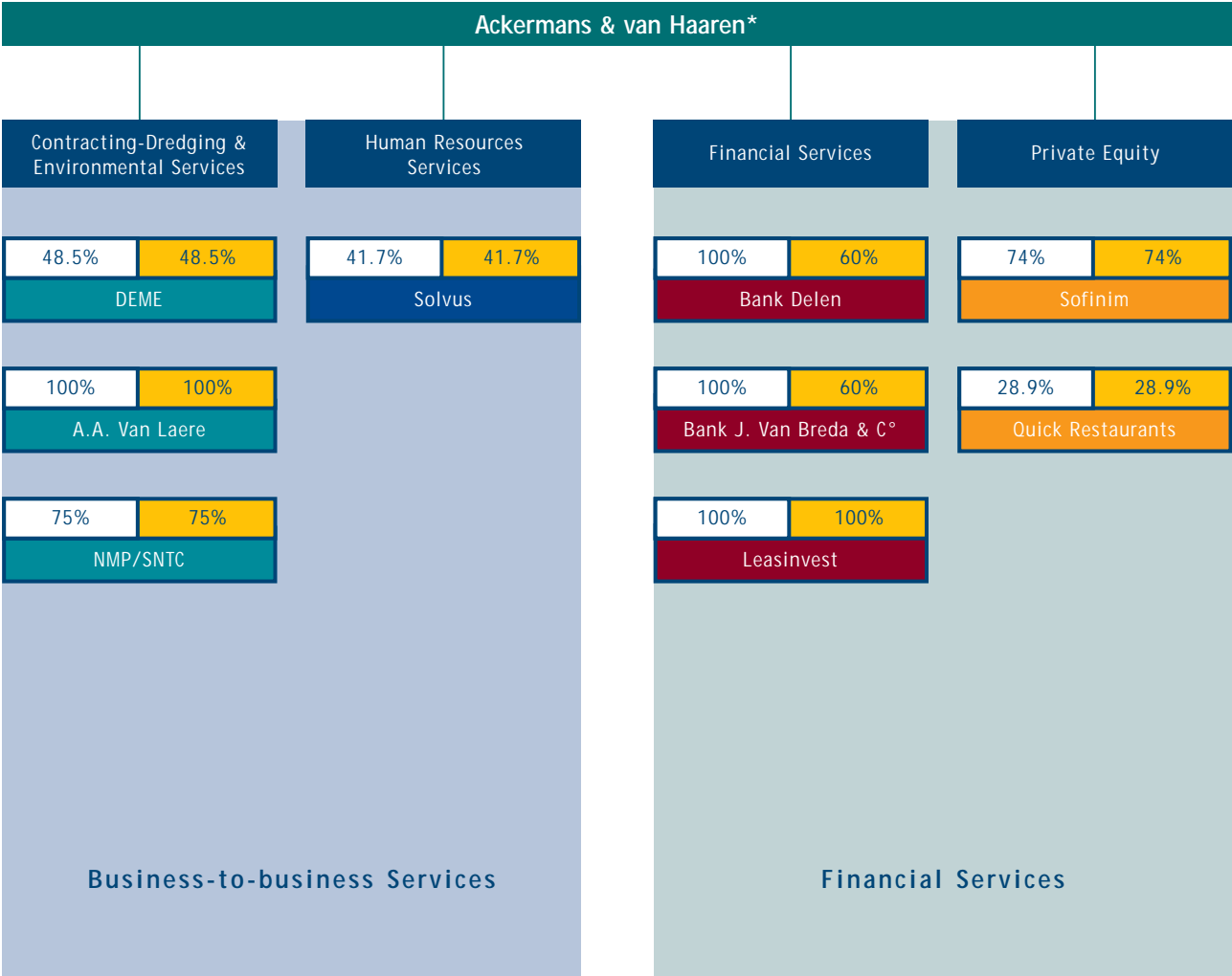
Timetable "Financial Services"

- 1991 Acquisition of Delen (through merger)
- [1994 Acquisition of Banque De Schaetzen
1994 Acquisition of Leasinvest (via SNI)
- 1995 Acquisition of Goffin Lannoy
- 1996 Acquisition of De Ferm
- 1997 Foundation of Finaxis
with Bank J. Van Breda & C°
- 1998 Public take-over bid of Leasinvest on Extensa
- 1999 IPO of Leasinvest Real Estate – sicafi
- [2000 Acquisition of Havaux
2000 Acquisition of BDM/ASCO
- 2001 Bank J. Van Breda & C°: after 1st opening
in Brussels (end 2000), new agencies in
Walloon Brabant and Wallonia

Timetable "Private Equity"

- [1994 Acquisition of Sofinim via SNI (with participations
in a.o. Illochroma, Coditel, Synvest...)
1994 Sale of 36.30% to VIV (18.14%)
and to NPM Capital (17.9%)
- [1995 Aviapartner
1995 Unisel
- [1996 Telenet
1996 Acquisition of the VIV participation
by AvH and NPM Capital
- [1996 Atenor Group
1996 Mercapital SPEF I
- [1998 Cindu International
1998 Hertel Holding
1998 Lamitref Industries
- [1999 Corn. Van Loocke
1999 Egemin International
1999 Net Fund Europe
1999 Tibotec - Virco (exit 2002)
- [2000 AdValvas Group
2000 Alural Belgium
2000 Arcomet Beheer
2000 Medisearch International
- [2001 Cyril Finance
2001 Oleon Holding
2001 United Broadcast Facilities
(formerly "Valkieser Communications")
2001 Mercapital SPEF II
- 2002 NMC

Limited organisation chart as per 31/12/02



controlling interest
 beneficial interest

* 50% GIB included



Definition of some of the key figures retained (except other explanations included in the tables)

Net income	= result after taxes
Net cash flow	= net result + write-offs + all charges not causing cash outs - all income not causing cash ins
Net financial position	= investments + cash at banks and in hand - financial debts

Contracting

DEME NV: Dredging, Environmental & Marine Engineering

Algemene aannemingen Van Laere NV

NMP/SNTC NV: Société Nationale de Transport par Canalisations

Human Resources

Solvus Resource Group NV

Financial Services

Bank Delen NV

Bank J. Van Breda & C° NV

Leasinvest NV

Asco NV/BDM NV

Private Equity

Sofinim NV

Other Investments

Ad'Arma NV

BIAC NV

IBF International Consulting NV

Sipef NV

Ch. Le Jeune Limited NV

GIB NV



DEME NV

*Dredging, Environmental
& Marine Engineering*

AvH controlling interest: **48.5%**

AvH beneficial interest: **48.5%**

DEME consolidated (31 December)

(000 euro)	2002	2001	2000
Turnover	677,211	744,090	686,752
EBITDA	102,159	122,834	112,122
EBIT	49,470	72,179	54,475
Net income	31,013	39,579	24,384
Net cash flow	89,434	97,000	87,508
Shareholders' equity	237,668	222,429	194,566
Net financial position	-216,382	-190,100	-270,631
Balance sheet total	831,410	789,888	770,041
Personnel	2,447	2,475	2,423

DEME is the second largest contracting group in the world specialising in dredging and marine engineering. From this activity, DEME has also created a new development pool in environmental activities, specialising in the treatment of contaminated soil and sludge. The group delivers various services to offshore oil and gas infrastructure and has recently started the reclamation of marine sand and gravel for the construction industry.

Results 2002

The second semester in 2002 has been significantly affected by the (temporary) closure of the sand concessions in Malaysia and Indonesia. As a result, the large land reclamation projects in Singapore were left idle for months and some of the large ships, amongst which the "Lange Wapper", were left stranded in forced inactivity. This, to a very large degree, depressed the 2002 results. Another negative factor was the discovery of large quantities of war ammunitions in the outer harbour of Le Havre, and this in zones that according to the local port authority had been cleared of mines.

Nonetheless, 2002 proved very positive in many other areas. The utilisation of the fleet was relatively high and DEME has in a number of successful projects demonstrated its ability for diversification into less cyclical activities. It concerns here maintenance dredging operations for the European market, maritime construction materials, decontamination of brownfields, and projects in the oil and gas sector. These activities strengthened positions in the home markets and on a worldwide level strategically led to collaboration with partners that were active in a complementary capacity.



www.deme.be

Two new hoppers were put into service in 2002. The Charlemagne (5,000 m³) is to be used by DBM (DEME Building Materials) and the Uilenspiegel (13,700 m³) is a sistership of the Lange Wapper, characterised by its shallow draught in relation to its hopper capacity. HSS (Hydro Soils Services), DEME's specialised marine engineering group (in joint venture with Smet boring) has taken a new multifunctional lift platform into service, named the Vagant, with a load capacity of 1,000 tons. It was put immediately to work in the construction of a large offshore wind generator park in Denmark.

Operational overview 2002

A complete overview being too extensive, we are offering you below a selection of some significant or key activities from the past year.

1. Dredging and marine works

In Belgium, maintenance dredging operations in the North Sea and in the access fairways to the harbours of Zeebrugge, Ostend, Nieuwpoort, and Blankenberge are continuing apace. In the harbours of Antwerp, Zeebrugge, and Ghent, a deepening of the channels and sludge removal was carried out as well as construction work on new dikes and quay walls. The Charlemagne was involved in a beach fill operation in Ostend and on the Oostdijck bank in the North Sea a new unmanned radar station with heli-platform was erected on piles 3 meters in diameter and 48 meters in length driven into the sea bottom.

In the Netherlands, work was conducted on the Betuwe line and a contract was secured for the lifting of 28 shipwrecks from the fairway in the Westerschelde.

The important project "Le Havre Port 2000" was started in January 2002. This involves the building of a new container terminal outside of the existing harbour zone, more specifically in the mouth of the Seine. Some 45 million m³ of sand and gravel must be dredged for this in zones of shallow draught and strong tidal currents. Elsewhere in France, maintenance dredging works were carried out in rivers and harbours. This included dredging in the Bassin d'Arcachon for the protection of oyster banks threatened by silting. With the Scaldis, 7 shipwrecks were recovered near Ile de Ré.

In Denmark, different kinds of operations were carried out in the construction of offshore wind generator parks: undersea rockfills near Horns Rev and foundation works in Samsø where the largest piles ever (4.5 m diameter and 270 tons) were driven into the sea bottom.

In Italy, a number of beach maintenance works were carried out and DEME became involved in relatively extensive projects for quay wall work. In Germany, an important contract (one of many) was secured in the harbour of Hamburg that entails a combination of dredging, land reclamation, environmental works, and dry soil shifting. Elsewhere in Europe, there were other contracts that necessitated a combination of different



disciplines: the harbours of Cadiz, Barcelona, Southampton and a pipeline landfall in Ireland.

In Africa, operations were conducted in Ghana where in the centre of the capital Accra, contaminated sludge was dredged up from the Korle Lagoon and removed. In Angola, the Pululu access canal to the Congo River was dredged free. In Guinea, maintenance dredging works were carried out. In Nigeria, important work was executed for local international oil and gas companies. Mostly it concerned maintenance work or constructions around pipelines.

In India, DEME was involved in two dredging and land reclamation projects: one in Karwar where a naval base is being established and one in Hazira where an LNG terminal is under construction. On the Maldives, phases 1, 2 and 3 of the Hulhumale project was finished for IPEM. Aside from dredging work, the work also entails land reclamation and the construction of a pier of 2 km long with 800 m of quay walls.

In Venezuela, DEME has carried out maintenance dredging works at the Orinoco Interior and Exterior. In the same region, a contract was signed to deepen the harbour of Freeport in the Bahamas.

In Singapore, DEME, in a joint venture, continued the mega land reclamation projects around Jurong Island and Tuas View Extension. This phase of the land reclamation works requires

moving a volume of 550 million m³ of sand. The already mentioned problems in the region relating to sand concessions have had a seriously negative impact on the execution of these operations. Currently, sand from waters in Singapore is used until a solution can be found.

In Hong Kong, a 250 ha new terrain, reclaimed from the sea, was prepared for the erection of a Disney theme park. In this project, 62 million m³ of mud were removed and 80 million m³ of sand was laid down. There was also the dredging of a pit to dump contaminated sludge.

In different locations in Australia, DEME was involved in harbour operations or river dredging works. In Papua, New Guinea, the environmental reconstruction project was continued on the Ok Tedi River for the account of a large open pit mining operation in the central mountainous area of the large island.

2. Tideway Marine and Offshore Contractors

Tideway has carried out rockdumping and excavation works for the protection or the stabilisation of undersea pipelines and cables for major oil and gas companies. As a result, the fallpipe ship Seahorse (18.500 tons) was operating in the Mediterranean Sea near Port Said and at the east coast of Canada for Husky Oil. In Canada, so-called 'glory holes' had to be dug in order to protect under-water installations against icebergs gouging the sea bottom.



The Rolling Stone (11.500 tons) was active in Trinidad and in the Gulf of Mexico. Here too it concerned mostly protective work for petrochemical infrastructures or undersea cables. Later on in the year, both ships were involved in diverse operations in the North Sea.

For Agip/Gasprom, landfalls were constructed at both ends of the double 20" pipeline under the Black Sea. And in Ireland, work was carried out on a 10 km long 56" sewerage pipe under Dublin Bay. For BP, a landfall was realised for a 40" pipeline in Trinidad.

The construction of such landfalls often demands a variety of complex marine construction techniques: in this area, DEME stands out from its competitors.

3. Environment (DEC: DEME Environmental Contractors)

In the first place, DEC plays a supporting role in many maintenance dredging projects that require the decontamination or confinement of polluted sludge. However, to an increasing measure, DEC is also active in environmental projects that are unconnected to dredging activities.

DEC is active in the decontamination of brownfields (for instance, Fasiver in Ghent), the treatment of polluted groundwater, in situ and ex situ soil sanitation, the establishment of dumping grounds for different types of waste products, and in diverse specialised environmental techniques.

For the decontamination of sludge and soils, DEC operates recycling centres in Ruisbroek, Krankeloon, and Kallo.

In Ruisbroek, the new facility N-Viro was put into service: already 25,000 tons of organic sewage sludge has been reprocessed on the site into high-quality fertiliser. Via De Vries and van de Wiel (the Netherlands) and Ecoterres (Brussels, Wallonia, and Northern France), DEC maintains a very significant presence outside of Flanders.

In 2002, DEC was also active in Italy, Bulgaria, and Ireland, and in Spain and Guernsey, new contracts were signed.

4. Construction materials

Since being put into service in January 2002, the Charlemagne has delivered more than 1.7 million tons of sand and gravel to the harbours of Le Havre, Dieppe, Fécamp, Dunkerk, Ostend, and Hamburg. In October, a new processing plant was inaugurated in Hamburg, operated by DBM in collaboration with OAM Baustoffen. Also in France, initiatives have been started to gain access to the local market. In Vlissingen (the Netherlands) an unloading facility is being built for DBM to become operational during the first half of 2003.

In 2002, DBM restarted sand deliveries to the concrete plant for the construction of the Deurganck dock on the Antwerp left bank. These works will continue for at least another two years.

Prospects 2003

Looking at the order book, which as of the end of 2002 had recorded 1,090 million euro worth of new orders, and taking into consideration a sustainable solution for the problem with the sand concessions in Indonesia, DEME forecasts a turnover and a result that is comparable to the results of 2001. This is also assuming that a solution can be found to the contractual disputes in Le Havre mentioned above, regarding the discovery of war ammunitions, and with all due reserve regarding the effects of the crisis in the Middle East on the oil and gas sector.

The fleet's utilisation and use of equipment is promising and the efforts made in the DP² (DEME Profit Plus) plan, where greater cost consciousness and overhead reduction are central features, are being further pursued. The increasing share of more recurring activities such as, for instance, DBM, DEC, the European maintenance dredging work, or the servicing of the oil and gas sector, makes DEME less dependent on major, more cyclical capital dredging contracts.

Debt reduction, which was interrupted by declining cash flow in 2002, will be resumed in 2003. A measured and focused investment policy for fleet and equipment and an enthusiastic and experienced management team are important success factors to ensure DEME's lasting and durable growth.



Algemene Aannemingen Van Laere NV

AvH controlling interest: 100%

AvH beneficial interest: 100%

VAN LAERE consolidated (31 December)

(000 euro)	2002 ⁽²⁾	2001 ⁽²⁾	2000 ⁽¹⁾
Turnover	166,000	179,131	118,224
Net income	8,770 ⁽¹⁾	773	1,258
Net cash flow	15,862	2,510	3,099
Shareholders' equity	27,058	18,588	16,455
Net financial position	12,571	11,589	11,779
Balance sheet total	287,851	228,938	198,484
Personnel	702	468	357

⁽¹⁾ Van Laere + temporary associations

⁽²⁾ Van Laere consolidated

⁽¹⁾ Including exceptional result (4.1 million euro) as a result of change of valuation principle from "completed contract method" to "percentage of completion".

Algemene Aannemingen Van Laere (Van Laere) is a general contracting company operating in the Benelux and Northern France. The company's main activity comprises office buildings, civil construction projects, as well as hydro, environmental and industrial constructions. Renovation projects, amongst which the restoration of historical buildings, account for an increasing proportion of the turnover, mainly on operations in Flanders and in the Brussels Capital Region. At the same time, the company has been able to record steady annual growth in its turnover figures for Wallonia, the Netherlands, and Northern France.

Results 2002

The main ingredient of 2002 was the continuation of some larger projects. The steady flow of different jobs kept occupation levels continuously high and hence the result of 2002 was quite satisfactory. Thanks to the commitment and support of the entire team, Van Laere is among the best performing and leading contractors in the area.

Conform to the accounting standards in the sector, Van Laere as of 2002 recognises results by percentage of completion instead of by the former method of recognising results only on delivery of the site (completed contract). This change offers a one-time positive effect on the net result of 4.1 million euro.



www.vanlaere.be

Operational overview 2002

The following projects were successfully completed in the course of the year:

The office complex in Neder-over-Heembeek (Sanofi), Diegem (Pegamo Cisco), Evere (Administrative Centre), Anderlecht (L'Oréal) and Zaventem (NATO building), an office building with business restaurant in Brussels (Pfizer) and the reconstruction of office space in Merksem (Elia). Finally, the drinking water production plant in Roosendaal (the Netherlands) was delivered as well as the access tunnel to the Ubizen project in Leuven.

The following projects were continued: the office complex in Kirchberg in the Grand Duchy of Luxemburg, North Galaxy and Twin Squares in Brussels and the renovation works to the old hospital in Asse. Likewise, the company can claim successful continuation of the following works: the construction of the police station in Leuven, works in Kortenberg for HSL, and the civil engineering works at the new paper plant Stora – Enzo in Langerbrugge. The hydraulic engineering works in Zeebrugge, Ghent (Kluizen dock) and Doel (Deurganck dock) also recorded good progress or were started up again. The works at the Antwerp Central Station for the passage of HSL are on schedule.

In the Netherlands, work continued on the HSL- South line between Breda (Prinsenbeek) and the Moerdijk bridge. Also

the prestigious hydraulic engineering project on the navigat in Enkhuizen neared completion.

In the course of the year, the following projects were started: Sint-Niklaas (Shopping Centre Waasland), the office complex in Diegem (Api 3), Antwerp (Generaal Lemanstraat) Mechelen (The Line), the reconstruction of Bank Delen in Antwerp, the Yperman hospital in Ypres, the drinking water production plant in Harelbeke-Stasegem, the retirement home Aymonshof in Dendermonde and the parking facility underneath the Rubens square in Knokke. Finally, the tunnel underneath the City of Antwerp was started using the shield method and is progressing on schedule in the direction of the Central Station.

The delivery of the projects Vedas and Stassart has been carried out for the Groupe Thiran. Also noteworthy is the restoration of the Namur station, as well of the continuation of the construction of apartment units in Evere.

The firm Arthur Vandendorpe completed several renovation works in Oudenburg and continues work on its projects that are spread across Flanders.

In order to strengthen its presence in Northern France, Group Van Laere acquired in May of 2002 a majority interest ($\pm 70\%$) in the firm "VPN - Voiries et Pavages du Nord" in Armentières.



This in turn reinforced its presence with Wattiez, situated near Valenciennes, in which VPN was already a shareholder beside Van Laere.

In the Netherlands, the co-operation between Van Laere Infrabouw and Van Laere resulted in the projects in Prinsenbeek and in Enkhuizen. At the same time, works on the railroad underpass in Loenen are in full progress.

Prospects for 2003

Taking into account the recent awards of tenders, the company may fully expect to realise a 2003 turnover figure comparable to that of the year 2002. In this, Van Laere hopes that the relative share of the renovation works shall keep growing through the contribution of its subsidiaries Group Thiran and Arthur Vandendorpe. Also, the turnover in the Netherlands, the Grand Duchy of Luxemburg, and France are expected to improve slightly.

Consideration is given to the continued pressure on prices. Nonetheless, the construction group Van Laere has been able to build an ever-expanding representation both in terms of its activities and its geographic operational region. Hence Van Laere remains optimistic of its ability to continue the controlled growth pattern of the past years.

Société Nationale de Transport par Canalisations SA

AvH controlling interest: 75%

AvH beneficial interest: 75%

SNTC consolidated (31 December)

(000 euro)	2002	2001	2000
Turnover	19,945	17,730	17,937
Net income	2,710	2,253	2,085
Net cash flow	11,069	9,624	10,221
Shareholders' equity	42,856	41,224	40,049
Net financial position	6,171	15,781	10,826
Balance sheet total	85,260	89,787	77,853
Personnel	5	5	5

The limited company 'Société Nationale de Transport par Canalisations (SNTC)', originally founded by the Belgian State, specialises in the construction, the operation and the maintenance of pipelines for transporting industrial gases for the petrochemical industry. In Belgium, SNTC owns and/or manages a pipeline network of more than 800 km.

Throughout the year 2002, the pipelines were operated without any noteworthy problems.

Beside the pipeline for the transport of chemical grade propylene between the port of Antwerp and the chemical site at Feluy, a new pipeline has been laid to expand the transport capacity on the Merchtem – Feluy route. This new pipeline was taken into service on January 1, 2002.

The pipelines between Zeebrugge and Ghent and between Ghent and Sluiskil, which are currently not in operation, will continue to be maintained and inspected to be available for a possible new user.

All preparations, studies, permit applications for the pipelines between Bayer and Ineos Phenol in the Antwerp harbour district with links to the Scheldt area are ready for the start of the actual construction.

PALL (51% SNTC; 49% DSM) has passed through a period of normal operations. Expansion projects for the existing pipeline Antwerp - Geleen towards Germany are being studied at the moment.

Prospects

SNTC anticipates further expansion projects in the Antwerp harbour district and new investments in the Campine regions, especially in the transport of propylene and hydrocarbons, which will have an international impact. The planning, however, is to be fitted into the investment budgets of production units by chemical multinationals.



Solvus Resource Group NV

AvH controlling interest: 41.7%

AvH beneficial interest: 41.7%

SOLVUS RESOURCE GROUP consolidated (31 December)

(000 euro)	2002	2001	2000
Turnover	1,510,050	1,458,430	1,272,729
EBIT	42,910	93,574	81,996
Net income	-40,235	43,927	41,734
Net cash flow	44,353	70,002	57,537
Shareholders' equity	304,837	343,141	242,323
Net financial position	-264,631	-259,318	-150,465
Balance sheet total	885,960	932,632	718,661

	2002	2001	2000
Stock market capitalisation (in million euro)	195	507	558
Stock market price			
low	5.4	12.7	19.0
high	24.8	28.2	33.5

The Solvus Resource Group is a leading supplier of innovative Human Resources services on the local, national, and European levels. In 2002, the group realized a turnover of some 1.51 billion euro and employs a workforce of 4,200 permanent staff. The group, with headquarters in Antwerp, Belgium, is active in ten European countries, namely Belgium, the Netherlands, Luxemburg, France, Spain, Italy, Germany, Austria, Switzerland and Poland, primarily supplying General and Specialised temporary staffing, Secondment and Projects, and Services and Consulting

Results 2002

Solvus Resource Group has just passed through an eventful year in 2002.

Notwithstanding the effects of a negative economic climate and the internal impact of abrupt management changes, the Solvus organization managed to maintain steady control over its commercial operations.

The Solvus Resource Group realised a rise in total turnover of 4% to 1.51 billion euro (as compared with 1.46 billion euro in 2001). Going against the general economic trend, Solvus in the first semester kept steadily expanding its network in the expectation of an economic recovery at the end of 2002. Forty-five agencies were opened and an extra 55 were added to that figure via acquisitions, which brings the company's total network in Europe from 728 to 828 agencies. With its organic growth of -3.16%, Solvus in 2002 outperformed most of its major competitors in the sector.



www.solvus.biz

The Netherlands market remains with 34% the most important operational field for Solvus, followed by France (25.6%) and Belgium (23.5%).

With 25.45%, the 2002 gross profit margin also remained stable at a high level, in line with the 25.57% figure in 2001.

The operational result (EBITA) has declined to 42.9 million euro or to 2.82% of the total operating revenue (93.6 million euro in 2001 or 6.4% of the turnover). Write-offs against doubtful receivables in France and the Netherlands, time and effort to resolve administrative problems in France, and reconstruction costs have had their negative impact on the operating result, which meant that the budgeted EBITA goal was not attained. Without these one-time costs, the operating results would have been 53.4 million euro or 3.5% of the turnover figure.

Also within the context of the planned transfer to IFRS, the Solvus Resource Group decided on an extra-ordinary depreciation of the goodwill, in consequence of an impairment test, with respect to Bureau van Dijk Computer Services (BvDCS) and Schoevers, for 38 million euro.

In addition, a further 15 million euro in extra-ordinary expenses were posted. These are primarily related to the restructuring costs in the Netherlands, at BvDCS, and Creyf's France.

All of the above account for the group's -40.2 million euro loss for 2002.

Excluding these extra-ordinary restructuring and 'house-cleaning' costs, the 2002 net result (pro forma) would have been 24 million euro, as compared with 43.9 million euro in 2001, which represents a decline of 45%, a figure in line with that of the major competitors in the sector.

The net financial indebtedness as of December 31, 2002, remains quasi constant at 265 million euro.

In the course of the 4th quarter, the new management took the initiative to consolidate the short-term debt, on the one hand, and, on the other, to drastically reduce the number of "days sales outstanding" via a strictly enforced credit management system.

The number of "days sales outstanding" was reduced by 13 days between the period September – December 2002.

Following the implementation of the various programmes, about 70% of the financial debt shall as of April 2003 be in long-term contracts.

Following the goodwill impairment, Solvus as per December 31, 2002, possesses net assets of 304.8 million euro.

Operational Overview 2002

The departure of two top managers from the group provided the impetus to create a real, forceful Group Executive Management Board composed of 5 experienced, international managers.



Within the organisation, Alain Dehaze was named CEO. Herman Swinnen remained as EVP responsible for the internal HR policy. From the outside, the group attracted Rob Zandbergen (Dutch nationality, 44 yrs old. – formerly of SNT, NL) as CFO, Marc Frustié (French, 45 yrs old - formerly of Potain, Fr) as EVP for southern Europe, and Bart Rentmeesters (Belgian, 46 years - formerly of Guilbert, UK) as EVP for northern Europe – inclusive of IT and engineering and secondment activities.

At the same time, the organisation was adapted, shifting from a sector focus to the geographically organized, locally driven culture. The Masterplan 2005 that was proposed in consequence of the annual accounts on February 28, 2003, is fixed firmly on a number of clearly defined touchstones:

- > mission: offering innovative, integrated HR services and solutions via strong international and local brands;
- > focus: assignation of management responsibility based on programme of operational excellence, clearer and strict monitoring guided by an active cost control system
- > growth: sustainable, profitable growth, with a focus on cash flow generation
- > culture: from pure entrepreneurship to 'entrepreneurial management'

GENERAL TEMPORARY HELP

In **Belgium**, the turnover figure rose by 6.2% to 287 million euro, via a network consisting of a total of 124 agencies. Aside from the acquisition of ABI and GPS at the start of

2002, the turnover at Creyf's Belgium rose independently by 5%. In a shrinking market, the firm's market share actually increased, so that Creyf's occupies the undisputed 3rd spot in the Belgian market. The gross margin declined as a result of increasing price pressures in the market. Creyf's Belgium profitability increased thanks to a series of cost reduction measures.

The turnover in **the Grand Duchy of Luxembourg** rose significantly thanks to the formation of the new division Creyf's Technics.

In **the Netherlands**, the turnover declined marginally by 2% to 164 million euro, while the market as a whole declined by 6.2%. The gross margin percentage was maintained. The operational result has declined under the effect of one-time restructuring costs and because of the consequences of a stricter credit management system. Creyf's now operates 135 agencies in the Netherlands.

In **France**, Creyf's turnover declined by 5% to 375 million euro. The year 2002 actually turned into something of a disaster for the French operation. In a difficult market, the local management embarked on a programme of renovation of all agencies and also opened 28 new ones. Obviously, these investments weighed heavily on the financial figures. In addition, not enough attention was paid to the administrative organisation to underpin that kind of refit. Creyf's does, however, now operate a network of 190 agencies.

Because of one-time costs as a result of the administrative reorganization and the extra write-offs of doubtful receivables, the results show a marked decline. In the meantime, a new management has been installed and the joint administrative back office reorganised. A first positive result of the new policy is that the number of days of outstanding customer indebtedness for the past 3 months has been reduced by 18 days.

In **Germany**, Creyf's turnover figure rose by 53% to 65 million euro, thanks to the acquisition of CPE and an organic growth of 12%. Because of reduced staffing, the gross margin came under pressure. As of the end of 2002, Creyf's is now operating 57 agencies in Germany.

In **Austria**, the agency realised organic growth of 15% via a network of 12 offices. Its turnover is 28 million euro. Here also, the profit margin came under pressure.

In spite of negative organic growth of -15.52%, **Switzerland** witnessed more than a doubling of its turnover (27 million euro), thanks to the acquisitions of Arber, Royal, and Transition. The integration is proceeding apace but because of Creyf's Switzerland's negative result, the operational result has declined in its turn. In the meantime, the outsourcing of the joint back office has been successfully completed.

Creyf's **Spain** realised a rise in total turnover of 30% to 56 million euro and organic growth of 12%. The gross margin rose but was completely neutralised in 2002 by high overhead costs. With the acquisition of Consulenti (4 agencies), Creyf's is now operating a network of 40 agencies in Spain.

Italy witnessed an organic growth in its turnover of 28% to 52 million euro, while the market grew between 15% and 17%. Twelve new offices were opened, which brought the total number of agencies to 44. As not all of the new offices are fully operational as yet, a further rise in turnover may be expected. Also in Italy, the gross margin has come under pressure.

In **Poland**, Creyf's is now operating 13 agencies.

SPECIALISED TEMPORARY HELP

Content's turnover declined by 4% to 196 million euro, while the whole market witnessed a retrenching of 6.32% and the administrative segment went down 3.2%. The gross margin rose but because the drop in turnover, combined with rising costs, the operational result declined.

In 2002, the acquisition of WesselCoenen gave Solvus a market presence in the area of Executive Search in the Netherlands.

Express Medical realised a turnover increase of 23.49% while the gross margin remained relatively stable. Express now operates 6 agencies in Belgium. In the fourth quarter, a reorganisation was carried out in order to reduce the pressure on the operational result.

The total turnover at **Star Job** declined by 8.5% but owing to an improved gross margin, profit remained on an even keel when seen in absolute terms.

SECONDMENT & PROJECTS

Bureau van Dijk Computer Services (IT Projects) suffered from the retrenchment of the IT sector and recorded a drop in turnover of 5.18% to 36 million euro. Because of the takeover of JConsult and Infopole in 2001, and Beaver Luxemburg and Creyf's Hosting in 2002, the consolidated turnover, however, rose to 40.3 million euro. The economic impact on the demand for IT services depressed prices as well as the level of placement activity, which forced BVDCS to reduce its staff. This explains the negative operating figure of -2.6 million euro.

Furthermore, the decision was taken to embark on a strategic re-orientation and restructuring of the management team. Furthermore, due to a criminal investigation, the managing director left the firm.

In the meantime, a management board has been appointed with a new CEO and CFO.

In addition, various other elements such as commercial claims, weighed on the result, recording in the end a net loss of -5.5 million euro.



At **Beaver Software** (IT Secondments), the turnover figure declined to 42 million euro (-17%), which, combined with a lowered staffing level, resulted in a decline of the operational figure. Titan was taken into Beaver Software Nederland.

At **Innotiv** (Engineering Secondments & Projects), the turnover recorded an organic decline of 6% to 68 million euro. The gross margin also went down. In 2003, Spekan, Cluster, and Xeltis will be integrated into Innotiv Nederland. At the end of 2002, Geotec (surveying firm) was acquired.

SERVICES & CONSULTING

Schoevers Opleidingen (Training Courses) and **Schoevers Bedrijfsopleidingen** (Business Training) suffered a 21% decline in turnover, owing to a marked drop in enrolment. This turnover decline and the restructuring that was carried out explain the negative result at Schoevers.

ADV Consult (Outplacement) improved its turnover by 75% and its operational result by 157%.

Prospects 2003

For the time being, Solvus Resource Group anticipates no changes in the uncertain climate in 2003.

In 2003, management will focus on the further improvement of the operational cash flow and the balance sheet. This will be brought about by a further drive towards cost savings and

a prudent and cost-effective spending policy, a purposeful but controlled investment policy, and further improvements in credit management.

Solvus aims to remain one of the most profitable players in the market. The strong operational decentralization format and its accompanying flexibility must be kept intact.

As an organisation with a turnover of 1.5 billion euro, Solvus stood in need of a broader-based, more internationally oriented management team. The new team is our guarantee of a permanent, sustainable and profitable growth.

The temporary help sector, which offers one of the few instruments with regards to employment flexibility within the European business world, remains fundamentally a growth industry.

In addition, the position of supplier of temporary personnel leads into a privileged position of supplier of services on a broader HR plane.

The enthusiasm and dedication of local management – down to the level of the agencies – and the entrepreneurial management of all executives should allow Solvus, together with the sector, to profit from improving markets at the first signs of an economic recovery.



Bank Delen NV

AvH controlling interest: **100%** (via **Finaxis NV**)

AvH beneficial interest: **60%**

DELEN INVESTMENTS consolidated (31 December)

(000 euro)	2002	2001	2000
Bank product	48,869	52,216	54,941
Net income	14,427	15,693	17,195
Net cash flow	21,005	21,606	22,517
Shareholders' equity	90,227	79,706	67,870
Funds under management	5,108,820	5,883,901	5,829,965
Cost Income ratio ⁽¹⁾	45%	45%	42%
Return on equity	17.0%	21.3%	28.1%
Personnel	114	132	141

⁽¹⁾ goodwill amortization excluded

Bank Delen is a specialist financial institution that focuses exclusively on asset management for a vast customer-base consisting primarily of private individuals. On December 31, 2002, its managed assets amounted to 5.1 billion euro.

Results 2002

2002 turned into yet another year where the financial world was forced to further cope with the excesses that characterised the end of the nineties. For the third consecutive year, stock markets worldwide registered notable declines. The market crisis reached a peak at the end of September, when a flood of extreme pessimism overwhelmed the investment community.

2002 thus turned into a year that demanded a prudent and cautious allocation of the equity, bond, and treasury portfolios, guided by the realisation that at a time of market free-fall, it is advisable to steer well clear of the equities market and opt instead for a reduction in the relative weight of this particular component in the total assets of the managed portfolios.

Consequently, during the past year, alternatives like bonds, real estate, and specialised funds such as opportunity funds and funds that technically speaking keep the invested capital steady at a given level over a given period of time offered attractive possibilities for investment strategies, depending on a portfolio's given profile.

Notwithstanding the fact that prudence and caution is the guiding principle behind the conservative asset management policy adhered



www.delen.be

to at Bank Delen, the company was hard pressed by the upheaval in a market where the European shares suffered a 33% drop, fuelled by widespread and pervasive irrationality in investor behaviour. This phenomenon, incidentally, affected all "private banking houses". We are, in effect, experiencing the most severe stock market crisis since the Great Depression days in the thirties during the previous century.

Thanks to its well thought-out strategy and its efficient organisation, Bank Delen has managed to realise good results even under these difficult circumstances. On December 31, 2002, the total assets under management by Bank Delen amounted to 5.109 million euro (compared with 5.884 million euro as per December 31, 2001).

Total operating income declined by 6% from euro 50.2 million to euro 47.2 million, a result that in the 2002 markets must be seen as a relatively good performance.

As before, costs were kept under proper control. During the market's heyday, Bank Delen never let itself get carried away into engaging in "hype" investments. In addition, it has been able to maintain its proven track record of efficient integration of the group's diverse units. As a result, the operating expenses were rounded off with 1.5 million euro to a final figure of 18 million euro. Thus, Group Delen maintains a cost/income ratio of 45%, which may be considered an exceptionally good figure for the sector.

The net consolidated profit for 2002 amounts to 14.4 million

euro or a decline of 8% in comparison with 2001 and was achieved without the need for Group Delen to take recourse to its reserves built up in the past.

The consolidated shareholders' equity (after distribution of profits) amounts to 90.2 million euro. Return on (average) equity amounts to 16.98%.

In addition, Bank Delen conducts for its own account a very conservative investment policy: this means that in times of uncertainty, it opts for a broader spread across various investment areas, to the detriment of the yield it could normally obtain from such investments. Bank Delen itself does not have trading portfolios of its own.

Operational overview 2002

With euro 5,109 million of managed funds and its 13,000 customer base, Bank Delen is the third largest securities house in Belgium and clearly the largest 'private banker' in Flanders. The bank specialises exclusively in asset management for customers who are private individuals and does not trade for its own account; neither does it develop any other activities that would be in conflict with the investment strategy of its customers.

76% of the invested capital is kept under discretionary management or invested in collective financial instruments, amongst which its own investment funds. The number of investment mandates in 2002 registered a further rise (+1.5%) to 9,787.

With Bank Delen, you, the client, are the recipient of the expertise and experience of a personal confidential adviser who will focus on the analysis and the personalised management of your assets. In difficult times, it is especially important to be able to rely on the advice of a "private banker" who is monitoring your dossier on an ongoing basis and who is familiar with all of its aspects. In addition, Bank Delen makes transparency vis-à-vis the client one of its clearly practised deontological principles.

With its experienced and dedicated team of specialist lawyers, Bank Delen is also becoming increasingly involved in providing global patrimonial advice to successive generations of customers. So does the legal team look after the effective execution of necessary activities on behalf of its clientele. Diverse themes are handled by the legal team: analysis of marriage contracts, transfer and structuring of assets, legal advice on drawing up a final will, business succession and the like.

Also, Bank Delen has prepared its action plan in the light of European harmonisation and is now in a position to offer a complete personalised service to its clients.

Group structure

2002 signalled the year of the full and successful integration of the investment broker Havaux, acquired at the end of the year 2000, with offices in Brussels and Luxembourg.

The new Brussels offices on Tervurenlaan no 72, inaugurated in June 2002, are operational headquarters to the teams of Bank Delen, Goffin, Lannoy & Cie and Havaux. Also located at this address are the asset managers Fides Asset Management and Vega Asset Management, both members of the Group Delen. René Havaux, of the former stock brokerage house Havaux, is in charge of these Brussels offices and as Managing Director is a member of the Bank's Board of Directors.

In addition to the main offices in Antwerp, as well as to the offices in Liege and West Flanders, Bank Delen now operates a full-fledged administrative office in the capital.

The collaboration with Bank J. Van Breda & C°, in which Finaxis N.V. holds an interest of 100%, is proceeding apace.

In Liege, Bank J. Van Breda & C° opened an office on the premises of Bank Delen. Both offices are thus located in the Banque de Schaetzen building that was taken over by Group Delen in 1994.

Via the 45 Van Breda branch offices in Belgium, Bank Delen is able to offer its asset management services to an ever-growing clientele of entrepreneurs and individuals in the so-called 'independent professions'. Van Breda clients have in the meanwhile contributed already 539 million euro to Bank Delen for its management activities. In addition to this, Bank Delen manages the Van Breda funds with a total amount of 169.8 million euro invested.

Aside from these expansion and integration activities, the year 2002 proved a period of improvement of internal controls and efficiency.

Prospects for 2003

The uncertainties surrounding the international situation are at this moment weighing heavily on the equity markets and are responsible for virtually eliminating any predictability as to what the near future has in store. The strategy at Bank Delen is directed at keeping the bank free of panic reactions. A well-considered policy of spreading the investment risks remains a basic ingredient in the current unsettled conditions where even blue-chip investments have come under considerable pressure.

For equities, this means that an attractive dividend yield together with a reasonable valuation represents the most important investment criteria in a well-distributed portfolio.

This portfolio also offers broad opportunities for bond investments, for short-term treasury investments, and a limited number of equity alternative investments.

Bank Delen maintains a selective interest in investigating any potential collaboration with or acquisitions of asset management companies advocating similar prudent investment strategies, both in Belgium and abroad.



Bank J. Van Breda & C° NV

Bank J. Van Breda & C° is a specialised financial institution that operates as a relationship banker for family owned businesses and the independent professions, for personal as well as business banking.

Controlling interest AvH: 100% (via Finaxis NV)

Beneficial interest AvH: 60%

BANK J. VAN BREDA & C° consolidated

(31 December)

(000 euro)	2002	2001	2000
Bank product	84,209	77,969	76,161
Net income	17,715	16,164	15,527
Shareholders' equity	126,205	115,541	105,293
Balance sheet total	1,900,636	1,835,850	1,778,280
Total invested			
by clients	2,351,829	2,286,261	2,094,169
Private loans granted	1,431,707	1,420,817	1,305,135
Cost income ratio	52%	57%	54%
Return on equity	14.7%	14.6%	15.5%
Personnel	391	373	391

Results 2002

Notwithstanding further deterioration in the stock markets, Bank J. Van Breda & C° was able to book increased profits, combined with a continued growth in the number of target group customers, plus an even stronger anchoring of existing clientele and a rise in the total volume of invested assets.

The 2002 financial year closed with a profit of 17.7 million euro, representing a growth of 9.6% as compared with 2001.

The **bank product** rose in 2002 by 8% to 84 million euro. This was primarily due to a 15% rise in earned interest.

The yield-curve ensured that the transformation risk was once again compensated for and also the credit-spread continued to evolve in a positive direction.

Revenues from fees have remained at the same level as in 2001, which in the disastrous climate pervading the exchange markets in 2002 certainly passes for an achievement in itself.



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The drop in commissions on funds and assets management was offset by the steady successes of the insurance investment products.

The bank's **operating costs** dropped globally by 3%, primarily due to the restructuring of the vendor activities.

In effect, 2002 too showed strong investments in the target group banking activity, both in the engagement of more commercial personnel (a 10% increase in customer relations staff) plus IT applications and new branch offices, primarily in Wallonia.

While these investments, like the start-up operations in Wallonia, are not expected to impact positively on results until some time in the future, the cost/income ratio dropped from 57% in 2001 to 52% in 2002.

This, in proportion to the comparable segments of other (major banking) competitors in Belgium, represents a significant competitive advantage.

Notwithstanding the worsening economic conditions, depreciation of loans remained beneath the level of 2001. In the area of loans to target group customers, the depreciations amounted to only 0.24% of the loan portfolio.

The yield on the (average) shareholders' equity is currently 14.7%. As per December 31, 2002, the shareholders' equity amounted to 126.2 million euro.

The solvency ratio has extended further to 12.1% (compared with 10.7% in 2001), while the minimum requirement is 8%.

Operational overview 2002

The niche strategy that Bank J. Van Breda & C^o employs to address itself specifically to entrepreneurs and independent professions is a proven success. The number of entrepreneurs and independent professionals has since December 31, 2001, grown by more than 8%.

This growth is generated both in Flanders and the new branches in Brussels and Wallonia. In Francophone Belgium, the bank has been operating in Waver, Waterloo, and Liège. In 2001, new branches were opened in Namur and Bergen. In 2002, one third of the new customers originated from regions where the bank has started activities only since 2001.

The increased specialisation has in regions of greater potential led to the creation of separate branch offices geared specifically to entrepreneurs on the one hand, and independent professionals on the other. Today, the bank employs teams that are totally specialised to serve independent professionals in Antwerp, Brussels, Ghent, Bergen-Henegouwen, Mol-Oosterkempen, and Herentals-Zuiderkempen, side by side with the specialised teams that are exclusively oriented towards entrepreneurs.

This approach is designed to allow bank staff charged with



customer relations to assure their customers of personal financial guidance.

This specialisation, personal approach, and prompt action and reaction should make the difference to the benefit of the bank's customers.

As relationship banker for entrepreneurs and independent professionals, Bank J. Van Breda & C° is oriented towards expanding its relations, both for personal and for commercial banking. This is evidenced in the growth of the various product groups.

The **loan portfolio from target group banking** rose in 2002 by 5% to 928 million euro.

The bank adheres to a prudent and rather restrictive lending policy, whereby the granting of loans is always and exclusively looked at within the context of the global relationship that the bank aims to maintain with its clientele.

The **loan portfolio is broadly distributed** within the local economic fabric of family enterprises and independent professions. It has been subdivided in 5 risk categories that each are separately monitored.

In the context of a faltering economy and the prevailing uncertainties, continuous vigilance is required in following up on the evolution of the credit risk, which calls for the banker,

together with its clientele, to proceed pro-actively and preventively.

The **assets invested** by the bank's customers in 2002 rose by 3% to 2.352 million euro. Customer deposits rose by 5% to 1.284 million euro. The volume of off-balance sheet investments rose slightly by 0.5% to 1.068 million euro, which in the current market conditions must be seen as a success.

The strong growth in **insurance investments** (+38% to 348 million euro) is compensating for the drop in funds and in asset management portfolios. At a time of sustained stock market decline, many customers find here a safe haven for their funds.

The drop in volume in **asset management** remained limited to 9%, and this in spite of the pronounced downward turn of the stock markets. This performance is due to a conservative management strategy on the one hand, and a steady influx of new capital, both from existing and new customers, on the other. Today, Bank Delen manages 539 million euro on behalf of Bank J. Van Breda & C° customers.

The **investment funds** – which are geared more towards equities – suffered an unavoidable drop in the invested portfolio volume, a 17% decline to 180 million euro. Nonetheless, here also, customers took less of a loss than

experienced in the average market correction, thanks to the prudent advice with emphasis on long-term gain.

Revenue from fees represents only 24% of the total bank product, which leaves room for growth and expansion of the bank's service package.

Bank J. Van Breda & C° also remains active as a financier of business equipment and passenger vehicles via two 100% controlled subsidiaries.

Leasing J. Van Breda & C° aims to be *the* leasing company in Belgium for vendors of office equipment, IT, telecommunication and medical equipment. The whole organisation is focused on "small ticket leasing": projects of less than 250.000 euro.

Van Breda Car Finance is active throughout the whole of Belgium within the sector of car financing and car leasing. The bank wants to be *the* credit company for customers of major, independent car dealers.

Both vendor activities together account for a loan portfolio of 500 million euro.

About 95% of the loan applications are processed online via the exclusive, interactive website www.vanbredavendor.com. Bank J. Van Breda & C° wants to remain a leading player in these vendor activities, with a small but well-focused organisation of high productivity and efficiency at the service of its clientele.

In order to function as *the* best possible relationship banker in the involved niches, the bank pays much attention to its personnel policy. This process starts with the recruitment of **highly qualified personnel**. More than 70% of the bank's staff holds a bachelor diploma.

At the end of 2002, the bank employed a staff of 391 versus 373 in 2001. This increase resulted, amongst other factors, from the insourcing of 17 data processing collaborators that are exclusively occupied in system development.

In addition, 2002 witnessed a 10% growth in the number of **customer relations employees**. The year 2003 aims at a still higher number in order to strengthen the bank's commercial impact even further.

The customer-oriented approach is carried out by a strong **commercial staff**. During the past years, the percentage of personnel with direct customer contact has risen to almost 60% (expressed in full-time equivalents).

Prospects for 2003

During the last few years, Bank J. Van Breda & C° has invested in a considerable expansion of its commercial capacity, both through the recruitment of a large number of experienced customer relations officers and via the opening of new branch offices, primarily in Brussels and Wallonia. Bank J. Van Breda & C° is convinced that such investments will during the coming years continue to contribute to even greater profit margins for the bank.

The bank's typical clientele of independent professionals and entrepreneurs insists on specialised, personal, and prompt service.

Bank J. Van Breda & C° is uniquely positioned as a niche player on the Belgian banking scene.

The negative market conditions and the numerous external uncertainties are creating a difficult context where vigilance is the key word, certainly within the loan portfolio.

In addition, the bank must keep alert to maintain its cost advantage vis-à-vis the market via a strictly monitored cost control policy.

Given those conditions, Bank J. Van Breda & C° has every confidence in its ability to show continuous growth and ever improving results.





Leasinvest NV

Controlling interest AvH: 100%

Beneficial interest AvH: 100%

LEASINVEST consolidated (31 December)

(000 euro)	2002	2001	2000
Total operating income	13,578	10,593	14,297
Net income	5,726	7,816	3,849
Net cash flow	8,919	10,391	4,335
Shareholders' equity	57,127	44,426	39,060
Net financial position	-149,304	-161,658	-136,764
Balance sheet total	237,906	235,274	201,371
Personnel	20	22	22

Leasinvest Real Estate⁽¹⁾ (30 June)

	2002	2001	2000
Stock market capitalisation (in million euro)	156,8	130,6	122,5
Stock market price			
low	48,8	47,0	46,0
high	56,3	56,0	55,5

⁽¹⁾ Leasinvest owns 40.77% of LRE sicafi.

Leasinvest has developed into a 'real estate merchant bank' whose core activities are:

- > *Real estate asset management (for example via the Leasinvest Real Estate closed-end investment trust)*
- > *Land and real estate development*
- > *Real estate structured finance*

Results 2002

In 2002, Leasinvest posted the third best net consolidated result in its 20-year history. The consolidated net profit amounted to more than 5.7 million euro (2001: 7.8 million euro). The profit was, on the one hand, generated by the recurring contribution of the Leasinvest Real Estate closed-end investment trust and by land development activities. In addition, Leasinvest again realised gains on the rotation of its portfolio, for example, via the sale of Ekiport (a building for L'Oréal Belgilux in Anderlecht).

Operational overview 2002

The investment market for office space in Brussels registered a relatively good year, thanks to the investment activities by foreign (German) real estate concerns, Belgian insurance companies, and real estate investment trust funds. Low interest rates, a negative stock market climate, and lower rents in combination with higher returns compared with those in other European cities were all supportive of business activities in the Brussels real estate sector.

Leasinvest concentrated on its two core activities in Belgium and Luxembourg, namely the investment in and the development of commercial real estate properties. On the one hand, Leasinvest holds a number of office



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buildings in its portfolio that it is either renting or leasing out; furthermore, it is engaged in the development of both land and buildings.

Both these core activities assure Leasinvest of steady revenues plus the possibility to book profits thanks to the sale of finished projects and land subdivisions.

Leasinvest manages, either directly or indirectly, some 500 million euro in real estate assets and in 2002 registered a shareholders' equity of 57 million euro. At the start of 2002, Ackermans & van Haaren executed a capital increase via its 100% subsidiary company "Nationale Investeringsmaatschappij", for an amount of some 10 million euro. This increase was carried out via the input of its former main office on Montoyerstraat 63 in Brussels.

INVESTMENTS IN REAL ESTATE

LEASINVEST REAL ESTATE (40.77%)

With an investment value of nearly 270 million euro at the end of 2002, the Leasinvest Real Estate investment trust in the past year surpassed the goal of 250 million euro. Thanks to a gross dividend return of more than 7%, the share attracted growing numbers of investors. Leasinvest is the majority shareholder and asset manager of Leasinvest Real Estate.

As of June 30, 2002, Leasinvest Real Estate closed its financial year with a net result of 12.8 million euro, in line with the budget. As of June 30, 2002, the balance sheet total amounted to 288.7 million

euro, for a net equity of 152.8 million euro and a debt ratio of 44.94%.

Thanks to a high occupancy rate and new projects, the rental yields increased as of June 30, 2002, to 8.01% (compared with 7.86% on June 30, 2001), inclusive of rent guarantees.

As of June 30, 2002, the occupancy rate was 100% inclusive of rent guarantees and 97.11% exclusive of rent guarantees.

In the course of 2002, the Leasinvest Real Estate portfolio registered a growth via the acquisition of two new office buildings, respectively located at the corner of the Trier and the Belliard streets and in the Erasmus Science Park in Anderlecht. Both buildings have respectively been rented out to EFTA (European Free Trade Association) and leased out to L'Oréal Belgilux.

Leasinvest Real Estate now (on June 30, 2002) occupies a total surface area of 192,542 m² in buildings at 14 different locations.

During the 2002 calendar year, the market price of the LRE share fluctuated between 49 euro and 56.30 euro, which at the closing price of 50.95 euro on December 31, 2002, represented a drop of 8.35% in the share's price ⁽¹⁾ with respect to the market value of the portfolio.

REAL ESTATE DEVELOPMENT

EXTENSA NV (100%)

The subsidiary company Extensa, which encompasses all land development activities for Leasinvest, generated during the

(1) Vis-à-vis the NAV as of December 31, 2002, inclusive of dividend: 55.59 euro

past year the customary revenues from land development projects and further received a one-time plan compensation fee from the Belgian government. Extensa focuses on the acquisition of permits for the development of a number of major parcels of land that are situated in areas zoned for housing development and whose realisation is expected as of the year 2004.

The Leasinvest Extensa group continues its pursuit of the realisation of projects in Antwerp (G. Lemanstraat), Brussels (Montoyerstraat) and Luxembourg (Gasperich).

Leasinvest also works the real estate market via its collaboration with Stevibis and Implant. Stevibis holds projects in its portfolio both in Antwerp and in Brussels.

Implant has projects in Brussels and in the region of Antwerp. In 2002, Implant also embarked on projects in Leuven.

The site of Tour & Taxis is likely to become the staging ground for one of the largest and most innovative urbanisation projects in Brussels history. In the coming years, Project T&T – a joint venture of Leasinvest and Robelco – will gradually develop on this 30-hectare terrain near downtown Brussels a multi-purpose, new city district. To this end, Project T&T drafted a Master Plan that envisages the multi-faceted provision of municipal functions connected to living, work, shopping, and recreational activities.

The development of this kind of site will take a number of years and be implemented over various stages. Project T&T received in 2002 an urban development and environmental permit for part of the site. The Royal Storage Depot will be amongst the first properties to be renovated and put to commercial use. The building's renovation should be completed by the end of 2003. The property will offer facilities for offices, commercial space, and studios.

For the remaining part of the site, a Special Zoning Plan needs to be worked out, of which the rough draft has already been drawn up in the decree of the Brussels government, approved on January 9, 2003.

STRUCTURED FINANCE

In 2002, Leasinvest did deliver, amongst other projects, the leased office building and the rented storage depot situated in the Raghen park in Mechelen. Wolters Kluwer Belgium and a number of branch offices have established their administrative head offices there.

REAL ESTATE SERVICES

Bopro, a real estate affiliate of Leasinvest, has undertaken various assignments within the context of, amongst others, project management and safety co-ordination. In the future, Bopro will further engage in the development of PPS structures (Private Public Co-operative structures) within the framework of the decontamination and development of brownfields.

Prospects 2003

For 2003, Leasinvest anticipates a consolidated net profit in line with the 2002 result.

To that end, Leasinvest will continue its rotation of its real estate assets. A variety of dis-investments are being studied. In addition, the streamlining of the portfolio will improve the balance sheet ratios in the short term and in the medium term create financial space for the co-financing of existing or new development projects.

For the long term, Leasinvest Real Estate expects further growth towards an investment value of 500 million euro via the further utilisation of the allowed debt ratio of 50% and eventual acquisitions of or mergers with unlisted real estate companies via split cash/share transactions.

Furthermore, Leasinvest Real Estate keeps close watch on the consolidation movements in both the Belgian and foreign real estate sectors.

The company expects to receive a number of important building and permits for both building and land development. It must be noted that the results of the commercialisation of these projects will be felt only as of 2004 and subsequent years.

ASCO NV/ BDM NV

Controlling interest AvH: 50%

Beneficial interest AvH: 50%

ASCO (31 December)

(000 euro)	2002	2001	2000
Gross premiums	13,195	13,183	10,385
Net income	-1,301	186	759
Shareholders' equity	6,009	7,310	7,152
Gross reserves	15,267	15,423	16,795

BDM (31 December)

(000 euro)	2002 ⁽²⁾	2001	2000
Premiums earned	56,809	50,022 ⁽¹⁾	32,361
Turnover	6,335	5,550 ⁽¹⁾	3,288
Net income	413	469	560
Shareholders' equity	3,078	2,965	2,800
Personnel	73	66 ⁽¹⁾	36

⁽¹⁾ Combined figures BDM - Bruns ten Brink

⁽²⁾ Consolidated figures BDM - Bruns ten Brink

Asco is an insurance company with agencies both in Belgium and in the Netherlands. BDM is a representative of insurance companies, primarily in maritime and industrial insurance

The most important development affecting the insurance sector in 2002 was the dizzying decline of the stock markets. Many an insurance company will find itself compelled to record financial losses that cannot be compensated with sufficient technical results.

BDM-ASCO's activity in the sector, however, is based on representing foreign companies on the one hand, and conducting the business of an insurance company on the other hand. This means that the negative financial results experienced by ASCO are tempered by its positive operational results and the in profit realised by BDM and its subsidiary Bruns ten Brink in Amsterdam. For the year 2002, both companies realised a turnover of 56.8 million euro.

BDM achieved a considerable technical result in each of its business segments and in 2003 will be able to count on the thus realised total profit distribution by the companies it represents. Turnover rose by 12%.

Bruns ten Brink, acquired by BDM from Fortis in 2001, recorded an increase of 17% in its turnover and an increase in its net operational result of 33%.

Business activities globally show an improved technical result, although the fire segment registers a loss. At the start of the year, a transport department was formed and the operational results of its first year of activities are satisfactory.

ASCO holds a 50% participation in the life insurance company ASCO Life, which realised revenues in accordance with expectations.

ASCO has managed to fulfil all of its operational commitments by drawing on its own liquidity resources, without being compelled to realise the losses suffered in the investment portfolio. The unavoidable re-alignment of re-insurance conditions will in 2003 exert an impact on ASCO's operational expenses.

Sofinim NV



Controlling Interest AvH: 74%

Beneficial interest AvH: 74%

SOFINIM NV (31 December)

(in million euro)	2002	2001	2000
Sofinim and subholdings	-1.39	6.90	10.31
Contribution consolidated participations	-10.32	4.83	4.89
Axe Investments/Anbema ⁽¹⁾	0.27	-1.21	0.74
Aviapartner	0.04	-2.91	-0.43
Coditel	-11.78	7.08	4.89
Illochroma	0.59	0.07	-1.64
Mabeco ⁽²⁾			0,22
Synvest	-0.09	-0.04	0.36
Hertel Holding	0.30	0.52	0.60
Cindu ⁽³⁾			0,01
IDIM	0.22	0.01	0.09
Egemin International	-0.48	0.16	0.05
Oleon Holding	0.61	1.15	
Plus-values	-6.79	12.47	2.56
Total	-18.50	24.20	17.76
EVCA value	272.03	317.70	334.24

⁽¹⁾ in 2001, Sofinim has sold its entire participation in Anbema and subsequently used part of the proceeds to acquire a direct participation in Axe-investments, an affiliate of Anbema

⁽²⁾ in 2001, Sofinim acquired all of Mabeco's shares. Consequently, this company's contribution is as of that book year included under "Sofinim and subholdings"

⁽³⁾ as a result of the distribution of capital by Cindu in 2000, the participation fell under the consolidation threshold

AvH is, through Sofinim, active in the field of private equity. Sofinim provides equity financing capital for medium sized businesses with a strong competitive position and good potential for growth. Unlike the industrial investment strategy of AvH, this is achieved mostly through minority participations.

Results 2002

2002 proved once again a difficult year for the "private equity" sector. Acceptable exits were not readily at hand, while economic conditions and the uncertainty in the financial markets weighed on the results of the participations. Within this context, Sofinim nevertheless managed to limit the damage by its cautious and prudent policy vis-à-vis its investments and the still greater care and effort devoted to monitoring its participations.

The EVCA⁽¹⁾-value (272 million euro), which best reflects the evolution of the company's worth, dropped in 2002 by 39.4 million euro or 12.4% - prior to the payment of a dividend by Sofinim in 2002. Over that same period, the financial markets (Euronext Next 150) dropped by 19.1%. Also compared with the performance of competitors in the private equity sector, Sofinim managed a relatively acceptable result. Sofinim's profit contribution to the result of Ackermans & van Haaren was also negative to the amount of 18.5 million euro. This contribution was influenced negatively by the lack of realised capital gains and by value reductions of 6.8 million euro on participations and of 5.2 million euro on shares



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of SES Global, and by a negative profit contribution in the amount of 11.8 million euro by the Coditel group. The size of the Coditel negative result explains why in 2002, the total contribution of Sofinim's consolidated participations even dropped into negative.

Because of its strong balance sheet position and diversified portfolio, Sofinim did not have to resort to suboptimal selling. Furthermore, the company was able to maintain financial support for its participations in the amount of 16.6 million euro, while also investing in new participations for 10.0 million euro. This has brought Sofinim's total investments in 2002 to 26.6 million euro in 11 participations in, amongst others, Alural, Arcomet, Illochroma, Mercapital, NMC, Telenet, and United Broadcast Facilities (formerly Valkieser Communications). In terms of the volume of invested sums, Sofinim remained in line with previous years' averages, expressing a preference for a limited number of new investments. In addition and net of the afore-mentioned value reductions or posted losses, Sofinim proceeded to divestments, in the amount of 19.5 million euro, mainly related to Tibotec-Virco.

For 2003, Sofinim is anticipating difficult markets and limited possibilities for exits. Renewed focus shall be placed on providing further active support to the present portfolio and selective new investments. Sofinim abides by the philosophy of maintaining a small number of major participations whose

main offices are located in a geographic radius of 300 km around Belgium. It cannot be excluded that the company, albeit on a temporary basis, might secure a majority share, side by side with a strong management team.

Operational overview

In November 2002, Sofinim acquired a participation of 21.9% in the group **NMC**, active in the sector of plastics processing. Within Europe, NMC is the reference company in terms of design, production, and commercialisation of extruded and pre-fabricated foam products based on polyethylene, polystyrene, polyurethane and synthetic rubber. The group is composed of four business units: Decoration (decorative products such as decorative frames or ceiling elements for in-house outfitting and wall cladding sections), Insulation (insulation products for pipes for the heating, sanitary, and insulation sectors), Nomafoam (specific solutions for, amongst others, industrial packaging for the automotive, sports, and recreational sectors), and the business unit "Do It Yourself" (decoration and insulation products). NMC is currently employing more than 700 workers in production facilities in four European countries. 95% of the NMC's sales is realised outside of Belgium by exports to more than 80 countries. Sofinim's participation is intended to strengthen the shareholders' structure as well as the financial structure of the NMC group, e.g. for the acquisition of the German group Schäfer in June 2002. In 2002, a turnover of 106.8 million euro was realised, generating



a net profit of 6.0 million euro and a cash flow of 12.15 million euro.

In 2002, within the framework of a management buy-out (MBO) and the re-arrangement of a number of activities of **United Broadcast Facilities** (Sofinim 36.3% - formerly Valkieser Communications) Sofinim has more than doubled its interest. Located in Hilversum (NI), UBF is a full-service provider of audio-visual facilities. In the MBO-deal, UBF has sold its "high end" post-production activities to the former majority shareholder. UBF wants to concentrate on the further development of its audio-visual activities, both in the Netherlands and in a number of surrounding countries. With a turnover of 44 million euro and a profit after taxes (inclusive of capital gains) of 2.6 million euro, UBF performed better than anticipated.

The **Illochroma Labelling Group** (Sofinim 70.8% - AvH 29.2%) is a printing group active in the packaging sector and operates rotogravure, flexo, and offset presses. Via branches in Belgium, Germany, France, Italy, and Poland, the group is primarily active in the segment of "wet glue" labels for the beer, water, and soft drink markets. The Belgian affiliate Alupa produces aluminised paper for labels and for 'innerliners' for the tobacco industry. Thanks to ongoing efficiency improvements, all but one of the companies managed to improve their 2002 results. This was the third consecutive year that both the group turnover and the group

result improved, which evidences Illochroma Labelling Group's growing and leading position within its markets.

Improvements in the results were in consequence of increased productivity, strict cost-control management, and the streamlining of the production equipment, as well as in the posting of commercial successes in existing and new markets. In addition, intensive efforts were made towards the management of working capital. Engelhardt Drück could consolidate its top position in the German labelling market. In France, the integration of Mallez was carried out more smoothly than expected, while in Italy, the repositioning started to bear fruits. Belgium was able to record only a slight improvement, while adverse market conditions and internal production problems in the first semester caused declining figures at Alupa. All elements are present for the budgeted profitable growth rate, but the activity in this sector is progressing parallel to the one in FMCG and, in addition, is characterized by seasonal demands.

A measured investment policy will in this context continue further the on-going debt reduction.

With 180,000 subscribers in Brussels (B) and the Grand Duchy of Luxembourg, the television distribution activities of **Coditel Brabant** (Sofinim 20.5%) remained very stable in 2002. Sales of broadband internet access across the network recorded a steady growth. As a result of the disappearance of the operations of the network in Ukkel (B) at the end of 2000, plus the lower level of operations on behalf of third

parties in the field of glass fibre, the cost structure was adapted via a collective lay-off procedure. The Worldcom Belgium turnover, in which there is a 50% participation, again registered a growth of 7%. Worldcom Belgium held on to its position in spite of severe financial problems experienced by its joint-venture partner Worldcom, which exerted a negative commercial impact on the joint-venture. With its figures, this profitable telecom operator confirmed its position as the most important competitor to Belgacom in the business market. A number of write-offs and value reductions for listed and private financial participations in the United States contributed yet to a one-time but still significant loss in the amount of 70 million euro, an amount that is consolidated into the results for Sofinim.

Unisel (Sofinim 27.5%) which operates the clothing retail chain E5-Mode via its participation in the exchange listed SCF (Unisel 90.7%), has once again been able to record a notable rise in turnover and profits, and this in a declining market. The offering of the right collections at a fair price, the launching of successful marketing activities such as the E5-Mode magazine, an intensified effort in terms of store renovations and new store openings, and a successful integration with the activities in Lithuania regarding the co-ordination of textile production provide good explanations for these ongoing successes. In addition, Unisel in 2002 sold its E5-Mode related real estate to SCF. Finally, in the course of the past year, Unisel and SCF conducted negotiations with industrial parties with an eye to broadening activities, but these discussions have so far not resulted in anything beyond the assumption of a 51% participation in the sports articles chain Sportorama. In spite of all reported investments, the group maintained its same very limited net debt position. At the beginning of 2003, the shareholding of Unisel and SCF was restructured so that SCF's free float increased. Thus, Sofinim acquired a direct 25% participation in SCF and sold its shares in Unisel, which resulted in a significant capital gain.

For **Oleon Holding** (Sofinim 28.4%), the year 2002 did not meet expectations. Unanticipated evolutions in the market

for raw materials caused the arrival of new players and lower margins. Rising glycerine prices and higher sales of a number of specialised esters were not able to offset downtrends as they were below forecast levels. In addition, at the end of 2001, Oleon had to integrate the commercial, operational, technical, and accounting activities of the acquired Norwegian Norsk Hydro Oleochemicals activities. These circumstances put both the operating and the net results under pressure. Nonetheless, Oleon managed to close the book year with a net profit of 2.9 million euro. In 2003, Oleon will for the time being focus on internally generated growth, while the new glycerine installation is being taken into production and there will be the implementation of a number of important investments. All of the above is expected to lead to a rise in net profits.

Hertel Holding (Sofinim 36.0%) is active in three sectors: maintenance services (insulation and conservation works, asbestos removal, blasting and scaffolding) for, amongst others, the (petro)-chemical and electrical industries, the production and commercialisation of insulation materials and technical rubber articles, and the provision of temporary labour via a joint venture with the Dutch group Stork. Notwithstanding the difficult market conditions, Hertel again managed to increase its turnover figure by 11.9% to 277.3 million euro while, at the same, realising a higher profit. All countries and sectors did better in terms of turnover and profit, but the activities related to maintenance services in the Netherlands markets and in foreign markets managed from the Netherlands performed below expectations. A number of corrective measures were accordingly taken. Under the current economic conditions, Hertel's performance is very acceptable indeed and truly supports its reputation for being a stable growth enterprise. This is also confirming that the transition to the new management is proceeding according to expectations.

At **AXE Investments** (Sofinim 48.3%), an investment which company focuses on real estate property management and the ICT sector with aside from some specialised funds a participation in Covatel -Telindus, activities were especially

oriented towards the management of its current participations. This made the company's contribution to the Sofinim result fairly limited. In contrast, the year 2003 has started out propitiously with the sale of part of its real estate holdings.

Via **AviaPartner**, Sofinim (25.0%) is part of the largest network in continental Europe for passenger, cargo, and tarmac services. AviaPartner maintains a presence in 33 European airports spread over 6 countries. After a tumultuous 2001, both for the sector (September 11) and for AviaPartner (liquidation of Novia), restoration of profitability became a priority. Total turnover increased by 13.4% to 236.2 million euro, operational cash flow nearly doubled to 17.7 million euro, and the net result went back into black figures. In 2002, Aviapartner was able to achieve a number of commercial successes. In Brussels (B), the customer base expanded further. In the Netherlands, Amsterdam experienced further positive developments and AviaPartner was invited to start-up in Rotterdam. In France, a start-up was made in Grenoble, which brings the total network of airport concessions in that country to 12. In Germany, operations were begun in Düsseldorf and the Munich concession was renewed for 7 years, which brings AviaPartner to concessions into 11 German airports. In Italy, AviaPartner is present in Bologna, Turin and, since the start of 2002, in Venice as well. Possible concessions for Milan and Rome are considered in the course of 2003. AviaPartner has succeeded in building up autonomously one of the most successful European networks. On-going consolidation trends may bring AviaPartner additional opportunities.

The diversified holding **Atenor Group** (Sofinim 15.5%) in 2002 continued to invest in a number of real estate projects in Brussels (Vorstlaan and the "Laurentide" project in the North quarter). For the real estate sector, the year 2002 was characterised by the absence of major gains. For companies within the "industrial" sector, where Atenor is the reference shareholder, Maternaco generally confirmed last year's results while ImaG quite failed to meet expectations. Nonetheless, 2003 was started in a very positive way by the successful

conclusion of leasing contracts to public authorities related to the North Galaxy project in Brussels North, which justifies confidence in a positive performance for this year.

Sofinim participates via 2 funds (SPEF I – 20%, SPEF II – 1.3%) in the investment company **Mercapital** located on the Iberian peninsula. The SPEF I fund (258 million euro), formed in 1997, is fully invested, which means that during the coming years there could be disinvestment as opportunities arise. Within this fund, ADLI (sale of informatics hardware), ABS (ICT-consulting), Piaggio (motorbikes) and Occidental H&R (hotel chain) had to cope with a falling turnover. Quiron (hospitals) and Grupo Logistico Santos (logistics and warehousing) were able to record further growth, while Record Rent a Car (car rentals) and Hospiten (hospitals) performed admirably. At Xfera (UMTS operator), Broadnet (Wireless local loop operator) and Ydilo (computerised speech recognition) operations largely retrenched. The second fund, which was started at the end of 2000 with a size of 600 million euro, did close three investment deals in the course of 2002. It thus is already invested for a third. This means that SPEF II has become the major shareholder in the retail indoor outfitting chain KA International. This chain operates in diverse European countries with a turnover of 60 million euro. The fund further took an important minority stake in Wellness Experts, a chain of fitness clubs in Spain, and a majority interest in the Bodegas LAN group that is involved in the production of Rioja wines. As to the existing participations, Guascor (production of "green" energy) is having a difficult time, but Jofel Industrial (Spanish market leader in the sector of hygienic products for hotel chains and communities) resisted well.

Synvest (Sofinim 48.3%) is the most important shareholder of the Belgian mediaholding VUM. This group publishes a number of newspapers and free home-to-home papers. In addition, the VUM group has major commercial printing plant and is present in advertising management, the audiovisual sector and internet activities. In 2001 and 2002, the VUM group realised a turn-around because of substantial cost savings, so that in 2002 a net profit – albeit limited – could be realised.



In a continually declining newspaper market, most of the papers could maintain their position in terms of circulation and even improve their market share. In 2002, the group increased its interest in the free house-to-house paper enterprises (Group Plus) to 100%. Following the substantial investment faze of the last few years, the VUM group may confidently look forward to 2003, in spite of the uncertain economic conditions.

IDIM (Sofinim 37.5%), active in the Brussels region, undertakes real estate projects for commercial use and housing. In May 2002, the new building for l'Oreal was completed in the Erasmus science park in Anderlecht (B). Likewise, construction was started on "Brussels Technopark" in Neder-over-Heembeek (B). A first building of 6.500 m² in a series of 12 buildings that will eventually be erected on this site was completed. At the end of 2002, a second building with an area of 15.400 m² was started.

The core activity at the group **Arcomet** (Sofinim 10.0%) is the rentals of construction site cranes, both self-erecting cranes and tower cranes. Rentals include a total service provision, including study, erection, machine operators, maintenance, and transport. In addition, the company operates a production department for large self-erecting cranes and a trading department. Through its strong focus on rentals and accompanying services, the group Arcomet currently occupies a lead position in this still quite fragmented market. 2002 proved an inferior year for Arcomet with results especially weighed down by the deep crisis in the German construction industry. For that reason, diverse initiatives were undertaken during the second semester to reduce the cost base and to strengthen the management structure. The investment rhythm was slowed down considerably in order to repair balance sheet ratios, while the capital was further paid up by shareholders, including Sofinim. For 2003, a return to reasonable profit margins is anticipated .

Egemin International (Sofinim 24.6%) is a leading automation specialist in the field of "material handling"

and process automation. Egemin occupies a strong position in the pharmaceutical industry, the (petro)chemical sector, the food and (non)ferro sectors. 2002 proved a difficult year for the company, with a drastic decline in the demand for durable investment goods and a postponement of larger-type automation projects. By fast reactive action, the structural costs were reduced. Nonetheless, Egemin closed its financial year with a loss of 2.7 million euro. Under comparable economic conditions in 2003, the company should be able to achieve a break-even result. Thanks to the company's substantial free cash flow, the debt position will continue to be lightened as investment demands are currently very limited.

During the book year closed on March 31, 2002, **Medisearch International** (Sofinim 48.5%) managed to put down excellent results, thus continuing the growth of the previous years. The turnover rose by 39% to 9.4 million euro and the net profit also improved by 30%. As "contract research organisation" – CRO – Medisearch International conducts clinical research for pharmaceutical and bio-technical companies, the design and execution of clinical tests, from data-management and statistical analysis to the processing of study results. In addition, clinical research staff is seconded to the pharmaceutical industry.

In contrast, at **Cindu** (Sofinim 49.5%), the affiliate Cindu Chemicals passed through a difficult year but the further retrenching of the holding structure rendered positive results. Cindu Chemicals (Cindu 50% aside from the steel company Corus) is active in the refining of coal tar, tank storage, and tar transport. As in 2002, the focus in 2003 will be on rendering the activities at Cindu Chemicals profitable, which is probable, but yet depending strongly on the evolution of raw material prices. Further, the divestment of the substantial real estate holdings will be continued.

The negative economic conditions in the Western countries and the drop in the financial markets for the third consecutive year, created in 2002 some havoc in the operations of **Cyril Finance** (Sofinim 5.1%), a French company located in

	74%	
	Sofinim	
Industry	Services	ICT/Biotech
70.8% Iilochroma*	25.0% AviaPartner	20.5% Coditel
49.5% Cindu	48.3% Axe Investments	19.7% Xylos
36.0% Hertel	27.5% Unisel	6.3% Netfund Europe
2.0% Lamitref	15.5% Atenor	24.2% AdValvas Group
45.0% Corn. Van Loocke	37.5% IDIM	48.5% Medisearch Int.
26.3% Alural	Mercapital	1.9% Telenet
13.6% IDOC	24.6% Egemin	
28.4% Oleon	10.0% Arcomet	
48.3% Synvest (28,7% VUM)	5.1% Cyril Finance	
21.9% NMC	36.3% UBF**	

* Sofinim: 70.8% - AvH: 29.2%
 ** United Broadcast Facilities
 (formerly "Valkieser")

Paris. As such it closed with a small loss. Cyril Finance is a medium-size financial institution specialised in asset management for institutional clientele and corporate finance activities for French SMEs. Trading activities suffered the most (-50%), while activities for own account (-7%) and the asset management operations (-6%) managed to weather the storm reasonably well. The total assets under management remained stable at 1.4 billion euro. Also the company's stock market activities were satisfactory. Because of declining revenues, the slightly higher fixed costs weighed in more heavily. Cogefi, a French assets manager for primarily private clientele, in which Cyril Finance holds a 34% stake, also kept its own. An ongoing cost awareness and cautious handling of extended guarantees may be expected to enhance profitability in 2003, subject to the absence of extensive market upheavals.

Alural Belgium (Sofinim 26.3%), active in the surface treatment of aluminium (coating and anodising, primarily for the construction industry) and one of the major independent coatiers of aluminium profiles in Europe, could largely restore

its profitability with a net gain of 0.8 million euro and an operational cash flow of 4.0 million euro. A strongly improved productivity and product quality mostly compensated for the decline in the markets. Because of its service orientation, size, and ongoing investment efforts, Alural appears one of the few in its sector that are well positioned for the coming years. In 2002, the participation of Alural in Ralpaint (coating activities on the construction sites) and ADIC (cut, fold, and insulation works) was raised to 100%. In 2003, the focus will remain on internal operational improvements and a further expansion of the management team. In 2002, Sofinim invested on a limited scale further in Alural.

Also **Corn. Van Loocke** (Sofinim 45.0%) had a good year in 2002. Corn. Van Loocke produces semi-finished chemical components for the ink, paint, and varnish industries. The company is one of Europe's major producers of metal soaps and further produces synthetic resins for surface coating, carboxyl acids, and wood-protection products. Thanks to further complements to the capacity installed in the previous years, Corn. Van Loocke realised strong results



in the past year with a doubling of the operational cash flow to 2.5 million euro as a result. Given the number of new (expansion) projects currently on the drawing board, growth for the coming years appears guaranteed.

IDOC (Sofinim 13.6%) is a producer of plastified and secured identity documents for Belgium and Luxembourg. The investment wave initiated in 2001 was concluded in the past book year. Thanks to these investments, IDOC will be in a position to grow into a significant player in the Belgian market of "smart cards" in a diversification vis-à-vis the traditional activities pertaining to identity documentation.

Xylos (Sofinim 19.7%) is active in the field of computer and software training and also provides total IT solutions to large European industry and service groups. In 2002, Xylos was able to further expand its position as a network specialist and application integrator. Most of the activities are focused on solutions and services pertaining to the management of large concentrations of IT workstations and servers. In this connection, Xylos was able to conclude a number of contracts with various public administrations. In spite of the difficult ICT markets and thanks to cost savings measures, Xylos has been able to maintain its profitability level.

Following years of turbulent growth, the diversified Internet group **AdValvas Group** (Sofinim 24.2%) has also in 2002 suffered through the consequences of the faltering economy and the changed environment for Internet related activities. As announced during the previous year, this led for AdValvas to the sale or cessation of loss making segments of its operations where the company does not have sufficient critical mass nor assets that could independently guarantee profitable growth. Henceforth, AdValvas will concentrate on its technological solutions in the field of e-billing and smart cards (amongst others, SIS).

Lamitref Industries (Sofinim 2.0%) is one of Europe's prime producers of half-finished copper and aluminium products, and thanks to its unique Conti-M® technology maintains a strong market position in building, electrical, automotive or

mechanical applications. The company operates two plants in Belgium and one in Germany, employs 1,600 workers, and in 2002 realised a turnover of 560 million euro on total sales of 300,000 tons. In 2002, the copper refinery was closed down and negotiations were started with an eye on the creation of a bigger player in the markets where Lamitref is operating.

Net Fund Europe (Sofinim 6.3%) is a "closed-end" fund managed by Mitiska that invests in the European Internet sector. In 2002, its focus lay completely on the management of the existing participations.

In 2002, Sofinim further participated in the re-capitalisation and restructuring of the **Telenet** shareholding (Sofinim 1.9%). This allowed to bring in the television-distribution activity of the mixed intermunicipal boards that are responsible for a substantial and steady cash flow. Operationally, a strong and dynamic management team has managed to extend the business and to keep it on a steady course so that, amongst other aspects, the goal of 300,000 broadband internet customers was reached at year-end.

Other investments

AD'ARMA (66.82%)

The communications agencies De Kie and G&Co, subsidiaries of the Ad'Arma group, have in the course of the year 2002, a period of notably unfavourable market conditions, been able to further develop their activities. Drawing on its stable customer base, G&Co managed to book satisfactory yearend results. In contrast, De Kie was forced to carry out a restructuring programme and during the financial year initiated an active drive to solicit new customers. These efforts should pay off in 2003, under the direction of a new management team. Ad'Arma, the communications holding, vigorously continued to work on its strategy to develop a Belgian multi-disciplinary communications group.

BIAC (4.66%)

The year 2002 was characterised by the consequences of Sabena's bankruptcy, on the one hand, and by the opening of the new Pier A terminal, on the other.

The bankruptcy of Sabena, the airline that in 2000 accounted for 50% of passenger traffic at Brussels National Airport, had a profound and drastic impact on the evolution of passenger numbers, registering a decline down to 14.5 million from the 19.6 million figure recorded in 2001, representing a drop of 26%. The drop in the number of local passengers remained limited to 4.5%, while for transit passengers, a decline of almost 80% was recorded. Nonetheless, a sustained improvement occurred in the course of the year, which made the second semester results somewhat less unfavourable than those of the first.

Through the inauguration of the new Pier A on May 15, 2002, completed within the forecast deadlines and the original budgets, Brussels National Airport once again could position itself amongst the prime airports in Europe.

The new pier is exclusively used in handling traffic from within the Schengen zone. The impact of its entry into service

became clearly noticeable in terms of improved quality and increased the airport in IATA's ranking, however without achieving the predefined objective for 2003, namely to attain a ranking within the European top 5. At the same time, Brussels got the top mark for punctuality.

The financial results are strongly influenced by the adverse consequences of the past activities. Cost-saving measures have contributed to lessening their impact to some degree. For that reason, the result before taxes shows a slight profit while the EBITDA, with circa 94.6 million euro as compared with 85.5 million euro in 2001, posts some advance.

IBF INTERNATIONAL CONSULTING (100%)

In 2002, IBF managed more than 20 long-term and 90 short-term consulting contracts for developing nations and countries in economic transition such as Honduras, Egypt, Tunisia, Algeria, Lithuania, Bosnia, and Vietnam. These contracts were financed by major international institutions such as the European Union, the World Bank, the African Development Bank, and the Inter-American Development Bank. The contracts comprise economic (promotion of trade and investments), social (poverty alleviation), educational (primary, secondary, and vocational education) and institutional assistance (modernisation and reformation of public services, legislative harmonisation). To manage these contracts, IBF disposes of a database of more than 8.000 experts.

The website www.assortis.com, launched in 2001, has been successful with an increasing number of customers that have registered or renewed their subscriptions. This website offers international companies services such as e-mail reports about commercial opportunities, summary lists of companies ranked according to sectors, countries, and financial companies of their choice. It offers businesses access to an extensive database of international experts (6,000) and companies (15,000). These services are customised and operate extremely efficiently.

In addition to its partnership in Central Asia, IBF has further



invested in a consulting business in Spain and continued its excellent cooperation with local companies in order to remain in close contact with the beneficiary organisations.

In 2002, IBF realised a turnover of 7.4 million euro. Added to this, we count the management of special funds in an amount of 3 million euro. Assortis has this year conducted important commercial activities and IBF was successful in concluding an acquisition in Ireland. The portfolio of signed contracts at the end of 2002 already offers good prospects for 2003 and 2004 (www.ibf.be).

SIPEF (18.04%)

Sipef is a Belgian agro-industrial company that is listed on Euronext Brussels. It primarily holds majority participations in tropical plantations, which it manages and operates. The company's main business activity consists of producing and marketing palm oil, in addition to operating rubber, tea, and tropical fruit plantations.

During the past financial year, the group continued its policy of concentrating the scope of its business, which has led to a geographic retrenching of its activities into essentially four countries. With a share of 47% in the group's total turnover, Indonesia remains the lead country in the production of palm oil, rubber, and tea, followed by the Ivory Coast where activities in the production of palm oil and fruits account for 27% of the turnover. Papua New Guinea represents 18% of the turnover and the expansion of tea operations in Vietnam has allowed that country to replace Congo as the fourth most successful production centre in the group. The concentration strategy with respect to products was continued, which means that palm oil, rubber, tea, and tropical fruits now represent 98% of the group's turnover figure.

The Sipef Group's operating results recorded a marked improvement of more than 400% compared to last year. This remarkable reversal is primarily due to more advantageous prices for palm oil and rubber and the cessation and divestment of loss making operations.

Because of abundant production supply of vegetable oils such as palm-, soy- oil and rapeseed oil, which manifestly outpaced market demand, the year 2001 registered bottom lows for palm oil prices. Notable is the fact that in the course of the past financial period, we recorded a reversal in the pricing of these oils because of a rise in demand from China and India, which in turn led to a rise in world market prices from an average of USD 286 CIF per ton in 2001 to an average of USD 315 per ton for 2002, while at the end of the year, these prices even reached USD 465 per ton.

Owing to a slowing worldwide economy, the year 2001 also recorded catastrophic prices for natural rubber, which reached its lowest level in 30 years. But here also, Sipef was able to profit from a market reversal during the year with rubber prices making a comeback from USDct 55 per kilo FOB to USDct 84 per kilo by the closing of 2002. In general, the price of tea remained unchanged, with better quality teas fetching somewhat higher prices.

Improved productivity of the group's own plantations in most of the subsidiaries contributed to a rise in palm oil production of more than 7%, while rubber volumes also experienced a similar trend.

A higher indebtedness, as a result of continued expansion in palm oil production activities in Indonesia and Papua New Guinea during times of depressed prices, has weighed on the group's financial results. Because of the devaluation of the local currency in Papua New Guinea, non-realised negative exchange rate differences were recorded on financing transactions in USD and euro, and the depreciations of the consolidated goodwill on the activities in Papua and the Ivory Coast have ultimately led to negative financial results. In general, a weak local currency is to Sipef's advantage, as the sale prices are expressed in USD.

The operating result before taxes amounts to 12.1 million euro, compared with a loss of -0.8 million euro the previous year. At the same time, Sipef provided in 2002 for pension reserves worldwide where needed, which are not tax



deductible and which kept the global tax bracket for the Group at a relatively high level. The book year closed off with a profit, share of the Group, of 6.0 million euro versus a loss of 1.9 million euro a year earlier.

The consolidated cash flow amounted to 17.3 million euro, of which 10.7 million euro was spent on investments in various projects. Aside from the customary investments for replacements, the Sipef Group completed in 2002 the construction and operation of the second palm oil plant in Hargy Oil Palms in Papua New Guinea. This plant is equipped with a system for compost production, whereby the empty palm clusters are processed together with wastewaters to produce organic fertiliser. This procedure was tested out on a commercial basis for the first time in the world. In Indonesia, the tea plant in Cibuni was expanded and modernised, while in the Padang harbour a start was made with the construction was started of a terminal for oil tanks, which is meant to support the extension of Agro Muko.

In spite of this investment programme, Sipef managed to lower its debt position by 5.7 million euro. The further lowering of the financial debt will also in the future continue to be a priority concern for the Sipef management, leading to the closure of non-core operations and the possible sale of assets in a move meant to accelerate the reduction of the company's debt load.

The prospects of the Sipef Group look positive. Currently, prices for palm oil and rubber lie higher than last year's averages, and because of the expansion programme, a higher palm oil production may be expected. If the current conditions can be sustained, operating results for the future are bound to improve.

In 2003, Sipef also expects to complete the acquisition of the government's interest of 50% in Hargy Oil Palms in Papua New Guinea and of 40% in the Phu Ben Tea Company in Vietnam.

Notwithstanding these additional acquisitions, the Group's strategy will keep focusing on a further concentration on its core activities and a reduction of its debt.

CH. LE JEUNE LIMITED (60.58%)

Ch. Le Jeune Limited is Belgium's oldest insurance broker (founded in 1843) and acts as consultant for the industry and trade sectors.

Activities 2002

In the drastically altered post 9/11 2001 insurance market, businesses more than ever require the services of a professional and knowledgeable insurance broker. The change-over from a supply to a pronounced demand market has benefited to the business of insurance brokering. The role of the broker, which in the previous years had come under question, is in the present climate viewed as essential in a world where it is becoming ever more difficult to secure insurance coverage at a cost that is economically feasible.

Ch. Le Jeune Limited closed its financial year 2002 with a profit before taxes of more than 1 million euro, which represents a margin of 26% on turnover and a growth of 55% compared to the year 2001. Practically all departments realised considerable growth in their turnover figures.

These strong results once again demonstrate the strength of a medium-sized but specialised insurance brokerage firm. Vis-à-vis international firms, Le Jeune can offer its clientele an alternative solution via Assurex Global. This worldwide network of independent brokers, of which Le Jeune is a member, is present in almost all countries of the world with more than 14,000 employees realises premiums of some 14 billion euro.

Thanks to its scale and profitability, Le Jeune is able to attract and retain qualified personnel – each one specialised in his/her professional discipline – which is reflected in high customer loyalty.

Prospects 2003

In 2003 also, Le Jeune will continue to profile itself as a niche player in the sectors where it conducts business. The added value that can be offered by a creative professional broker will be further emphasised. With increased uncertainty

reigning in so many sectors of society and given the difficult financial situation faced by insurers, this factor is not likely to lose impact or relevance in the coming years. An economic recovery can in the cyclical transport insurance sector further provide impetus for additional growth.

The Democratic Republic of the Congo, where Le Jeune has of old maintained preferential customer relations, is expected to maintain its level of contribution to the anticipated growth. Since 2002, Kinshasa has given evidence of a notable improvement in its business climate.

Finally, Le Jeune is planning to further develop its activities in the area of "Employee Benefits". Companies are embracing a new trend towards a specific rewards' policy: namely the "Cafeteria Employee Benefit", which entails a switch from paying salaries to awarding rewards. Under this vision, the company does no longer unilaterally determine the combination of the diverse remunerations, but the collaborator is allowed some, albeit restricted, input. The granting of this type of benefit is becoming a necessary component in the drive to attract quality employees. Le Jeune profiles itself within this novel concept both in its capacity as a broker and as a consultant to its customer-employers.



GIB (50%)

In September 2002, AvH made a public offer for the acquisition of all shares in GIB. In order to promote the bid's chances of success, the initial offer of 41 euro per share was increased to 43 euro, with AvH joining forces with Compagnie Nationale à Portefeuille (CNP).

Since the conclusion of the successful bid on December 5, 2002, AvH and CNP each own 50% of the GIB shares. The value of the public bid amounted to 1,187 billion euro, half of which was financed by AvH.

GIB, whose origins harken back to the end of the nineteenth century, used to be the holding company for a broad range of activities in the distribution sector. In order to ensure the sustainable development of these subsidiaries within a rapidly consolidating European distribution scene, GIB sold, since 1998, its most important participations to European entities that are market leaders in their respective sectors.

As a result of these divestments, GIB had at the time of the public bid approximately 1.3 billion euro in cash reserves.

In addition, aside from its interest in a group of subholdings and companies that provide intragroup services, GIB also participates in 4 operating companies:

- > Quick Restaurants (57.9%): this company, listed on Euronext Brussels, operates in Belgium, Luxembourg, and France some 400 hamburger restaurants, three-quarters of which are under franchise. After realising in 2001 a negative operating result for the second consecutive year, a new management team worked out a re-structuring plan that saw Quick's withdrawal from Central Europe and the closure of those restaurants in Belgium and France that were operating at structural losses. According to the first figures released after this restructuring, Quick realised a 2002 operating result of 17.4 million euro.
- > Disport International (50%) is a chain that operates some twenty sports stores in Belgium. This participation is subject to put and call options between GIB and the British co-shareholder Sports Soccer, which entitles the latter to the acquisition of all of the Disport shares.

- > Gecotec (100%) is active in the area of implementation, support, and maintenance of corporate IT networks.
- > Exki (79%) is a start-up that is currently operating a restaurant formula in three locations, combining fast service with healthy quality food.

At the end of the financial year, GIB's participation has been acquired by the management of Exki.

Furthermore, GIB has given a number of contractual guarantees and warranties to the benefit of the acquirors of the subsidiaries sold off in the past. If account is taken of only the capped guarantees, these off-balance sheet obligations amount to approximately 170 million euro. The guarantees will gradually expire over a period that extends to 2007.

AvH and CNP have agreed to exercise joint control over GIB, with a view to establishing a common management over the remaining operational participations and existing and potential future liabilities.





Financial

report

CONSOLIDATED

annual accounts

Balance sheet

ASSETS	Notes	2002	2001	2000
(in thousand euro)				
FIXED ASSETS		1,010,626	795,178	718,379
I	Formation expenses			
II	Intangible assets			16
III	Positive consolidation differences (note XII)	22,180	14,552	14,912
IV	Tangible assets (note IX)	1,373	5,291	7,544
	A Land and buildings	965	4,740	6,929
	B Plant, machinery and equipment	9	106	190
	C Furniture and vehicles	385	415	411
	D Leasing and other similar rights	14	30	14
	E Other tangible assets			
	F Assets under construction			
V	Financial assets (note I to IV and X)	987,073	775,335	695,907
	A Enterprises accounted for using the equity method	695,443	661,336	575,019
	1. Participating interests	674,193	661,336	575,019
	2. Amounts receivable	21,250		
	B Other enterprises	291,630	113,999	120,888
	1. Shares	272,842	94,758	115,788
	2. Amounts receivable	18,788	19,241	5,100
CURRENT ASSETS		191,368	147,561	141,204
VI	Amounts receivable after one year		688	647
	A Trade debtors			
	B Other amounts receivable		688	647
	C Deferred taxation			
VII	Stock and contracts in progress			
	A Stocks			
	1. Raw materials and consumables			
	2. Work in progress			
	3. Finished goods			
	4. Goods purchased for resale			
	5. Immovable property acquired or constructed for resale			
	6. Advance payments			
	B Contracts in progress			
VIII	Amounts receivable within one year	(1) 28,502	45,958	15,051
	A Trade debtors	2,831	1,571	1,064
	B Other amounts receivable	25,671	44,387	13,987
IX	Investments	156,108	99,065	122,726
	A Own shares	1,368	1,022	430
	B Other investments and deposits	154,740	98,043	122,296
X	Cash at bank and in hand	5,031	1,392	1,972
XI	Deferred charges and accrued income	1,727	458	808
TOTAL ASSETS		1,201,994	942,739	859,583



LIABILITIES		Notes	2002	2001	2000
(in thousand euro)					
CAPITAL AND RESERVES			562,970	562,649	496,676
I	Capital		2,295	2,295	2,295
	A Issued capital		2,295	2,295	2,295
II	Share premium account		111,612	111,612	111,612
III	Revaluation surpluses		5,866	6,932	7,770
IV	Consolidated reserves (note XI)		441,280	443,638	368,911
V	Negative consolidation difference (note XII)		51,909	45,479	55,111
Vbis	To charge positive consolidation differences (note XII)		-51,875	-51,875	-55,587
VI	Translation differences		744	3,273	5,168
VII	Investment grants		1,139	1,295	1,396
MINORITY INTERESTS					
VIII	Minority interests	(2)	294,808	108,161	114,657
PROVISIONS, DEFERRED TAX AND LATENT TAXATION LIABILITIES			130,613	34,292	27,447
IX	A Provisions for liabilities and charges	(3)	130,613	34,292	27,447
	1. Pensions and similar obligations		713	728	805
	4. Other liabilities and charges		129,900	33,564	26,642
	B Deferred tax and latent taxation liabilities				
CREDITORS			213,603	237,637	220,803
X	Amounts payable after one year (note XIII)		1,997	2,001	1,982
	A Financial debts		15	19	
	1. Subordinated loans				
	2. Unsubordinated debentures				
	3. Leasing and other similar obligations		15	19	
	4. Credit institutions				
	5. Other loans				
	D Other amounts payable		1,982	1,982	1,982
XI	Amounts payable within one year (note XIII)		210,466	234,603	217,505
	A Current position of amounts payable after one year		4	4	
	B Financial debts	(4)	177,282	191,304	198,537
	1. Credit institutions		6,067	10,002	166,123
	2. Other loans		171,215	181,302	32,414
	C Trade debts		2,697	490	497
	1. Suppliers		2,697	490	497
	2. Bills of exchange to be paid				
	D Advances received on contracts in progress				
	E Amounts payable regarding taxes, remuneration and social security	(5)	6,838	1,236	2,284
	1. Taxes		5,112	794	1,629
	2. Remuneration and social security		1,726	442	655
	F Other amounts payable	(6)	23,645	41,569	16,187
XII	Accrued charges and deferred income		1,140	1,033	1,316
TOTAL LIABILITIES			1,201,994	942,739	859,583

Income statement

CHARGES	Notes	2002	2001	2000
(in thousand euro)				
A	Interest and other debt charges	8,240	8,942	8,703
B	Other financial charges	749	835	876
B bis	Amortization of positive consolidation differences	(7) 2,333	2,788	2,834
C	Services and other goods	6,504	4,520	4,161
D	Remuneration, social security costs and pensions	5,576	4,200	3,851
E	Other operating charges	490	1,748	448
F	Depreciation and write-offs of formation expenses, intangible and tangible assets	204	483	728
G	Write-offs	(8) 24,065	33,108	11,013
	1. On financial assets	16,454	29,238	7,720
	2. On current assets	7,611	3,870	3,293
H	Provisions for liabilities and charges	272	167	165
I	Loss on disposal of	(9) 4,987	4,353	774
	1. Intangible and tangible assets	3	2	
	2. Financial assets	4,981	309	582
	3. Current assets	3	4,042	192
J	Extraordinary charges (note XIV C)	7,831	10,970	10,679
K	Income taxes	815	720	3,337
K bis	Share in the result (loss) of the enterprises accounted for using the equity method	(10) 37,313	5,360	2,157
L	Profit of the year	10,431	103,032	87,771
	> minority interest	(11) -4,369	11,148	7,603
	> share of the group	14,800	91,884	80,168
TOTAL		109,811	181,226	137,497

INCOME		Notes	2002	2001	2000
(in thousand euro)					
A	Income from financial assets		4,704	5,526	5,706
	1. Dividend income		3,310	2,808	4,825
	2. Interest income		699	2,532	298
	3. Tantièmes		695	186	583
B	Income from current assets		8,786	4,972	4,469
C	Other financial income		320	358	2,133
D	Income from services rendered		3,414	2,729	2,220
E	Other operating income		898	1,496	1,224
F	Write back to depreciation of and to other amounts written off intangible and tangible assets				
G	Write back to amounts written off	(12)	15,999	58	15,280
	1. Financial assets		15,482	25	15,149
	2. Current assets		517	33	131
H	Write back to provisions for liabilities and charges		2,962	78	
I	Capital gain on disposal of	(13)	13,946	85,299	42,162
	1. Intangible and tangible assets		51	3,136	12
	2. Financial assets		4,695	70,981	28,326
	3. Current assets		9,200	11,182	13,824
J	Extraordinary income (note XIV C)		4,965	1,409	348
K	Regularisation of income taxes and write back to tax provisions		152	130	7
K bis	Share in the result (profit) of the enterprises accounted for using the equity method	(10)	53,665	79,171	63,948
TOTAL			109,811	181,226	137,497

Consolidated statement of cash flow

	2002	2001
(In thousand euro)		
Consolidated profit - share of the group	14,800	91,885
Consolidated profit - minority interest	-4,369	11,148
- Share in the result of the enterprises accounted for using the equity method	-16,352	-73,810
+ Dividends of enterprises accounted for using the equity method	36,037	15,470
+ Depreciation of formation expenses, intangible and tangible assets	204	483
+ Amortization of positive consolidation differences	2,333	2,788
+ Write-offs on financial assets (write back to amounts written off)	8,066	33,050
+ Provisions for liabilities and charges (write back to provisions)	121	6,845
- Other non cash gain	-1,069	3,127
+ Variation of the consolidation perimeter	0	0
+ Loss (gain) on disposal of fixed assets	489	-75,023
Cash flow	40,260	15,963
Decrease (increase) of working capital	-14,626	-8,989
Cash flow from operating activities	25,634	6,974
- Investments		
Additions to formation expenses, intangible and tangible assets	-914	-229
Acquisition of new companies (or supplementary shareholding)	-617,000	-53,509
Purchase of shares in non consolidated companies	-2,957	-24,504
New amounts receivable	-7,405	-26,505
	-628,276	-104,746
+ Impact new participations in the group	665,037	0
+ Divestments		
Disposals of intangible and tangible assets	4,654	2,016
Sale of participating interests (total or partial)	0	9,868
Sale of shares in non consolidated companies	19,954	24,364
Reimbursements of amounts receivable	996	1,302
	25,604	37,549
Gain (loss) on disposal	-489	75,023
Cash flow from investing activities	61,875	7,826
Financial operations		
+ (de) increase of capital and share premium account	0	0
+ (de) increase of revaluation surpluses	0	0
+ (de) increase of translation differences	0	0
+ (de) increase of investment grants	0	0
+ (de) increase of amounts payable after one year	-4	19
- Distribution of profits	-17,158	-14,826
- Dividends paid to minority interests	-2,582	-2,643
Cash flow from financing activities	-19,744	-17,449
Total cash variation	67,765	-2,649
Balance of cash and cash equivalents - beginning of the year	100,457	124,698
Non-cash movements on investments	-7,081	-14,156
Amount receivable with regard to the sale of Sidinvest	0	7,437
Balance of cash and cash equivalents - end of the year	161,140	100,457
Total cash variation	67,765	-2,649

Comments on the consolidated statement of cash flow

The consolidated balance sheet (p. 70-71) is taken as the starting point for the composition of the consolidated statement of cash flow.

This consolidated balance sheet contains, on the one hand, the Brinvest and the Sofinim sub-group according to the method of global integration and, on the other, the GIB group included for 50% through proportional consolidation.

Notwithstanding a strong drop in the consolidated result, the operational cash flow has risen from 7.0 million euro in 2001 to 25.6 million euro in 2002.

Especially notable in this are the higher dividends from companies within the group (Coditel, DEME, Leasinvest), this in spite of a lowered contribution to the result at the consolidated level when compared with the previous year.

The group undertook a total of 628 million euro in investments, of which the most significant are:

- > the acquisition of a 50% interest in GIB: 593 million euro
- > a capital increase of 4.6 million euro at Leasinvest
- > investments at Sofinim for a total of 14.9 million euro in UBF (20.62 %) and NMC (21.91%)
- > increase of the stake in Solvus through participation in a capital increase, following the optional dividend and the acquisition of additional shares directly from the stock market.

In addition, the introduction of GIB in the consolidation perimeter has meant a rise in available resources to the amount of 665 million euro:

- > 387 million euro additional liquidity resulting from the absorption by AvH-CC of half of GIB-CC, the former coordination centre of the GIB group, on the one hand, and a capital increase at AvH-CC underwritten by GIB, on the other hand.
- > 200 million euro via a dividend paid out by GIB, which has been deducted from its inventory value.
- > 78 million euro, which corresponds to 50% of the liquid funds within the GIB group.

The following transactions are to be mentioned as the most significant divestments (25.6 million euro):

- > sale of the Montoyerstraat building via a contribution in kind in the group company Leasinvest (see investment details): 4.6 million euro
- > sale of the non-consolidated shares of Tibotec-Virco

The negative market conditions virtually prevented the realisation of any gains resulting in a positive impact on the AvH's group liquid position.

The Unilever and Gevaert shares from the investment portfolio have been realised during the first six months of 2002.

Except of the collection of the dividend "Van Lanschot" through new shares, no additional shares have been acquired in the investment portfolio.

The evolution of the investment portfolio during the year 2002 (in number of shares):

	at	31/12/2001	Acquisitions	Sales	31/12/2002
Pride	AvH	302,300			302,300
Fortis	AvH	394,997			394,997
Unilever	AvH	111,839		111,839	0
Almanij	Brinvest	1,751,647			1,751,647
Fortales	Brinvest	140,430			140,430
Gevaert	Brinvest	138,600		138,600	0
GIMV	Brinvest	62,495			62,495
Van Lanschot	Brinvest	293,558	9,469		303,027
SES Global	Sofinim	1,200,000			1,200,000

Notes

I. Principles of consolidation

The consolidated statements were drawn up in accordance with the Royal Decree of January 30 2001.

A. Criteria for consolidation by the method of global integration

The method of global integration applies to affiliated companies that meet the following conditions:

1. ownership, directly or indirectly, of more than 50% of the capital;
2. effective control of the management board of the company and insofar as the “true and fair view” of the consolidated group, its net worth, its financial position and result is respected.

This method consists of integrating every line of the balance sheet of the affiliated companies into the accounts of the mother company in substitution of the book value of those participating interests.

In the same way, any dividends received from the affiliated companies are replaced in the income statement of the mother company by all of the income and charges of these companies. The result of the year for the consolidated companies is split between the group's share and the share of minority interests. Intragroup transactions and accounts between the mother company and its affiliated companies are eliminated.

B. Criteria for proportional consolidation

The method of proportional consolidation is applied on common affiliates, i.e. companies that are jointly controlled by one or more shareholders.

The proportional consolidation is based on the same principles as global integration, except that elements of the balance sheet, the income statement and the rights and commitments are taken into account of the consolidated accounts in proportion of the rights in their capital. The mutual transactions and accounts are eliminated in proportion to the controlling interest.

Within the AvH consolidation scope, this method of consolidation is only applicable to GIB.

Exemption for industrial subsidiaries

In accordance with the guidelines of the Banking and Finance Commission, as from the 1998 accounts an exception is made for operational subsidiaries which are to be consolidated using the equity method. The method of global and proportional integration is therefore limited to AvH and its respective subholdings through which the operational participating interests are held.

The way of presenting the operational affiliated companies consolidated using the equity method raises the transparency of the consolidated accounts. The aim is to avoid totalling as such the assets, liabilities and results of the companies active in highly diversified sectors such as dredging, building, financial services, staffing services and private equity. The method thus applied gives a true and fair view of the profitability, the risk position and the group's assets, but also better illustrates the group's management philosophy.

For the principal subsidiaries which are now consolidated using the equity method, the most important financial figures and balance sheet data are included separately in this report from page 30 till 61 and in note 16 of the comments on page 92.

C. Criteria for consolidation using the equity method

The equity method is applied in the case of affiliated enterprises that meet the following conditions:

1. ownership, directly or indirectly, of 20% to 50% of the capital;
2. a significant influence on the strategic orientation of the business;
or, when it concerns an operational affiliated company, a company which should normally be consolidated by the global or proportional integration method (see above).

This method consists of replacing the book value of the participating interests in the balance sheet of the mother company by the share of the group in the net equity of the affiliated companies accounted for using the equity method. In the income statement of the mother company, dividends are replaced by the share of the mother company in the net result of the affiliated companies accounted for using the equity method.

D. Exclusion

Companies are excluded from the consolidation of Ackermans & van Haaren if:

1. the group owns, directly or indirectly, less than 20% of the capital; or
2. the investment value (share of the group) or AvH's share in the equity of the company represents less than 2.5 million euros and thus of negligible significance for the assessment of the overall consolidation. This threshold is the same as that which requires investment/divestment decisions to be submitted to the AvH's Board of Directors; or
3. the shares are only held in view of a future sale.

E. Year-ends

Consolidation is applied on the basis of the financial position of each participating interest as of December 31st, this being the year-end of the mother company Ackermans & van Haaren.

All enterprises consolidated by the method of global integration have the same year-end as the mother company Ackermans & van Haaren. GIB-group, accounted for using the proportional consolidation, ends its financial year on January 31. An interim account has been drawn up on December 31.

All companies accounted for using the equity method have the same year-end as the mother company Ackermans & van Haaren NV, except for Illochroma Labelling Group (30-09), Axe Investments (31-03) and Ad'Arma (30-09). For Ad'Arma an interim account has been drawn up on December 31, for Axe Investments the interim account per 30-09 has been taken into account.

II. Application of the method of global integration

Affiliated companies consolidated by the method of global integration

Company	Registered office	V.A.T.	% of beneficial interests	
			2002	2001
Anfima	B-2000 Antwerp	426 265 213	100%	100%
AvH Coordination Center	B-1040 Brussels	429 810 463	71.28% ⁽¹⁾	100%
Avafin-Re	Luxembourg (GDL)		100%	100%
Brinvest	B-2000 Antwerp	431 697 411	62.55%	62.55%
SNI/NIM	B-1040 Brussels	403 232 661	100%	100%
Profimolux	Luxembourg (GDL)		100%	100%
Promofi	Luxembourg (GDL)		99.99%	99.99%
Protalux	Luxembourg (GDL)		100%	100%
Urbaninfra	B-1040 Brussels	419 510 944	100%	100%
<i>Sofinim-subgroup</i>				
Sofinim	B-1040 Brussels	434 330 168	74.00%	74.00%
Sofinim Nederland	Rotterdam (NL)		74.00%	74.00%
Mabeco	B-2000 Antwerp	428 604 101	74.00%	74.00%

⁽¹⁾ The drop in the group's beneficial interest in AvH-CC is the result of

- The absorption, as per December 27, 2002, of half of GIB-CC, the former coordination centre of the GIB group.

The GIB-CC result (pro rata participationis) as of November 23, 2002, included in the account of AvH-CC.

- The capital increase as per December 27, 2002, at AvH-CC, underwritten by GIB.

AvH-CC has been included for 100% until November 22, 2002.

III. Application of the method of proportional consolidation

Affiliated companies consolidated by the method of proportional integration

Company	Registered office	V.A.T.	% of beneficial interests	
			2002	2001
GIB-INNO-BM ⁽¹⁾	B-1140 Brussel	404 869 783	50%	0%
<i>Subgroup with following affiliates accounted for global integration</i>				
GIB Corporate Services	B-1140 Brussels	415 155 842	100%	
GIB Group International	Luxembourg (GDL)		100%	
Safe Insurance	B-1140 Brussels	416 995 377	100%	
Safe-Re (Immo)	Luxembourg (GDL)		100%	
Ready	B-1140 Brussels	461 740 289	100%	

⁽¹⁾ GIB has been taken into the balance sheet and income statement since November 1st 2002, the interim date which is the nearest to the definitive take over of control of GIB.

IV. Application of the equity method

A. Subsidiaries and affiliated companies accounted for using the equity method

Company	Registered office	V.A.T.	% of beneficial interests	
			2002	2001
<i>AvH subgroup:</i>				
Ad'Arma	B-1040 Brussels	441 387 117	66.82%	66.82%
Alg. Aannem. Van Laere	B-2070 Zwijndrecht	405 073 285	100.00%	100.00%
Asco	B-2000 Antwerp	404 454 168	50.00%	50.00%
Bank J. Van Breda & C°	B-2140 Antwerp	404 055 577	60.00%	60.00%
BDM	B-2000 Antwerp	404 458 128	50.00%	50.00%
Delen Investments	B-2020 Antwerp	423 804 777	60.00%	60.00%
D.E.M.E.	B-2070 Zwijndrecht	400 473 705	48.50%	48.50%
Finaxis	B-2000 Antwerp	462 955 363	60.00%	60.00%
Leasinvest	B-1040 Brussels	425 459 618	100.00%	100.00%
N.M.P.	B-1000 Brussels	418 190 556	75.00%	75.00%
Solvus	B-2000 Antwerp	412 773 897	41.70%	41.27%
<i>Sofinim subgroup:</i> ⁽¹⁾				
Aviapartner	B-1930 Zaventem	428 763 358	18.50%	18.50%
AXE Investments	B-2030 Antwerp	419 822 730	35.77%	35.77%
Coditel Brabant	B-1000 Brussels	403 107 452	15.20%	15.20%
Egemin International	B-2070 Zwijndrecht	468 070 629	18.23%	18.23%
Hertel Holding	NL-1031 Amsterdam		26.64%	26.64%
IDIM	B-1040 Brussels	432 248 925	27.73%	27.73%
Illochroma Labelling Group ⁽²⁾	B-1180 Brussels	471 319 535	81.58%	81.58%
NMC ⁽³⁾	B-4731 Raeren	402 469 826	16.21%	-
Oleon Holding	B-9940 Ertvelde	473 266 166	21.00%	21.00%
Synvest	B-2030 Antwerp	428 604 297	35.77%	35.77%
United Broadcast Facilities ⁽⁴⁾	NL-1217 GL Hilversum		26.86%	-
<i>GIB subgroup:</i>				
Quick Restaurants ⁽⁵⁾	B-1050 Brussel	412 121 524	28.94%	-

⁽¹⁾ Beneficial interests reflect already the 74% participation of the group in Sofinim.

⁽²⁾ Illochroma Labelling Group is held by Sofinim (70.8%) and AvH (29.2%).

⁽³⁾ As the participation in NMC has only been acquired by the end of the year, no contribution of NMC has been taken into account in the group's result.

⁽⁴⁾ Formerly Valkieser Communications. As a result of the increase of the participation of Sofinim in UBF in December 2002, a participation of > 20% has been acquired. As the inclusion in the consolidation scope dates from the year end of 2002, no contribution has been taken into account in the group's result.

⁽⁵⁾ GIB (50%) has a participation of 57.88% in Quick Restaurants.

Quick has been consolidated since 31 Dec. 2002, which means that no contribution has been taken into account in the group's result in 2002.

B. Main subsidiaries, affiliated companies and other participation interests not accounted for using the equity method

Company	Registered office	V.A.T.	% of beneficial interests end 2002	Reason for exclusion
<i>Subgroup AvH:</i>				
ASCO Leuven	B-2000 Antwerp		75.00%	(*)
Belgian Media Holding	B-1000 Brussels	446 404 787	32.40%	(*)
BIAC	B-1030 Brussels	233 137 322	4.66%	Participation < 20%
CLJ Holding	B-2000 Antwerp	463 760 859	70.00%	(*)
Ch. Le Jeune Ltd	B-2000 Antwerp	404 482 872	60.58%	(*)
Globel ID. com	NL-3016 Rotterdam		26.77%	(*)
Henschel Engineering	B-2610 Antwerp	404 002 030	20.00%	(*)
I.B.F.	B-1040 Brussels	417 827 795	100.00%	(*)
InTouch Telecom Europe	NL-1411 Naarden		50.00%	(*)
Leiedam	B-9800 Deinze	464 610 895	50.00%	(*)
Sipef	B-2000 Antwerp	404 491 285	18.04%	Participation < 20%
SN Air Holding	B-1000 Brussels	435 137 644	0.68%	(*)
<i>Subgroup Sofinim:</i>				
AdValvas Group	B-1702 Groot-Bijgaarden	456 079 548	17.87%	(*)
Alurfin (Alural)	B-2000 Antwerp	469 969 453	37.00%	(*)
Arcomet Beheer	B-3583 Beringen	451 453 143	7.40%	Participation < 20%
Atenor	B-1030 Brussels	403 209 303	11.45%	Participation < 20%
Bricsnet	B-9000 Gent	429 556 580	2.71%	Participation < 20%
Coditel US	USA - Delaware		15.20%	(*)
Cyril Finance	F-75009 Paris		3.70%	Participation < 20%
De Steeg Investments	NL-6994 De Steeg		37.00%	(*)
IDOC	B-1000 Brussel	423 494 377	10.09%	Participation < 20%
Lamitref Industries	B-2620 Hemiksem	459 960 538	1.47%	Participation < 20%
Medisearch International	B-2800 Mechelen	455 875 848	35.89%	(*)
Net Fund Europe	B-1740 Ternat	465 995 423	4.64%	Participation < 20%
Record Rent a Car	E-12008 Castellon		0.40%	Participation < 20%
Telenet Group Holding	B-2800 Mechelen		0.41%	Participation < 20%
Telenet Group Sellers Investment	B-2018 Antwerp	454 506 069	2.06%	Participation < 20%
Unisel	B-9100 St-Niklaas	403 193 816	20.36%	(1)
Valofin (Corn. Van Loocke)	B-8000 Bruges	466 812 005	33.30%	(*)
Xylos	B-2030 Antwerp	425 173 665	14.60%	(*)
<i>Subgroup GIB:</i>				
Centre de Coordination de Charleroi	B-6280 Loveral	454 199 332	10.34%	(2)
Disport International	B-1000 Brussels	416 268 471	25.00%	(2)
Exki	B-1050 Brussels	472 429 986	39.68%	(*)
Fimagroup	B-1000 Brussels	449 238 870	30.00%	(*)
Gecotec	B-1000 Brussels	421 999 290	50.00%	(*)
Saboma	B-1000 Brussels	400 601 882	49.20%	(*)

(*) Negligible significance: investment or part in the net equity < 2.5 million euro.

(1) As the fiscal year of Unisel ends per 28 February, and as it is not advisable to modify the closing date because of the specific activities (textile distribution), and no intermediary statement can be provided without causing significant charges and delays, Unisel has not been included in the consolidation scope.

(2) Omission in the consolidation scope as the shares are only held in view of a future sale.

VI. Valuation principles

The valuation principles of the affiliated companies consolidated by global or proportional integration are similar to those of the consolidating company Ackermans & van Haaren NV, and are drawn up with the same careful concern.

In general, the individual valuation principles for the companies, accounted for using the equity method, have not been reprocessed in the consolidated annual accounts. These principles take the nature of the activity of the participation in question into account and have been established in the same spirit of careful concern as those applied by Ackermans & van Haaren NV.

In the previous financial year, modifications have been made to the valuation principles applied by Bank J. Van Breda & C^o (regarding “credits with uncertain course”) and by Algemene Aannemingen Van Laere (switch to “percentage of completion”).

Consolidation differences

Consolidation differences are determined when new stakes are acquired in companies consolidated in accordance with the global integration method, the proportional integration method or included in the consolidation according to the equity method.

The consolidation differences in the liabilities include the reserves of the first consolidation determined when the first consolidated annual accounts were drawn up.

For the first consolidated account, a net difference of the first consolidation was calculated on the basis of the annual accounts as at 31 December 1983 of Ackermans & van Haaren and the shareholdings stakes in other companies.

This reserve of the first consolidation consequently represents a conventional difference which in theory remains unchanged as long as the percentage in the shareholding interest does not change.

The positive consolidation differences are amortized over ten years. A supplementary amortization is being applied when the remaining difference is no longer justified, or when it is no longer important.

Negative consolidation differences are kept in the consolidated balance sheet as long as the relevant companies are included in the consolidation and as long as anticipated costs or unfavourable results, for which the reserve was established, do not materialise.

Reserves

The consolidation reserves include the reserves (including the accumulated profits) of the consolidating company before the first consolidation, increased by the share of the group in the consolidated results after taking into account the relevant profit distributions.

Foreign exchange differences

The translation of the assets and commitments in foreign currencies and of the financial statements of the foreign affiliated companies is based on the foreign exchange rates of the last working day of the year. All the assets and liabilities, rights and commitments, except the shareholders' equity, of the foreign affiliated companies, consolidated by the global integration method, the proportional integration method or by the equity method, are being translated using the foreign exchange rates on the last working day of the year. The shareholders' equity is based on historical rates.

Income and charges have been translated based on average rates of the year.

The portion of the translation differences attributable to the third parties has been recorded in the section “Minority Interests”.

VIII. Statement of intangible assets

Concessions, patents,
licences, etc.

a) ACQUISITION COST	
As at the end of the preceding period	46
Movements during the period	
> Acquisitions, including fixed assets, own production	
> Sales and disposals (-)	
> Transfers from one heading to another (+) (-)	
> Translation differences (+) (-)	
> Other movements	
At the end of the period	46
b) DEPRECIATION AND AMOUNTS WRITTEN DOWN	
As at the end of the preceding period	46
Movements during the period	
> Recorded	
> Written back as superfluous (-)	
> Acquisitions from third parties	
> Written down after sales and disposals (-)	
> Transfers from one heading to another (+) (-)	
> Translation differences (+) (-)	
> Other movements	
At the end of the period	46
c) NET CARRYING VALUE AT THE END OF THE PERIOD (a)-(b)	0



IX. Statement of tangible assets

	Land and buildings	Plant, machinery and equipment	Furniture and vehicles	Leasing and other similar rights	Other tangible assets	Assets under construction and advance payments
a) ACQUISITION COST						
As at the end of the preceding period	9,209	2,300	2,336	141	0	0
Movements during the period						
> Acquisitions, including fixed assets, own construction	784		130			
> Sales and disposals (-)	-8,595	-2,300	-45	-117		
> Transfers from one heading to another (+) (-)						
> Translation differences (+) (-)						
> Other movements ⁽¹⁾		135	810	418	4	
At the end of the period	1,398	135	3,231	442	4	0
b) REVALUATION SURPLUSES						
As at the end of the preceding period						
Movements during the period						
> Recorded						
> Acquisitions from third parties						
> Reversals						
> Transfers from one heading to another (+) (-)						
> Translation differences (+) (-)						
> Other movements						
At the end of the period						
c) DEPRECIATION AND AMOUNTS WRITTEN DOWN						
As at the end of the preceding period	4,469	2,194	1,921	111	0	0
Movements during the period						
> Recorded	32		167	5		
> Written back as superfluous (-)						
> Acquisitions from third parties						
> Written down after sales and disposals (-)	-4,068	-2,194	-35	-106		
> Transfers from one heading to another (+) (-)						
> Translation differences (+) (-)						
> Other movements ⁽¹⁾		126	793	418	4	
At the end of the period	433	126	2,846	428	4	0
d) NET CARRYING VALUE AT THE END OF THE PERIOD	965	9	385	14	0	0

⁽¹⁾ Movements originating in changes of the consolidation scope.

Comments

Following the move of the Brussels offices from Montoyerstraat to Tervurenlaan 72, the building on Montoyerstraat was incorporated in the group's company Leasinvest, which explains the significant drop. The accompanying capital increase at Leasinvest results in an analogous increase in the equity value (see financial assets - infra).

The balance represents primarily the net book value of AvH's registered offices (Begijnenvest in Antwerp) and the building purchased in 2002 on Schermersstraat, located next to the company's head offices. The offices in the building on Tervurenlaan 72 are rented from Leasinvest.



X. Statement of financial assets

(In thousand euro)	Enterprises accounted for using the equity method (heading V.A.1.)	Other enterprises (heading V.B.1.)
1. PARTICIPATING INTERESTS		
a) ACQUISITION COST		
As at the end of the preceding period	661,336	167,956
Movements during the period		
> Acquisitions	34,159	896
> Sales and disposals (-)		-25,386
> Transfers from one heading to another (+)(-)		
> Other movements (+)(-) ⁽¹⁾	3,452	210,467
At the end of the period	698,947	353,933
c) AMOUNTS WRITTEN DOWN		
As at the end of the preceding period		68,440
Movements during the period		
> Recorded		7,008
> Written back as superfluous		-4,891
> Acquisitions from third parties		12,949
> Written down after sales and disposals (-)		-5,432
> Translation differences		0
> Transfers from one heading to another (+)(-)		169
At the end of the period		78,243
d) UNCALLED AMOUNTS		
As at the end of the preceding period		4,758
Movements during the period (+)(-)		-1,910
At the end of the period		2,848
e) MOVEMENTS IN THE CAPITAL AND RESERVES OF THE ENTERPRISES ACCOUNTED FOR USING THE EQUITY METHOD (+)(-)	-24,754	
Share in the result for the financial period (+) (-)	16,352	
Elimination of dividends regarding those participating interests	-36,037	
Other movements in the capital and reserves	-5,069	
Net carrying value at the end of the period (a)-(c)-(d)+/(e)	674,193	272,842
2. AMOUNTS RECEIVABLE		
	(heading V.A.2.)	(heading V.B.2.)
Net carrying value at the end of the preceding period		19,241
Movements during the period		
> Additions		7,405
> Reimbursements (-)		-996
> Amounts written down (-)		-9,446
> Amounts written back		10,591
> Translation differences (+)(-)		
> Other (+)(-)	21,250	-8,008
Net carrying value at the end of the period	21,250	18,787
Accumulated amounts written down on amounts receivable at the end of the period		12,485

⁽¹⁾ Movements originating in changes of the consolidation scope.

Comments

A. COMPANIES ACCOUNTED FOR USING THE EQUITY METHOD

	2002	2001
Participations	674,193	661,336
Amounts receivable	21,250	0
	695,443	661,336

1. Participations

The total amount of companies accounted for using the equity method, is divided into business activities as follows:

	2002	2001
Contracting	180,590	165,471
Human Resources Services	127,107	143,075
Financial Services	225,874	206,043
Private equity	111,409	137,099
Other (a.o. Quick)	29,213	9,648
Total	674,193	661,336

The increase of the amount accounted for on an equity basis can be explained by

- > the group's share in the realised results of the participations, reduced by the dividends paid out by them
- > increase in the share in existing participations (primarily Solvus) and investments in new participations (Quick (via GIB), NMC, and UBF)
- > the capital increase at Leasinvest as a result of the contribution in kind of the building on Montoyerstraat.

2. Amounts receivable

The subordinated loan granted to Quick by GIB of 16.8 million euro (50%), as well as the financing provided by AvH to Illochroma Labelling Group, constitute this balance sheet heading.

B. OTHER COMPANIES

	2002	2001
Shares	272,842	94,758
Amounts receivable	18,788	19,241
	291,630	113,999

"Shares", include the group's non-consolidated participations, the most important ones being Centre de Coordination de Charleroi, Sipef, Atenor, Unisel, BIAC, Hertel (preferred shares), Disport, Arcomet, Belfimas, Telenet Group Holding, Coditel US,...

The most significant changes are the result of:

- > the proportional consolidation of GIB, whereby participations such as Centre de Coordination de Charleroi, Disport are being included for 50% on the balance sheet
- > the inclusion into the consolidation scope of United Broadcast Facilities (formerly Valkieser)
- > write-back of amounts written-off on Sipef, on the one hand, and the booked write-offs on Advalvas group, Bricsnet, Net Fund Europe and Lamitref, on the other.

XI. Statement of consolidated reserves

(heading IV of the liabilities)

	Amounts
Consolidated reserves at the end of the previous financial period	443,638
Movements:	
> Share of the group in the consolidated income	14,800
> Distribution of the profit	-17,158
> Other	
Consolidated reserves at the end of the financial period	441,280

XII. Statement of consolidation differences

(heading III of the assets, heading V of the liabilities)

	Consolidation differences	
	1. Positive	2. Negative
Net carrying value at the end of the preceding period	14,552	45,479
Movements during the period:		
> Arising from an increase of the percentage held	10,400	11,974
> Arising from a decrease of the percentage held		-4,031
> Write-downs	-2,333	
> Differences transferred to the income statements		
> Other modifications	-439	-1,513
Net carrying value at the end of the period	22,180	51,909

Comments

A. POSITIVE CONSOLIDATION DIFFERENCES

The net book value can be divided per activity as follows:

	2002	2001
Contracting	3,546	4,052
Human Resources Services	2,197	3,299
Financial Services	2,956	3,410
Private Equity	12,716	2,930
Other	765	861
Total	22,180	14,552

The increase of the goodwill in the 'Private Equity' sector is caused by the inclusion of United Broadcast Facilities (formerly Valkieser) and NMC into the consolidation perimeter.

The slight drop in the net book value for the other sectors is the result of the posted depreciation of 2.3 million euro against the profit and loss account. Positive consolidation differences are depreciated following the straight-line method over a period of 10 years.

B. NEGATIVE CONSOLIDATION DIFFERENCES

In November of 2002, a capital gain was realised on the partial sale of AvH-CC to third parties, which results in a drop of the negative consolidation difference.

This drop is more than compensated for through the negative consolidation difference on Quick, which as a result of the proportional entry of GIB is included for 50%.

C. TO CHARGE POSITIVE CONSOLIDATION DIFFERENCES

As already indicated in the annual report of 1999, Ackermans & van Haaren obtained, in conformity with the Banking and Finance Commission (CBF), an exemption of the Belgian Consolidation Decree, based on the possibility offered by the seventh European directive, regarding the accounting treatment of the positive consolidation difference on the Fincomp/Belcofi transaction in 1999. This transaction resulted in an increase of the Sofinim and Solvus beneficial interests.

In view of the normal term of amortization of positive consolidation differences over ten years, this exemption will give rise to a difference in the profit of the year, in principle for a period of ten years, vis-à-vis the presentation method in accordance with the Belgian Consolidation Decree.

If Ackermans & van Haaren had not obtained this exemption in 1999, the impact on the 2002 balance sheet would have been as follows:

> positive consolidation differences	+33,162
> shareholders' equity	+33,162
> profit for the financial year (part group)	-5,188

XIII. Statement of amounts payable

(heading X and XI of the liabilities)

	Amounts payable with a residual term of		
	< 1 year heading XI A of the liabilities	> 1 year < 5 years heading X of the liabilities	> 5 years
A. ANALYSIS OF THE AMOUNTS ORIGINALLY PAYABLE AFTER ONE YEAR ACCORDING TO THEIR RESIDUAL TERM			
Financial debts	4	15	0
1. Subordinated loans			
2. Unsubordinated debentures			
3. Leasing and other similar obligations	4	15	
4. Credit institutions			
5. Other loans			
Trade debts			
1. Suppliers			
Other amounts payable		1,982	
Total	4	1,997	0

XIV. Result

	Period	Preceding period
B. AVERAGE NUMBER OF PERSONS EMPLOYED, in units, AND PERSONNEL CHARGES,		
B 1. Consolidating enterprise and fully consolidated enterprises		
B 11. Average number of persons employed	41	43
> Workers	3	3
> Employees	31	33
> Management personnel	7	7
B 12. Personnel charges		
> Remunerations and social charges	3,976	4,163
> Pensions	34	37
B 13. Average number of persons employed in Belgium by enterprises of the group	41	43
B 2. Proportionally consolidated enterprises		
B 21. Average number of persons employed	56	0
> Workers	0	0
> Employees	54	0
> Management personnel	2	0
B 22. Personnel charges		
> Remunerations and social charges	1,565 ⁽¹⁾	0
> Pensions	0	0
B 23. Average number of persons employed in Belgium by enterprises of the group	56	0
C. EXTRAORDINARY RESULTS		
C 1. Analysis of the other extraordinary income		
> Write-back provision dispute	4,959	0
> Divers	6	1,409
C 2. Analysis of the other extraordinary costs		
> Provision for possible future earn-out commitments	7,768	6,421
> Divers	63	4,549

⁽¹⁾ Concerns the AvH part in the personnel charges of GIB-group for a period of 2 months, as GIB has only been included in the consolidation scope as of November 1st 2002.

Comments

In 1995, a provision was set up with respect to the group's foreign, primarily fiscal, expenses resulting from investments in Canada and the accompanying and related intermediate structures. Having reached an agreement in this regard, this provision could be written back in 2002.

As was the case in previous years, the group has also this year set up additional provisions in order to neutralise the effect of exercising the stock option plans of companies within the group (amongst others: Leasinvest, AAFL,...) and earn-out obligations (Finaxis).

XV. Rights and commitments not reflected in the balance sheet

(in thousand euro)	Period
A 1. Amounts of personal guarantees, given or irrevocably promised by the enterprises included in the consolidation, as security for third parties' debts or commitments	16,387
2. Amount of real guarantees, given or irrevocably promised by the enterprises included in the consolidation of their own assets, as security for debts and commitments of enterprises included in the consolidation	64,958
4. a. Commitments to acquire fixed assets	27,031
b. Commitments to sale fixed assets	68,552
5. a. Rights from transactions: to interest rates	50,000
b. Commitments from transactions: to interest rates	50,000

Comments

The amount of guarantees include 65 million euro (part AvH) deposited by GIB as security to bank guarantees granted.

The commitments to acquire fixed assets can be divided in 2 categories:

> commitments to pay up in full of funds (Mercapital)

> put options, concluded with regard to shareholders conventions (a.o. for Sofinim). Usually, these shareholders conventions also include rights, which are not included in this amount.

The commitments to acquire fixed assets reflect the estimated exercise price of call option on assets of the group, either with respect to conventions (Finaxis, Disport, Telenet,...), either with respect to stock option plans.

Ackermans & van Haaren makes, in a cautious way, use of some financial instruments to hedge certain risks.

In this regard, contracts have been concluded for a total amount of 50 million euro to compensate possible increases in market interest rates.

XVI. Relationships with affiliated enterprises and enterprises linked by participating interests but not included in the consolidation

(in thousand euro)	Affiliated enterprises		Enterprises linked with a participating interest	
	Period	Preceding period	Period	Preceding period
1. FINANCIAL FIXED ASSETS				
Participating interests and shares	13,574	11,480	29,116	38,296
2. AMOUNTS RECEIVABLE				
After one year	496	744	58	1,118
Within one year	8,716	5,581	237	19,605
4. AMOUNTS PAYABLE				
After one year				
Within one year	356	356	0	
5. PERSONAL AND REAL GUARANTEES				
given or irrevocably promised, as security of debts or promised, as security of debts or commitments of affiliated enterprises	16,387	16,896		
6. OTHER SIGNIFICANT FINANCIAL COMMITMENTS				
7. FINANCIAL RESULTS				
Income from financial fixed assets	2,875	2,101		
Income from current assets	158	158		
Other financial income				
Interest and other debt charges	14	2		
Other financial charges				



XVIII. Own shares

In 2002, Ackermans & van Haaren bought 13,245 own shares, which brings the total number of own share to 87,162. This number represents 0.26% of the total number of shares emitted by Ackermans & van Haaren.

COMMENTS

Note (1): Amounts receivable within one year

	2002	2001
Trade debtors	2,831	1,571
Other amounts receivable	25,671	44,387
	28,502	45,958

The increase in the balance sheet heading 'trade debtors' is linked primarily to the inclusion of the GIB group into the consolidation perimeter.

The 'other amounts receivable' entail, aside from diverse recoverable taxes, especially the short-term financing from the group to participating interests which are not fully consolidated.

The significant drop for this heading is primarily caused by the collection in the course of 2002 of a dividend from Coditel US, which was included as an amount receivable at the end of 2001.

Note (2): Minority interests

	2002	2001
	294,808	108,161

The considerable increase in minority interests is a result of the entry of GIB in the capital of AvH-CC, following to the absorption by AvH-CC of 50% of GIB-CC, the former coordination centre of the GIB-group and a capital increase in species, underwritten by GIB (cfr. note (2) on page 77).

Note (3): Provisions for liabilities and charges

	2002	2001
Pensions and similar obligations	713	728
Other liabilities and charges	129,900	33,564
	130,613	34,292

The additional provisions for the group's possible future earn-out and option obligations have been partially compensated for by the write-back of a provision previously set up, this owing to the positive settlement of a dispute.

Following the inclusion of a 50% interest in GIB into the group's consolidated accounts as per November 1, 2002, a provision for liabilities and charges has been set up in the amount of 82.4 million euro.

This provision covers risks resulting from GIB's issued guarantees or engagements and is mostly associated with engagements undertaken on the sale of GIB ex-affiliates. Until December 31, 2002, this provision was left untouched.

Furthermore, at the same time, a general provision in the GIB accounts has been deleted. Because of its too general nature, this provision had caused the GIB auditor to issue a qualified report.

The above-mentioned engagements by GIB are gradually being reduced and will come to an end in 2007.

The level of and justification for this provision of 82.4 million euro shall be evaluated at each subsequent closing of the annual accounts.

Note (4): Amounts payable within one year

	2002	2001
1. Credit institutions	6,067	10,002
2. Other loans	171,215	181,302

The financial short-term debts are generally issued as commercial paper.

The outstanding bank debt as of the end of 2002 nearly completely corresponds to the still unpaid portion of the financing undertaken for the acquisition of the participation in GIB.

Note (5): Amounts payable regarding taxes, remuneration and social security

	2002	2001
	6,838	1,236

The increase in this balance sheet heading is due to GIB's fiscal and social debts that in 2002 have been included for 50% into the consolidated balance sheet.

Note (6): Other amounts payable within one year

	2002	2001
	23,645	41,569

The other amounts payable entail, amongst others, a profit distribution of 17.16 million euro, as proposed to the General Meeting of May 26, 2003. In 2001 this heading entailed, amongst others, the debts resulting from the acquisition of the stake in Coditel US (paid in mid- 2002).

Note (7): Amortization of positive consolidation differences

	2002	2001
	2,333	2,788

Only the amortizations by AvH and fully consolidated affiliates have been included here on the basis of their respective participations. The goodwill amortizations from the participations themselves form part of the result mentioned under the heading "share in the results of companies consolidated using the equity method".

The participations in UBF and NMC have only been included in the consolidation perimeter as of December 31, 2002, which means that for these participations neither results nor goodwill amortizations have been booked in 2002.

Note (8): Write-offs

	2002	2001
1. on financial assets	16,454	29,238
2. on current assets	7,611	3,870
	24,065	33,108

Write-offs have been booked on the interests and/or the financing in the Advalvas Group, Lamitref, Net Fund Europe, SN Brussels, and Bricsnet.

The write-offs on current assets of this financial year largely correspond, as they did in the previous year, with a depreciation booked against 1,200,000 SES Global shares in the Sofinim investment portfolio, this in order to bring their book value in line with their stock market price as of December 31, 2002.

A similar value correction was carried out on the Vasco Data Security shares.

On the financing provided to the Telenet group, an additional write-off of 0.9 million euro was booked first. This amount corresponds to the total additional compensation, received in the form of so-called "notes", for the sale of Telenet shares in 2001. Subsequently, the conversion of Telenet notes into interest free receivables led to:

- > a write-back of write-offs to the amount of 10.5 million euro
- > a realised loss of 4.4 million euro
- > a new write-off of 7.0 million euro

Aside from the additional 3 million euro financing package, the restructuring of the capital structure at Telenet thus has in the 2002 accounts led to 1 million euro in additional revenues (resulting from the 2001 operations), neutralised, however, by a cost in the same amount (balance of depreciations, write-back of devaluations).

Note (9): Loss on disposal

	2002	2001
1. of intangible and tangible assets	3	2
2. of financial assets	4,981	309
3. of current assets	3	4,042
	4,987	4,353

The loss on disposal of financial assets concerns in the first place Telenet (see note 8) and, further, a small loss on account of the sale of the participation in Tibotec-Virco.

Note (10): Share in the result of the enterprises accounted for using the equity method

These entries contain the entire share of the group in the result of the enterprises accounted for using the equity method, including the amounts of the table 'Contribution of the sectors to the consolidated result' on page 18, which are possibly mentioned separately for reasons of comprehension and visibility.

In 2002, this is the case for exceptional impairments of goodwill (17.8 million euro in the presentation on page 18), which are included in the consolidated accounts in the result via the equity method of Solvus and Ad'Arma respectively.

Note (11): Minority interests

Minority interest correspond with the results of minority interests related to Sofinim, Brinvest and, since 2002, AvH-CC.



Note (12): Write back to amounts written off

	2002	2001
1. to financial assets	15,482	25
2. to current assets	517	33
	15,999	58

The write-back of amounts written off on financial assets is connected to the restructuring of the Telenet financing package (see comments in note (8)). In addition, as a result of the favourable evolution of the Sipef share on the exchange market, a partial write-back of the write-off accounted for in the previous years became possible.

Note (13): Capital gain on disposal

	2002	2001
1. of intangible and tangible assets	51	3,136
2. of financial assets	4,695	70,981
3. of current assets	9,200	11,182
	13,946	85,299

Capital gains realised through the contribution in kind to Leasinvest of the Montoyer building were eliminated from the consolidated accounts. This result will only be recognised in case of a sale outside the group.

As a result of the introduction of GIB into the AvH-CC capital, a portion of the existing negative consolidation difference, corresponding to the third party share, was booked in result.

The most significant gains on current assets were realised during the first half of 2002, following the public offer by Almanij for the Gevaert shares and the realisation of the Unilever shares.

Note (14): Private equity : contributions of the consolidated companies*

In million euro	2002	2001	2000	1999	1998	1997
Axe Investments /Anbema ⁽³⁾	0.27	-1.21	0.74	0.26	0.69	0.29
Aviapartner	0.04	-2.91	-0.43	0.68	0.60	0.25
Coditel	-11.78	7.08	4.89	5.16	1.89	1.18
Illochroma	0.59	0.07	-1.64	-4.19	-0.28	0.35
Mabeco ⁽¹⁾			0.22	0.18	0.16	0.29
Synvest	-0.09	-0.04	0.36	0.24	0.15	0.13
Hertel	0.30	0.52	0.60	0.39	0.27	
Cindu ⁽²⁾			0.01	0.41	0.52	
IDIM	0.22	0.01	0.09	0.13		
Egemin International	-0.48	0.16	0.05			
Oleon Holding	0.61	1.15				
	-10.32	4.83	4.89	3.26	4.01	2.50

⁽¹⁾ In 2001, Sofinim has acquired all Mabeco shares, which justifies the reclass to the heading Sofinim subholdings.

⁽²⁾ As a result of the distribution of capital by Cindu in 2000, the participation fell under the consolidation threshold.

⁽³⁾ Until 2001: results of Anbema. From 2002 on: exclusively Axe Investments.

In 2001, Sofinim has sold its interest in Anbema and used a part of the proceeds to acquire a direct participation in Axe Investments, a 100% affiliate of Anbema.

* See also "Contribution of the sectors to the consolidated result" on page 18.

Note (15): Overview of the main non-consolidated AvH participations

(in million euro)

Company	Participation %	End of financial year	Turnover	Net result (part of group)	Cash flow	Equity
BIAC	4.66	31-Dec-2001 ⁽²⁾	277.21	14.15	-38.80	337.59
Sipef	18.04	31-Dec-2002 ⁽²⁾	114.26	6.02	15.63	28.90
IBF	100.00	31-Dec-2001 ⁽¹⁾	6.00	0.03	0.13	2.13
Ch. Le Jeune Limited	60.58	31-Dec-2002 ⁽¹⁾	3.70	0.56	0.68	0.59

⁽¹⁾ Statutory accounts

⁽²⁾ Consolidated accounts

⁽³⁾ Subject to approval of the general assembly

Note (16): Overview of the main Sofinim participations

(in million euro)

Company	Participation Sofinim %	End of financial year	Turnover	Net result (part of group)	Cash flow	Equity
Sofinim	100.00	31-Dec-2002 ^(1*)	NA	8.49	20.81	249.43
Mabeco	100.00	31-Dec-2002 ^(1*)	0.27	0.53	0.33	9.40
Advalvas Group	24.15	31-Dec-2001 ⁽²⁾	8.92	-14.20	-6.82	0.32
Alurfin	50.00	31-Dec-2002 ^(2*)	29.57	0.75	3.52	5.44
Arcomet Beheer	10.00	30-Sep-2002 ⁽²⁾	70.86	-1.84	10.34	39.60
Atenor Group	15.48	31-Dec-2001 ⁽²⁾	133.02	8.51	36.92	68.01
Aviapartner	25.00	31-Dec-2002 ^(2*)	236.27	0.23	14.17	36.04
Axe Investments	48.34	30-Sep-2002 ⁽³⁾	0.58	0.80	1.70	19.90
Cindu International	49.54	31-Dec-2002 ^(2*)	14.13	0.53	1.56	4.37
Coditel Brabant	20.54	31-Dec-2002 ^(2*)	71.70	-75.90	-7.53	102.26
Coditel US	20.54	31-Dec-2002 ^(1*)	NA	-6.18	-6.18	13.35
Corn. Van Loocke	45.00	31-Dec-2002 ^(1*)	19.36	0.68	1.43	3.31
Egemin International	24.64	31-Dec-2002 ^(2*)	78.29	-2.68	1.20	11.32
Hertel Holding	36.00	31-Dec-2002 ^(2*)	277.29	2.50	10.50	23.21
IDIM	37.47	31-Dec-2002 ^(1*)	26.78	0.80	1.22	10.92
IDOC	13.64	30-Sep-2002 ⁽¹⁾	3.66	-0.13	0.11	4.64
Illochroma Labelling Group	70.84	30-Sep-2002 ⁽²⁾	165.43	0.72	10.85	30.87
Medisearch International	48.50	31-Mar-2002 ⁽¹⁾	8.84	0.80	1.24	2.02
N.M.C.	21.91	31-Dec-2002 ^(2*)	106.82	6.05	12.15	17.90
Oleon Holding	28.38	31-Dec-2002 ^(2*)	234.87	2.90	10.09	50.05
Synvest	48.34	31-Dec-2002 ^(1*)	NA	-0.47	0.08	11.16
Unisel	27.51	28-Feb-2002 ⁽²⁾	122.99	8.38	16.50	27.07
United Broadcast Facilities	36.30	31-Dec-2002 ^(2*)	43.74	2.42	7.08	11.34
Xylos	19.74	31-Mar-2002 ⁽²⁾	12.31	0.14	0.88	3.36

⁽¹⁾ Statutory accounts

⁽²⁾ Consolidated accounts

⁽³⁾ Based on an interim report – 6 months (closing date 31/03)

^(*) Subject to approval of the general assembly

Note (17): Overview of the main GIB participations

(in million euro)

Company	Participation GIB %	End of financial year	Turnover	Net result (part of group)	Cash flow	Equity
GB-INNO-BM	100.00	31-Jan-2003 ^(1*)	NA	29.17	-91.54	878.26
<i>Consolidated</i>						
Quick restaurants	57.88	31-Jan-2003 ^(2*)	256.66	-9.24	15.22	75.14
<i>Non-consolidated</i>						
Disport International	50.00	31-Jan-2003 ^(1*)	44.58	-1.37	1.02	4.56
Centre de coordination de Charleroi	20.67	31-Dec-2001 ⁽¹⁾	2.17	55.75	55.96	1,224.58

⁽¹⁾ Statutory accounts

⁽²⁾ Consolidated accounts

^(*) Subject to approval of the general assembly



Statutory auditor's report

Statutory auditor's report on the consolidated financial statements for the year ended December 31, 2002

In accordance with legal and statutory requirements, we are pleased to report to you on the performance of the audit mandate which you have entrusted to us.

We have audited the consolidated financial statements as of and for the year ended December 31, 2002, which have been prepared under the responsibility of the board of directors and which show a balance sheet total of 1,201,994 (000) euro and a consolidated profit for the year of 10,431 (000) euro, of which the part of the group amounts to 14,800 (000) euro. We have also examined the consolidated directors' report.

Unqualified audit opinion on the consolidated financial statements

We conducted our audit in accordance with the standards of the "Instituut der Bedrijfsrevisoren". Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, taking into account the legal and regulatory requirements applicable to consolidated financial statements in Belgium.

In accordance with those standards, we considered the group's administrative and accounting organisation, as well as its internal control procedures. We have obtained explanations and information required for our audit. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements.

An audit also includes assessing accounting principles used, the basis for consolidation and significant accounting estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion the consolidated financial statements give a true and fair view of the group's assets, liabilities, consolidated financial position as of December 31, 2002 and the consolidated results of its operations for the year then ended, in accordance with the legal and regulatory requirements applicable in Belgium and the information given in the notes to the consolidated financial statements is adequate.

Additional certification and information

We supplement our report with the following certification and information which do not modify our audit opinion on the consolidated financial statements:

- The consolidated directors' report contains the information required by law and is consistent with the consolidated financial statements.
- To a great extent our audit work was based upon the reports of other auditors.

Antwerp, 23 April 2003

Ernst & Young
Bedrijfsrevisoren/Reviseurs d'Entreprises

Boudewijn Van Ussel
Statutory auditor

STATUTORY

annual accounts

In accordance with article 105 of the Belgian Company Law, the statutory annual accounts of Ackermans & van Haaren NV, are printed in a shortened version.

In accordance with article 98 and 100 of the Belgian Company Law, the annual report of the board of directors, the annual accounts of Ackermans & van Haaren NV and the report of the Statutory Auditor are deposited at the National Bank of Belgium.

The Statutory Auditor has given an unqualified opinion regarding the statutory accounts.

The annual accounts, the annual report of the board of directors and the report of the Statutory Auditor are available at the registered office or on simple request by the shareholder.

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E-mail: sec@avh.be

LIABILITIES		Notes	2002	2001	2000
(in thousand euro)					
CAPITAL AND RESERVES		(4)	551,038	582,173	549,847
I	Capital		2,295	2,295	2,295
	A Issued capital		2,295	2,295	2,295
	B Uncalled capital (-)				
II	Share premium account		111,612	111,612	111,612
III	Revaluation surplus				
IV	Reserves		35,037	39,685	41,092
	A Legal reserve		248	248	248
	B Reserves not available for distribution		974	628	35
	1. In respect of own shares held		939	593	
	2. Other		35	35	35
	C Untaxed reserves			4,994	6,994
	D Reserves available for distribution		33,815	33,815	33,815
V	Profit carried forward		402,094	428,581	394,848
	Loss carried forward (-)				
VI	Investment grants				
PROVISIONS AND DEFERRED TAXATION			220		
VII	A Provisions for liabilities and charges		220		
	1. Pensions and similiar obligations				
	2. Taxation				
	3. Major repairs and maintenance				
	4. Other liabilities and charges		220		
	B Deferred taxation				
CREDITORS			847,348	425,779	399,114
VIII	Amounts payable after more than one year		15	19	
	A Financial debts		15	19	
	B Trade debts				
	C Advances received on contracts in progress				
	D Other amounts payable				
IX	Amounts payable within one year		846,048	424,320	397,169
	A Current portion of amounts payable after more than one year		4	4	
	B Financial debts	(5)	826,132	406,040	381,540
	1. Credit institutions			10,000	16,780
	2. Other loans		826,132	396,040	364,760
	C Trade debts		1,779	330	255
	1. Suppliers		1,779	330	255
	E Taxes, remuneration and social security		540	305	198
	1. Taxes		356	114	95
	2. Remuneration and social security		184	191	103
	F Other amounts payable	(6)	17,593	17,641	15,176
X	Accrued charges and deferred income		1,285	1,440	1,945
TOTAL LIABILITIES			1,398,606	1,007,952	948,961

Income statement

CHARGES		Notes	2002	2001	2000
(in thousand euro)					
A	Interests and other debt charges		17,771	18,694	19,340
B	Other financial charges		501	177	351
C	Services and other goods		4,039	2,504	1,908
D	Remuneration, social security costs and pensions		2,191	1,941	1,037
E	Other operating charges		131	104	82
F	Depreciation of and other amounts written off formation expenses, intangible and tangible fixed assets		132	123	118
G	Amounts written off	(11)	6,273	2,370	1,898
	1. Financial assets		961	325	1,797
	2. Current assets		5,312	2,045	101
H	Provisions for liabilities and charges		220		
I	Loss on disposal of		359	2	2
	1. Intangible and tangible assets		2	1	
	2. Financial assets				
	3. Current assets		357	1	2
J	Extraordinary charges		36	205	380
K	Income taxes		2		
L	Profit for the period			49,484	102,131
M.	Transfer to the untaxed reserves				
N.	Profit for the period available for appropriation			51,484	110,131

APPROPRIATION ACCOUNT		Notes	2002	2001	2000
A.	Profit to be appropriated		419,597	446,331	409,673
	1. Profit for the period available for appropriation		-8,984	51,484	110,131
	2. Profit brought forward		428,581	394,847	299,542
TOTAL			419,597	446,331	409,673

INCOME		Notes	2002	2001	2000
(in thousand euro)					
A	Income from financial assets	(7)	7,189	58,592	40,903
	1. Dividends		6,658	58,022	40,318
	2. Interests				
	3. Directors' emoluments		531	570	585
B	Income from current assets		502	625	723
C	Other financial income		2	224	2,715
D	Income from services rendered	(8)	2,521	1,228	954
E	Other operating income		229	191	159
F	Adjustments to depreciation of and to other amounts written off intangible and tangible fixed assets				
G	Adjustments to amounts written off	(9)	2,531	2	65,752
	1. Financial assets		2,531		65,752
	2. Current assets			2	
H	Adjustments to provisions for liabilities and charges				
I	Gain on disposal of	(10)	4,696	14,665	16,028
	1. Tangible and intangible fixed assets			1	3
	2. Financial assets			14,555	16,025
	3. Current assets		4,696	109	
J	Extraordinary income		7	29	13
K	Adjustments of income taxes and write-back of tax provisions			48	
L.	Loss for the period		13,978		
M.	Transfer from untaxed reserves		4,994	2,000	8,000
N.	Loss for the period available for appropriation		8,984		

APPROPRIATION ACCOUNT (continued)		Notes	2002	2001	2000
C.	Transfers to capital and reserves		346	593	
	3. To other reserves		346	593	
D.	Result to be carried forward		402,094	428,581	394,848
	1. Profit to be carried forward		402,094	428,581	394,848
F.	Distribution of profit		17,157	17,157	14,825
	1. Dividends		17,083	17,083	14,738
	2. Directors' emoluments		74	74	87
TOTAL			419,597	446,331	409,673

COMMENTS ON THE STATUTORY ANNUAL ACCOUNTS

BALANCE SHEET

• Assets

Note (1): Tangible fixed assets

The tangible assets have increased as a result of the purchase of an additional building at Schermersstraat, located next to the company's head offices in Antwerp.

Note (2): Financial assets

The increment in the heading 'associated enterprises' is largely explained by the acquisition of half of the GIB shares as a result of the successful public bid that was launched in November 2002, jointly with "Nationale Portefeuille Maatschappij".

The dividend of 200 million euro (AvH share), which was issued by GIB in December 2002, has been posted in reduction of the inventory value of the GIB shares.

In addition, the percentage of the stake in Solvus has risen via participation in the capital increase within the context of the optional dividend and the acquisition of additional shares directly from the exchange market.

Note (3): Investments

The decrease in investments is explained by, on the one hand, the sale of the Unilever shares and, on the other, by the additional devaluations of the Fortis shares held in the portfolio.

To cover the AvH stock option plan, 13,245 additional treasury shares were acquired in the course of 2002, against which devaluations were booked in order to bring their inventory value in line with the exchange market price at the end of the year.

On the own shares held in possession by Ackermans & van Haaren, a devaluation of 0.3 million euro has been posted in order to bring their inventory value in line with the exchange market price as of the end of the year 2002.

• Liabilities

Note (4): Capital and reserves

The capital, the share premium account, and the reserves remain practically unchanged. The share capital and reserves take into account the profit distribution proposed to the general meeting of shareholders.

Note (5): Financial debts

The increase in financial debts is primarily due to the additional debts incurred by the AvH Coordination Center through the financing of the GIB transaction.

Note (6): Other amounts payable

The "other amounts payable" primarily entail the total of the gross dividends in the amount of 17,083 euro (identical to the gross dividends in 2001) as a result of the proposed distribution of profits, as well as the outstanding payable dividends over the previous book years.

PROFIT AND LOSS ACCOUNT

Note (7): Income from financial assets

In 2001, companies within the group paid significant dividends. This was not the case in 2002, which explains the notable drop for this heading. As already mentioned in Note (2), a dividend of 200 million euro received from GIB was applied as a direct reduction against the inventory value.

Note (8): Income from services rendered

The rise in this heading is due to the increase in the number of services rendered to companies within the group.

Note (9): Write back to amounts written off

As a result of the favourable evolution of the Sipef share on the exchange market, devaluations posted in the previous financial years were partially written back.

Note (10): Gain on disposal of current assets

This capital gain results practically in total from the sale of all of the Unilever shares that Ackermans & van Haaren was holding in its investment portfolio.

Note (11): Amounts written off

The amounts written off on financial assets relate to the financing of 1.0 million euro to SN Brussels Airholding. The amounts written off on current assets relate primarily to the Fortis and Ackermans & van Haaren shares.



NOTES

VALUATION RULES

1. Tangible fixed assets

The tangible assets are stated at acquisition cost and are subject to the following linear depreciation rates:

Buildings	3% per year
Equipment in buildings	10% per year
Furniture	10%-20% per year
Software	33% per year
Vehicles	20% per year

2. Financial assets

Write-off is recorded to holdings in the event of long-term reductions in their value or loss in value as dictated by the situation, the profitability or prospects of the company in which the group has a holding.

3. Receivables and payables

Receivables and payables in foreign currency are translated at the exchange rate at closing date. Receivables are valued individually and are subject to depreciation where relevant.

4. Investments and deposits

Shares are entered in the assets at their purchase price. Depreciation is applied when the purchase price is higher than the quoted price for publicly quoted shares, and higher than the intrinsic value for unquoted shares.

5. Provision for risks and costs

The required provisions are recorded.

6. Foreign exchange

Cash elements of the assets and liabilities expressed in foreign currency are translated at the exchange rate at closing date.

Negative exchange rate differences are recorded in the income statement. Positive exchange rates differences are recorded in the transitory accounts.



General

information to
the shareholder

Board of Directors, supervision and daily management

Board of directors

Chairman	Erik van Baren	
Directors	Luc Bertrand	<i>Chairman of the Management Committee</i>
	Alain Dieryck	<i>Secretary General</i>
	Jacques Delen	
	Frederic van Haaren	
	Teun Jurgens	
	Pierre Willaert	
Statutory Auditor	Ernst & Young Bedrijfsrevisoren BCV, represented by B. Van Ussel.	

Executive Committee (general management, management participations AvH / Sofinim)

Chairman	Luc Bertrand	<i>Managing Director</i>
Members	Jan Suykens	
	Alain Dieryck	
	Piet Dejonghe	
	Jan Laga	
	Piet Bevernage	
	Tom Bamelis	

Erik van Baren, Chairman of the Board of Directors, is present at the Executive Committee

Group Services

Finance	Jan Suykens	<i>Chief Financial Officer</i>
	Tom Bamelis	<i>Financial Manager</i>
	Hilde Delabie	<i>Group Controller</i>
	Edouard De Saegher	<i>Group Treasurer</i>
	Sophie Wuyts	<i>Controller</i>
	Marc De Groote	<i>Accounting</i>
	Bart Bressinck	<i>Accounting</i>
	Jean-Claude Janssens	<i>Treasury</i>
Legal	Alain Dieryck	<i>Secretary General</i>
	Piet Bevernage	<i>Group Legal Counsel</i>
	Brigitte Adriaensens	<i>Secretary General SNI/Sofinim</i>
	Michel Malengreau	<i>Fiscal Counsel</i>
Management of Sofinim participations	Marc De Pauw	<i>Managing Director</i>
	André X. Cooreman	<i>Chief Operating Officer</i>
	Koen Janssens	<i>Investment Manager</i>



Corporate Governance

Role of the holding towards its subsidiaries

Ackermans & van Haaren plays an active role in the management of the companies that it controls, either alone or jointly with its other partners. Ackermans & van Haaren is active both at the level of the Board of Directors and of the main decision organs of these companies. Representatives of AvH also keep in constant contact with the management teams of the participations. This active support characterizes AvH and underpins its industrial nature.

Management and Control Organs of Ackermans & van Haaren

The **Board of Directors** approves the strategy and the most important (dis)investments of the group, monitors the participations through regular reporting, supervises the day-to-day management and decides on the appointments for key positions.

Day-to-Day Management

The **Executive Committee** is in charge of the day-to-day management and is responsible for the monitoring of the participations, the proposal and the implementation of the strategy, and the preparation of the decisions by the Board of Directors.

The **Internal Audit** is carried out by the group controller, who reports to the chairman of the Executive Committee. He reports directly to the Board of Directors at least once a year.

The **External Audit** (of the consolidated as well as of the non-consolidated figures) is carried out by the auditor, Ernst & Young Bedrijfsrevisoren BCV, who reports to the Board of Directors once a year.

The auditor was paid an annual fee of 30,000 euro for the audit of the statutory and consolidated accounts. In addition, the auditor and Ernst & Young Tax Consultants CV were paid 10,753 euro, in total, for specific consultancy services.

Composition of the Board of Directors

Executive and non-executive directors – expiry date of the mandates

The Board of Directors comprises seven members:

	end of mandate
Erik van Baren, Chairman (non-executive)	2006
Alain Dieryck (executive)	2005
Luc Bertrand (executive)	2005
Jacques Delen (non-executive)	2004
Teun Jurgens (non-executive)	2006
Frederic van Haaren (non-executive)	2005
Pierre Willaert (non-executive)	2004

Directors who represent the shareholders

Erik van Baren, Alain Dieryck, Luc Bertrand and Jacques Delen (as permanent representative of Delen MMI) are also directors of Scaldis Invest, which is the largest shareholder of Ackermans & van Haaren with a participation of 32.95%.

Erik van Baren, Alain Dieryck and Luc Bertrand are also directors of Belfimas, which controls Scaldis Invest with a participation of 87.67%. Scaldis Invest and Belfimas are holdings which invest exclusively (directly and indirectly) in Ackermans & van Haaren shares.

Independent Directors

Frédéric van Haaren, Teun Jurgens and Pierre Willaert are independent directors.

Teun Jurgens is a company director.

Frédéric van Haaren is a self-employed entrepreneur.

Pierre Willaert is managing partner with Bank Puilaetco, responsible for the department of institutional management.

Nomination of Prospective Directors

The Board of Directors takes on the role of 'nomination committee' for the proposal of prospective non-executive, independent or other directors to the Annual General Meeting.

The aim is to have a majority of non-executive and independent directors.

Age Limit

The age limit for the members of the Board of Directors is 70 years.

Responsibilities of the Board of Directors, Delegations, Appointments and Remuneration

Number of meetings

In 2002, the Board of Directors met 8 times (the average level of attendance was 96%).

Topics discussed - Information

The Board of Directors does not interfere with the day-to-day management of the participations. Instead it monitors the participations via management reports and decides on the strategic options and major investments or divestments.

To this effect, the directors receive the financial statements of the group, investment or divestment proposals and the periodic analytical management reports prior to the meetings.



Monitoring of the subsidiaries

The Board of Directors is kept informed about the activities of the group companies and participations by the members of the executive committee who attend the meetings of the organs of these companies.

Rules for decision-making

The decisions of the Board of Directors are taken by consensus. If it is impossible to reach unanimity on a particular decision, then the decision will be taken with a simple majority.

Independent experts

Directors may call upon independent experts for advice at the company's expense.

Committee

The deliberate decision to restrict the number of members of the Board of Directors enables the Board to work quickly and efficiently.

To date, the Board of Directors has only set up one committee, i.e. the **Remuneration Committee**. The members of this committee are Erik van Baren and Jacques Delen. This committee decides on the remuneration of the executive directors of the company and determines the general policies for the remuneration that the company pays to its managers.

In this respect, account is taken to a large extent of the general level of remuneration of comparable companies.

The remuneration committee also decides on the share options that are offered under the stock option plan of Ackermans & van Haaren.

Conflict of interests

The individual directors must avoid every possible conflict of interests and must safeguard the confidentiality of any information received.

Salarie

The salaries, benefits in kind and share options allocated to the executive directors are determined by the remuneration committee (see above).

The tantièmes amount to 74,368 euro

Directors do not receive any loans or advances of money.

The non-executive directors only receive a tantième.

The executive directors are also members of the Executive Committee. Their salaries are part of the payment of this committee (see below).

The executive committee

No use has been made of the possibility, offered by the Law Corporate Governance of August 2nd, 2002 to delegate management powers, other than the daily management, to the Management Committee.

The existing Management Committee has been renamed "Executive Committee" in accordance with the amended Code of Companies.

The Executive Committee consists of seven members:

Luc Bertrand, Chairman

Jan Suykens

Alain Dierycq

Piet Dejonghe

Jan Laga

Piet Bevernage

Tom Bamelis

Number of meetings

The Executive Committee held 19 meetings in the course of the year 2002 (the average level of attendance was 95%).

Duties

The Executive Committee proposes the strategy to be adopted; it selects and works out investment and divestment proposals that are submitted to the Board of Directors.

It closely monitors the various participations and ensures that the group is represented in the Boards of Directors and other management organs of the participations. The Executive Committee also monitors the cash situation of the company and of the group.



Salaries

The members of the Executive Committee each receive a fixed salary and a bonus that is linked to the annual result. They also benefit from use of a company car and a group insurance covering (pension-, decess-, invalidity- and hospital insurance). They also receive stock options (see below). The total amount of fixed salaries paid to the members of the Executive Committee in 2002 amounted to 1,817,500 euro; the total amount of bonuses paid to the members of the Executive Committee amounted to 384,400 euro.

The current members of the Executive Committee can acquire a total of 145,300 shares Ackermans & van Haaren by exercising their options (including the last granting of stock options in April 2003)

Attribution in	1999	2000	2001	2003
Expiry date	25.03.2010	12.01.2011	07.02.2012	31.01.2011
Number of options	9,500	11,800	93,000	31,000
Exercise price	30	28.26	32.33	15.98

Age limit

The age limit for the members of the Executive Committee is 65 years.

Dividend policy

The Ackermans & van Haaren share is a **growth share**. The average annual growth of the net dividend amounted to 12 % over the last ten years. It is AvH's intent, in so far as the evolution of the group results allows this, to further increase the dividends in the future.

Shareholding

One shareholder has disclosed to own a participation of more than 5 % in Ackermans & van Haaren: Scaldis Invest (32.95 %).

Scaldis Invest in turn is controlled by Belfimas (87.67%).

The total number of shares Ackermans & van Haaren held by the members of the Board of Directors and the Executive Committee of Ackermans & van Haaren amounts to 497,990.

The Board of Directors does not have any knowledge of any agreements between the shareholders.

Protection against insider trading

In general, the directors and employees of Ackermans & van Haaren are advised against trading with a speculative view in Ackermans & van Haaren shares or shares of other listed companies, which have on their Board of Directors one or more representatives of Ackermans & van Haaren. If they wish to buy or sell Ackermans & van Haaren shares, they are required to inform the Secretary-General of their intention, who will subsequently report the matter to the Board of Directors.

Directors and employees are strongly advised against buying or selling shares within a month before the publication of the (half-)yearly results.

Stock option plan

The 'Ackermans & van Haaren' stock option plan, approved by the Board of Directors in March 1999, is designed to motivate, on a long-term basis, the executive directors, the members of the management and consultants, whose contribution is essential towards the success of the group.

The duty of the remuneration committee (see above) is to monitor this plan and to select the beneficiaries. The options are offered free of charge and have a duration of 8 years.

Under the stock option plan of Ackermans & van Haaren, the remuneration committee offered this year (2003) 38,500 new options.

The options entitle the holder to acquire the equivalent in Ackermans & van Haaren shares.

The options granted till present (April 2003) represent an overall entitlement to acquire 175,300 Ackermans & van Haaren shares, which represents 0,52% of the share capital.



General information regarding the company

Registered office

Begijnenvest 113, 2000 Antwerpen
Antwerp Trade Registry number 15.920

Incorporation date, last amended bylaws

The company has been incorporated on 30 December 1924 by notarial deed, published in extenso in the Annexes to the Belgian Official Gazette of 15 January 1925 under number 566.

The bylaws have been modified several times and for the last time by notarial deed of August 1st, 2002 published by excerpt in the Annexes to the Belgian Official Gazette of August 20, 2002 under number 20020820-128 (erratum October 3rd, 2002).

Duration

Indefinite

Legal Form, applicable law

Public limited company under Belgian law, making or having made a public appeal on the savings system in accordance with article 438 of the Company Code.

Statutory purpose

The statutory purpose of the company includes the following:

- (a) the project study, supervision and management of all kinds of public and private works, mainly in the field of construction in general, as well as the organization and administration of all the companies and businesses and assistance to them in all forms;
- (b) undertaking all sea- or land-based public or private works in the area of construction and, in particular, all kinds of sea- and river-based works, including those concerned with irrigation and the regulating of waterways, major dewatering and pumping works, dredging, boring and well-sinking, drainage, sounding, the building of permanent structures, earthworks, and the general undertaking of construction, as well as the re-floating of boats and ships;
- (c) sea- and land-based prospecting for industrial extraction, mainly of crude oil or natural gas, as well as mineral products in general;
- (d) the operation, production, processing, distribution, purchase, sale and transport of all products derived from industrial extraction;
- (e) the acquisition, administration, development and transfer of land, property and any property entitlement;
- (f) the acquisition, the operation and the realization, in any form whatever, of intellectual rights, patents and concessions;
- (g) the acquisition of a participating interest, by way of subscription, contribution, merger, financial intervention or by any other way, in all existing companies or to be formed, enterprises, operations or associations in Belgium or abroad;
- (h) the management, development and the realization of these participating interests;
- (i) involvement, directly or indirectly, in the management, control or dissolution of any firm, enterprise, operation or association in which it has a participating interest;
- (j) provide assistance in all possible management matters of enterprises, operations or associations in which it has a participating interest, and in general, all acts relating, in its entirety or partially, directly or indirectly, to the holding activities.

The company may carry out all civil, commercial, industrial, financial activities, all real estate and securities transactions that are linked directly or indirectly, to its statutory purpose or that may enhance the development of the company's business.

The company may provide securities or guarantee in favour of companies, enterprises, operations or associations in which it has a participating interest, to introduce itself as representative or agent, provide some advances, credits and mortgage securities or other.

The company may undertake business activity abroad as well as in Belgium.



Consultation of documents regarding the company

The statutory and consolidated annual accounts are deposited down with the National Bank of Belgium.

A coordinated version of the company bylaws can be consulted at the trade registry of Antwerp.

In accordance with article 535 from the Company Code, the annual report and the annual accounts are sent to the registered shareholders, the directors and the statutory auditor and to any other shareholder who so requests.

General data regarding capital

Subscribed capital

Subscribed capital is 2,295,278 euro.

The capital is fully paid-up and is represented by 33,496,904 shares without nominal value.

Capital increases

The most recent capital increase was decided on 11 October 1999, as part of the merger by take-over of Belcofi N.V. by Ackermans & van Haaren N.V.

Authorized capital

In the circumstances described in the special report approved by the extra-ordinary general meeting of August 1, 2002, the Board of Directors is entitled, to raise the company's share capital during a period of five years, as of August 20, 2002, either at once or at several intervals, with an amount of maximum 500,000 euro.

The capital increases decided upon pursuant to this authorisation may be carried out in accordance with the terms and conditions as shall be determined by the Board of Directors such as, amongst others, by the contribution of cash or, subject to statutory provisions, of contributions in kind, or by means of the conversion of distributable or non-distributable reserves and by issue premiums with or without the issuance of new shares or through the issuance of subordinated or non-subordinated convertible bonds, as well as through the issue of warrants and other securities, whether or not attached to other securities issued by the company, whereby the Board is entitled to decide whether or not the new securities shall remain registered and are not convertible into bearer securities.

The Board of Directors shall further be entitled to use the authorised capital, in the event of a public take-over bid on the securities issued by the company, under the conditions and within the restrictions of article 607 of the Companies Act.

The Board of Directors may, in the interest of the company, restrict or cancel the shareholders' preferential right, following a capital increase or in the framework of the issuance of convertible bonds or bonds to which warrants may or may not be attached or, subject to legal restrictions of warrants carried out within the restrictions of the authorised capital, inclusive of those benefiting one or more well-defined parties, or members of the company's personnel or of its subsidiaries.

The nature of shares

Paid-up shares are registered or bearer shares, as the shareholder decides.

Those shareholders holding bearer shares may at any time request the conversion of their shares into registered shares, at their own expenses.

The company considers its securities to be indivisible, and it may suspend the rights attached to each share, over which there might be any dispute regarding ownership, right of usufruct or naked ownership.

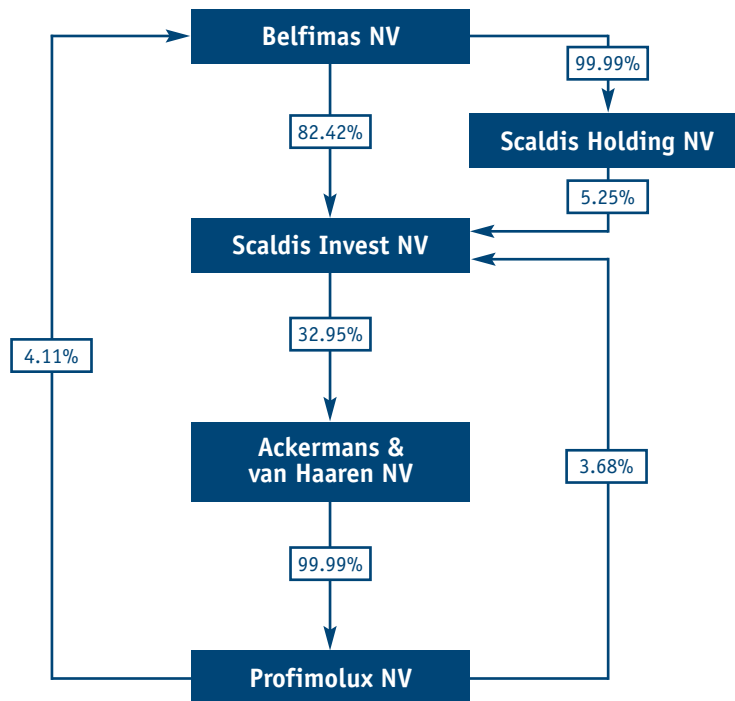
In the case of usufruct, the naked owner of the share shall be represented by the usufructuary vis à vis the company, unless the parties decide otherwise.

Information on the shareholders' structure

Shareholding

Law of 2nd March 1989

The shareholders' structure, as known per 31st December 2002, can be represented as follows:



Ackermans & van Haaren is controlled by **Scaldis Invest**. It owns 11,036,200 shares, which represent a participation in the capital of Ackermans & van Haaren of **32.95%**. In accordance with the Belgian Law of 2nd March 1989, Scaldis Invest informed the company and the Commission of Banking and Finance of the percentage of its participation. This information was made public on 19th May 2000, in accordance with Article 4, §2 of the Belgian Law of 2nd March 1989.

Scaldis Invest is controlled by **Belfimas**, by means of a direct participation of **82.42%** and an indirect participation (via Scaldis Holding) of **5.25%**.

Furthermore, Ackermans & van Haaren also has a participation of 3.68% in Scaldis Invest and of 4.11% in Belfimas through its subsidiary **Profimolux**.

Ackermans & van Haaren owns 35,862 of its own shares. These shares were acquired in 2001 and 2002 in order to cover the company's commitments under the stock option plan. Its direct subsidiary Avafin-Re owns 51,300 Ackermans & van Haaren shares. This cross participation is the result of the merger with Delen in 1992.

Financial Calendar

May 26, 2003

Annual Meeting of the Shareholders

June 5, 2003

Payment of dividends

2nd week of September 2003

Publication of the half-year results 2003

2nd week of March 2004

Publication of the year results 2003

May 24, 2004

Annual Meeting of the Shareholders

Address of the group

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Contacts – “Investor Relations”

- > All press releases issued by AvH and its most important group companies as well as the “Investor Presentation” can be consulted on the AvH website: www.avh.be
- > Questions can be asked by phone on number +32 (0)3 231 87 70 or by e-mail on dirsec@avh.be to Luc Bertrand or Jan Suykens.

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The dutch version of this annual report is to be considered as the reference.

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Ackermans & van Haaren

Begijnenvest 113, B-2000 Antwerpen