

Annual report of the Board of Directors

To the ordinary General Meeting of shareholders concerning the annual unconsolidated statement of accounts for the year ending on 31 December 2000

Dear Shareholders,

We are pleased to report to you, pursuant to article 95 and 96 of the Consolidated Companies' Act, on the activities of our company and our management during the past financial year, ending on 31 December 2000.

COMMENTARY ON THE ANNUAL ACCOUNTS

These comments are based on the balance sheets after the appropriation of profits, and are therefore made subject to the approval of the proposals for the appropriation of profits by the annual meeting.

The annual accounts have been drawn up pursuant to the Law of 17 July 1975 concerning the accounting of enterprises and the implementing decrees thereto, and in accordance with the particular legal and regulatory provisions that apply to the company.

The valuation rules have been adapted since the previous financial year as regards turnover. From now on turnover refers to the net turnover, that is, invoiced turnover less commissions and bonuses to central purchasing organisations, advertising agencies and newsstand distributors. This brings the treatment of this item in line with that of other media companies. The turnover fig-

ures for 1999 have also been adapted accordingly.

Following the contribution of the printing activity into Roularta Printing NV and the sale of the premedia activity to Newsco NV, a number of changes have taken place in Roularta Media Group NV's balance sheet structure. The entire printing branch, including the land and buildings, the machinery and equipment, the stock of raw materials and personnel has been transferred to Roularta Printing NV. The total printing turnover is now included under Roularta Printing NV.

The main activities of the company Roularta Media Group NV are located in three areas:

- printed media
- audio-visual media
- new media.

The balance sheet and the income statement, together with the various schedules, offer you a general overview of the activities of our company, as well as the results achieved.

Substantial investments were carried out during the past year. The investments in intangible fixed assets relate to the purchase of software packages, and the purchase of titles such as Het Wekelijks Nieuws, Publipers Tienen and Groot Weekblad. The largest investments in tangible fixed assets are the construction of an administrative building and renovation work at the Brussels

Media Centre. Considerable amounts were also invested in constructing a portal and in buying servers for Easy.be.

The investment in financial fixed assets relates mainly to the acquisition of participating interests in Mercator Printing Group NV, Mass Transit Media NV and to increasing the participating interest in Vogue Trading Video NV. The contribution of our participation in Roularta Printing NV into NV Mercator Printing Group NV at its real value has released a capital gain of BEF 1,207,548,548.

Trade receivables rose by 1.60% and reflect more or less the 0.95% increase in turnover. With the splitting off of the printing activity, all printing turnover is now in Roularta Printing NV.

In the context of the stock option plan granted to some fifty senior managers, the company has bought in a number of its own shares, which we shall be allotting, over a period of 10 years, to the executives in question. These own shares have been valued at the share price on 31.12.2000. This has resulted in a capital loss of BEF 32,575,004 compared with the purchase price. As guarantee for the purchase of own shares, a non-available reserve has been set up in the amount of BEF 312,828,865.

Trade payables were down significantly at the end of the financial year. Remuneration and social security payables also have fallen sharply, with large numbers of employees transferring as at 1 January 2000 to NV Newsco and NV Roularta Printing.

The balance sheets of the most recent and the previous financial years are given below in summary form:

BALANCE SHEET AFTER APPROPRIATION				
Assets	31/12/00	%	31/12/99	%
Fixed assets	8,411,027		7,234,535	
Sub-total	8,411,027	66,83	7,234,535	64,17
Other current assets	4,173,915	33,17	4,040,091	35,83
Total assets	12,584,942	100	11,274,626	100
Liabilities	31/12/00	%	31/12/99	%
Shareholders' equity	6,943,991	55,18	5,489,374	48,69
Provisions and deferred taxation > 1 year	85,965	0,68	80,650	0,71
amounts payable > 1 year	1,728,503	13,73	1,488,966	13,21
Shareholders' equity provisions and deferred taxes < 1 year	8,758,459	69,59	7,058,990	62,61
amounts payable < 1 year	3,814,577	30,31	4,209,909	37,34
Deferred and accrued items	11,906	0,10	5,727	0,05
Total liabilities	12,584,942	100	11,274,626	100

From the above data we derive the following ratios:

1. Liquidity

(Current assets / short-term payables)

1.09 (31.12.2000) 0.96 (31.12.1999)

2. Solvency

(Shareholders' equity / Total assets)

55.18 (31.12.2000) 48.69 (31.12.1999)

INCOME STATEMENT

Operating income was up just 0.95% or BEF 0.121 million. The small size of this increase is due to the transfer of the printing turnover to Roularta Printing NV in 2000.

Purchases rose by 22.95% to BEF 1,148.76 million. This is the result of the setting up of Roularta Printing, which invoices the printing costs to Roularta Media Group NV. No major changes occurred in 2000 in raw materials prices.

On the other hand personnel costs and the costs of services and other goods both fell.

One significant extraordinary charge in 2000 was the full write-off of a software programme that was not functional within our activity. Substantial capital gains were realised on the sale of two properties in the Brussels region and on the contribution of the Roularta Printing participation into Mercator Printing Group NV.

We give below the key data from the income statements of the last two financial years.

INCOME STATEMENT	in BEF thousands	31/12/00	31/12/99
Turnover		+11,305,959	+12,128,866
Raw materials, consumables and goods for resale		-7,761,145	-6,312,384
Personnel charges		-1,037,121	-1,854,872
Depreciation and amortisation		-277,320	-644,915
Operating profit		+718,447	+710,484
Net financial income		+3,841	+29,406
Net extraordinary income		+1,251,171	-139,866
Transfers from/to deferred taxes		-6,176	+10,946
Taxes		-297,087	-234,420
Profit for the financial year		+1,670,196	+376,550
Transfers from/to untaxed reserves		-11,755	+3,387
Profit for the year available for appropriation		+1,658,441	+379,937

APPROPRIATION OF EARNINGS

We propose to you that the net profit be appropriated as follows:

A. Net profit available for appropriation:		+1,728,684,515
Consisting of - profit for the year available for appropriation	+1,658,440,521	
- profit carried forward from the previous financial year	+70,243,994	
C. Additions to shareholders' equity		-1,473,370,583
Consisting of - addition to the legal reserve	-373,349,890	
- to the other reserves	-1,100,020,693	
D. Profit to be carried forward		-63,093,252
F. Distribution of profits		-192,220,680
Consisting of - dividends	-192,220,680	

The dividends consist of:

Type of shares	Total gross	Retained withholding tax	Total net	Number of shares	Net per share
Ordinary shares	165,554,000	41,388,500	124,165,500	8,277,700	15
Ordinary shares with VVPR strip	26,666,680	4,000,002	22,666,678	1,333,334	17

We propose that the dividends be payable from 25 May 2001 against presentation of coupon no. 3 and, where applicable VVPR no. 3 at the banking counters of BBL, Bank Degroof and KBC Bank.

CONFLICTING INTERESTS OF A PROPERTY NATURE OF ONE DIRECTOR

During the year no director had any conflicting interests of a property nature.

IMPORTANT EVENTS AFTER THE END OF THE FINANCIAL YEAR

No events have occurred since the end of the financial year on 31.12.2000 that significantly influence the earnings and the financial position of the enterprise.

INFORMATION ABOUT CIRCUMSTANCES THAT COULD SIGNIFICANTLY INFLUENCE THE COMPANY'S DEVELOPMENT

We do not anticipate any particular circumstances that could significantly influence the future development of our company.

RESEARCH AND DEVELOPMENT

The Easy.be portal was developed in cooperation with Easy Solutions and started up at the end of 2000.

CAPITAL INCREASE AND ISSUE OF CONVERTIBLE BONDS AND WARRANTS DECIDED BY THE BOARD OF DIRECTORS IN THE COURSE OF THE FINANCIAL YEAR:

During the financial year no capital increases were carried out, nor were any convertible bonds or warrants issued pursuant to Articles 581 and 583 of the Consolidated Companies' Act.

SUB-BRANCHES

The company does not have any sub-branches.

OWN SHARES

During the financial year 2000 the Board of Directors acquired 119,305 shares. The Board was hereto authorised by the General Meeting of 16 May 2000. These shares were acquired for a total amount of BEF 321,823,385. The overall fraction value of 119,305 shares amounts to BEF 55,609,163.

The proper shares were included with the assets under 'Investments' against the rate of 31 December for a total amount of BEF 289,246,381.

As a consequence of this assessment a depreciation of BEF 32,577,004 was included.

The right to dividend in connection with proper shares is abolished. This means that the distributed profit will be reduced, reckoning the dividend on the proper shares, and keeping in mind that these amounts will be entrusted until the shares are sold.

SHARES OWNED BY A SUBSIDIARY

The companies' subsidiaries do not possess any shares of Roularta Media Group NV.

ADDITIONAL ACTIVITIES OF THE STATUTORY AUDITOR

During the financial year, no additional missions were carried out by the statutory auditor, or by persons having an employment relationship with the statutory auditor or by persons with whom the statutory auditor has a cooperation relationship.

OUTLOOK

The board of directors is looking for a further extension of activities, among other things through the launch of Easy.be, Lenz and Grande.

DISCHARGE

We request the general meeting to approve the annual accounts presented to it and to accept the proposed appropriation of profit, and also to grant discharge to the directors and to the statutory auditor in respect of the exercise of their missions.

Roeselare, 16 March 2001

The Board of Directors

Annual accounts

Roularta Media Group nv

1. Statutory balance sheet after appropriation

Assets (in thousands of francs)	BEF 2000	BEF 1999	€ 2000	€ 1999
Fixed assets	8,411,027	7,234,535	208,503,91	179,339,44
I. Formation expenses	41,175	61,762	1,020,70	1,531,04
II. Intangible assets	347,781	189,199	8,621,27	4,690,12
III. Tangible assets	751,453	1,439,373	18,628,03	35,681,13
A. Land and buildings	577,168	776,722	14,307.62	19,254.44
B. Plant, machinery and equipment	60,010	391,253	1,487.61	9,698.91
C. Furniture and vehicles	97,824	109,131	2,424.99	2,705.29
D. Leasing and other similar rights	0	155,552	0.00	3,856.03
E. Other tangible assets	4,142	6,144	102.68	152.31
F. Assets under construction and advance payments	12,309	571	305.13	14.15
IV. Financial assets	7,270,618	5,544,201	180,233.91	137,437.15
A. Affiliated enterprises	5,584,027	5,364,057	138,424.42	132,971.50
1. Investments	5,232,740	4,640,313	129,716.24	115,030.35
2. Amounts receivable	351,287	723,744	8,708.18	17,941.15
B. Other enterprises linked by participating interests	1,647,211	145,874	40,833.29	3,616.12
1. Investments	1,614,762	23,707	40,028.90	587.68
2. Amounts receivable	32,449	122,167	804.39	3,028.44
C. Other financial assets	39,380	34,270	976.20	849.53
1. Shares	28,823	23,821	714.50	590.51
2. Amounts receivable and cash guarantees	10,557	10,449	261.70	259.02
Current assets	4,173,915	4,040,091	103,468.65	100,151.25
VI. Stocks and contracts in progress	0	183,552	0.00	4,550.14
A. Stocks	0	183,552	0.00	4,550.14
1. Raw materials and consumables		155,572		3,856.53
2. Work in progress		25,016		620.13
6. Advance payments		2,964		73.48
VII. Amounts receivable within one year	3,452,066	3,513,379	85,574.48	87,094.39
A. Trade debtors	3,307,047	3,255,104	81,979.55	80,691.92
B. Other amounts receivable	145,019	258,275	3,594.93	6,402.47
VIII. Investments	293,746	0	7,281.78	0.00
A. Own shares	289,246		7,170.22	0.00
B. Other investments and deposits	4,500	0	111.56	0.00
IX. Cash at bank and in hand	388,859	312,267	9,639.56	7,740.90
X. Deferred charges and accrued income	39,244	30,893	972.83	765.82
Total assets	12,584,942	11,274,626	311,972.56	279,490.69

LIABILITIES (in thousands of francs)	BEF 2000	BEF 1999	€ 2000	€ 1999
Capital and reserves	6,943,991	5,489,374	172,137.04	136,078.03
I. Capital	4,479,792	4,479,792	111,051.14	111,051.14
A. Issued capital	4,479,792	4,479,792	111,051.14	111,051.14
II. Share premium account	12,597	13,208	312.25	327.42
IV. Reserves	2,383,799	898,672	59092.84	22,277.50
A. Legal reserve	447,974	74,625	11,104.99	1,849.91
B. Reserves not available for distribution	312,829		7,754.83	0.00
C. Untaxed reserves	71,321	59,565	1,768.00	1,476.58
D. Reserves available for distribution	1,551,675	764,482	38,465.02	18,951.01
V. Profit carried forward	63,093	70,244	1,564.03	1,741.30
VI. Investment grants	4,710	27,458	116.76	680.67
Provisions and deferred taxation	85,965	80,650	2,131.02	1,999.27
VII. A. Provisions for liabilities and charges	67,601	54,906	1,675.79	1,361.09
1. Pensions and similar obligations	15,331	16,100	380.05	399.11
4. Other liabilities and charges	52,270	38,806	1,295.74	961.98
B. Deferred taxation	18,364	25,744	455.23	638.18
Creditors	5,554,986	5,704,602	137,704.50	141,413.39
VIII. Amounts payable after more than one year	1,728,503	1,488,966	42,848.47	36,910.50
A. Financial debts	1,719,003	1,479,466	42,612.97	36,675.00
3. Leasing and other similar obligations		26,657		660.81
4. Credit institutions	250,000	41,000	6,197.34	1,016.36
5. Other loans	1,469,003	1,411,809	36,415.63	34,997.83
D. Other amounts payable	9,500	9,500	235.50	235.50
IX. Amounts payable within one year	3,814,577	4,209,909	94,560.89	104,360.92
A. Current portion of amounts payable after more than one year	42,089	235,271	1,043.36	5,832.22
C. Trade debts	2,783,433	2,922,768	68,999.50	72,453.52
1. Suppliers	2,711,609	2,818,311	67,219.03	69,864.10
2. Bills of exchange payable	71,824	104,457	1,780.47	2,589.42
D. Advances received on contracts in progress	404,634	377,788	10,030.61	9,365.12
E. Taxes, remuneration and social security	300,159	479,968	7,440.75	11,898.10
1. Taxes	83,155	131,084	2,061.36	3,249.49
2. Remuneration and social security	217,004	348,884	5,379.39	8,648.61
F. Other amounts payable	284,262	194,114	7,046.67	4,811.96
XII. Accrued charges and deferred income	11,906	5,727	295.14	141.97
Total liabilities	12,584,942	11,274,626	311,972.56	279,490.69

2. Statutory income statement

In thousands of francs	BEF 2000	BEF 1999	€ 2000	€ 1999
I. Operating income	11,937,865	11,873,028	295,931.94	294,324.68
A. Turnover	11,305,959	11,329,745	280,267.40	280,857.04
B. Increase / decrease in stocks of finished goods, work and contracts in progress		-16,424	0.00	-407.14
D. Other operating income	631,906	559,707	15,664.54	13,874.77
II. Operating charges	-11,219,418	-11,162,544	-278,122.12	-276,712.24
A. Raw materials, consumables and goods for resale	7,761,145	6,312,384	192,393.76	156,479.91
1. Purchases	7,761,141	6,288,402	192,393.66	155,885.41
2. Increase / decrease in stocks	4	23,982	0.10	594.50
B. Services and other goods	2,086,338	2,314,020	51,718.97	57,363.06
C. Remuneration, social security costs and pensions	1,037,121	1,854,872	25,709.56	45,981.08
D. Depreciation of and other amounts written off formation expenses, intangible and tangible fixed assets	277,320	644,915	6,874.58	15,987.03
E. Increase / decrease in amounts written off stocks, contracts in progress and trade debtors	-7,768	-3,491	-192.56	-86.54
F. Increase / decrease in provisions for liabilities and charges	9,295	-28,254	230.42	-700.40
G. Other operating charges	55,967	68,098	1,387.39	1,688.11
III. Operating profit	718,447	710,484	17,809.82	17,612.44
IV. Financial income	147,436	131,630	3,654.84	3,263.02
A. Income from financial fixed assets	133,557	61,907	3,310.79	1,534.63
B. Income from current assets	9,863	10,523	244.50	260.86
C. Other financial income	4,016	59,200	99.55	1,467.53
V. Financial charges	-143,595	-102,224	-3,559.63	-2,534.07
A. Interests and other debt charges	77,814	73,675	1,928.96	1,826.36
B. Increase / decrease in amounts written off current assets other than those mentioned under II, E	32,577	675	807.56	16.73
C. Other financial charges	33,204	27,874	823.11	690.98
VI. Profit on ordinary activities before taxes	722,288	739,890	17,905.03	18,341.39
VII. Extraordinary income	1,336,284	162,320	33,125.62	4,023.81
A. Adjustments to depreciation of and to other amounts written off intangible and tangible fixed assets	390	1,473	9.67	36.51
B. Adjustments to amounts written off financial fixed assets	35,057	139,385	869.04	3,455.26
D. Gain on disposal of fixed assets	1,299,232	18,312	32,207.12	453.94
E. Other extraordinary income	1,605	3,150	39.79	78.09
VIII. Extraordinary charges	-85,113	-302,186	-2,109.89	-7,491.00
A. Extraordinary depreciation of and extraordinary amounts written off formation expenses, intangible and tangible fixed assets	14,603	0	362.00	0.00
B. Amounts written off financial fixed assets	61,150	120,427	1,515.87	2,985.31
C. Provisions for extraordinary liabilities and charges	3,400		84.28	
D. Loss on disposal of fixed assets	4,412	116,944	109.37	2,898.97
E. Other extraordinary charges	1,548	64,815	38.37	1,606.72
IX. Profit for the period before taxes	1,973,459	600,024	48,920.76	14,874.21

IX. Bis	-6,176	10,946	-153.10	271.34
A. Transfer from deferred taxation	7,574	10,946	187.75	271.34
B. Transfer to deferred taxation	-13,750		-340.85	
X. Income taxes	-297,087	-234,420	-7,364.59	-5,811.12
A. Income taxes	-297,087	-248,786	-7,364.59	-6,167.24
B. Adjustment of income taxes and write-back of tax provisions	0	14,366	0.00	356.1
XI. Profit for the period	1,670,196	376,550	41,403.07	9,334.43
XII. Transfer from untaxed reserves	-11,755	3,387	-291.40	83.96
A. Transfer from untaxed reserves	8,724	3,387	216.26	83.96
B. Transfer to untaxed reserves	-20,479		-507.66	
XIII. Profit for the period available for appropriation	1,658,441	379,937	41,111.67	9,418.39

3. Summary of the valuation rules

Formation expenses

Formation expenses are valued at acquisition cost and are depreciated in full.

Where these formation expenses include substantial amounts, these are depreciated on a straight-line basis over five years.

Intangible fixed assets

Intangible fixed assets include titles acquired from third parties or contributed to the company.

These are depreciated over their estimated economic life. Most titles have a life of 10 to 12 years :

these are depreciated on a straight-line basis at 8.33% or 10% a year. Exceptionally a title is depreciated at 25 %.

Software is depreciated at 20 % on a straight-line basis.

Research and development costs are charged immediately to the income statement. The Board of Directors may decide to capitalise significant amounts.

Tangible fixed assets

Tangible fixed assets are valued at acquisition value, less depreciation and reductions in value.

Ancillary costs such as bringing into service and transport, are charged directly to the income statement, with the exception of non-deductible V.A.T. on cars, which is capitalised.

Tangible fixed assets are depreciated at the following rates:

	Straight-line		Reducing balance	
	min.	max.	min.	max.
Land		0%		
Buildings	2%	10%	4%	20%
Roadworks			10%	25%
Other installations	5%	20%	10%	40%
Major maintenance	10%	50%	25%	25%
Machinery	20%	33.33%	20%	20%
Office equipment	25%	33.33%	20%	40%
Vehicles	20%	33.33%		
Assets under construction	0%			

Second-hand equipment and machinery are depreciated at 50% a year.

Works of art who do not reduce in value are not depreciated.

Financial fixed assets

Participating interests and shares are recorded at acquisition value. In the event of a permanent loss of value, corresponding reductions in value are recorded. Amounts receivable from companies in which the company has a participating interest are included under financial fixed assets when the Board of Directors has the intention of permanently supporting the debtor in question. These receivables are recorded at their face value.

Amounts receivable

Amounts receivable are recorded at nominal value.

Reductions in value are applied on the basis of either determined losses, or of individual doubtful balances.

Current investments and cash at hand and in bank

Own shares are valued at the rate on 31.12.2000

These items are recorded at nominal value.

Deferred and accrued accounts

Deferred and accrued accounts are recorded and valued at their acquisition value and are included in the balance sheet in respect of the amount that runs over into the following financial year.

Investment grants

This heading contains allowed investment grants. These are taken into income pari passu with depreciation on the assets to which they refer. The amount of deferred taxes on these investment grants is transferred to the 'Deferred taxation' account.

Provisions for liabilities and charges

Based on an assessment of the situation by the Board of Directors on the balance sheet closing date, provisions are set up to cover any losses which are probable or certain at the balance sheet date, but to which no precise figure can yet be attached.

Amounts payable

Amounts payable are recorded in the balance sheet at nominal value.

The necessary provisions are recorded on the balance sheet date for social security, tax and commercial liabilities.

Foreign currencies

Amounts receivable and payable expressed in foreign currency are originally recorded at the prevailing exchange rate. Amounts receivable and payable expressed in foreign currency are translated at the end of the year at the closing exchange rate, unless specifically hedged.

The resulting translation differences are charged to the income statement when the calculation per individual currency gives rise to a negative difference and are included under 'Deferred income' when the calculation per individual currency gives rise to a positive difference.

4. Social report

I. Statement of the persons employed

	Full-time 2000	Part-time 2000	Total (T) or total (FTE) full-time equivalents 2000	Total (T) or total (FTE) full-time equivalents 1999
A. Employees recorded in the personnel register				
1. During the financial period and during the preceding financial period				
Average number of employees	720.6	74.3	771.3 (FTE)	1.071.0 (FTE)
Number of actual working hours	1.166.984	85.549	1.252.533 (T)	1.783.080 (T)
Personnel charges	974.894	62.227	1.037.121 (T)	1.854.872 (T)
2. As at closing date of the financial period				
a. Number of employees recorded in the personnel register	580	83	638.0	
b. By nature of the employment contract				
Contract of unlimited duration	568	82	625.2	
Contract of limited duration	12	1	12.7	
c. By sex				
Male		225	14	234.4
Female		355	69	403.6
d. By professional category				
Employees	511	74	563.1	
Workers	68	8	73.1	
Other		1	1	1.7

II. List of personnel movements during the financial period

	Full-time	Part-time	Total in full-time equivalents
A. Entrants			
a. Number of employed persons recorded in the personnel register during the financial period	201	18	213.1
b. By nature of the employment contract			
Contract of unlimited duration	161	16	171.7
Contract of limited duration	40	2	41.4
c. By sex and level of education			
Male :			
Primary education	4		4.0
Secondary education	42		42.0
Higher non-university education	36	3	38.2
University education	13	2	14.3
Female :			
Primary education	3		3.0
Secondary education	39	4	41.8
Higher non-university education	51	7	55.2
University education	13	2	14.6
B. Leavers			
a. Number of employed persons of which the date of termination of the contracts has been recorded in the personnel register during the financial period	475	2	475.9
b. By nature of the employment contract			
Contract of unlimited duration	412	1	412.2
Contract of limited duration	63	1	63.7
c. By sex and level of education			
Male :			
Primary education	4		4.0
Secondary education	101		101.0
Higher non-university education	125		125.0
University education	54		54.0
Female :			
Primary education	1		1.0
Secondary education	44	1	44.9
Higher non-university education	104		104.0
University education	42		42.0
d. By reason of termination of contract			
- Pension	1		1.0
- Prepension			
- Dismissal			
- Other reason	474	2	474.9

III. Statement concerning the implementation of measures stimulating employment during the financial period

	Number of employed persons involved		3. Financial profit (1.000 BEF)
	1. Number	2. In full-time equivalents	
1. Measures generating financial profit			
1.3. Low wages			
1.5. Planning jobs for long-term unemployed persons	2	1.8	186
1.6. Maribel			
1.9. Full career interruption	4	4.0	87
1.10. Decrease of employment performance (Decrease of employment performance)	3	3.0	107
2. Other measures			
2.3. Training period for junior employees	31	30.7	
2.6. Successive employment contracts of limited duration	55	55.0	
2.7. Conventional prepension	34	34.0	
Number of employees involved in one or more measures stimulating employment :			
- Total for financial period	127	126.5	
- Total for the previous financial period			

IV. Information on vocational training for employed persons during the financial period

Total of training initiatives at the expense of the employer	Number of employees	Number of training hours	Charges to enterprise (1,000 BEF)
Male	417	7,378	21,606
Female	412	5,530	11,805

5. Statutory Auditor's report

Statutory Auditor's report for the year ended 31 december, 2000 to the shareholders' meeting of the company

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 financial statements as of and for the year ended 31 December, 2000, which have been prepared under the responsibility of the Board of Directors and which show a balance sheet total of BEF 12,584,941,846 and an income statement resulting in a profit for the year of BEF 1,670,196,103. We have also carried out the specific additional audit procedures required by law.

Unqualified audit opinion on the financial statements

We conducted our audit in accordance with the standards of the 'Institute of Company Auditors'. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement taking into account the legal and regulatory requirements applicable to financial statements in Belgium.

In accordance with those standards we considered the company's administrative and accounting organisation as well as its internal control procedures. Company officials have responded clearly to our requests for explanations and information. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing accounting principles used, and the significant accounting estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, taking into account the applicable legal and regulatory requirements, the financial statements give a true and fair view of the company's assets, liabilities, financial position as of 31 December, 2000, and the results of its operations for the year then ended, and the information given in the notes to the financial statements is adequate.

Additional certifications and information

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

- The directors' report contains the information required by the Companies Code and is consistent with the financial statements.
- As indicated in notes to the financial statements, the accounting principles applied in preparing these financial statements have been modified compared to the previous year.
- Without prejudice to certain formal aspects of minor importance, the accounting records are maintained and the financial statements have been prepared in accordance with the legal and statutory requirements applicable in Belgium.
- No transactions have been undertaken or decisions taken in violation of the company's statutes or the Companies Code which we would have to report to you. The appropriation of the results proposed to the General Meeting is in accordance with legal and statutory requirements.

Antwerpen, April 9, 2001

The Statutory Auditor,

*DELOITTE & TOUCHE
Bedrijfsrevisoren BV ovve CVBA
Represented by Jos Vlamincx*