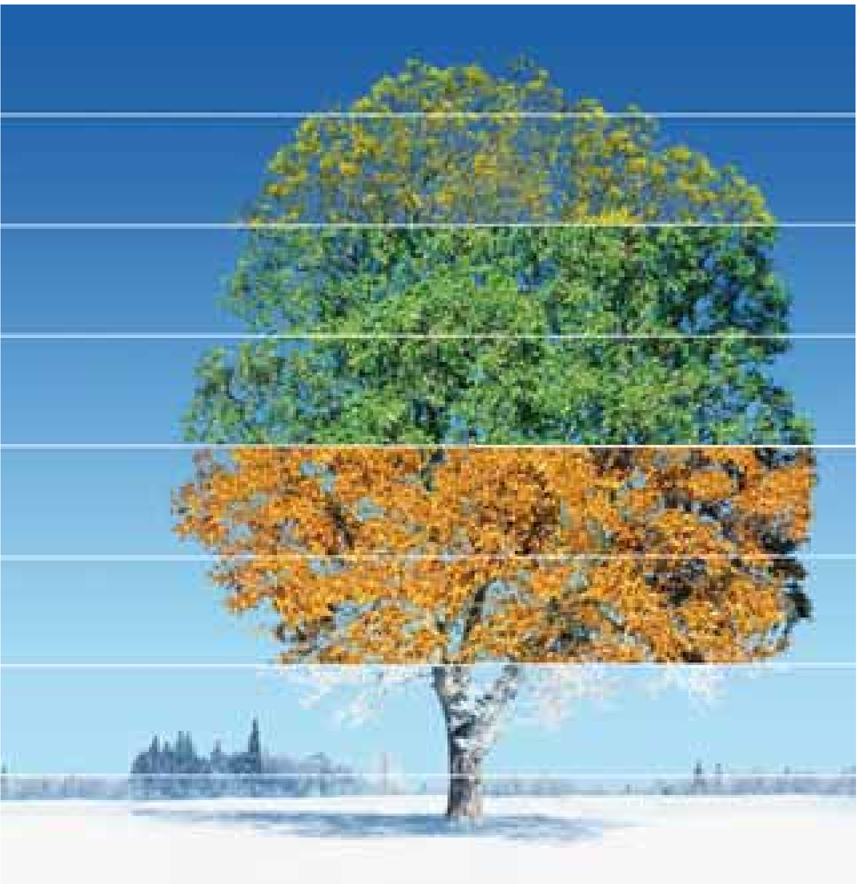
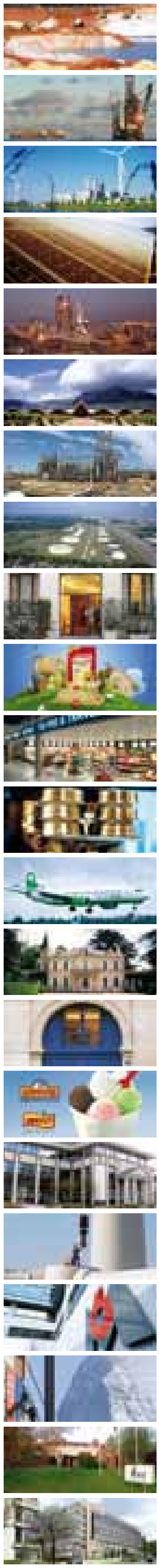
Annual Report
2007





PARGESA
GBL
IMERYS
TOTAL
SUEZ
IBERDROLA
LAFARGE
PERNOD RICARD
ARKEMA
TRANSCOR ASTRA GROUP
GRUPPO BANCA LEONARDO
ENTREMONT ALLIANCE
DISTRIPAR
GROUPE FLO
GO VOYAGES
CHEVAL BLANC
TIKEHAU
BELGIAN ICECREAM GROUP
TRASYS
ÉLECTRICITÉ DU BOIS DU PRINCE
M6
AFFICHAGE HOLDING
IRIS
FIDENTIA

NPM/CNP

COMPAGNIE NATIONALE À PORTEFEUILLE
NATIONALE PORTEFEUILLEMAATSCHAPPIJ

NPM/CNP: A HOLDING COMPANY, A PROFESSIONAL SHAREHOLDER

What is NPM/CNP?

NPM/CNP is a holding company incorporated in Belgium, listed on EURONEXT Brussels and controlled by the FRÈRE family.

Mission statement

NPM/CNP's mission is that of a family company managed with a strong sense of responsibility: its long-term aim is balanced growth in the value of the assets entrusted to it by its shareholders and in the dividend distributed to them, with a limited risk profile. This value creation involves the generating of net operating profits from invested capital that are greater than the weighted average cost of capital; this capital cost of course takes into account the risk connected with the activities to which the capital is dedicated.

Intention and strategy

Driven by big ambitions, NPM/CNP intends to play a role and be respected by investors and by its peers as a value processor contributing to the creation of business Europe. This intention is adapted to the strategy applied to a portfolio of assets held:

- either directly, including shareholdings that are consolidated (TRANSCOR ASTRA GROUP, DISTRIPAR, UNIFEM / ENTREMONT ALLIANCE, BELGIAN ICECREAM GROUP-previously IJSBOERKE), consolidated proportionally (TRASYS, GROUPE FLO, GO VOYAGES and CHEVAL BLANC), equity accounted (GRUPPO BANCA LEONARDO, TIKEHAU,...) or other shareholdings that are more limited in terms of percentage but are often worth more (TOTAL, M6, IBERDROLA, AFFICHAGE HOLDING, ARKEMA,...);
- or through the PARGESA / GBL Group, over which NPM/CNP exercises joint control with the POWER Group (Canada), which controls IMERYS and holds major shareholdings in international companies (TOTAL, SUEZ, LAFARGE, PERNOD RICARD, IBERDROLA).

Management philosophy

The simple, organisational and temporal strategy rests on a set of processes and projects, based on plans that are interwoven tightly enough to capture the scenario that corresponds to the reality of the moment and seize any opportunity that may present itself. This organisation by project is implemented by a multi-disciplinary team whose manager, the managing director, is responsible for its orientation, coherence, coordination and emulation, while favouring individual entrepreneurship.

This value management is process-oriented and is applied by the holding's restricted, unified management team both to the structures themselves and to the shareholdings that they hold.

NPM/CNP intends to limit its role to performing the basic roles making up its activity as a professional shareholder:

- Strategic decisions and orientations, including asset arbitrage, investments and disinvestments;
- Selecting and motivating of managers;
- Financial engineering and the management of financing sources (optimisation of the weighted average cost of capital).

This professional shareholder activity is exercised with a decreasing intensity according to whether the shareholdings:

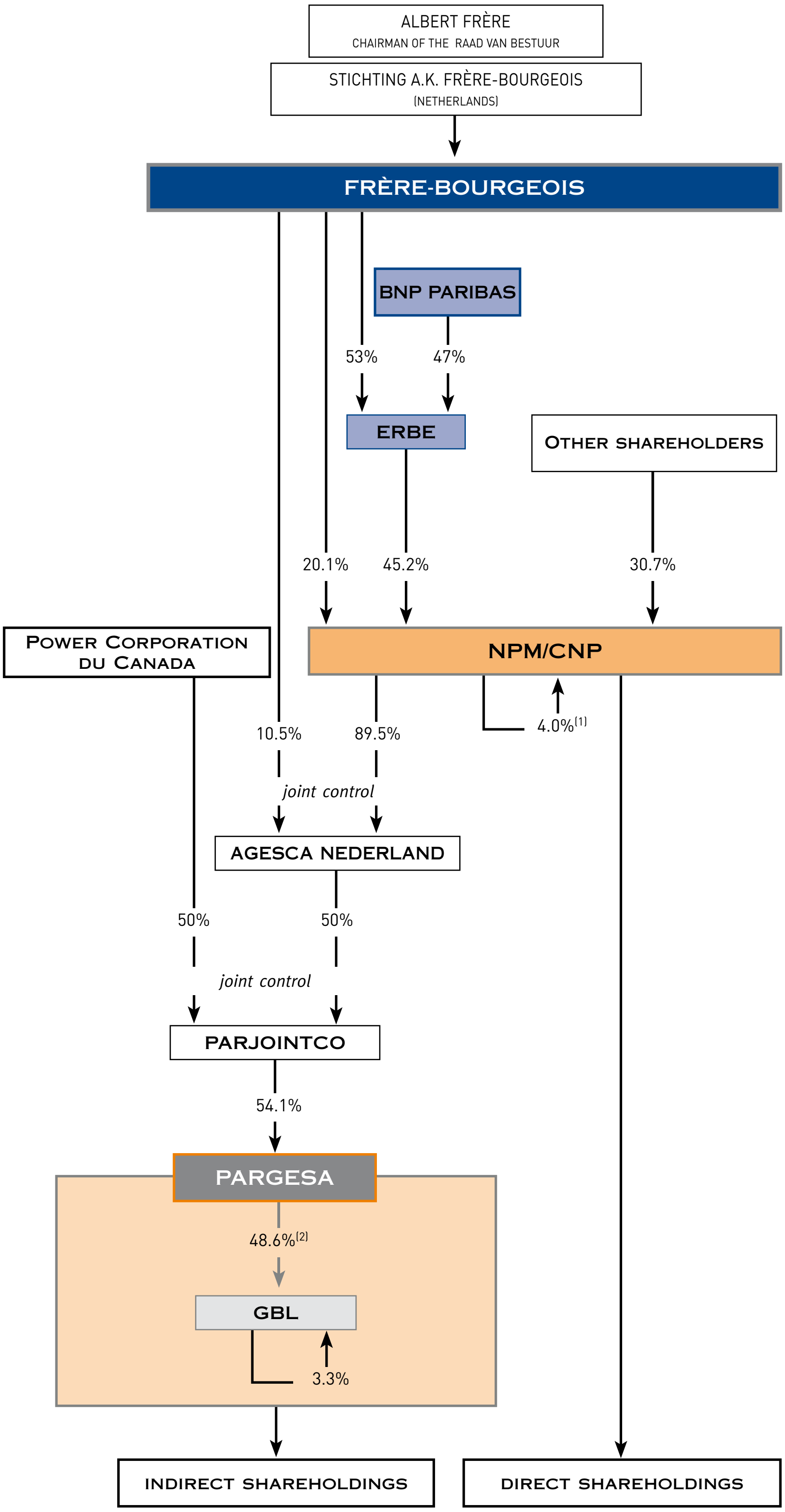
- are within the consolidation perimeter (consolidated, proportionally consolidated or equity-accounted shareholdings);
- are outside the consolidation perimeter.

Positioned as a value, volatility and risk manager, NPM/CNP tries to effectively collaborate with the management of the companies in which it has a shareholding, in order to better tackle these various aspects; this dialogue involves periodic reporting focused on the monitoring of key indicators, allowing the shareholder to follow the development of business, assess its risks and opportunities, and, with the support of a strategic monitoring process, manage the timing of major decisions.

The shareholder's role is therefore different from that of the manager, who is responsible for day-to-day management and accordingly has a great deal of independence to ensure the flexibility and speed of his actions. As trust does not exclude control, NPM/CNP's representatives reconcile the roles of supporting the management and acting as its counterbalance, within the framework of a reciprocally assumed Corporate Governance.

Group Structure and Shareholders

This organisation chart, presented here as at 31 December 2007, is regularly updated on the NPM/CNP website (www.npm-cnp.be).



NPM/CNP is the listed entity of the Group commonly known as the "Groupe de Charleroi". Controlled by Baron FRÈRE, it consists of three levels:

- FRÈRE-BOURGEOIS, the parent company, whose capital is owned by the FRÈRE family;
- Partnership with leading Group: ERBE with BNP PARIBAS (see page 41);
- NPM/CNP, the interface with major institutional investors and the market.

Apart from its direct investment activities, the NPM/CNP Group also pursues an investment activity through PARJOINTCO / PARGESA / GBL and the companies within their Group.

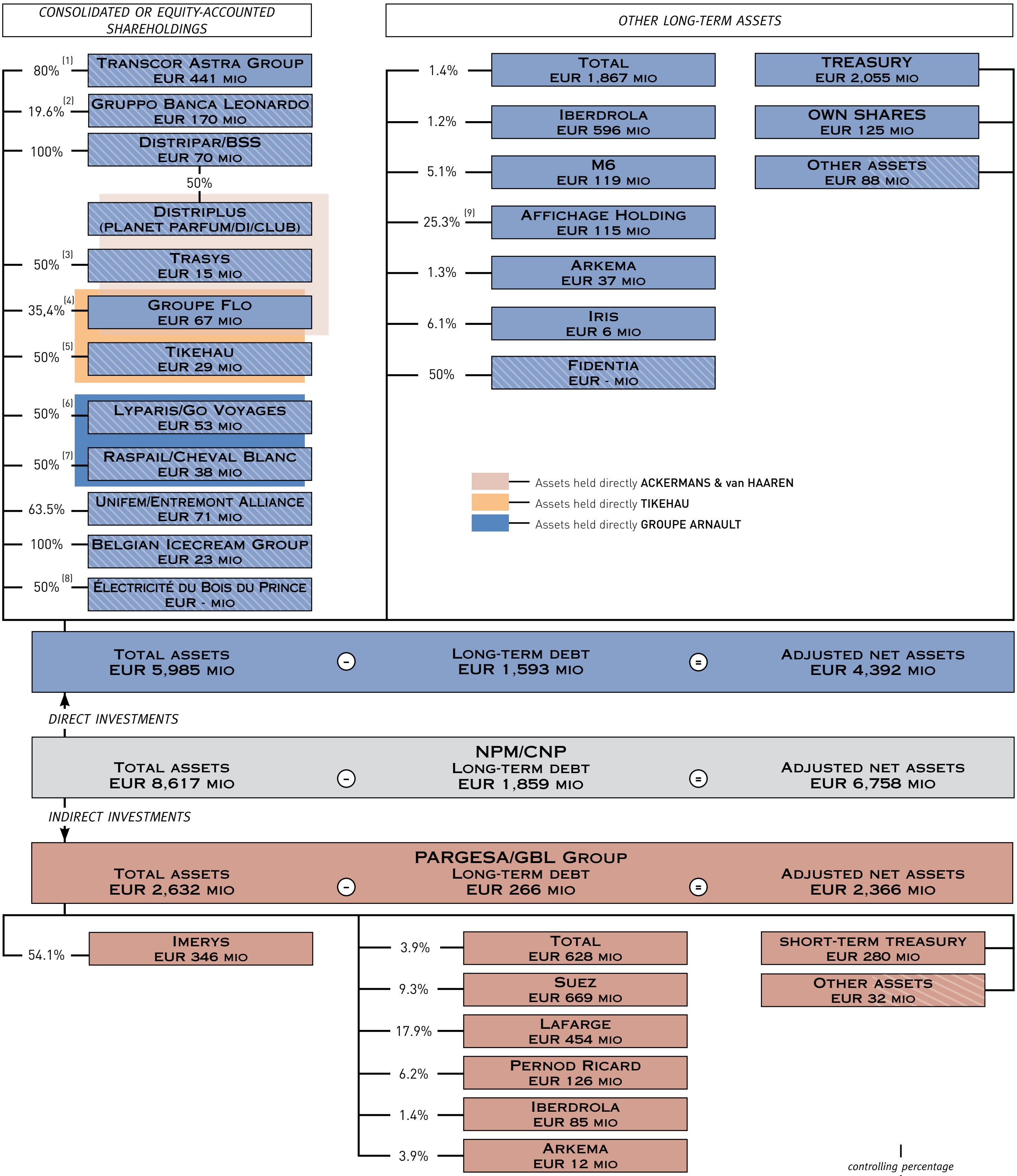
PARJOINTCO, set up in 1990, was used by the Group to unite its participation in PARGESA with that of POWER CORPORATION DU CANADA, a Group controlled by Mr Paul DESMARAIS Sr. and his family. This alliance is governed by an agreement binding the partners until 2014.

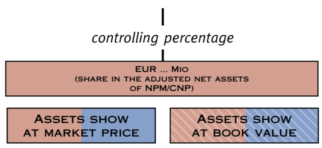
This covers PARGESA, its subsidiaries and its strategic interests.

(1) Stock option plan on 2.7% of the capital.as par 31 December 2007.
(2) More than 50% of the voting rights.

Group assets as at 31 december 2007

This organisation chart is regularly updated on the NPM/CNP website (www.npm-cnp.be).





(1) 100% of control.
(2) 15% voting rights.
(3) FINANCIÈRE TRASYS, 92% held by GIB, owns 100% of TRASYS; economic percentage: 46%.
(4) FINANCIÈRE FLO, 66% controlled by GIB, owns 70.8% of GROUPE FLO; economic percentage: 23.4%.
(5) NPM/CNP controls 50% of TIKEHAU CAPITAL ADVISORS (economic percentage : 47.5%) and 20.9% of the investment company, TIKEHAU CAPITAL PARTNERS.
(6) GO INVEST, jointly controlled with GROUPE ARNAULT, owns 62% of LYPARIS/GO VOYAGES (economically, NPM/CNP holds: 31%).
(7) Through an 80% subsidiary; economic percentage: 40%.
(8) MESA controls 50% of ÉLECTRICITÉ DU BOIS DU PRINCE; Economically, NPM/CNP holds 43.2%.
(9) 5% voting rights (statutory limitation).

Contents

Report submitted to the ordinary general meeting
of 17 April 2008

DIRECTORS' REPORT

This English version is a translation of the French version of the Annual Report as approved by the board of directors of NPM/CNP; the French version (available upon request or on the company website www.cnp.be) alone is therefore authoritative.

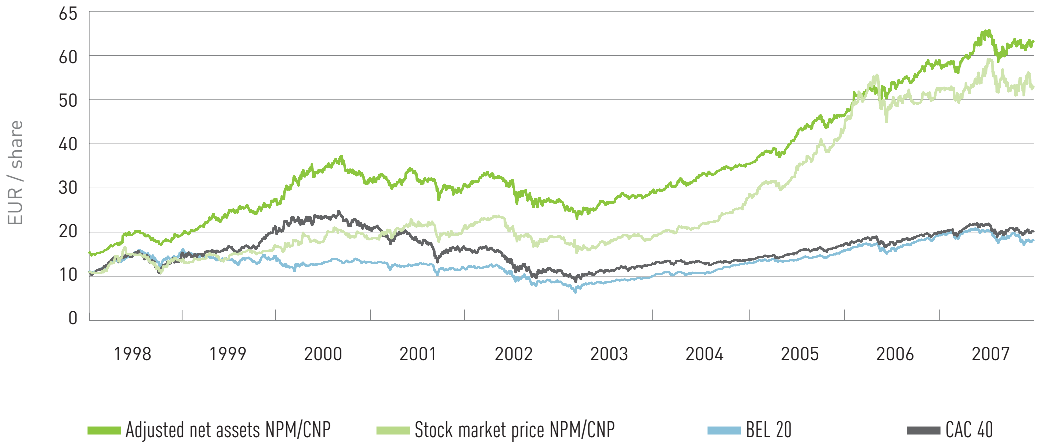
Value

	1998	1999	2000	2001	2002	2003	2004	2005	2006	2007
Adjusted net assets (EUR million)	2,514	3,186	3,601	3,452	2,999	3,292	3,965	4,909	6,194	6,758
Annual TPS [1]	33.1%	43.0%	19.0%	-2.5%	-11.3%	11.9%	22.5%	33.1%	27.6%	10.3%
Number of shares (,000)	138,000	124,446	120,000	120,000	120,000	120,000	120,000	113,180	113,180	113,180
Adjusted net assets per share (eur)	18.22	25.60	30.01	28.76	25.00	27.43	33.05	43.38	54.73	59.71
Annual TPS [1] per share (adjusted net assets)	33.4%	43.0%	19.0%	-2.5%	-11.3%	11.9%	22.5%	33.1%	27.6%	10.3%
Stock market price (+ high)	15.49	15.83	19.82	21.30	22.17	18.28	26.27	40.53	51.98	55.00
(+ low)	9.71	12.00	14.17	15.17	15.33	14.17	17.50	25.45	40.33	45.02
(close)	12.40	15.50	17.23	19.73	17.67	17.50	26.00	40.38	48.86	49.23
Annual TPS [1] per share (stock market price)	27.2%	28.7%	14.2%	17.1%	-7.9%	2.1%	52.8%	57.8%	22.6%	2.1%

[1] TPS = Total Performance for Shareholders, taking into account dividends and changes in the adjusted net assets or in stock market price.

Evolution over the last 10 years

(Base = price at 01/01/1998)



Results

	1998	1999	2000	2001	2002	2003	2004	2005	2006	2007
Restricted consolidated profit (EUR million)										
operating profit	83.6	140.6	87.1	85.0	77.1	92.7	94.7	123.7	135.3	**167.8**
net profit	508.2	615.6	88.2	108.2	99.9	125.1	157.2	464.6	417.9	**327.7**
Average number of shares considered (,000 shares)	143,694	131,982	121,338	120,000	120,000	120,000	120,000	119,570	113,180	**113,180**
Restricted consolidated profit per share (EUR)										
operating profit	0.58	1.07	0.72	0.71	0.64	0.77	0.79	1.03	1.19	**1.48**
net profit	3.54	4.66	0.73	0.90	0.83	1.04	1.31	3.89	3.69	**2.89**
Consolidated profit (Belgian GAAPs) (EUR million)										
operating profit	105.5	162.8	128.2	111.0	104.1	123.4	n.a.	n.a.	n.a.	**n.a.**
net profit	603.1	759.2	145.3	169.1	61.9	166.6	n.a.	n.a.	n.a.	**n.a.**
Average number of shares (,000 shares)	143,694	131,982	121,338	120,000	120,000	120,000	n.a.	n.a.	n.a.	**n.a.**
Consolidated profit (Belgian GAAPs) per share (EUR)										
operating profit	0.73	1.23	1.06	0.93	0.87	1.03	n.a.	n.a.	n.a.	**n.a.**
net profit	4.20	5.75	1.20	1.41	0.52	1.39	n.a.	n.a.	n.a.	**n.a.**
Consolidated data (IFRS) (EUR million)										
operating profit (group share)						137.9	161.8	243.5	321.2	**303.7**
net profit (group share)						212.3	298.8	600.6	912.4	**449.8**
Average diluted number of shares (,000 shares)						115,896	109,896	110,893	111,568	**110,994**
Diluted earnings per share (IFRS) (EUR)										
operating profit						1.19	1.47	2.20	2.88	**2.74**
net profit						1.83	2.72	5.42	8.18	**4.05**
Dividends (EUR)										
gross dividend per share	0.45	0.47	0.49	0.51	0.54	0.57	0.60	0.64	0.68	**0.73***

* Subject to approval by the annual general meeting of 17 April 2008.

STOCK MARKET DATA AND SHAREHOLDERS' CALENDAR

Stock market data

Financial instruments listed on Euronext Brussels

- shares

  Code ISIN: BE0003845626
  Ticker: NAT
  Number of shares: 31/12/2007: 113,179,782*

- strips VVPR

  Code ISIN: BE0005603742
  Ticker: NATS
  Number of VVPR strips: 8,761,188

* It will be proposed to the extraordinary general meeting of 17 April 2008 to cancel 979,782 NPM/CNP shares. If this proposal is accepted by the shareholders, the number of shares representing the capital of NATIONALE PORTEFEUILLEMAATSCHAPPIJ / COMPAGNIE NATIONALE À PORTEFEUILLE will be reduced to 112,000,000.

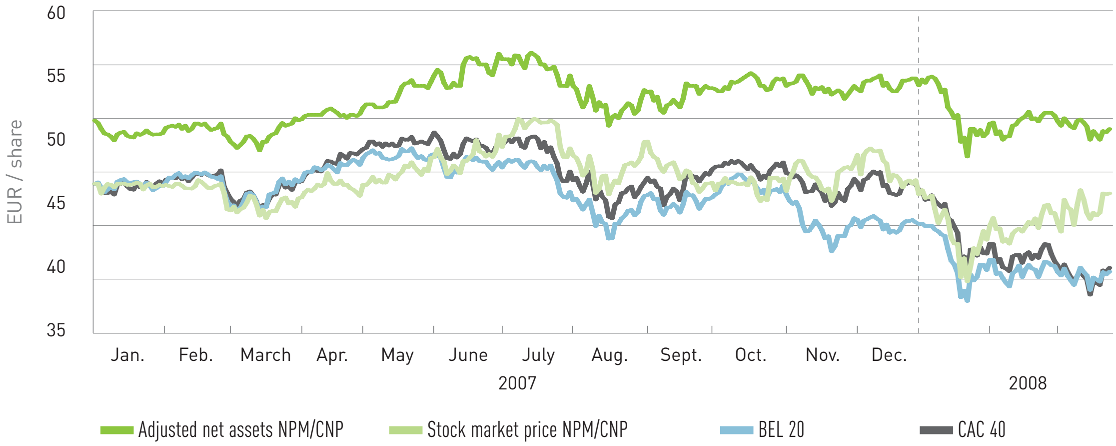
The data included in this report take into account the stock-split that occurred in November 2006.

Average daily volumes traded (EURONEXT Brussels)

(number of shares)	1998	1999	2000	2001	2002	2003	2004	2005	2006	2007
shares	89,910	133,422	37,776	31,380	17,316	15,738	37,110	50,910	58,930	54,216
VVPR Strips	-	7,224	9,504	4,884	3,798	1,956	5,022	2,466	3,842	3,637

Evolution since 1 January 2007

(Base = stock market price at 01/01/2007)

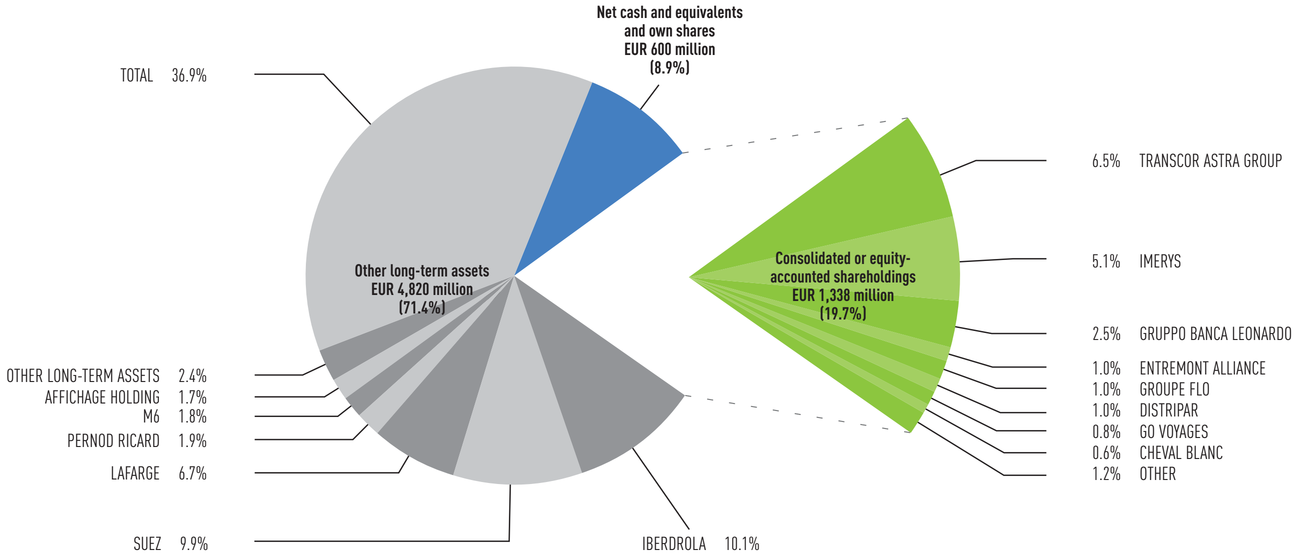


Shareholders' calendar for the year 2008

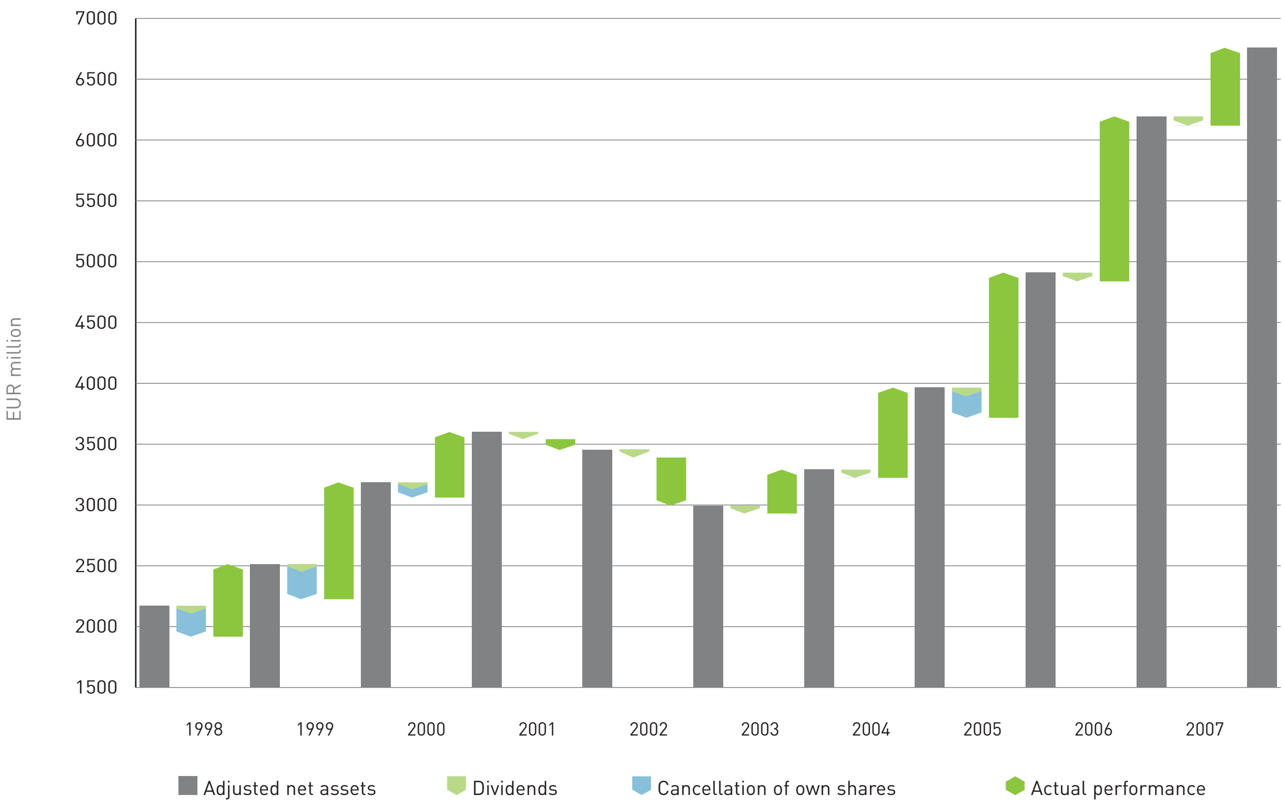
17 April	Ordinary and extraordinary general shareholders' meeting
18 April	Subject to approval by the annual general shareholders' meeting, payment of the 2007 dividend
8 May	Publication of the results as of 31 March
28 August	Publication of the results as of 30 June
6 November	Publication of the results as of 30 September

BREAKDOWN AND EVOLUTION OF THE ADJUSTED NET ASSETS

Transitive breakdown of adjusted net assets (as at 31 December 2007)



Evolution of the adjusted net assets over the past ten years



Ladies, Gentlemen,

Dear Shareholders,

As we feared at the beginning of 2007, the year was to prove different to the previous years. We were right. It turned to be much more difficult. Your company saw its adjusted net assets grow by "only" 10.3% and its stock market return end the year stood at 2.1%. The first few months of 2008 were even more unfavourable as, effectively, performances fell to 1.7% in terms of adjusted net assets and to -1.6% on the basis of the stock market price if we extend the period up to 5 March 2008, the day before our results for the financial year 2007 were published.

And yet, over the past 10 years, our current reference for long-term comparisons, the compound average annual return came to 20.3% based on the stock market price and 17.9% based on the evolution of the adjusted net assets[1].

Returns and markets

A good manager is a manager whose principal aim is to create value – or at least be profitable – every year. The performances for 2007 and the beginning of 2008 give us cause for concern in this respect. However, though they may be weak or slightly negative (1.7% or –1.6%) they outperform by far those of the BEL 20 and of the CAC 40, which fell 12%.

Taking a more long-term perspective (10 years), our performances (17.9% or 20.3%) are also significantly higher than the evolutions of the BEL 20 and CAC 40 indexes [2], which amount to 8.9% and 8.6% respectively for the same period.

Indeed, it is this long-term view that counts for NPM/CNP. This is the horizon towards which we are working and on which your company's management is hinged. It is also on this basis that its managers' remunerations are determined. These remunerations, including any "options", are in fact revaluated periodically (the next is due in 2010 and then every three years) on the basis of the returns generated over the past 10 years compared with the BEL 20 and the CAC 40.

Performances and debt

Some have a tendency to compare our performances with those of our colleagues operating mainly in the field of private equity. We believe that this kind of comparison is irrelevant in view of the fact that we are not at all dealing with the same risk profile. They often make massive use of debt leverage. The study conducted annually by THOMSON FINANCIAL and by the EUROPEAN PRIVATE EQUITY & VENTURE CAPITAL ASSOCIATION puts the average rate of return achieved by the entire private equity industry in Europe over the past 10 years at 11.5%. This rate increases on average to 16.6% for the buy-out funds alone. Making these kinds of comparisons without adjustment for the level of risk taken – on the very grounds of this debt – however has little economic meaning.

NPM/CNP has always avoided contracting too much debt to finance its shareholdings; to the contrary, it has often had at its disposal, sometimes for relatively long periods, a largely positive treasury. Generally speaking, it is almost unnatural for a holding to contract too much debt: its investments correspond precisely to the equity of its shareholdings, themselves often "leveraged"; in a way, by contracting a debt, a holding company would transforms a part of the equity of its subsidiaries into debt. Furthermore, holding companies do not benefit from one of the advantages of debt, i.e. the tax savings that it can procure, as – logically – they are not taxed more than once on the same revenues (see page 10 of this message).

Nevertheless, in May 2007 we decided to increase our long-term debt to EUR 1.6 billion at restricted consolidation level, compared to a total employed capital of around EUR 8 billion in estimated value, or 20%. The duration of this debt is around five years and its global weighted average rate stands at 3.98%. The objective was, and still is, to increase your global return on the NPM/CNP shares, by taking advantage of a debt rate that is much lower than the historical return of a NPM/CNP share in the long term.

But NPM/CNP is a company that is managed responsibly, an approach that is bearing fruit in the current circumstances as, aware of the market conditions, we have made provisions to have a short-term treasury in restricted consolidation (over EUR 2.0 billion at the end of 2007 and EUR 2.3 billion at the beginning of March of this year) that is higher than the long-term debt. In other terms, the leeway that we have given ourselves by having recourse to a limited debt has not made us lose sight of the fact that debt is a constraint, particularly if its level is such that it can make it necessary to realise an asset at a time when the conditions are far from optimal.

(1) We would like to insist on the fact that the adjusted net assets are not the "fair value" of our share as the unlisted assets are included on the basis of mainly accounting criteria (listed on page 21 of this report), which are not representative of their market value. We therefore find it rather uncomfortable to talk of measure of performance on the basis of the adjusted net assets, as the real value is higher than the adjusted net assets. The evolution of the stock market price is also an indicator of performance. It includes the evaluation that the market carries out of the unlisted assets but the discount, whose level varies over time, affects its meaning as an indicator of management performances. Neither of the two measurement instruments is therefore totally satisfactory in terms of performances. We will therefore continue, as in the past, to provide you with these two indicators.

(2) These are "return" indexes, i.e. including dividends.

That is particularly true in times when the markets become less "legible", generating a scissors effect that can prove to be problematic, between the reduced value of the assets and a low market liquidity, making it difficult to refinance at acceptable conditions.

Debt modifies the risk profile but also significantly influences the expected return on equity, as effectively, with a constant asset performance, the return on equity from which the shareholders must benefit has to increase with the debt equity ratio of the structure. On the other hand, a company that is in a good cash position, which was very frequently the case of the NPM/CNP over the past ten years[3], sees its effective performance pulled downwards. The 17.9% (or 20.3%) realised must be evaluated taking this element into account; they correspond to a return on assets – excluding cash – that is even higher.

As we see it, having a reserve of cash is necessary for a holding that wishes to be in a position to grab the opportunities that arise and meet the financial needs of its industrial and commercial subsidiaries when they come up with interesting investment projects.

That being said, any shareholders who find our financing policy too timid and who have confidence in our capacity (that cannot, of course, be guaranteed) to generate value in future can clearly take out a loan to finance their shareholding themselves and thus create a leverage effect at their own level. We can only draw their attention to the fact that they are thus putting themselves in a position where they may be required to cash in their assets at an unfavourable moment and that they are also tangibly modifying the risk profile of their investment in NPM/CNP.

In this respect, we refrain from putting our trust only in sophisticated analyses, which we naturally carry out, but we never forget to keep our feet on the ground and to put the resulting conclusion into perspective. Like Howard MARKS[4] whose common sense is simply breathtaking, we observe that "almost all events in financial history are concentrated in a bracket between the mean minus two standard deviations and the mean plus two standard deviations... but almost all important events take place outside this bracket".

Trendy investments and returns

We try to avoid being blinded by trends that promise immediate high returns but with volatile or too uncertain long term returns.

Over the past ten years mentioned above, this situation occured at least twice.

The first period was that of the years 1998 to 2000 during which, wary of the logic behind the developments that propelled the share price of Internet and TMT companies well beyond their real value in our eyes, we refrained from investing in them. This however did not prevent us (naturally and fortunately for us) to encourage the companies within our portfolio to acquire or to develop the hardware and software necessary for a presence on the web and, more important still, to use the functionalities that it offers. Nor did it prevent us from holding shares (RTL GROUP then BERTELSMANN) whose evaluation was exaggerated during this period that is today known as the "internet bubble" but never at the expense of the healthy balance of our portfolio.

The second period was that of the easy loans which also pushed the price of the assets to a level exceeding the value that we could attribute to them. This was essentially from the end of 2005 up to the second half of 2007.

We acknowledge however that one, at least, of our investments realised during this period was overpaid. We are referring to METROPOLE TELEVISION (M6), for which we posted an impairment loss in the financial year 2007. As for the others,

**debt is a constraint...
it can make it necessary
to realise an asset at a time
when the conditions are
far from optimal.**

it would take too long to list the investment proposals that we turned down due to the excessively high price that we refused to pay or the acquisition bids that we formulated and that were rejected by the sellers on the grounds that the price was too low compared with other investors who financed over half or three quarters of their investment with loans.

These are dark days for a team that sets out to be entrepreneurial but that it accepts, convinced as it is that these "precepts" and the processes that allow their implementation are the right path ahead.

Prudent management is not however synonymous with an absence of entrepreneurship or risk taking. Just think of the investments in TAITTINGER, in GIB-QUICK, EIFFAGE or in the Pasadena and Tacoma refineries.

(3) Over the period between 1 January 1998 and 31 December 2007, the NPM/CNP had on average net available short-term funds equal to almost 10% of the adjusted net assets.

(4) Mr Howard MARKS is President of OAKTREE CAPITAL MANAGEMENT.

The performances of your group over the past ten years are as much the result of calculated risk taking, the efforts of our shareholdings as they are of the "mistakes" that we might have made. We hope that you will not interpret these observations as a sign of self-satisfaction. To the contrary, avoiding certain risks and certain losses in no way means that we have avoided them all. In these cases, other precepts of our "in-house" university must be applied, as was the case for ENTREMONT for example: do not give up, but do not show signs of obstinacy, adapt the strategy, or even the mission, of the company; make management evolve; regroup if necessary; keep a tight rein...

We will undoubtedly make other mistakes, as we want to continue to be enterprising and take risks but we will do so, as was the case in the past, after taking all contingency measures, even if we are aware that this prudence has deprived us of certain investments that would have gone in our favour.

Risks, volatility and return

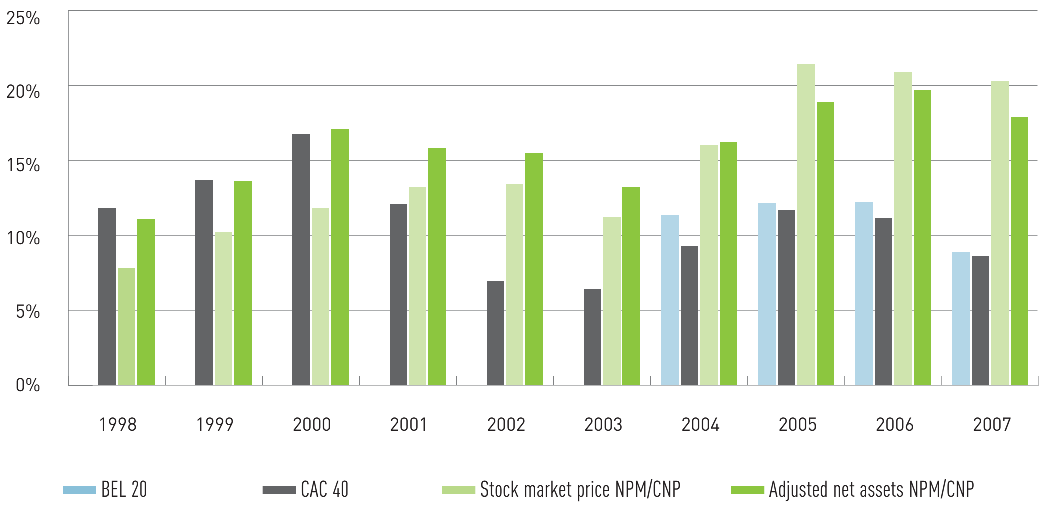
The risk management mentioned above has made it possible to limit the downturn in the returns obtained over ten year periods. It should also influence the way our shareholders appraise our performances. In fact, the risk premium that should be taken into account to estimate the return expected on the NPM/CNP share should be especially low in view of the fact that its volatility is itself limited.

As our management philosophy is hinged on value creation in the long term, we would like to convince the investors that they should adopt the same time span so as not to introduce any agency cost between them and us. Consequently, only the volatility of our returns over 10 year periods should be taken into account. In other terms, when an investor buys a NPM/CNP share, he is aware of the commitment of its managers to only work in a long term perspective and it seems logical to us that he does so by valuating NPM/CNP on the basis of an expected return calculated according to long term volatilities.

The graph below provides an overview of the compound annual returns generated by NPM/CNP over 10 year periods closed on 31 December of each of the ten past financial years, both in terms of adjusted net assets and stock market price. This allows us to appreciate the "volatility" of these yields compared with those of the market indexes (CAC 40 and BEL 20 since its creation).

Performances over 10 year periods

Annual compound return for 10 year periods ending on 31 December of each year

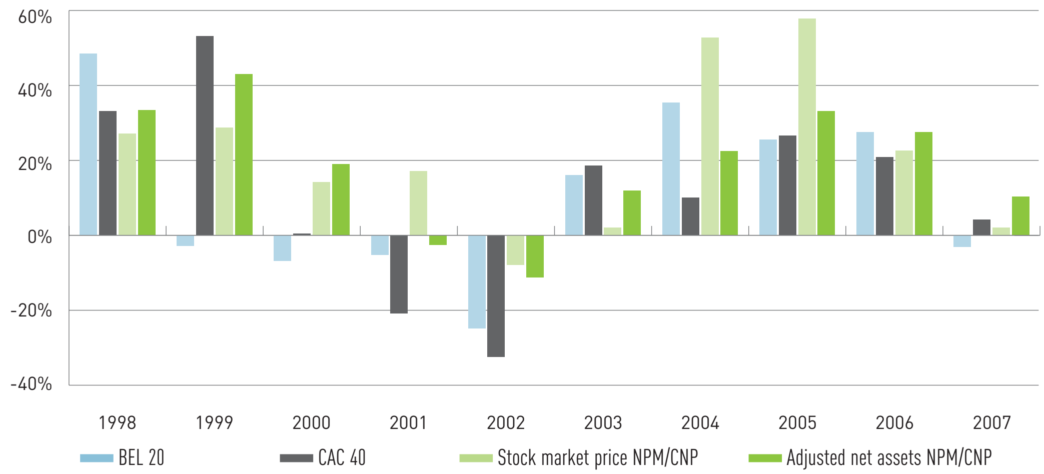


The conclusion that we draw, in addition to the fact that the performance of the NPM/CNP share over 10 years has, with one exception (performance realised on the basis of the stock market price for the period from the end of 1988 to the end of 1998) exceeded the return expected by the market, is that the volatility of these returns has been considerably lower than that of the reference indexes.

The graph below applies the same criteria but for each of the years 1998 to 2007 taken individually. The volatility of the annual performances is – by definition – higher than that of the ten-year returns.

Annual performances

Annual return



Low debt, an investment process that resists trends, the performance of the investments and some luck explain not only the returns generated but also their weak long term volatility. Our processes will continue to be applied. It is a commitment of means. You will understand that we cannot make any commitment of results.

Note however that your management does not sit back and look at the figures of the past with complacency. To the contrary, they present it with a major challenge – the challenge of repeating these figures in the future – and raise the spectre of failure. To a certain extent, it is a good thing that we expressed this fear at the beginning of 2007. This year effectively proved to be difficult. We would have preferred to be wrong. As we start out in 2008, we fear that this year will be even more difficult. These first few months of the year seem to be pointing in that direction even if "it is not necessary to hope in order to undertake an endeavour, nor to succeed in order to persevere".

The spirit of enterprise that drives the NPM/CNP team and the managers of our main shareholdings naturally offered some rays of hope through the bleakness of the financial year 2007.

It was a year that saw the concretisation of a large number of operations. At GBL, whose annual report you are welcome to consult, it is worth mentioning the GAZ DE FRANCE/SUEZ project, the increase in the percentage held in the capital of LAFARGE and in that of PERNOD RICARD, as well as the operations carried out jointly with NPM/CNP in IBERDROLA.

NPM/CNP in concert with GBL has in fact taken a significant shareholding in IBERDROLA (5%), with the aim of generating a certain number of options in a given environment. Its modification led to a much faster disposal than initially planned but isn't it important that groups such as ours combine strategy and flexibility and by managing this kind of paradoxes?

The entry into the capital of AFFICHAGE HOLDING, a company that enjoys a particularly strong foothold on its domestic market, Switzerland, as well as in Greece and in certain countries of Eastern Europe, financed by a loan in Swiss francs at an interest rate lower than the dividends expected for 2008 on this shareholding, paves the way for further diversification, alongside M6, in the media industry and the excellent results registered by the company in 2007 appear to us to bode well for the future.

Other worthy developments include the investment, in partnership with GROUPE ARNAULT, in GO VOYAGES, one of the leaders in Internet airline ticket sales, the disposal of CHÂTEAU RIEUSSEC, the partnership concluded in the real estate sector within FIDENTIA REAL ESTATE, the "small" investment in IRIS, not forgetting the operations realised by our shareholdings themselves. We invite you to find out more by reading through pages 53 to 80 of this report as well as the separate annual reports and communications of the listed companies.

We cannot fail to mention however the completion of the MESA/EBP wind turbine park and the creation, within DISTRIPAR, of DISTRIPLUS, in partnership with our colleagues from ACKERMANS & van HAAREN, which has allowed the acquisition of DI and the constitution of a significant group in the distribution sector in Belgium (some EUR 250 million in turnover through 230 points of sale employing 1,300 persons) also covering the CLUB and PLANET PARFUM chains. Nor should we forget to mention the excellent performance of TRANSCOR ASTRA GROUP, and its investment, in the form of convertible bonds, in EUROPEAN GAS LIMITED, the return to profitability of ENTREMONT ALLIANCE and the acquisition of ARTIC by BELGIAN ICECREAM GROUP (formerly IJSBOERKE).

The holding companies pay tax, but they pay it only once, at the level of the shareholdings.

The Group in its widest sense is marked by an eclecticism in the size of the operations that it realises with, of course, a preference for structuring movements. Some will not fail to comment on the rather limited size of some investments compared with the general costs that their follow-through implies. Our answer is that we invest only in companies that have convinced us that they have a bright future ahead of them and whose return is compatible with our demands. However, the aim is above all for us to allow certain colleagues who have recently joined the group to take on responsibilities in the real world. It cannot be a question of investments of convenience. Even if it is small, a company must "please" us: from its activity to its managers, from its organisation to its efficiency, from its strategy to its performances. However, the number of operations of this type will remain limited for reasons of efficiency and effectiveness, as our team is and wants to remain restricted. It is one of the reasons that led us, in Italy, to refocus our interest on BANCA LEONARDO, a banker, consultant and asset manager but also a private equity investor. True to ourselves, we have consequently preferred to surrender the co-investment right that we had alongside EURALEO (joint-venture between BANCA LEONARDO and EURAZEO) and leave BANCA LEONARDO, through this vehicle, as our only investor in the universe of unlisted Italian companies. We have thus sold back to this partnership, the investment in INTERCOS at its purchase price.

Valuation basis and fair value

Since last year, we have been sharing with you in this annual report a new concept: the valuation basis. It sets out to inform you about the profit capacity (in net profit after tax) of all of the group's assets independently of the percentage held. The breakdown of this "pro forma profit and loss account", including NPM/CNP's share in the profit of all the shareholdings that it holds, is given on page 18 of this report. It presents, for 2007, a balance of EUR 544 millions, up by 1% compared with 2006 (+4% not taking into account the effect linked to the fluctuation of the value of the call options issued on the TOTAL shares).

Although simple price earnings multiples are not a complete or reasonable method of valuation for a company, they nevertheless present a simple and rapid approach. The division of the stock market price as at 31 December 2007 (some EUR 49) by the valuation basis per share (EUR 4.90 per share) shows a price/earnings ratio of 10 between the price and the transitive operating profit underlying the NPM/CNP share. With adjustments for the cash held and for the return on it, the actual ratio is even slightly lower than this figure.

Without being able of course to infer a fair value from such a simplistic analysis, the level of this multiple should be put into perspective with the relatively limited risk level that NPM/CNP presents, the result of a long term volatility that is lower than that of the market as a whole (see page 8).

The holding companies and tax

A more in-depth analysis of the valuation basis, breaking down the net profit of each of the shareholdings contributing to it, shows that the around EUR 544 million in net profit are comprised of EUR 924 million gross and EUR 380 million in tax. This shows a transitive tax rate of 41%. Who said that holding companies do not pay taxes? If the dividends that they receive from their shareholdings and the capital gains that they realise on them are to a large extent tax-free, it is simply because the underlying revenues have already been the subject of taxation at a previous level. In this respect, the Belgian exoneration scheme on the taxation on the dividends, "definitively taxed revenues", is aptly named. The holding companies actually pay tax (NPM/CNP at a rate of 41% in 2007), but they pay it only once (... as it should be!), at the level of the shareholdings.

As is our custom, it is with great pleasure that we conclude this message by thanking our colleagues, the members of our team, and the managers of the companies in which NPM/CNP owns a shareholding, as well as their employees for their dedication and achievements over this past year.

Gilles and Gérald

MAIN EVENTS OF THE PAST TEN YEARS

PARGESA-GBL GROUP

1998	1999	2000	2001	2002
DUPUIS, HELIO CHARLEROI, DISTRIPAR, TRANSCOR (sold to NPM/CNP) ING BERNHEIM-COMOFI ROYALE BELGE	■ PETROFINA shares brought to TOTAL	■ Merger of AUDIOFINA, CLT-UFA and PEARSON TELEVISION and creation of RTL GROUP	■ 30% of RTL GROUP exchange with 25,1% of BERTELSMANN ■ Merger by absorption of GBL by ELECTRAFINA	–

DIRECT SHAREHOLDINGS

1998	1999	2000	2001	2002
DUPUIS, HELIO CHARLEROI, DISTRIPAR, TRANSCOR (from GBL) CHEVAL BLANC VIVENDI BERNHEIM-COMOFI COBEPA SOCIÉTÉ GÉNÉRALE DE BELGIQUE ROYALE BELGE	ENTREMONT JOSEPH ■ PETROFINA and ELF AQUITAINE shares brought to TOTAL	FOMENTO DE CONSTRUCCIONES Y CONTRATAS SAINT LOUIS SUCRE	TAITTINGER/LOUVRE SAINT LOUIS SUCRE	Takeover bid on GIB with AvH ACP INTERWAFFLES/LOTUS PALAIS DU VIN HELIO CHARLEROI

STRUCTURAL DEVELOPMENTS

1998	1999	2000	2001	2002
14,040,000 own shares ■ Absorption of FIBELPAR	13,556,118 own shares	4,443,882 own shares	–	–

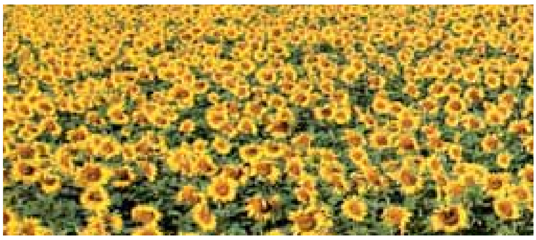
Acquisition of shareholdings

Shareholdings disposal

Cancellation of own shares (after split by 6 of the shares)

Stock market price of NPM/CNP shares

2003	2004	2005	2006	2007
–	BIAC	LAFARGE	LAFARGE SUEZ PERNOD RICARD BERTELSMANN ORIOR FOOD Spin-off of ARKEMA by TOTAL	LAFARGE SUEZ PERNOD RICARD IBERDROLA IBERDROLA
FOMENTO DE CONSTRUCCIONES Y CONTRATAS	EDITIONS DUPUIS	Pasadena refinery PLANET PARFUM (from 50% to 100%) JOSEPH TAITTINGER/LOUVRE ELECTRABEL Merger ENTREMONT UNICOPA	GROUPE FLO TRASYS TIKEHAU CLUB EIFFAGE M6 BANCA LEONARDO US OIL Pasadena refinery (50%) QUICK EIFFAGE Spin-off of ARKEMA by TOTAL	IBERDROLA AFFICHAGE HOLDING GO VOYAGES IRIS FIDENTIA IBERDROLA DISTRIPLUS (50%) CHÂTEAU RIEUSSEC
–	–	6,820,218 own shares.	–	–



Direct shareholdings

IBERDROLA

During the second quarter of 2007, the NPM/CNP and GBL Groups acquired a shareholding of 2 and 3% respectively in the capital of IBERDROLA. After deducting the dividend received in July, this represented an investment of some EUR 930 million for NPM/CNP relating to 100 million shares (see below for GBL).

During the last quarter of 2007, NPM/CNP sold 44 million IBERDROLA shares for an amount of EUR 502 million, generating a capital gain of EUR 93 million.

During the first quarter of 2008, the NPM/CNP Group sold around 0.5% of the capital in IBERDROLA, generating a capital gain of some EUR 38 million. In mid March 2008, the NPM/CNP Group still held 0.6% of the capital in IBERDROLA.

TRANSCOR ASTRA GROUP

2007 saw the actual reprisal of a staff stock option scheme as it existed until 2005 and that could not be renewed at the time, mainly for legal reasons. It had been temporarily replaced by a staff bonus system, which had an equivalent effect. TRANSCOR ASTRA GROUP remains fully in the control of the NPM/CNP Group, which, from now on, holds 80% of its equity, 20% being held by TRANSCOR ASTRA 20. TRANSCOR ASTRA 20 is a company whose ordinary capital is held by the staff of TRANSCOR ASTRA GROUP, NPM/CNP holding the preferred capital and the majority of the voting rights. This economic sale of 20% of TRANSCOR ASTRA GROUP, for an amount of EUR 97 million, was carried out under conditions that are coherent with those that applied for the liquidation of the stock option scheme in force until 2005 (consolidated equity accounts) and for the long-term incentive scheme set up during the interim period. It therefore has no effect on the consolidated profit or on the adjusted net assets of the NPM/CNP Group. In restricted consolidation, on the other hand, a capital gain of EUR 87 million was posted compared with the historic cost price of the shareholding.

At the end of 2007, TRANSCOR ASTRA GROUP invested some EUR 36 million in the form of bonds convertible into the shares of EUROPEAN GAS LIMITED (EGL), an Australian stock-listed company, operating mainly in France in the field of exploration/development/production of methane gas present in coal deposits or in former mines. This investment allowed EGL to acquire GAZONOR, previously a fully held subsidiary of CHARBONNAGES DE FRANCE, operating in the field of mine methane in the Nord/Pas-de-Calais region.

GRUPPO BANCA LEONARDO

During the financial year 2007, NPM/CNP made a EUR 72 million contribution to the capital increase carried out by GRUPPO BANCA LEONARDO to finance its investments in TOULOUSE & ASSOCIES, DNCA, VP FINANCE and in DRUEKER & Co.

AFFICHAGE HOLDING

In April 2007, NPM/CNP acquired 25.3% of the capital (5% of the voting rights, capped because of a statutory limitation) for an amount of EUR 123 million.

DISTRIPAR

At the end of June 2007, DISTRIPAR sold to DISTRIPLUS, a joint subsidiary created with the ACKERMANS & van HAAREN Group, its shareholdings in CLUB and in PLANET PARFUM, generating on this occasion a capital gain of EUR 29.5 million (NPM/CNP's share coming to EUR 28.6). This partnership went on to acquire DI, the perfume/cosmetic chain of the DELHAIZE Group.

During the financial year, DISTRIPAR reimbursed the NPM/CNP Group's long term advance of EUR 27 million.

CHÂTEAU RIEUSSEC

In May 2007, the NPM/CNP Group sold to DOMAINES BARONS DE ROTHSCHILD, its partner within CHÂTEAU RIEUSSEC, the 50% stake it held in this company. This disposal, in an amount of EUR 36 million, generated a consolidated capital gain of EUR 11.4 million (EUR 13.7 million in restricted consolidation).

IJSBOERKE – BELGIAN ICECREAM GROUP

In December 2007, IJSBOERKE took over the companies FRISA and ARTIC, thus participating in the consolidation of the Belgian ice cream market. The new group thus formed, which now has three brands, IJSBOERKE, MIO and ARTIC, has been renamed BELGIAN ICECREAM GROUP (BIG) and should generate an annual turnover of some EUR 90 million.

FIDENTIA REAL ESTATE

NPM/CNP has acquired 50% of the capital in FIDENTIA REAL ESTATE INVESTMENTS, with the aim of participating in the development of this company, alongside its two founding entrepreneurs. NPM/CNP's intention is to invest up to EUR 50 million in equity in order to create, with the backing of other investors, a player to be reckoned with in the management of real estate investments and developments in Europe and in the BENELUX in particular. To date, the only large-scale operations relate to a high environmental quality building in Brussels and another (subject to the granting of a building permit) in the periphery of Luxembourg. The aim is to house these investments in a specific vehicle whose financial resources would be covered to a large extent by banks and third-party investors.

IRIS

In June 2007, the NPM/CNP Group acquired a shareholding of 6.1% in the capital of IRIS, a company specialising in optical character recognition. This investment of around EUR 5 million was made during a capital increase.

Partnership with GROUPE ARNAULT

As a reminder, in 2006, NPM/CNP and GROUPE ARNAULT, who were already partners in CHÂTEAU CHEVAL BLANC, announced the setting up of a partnership that could lead to joint investments (listed and unlisted) representing up to EUR 1 billion in equity (EUR 500 for each of the partners).

In September 2007, after obtaining the approval of the Competition Authorities, the NPM/CNP Group acquired from GROUPE ARNAULT a joint controlling shareholding in the LYPARIS / GO VOYAGES Group, the French leader in the sale of plane tickets via internet. This investment, which amounts to EUR 53 million, consists of 50% of the capital of GO INVEST, the controlling company, via LYPARIS, 62% of GO VOYAGES (alongside a financial partner and management) and of the underlying acquisition debt. The joint structure also makes use of "non recourse" external finance in the amount of EUR 165 million.

Partnership with ACKERMANS & van HAAREN

After the sale of QUICK at the end of 2006, the partnership between NPM/CNP and ACKERMANS & van HAAREN now relates to joint controlling stakes in TRASYS, GROUPE FLO and DISTRIPLUS. DISTRIPLUS, a joint subsidiary of DISTRIPAR and A&vH was set up at the end of June 2007. It has acquired shareholdings in CLUB and in PLANET PARFUM, held to date by DISTRIPAR, for an amount of EUR 138 million. This partnership acquired the activities of DI, the cosmetic/perfumery chain of the DELHAIZE Group for an amount of EUR 33 million.

Partnership with TIKEHAU

TIKEHAU, a French investment fund manager, within which its founders have signed a partnership with NPM/CNP, is a 34% partner, via the vehicles that it manages, of NPM/CNP and A&vH within FINANCIÈRE FLO, a company that holds 71% of the capital in GROUPE FLO.

PARGESA/GBL Group

At the beginning of July 2007, GBL proceeded with a EUR 1,192 million capital increase by issuing one new share for every 10 existing shares at a price of EUR 84 per share. The PARGESA Group bought shares worth a total of some EUR 600 million. PARGESA financed this investment by issuing a convertible bond carrying interest at a rate of 1.75% and expiring in June 2014. This relates to CHF 920 million worth of bearer shares and to CHF 92 million worth of registered shares. PARJOINTCO has bought registered bonds for an amount of around CHF 66 million, which translates as around EUR 18 million for the share attributable to the NPM/CNP Group.

IBERDROLA

In concertation with NPM/CNP, GBL acquired in spring 2007, a 3% holding in the capital of IBERDROLA. After deduction of the dividend received in July, this represented an investment of around EUR 1,430 million for GBL relating to 150 million shares (see above for NPM/CNP).

Over the last quarter of 2007, GBL sold 1.6% of the capital in IBERDROLA. NPM/CNP's share in the capital gain realised on this occasion comes to around EUR 17 million.

During the first quarter of 2008, GBL decreased its share to around 0.6% of the capital in IBERDROLA. NPM/CNP's share of the capital gains realised during these disposals stands at some EUR 6 million.

LAFARGE

During 2007, GBL increased its shareholding in LAFARGE by 15.9% to around 17.9% of the capital for an amount of EUR 332 million. At the beginning of March 2008, GBL held more than 20% of the capital in LAFARGE, before the capital increase of EUR 2.8 billion reserved to the SAWIRIS family, the former controlling shareholder of ORASCOM CEMENT, as part of the acquisition by LAFARGE of this cement leader in the Middle East and Mediterranean Basin.

PERNOD RICARD

During the financial year 2007, GBL increased its shareholding in PERNOD RICARD from 2.8 to 6.2% of the capital for a EUR 557 million investment.

SUEZ

In January 2007, GBL increased its shareholding in SUEZ to 9.4% for an investment of around EUR 800 million.

IMERYS

As at 31 December 2007, the PARGESA/GBL Group also held around 54% of the capital in IMERYS.

Own shares

At the beginning of the financial year, the NPM/CNP Group held 4,414,918 own shares, mainly intended to cover its commitments with regard to its stock option schemes.

During the financial year, the NPM/CNP Group acquired 827,500 own shares for an amount of EUR 41.9 million (average price of EUR 50.67 per share) within the framework of the own share buy-back programme entrusted to an independent financial firm and relating to a total amount of EUR 58.3 million, corresponding to the share of the restricted consolidated profit of the 2006 financial year not distributed in the form of a dividend in 2007. At the time of going to press, over EUR 50 million of own shares had been bought back.

The Group was also required to sell 992,349 own shares at a unit price of EUR 16.67 owing to the exercise by the staff of an equivalent number of options.

At the end of the financial year, the NPM/CNP Group held 4,476,768 own shares, 979,782 of which will be cancelled on 17 April 2008, if the extraordinary general meeting of shareholders approves the proposal made to it.

The annual general meeting of shareholders of 17 April 2008 will be required to rule on the renewal of the authorisation to acquire own shares on the stock market under the conditions laid down in the agenda of this meeting, which is given on pages 30 and 31.

This resolution will allow the Group to set up a new own share buy-back programme to the share of the 2007 restricted profit not distributed to shareholders in the form of dividends (almost EUR 86 million).

It should be remembered that, according to IFRS rules, own shares are deducted from equity and are therefore not included on the consolidated balance sheet.

Treasury

The treasury available for financial investments by NPM/CNP is, naturally, the one of the parent company and of its subsidiaries included in the restricted consolidation perimeter. The cash position considered here is net of all financial debt and provisions.

At the end of the financial year 2007, the net liquid assets for the NPM/CNP Group's financial holdings, as defined above, from an economic viewpoint, stood at some EUR 460 million, before profit appropriation and excluding own shares held. Adding the various loans (maturing in 2012 of an amount of some 920 million and in 2013 of around EUR 650 million) the liquid assets available in the short and mid term therefore amount to over EUR 2 billion.

The Group's net consolidated cash position as it appears on the consolidated balance sheet produced according to IFRS accounting norms (see page 83) is slightly negative but has little economic meaning. Indeed, it is arrived at by adding up the financial position of companies that have operational independence and no other link between them than that of having a common ultimate shareholder.

Dematerialisation or conversion into registered shares of the NPM/CNP bearer shares

In accordance with the authorisation granted by the extraordinary general meeting of 20 November 2006, the board of directors of your company decided during its meeting of 6 March 2008 on 1 January 2009 as the date from which shares will only be registered or dematerialised, according to the wishes of the shareholder. As from this date, the exercise of the rights (voting rights, right to the dividend, preferential subscription right, etc.) relating to the existing bearer shares will be suspended until such time as the bearer shares are converted into registered or dematerialised shares.

Since 2004, the consolidated accounts have been established in accordance with the IFRS accounting principles and rules. These accounts appear on pages 81 to 137 of this report.

According to the IFRS, the income and expenses from various consolidated shareholdings active in extremely diversified sectors are added together. For example, the consolidated turnover amounts in the IFRS accounts to some EUR 12.9 billion for the financial year 2007 (down by some 2.4% compared with the previous financial year) and mainly includes that of the TRANSCOR ASTRA GROUP (EUR 9.2 billion compared with EUR 9.8 billion one year previously, accounting for most of the downturn, because of the sale of the first tranche of 50% of the PRSI refinery at the end of August 2006), of ENTREMONT ALLIANCE (EUR 1.6 billion) and NPM/CNP's share in that of IMERYS (EUR 1.5 billion). These groups have no other link between them than that of having a common ultimate shareholder. Furthermore, as the share attributable to minority interests is only deducted from the final balance of the profit and loss account, line by line reading of the consolidated accounts therefore makes very little economic sense and is not sufficient for a good understanding of the actual developments.

These accounts must therefore be completed with an economic analysis. This presents, as a Group share, the contribution of each shareholding to the Group's results and isolates the "capital" profits connected with the disposal of (and the recognition of any impairment loss on) shareholdings and activities or with operations of a particular kind. This analysis is performed both on the basis of the consolidated accounts and the restricted consolidation accounts. For the latter, the consolidation perimeter is limited and does not include either PARGESA or the industrial or commercial companies in which NPM/CNP holds interests, regardless of their control. The restricted consolidation accounts reflect the cash flows towards the holding companies included in this perimeter and allow shareholders and analysts to see, on a comparable basis, the development of the profits generated by the portfolio of activities, independently of the equity-accounting or consolidation of one shareholding or another. It is in relation to the restricted consolidation operating profit that the level of the NPM/CNP's dividend should be considered, on an annual basis.

It should also be borne in mind that the consolidated accounts have little economic significance, as only some 20% of the net assets at the end of 2007 are the subject of consolidation or equity accounting. Nevertheless, these shareholdings made a EUR 171 million contribution to the consolidated profit before capital operations in 2007, accounting for 56% of it. That is why we have decided, as from this year, to also present in our management report a complete economic vision, known as "valuation basis", which, like restricted consolidation (which, as a reminder, puts the emphasis on the concept of "pure" dividends and interests flows) has no legal value but has proven to be a useful economic indicator, as it gives a 100% " pure" profit vision. All the shareholdings held are accounted for according to the equity method, regardless of the percentage held. Both these indicators (restricted consolidation and valuation basis) allow the analysts to see, on a comparable basis, the evolution of the performances of the portfolio of activities, independently of the equity-accounting or consolidation of one shareholding or another and, for example, to compare the value of NPM/CNP, on the basis of a yield for the first criterion and on the basis of a range of results (price/earnings) for the second.

The IFRS consolidated accounts are based on a legal distinction – the influence or the control exercised or otherwise on such or such a shareholding – but is a hybrid concept in economic terms (as mentioned above, in the case of NPM/CNP, made of profits for 20% of the portfolio and of dividends for 80% of it), which has little meaning.

Restricted consolidation results

The profit before capital operations is up by 24% (EUR 167.8 million compared with EUR 135.3 million in 2006) and results mainly from the sharp rise in income from the shareholdings (EUR 141.2 million compared with EUR 103.6 million), or an increase of EUR 23.2 million based upon an unchanged portfolio and the impact of the acquisitions (AFFICHAGE HOLDING, M6, GROUPE FLO, BANCA LEONARDO...) and sales (QUICK and EIFFAGE) for an amount of EUR 14.4 million. The income from treasury funds amounts to EUR 34.9 million (compared with EUR 42.6 million the previous year), mainly due to the impact of a less generous trading profit (EUR 9.6 million compared with EUR 14.1 million), the downturn in the level of the average treasury funds over the year having been practically offset by the renewed increase in interest rates.

The capital profit (EUR 160 million in 2007) includes the capital gain made on the sale of RIEUSSEC (EUR 13.7 million), the finalisation of the personnel stock option plan at TRANSCOR ASTRA GROUP (sale of 20% for EUR 97 million, generating a capital gain of EUR 87.5 million), the partial sale of the shareholding in IBERDROLA (capital gain of EUR 92.8 million), as well as the write offs on long-term investments (EUR 49 million, mainly on M6) and write-backs on provisions for non materialised risks at GIB (EUR 12.9 million).

Economic analysis	Restricted consolidation		IFRS consolidated		Valuation basis	
At 31 December (in thousands of EUR)	2006	2007	2006	2007	2006	2007
Operating profit						
AFFICHAGE HOLDING	-	3,318	-	3,318	-	3,900
ARKEMA	-	-	-	-	820	2,200
BANCA LEONARDO	-	2,840	4,211	8,567	4,211	8,567
BELGIAN ICECREAM GROUP	1,600	1,700	1,921	(747)	1,921	(747)
BERTELSMANN	-	-	13,470	-	13,470	-
DISTRIPAR	737	4,968	8,485	8,771	8,485	8,771
EIFFAGE	3,506	-	3,506	-	17,300	-
ENTREMONT ALLIANCE (UNIFEM)	-	5,390	15,190	27,449	15,190	27,449
FLO	-	2,047	4,442	4,449	4,442	4,449
GO VOYAGES / LYPARIS	-	1,062	-	441	-	441
IBERDROLA	-	5,657	-	6,521	-	32,500
IMERYS	-	-	29,986	31,234	29,986	31,234
LAFARGE	-	-	4,716	11,070	16,500	37,600
M6	-	6,265	-	6,265	3,100	8,500
MESA	-	-	-	199	-	199
PARGESA	28,330	30,817	-	-	-	-
PERNOD RICARD	-	-	-	2,068	-	6,500
QUICK	3,355	-	7,778	-	7,778	-
RASPAIL / CHEVAL BLANC	1,060	2,687	3,268	3,784	3,268	3,784
RIEUSSEC	838	46	816	238	816	238
SUEZ	-	-	9,478	17,763	33,500	45,000
TIKEHAU	-	815	-	786	-	786
TOTAL	56,136	64,559	72,983	86,838	238,500	237,600
TRANSCOR ASTRA GROUP	7,033	7,202	100,777	82,265	100,777	82,265
TRANSCOR ASTRA 20 preferred	-	206	-	206	-	206
TRASYS	986	1,616	1,152	1,524	1,152	1,524
Other consolidated or equity-accounted shareholdings	-	-	4,453	1,925	4,640	2,725
Other shareholdings	2	5	187	622	-	-
Operating profit from shareholdings (group share)	**103,583**	**141,200**	**286,819**	**305,556**	**505,856**	**545,691**
share from consolidated or equity-accounted shareholdings	-	-	195,949	171,091	505,856	545,691
Other financial income/expenses (excl. TOTAL options)	32,546	24,389	35,608	16,709	35,608	16,709
Other operating income / expenses	(10,939)	(8,288)	(14,191)	(14,198)	(14,191)	(14,198)
Profit before capital operations (excl. TOTAL options)	**125,190**	**157,301**	**308,236**	**308,067**	**527,273**	**548,202**
TOTAL OPTIONS	10,068	10,522	12,991	(4,388)	12,991	(4,388)
Profit before capital operations	**135,258**	**167,823**	**321,227**	**303,679**	**540,264**	**543,814**
fully diluted number of shares (000)	113,180	113,180	111,568	110,944	111,568	110,944
Profit before capital operations per share (excl. TOTAL options)	1.11	1.39	2.76	2.78	4.73	4.94
courant resultaat per aandeel (uitgzd TOTAL opties)	1.20	1.48	2.88	2.74	4.84	4.90
Disposal of IBERDROLA	-	92,779	-	109,424		
Disposal of 20% of TRANSCOR ASTRA GROUP	-	87,483	-	-		
Disposal of RIEUSSEC	-	13,710	-	11,380		
Disposal of BERTELSMANN	-	-	283,076	-		
Disposal of QUICK	180,660	-	150,378	-		
Disposal of EIFFAGE	90,725	-	90,137	-		
Impairment loss M6 shares		(44,309)	-	(44,309)		
Release of provisions for unmaterialised GIB risks	10,117	12,891	10,117	12,891		
PARGESA's capital profit	-	-	-	-		
DISTRIPAR's capital profit	-	-	-	28,645		
TRANSCOR ASTRA GROUP's capital profit	-	-	75,086	21,921		
ENTREMONT ALLIANCE's capital profit	-	-	(10,043)	(1,600)		
IMERYS's capital profit	-	-	(11,759)	(3,206)		
Various, net	1,130	(2,665)	4,167	10,936		
Profit on capital operations (group share)	**282,632**	**159,889**	**591,159**	**146,082**		
Net profit (group share)	**417,890**	**327,712**	**912,386**	**449,761**		
Diluted earnings per share	**3.69**	**2.90**	**8.18**	**4.05**		

Consolidated results (IFRS)

The analysis shows a profit before capital operations (EUR 303.7 millions) down by 5% compared with that of 2006.

NPM/CNP's share of the profit before capital operations from the shareholdings has risen 7% to EUR 305.6 million. The following in particular should be noted:

- the contribution of BANCA LEONARDO (EUR 8.6 million);
- the consolidation of the recovery of UNIFEM ENTREMONT ALLIANCE (EUR 27.4 million compared with EUR 15.2 million, despite the exhaustion of the recoverable tax losses);
- the poor performance of BELGIAN ICECREAM GROUP (formerly IJSBOERKE), which was strongly linked to the bad summer weather conditions and the increase in the cost of raw materials;
- the drop in the operating profit of TRANSCOR ASTRA GROUP (EUR 82.3 million compared with EUR 100.8 million), which continues however at an excellent level but that requires more detailed comment:
  - as almost all of this group's profits are generated in the dollar zone, the results expressed here in euros consequently automatically suffer the same downturn as the exchange rate of this currency (-9% compared with 2006);
  - following the sale of half of the shareholding held in the Pasadena refinery at the end of August 2006 and the sharp fall in the refining margins from the summer onwards, the refineries (PRSI in Pasadena and US OIL in Tacoma) only contributed EUR 35 million to the result of TRANSCOR ASTRA GROUP in 2007 (EUR 23 million of which came from US OIL) compared with more than EUR 50 million for the previous year. It should however be noted that the profit before capital operations of TRANSCOR ASTRA GROUP does not include the preferential allocation beyond its share in the joint venture with PETROBRAS on the Pasadena refinery (see below). It should also be noted that, as from 1 October 2007, the remaining shareholding in this asset was considered as "asset held for sale" and, consequently, the profits generated as from this date were not equity-accounted for; furthermore, the profits linked to this asset for the financial years 2006 and 2007 are now presented in the IFRS accounts as profits from discontinued operations.

The decline in other financial income (EUR 12.3 million compared with EUR 48.6 million in 2006) is mainly explained by two factors:

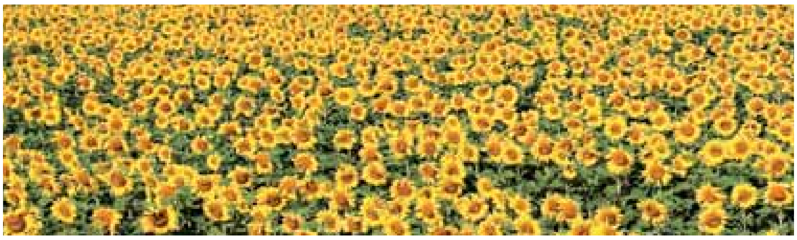
- the significant investments made by NPM/CNP and GBL in IBERDROLA had a negative impact on the other financial income and expense to the tune of approximately EUR 28 million;
- the "mark-to-market" impact of the TOTAL call option issued at the end of 2005 and beginning of 2006. Pursuant to IFRS standards, the negative effect on the accounts of the TOTAL options (a loss of EUR 4.4 million, included in the other financial results, compared with a profit of EUR 13 million in the previous year), is, paradoxically, due to a factor that is fundamentally beneficial for NPM/CNP – the rise in the TOTAL share price since the beginning of 2007 – but the favourable economic effect of this, which comes to some EUR 100 million, is not shown in the profit and loss account but directly in equity.

Profit on capital operations (EUR 146.1 million in 2007) mainly includes the capital gain on the sales of RIEUSSEC (EUR 11.4 million), IBERDROLA shares (capital gain of EUR 109.4 million, including the share attributable to GBL), of 50% of DISTRIPLUS by DISTRIPAR (EUR 28.6 million) as well as impairments on available-for-sale investments and the write-backs of provisions for risks at GIB mentioned in restricted consolidation and the profit on capital transactions by various consolidated shareholdings (in particular EUR 22 million at TRANSCOR ASTRA GROUP, constituted mainly of the preferential allocation paid by PETROBRAS). It should be noted that the sale to the personnel of TRANSCOR ASTRA GROUP of 20% of the capital of this company has no impact on the consolidated net profit, Group share, the sale having been carried out, as planned, on the basis of the book value of equity.

Valuation basis

The valuation basis gives a profit vision of the entire NPM/CNP portfolio. It posted a moderate increase over the financial year 2007 of 1% or 4% respectively, depending on whether the performance is considered after or before the effect of the market valuation of the TOTAL options. It is important to remember that this performance follows on from a period of extremely strong growth since 2003 that has seen the weighted average growth rate come to over 25% if we compare the last five financial years (over 26% in terms of data per share).

PROSPECTS AND APPROPRIATION OF PROFIT



Prospects

For the year 2008, the profit before capital operations in restricted consolidation terms will depend on the level of the dividends that will be distributed by each of the shareholdings. Based upon an unchanged portfolio, NPM/CNP is expecting a significant increase in these dividends. The income from treasury funds, which currently stands at over EUR 0.7 billion net (around EUR 2.3 billion minus EUR 1.6 billion of long-term debts, which average maturity is December 2012) will be affected by the size of investments or disinvestments to be made in 2008, by interest rate levels and by the share trading profit.

In consolidated terms, it is too early to anticipate the evolution that the consolidated or equity accounting shareholdings can expect in the course of 2008. These results will depend to a large degree on the economic conditions that will prevail in the various sectors in which NPM/CNP's shareholdings operate, in particular the energy and refining product trading sector, TRANSCOR ASTRA GROUP being the biggest contributor to the consolidated operating profit and UNIFEM/ENTREMONT ALLIANCE, whose milk supplies should see a rise in cost prices due to the mechanical application of their calculation formula.

The profit on capital operations will be influenced a.o. by the capital gain that will be generated on the IBERDROLA shares sold since the beginning of 2008 (EUR 37 million in restricted consolidation and EUR 43 million consolidated on 15 March 2008) as well as by the capital gain that could be generated by the sale of other shareholdings.

Taking into account the level of the recurrent results and their anticipated evolution over forthcoming periods, the board of directors has decided to propose to the annual general meeting of shareholders of 17 April 2008 to distribute a gross dividend of EUR 0.73 per share (EUR 0.68 last year), thus confirming the 7% annual growth rate for the foreseeable future, barring any unexpected and major disruption to the economic and financial climate.

It will also be proposed to the next annual general meeting to approve a new annual buy-back programme of own shares according to the terms and conditions that will be presented to the shareholders on 17 April 2008. This program, which will be realised in the twelve following months, will amount to the portion of the restricted operating profit exceeding the distributed dividend, i.e. around EUR 86 million at the end of the year 2007 (see agenda on pages 30 and 31).

Appropriation of profit

At the end of the financial year 2007, the balance available for appropriation stood at EUR 4,314,950,396.24, representing the profit to be appropriated for the financial year of EUR 284,887,756.50 plus the balance carried forward of EUR 4,030,062,639.74.

The board of directors proposes the following appropriation of profits:

(EUR)	
Profit available for appropriation	4,314,950,396.24
Gross dividend per share of EUR 0.73 paid on 112,200,000 shares	81,906,000,00
Allocation to the reserve for own shares	41,927,672.65
Profits carried forward	4,191,116,723.59

Subject to the approval of the ordinary general meeting of shareholders of 17 April 2008, the net dividend made payable will be:

- EUR 0.5475 per share, after a 25% withholding tax;
- EUR 0.6205 per share accompanied by a VVPR strip, after a 15% withholding tax.

The net dividend will be payable from 18 April 2008, by bank transfer to registered shareholders and holders of dematerialised shares or upon presentation of coupon nr. 2 detached from bearer shares (and when appropriate, of VVPR strips) at branches of the following financial institutions:

In Belgium	**in Luxembourg**
BANQUE DEGROOF	BNP PARIBAS LUXEMBURG
DEXIA BANQUE	
FORTIS BANQUE	
ING BELGIUM	

It should be noted that the profit appropriation presented above anticipates the cancellation by the extraordinary general meeting of shareholders of 17 April 2008 – which will be held before the ordinary general meeting – of 979,782 own shares (coupons nr. 2 and following attached) held by NPM/CNP.

This profit distribution reduced to 112,200,000 shares is also recognised in the non-consolidated and restricted consolidated accounts presented in this annual report. In the event that the extraordinary general meeting of shareholders should not approve this cancellation, it will be proposed that the ordinary general meeting increases the profit to be appropriated to the dividends by EUR 715,240.86 (EUR 0.73 multiplied by 979,782); the profit carried forward would be reduced accordingly.

ADJUSTED NET ASSETS AND TOTAL PERFORMANCE FOR SHAREHOLDERS

Your company's adjusted net assets at the end of 2007 came to EUR 6,758 million (corresponding to EUR 59.71 per share) – after the payment in April 2007 of dividends in the amount of EUR 77 million (EUR 0.68 per share) – compared with EUR 6,194 million (EUR 54.73 per share) in the previous year. At 28 March 2007, the adjusted net assets stood at some EUR 53,60 per share.

At the risk of repeating ourselves, we would like to recall here that the adjusted net asset amount does not constitute an assessment of the value of our shares (fair value), it is more of a basis for valuation that shareholders and analysts can use to form their own opinions, by replacing the amount for which each shareholding or investment is included in the assets with the value that they effectively intend to assign to it.

The adjusted net assets are published on a weekly basis on the company's web site (www.npm-cnp.be) from the Friday evening. The information thus published is established according to the criteria described above, with some simplifying assumptions, however: indeed some changes to the portfolio or the equity of unlisted companies since the accounts were last closed might not be taken into account; the effect of this simplification should not be greater than 2% of the adjusted net assets.

The criteria used by NPM/CNP to calculate the adjusted net assets are as follows:

PARGESA and GBL	Own net assets determined according to the same criteria as those applied by NPM/CNP;
Unlisted companies	Book value (acquisition value or equity accounted value if this is greater); at TRANSCOR ASTRA GROUP, however, the Pasadena refinery is valued at the price chosen for the transaction with PETROBRAS;
Own shares	Market price, capped, however, at the exercise price for the shares intended to cover the staff stock option plan;
Other listed assets	Market price;
Other assets and liabilities	Book value.

THE AUDITOR'S OPINION ON THE ADJUSTED NET ASSETS

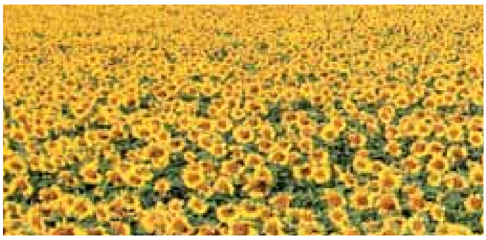
To the Shareholders of the NATIONALE PORTEFEUILLEMAATSCHAPPIJ/COMPAGNIE NATIONALE À PORTEFEUILLE,

We have examined the calculation of the adjusted net assets per NPM/CNP share at 31 December 2007. This calculation was performed by NPM/CNP based on its own capital, that of the holding companies controlled, solely or jointly, and the shareholdings that they hold in their portfolios, the latter being valued according to the criteria described above. The present opinion is in no way related to any valuation made by us of the company or its assets and does not imply any judgement of the relevance of the method used or the criteria applied. In conclusion, we confirm that the mathematical application of the criteria mentioned above gives an amount of EUR 59.71 per NPM/CNP share at 31 December 2007.

31 March 2008

DELOITTE
Reviseurs d'Entreprises S.C. s.f.d. S.C.R.L.
Represented by Eric NYS

EVOLUTION OF THE ADJUSTED NET ASSETS OVER THE PAST TEN YEARS



(EUR MILLION)

Assets	31 December 1997			variation			31 December 2007		
	criteria	adjusted net assets	%	share-holders	value	interest	criteria	adjusted net assets	%
	(1)	(2)		(3)	(4)	(5)	(1)	(6)	
PARGESA	ana	693.0	31.9%		1,632.6	41.0	ana	2,366.6	35.0%
TOTAL / PETROFINA / ELF AQUITAINE	sm	615.8	28.4%		815.3	436.3	sm	1,867.4	27.6%
IBERDROLA		-	0.0%		56.3	540.1	sm	596.4	8.8%
TRANSCOR ASTRA GROUP	se	19.3	0.9%		393.5	28.0	se	440.8	6.5%
BANCA LEONARDO		-	0.0%		5.3	165.2	se	170.5	2.5%
M6		-	0.0%		(44.3)	163.4	sm	119.1	1.8%
AFFICHAGE HOLDING		-	0.0%		(6.4)	121.9	sm	115.5	1.7%
UNIFEM/ENTREMONT-ALLIANCE		-	0.0%		(82.8)	153.6	se	70.8	1.0%
DISTRIPAR		-	0.0%		63.8	6.3	se	70.1	1.0%
GROUPE FLO		-	0.0%		21.1	46.0	sm	67.1	1.0%
LYPARIS / GO VOYAGES		-	0.0%		-	52.8	bv	52.8	0.8%
RASPAIL / CHEVAL BLANC		-	0.0%		4.3	33.8	se	38.1	0.6%
ARKEMA		-	0.0%		13.5	23.4	sm	36.9	0.5%
TIKEHAU		-	0.0%		-	28.9	bv	28.9	0.4%
BELGIAN ICECREAM GROUP	bv	42.8	2.0%		(21.2)	1.3	se	22.9	0.3%
TRASYS		-	0.0%		-	15.2	bv	15.2	0.2%
VIVENDI		143.8	6.6%		(53.8)	(90.0)		-	0.0%
SOCIÉTÉ GÉNÉRALE DE BELGIQUE		141.2	6.5%		(57.8)	(83.4)		-	0.0%
ROYALE BELGE		86.0	4.0%		(48.3)	(37.7)		-	0.0%
ÉDITIONS DUPUIS	se	9.7	0.4%		(2.3)	(7.4)		-	0.0%
TAITTINGER / LOUVRE		-	0.0%		-	-		-	0.0%
QUICK		-	0.0%		-	-		-	0.0%
EIFFAGE		-	0.0%		-	-		-	0.0%
FCC		-	0.0%		-	-		-	0.0%
CHÂTEAU RIEUSSEC		-	0.0%		-			-	0.0%
Other shareholdings		83.7	3.9%		(30.6)	27.8		80.9	1.2%
Tangible fixed assets	bv	8.6	0.4%		-	4.3	bv	12.9	0.2%
Long-term assets		1,843.9	84.9%		2,658.2	1,670.8		6,172.9	91.3%
Deposits, cash and debt	bv	234.3	10.8%	(1,156.0)	3,112.2	(2,481.7)	bv	(291.2)	-4.3%
Shares and bonds	sm	68.5	3.2%		(24.9)	707.6	sm	751.2	11.1%
Own shares	sm	24.9	1.1%		(2.7)	103.3	sm[13]	125.5	1.9%
Net cash position		327.7	15.1%	(1,156.0)	3,084.6	(1,670.8)		585.5	8.7%
Adjusted net assets		2,171.6		(1,156.0)	5,742.8	0.0		6,758.4	
Adjusted net assets (EUR/share)		13.98						59.71	

(1) Valuation criteria:
- a) ana: adjusted net assets;
- b) sm: stock market price;
- c) se: share in equity;
- d) bv: book value.

(2) Adjusted net assets at 31.12.1997.

(3) Flows from and to the shareholders: dividends and cancellation of own shares.

(4) Change in value.

(5) Internal allocation of funds: investments and (divestments) at book value.

Restricted consolidated profit (group share)				Assets	Performance for shareholders	
with cash effect		without cash effect	Total			
operating	non operating				global	%
(7)	(8)	(9)	(10)		(11)	(12)
230.9	-	-	230.9	PARGESA	1,863.5	14.9%
359.8	494.7	-	854.5	TOTAL / PETROFINA / ELF AQUITAINE	1,669.8	15.5%
5.7	92.8	-	98.5	IBERDROLA	154.8	26.0%
42.1	90.2	-	132.3	TRANSCOR ASTRA GROUP	525.8	36.4%
2.8	-	-	2.8	BANCA LEONARDO	8.1	4.7%
6.3	-	(44.3)	(38.0)	M6	(38.0)	(16.5%)
3.3	-	(5.4)	(2.1)	AFFICHAGE HOLDING	(3.1)	(2.7%)
14.2	-	(111.7)	(97.5)	UNIFEM/ENTREMONT-ALLIANCE	(68.6)	(10.8%)
21.7	-	-	21.7	DISTRIPAR	85.5	15.5%
2.0	-	-	2.0	GROUPE FLO	23.1	23.0%
1.1	-	-	1.1	LYPARIS / GO VOYAGES	1.1	n.s.
9.2	-	-	9.2	RASPAIL / CHEVAL BLANC	13.5	5.9%
-	-	-	-	ARKEMA	13.5	35.4%
0.8	-	-	0.8	TIHEHAU	0.8	1.9%
5.2	-	(26.0)	(20.8)	BELGIAN ICECREAM GROUP	(16.0)	(3.9%)
1.6	-	-	1.6	TRASYS	1.6	12.3%
-	81.9	-	81.9	VIVENDI	28.1	38.1%
5.0	194.8	1.2	201.0	SOCIÉTÉ GÉNÉRALE DE BELGIQUE	142.0	100.0%
3.7	76.6	-	80.3	ROYALE BELGE	32.0	72.7%
13.1	66.9	-	80.0	ÉDITIONS DUPUIS	77.7	24.6%
16.6	289.7	-	306.3	TAITTINGER / LOUVRE	306.3	20.5%
7.2	180.7	-	187.9	QUICK	187.9	66.5%
3.5	90.7	-	94.2	EIFFAGE	94.2	30.6%
16.3	66.3	-	82.6	FCC	82.6	10.8%
5.2	-	-	5.2	CHÂTEAU RIEUSSEC	5.2	11.8%
59.2	201.7	(5.0)	255.9	Other shareholdings	230.3	29.8%
-	-	-	-	Tangible fixed assets	-	n.s.
836.5	1,927.0	(191.2)	2,572.3	Long-term assets	5,421.7	17.8%
126.8	-	-	126.8	Deposits, cash and debt	3,239.0	
175.6	-	(8.4)	167.2	Shares and bonds	150.7	
20.6	-	-	20.6	Own shares	17.9	
323.0	-	(8.4)	314.6	Net cash position	3,407.6	n.s.
(64.6)	90.3	-	25.7	Other revenues / (costs)	25.7	
3,112.2		(199.6)	2,912.6	Restricted consolidated profit	8,855.1	17.1%
				Anti-dilution effect of restructuring operations		0.8%
				After the anti-dilution effect of restructuring operations		17.9%

(6) Adjusted net assets at 31.12.2007: (2) + (3) + (4) + (5)

(7) Restricted consolidation operating profit (before write-downs).

(8) Restricted consolidation non-operating profit (before write-downs).

(9) Write-downs (operating and non-operating).

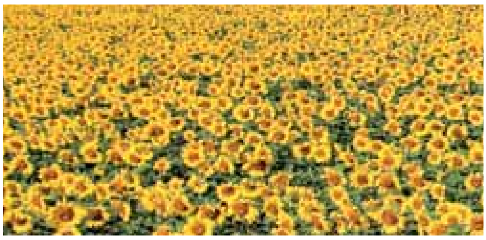
(10) Total restricted consolidated result (part of the group): (7) + (8) + (9).

(11) Total Performance for the Shareholders over the period: (4) + (7) + (8).

(12) Total Performance for the Shareholders over the period (compound annual rate of return).

(13) Except for shares covering the stock option plans valued at exercise price.

EVOLUTION OF THE ADJUSTED NET ASSETS IN 2007



(EUR MILLION)

Assets	31 December 2006			variation			31 December 2007		
	criteria	adjusted net assets	%	share-holders	value	interest	criteria	adjusted net assets	%
	(1)	(2)		(3)	(4)	(5)	(1)	(6)	
PARGESA	ana	2,171.0	35.0%		177.5	18.1	ana	2,366.6	35.0%
TOTAL	sm	1,795.7	29.0%		71.7	-	sm	1,867.4	27.6%
IBERDROLA	sm	-	0.0%		56.3	540.1	sm	596.4	8.8%
TRANSCOR ASTRA GROUP	se	500.0	8.1%		(50.1)	(9.1)	se	440.8	6.5%
BANCA LEONARDO	bv	93.2	1.5%		5.3	72.0	se	170.5	2.5%
M6	sm	178.4	2.9%		(59.8)	0.5	sm	119.1	1.8%
AFFICHAGE HOLDING		-	0.0%		(6.4)	121.9	sm	115.5	1.7%
UNIFEM/ENTREMONT-ALLIANCE	bv	42.3	0.7%		28.9	(0.4)	se	70.8	1.0%
DISTRIPAR	se	60.0	1.0%		31.5	(21.4)	se	70.1	1.0%
GROUPE FLO	sm	63.4	1.0%		3.7	-	sm	67.1	1.0%
LYPARIS / GO VOYAGES	bv	-	0.0%		-	52.8	bv	52.8	0.8%
RASPAIL / CHEVAL BLANC	se	37.1	0.6%		1.0	-	se	38.1	0.6%
ARKEMA	sm	32.0	0.5%		4.9	-	sm	36.9	0.5%
TIKEHAU	bv	28.1	0.5%		-	0.8	bv	28.9	0.4%
BELGIAN ICECREAM GROUP	bv	18.1	0.3%		4.8	-	se	22.9	0.3%
TRASYS	bv	15.2	0.2%		-	-	bv	15.2	0.2%
CHÂTEAU RIEUSSEC	bv	22.3	0.4%		-	(22.3)		-	0.0%
Other shareholdings		4.1	0.1%		1.3	75.5		80.9	1.2%
Tangible fixed assets	bv	12.6	0.2%		-	0.3	bv	12.9	0.2%
Long-term assets		5,073.5	81.9%		270.6	828.8		6,172.9	91.3%
Deposits. cash and debt	bv	952.5	15.4%	(77.0)	379.2	(1,545.9)	bv	(291.2)	(4.3%)
Shares and bonds	sm	77.9	1.3%		(8.1)	681.4	sm	751.2	11.1%
Own shares	sm[13]	90.6	1.5%		(0.8)	35.7	sm[13]	125.5	1.9%
Net cash position		1,121.0	18.1%	(77.0)	370.3	(828.8)		585.5	8.7%
Adjusted net assets		6,194.5		(77.0)	640.9	0.0		6,758.4	
Adjusted net assets (EUR/share)		54.73						59.71	

(1) Valuation criteria:

a) ana: adjusted net assets;

b) sm: stock market price;

c) se: share in equity;

d) bv: book value.

(2) Adjusted net assets at 31.12.2006.

(3) Flows to the shareholders: dividends (77.0).

(4) Change in value.

(5) Internal allocation of funds: investments and (divestments) at book value.

Restricted consolidated profit (group share)				Assets	Performance for shareholders	
with cash effect		without cash effect	Total			
operating	non operating				global	%
(7)	(8)	(9)	(10)		(11)	(12)
30.8	-	-	30.8	PARGESA	208.3	9.6%
64.6	-	-	64.6	TOTAL	136.3	7.6%
5.7	92.8	-	98.5	IBERDROLA	154.8	26.0%
7.2	87.5	-	94.7	TRANSCOR ASTRA GROUP	44.6	8.9%
2.8	-	-	2.8	BANCA LEONARDO	8.1	5.7%
6.3	-	(44.3)	(38.0)	M6	(53.5)	(30.0%)
3.3	-	(5.4)	(2.1)	AFFICHAGE HOLDING	(3.1)	(2.7%)
5.4	-	-	5.4	UNIFEM/ENTREMONT-ALLIANCE	34.3	81.1%
5.0	-	-	5.0	DISTRIPAR	36.5	60.8%
2.0	-	-	2.0	GROUPE FLO	5.7	9.0%
1.1	-	-	1.1	LYPARIS / GO VOYAGES	1.1	n.s.
2.7	-	-	2.7	RASPAIL / CHEVAL BLANC	3.7	10.0%
-	-	-	-	ARKEMA	4.9	15.3%
0.8	-	-	0.8	TIKEHAU	0.8	2.8%
1.7	-	-	1.7	BELGIAN ICECREAM GROUP	6.5	35.9%
1.6	-	-	1.6	TRASYS	1.6	10.5%
-	13.7	-	13.7	CHÂTEAU RIEUSSEC	13.7	61.4%
0.2	-	0.7	0.9	Other shareholdings	1.5	n.s.
-	-	-	-	Tangible fixed assets	-	n.s.
141.2	194.0	(49.0)	286.2	Long-term assets	605.8	11.0%
19.5	-	-	19.5	Deposits. cash and debt	19.5	
14.3	-	(2.5)	11.8	Shares and bonds	6.2	
3.6	-	-	3.6	Own shares	2.8	
37.4	-	(2.5)	34.9	Net cash position	28.5	n.s.
(8.3)	14.9	-	6.6	Other revenues / (costs)	6.6	
379.2		(51.5)	327.7	Restricted consolidated profit	640.9	10.3%
				Anti-dilution effect of restructuring operations		0.0%
				After the anti-dilution effect of restructuring operations		10.3%

(6) Adjusted net assets at 31.12.2007: (2) + (3) + (4) + (5)

(7) Restricted consolidation operating profit (before write-downs).

(8) Restricted consolidation non-operating profit (before write-downs).

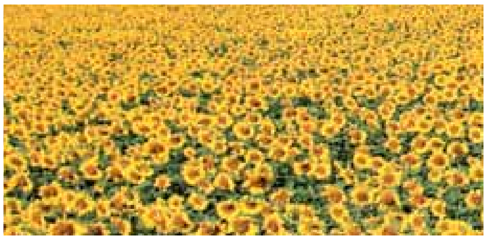
(9) Write-downs (operating and non-operating).

(10) Total restricted consolidated result (part of the group): (7) + (8) + (9).

(11) Total Performance for the Shareholders over the period: (4) + (7) + (8).

(12) Total Performance for the Shareholders over the period: (11)/(2).

(13) Except for shares covering the stock option plans valued at exercise price.



MAIN RISK FACTORS CONNECTED WITH THE COMPANY'S ACTIVITIES

Risks are understood to mean elements likely, in the short or longer term, to have an effect on the value of the company's shares. The following analysis concerns the company and its consolidated shareholdings.

The market value of any industrial or financial assets depends on the discounted value of the cash flows that these assets may generate. This therefore depends on general, economic and market conditions (interest rates and risk premiums, currency exchange rates, price of certain raw materials and growth rate) and on elements specific to the company (customers, products, staff, legal and environmental aspects, and so on).

Market risks and economic influences

Interest rates and risk premiums

Given the existence of a positive net cash position (both in restricted consolidation terms and consolidated terms), an increase in the interest rates should not have a negative effect on the profits of the NPM/CNP Group.

On the other hand, the interest rates and the level of the risk premiums required by the market have a direct influence on market multiples and, therefore, on the stock market price of the listed assets or, for unlisted assets, on their market value, owing to the impact that these factors have on the discount rates. They therefore have a considerable effect on the value of NPM/CNP shares.

Market volatility

The last few months have also served as a reminder of the considerable volatility of the markets in certain circumstances. The evolution of this volatility naturally impacts the value of the derivative financial instruments (options) issued by the company (such as the options on around 10 million TOTAL shares issued at the end of 2005 and early 2006 and that mature at the end of 2008 and early 2009). While this influence can make itself felt on the profit and loss account, it remains negligible on the company's value.

We believe however that one of the main effects of the evolution of the volatilities can have is on the discount of the stock market price of NPM/CNP shares compared with the "fair value" assigned by the analysts. This claim is not scientifically proven but results from logical deductions based on the NPM/CNP strategic desire to be a long-term investor. In fact, as a long-term investor with relatively large (and therefore less liquid) shareholdings, NPM/CNP in a way forces its shareholders not to draw short term benefits from the price variations in the listed securities that it holds. The stronger these fluctuations in the short term, which is the case in periods of strong market volatility, the higher the cost of renouncing to be drawn from it and, in theory, the greater the discount.

Economic climate

The economic climate has a direct effect on the level of the profits from shareholdings and, therefore, on the cash flows they generate, which are discounted to determine the market value of financial assets or the underlying real assets.

Stagflation, combining an increase in the interest rates connected with a rise in inflation and a depressed economic climate, is the worst case scenario for shareholders. A similar undesirable situation would be a major recession causing deflation affecting the entire economy, including the oil sector, to which NPM/CNP is particularly exposed.

Exchange rate

A distinction should be made here between the direct effects that exchange rate fluctuations may have on the profit and loss accounts and the indirect effects that these may have on the value of the various investments. Excluding the TRANSCOR ASTRA GROUP and, to a lesser degree, IMERYS, these two companies representing some 11 to 12% of the adjusted net assets at 31 December 2007, almost all the assets of the companies within the NPM/CNP Group have a book value denominated in euros and make their sales mainly within the Euro zone. In reality, and contrary to these "deceptive" appearances, the risk in terms of value for NPM/CNP shareholders differs greatly, mainly owing to the high degree of sensitivity of the value of TOTAL shares to the value of the dollar. According to our estimate, the value of NPM/CNP shares is positively correlated by up to around 50%[1] with fluctuations in the value of the USD against the EUR. In other words, a 1% variation in the value of the dollar over the long-term would cause a fluctuation in the same direction in the value of NPM/CNP shares of around 0.50%.

Apart from the dollar, fluctuations in other currencies, within reasonable and foreseeable limits, are not likely to have a significant effect on the value of NPM/CNP shares.

Price of raw materials

Given the composition of NPM/CNP's portfolio, the value of the shares offers a certain degree of sensitivity to the price of oil. According to our estimates, the correlation with the fluctuations in the oil price per barrel is positive by up to around 0.25[1] and comes mainly from TOTAL.

With regard to the risks connected with other raw materials, which differ from one activity to the next, the reader is invited to refer to the specific risks analysed below.

(1) The correlation coefficients indicated above were estimated in particular based on information regarding the sensitivity of the results communicated by TOTAL, to which were applied the market price/net profit multiple at 31 December 2007 and, with regard to the sensitivity to the dollar exchange rate, on TRANSCOR ASTRA GROUP's net assets. The estimated correlation coefficients (and the fluctuation margin taken into account) should cover the effects (none of which is individually significant) on the NPM/CNP Group's other assets.

Side effects

It is important not to lose sight of the fact that there are indirect or side effects that are difficult to express in figures, which can have an impact on the others. This is the case for the evolutions in the EUR/USD exchange rate on the competitiveness of European companies in which NPM/CNP holds a shareholding.

The same goes for the price of certain materials, oil in particular, on the consumer habits of individuals, whether they are oil products or other products, following an erosion in their purchasing power. In this last case, the effect of the fluctuations in oil prices is probably overestimated, owing to the inverse side effects on the sectors in which other companies held by NPM/CNP are active.

Specific risks

Beyond the general elements described above, as a holding company, NPM/CNP is of course subject to the specific risks to which its shareholdings are exposed, mainly relating to industrial, commercial, technological, financial, organisational, environmental and legal aspects. These risks are highly diversified in terms of the type and number of shareholdings making up NPM/CNP's portfolio.

Adequacy of risk monitoring and management procedures

In the holding companies that come under restricted consolidation, in view of the very small size of the team and the relatively limited number of transactions, the Group has opted for the setting up of simple principles such as the widespread use of the double signature for each operation, frequent and detailed budget follow-up and the reconciliation of accounts, rather than the development of heavy and complex procedures more adapted to the situation of large groups. The high degree of staff stability, the frequent exchanges of information between them, as well as the existence of central databases shared by all, also plead in favour of this solution.

The listed or leading international companies in which the Group holds shares have developed specific internal risk monitoring and management systems such as may be expected from such organisations. Each of them is exposed to specific risks that are described and analysed in their management reports or other documents made public in accordance with the current regulations, to which the reader is invited to refer.

Smaller companies, in whose shareholding structure NPM/ CNP often holds a more important place, have also developed their own risk assessment systems appropriate to the specific nature of their activities and to their scale, based on the principle that the risks of an activity are best known by the management of the entity responsible for it, the various subsidiaries having a large degree of independence in this regard. In particular, each of them has taken insurance policies that provide them with the cover that they consider necessary. NPM/CNP's role as a shareholder is limited to making sure that the system put in place is appropriate to the situation (in other words, does not allow the existence of risks that are unacceptable for the shareholder or includes the processes needed to limit the likelihood of such risks occurring) and operates adequately.

For example, we believed that the structure and systems existing within TRANSCOR ASTRA GROUP, which were previously found to be satisfactory, needed to be reinforced. Indeed, the major development undergone by this Group over the past few years following its acquisition of refining facilities, had led to a highly significant increase in the transaction volume and the appearance of new types of operations, in particular relating to the hedging of buying and selling commitments. A major step was therefore taken within TRANSCOR ASTRA GROUP in 2006, with the hiring of two high level managers, one entirely dedicated to risk monitoring and management, and the other in charge of various organisational and financial aspects, mainly in the fields of mergers and acquisitions. They are currently working on reinforcing the controls within the group's various entities, on implementing information systems, integrated at group level, and overseeing the smooth running of the acquisition and disposal operations.

The industrial and environmental aspects

The various industrial companies that the Group controls rely on both internal and external expertise to detect, analyse and manage the various industrial and environmental risks. The efforts devoted to the management of these risks of course depend on the type of activity and are, for example, more considerable for activities such as refining at TRANSCOR ASTRA GROUP, which involves more significant risks in terms of accidents and pollution. Particular attention is also paid within this Group to aspects relating to the storage and transporting of materials: in this last case, the use of recent, double hull, oil tankers is preferred.

Risks connected with products

Procedures aimed at ensuring product safety and traceability (HACCP) are in force for products within the food industry. Some sectors of activity are also more exposed than others to epidemics or pandemics and to their psychological consequences for consumers (mad cow disease, bird flu, and so on). Special precautions have also been taken to prevent the risk of the counterfeiting of certain top-of-the-range products (CHÂTEAU CHEVAL BLANC).

Other operational risks

Generally speaking, the companies that make up NPM/CNP's portfolio are exposed to the risk of rises in the price of the materials used to make their products. The effect of these factors on their profitability depends on their ability to compensate for these increases through their selling prices. In particular, ENTREMONT ALLIANCE has suffered greatly, up until 2005, from its inability to compensate for the milk price fixed locally in France by increasing the price of its industrial products (serum, butter, powder, etc.) affected by international markets. The changes, effective from 2006 and especially in 2007, to the fixing of the price of milk take more account of the international price levels of these industrial products (with a time lag however), which has reduced the volatility of the Group's profits.

Any company is of course subject to the risks of competition within its sector; the only instruments able to combat these risks are innovation, the delivery of high quality products and services and the making of appropriate investments so that these can be offered at the right price.

The vulnerability to the competition from the newly industrialised countries, often with lower production costs, is still being analysed with a view to the realisation of an industrial investment.

A company's risk is greater if it concentrates on a single activity, sector, geographic location or customer, which increases its vulnerability to the occurrence of a given event. This was the case of IJSBOERKE (now BELGIAN ICECREAM GROUP or BIG) whose activity, most of which is concentrated in Belgium, was hit hard by the adverse weather conditions – which were hardly conducive to ice cream consumption – our country suffered during the summer of 2007.

Excluding its declared and intentional concentration in the energy sector, NPM/CNP tends to limit this risk by having a diversified portfolio of shareholdings. Within each of these, however, sectorial concentration is the order of the day, while geographic diversification and expansion are encouraged.

The TRANSCOR ASTRA GROUP, which operates in the energy product trading sector, deserves a particular comment. This group mainly conducts its activities through product arbitrage based on quality, location and provisioning timetable. These arbitrage operations are made possible by the business skills of a team of traders and the use of processing (refining and blending), transport (ships and pipelines) and storage facilities, owned by the Group or rented. The divergence on the concluding of buying and selling operations between the various aspects of quality, time and location requires recourse to coverage instruments, mainly listed on liquid and organised markets (NYMEX for example). The commitments made are covered as effectively as possible, but this cover is not perfect, given the factors specific to each situation. In particular, the failure of one of the elements (shutdown of refining facilities, delivery delay, defaulting counterparty, etc.) of the whole that constitutes a transaction may result, if there is a significant change in the markets, in a considerable loss or lack of profit, which is not however, likely to endanger the company.

The risks connected with the credit granted to customers are analysed by each company and, where applicable, covered through insurance according to the factors specific to each sector. The counterparty risks are taken into account and analysed whenever any significant business deal is concluded.

Political risks

Excluding a few exceptions, the shareholdings consolidated by NPM/CNP have few operations in politically unstable countries. However, when such situations exist, specific measures are taken that are appropriate to each situation (limiting of the amounts invested, credit limit, recourse to franchising, etc.) to reduce the risks in question.

Liquidity and counterparty risk

At the end of 2007, the cash positions of the Group, in restricted consolidation and in consolidated, were respectively positive and close to zero (net indebtedness under 5% of the shareholder's equity – Group and third parties). While a situation of indebtedness cannot be excluded, as a holding company, NPM/CNP does not wish to be significantly indebted.

In the past, the company had announced that its net indebtedness should not exceed, at restricted consolidation holding company level, 10 to 15% of your company's value.

In this respect, 2007 witnessed a certain inflexion, as the company wanted to acquire additional short-term financial resources. In particular, during the 2007 financial year, at a time when liquidities were still available at conditions that were deemed to be favourable, it contracted additional debt of around EUR 950 million, taking the total to almost EUR 1.6 billion, or around one quarter of the adjusted net assets (or one fifth of the managed global assets). The first maturity date of these debts falls in the spring of 2012 with an average duration at the end of 2007 of almost 5 years and an average interest rate of around 4.0%. Since then, the overall liquidity position of the economy has become much more strained, but given its particularly prudent position, we believe NPM/CNP to have set up reasonable safeguards to protect it against these kinds of problems. The liquidity crisis currently hitting the economy can pose a very considerable threat for those forced to sell an investment for liquidity reasons in extremely unfavourable conditions.

Conversely, for those who hold liquidities, it can, generate attractive investment opportunities. These are naturally analysed with the prudence that is called for in such circumstances.

In terms of the Group's holding companies, the current situation brings with it higher counterparty risks (banks or other financial institutions) in deposit, hedging or other operations than was previously the case. Each significant situation is analysed on a case to case basis with particular attention to the financial solidity of the counterparty.

Alongside this, the PARGESA/GBL Group and each of its industrial and commercial shareholdings regularly has recourse to independent, reasonable indebtedness, by obtaining credit lines on their own merits. As a general rule, they do not benefit from any guarantee from NPM/CNP as a shareholder. The objective pursued is to avoid any risk of a potential liquidity crisis at holding company level, an event which, if it occurred, might force the company to dispose of investments under unfavourable conditions.

The case of the TRANSCOR ASTRA GROUP calls for a specific comment: as this Group realises certain hedging operations in the form of futures operations on raw materials or products whose prices can be very volatile, it can, in some circumstances, be faced with significant margin calls. However, the terms and conditions governing the setting up of these hedging operations have been adapted in order to limit this risk, in such a way that TRANSCOR ASTRA GROUP's own resources and credit lines are sufficient to allow it to deal with such situations on its own.

Staff risks

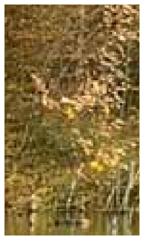
Any company depends on the know-how of an entrepreneur or on that of the employees that he hires. A company's inability to attract and retain talented managers is an element of risk which, if it transpired, would, without a doubt, destroy value. In this respect, the group is eager to ensure the motivation of its employees by providing pleasant working conditions, by involving them in decision-making and by setting up fair, motivating remuneration systems that have a long-term motivation component for the key personnel.

The organisation of successful successions at all levels is a decisive factor that is indispensable when it comes to securing the long term future of the company. This point is of particular concern to your company.

Any operation carries with it the risk of human error. This can be limited by giving staff appropriate training before taking up a position as well as periodic refresher courses throughout working life. The negative consequences of errors are, generally speaking, much less damaging when they are detected quickly and when they can be remedied as quickly as possible, which is why procedures are set up that are specific to each type of operation. As it considers, furthermore, that the most rapid method of detecting an error is by obtaining the admission of the person who committed it in the first place, the Group has adopted a culture of "forgiveness". As an individual error of judgement is always possible, we come together within the holding, to work as a team on investments. This "process" does not, by definition, avoid the risk of collective error by the team or even by the board of directors. In order to limit them, in every investment study, we designate an opponent to the project, whose role will be to highlight the weaknesses and the risks of the case in question.

Legal risks

Any group is subject to a number of legal risks relating to disputes of varying importance arising in the course of its activities. To the best of the board of directors' knowledge, any disputes involving the company and its consolidated subsidiaries that have reasonable risk to result in financial consequences have given rise to adequate provisions in the accounts or a detailed description in the notes attached to them. NPM/CNP undertakes to comply with the relevant regulations in all matters. The board has no knowledge of any violation of such regulations that would be likely to have a significant effect on the company's financial statements.



Resolutions proposed to the shareholders

Extracts[1] from the agenda of the ordinary general meeting that will be held on 17 April 2008, at 10 a.m., at the company's head office, located at 6280 Gerpinnes (Loverval), rue de la Blanche Borne, 12.

1. Annual reports and accounts

- Presentation of the board of directors' management report and the auditor's reports for the financial year 2007
- Presentation of the consolidated annual accounts for the financial year 2007
- Presentation and proposal for the approval of the company's annual accounts closed at 31 December 2007, including the appropriation of the company's profits and the distribution of a gross dividend of EUR 0.73 per share.

2. Discharging of the directors

Proposal for the discharging of the directors for the exercising of their mandate during the financial year 2007.

3. Discharging of the auditor

Proposal for the discharging of the auditor for the exercising of its mandate during the financial year 2007.

4. Directors' mandates

4.1. Proposal for the declaring of the expiry of the mandates of Messrs Jacques FOREST and Henri MESTDAGH at the end of this general meeting.

4.2. Proposal for the declaring of the resignation of Mr Philippe WILMES, with effect as from the end of this general meeting.

4.3. Proposal for the renewal of the mandate of Mr Gilles SAMYN that expires at the end of this meeting for a period of 4 years ending with the ordinary general meeting of 2012. (...)[2]

4.4. Proposal for the renewal of the mandate of Mrs Christine FRERE-HENNUY that expires at the end of this meeting for a period of 4 years ending with the ordinary general meeting of 2012. (...)[2]

4.5. Proposal for appointing Mr Jean-Pierre HANSEN as director for a 4 year period. His mandate will expire following the ordinary general meeting of 2012. (...)[2]

4.6. Proposal for appointing Mr Robert CASTAIGNE as director for a 4 year period. His mandate will expire following the ordinary general meeting of 2012. (...)[2]

4.7. Declaring of the independence of two directors, in accordance with article 524 of the Code on Companies and the criteria of NPM/CNP's Corporate Governance Charter.

4.7.1. Proposal for declaring the independence, in accordance with article 524 of the Code on Companies and the criteria of NPM/CNP's Corporate Governance Charter, of Mr Jean-Pierre HANSEN subject to his appointment as director referred to above. (...)[1]

4.7.2. Proposal for declaring the independence, in accordance with article 524 of the Code on Companies and the criteria of NPM/CNP's Corporate Governance Charter, of Mr Robert CASTAIGNE subject to his appointment as director referred to above.

Grounds for resolutions 4.7.1. and 4.7.2.:

The abovementioned director does not have any links with the company, or with any companies or people connected with it, likely to bring his independence into question, with regard, more specifically, to the criteria given in article 524 §4, paragraph 2, 1st to 4th of the Code on Companies and appendix 1 of NPM/CNP's Corporate Governance Charter.

5. Temporary authorisation to be given to the company to acquire its own shares

5.1. Proposal for authorising the board of directors, for a new eighteen (18) month period, taking effect on the date of the general meeting that will decide on the granting of this authorisation, to acquire on the Stock Exchange a maximum number of eleven million two hundred and twenty thousand (11,220,000) of the company's shares, at a unit price that may not be less, by more than twenty percent (20%) than the lowest closing price for the last twenty (20) trading days preceding the operation, or greater, by more than twenty percent (20%) than the highest closing price for the last twenty (20) days preceding the operation and proposal for authorising the company's subsidiaries, in accordance with article 627 of the Code on Companies, to acquire the company's shares under the same conditions.

Consequently, a proposal for the terminating, on the effective date of the authorisation referred to above, of the temporary authorisation to acquire the company's shares on the Stock Exchange granted by the ordinary general meeting of the nineteenth of April two thousand and seven.

5.2. Within the framework of the authorisation granted in the previous point by this Meeting, proposal to approve a new own share buy-back programme – which will be entrusted to an independent financial intermediary – financed up to the share of the restricted consolidated profit for the year 2007 not distributed in the form of a dividend, which amounts to eighty five million nine hundred and seventeen thousand euros (EUR 85,917,000), this amount being used in principle over a 12 month period.

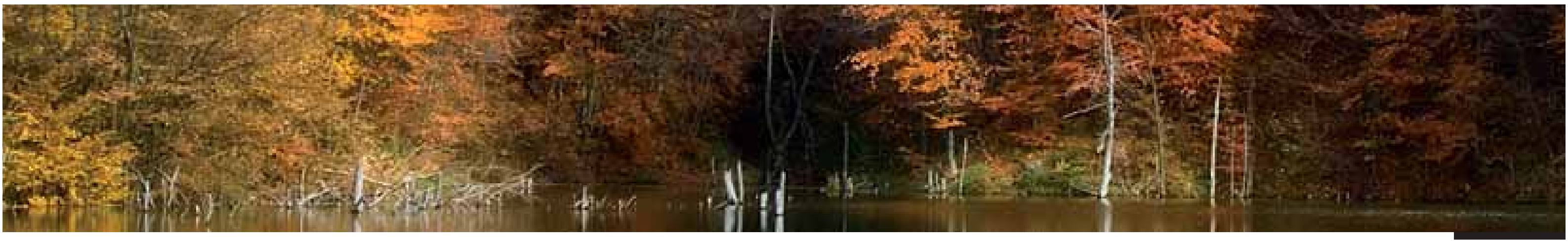
The NPM/CNP intends to implement this own share buy-back programme in accordance with Chapter II of the Regulation (EC) n° 2273/2003 of 22 December 2003, with article 25 §2, paragraph 4 of the law of 2 August 2002 and with article 7 of the Royal Decree of 5 March 2006, relating to market abuses.

The objectives of the programme are :

a) to reduce NPM/CNP's capital (in value and/or in number of shares)

b) to allow NPM/CNP to honour any obligations it may have linked to debt financial instruments exchangeable into equity instruments and/or share option programmes or other share allocations to the 2 executive directors and to the staff members of NPM/CNP and its related companies.

Before implementing this new programme, which will have to be compatible with the existing own share buy-back programme in force, NPM/CNP will publish all the additional information required by the regulations.



6. Annual stock option plan under the terms of which the two executive directors and the staff members of NPM/CNP and of related companies can acquire existing NPM/CNP S.A. shares

6.1. Proposal for approving the principle of an annual share option plan under the terms of which the two executive directors and the staff members of NPM/CNP and of related companies can acquire existing NPM/CNP S.A. shares.

6.2. Proposal for capping the number of underlying NPM/CNP shares to be attributed in 2008 at two hundred thousand (200,000).

7. Early exercise of share options in the event of change of control over the company

Proposal for approving, in accordance with article 556 of the Code on Companies, any clause granting the beneficiaries of the company's share options the right to acquire company shares without having to respect the share exercise period in the event of a change of control over the company, including in the stock option plan that the company would like to establish in the course of 2008 and in any agreement concluded between the company and the beneficiaries relating to the share option plan referred to above.

8. Miscellaneous

Extracts[1] from the agenda of the extraordinary general meeting that will be held on Thursday, 17 April 2008 at 9 a.m., at the company's head office, located at 6280 Gerpinnes (Loverval), rue de la Blanche Borne, 12.

1. Cancellation of own shares

Cancellation of the own NPM/CNP shares acquired in accordance with article 620, §1 of the Code on Companies.

- proposal for a decision to cancel nine hundred and seventy nine thousand seven hundred and eighty two (979,782) own shares of the company NPM/CNP; (...)[1]

2. Suppression of the provisions relating to the authorisations expiring in 2007

(...)[1]

3. Updating of the temporary measures under article 10

Updating of the temporary measures under article 10 of the articles of association to ensure their compliance with the current legislation in force and with the decision of the board of directors of 6 March 2008 relating to the suppression of bearer shares.

- proposal to decide on the replacement of article 10 of the articles of association relating to temporary measures with the following text :

"Temporary measures

"1. As from the first of January two thousand and nine, the company's shares shall be registered or paperless, according to the wishes of the shareholder. As from such date, the exercise of the rights relating to the existing bearer shares not converted into paperless or registered shares shall be suspended up until their conversion into one of the two abovementioned forms.

"2. Up until the thirty first of December two thousand and eight, holders of bearer shares may at any time request the conversion of the bearer shares into registered or paperless shares at their cost."

"3. As they are registered in security accounts, the bearer shares shall be automatically converted as of right and without cost into paperless shares.

4. Declaration of shareholdings – Capital

Modification of article 13ter to ensure compliance with the law of 2 May 2007 relating to the advertising of significant shareholdings in issuers whose shares are admitted for trading on a regulated market and carrying various provisions and its Royal Decree of enforcement of 14 February 2008

- proposal to decide on the replacement of article 13ter of the articles of association with the following text with entry into effect at the time of the entry into force of the legal provision governing the matter :

"ARTICLE 13ter – ADVERTISING OF SHAREHOLDINGS – CAPITAL

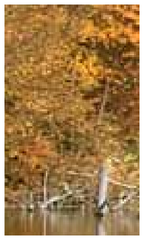
"a) All physical persons or legal entities that own or acquire, whether directly or indirectly, the company's shares granting the voting right must notify it and the Banking, Financial and Insurance Commission of the number of shares and the percentage that they hold when the voting rights relating to these securities reach the quota of two percent (2%) or more of the total voting rights existing at the time of the realisation of the situation giving rise to the declaration.

"The same notification must be given in the event of additional acquisition, whether direct or indirect, of the shares mentioned in the first paragraph when, following this acquisition, the voting rights relating to the shares that this person/entity owns reach or exceed a quota of three percent (3%), of four percent (4%), of five percent (5%), of seven and a half percent (7.5%), of ten percent (10%), of fifteen percent (15%), of twenty percent (20%) and so on in blocks of five (5) percentage points, of the total existing voting rights at the time of the realisation of the situation giving rise to a notification." (...)[1]

5. Powers to grant (...)[1]

(1) The complete agenda of the ordinary and extraordinary general meetings is available on the company's web site www.npm-cnp.be.
(2) The curriculum vitae of each of the four persons whose appointment as director is proposed to the general meeting can be consulted on pages 33 and 34 of this report.

Composition of the board of directors



The present section describes the relevant elements regarding the corporate governance of your company. NPM/CNP's Corporate Governance Charter (CG Charter) was updated in March 2008 and is made available to the public on the company's website (www.npm-cnp.be).

Following the general meeting of 17 April 2008, and subject to its approval of the proposed appointments and renewals of mandates, the board will be composed of 12 directors.

In accordance with the rules enacted by the CG Charter, the distribution of the twelve seats is as follows: four seats, including the chairmanship, allocated to controlling family shareholders, two seats reserved for the family's historical partner, BNP PARIBAS, two for the executive directors and four seats allocated to non-executive independent directors.

At the beginning of 2008, Mr Philippe WILMES submitted his resignation to the board of directors, which accepted it. It will be effective as from the end of the general meeting of 17 April 2008. By mutual agreement, the directors' mandates of Mr Jacques FOREST and Mr Henri MESTDAGH, which expire at the end of the ordinary general meeting of 17 April 2008, will not be renewed. The board of directors would like to thank Messrs WILMES, FOREST and MESTDAGH for their cooperation and their active participation as directors and members of the various committees.

The board of directors, on a proposal by the nominations and remunerations committee and in line with the rules of the CG Charter, will submit to the general meeting of 17 April 2008 the applications of Messrs. Jean-Pierre HANSEN and Robert CASTAIGNE as independent directors for a 4-year period.

BOARD OF DIRECTORS

Directors [1]	Nomination	Renewal	Expiry	Main mandate or function
Executive directors				
Gilles SAMYN, Vice Chairman [3]	1988	2008	2012	Managing director (Chief Executive Officer)
Victor DELLOYE	1994	2006	2009	Director and general counsel
Non-executive directors representing dominant shareholders [2]				
Gérald FRÈRE, Chairman	1988	2007	2011	Managing director of FRÈRE-BOURGEOIS
Jean CLAMON	1988	2006	2009	General manager at BNP PARIBAS
Thierry DORMEUIL	1994	2007	2011	Manager of the Corporate Finance Department of the BNP PARIBAS Group
Christine FRÈRE-HENNUY [3]	2005	2008	2012	Director of FRÈRE-BOURGEOIS
Ségolène GALLIENNE	1998	2006	2009	Director of ERBE
Thierry de RUDDER [4]	1988	2006	2009	Managing director of GROUPE BRUXELLES LAMBERT
Non-executive independent directors				
Robert CASTAIGNE [5]	2008	-	2012	Chief Financial Officer and member of the Executive committee of TOTAL
Pierre-Alain DE SMEDT	1997	2006	2009	Company director (ALCOPA, AVIS EUROPE, BELGACOM, DECEUNINCK, VALEO)
Jean-Pierre HANSEN [5]	2008	-	2012	Vice Chairman and managing director of ELECTRABEL and Vice Chairman of the Executive committee and Senior Executive Vice Chairman of SUEZ, in charge of operations
Siegfried LUTHER	2007	-	2011	Chairman of the board of directors of RTL Group

(1) The directors are categorised on the basis of the nomenclature produced by the board of directors on the proposal of the nominations and remunerations committee.

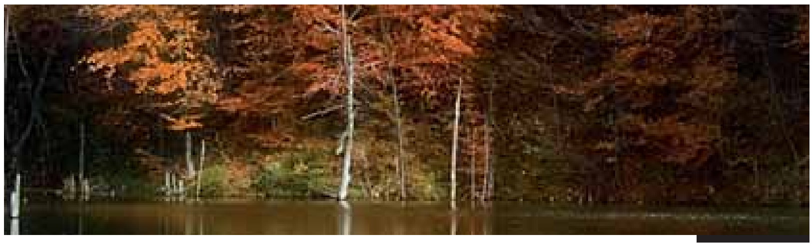
(2) This category includes representatives of different direct or indirect shareholders who do not make up a uniform group.

(3) The directors' mandates of Mrs Christine FRÈRE-HENNUY and of Mr Gilles SAMYN will expire at the end of the ordinary general meeting of shareholders of 17 April 2008. As these directors are re-electable, the board, on the proposal of the nominations and remunerations committee and in accordance with the rules of the CG Charter, will propose that the meeting rules on the renewal of these directors' mandates.
During its meeting of 6 March 2008, the board of directors decided to renew Mr Gilles SAMYN's function as the director in charge of day to day management, CEO and Vice Chairman of the company for the rest of his mandate, subject to his re-election by the general meeting of 17 April 2008.

(4) When he was appointed in 1988, Mr Thierry de RUDDER represented GBL, which was an indirect shareholder in NPM/CNP through its shareholding in FIBELPAR (at the time a shareholder of NPM/CNP). Although Mr Thierry de RUDDER is managing director of GBL, a subsidiary of NPM/CNP, it was decided not to include him as one of the executive directors, as GBL does not fall within NPM/CNP's restricted consolidation perimeter, but as one of the non-executive directors representing dominant shareholders, owing to his links with the FRÈRE family (cfr page 35).

(5) Subject to the approval of the general meeting of 17 April 2008.

Presentation of the directors



Gérald FRÈRE, Chairman of the board of directors

Non-executive director representing dominant shareholders

Born on 17 May 1951, Belgian

After studying in Switzerland, Mr Gérald FRÈRE joined the family company, the FRÈRE-BOURGEOIS group, of which he is currently managing director. He is also the Vice Chairman of the board of directors of PARGESA HOLDING, as well as the Chairman of the permanent committee and managing director of GROUPE BRUXELLES LAMBERT. He is also Chairman of the board of directors of RTL TVi, a director of ERBE, SUEZ-TRACTEBEL, and of CORPORATION FINANCIÈRE POWER. In addition, he is a Member of the board of BANQUE NATIONALE DE BELGIQUE and of the Supervisory board for Financial Services (Belgium).

Gilles SAMYN, Vice Chairman of the board of directors and managing director (CEO)

Executive director

Born on 2 January 1950, holds dual Belgian and French nationality

Mr Gilles SAMYN graduated in Commercial Engineering from the Solvay Business School (Université Libre de Bruxelles) where he has held scientific and academic functions since 1970.

He started his career with the MOUVEMENT COOPÉRATIF BELGE in 1972 before joining the GROUPE BRUXELLES LAMBERT at the end of 1974. After branching out on his own for one year, in 1983 he joined the FRÈRE-BOURGEOIS group.

Mr Gilles SAMYN is currently managing director of FRÈREBOURGEOIS and ERBE. He is also the Chairman, a director and/or a member of various committees in a number of companies in which the NPM/CNP Group holds direct or indirect shareholdings (PARGESA HOLDING, GROUPE BRUXELLES LAMBERT, TRANSCOR ASTRA GROUP, GROUPE FLO, ENTREMONT ALLIANCE, GRUPPO BANCA LEONARDO, etc.).

Robert CASTAIGNE, director

Independent non-executive director

Born on 27 April 1946, French

Mr Robert CASTAIGNE is a graduate of the École Centrale in Lille and of the École nationale supérieure du pétrole et des moteurs. He also holds a doctorate in economics (Université de Paris 1 – Panthéon Sorbonne).

He started his career with TOTAL in 1972 where he held positions as an engineer then as departmental head within the economic division up until 1977. Between 1977 and 1985 he seconded the head of the exploration-production subsidiaries then moved on to become head of the gas-diversification subsidiaries within the Group's financial division. Between 1985 and 1990 he held the functions of Secretary of the Executive committee and chargé de mission reporting to the President. From 1990 to 1994 he was Vice Chief Financial Officer and Member of the Steering committee.

In 1994, he was appointed Chief Financial Officer and Member of the Executive committee of TOTAL S.A..

Mr CASTAIGNE is also Chairman of the Board of directors of TOTAL CHIMIE and of TOTAL NUCLEAIRE, director of HUTCHINSON, SANOFI-AVENTIS and of various subsidiaries of the TOTAL group .

Jean CLAMON, director

Non-executive director representing dominant shareholders

Born on 10 September 1952, French

Mr Jean CLAMON is an engineer, a graduate of the Ecole Centrale in Paris. Having started with Paribas in 1976, he has spent most of his career within the Group's Management Division and headed up this division until July 1994. He has gone on to fill various management positions including that of Chief Financial Officer of PARIBAS, and of BNP PARIBAS as from 1999.

Mr Jean CLAMON is currently General Manager at BNP PARIBAS and a director of various other companies including the BNP PARIBAS LEASE GROUP, CETELEM, ARVAL SERVICE LEASE, CASSA DE RISPARMIO DI FIRENZE and ERBE. He is also a member of GALERIES LAFAYETTE's supervisory board.

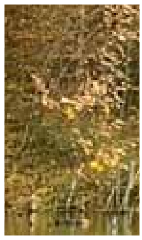
Victor DELLOYE, director and general counsel

Executive director

Born on 27 September 1953, Belgian

Mr Victor DELLOYE graduated in Law from the Catholic University of Louvain and holds a Masters in Fiscal Sciences (ESSF- Brussels). Since the academic year 1989-1990, he is guest lecturer for the Masters in Fiscal Management at Solvay Business School (ULB).

He joined the FRÈRE-BOURGEOIS group in 1987. Mr Victor DELLOYE is a director of PARGESA HOLDING, GROUPE BRUXELLES LAMBERT, GB-INNO-BM, FRÈRE-BOURGEOIS and other companies within the Group.



Pierre-Alain DE SMEDT, director

Independent non-executive director

Born on 4 April 1944, Belgian

Mr Pierre-Alain DE SMEDT graduated in Commercial Engineering from Solvay Business School (Université Libre de Bruxelles). He was Chairman of AUTOLATINA, the jointventure between VAG and FORD in Latin America, as well as of Volkswagen in Brazil and in Argentina, before taking over the Presidency of SEAT. He was the Deputy managing director of RENAULT between 1999 and 2004.

Mr Pierre-Alain DE SMEDT is currently a director of BELGACOM, VALEO, DECEUNINCK and ALCOPA and Chairman of FEBIAC (Fédération belge de l'Industrie de l'Automobile et du Cycle).

Thierry DORMEUIL, director

Non-executive director representing dominant shareholders

Born on 2 January 1960, French

Mr Thierry DORMEUIL is a graduate of the Institut National Agronomique (Paris) and of the Institut d'Etudes Politiques (Paris). He has spent his entire career at PARIBAS, which has since become BNP PARIBAS. He first held the position of Deputy Manager within the Internal Financial Services of the PARIBAS Group (Group Management) before heading up the Group's Management.

Since 1998, Mr Thierry DORMEUIL is the manager of the consumer goods, construction materials and oil and gas sectors of the BNP PARIBAS Corporate Finance Department and is a permanent representative of BNP PARIBAS on the COFIROUTE board of directors.

Christine FRÈRE-HENNUY, director

Non-executive director representing dominant shareholders

Born on 1 July 1946, Belgian

Mrs Christine FRÈRE-HENNUY is a director of FRÈREBOURGEOIS, ERBE and other companies within the family group. She is also a director of the FONDS CHARLES-ALBERT FRÈRE and a member of a number of charity associations.

Ségolène GALLIENNE, director

Independent non-executive director

Born on 7 July 1977, Belgian

Mrs Ségolène GALLIENNE holds a Bachelor of Arts Degree in Business and Economics from the Vesalius College in Brussels.

She has served as Public Relations Manager with BELGACOM and DIOR FINE JEWELRY. She is a director of PARGESA HOLDING and ERBE.

Jean-Pierre HANSEN, director

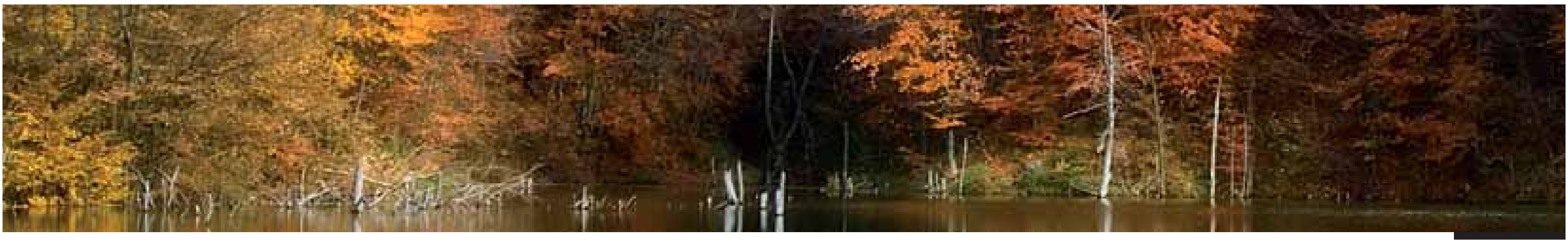
Independent non-executive director

Born on 25 April 1948, Belgian

Mr Jean-Pierre HANSEN graduated from the University of Liège in electrical engineering, holds a degree in economics from the University of Paris II and a doctorate in engineering from the University of Paris-VI.

After working as a research engineer, he served as an energy advisory with the Belgian Ministry for Economic Affairs (1974-1975). In 1975 he started working for the electricity and gas industry. Since 1 January 2005, Mr Jean-Pierre HANSEN is Vice-Chairman and CEO of ELECTRABEL, a role he previously held from 1992 and 1999. He is currently Chairman of the Strategic committee of ELECTRABEL, CEO of SUEZ-TRACTEBEL, Chairman of FLUXYS and FABRICOM and Vice Chairman of the Executive committee and Senior Executive Vice-President of SUEZ with responsibility for Operations.

He is also a director of SUEZ ENERGY SERVICES, SUEZ ENVIRONNEMENT, ELECTRABEL CUSTOMER SOLUTIONS, DISTRIGAZ, AGBAR, ACEA, and ARCELOR. He further holds the position of Vice-Chairman of the Federation of Belgian Enterprises and is a guest professor at the Catholic University of Louvain and at the École Polytechnique (Paris).



Siegfried LUTHER, director

Independent non-executive director

Born on 5 August 1944, German

Mr Siegfried LUTHER graduated as a doctor of Law from the University of Münster (Germany).

In 1974, he joined the BERTELSMANN group and was its Chief Financial Officer until 2005. He is currently Chairman of the board of directors of RTL GROUP (Luxemburg) and is also a member of the supervisory board and of various committees within several German companies (EVONIK INDUSTRIES, INFINEON TECHNOLOGIES, WINTERSHALL HOLDING, WESTLB). He is also director of the REINHARD MOHN VERWALTUNGSGESELLSCHAFT.

Thierry de RUDDER, director

Non-executive director representing dominant shareholderss

Born on 3 September 1949, holds dual Belgian and French nationality

Mr Thierry de RUDDER graduated in Mathematics from the University of Geneva and the Université Libre de Bruxelles and holds an MBA from the Wharton School in Philadelphia.

He started his career in the United States, joining CITIBANK in 1975. He held various functions with the company in New York then in Europe. In 1986, he joined the GROUPE BRUXELLES LAMBERT and became its managing director in 1993. He is also a director of SUEZ, IMERYS, TOTAL and of various subsidiaries of GROUPE BRUXELLES LAMBERT.

Family ties

Mrs Christine FRÈRE-HENNUY is the wife of Baron FRÈRE, who has two children, Mr Gérald FRÈRE and Mrs Ségolène GALLIENNE (cfr section «Information on the shareholding structure» p.42).

Mr Thierry de RUDDER is Mr Gérald FRÈRE's brother in law.

Independent directors

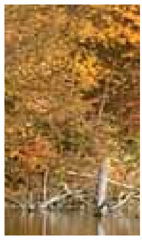
The ordinary general meeting of 17 April 2008 will be invited to rule on the appointment of Messrs. Robert CASTAIGNE and Jean-Pierre HANSEN as directors and to acknowledge their independent status.

The board of directors has ruled that Messrs. Robert CASTAIGNE and Jean-Pierre HANSEN satisfied the rules of independence in accordance with article 524 of the Code on Companies and the rules of the CG Charter.

Messrs CASTAIGNE and HANSEN formally declared their independence from the company

Consequently, subject to its approval of the proposals made to it, at the end of the Ordinary general meeting of 17 April 2008, the following directors shall be considered as independent:

- Pierre-Alain DE SMEDT;
- Robert CASTAIGNE;
- Siegfried LUTHER;
- Jean-Pierre HANSEN.



Report on the activities of the board of directors

During 2007, the board of directors met 8 times with a 75% attendance rate by the directors.

During its meetings, the board of directors' main tasks were:

- the closing of the interim accounts;
- the monitoring of the company's strategy and the evolution of shareholdings;
- the discussion and/or the approval of several acquisition or disposal proposals, including the acquisition of a shareholding in AFFICHAGE HOLDING, GO VOYAGES, IBERDROLA, FIDENTIA, DI, and IRIS and the disposal of shareholdings in RIEUSSEC and of part of the shareholding in DISTRIPLUS, in IBERDROLA, etc.*;
- the discussion and the approval of the change in the Group's indebtedness policy;
- preparation for the Ordinary general meeting of 19 April 2007;
- the study and approval of the own-share buy-back programme authorised by the general meeting and the determination of its terms and conditions;
- the study and implementation of the annual share option scheme granted to the company's personnel** subject to the approval of the annual general meeting of shareholders;
- corporate governance issues (the appointment or the renewal of the mandate of certain directors, modification of certain articles in the corporate governance charter, evaluation of the interaction between executive management and the board of directors, etc.);
- approval of the donations policy and of the company's social integration.

During 2007, the board of directors and the committees carried out an evaluation of their size, their composition, their operation and their interaction with executive management. This did not lead to any recommendations designed to change their operation.

* The operations referred to are described in the management report (pages 14 to 16).

** The terms and conditions of the annual stock option scheme set up in 2007 can be found on p. 47 of this report.

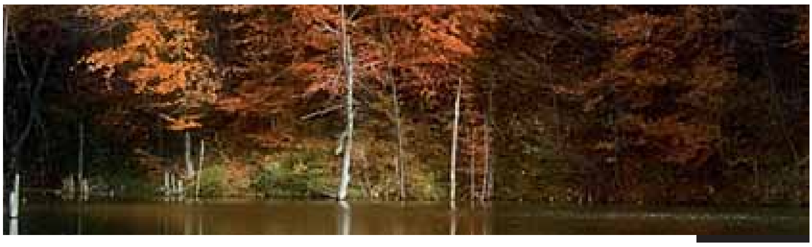
INDIVIDUAL DIRECTORS' ATTENDANCE RATES

Directors	Board of directors	Audit committee	Nominations and remunerations committee
Gérald FRÈRE, Chairman	100%	-	100%
Gilles SAMYN, Vice Chairman Chief Executive Officer	100%	-	-
Victor DELLOYE, director - general counsel	100%	-	-
Jean CLAMON	37.5%	-	-
Pierre-Alain DE SMEDT	62.5%	100%	100%
Thierry DORMEUIL	100%	100%	-
Jacques FOREST	75%	100%	-
Christine FRÈRE-HENNUY	75%	-	-
Ségolène GALLIENNE	100%	-	-
Siegfried LUTHER (1)	83.3%	100%	(2)
Henri MESTDAGH	62.5%	-	-
Thierry de RUDDER	62.5%	-	-
Philippe WILMES	37.5%	-	-
TOTAL	**75%**	**100%**	**100%**

(1) Mr Siegfried LUTHER is a director of the company and member of the nominations and remunerations committee and of the audit committee since his appointment by the annual general meeting of 19 April 2007.

(2) In 2007, no meeting of the nominations and remunerations committee took place after the appointment of Mr Siegfried LUTHER.

Reports on the activities of the committees



Audit committee

The audit committee meets prior to each meeting of the board of directors ruling on issues relevant to its competences and reports on its work to the board. As part of its mission, it periodically meets with the auditors.

During 2007, the committee met 6 times.

The audit committee rules on the following points:

- the review of the draft accounts and, in particular, the need to record any impairment loss on the Group's assets;
- the content of the documents relating to the communication of the financial results,
- the monitoring of risks.

The auditors participated, partially or totally, four times in the meetings of the audit committee within the framework of the review of the annual accounts (both restricted consolidation and IFRS) and of the half-yearly accounts.

The audit committee did not entrust additional work to the auditors in the course of 2007.

Composition:

- Thierry DORMEUIL, Chairman
- Robert CASTAIGNE (subject to the approval of his appointment as an independent director by the general meeting of 17 April 2008)
- Pierre-Alain DE SMEDT
- Jacques FOREST (until 17 April 2008)
- Siegfried LUTHER

Nominations and remunerations committee

During 2007, this committee met twice and reported on its work to the board of directors.

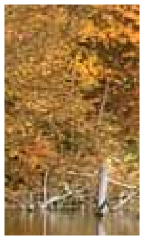
During its meetings, the nominations and remunerations committee

- proposed;
  - the renewal of the mandates of Messrs. Gérald FRÈRE as Chairman of the board of directors and Thierry DORMEUIL as director.
  - the appointment of Mr Siegfried LUTHER as an independent director and as a member of the audit committee and of the nominations and remunerations committee.
- took note of the resignation of Mr Philippe HUSTACHE;
- proposed the corporate governance charter to be compliant with the recommendations of the Belgian Corporate Governance Code by increasing the duration of the directors' mandates from three to four years;
- analysed the progress of the stock option scheme 2003/2013 and gave its agreement to the setting up of an annual stock option scheme for 2007;
- evaluated the adequacy of its own rules.

Composition:

- Gérald FRÈRE, Chairman
- Pierre-Alain DE SMEDT
- Jean-Pierre HANSEN (subject to the approval of his appointment as an independent director by the general meeting of 17 April 2008)
- Siegfried LUTHER

Remuneration of directors



Each of the directors annually receives a fixed basic gross remuneration of EUR 15,000 ; non-executive directors who are members of board committees receive an additional gross remuneration of EUR 10,000. The Chairman of the board of directors annually receives an additional gross remuneration of EUR 15,000.

The gross remuneration granted to the board members for the financial year 2007 is presented in the table below.

(gross EUR)

Directors	Board of directors	Nominations and remunerations committee	Audit committee	Total
Gérald FRÈRE, Chairman	30,000	10,000	-	40,000
Gilles SAMYN, Vice Chairman –Chief Executive Officer (1)	15,000	-	-	15,000
Victor DELLOYE, director - general counsel (1)	15,000	-	-	15,000
Jean CLAMON	15,000	-	-	15,000
Pierre-Alain DE SMEDT	15,000	10,000	10,000	35,000
Thierry DORMEUIL	15,000	-	10,000	25,000
Jacques FOREST	15,000	-	10,000	25,000
Christine FRÈRE-HENNUY	15,000	-	-	15,000
Ségolène GALLIENNE	15,000	-	-	15,000
Philippe HUSTACHE (2)	5,000	3,333	-	8,333
Siegfried LUTHER (3)	10,000	6,667	6,666	23,333
Henri MESTDAGH	15,000	-	-	15,000
Thierry de RUDDER	15,000	-	-	15,000
Philippe WILMES	15,000	-	-	15,000
Total	**210,000**	**30,000**	**36,666**	**276,666**

(1) This table only gives the emoluments received by the executive directors for the fulfilment of their functions as directors. The remuneration received by the executive directors may be consulted on page 40.

(2) The mandate of Mr Philippe HUSTACHE expired during the annual general meeting of shareholders of 19 April 2007 and was not renewed.

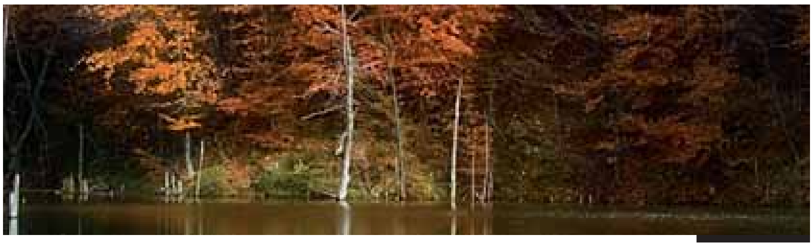
(3) Mr Siegfried LUTHER is a director of the company and member of the nominations and remunerations committee and of the audit committee since his appointment by the ordinary general meeting of 19 April 2007.

Remuneration and other benefits granted in 2007 to the non-executive directors by other companies belonging to the Group.

The amounts shown in the table above do not include sums that may have been received by the company's directors for positions held in other entities belonging to the Group, in which they perform executive duties independently from their duties as NPM/CNP directors.

Mr Gérald FRÈRE received a gross remuneration from AGESCA NEDERLAND in the amount of EUR 12,500. The remunerations received respectively by Mrs Ségolène GALLIENNE and Mr Gérald FRÈRE as payment for their duties within PARGESA may be consulted in this company's Annual Report. The total remuneration received by Messrs. Gérald FRÈRE and Thierry de RUDDER for the fulfilment of their functions within GBL may also be consulted in this company's Annual Report. The other non-executive directors do not receive remuneration or other benefits from companies belonging to the NPM/CNP Group.

Executive management



Composition of the executive management

The Executive Management is composed of the executive members of the board of directors and of three officers.

Members of the Executive Management

Gilles SAMYN **Managing director**	Chief Executive Officer
Victor DELLOYE **Director**	General counsel
Roland BORRES	Chief Financial Officer
Maximilien de LIMBURG STIRUM	Officer in charge of Shareholdings
Michel LOIR	Officer in charge of Treasury and Market Operations

Remuneration of the executive management

The remuneration policy of the executive directors and of the executive management is described in the CG Charter and in particular appendix 7 thereof.

To summarise, the remuneration of the Group's executive directors and executive managers is based on 7 pillars:

- a fixed basic remuneration being the fundamental element of the remuneration;
- a variable remuneration linked to long-term performances;
- a long-term incentive scheme (stock option scheme);
- a pension scheme;
- severance pay;
- various fringe benefits, mainly a company car and health insurance;
- as well as training and education "credits".

The fixed remuneration was reviewed in 2006 for the period 2006-2009 with reference to the top remuneration bracket of the comparables chosen, in view of the long-term performance of the NPM/CNP share, compared with the evolution of the other companies making up the BEL 20 or the CAC 40.

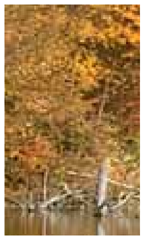
As from 2010, the intervals between the periodical reviews of the remuneration of the executive management will be reduced to 3 years.

The remuneration system remains basically fixed, with an appropriate share linked to long-term performance. Indeed, the principle chosen for the future is to set the minimum remuneration in line with the market average, the top remuneration bracket being chosen only if the performances of NPM/CNP over 10 years in 2009 are in the top third (CAC 40) or quartile (BEL 20) of the comparables. NPM/CNP does not pay any annual variable remuneration.

The remuneration received by the executive directors solely for fulfilling their duties as directors is presented in the section "remuneration of directors" (cfr page 38) and in the table on page 40.

The staff and the executive managers also benefit from a pension scheme that will guarantee them, at the age of 62 and after a 35 year career (28 years for the executive directors and some officers), a capital providing an annuity equal to a percentage of the highest fixed annual remuneration allocated before the age of 57; this percentage is on a sliding scale in bands.

As two members of executive management have reached the 28 year ceiling fixed by the pension scheme, they benefit, for the subsequent years, from a supplementary defined contribution system.



The remuneration for 2007 of the CEO, the executive directors and the executive managers breaks down as follows:

(GROSS EUR)	Gilles SAMYN Chief Executive Officer	Total for the executive directors	Total for the executive management
Fixed remuneration paid by the entities of the NPM/CNP Group	**1,198,372**	**1,855,776**	**2,838,863**
Breakdown of the fixed remuneration paid by			
- NPM/CNP itself	53,945	110,904	186,111
including remuneration received for the position as director	15,000	30,000	30,000
- companies consolidated proportionally or globally	1,016,415	1,616,859	2,496,739
- equity-accounted companies	128,012	128,012	156,013
Variable remuneration	-	-	-
Other benefits	12,703	14,973	21,193
Total remuneration excluding pension and insurance	1,211,075	1,870,749	2,860,057
taking into account the consolidation and equity-accounting percentages	1,036,774	1,672,302	2,633,020
Pension charges*	396,859	655,596	1,048,028
Insurance (accident – disability – medical care – death)	185,344	252,610	357,810
Share options **	240,350	344,077	472,313

* The actual payments are higher (1,572,917, 2,148,835 and 2,899,048 respectively) but were recognised during previous financial years; the actual payments are in fact subject to alternating low amounts and high amounts, given the periodical adjustment of remunerations.

** Figures corresponding to the taxable profit resulting from the granting of stock options in the course of the financial year.

The amount of the remuneration received directly or indirectly by the members of the executive management includes the remuneration in return for mandates held in the companies where they represent NPM/CNP.

Long-term value creation and profit sharing was based on a stock ownership plan set up in 1998 and was converted in December 2003 into a stock option scheme within the meaning of the law of 26 March 1999. This covers 3,972,600 shares, 2,805,000 of which have been allocated to the Executive Management (and 1,890,000 of which to the two executive directors and 1,260,000 of which to the CEO). As at 31 December 2007, this plan still covered 2,973,051 shares of which 2,386,851 allocated to the executive management, 1,817,836 to the two executive directors and 1,209,591 to the CEO.

In 2007, an annual stock option scheme allowing the allocation of options to the two executive directors and to the members of staff of the NPM/CNP Group was approved by the annual general meeting of shareholders of 19 April 2007. The beneficiaries of this scheme were offered – and duly accepted – 132,422 options. The executive management was granted 99,059 NPM/CNP stock options, 50,409 for the Chief Executive Officer and 21,755 for the director – general counsel. The options were granted free of charge and the exercise price of the option was fixed, in accordance with the law, at EUR 47.68.

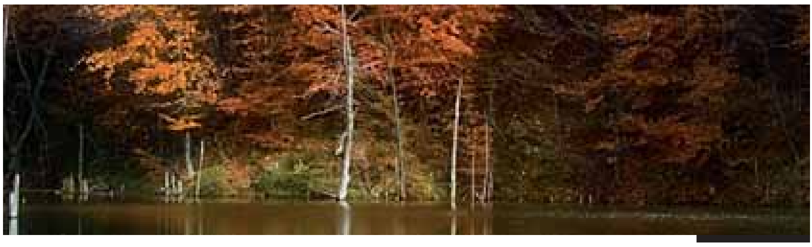
An annual stock option scheme allowing the allocation of a maximum number of 200,000 options to the two executive directors and to the members of staff of the NPM/CNP Group will be submitted for the approval of the annual general meeting on 17 April 2008 (see pages 30 and 31).

Main contractual provisions relating to the hiring and departure of executive directors

In the event of early departure, except in the case of gross negligence or fraud, the executive directors shall receive severance pay corresponding to X/12^{ths} of the total annual remuneration according to the grid below:

1,5/12th per year of service for the first 18 years
1,0/12th per year as from the 19th year

The total limited to 36/12th or three times the annual gross remuneration.



Representation of the company

In accordance with the articles of incorporation, the company is validly bound by the signature of two directors or the signature of the managing director alone in the context of his day–to-day management. The company has delegated this duty of representation mainly to the two executive directors of the board of directors, or, if necessary, the chairman of the board of directors. The board of directors has also delegated special, limited grants of authority to persons chosen from outside the board, in particular to members of the executive management.

Day-to-day management and general management

As indicated by the CG Charter, the board of directors has delegated responsibility for the general and operational management of the company to the CEO. The latter has a great deal of independence, granted by the board of directors, and is responsible for the implementation, monitoring and coordination of the company's strategic orientations, in the operational, financial, administrative and legal, human resources and investment fields.

The CEO is assisted in the fulfilment of his mission by the director and general counsel and by one or several officers depending on the tasks to be accomplished.

Compliance with the provisions of the Belgian Code on Corporate Governance

In accordance with the "Comply or Explain" approach, it respects the Code and complies with its prescriptions, except when the specific characteristics of NPM/CNP, a holding company controlled by a stable shareholder, justify deviations which are duly explained.

It is brought to your attention that NPM/CNP has deviated from article 8.9. of the Belgian Code on Corporate Governance by virtue of which "the threshold beyond which a shareholder may submit proposals to the general meeting may not exceed 5% of the capital". NPM/CNP believes that it complies with the spirit of the Belgian Code on Corporate Governance by allowing shareholders to ask any questions regarding the accounts and strategy at the general meeting. It believes that the general meeting of shareholders, owing to the restricted number of shareholders who participate, is a privileged forum allowing discussion and dialogue between managers and shareholders.

The board of directors of 6 March 2008 made a few modifications to the Corporate Governance Charter without deviating from the principles of the Belgian Code on Corporate Governance (the full text, thus modified is available on the company's website) :

As regards the CG Charter itself:

- Updating of certain factual elements (structure of the Group, etc.).

As regards appendix 1 (Terms of reference of the board of directors):

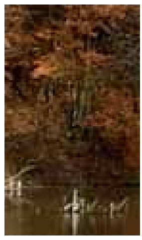
- modification of the deviation from the limit to the maximum number of 5 directors' mandates : the deviation currently relates to cases where the director accumulates mandates in related listed companies or in which the company has a significant shareholding.

Relations with dominant shareholders and/or directors

NPM/CNP's board of directors has not been made aware of any shareholders' agreement relating to NPM/CNP shares.

The company has been informed that an agreement exists between FRÈRE-BOURGEOIS and BNP PARIBAS, according to which all the important decisions concerning ERBE, its shareholdings and its subsidiaries controlled solely or jointly with the FRÈRE-BOURGEOIS group, with the exclusion of PARJOINTCO and its subsidiaries PARGESA HOLDING, GBL and their subsidiaries and assets, will be taken by the FRÈRE-BOURGEOIS group after concertation with BNP PARIBAS SA. This agreement has no impact on the exclusive control exercised by the FRÈRE-BOURGEOIS group on ERBE SA and its subsidiaries (including NPM/CNP and its subsidiaries). BNP PARIBAS SA held, at 1 September 2007, directly or via exclusively controlled subsidiaries 47.01% of the shares with voting right in ERBE SA, and 1.47% of the shares with voting right in NPM/CNP.

All transactions between the companies within the NPM/CNP Group and the dominant shareholders, and persons connected with them, that fall within the competency of the board of directors, are audited by the company auditor and the audit committee. In the event of conflict of interests, transactions or decisions are subject to the rules set out by articles 523 and 524 of the Belgian Code on Companies and by the CG Charter.



Information on the shareholding structure

By virtue of article 74, paragraph 7, of the law of 1 April 2007 relating to takeover bids, on 20 February 2008, the company received a communication from its controlling shareholders relating to their shareholding in NPM/CNP as at 1 September 2007, the main terms and conditions of which are given below. The full text of the statement can be consulted on the company's website.

According to this law, shareholders who hold 30% or more of a listed company are dispensed from the obligation to launch a takeover bid on this company on the condition that they have registered their shareholding on the date of the entry into force of the law (i.e. 1 September 2007) with the Banking, Finance and Insurance Commission (CBFA) and the company in question on the 21 February 2008 at the latest.

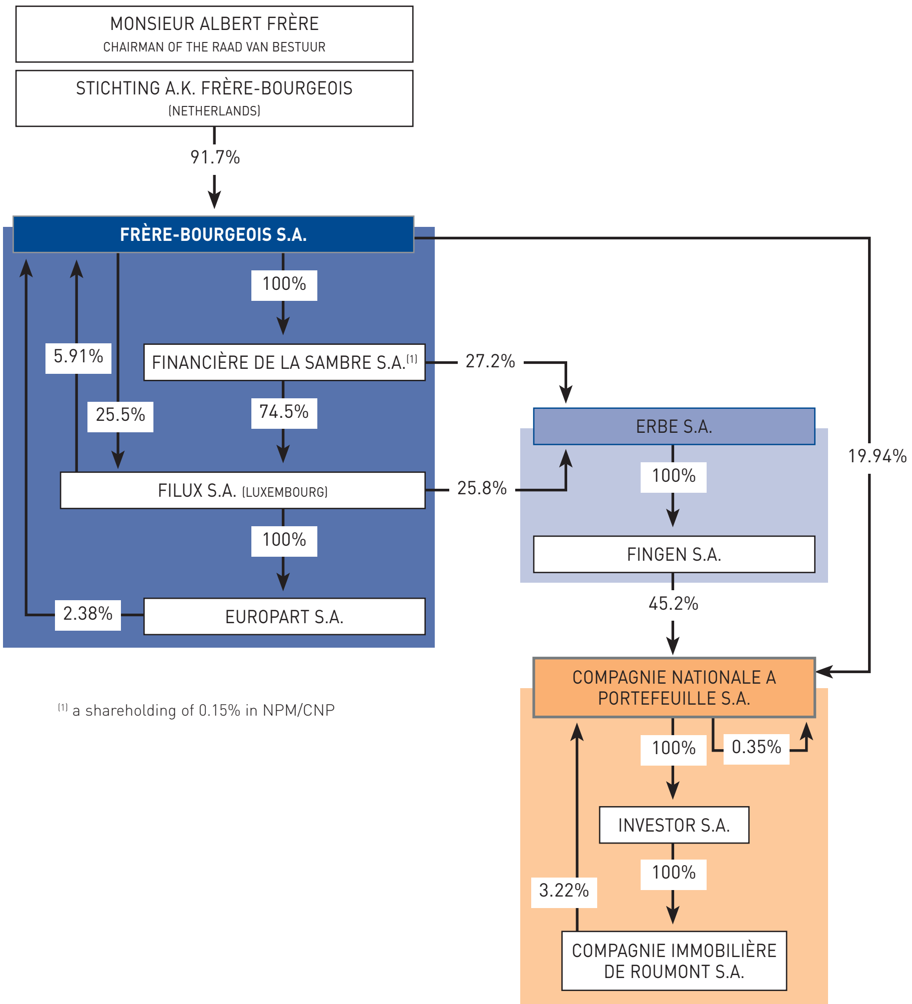
NUMBER AND PERCENTAGE OF SHARES WITH VOTING RIGHT HELD IN CONCERT, AS AT 1 SEPTEMBER 2007, BY THE DECLAREES

Shareholders	Number of shares with voting right held	%
FINGEN	51,159,486	45.20
FRÈRE-BOURGEOIS	22,570,643	19.94
FINANCIÈRE DE LA SAMBRE	169,755	0.15
COMPAGNIE IMMOBILIÈRE DE ROUMONT	3,643,268	3.22
COMPAGNIE NATIONALE À PORTEFEUILLE	391,000	0.35

PHYSICAL PERSON HOLDING, AS AT 1 SEPTEMBER 2007, THE ULTIMATE CONTROL OVER THE DECLARING LEGAL ENTITIES

Mr Albert FRÈRE as chairman of the "Raad van Bestuur" of the Stichting ADMINISTRATIEKANTOOR FRÈRE-BOURGEOIS (Rotterdam – Netherlands)

ORGANISATION CHART AS AT 1 SEPTEMBER 2007



[1] a shareholding of 0.15% in NPM/CNP

Policy relating to conflicts of interest

The company has published, in appendix 5 of the CG Charter, the policy established by the board of directors with regard to transactions and other contractual relationships between the company and its directors and executive managers.

These provisions, in particular article 523 of the Belgian Code on Companies, were applied during the meeting of the board of directors of 20 April 2007 ruling in particular on the granting of options on NPM/CNP shares. In accordance with this provision, the company auditor was informed of this situation and the minutes are published in the annual report on pages 52.

The FRÈRE-BOURGEOIS Group and NPM/CNP have common directors and a joint-subsidiary, in particular the Dutch company AGESCA NEDERLAND. The two Groups are parties to shareholders agreements with third parties relating to certain shareholdings, in particular an agreement with the POWER Group regarding the joint control of PARGESA HOLDING.

Since some of the two groups' companies have registered and administrative offices in the same buildings, some costs, operating costs and services are shared or reinvoiced.

Measures aimed at preventing insider trading and market manipulation

Appendix 6 of the CG Charter presents the measures that express the company' internal policy with regard to preventing market abuses, as defined by the law of 2 August 2002 relating to the monitoring of the financial sector and financial services.

The Compliance Officer ensured that the people affected by these measures were informed of the existence and content of these regulations and of the legislation in the field and has been entrusted with making sure that these rules are followed.

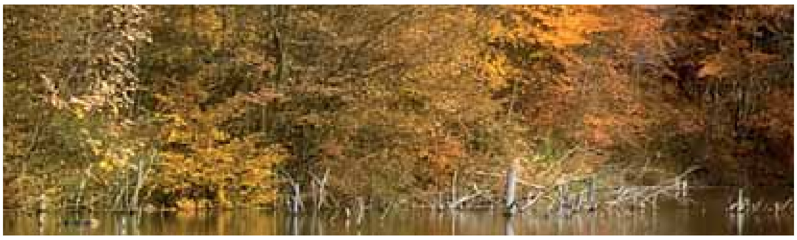
Mechanisms introduced to prevent takeover bids

No specific mechanism has been introduced within the company to prevent a takeover bid. The board of directors did not believe it opportune to ask the general meeting of shareholders to renew, on the one hand, the authorisation to use the authorised capital in accordance with article 607 of the Code on Companies, in the event of the launch of a takeover bid on NPM/CNP and, on the other hand, the authorisation to acquire or alienate own shares when these are necessary to avoid serious and imminent damage. As FRÈRE-BOURGEOIS and its subsidiaries hold over 50% of the shares and of the voting rights of NPM/CNP, the perspective of a takeover bid seems to be highly improbable .

However, it is brought to the attention of the reader that undertakings - applicable in the event of change in the control of NPM/CNP – have been given within the framework of agreements between shareholders and third parties concerning the control of PARGESA HOLDING and of CHÂTEAU CHEVAL BLANC (cfr note 35 on page 132).

It should also be noted that the rules governing the share option schemes granted to staff allows the possibility for holders of options to exercise them in the event of change of control.

ACCOUNT AUDITING



The company auditor's mandate, which was renewed during the annual general meeting of 19 April 2007, lasts for three years and is renewable.

The company's auditor is :

DELOITTE

Reviseurs d'Entreprises S.C. s.f.d. S.C.R.L.

Represented by Mr Eric NYS.

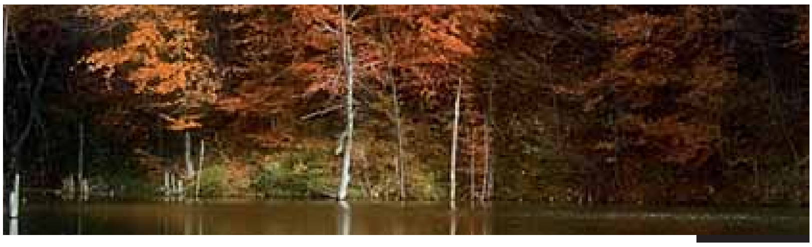
The firm DELOITTE is the auditor of the entire chain of holdings, from FRÈRE-BOURGEOIS down to GBL, as well as of most of the industrial and commercial subsidiaries.

The auditor is also at the disposal of the audit committee to carry out any additional works permitted by law that it considers necessary.

The remuneration of the auditor is based on a fixed fee in the amount of EUR 45,000 excluding VAT per annum fixed by the general meeting of 19 April 2007, allowing it to carry out its statutory audit mission.

This amount does not include the fees paid by NPM/CNP's subsidiaries, nor those relating to any additional services outside the scope of the audit mission. This amount is communicated in the "Legal Notices" section (see page 50). Which also lists the fees paid by the NPM/CNP subsidiaries.

STAFF AND ORGANISATION



Chief Executive Officer
Gilles SAMYN *

General counsel
Victor DELLOYE *

Shareholdings
Gilles SAMYN *
Maximilien de LIMBURG STIRUM *
Sandro ARDIZZONE
Roland BORRES *
Xavier LE CLEF
Frédéric POUCHAIN
Nicolas VAN BRANDT **

Markets
Michel LOIR *
Sandro ARDIZZONE
Étienne COUGNON

Finance and information
Roland BORRES *
Sandro ARDIZZONE
Pascal CLAUSE
Mathieu DEMARÉ
Jacques LAMBEAUX

General services
Jean-Charles d'ASPREMONT LYNDEN
Pascal CLAUSE
Mathieu DEMARÉ
Jean-Marie LABRASSINE
Jacques LAMBEAUX

Compliance Officer
Jean-Charles d'ASPREMONT LYNDEN

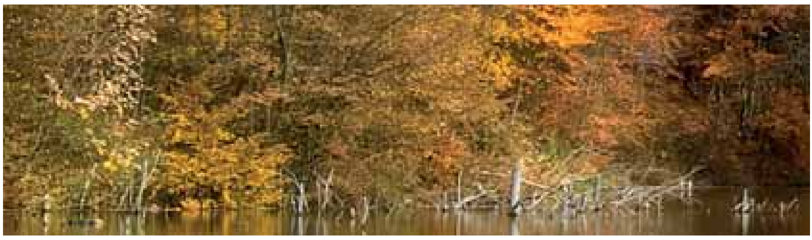
LUXEMBOURG
Marie-Claire CASTELLUCCI
Linda LABIOD

NETHERLANDS
Ernst COOIMAN

Swiss branch
Andrew ALLENDER
Gaël BALLERY

* Members of the executive management.
** Managing director of DISTRIPAR.

From left to right: Mathieu DEMARÉ, Étienne COUGNON, Roland BORRES, Jean-Charles d'ASPREMONT LYNDEN, Jean-Marie LABRASSINE, Nicolas VAN BRANDT, Jacques LAMBEAUX, Gilles SAMYN, Sandro ARDIZZONE, Michel LOIR, Victor DELLOYE, Maximilien de LIMBURG STIRUM, Pascal CLAUSE, Xavier LE CLEF, Frédéric POUCHAIN.



Gilles SAMYN (cfr page 33).

Victor DELLOYE (cfr page 33).

Sandro ARDIZZONE

Born on 19 December 1975, Belgian.

A graduate in Commercial Engineering from Solvay Business School (Université Libre de Bruxelles), he holds a Masters in Fiscal Sciences (ESSF- Brussels) and a diploma in Financial Analysis (BAFA).

He started his career with ARTHUR ANDERSEN and ELECTRABEL and joined NPM/CNP in 2004. He is responsible for the supervision of certain industrial operations and participates to the management of Treasury and Market Operations.

Jean-Charles d'ASPREMONT LYNDEN

Born on 5 May 1957, Belgian

A graduate in Law from the Université Catholique de Louvain, he holds a degree in Economic Law from the Université Libre de Bruxelles and a diploma from the Ecole Supérieure des Sciences Fiscales (ICHEC). He started his career with COOPERS & LYBRAND (1984-91) as a tax specialist. In 1991, he joined NPM/CNP as a legal and fiscal adviser. Since 2006, he is also the company's Compliance Officer.

Roland BORRES

Born on 3 July 1961, Belgian

A graduate in Commercial Engineering from Solvay Business School (Université Libre de Bruxelles), he started his career with ARTHUR ANDERSEN (1984-1987), then held the positions of international auditor and Controller of the Belgian subsidiary with the pharmaceutical group MERCK & Co (1987-1989).

In 1989, he joined NPM/CNP, where he has filled various financial and industrial monitoring positions. Since 2000 he is the company's Chief Financial Officer.

Xavier LE CLEF

Born on 4 August 1976, Belgian

A graduate in Economics from the Université Libre de Bruxelles, he holds an MBA from the Vlerick Leuven Ghent Management School.

Xavier LE CLEF started his career with the consultancy firm ARTHUR D. LITTLE and joined NPM/CNP in 2006, where he is responsible for the supervision of various industrial operations.

Maximilien de LIMBURG STIRUM

Born on 29 April 1971, Belgian

A graduate in Commercial Engineering from Solvay Business School (Université Libre de Bruxelles), he started his career in 1995 at NPM/CNP where, after being entrusted with the supervision of various industrial operations, he was made Officer in charge of Shareholdings in 2003.

Michel LOIR

Born on 28 October 1950, Belgian

Michel LOIR joined the FRÈRE Group in 1974 where he has spent his entire career, first of all with FRÈRE-BOURGEOIS COMMERCIALE and, since 1983, within the financial group then at NPM/CNP, where he held various positions before being appointed Officer in charge of Treasury and Market Operations.

Frédéric POUCHAIN

Born on 17 December 1971, Belgian

A graduate in Commercial Engineering from the Institute of Administration and Management (Université Catholique de Louvain), he holds of a Master of Community of European Management Schools and an MBA from the Graduate School of Business, University of Chicago.

He started his career with EXXON CHEMICAL in Germany. He joined McKINSEY & COMPANY in 1998 before moving to NPM/CNP in 2001, where he is entrusted with the supervision of various industrial operations.

Nicolas VAN BRANDT

Born on 24 January 1969, Belgian

A Doctor in Pharmacy, he holds a graduate of the Université Catholique de Louvain and a Special Degree in Management from the Solvay Business School (Université Libre de Bruxelles).

After starting his career as a university assistant and researcher in clinical pharmacokinetics, Nicolas VAN BRANDT then worked within the marketing division of an American pharmaceutical company, before being made general manager of the German subsidiaries of L'OREAL. He then became the chief financial officer of QUICK RESTAURANTS before joining, in June 2007, the NPM/CNP team where in charge of the supervision of the shareholdings held by DISTRIPAR, of which he is the managing director.

Long-term staff and executive directors motivation scheme

The long-term motivation of staff and executive directors is covered by:

- a stock option scheme that runs up until 2013 that still covers 2,973,051 NPM/CNP shares (1,982,700 of which will not be definitively vested until 30/06/2009, except in specific circumstances: death, disability, retirement and, under certain conditions, redundancy)

The options granted within the framework of this scheme entitle the holder to purchase a NPM/CNP share for EUR 16.667 until 3 December 2013.

When set up in December 2003, the share option scheme related to 3,972,600 shares. Of these, 7,200 have been cancelled following personnel movements and 992,349 were exercised.

- an annual stock option scheme set up in 2007 and relating to 132,422 options on NPM/CNP shares.

The options, granted free of charge, entitle the holder to purchase, up until 22 April 2017 at the latest, a NPM/CNP share for EUR 47.68.

Except in specific circumstances (death, disability, retirement and, under certain conditions, redundancy and in the event of a change in control), the remaining rights will only be definitively vested in the holders on 1 May 2008 for the first third, on 1 May 2009 for the second third and 1 May 2010 for the balance.

A new annual stock option scheme allowing for the attribution of a maximum number of 200,000 options to the two executive directors and to the members of staff of the NPM/CNP Group will be submitted to the approval of the general meeting of shareholders of 17 April 2008 (see pages 30 and 31).

Social integration

The NPM/CNP Group has fixed at around EUR 1 million the annual budget allocated to support various projects, associations or institutions within the framework of its "Corporate Social Integration".

Primary Education

The NPM/CNP Group has decided to award the free primary school of La Villette a donation of EUR 300,000 per annum over a maximum of 5 years to help funding a project for a new building to house additional classes. The building will meet the HEQ (High Environmental Quality) construction standards, making it possible to minimise the ecological footprint left by the building on its environment. This type of construction not only guarantees the high quality of the interior air breathed by the pupils but also results in a low consumption of energy, consequently cutting down on both running costs and atmospheric pollution.

University Education: Solvay Business School (SBS – Université Libre de Bruxelles)

The NPM/CNP Group has decided to support the SBS and its project for a future building to house it by awarding the school EUR 1,500,000, payable in a maximum of 5 instalments.

It also supports the alumni of the SBS of the VUB and of the ULB with a donation of EUR 25,000 (plus VAT) per annum.

Fonds Charles-Albert FRÈRE

Since 2000, the NPM/CNP Group has been supporting the initiatives of the FONDS CHARLES-ALBERT FRÈRE, an association formed to help the physically and mentally disabled, the socially disadvantaged and victims of poverty. The NPM/CNP Group has continued to support this association with a EUR 265,000 donation in 2007.

Arts

Building up its own collection, in 2007, the NPM/CNP Group acquired contemporary works of art of a value of EUR 628,500.

Environment

Eager to show our commitment to environmental issues, the NPM/CNP Group has decided that entities that are part of the restricted consolidation perimeter would become "zero CO_2 emission".

In 2007, the head office of your company was equipped with solar panels in order to produce the hot water consumed by its occupants while limiting the use of fossil fuels for this item.

Through its subsidiary TRANSCOR ASTRA GROUP, the NPM/CNP is a founding partner in the "Princess Elisabeth" Antarctic Station set up by the International Polar Foundation (www.polarfoundation.org) headed by Alain HUBERT. This initiative sets out, among others, to analyse the harmful effects of pollution on the environment and to thus help to resolve it. The Group made a contribution of EUR 200,000 to this initiative in 2007 and will make the same contribution in 2008.

The construction of the structure was completed between December and February 2008. The interiors should be completed by early 2009. The polar station will then be the only "zero emission" polar station in operation (www.antarcticstation.org).

ÉLECTRICITÉ DU BOIS DU PRINCE (EBP), a company jointly held by the NPM/CNP Group and AIR ENERGY (see page 76), built in 2007 a park of 11 wind turbines on the commune of Fosses-la-Ville generating 22 MW of power, i.e. the equivalent of the annual consumption of 12,500 households. Put into service during the fall of 2007, this park is currently the largest wind park in operation in Belgium. The production of the park should make it possible to save 22,800 tonnes of CO_2 emissions a year. There are plans to expand this park to 14 or 15 wind turbines over the next few years.

Convinced that every effort makes a contribution to the reduction of the greenhouse effect, the NPM/CNP Group invites the companies it controls to participate in this effort.

1. Application of article 134 of the Code on Companies relating to special auditors' fees.

The Board of directors hereby informs you that DELOITTE received the following special fees in 2007:

(,000 EUR) excluding VAT	NPM/CNP	Fully or proportionally consolidated subsidiaries	Total	Total expenses considering consolidation percentage
DELOITTE				
Statutory duties	45	4,590	4,635	2,823
Other	16	186	202	150
Total	**61**	**4,776**	**4,837**	**2,973**

2. Application of article 624 of the Code on Companies relating to the company's own shares purchased by the company and its direct subsidiaries.

Own shares held by the NPM/CNP Group can be intended:

1. to improve the liquidity of the NPM/CNP share thanks to a market maker's contract, which was entrusted to an independent financial broker. In the course of the financial year 2007, only 16,013 shares were acquired and 15,921 sold within this framework for the average price per share of EUR 48.67 and EUR 48.68 respectively. This contract has been terminated in June 2007.

2. to acquire own shares for the purpose of their cancellation or to hedge commitments towards third parties (debt financial instruments exchangeable into equity instruments, stock option schemes for staff, etc.).

   Via an independent financial institution, NPM/CNP acquires own shares on the stock market, through a buy-back programme, up to the share of the restricted consolidated profit not distributed in the form of a dividend. Within the framework of the authorisation given by the annual general meeting of shareholders of 19 April 2007, a buy-back programme has been implemented in June 2007. It relates to a total amount of some EUR 58 million. Over the financial year 2007, 827,500 shares had been thus purchased at an average unit price of EUR 50.67.

   Since the beginning of the year 2008 and up until 28 March 2008, 236,000 own shares had been acquired within this framework. It will be proposed that the extraordinary general meeting of shareholders of 17 April 2008 cancels 979,782 own shares held by NPM/CNP.

   The ordinary general meeting of shareholders will also be called on to decide on the implementation of a new buy-back programme relating to some EUR 86 million.

   Following the exercise of existing options, a subsidiary of NPM/CNP was required to sell, during the financial year 2007, 992,349 NPM/CNP shares for the unit price of EUR 16.67. Another subsidiary also acquired on the stock market, during the first months of 2007, 226,607 NPM/CNP shares for the average unit price of EUR 48.77.

As at 31 December 2007, NPM/CNP and its subsidiaries held 4,476,768 NPM/CNP shares of a worth EUR 121,845(,000), which comes to an average unit price of EUR 27.22. Out of these, 3,105,473 covered share option schemes in force on this date.

The movements on own shares during the financial year are broken down as follows:

Number of shares held	NPM/CNP [4]	NPM/CNP and subsidiaries [5]	% capital
As at 31 December 2006	**5,908**	**4,414,918**	**3.9%**
Market maker's contract – acquisition [1]	16,013	16,013	
Market maker's contract - sale [1]	-15,921	-15,921	
Acquisitions on the stock market [2]	-	226,607	
Acquisitions on the stock market as part of the buy-back programme [3]	827,500	827,500	
Exercise of options by staff	-	-992,349	
As at 31 December 2007	**833,500**	**4,476,768**	**4.0%**
accounting par value in 000 EUR (EUR 1.12 per share)	932	5,004	

(1) terminated in June 2007

(2) during the first quarter 2007

(3) set up during June 2007, in accordance with the authorisation granted by the AGM of 19 April 2007

(4) the shares acquired by NPM/CNP are intended for cancellation

(5) the shares held by subsidiaries are intended to cover the current and future share option schemes for staff

Acquisition and sale price in thousand EUR	NPM/CNP	NPM/CNP and subsidiaries
As at 31 December 2006	**288**	**86,109**
Market maker's contract – acquisition	779	779
Market maker's contract – sale	-775	-775
Acquisitions on the stock market	-	11,052
Acquisitions on the stock market as part of the share buy-back programme	41,927	41,927
Exercise of options by staff	-	-16,538
Others	-1,304	-709
As at 31 December 2007	**40,915**	**121,845**

3. Application of article 523 of the Code on Companies relating to conflicts of interest between the company and its directors

Article 523 of the Code on Companies had to be applied during the meeting of the board of directors of 20 April 2007. In accordance with this provision, an extract of the minutes of this meeting is published below:

ANNUAL STOCK OPTION SCHEME / DETERMINATION OF THE TERMS AND CONDITIONS OF THE SCHEME AND IN PARTICULAR THE OFFER PRICE

Before discussing this matter, Gilles SAMYN and Victor DELLOYE, executive directors, declare that they have a direct patrimonial interest within the meaning of article 523 of the Code on Companies as beneficiaries of the share option scheme.

In accordance with the legal procedure, they will also inform the company auditor of this conflict of interest.

Gilles SAMYN and Victor DELLOYE cannot participate in the deliberation and in the decision-making process concerning the options that are attributed to them and leave the meeting.

The Chairman reminds the directors that the Annual General Meeting of Shareholders of 19 April 2007 approved the principle of an annual share option scheme under the terms of which the two executive directors and the staff members of NPM/CNP and of related companies can acquire existing NPM/CNP shares.

It was also decided to cap the number of underlying NPM/CNP shares to be attributed to a maximum of 200,000 shares.

Furthermore, Gérald FRERE summarises the main terms and conditions of the Scheme which were also set out during the Ordinary General Meeting.

The Board decides to authorise the NPM/CNP Group to offer the beneficiaries of the Scheme a maximum number of 132,424 options, of which 50,409 to the CEO and 21,755 to the director – general counsel.

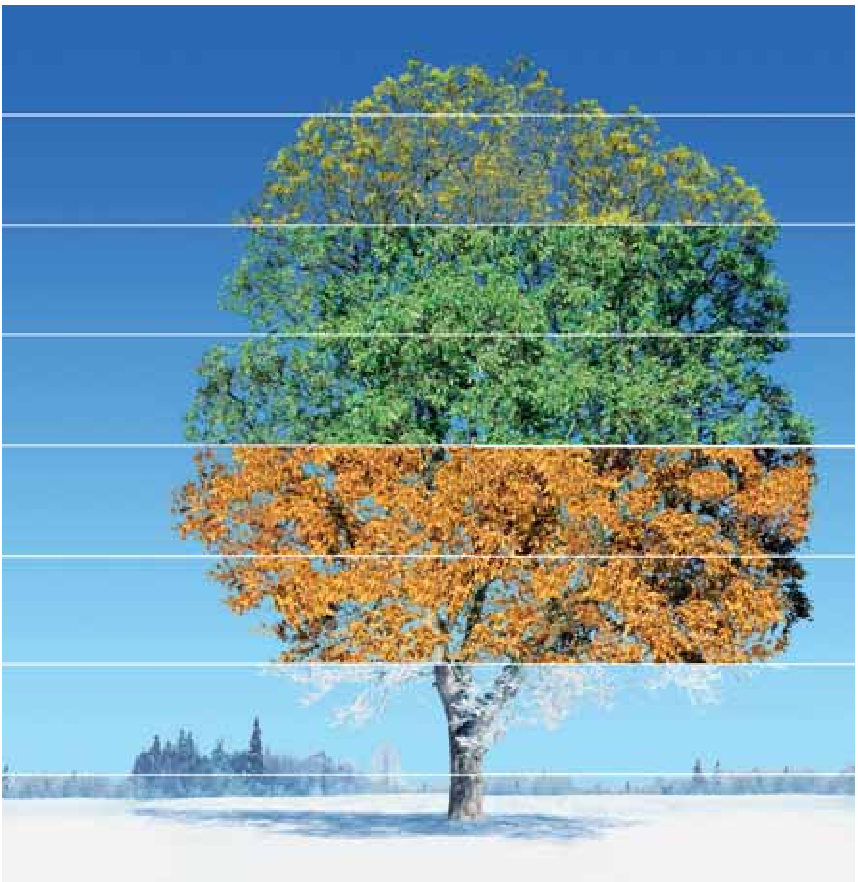
The options will be awarded free of charge by a subsidiary of NPM/CNP to beneficiaries on Monday, 23 April 2007, the exercise price being the lowest amount between, on the one hand, the average closing price of the NPM/CNP share during the 30 days preceding the offer and, on the other hand, the closing price on 20 April 2007.

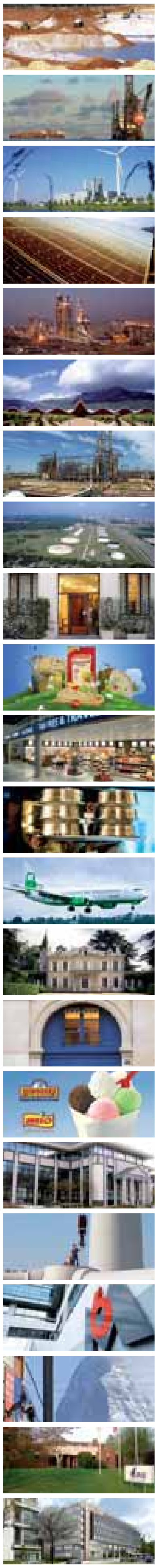
As the NPM/CNP Group has adopted an option hedging policy through the buy-back of shares in line with the various regulations and as the scheme only relates to a maximum of 0.18% of the capital, the patrimonial consequences for NPM/CNP are extremely low.

4. Director’s report– Application of article 119 of the Code on Companies

In accordance with article 119 of the Companies Code, this director’s report is a combined unique document relating to the statutory and consolidated annual accounts closed at 31 December 2007. The various provisions laid down by this article and applicable to NPM/CNP can be found throughout this document.

Major shareholdings





PARGESA

GBL

IMERYS

TOTAL

SUEZ

IBERDROLA

LAFARGE

PERNOD RICARD

ARKEMA

TRANSCOR ASTRA GROUP

GRUPPO BANCA LEONARDO

ENTREMONT ALLIANCE

DISTRIPAR

GROUPE FLO

GO VOYAGES

CHEVAL BLANC

TIKEHAU

BELGIAN ICECREAM GROUP

TRASYS

ÉLECTRICITÉ DU BOIS DU PRINCE

M6

AFFICHAGE HOLDING

IRIS

FIDENTIA

Major shareholdings

Situation as at 31 December 2007.

The percentages given below are economic holding percentages. which may slightly differ from the percentages applied for the consolidation of the accounts (in particular owing to the cancellation of own shares in the IFRS accounts).

Shareholdings of	NPM/CNP	PARJOINTCO[1]	PARGESA	GBL	Transitive percentage [2]	Consolidation method	Page
PARGESA GROUP							55
PARGESA		54.1%			24.2%	P	56
GBL			48.6%[3]		11.8%	P	57
CONSOLIDATED SHAREHOLDINGS							
IMERYS			27.3%	26.8%	9.9%	P	58
OTHER SHAREHOLDINGS							
TOTAL				3.9%	0.5% [4]	-	59
SUEZ				9.3%	1.1%	-	60
IBERDROLA				1.4%	0.2%		61
LAFARGE				17.9%	2.1%	-	62
PERNOD RICARD				6.2%	0.7%	-	63
ARKEMA				3.9%	0.5% [4]	-	64
DIRECT SHAREHOLDINGS							65
CONSOLIDATED OR EQUITY-ACCOUNTED SHAREHOLDINGS							
TRANSCOR ASTRA GROUP	80.0% [5]				80.0%	F	66
GRUPPO BANCA LEONARDO	19.6% [6]				19.6%	E	67
UNIFEM / ENTREMONT ALLIANCE	63.5%				63.5%	F	68
DISTRIPAR	100.0%				100.0%	F	69
GROUPE FLO	35.4% [7]				23.4%	P	70
LYPARIS / GO VOYAGES	50.0% [8]				31.0%	P	71
RASPAIL / CHEVAL BLANC	40.0% [9]				40.0%	P	72
TIKEHAU	50.0% [10]				47.5%	E	73
BELGIAN ICECREAM GROUP	100.0%				100.0%	F	74
TRASYS	50.0% [11]				46.0%	P	75
ÉLECTRICITÉ DU BOIS DU PRINCE	50.0% [12]				43.2%	P	76
OTHER SHAREHOLDINGS							
TOTAL	1.4%				1.4% [4]	-	59
IBERDROLA	1.2%				1.2%	-	61
MÉTROPOLE TÉLÉVISION (M6)	5.1%				5.1%	-	77
AFFICHAGE HOLDING	25.3% [13]				25.3%	-	78
ARKEMA	1.3%				1.3% [4]	-	64
IRIS	6.1%				6.1%	-	79
FIDENTIA	50.0%				50.0%	-	80

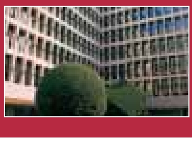
(1) PARJOINTCO is 50% owned by the AGESCA NEDERLAND group, which is in turn 89.5% owned by NPM/CNP.
(2) Transitive holding including NPM/CNP's share in the controlling holdings held by the PARGESA/GBL group.
(3) More than 50% of the voting rights.
(4) Total transitive percentage of 1.9% in TOTAL and 1.8% in ARKEMA.
(5) 100% of control.
(6) 15% voting rights.
(7) FINANCIÈRE FLO, 66% controlled by GIB, owns 70.8% of GROUPE FLO; economic percentage: 23.4%.
(8) GO INVEST, jointly controlled with GROUPE ARNAULT, owns 62% of LYPARIS/GO VOYAGES (economically, NPM/CNP holds: 31%).
(9) Through an 80% subsidiary; economic percentage: 40%.
(10) NPM/CNP controls 50% of TIKEHAU CAPITAL ADVISORS (economic percentage: 47.5%) and 20.9% of the investment company, TIKEHAU CAPITAL PARTNERS.
(11) FINANCIÈRE TRASYS, 92% held by GIB, owns 100% of TRASYS; economic percentage: 46%.
(12) MESA controls 50% of ÉLECTRICITÉ DU BOIS DU PRINCE; Economically, NPM/CNP holds 43.2%.
(13) 5% voting rights (statutory limitation).

F: fully consolidated
P: proportionnally consolidated
E: equity-accounted

PARGESA GROUP

56
Pargesa

57
GBL



CONSOLIDATED SHAREHOLDINGS

58
Imerys

OTHER SHAREHOLDINGS

59
Total

60
Suez

61
Iberdrola

62
Lafarge

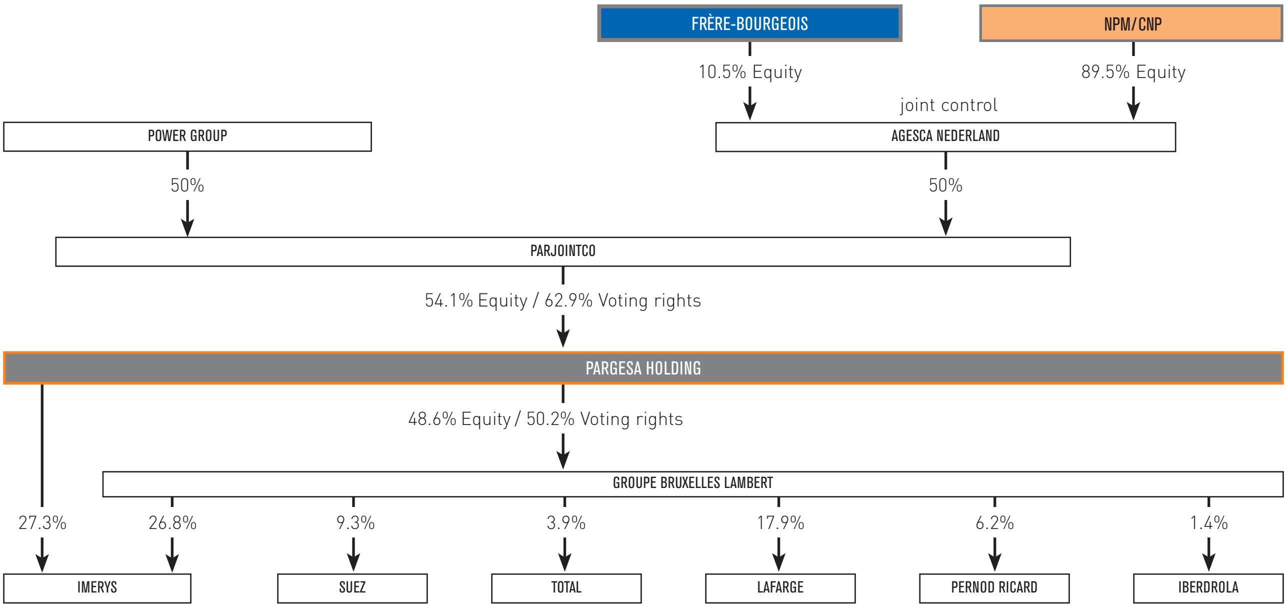
63
Pernod Ricard

64
Arkema

Pargesa

WWW.PARGESA.CH

PARGESA HOLDING, a Swiss holding company based in Geneva, controlled jointly by the NPM/CNP, FRÈRE-BOURGEOIS and POWER Groups holds a portfolio of industrial shareholdings in Europe, either directly or indirectly through its subsidiary, GROUPE BRUXELLES LAMBERT.



In mid 2007, PARGESA placed a convertible bond of CHF 1,012 million, issued by its wholly owned subsidiary PARGESA NETHERLANDS B.V. These bonds carry interest at a rate of 1.75% per annum and are convertible until their maturity in 2014 into PARGESA HOLDING shares. The sums raised on this occasion were used to pay for PARGESA's share in the capital increase of EUR 1,192 million realised by GBL.

PARGESA's 2007 consolidated profits like those of GBL, post a significant decrease (CHF 722 million against CHF 2,293 million in 2006, the financial year that saw the disposal of the shareholding in BERTELSMANN).

It will be proposed that the annual general meeting of shareholders in May 2008 increases the dividend by 10.5% to CHF 2.62 per share.

CONTRIBUTION TO:

	Restricted Consolidation		Consolidation (transitive)	
	EUR Mio	%	EUR Mio	%
2007 operating profit	30.8	18.4%	-	-
Adjusted net assets at 31/12/2007	2 367	35.0%	-	-

KEY CONSOLIDATED FIGURES (CHF MILLION)

	2005	2006	2007
Equity	8,755	12,965	15,171
Net profit, group share	533	2,293	722
Gross dividend/share (CHF)	2.15	2.37	2.62*
Adjusted net assets per share (CHF)	118.0	169.5	188.5

* Subject to approval by the annual general meeting of shareholders.

GBL

WWW.GBL.BE

GBL is a holding company focused mainly on a small number of companies towards which it is able to act as a professional shareholder. GBL's portfolio contains six major shareholdings: SUEZ (9.3% of the capital), TOTAL (3.9%), LAFARGE (17.9%), PERNOD RICARD (6.2%), IMERYS (26.8%) and IBERDROLA (1.4%).

GBL took advantage of the past financial year to increase its financial means. Thus, at the beginning of July, GBL carried out a capital increase of EUR 1,192 million, relating to 14.2 million shares issued at a unit price of EUR 84.

Thanks to its solid financial position, GBL conducted, in the course of 2007, the redeployment of its portfolio of shareholdings:

- the shareholding that had been acquired in LAFARGE in the course of the financial year 2006 making it possible to reinvest a significant share of the gain realised by the disposal of BERTELSMANN was increased from 15.9% to 17.9% in 2007, representing an additional investment of EUR 332 million. Over this period, LAFARGE confirmed its leadership position in the cement industry thanks to a rigorous management policy and judicious strategic operations, disposal of the roofing activities, purchase of its American subsidiary and the acquisition of ORASCOM CEMENT INDUSTRIES.
- within SUEZ, which is already well positioned on its business segments and whose merger with GAZ DE FRANCE should allow it to become a key player in its industry world wide and in which GBL has increased its shareholding to 9.3% of the capital (13.9% of the voting rights) via an investment of almost EUR 800 million.
- in PERNOD RICARD, a group in which GBL has invested over EUR 550 million during the financial year, taking its shareholding from 2.8 to 6.2%.
- during the first half year, GBL acquired with NPM/CNP a global position of 5% in the capital of IBERDROLA, GBL having acquired 3% of the capital for an amount of EUR 1,433 million. With a range of high quality assets, this group represents one of the flagships in its sector. However, not being able to act as a long term professional shareholder, GBL has decided to dispose of most of its shareholding.

The shareholdings in TOTAL (3.9%) and IMERYS (26.8%) remained stable in the course of the financial year.

Finally in the field of Private Equity, ERGON and SAGARD have adopted an attitude of increased vigilance for the monitoring of their shareholdings and are continuing with their development in a selective manner on a market where financing has become more difficult.

GBL's consolidated accounts (IFRS) recorded a net profit of EUR 779 million, compared with EUR 2,883 million in 2006. The 2006 result included the amount of EUR 2,378 million in capital gain realised on the disposal of BERTELSMANN. Excluding the latter, the global net profit is up by 54% (+ 44% per share).

In 2007, GBL's cash earnings stood at EUR 534 million compared with EUR 441 million for the financial year 2006, essentially owing to the increase in the dividends of each shareholding and the percentage held in SUEZ, LAFARGE and PERNOD RICARD.

Taking into account the market price of listed shareholdings, the adjusted net assets per GBL share stood at EUR 122.37 as at 31 December 2007 against EUR 113.91 at the end of 2006, up by 7.4%.

An increase in the dividend of 10% will be proposed at the annual general meeting of shareholders on 8 April 2008, bringing the dividend to EUR 2.09 gross per share.

KEY CONSOLIDATED FIGURES (EUR MILLION)

	2005	2006	2007
Equity	10 160	15 682	18 869
Net profit	523	2 883	779
Net profit/share (EUR)	3,94	20,76	5,23
Gross dividend/share (EUR)	1,72	1,90	2,09*
Adjusted net assets/share (EUR)	80,33	113,91	122,37

* Subject to approval by the annual general meeting of shareholders.

Imerys

WWW.IMERYS.COM

Present in 47 countries and on 260 sites, IMERYS is the world's leading Mineral Processing company and has strong positions in each of its sectors of activity: Performance Minerals & Pigments, Materials & Monolithics, and Ceramics, Refractories, Abrasives & Filtration.

The products of IMERYS are used in a broad variety of day to day applications: construction, hygiene products, paper, paint, plastic, ceramics, telecommunication or filtration.

In 2007, IMERYS benefited from healthy markets overall, both in terms of consumer goods and industrial equipment, driven by the rapid development of emerging economies. The financial year was however marked by a sharp downturn in the construction markets in the United States and by the further depreciation of the American dollar against the euro.

The Group accelerated its development, improving the competitiveness of its existing businesses and implementing an active acquisitions policy which strengthens its positions in emerging economies. The level of industrial investments remained at a very sustained level.

In this context, IMERYS continued with its growth curve. IMERYS' turnover came to EUR 3,401.9 million, up by 3.5% compared with 2006. With a constant perimeter and exchange rate, sales are up by 4.2% thanks to the better product offering and higher sales volumes.

Sales of Performance Minerals and Pigments came to EUR 1,103.1 million, representing a downturn of 3.1% (+0.8% with a constant perimeter and exchange rate) compared with 2006. The improvement in pigments for paper offset the downturn in performance minerals in the United States.

The turnover of the Materials & Monolithics segment came to EUR 1,025.7 million, up by 9.7% (+9.1% with a constant perimeter and exchange rate) compared with 2006. Sales reflect the combined effect of higher sales volumes and an improved product offering in all the business group's activities.

The turnover of the Ceramics, Refractories, Abrasives & Filtration branch totalled EUR 1 297.2 million, up by 4.7% (+3.5% with a constant perimeter and exchange rate) compared with 2006. This trend reflects a net perimeter effect of + 5.0% via the acquisitions realised in the strong growth geographical regions (China, India, Argentina and Ukraine).

In total, the group's operating margin remains at a high level (14.1% in 2007 compared with 14.0% in 2006).

The net income from current operations, group share, came to EUR 316.7 million (+ 2.7%), up for the sixteenth consecutive year. This growth takes into account the significant increase in financial expenses over the financial year, resulting in particular from a rise in the group's average debt and from higher interest rates, and an effective tax rate that remained stable at 26.0% in 2007 compared with 25.8% in 2006.

The net profit, group share, amounts to EUR 284.2 million, compared with EUR 187.4 million in 2006. It includes, in 2007, expenses of EUR 32.5 million linked to the decision to adjust the Performance Minerals production capacities in the United States, given the on-going slackness of the construction market. In 2006, it included expenses of EUR 120.9 million coming from the provisions for depreciations of industrial assets, restructuring expenses and cost c utting measures.

Industrial investments over the period amounted to EUR 367 million, EUR 159 million of which are destined to keep production assets in perfect order and EUR 208 million earmarked for the Group's development.

It will be proposed that the annual general meeting of shareholders on 30 April 2008 distributes a net dividend per share of EUR 1.90 (up by + 5.6% compared with 2006), which will be paid on the 13 May 2008.

CONTRIBUTION TO:

	Restricted Consolidation		Consolidation (transitive)	
	EUR Mio	%	EUR Mio	%
2007 operating profit	-	-	31.2	10.3%
Adjusted net assets at 31/12/2007	-	-	346	5.1%

KEY CONSOLIDATED FIGURES (EUR MILLION)

	2005	2006	2007
Equity	1,672	1,630	1,640
Turnover	3,045	3,288	3,402
Net profit, group share	309	187	284
Dividend per share (EUR)	1.65	1.80	1.90*

* Subject to approval by the annual general meeting of shareholders.

Total

WWW.TOTAL.COM

TOTAL is one of the leading oil and gas groups in the world, carrying out its activities in over 130 countries. Its 95,000 employees develop their know-how at all levels of this industry: exploration and production of oil and natural gas, refining and distribution, trading and gas-electricity. The group is also a major Chemical player and is, furthermore, committed to the development of renewable energies.

In 2007 market conditions for the petroleum industry continued to be generally favourable, the Brent price posting on average an increase of 11% compared with 2006, driven by a strong demand and higher project costs. In the downstream business of the petroleum chain, refining margins were higher than the 2006 figures, but had to contend with a strong volatility. The petrochemical business was affected by the sharp increase in naphtha prices late in the year.

As the dollar fell by 8% relative to the euro, TOTAL's adjusted net profit expressed in euros was down slightly (-3%) at EUR 12.2 billion compared with EUR 12.6 billion in 2006 whereas they posted record levels in dollars (+6% at USD 16.8 billion).

As a whole, the group enjoyed growth in its hydrocarbon productions and continued with its productivity programmes that allowed it to mitigate the impacts of cost inflation. In this context, the return on average capital employed of the sectors came to 27% in 2007, in line with the industry best.

In 2007, TOTAL's hydrocarbon production came to 2.39 million bep/d against 2.36 million bep/d in 2006, an increase of 1.5%. Adjusted by the price/perimeter effects of the OPEP reductions and excluding the impacts of the stoppages resulting from the security problems in Nigeria and the accident in one field in the Congo, TOTAL's hydrocarbon production posted a net growth of 5% in 2007. The contributions came mainly from the start-ups or ramp-ups of the new large-scale projects such as Dalia, Rosa and Dolphin.

The proven hydrocarbon reserves, established according to the SEC rules (Brent at 93.7 USD/b), posted a downturn of 6% at 10.45 billion bep at the end of 2007 mainly linked to the disposal of 16.7% of Sincor to PVDSA. According to these same rules, the renewal rate of the proven reserves came to 23% for the group in 2007 (78% excluding acquisitions and disposals and 102% also excluding the impact of price variations). The level of the proven and probable reserves amounted to 20 billion bep at the end of 2007, representing over 20 years of production at the current level.

For the group as a whole, 2008 should benefit, according to management, from the contribution expected from the development and entry into production of large-scale projects upstream and the modernisation of its refining tool.

The growth objective of hydrocarbon productions is maintained at 4% per annum on average between 2006 and 2010 (in a scenario of Brent at 60 USD/b). In this respect, over the next few years, the group will follow a sustained investment programme that is budgeted for 2008 at around EUR 12.7 billion (excluding acquisitions and on the basis of a parity of 1.5 USD/EUR) and most of which (75%) is directed upstream.

TOTAL confirms its objective of maintaining a debt ratio of around 25 to 30% and of continuing a competitive dividend policy that can be completed by the buyback of shares. The group intends to continue with the progressive sales of the SANOFI-AVENTIS shares started at the end of 2007.

It will be proposed that the annual general meeting of shareholders of 16 May 2008 distributes a dividend of EUR 2.07 per share for the financial year 2007, up by 11% compared with that of the previous year (EUR 1.87). Given the payment of the interim dividend of EUR 1.00 per share on 16 November 2007, the outstanding balance of the dividend, EUR 1.07 per share, shall be paid in cash on 23 May 2008.

CONTRIBUTION TO:

	Restricted Consolidation		Consolidation (transitive)	
	EUR Mio	%	EUR Mio	%
2007 operating profit	64.6	38.5%	86.8	28.6%
Adjusted net assets at 31/12/2007	1,867	27.6%	2,496	36.9%

KEY CONSOLIDATED FIGURES (EUR BILLION)

	2005	2006	2007
Equity	40.65	40.32	44.86
Turnover	137.6	153.8	158.8
Adjusted net profit (group share)	12.00	12.59	12.20
Net profit, group share	12.27	11.77	13.18
Dividend per share (EUR)	1.62	1.87	2.07*

* Subject to approval by the annual general meeting of shareholders.

Suez

WWW.SUEZ.COM

SUEZ is an international industrial and services Group present in the fields of Energy (electricity and gas), Environment (water-cleaning) and services to companies, local authorities and private customers.

On a buoyant market, in 2007, SUEZ posted performances that were driven by the organic growth of its two business lines and the acceleration of its industrial development, which led, in particular,

- in the Energy segment: to the improvement and extension of its production tool, booming sales in Europe and worldwide, the on-going rationalisation of the risk profile of the portfolio, the implementation of the unbundling of the businesses in Belgium, the continuous development of the LNG activities and to the diversification of the supplies and the dynamism of the sales activity in installations, engineering and services;
- in the Environment segment: to the evolution of the portfolio towards activities with a higher technological content and the posting of higher profits and strong sales.

In 2007, the Group thus realised EUR 6.1 billion of industrial and financial investments, up by almost 60% compared with 2006. Among these developments are several projects in the field of renewable energies (COMPAGNIE DU VENT in France, VENTUS ENERGY in Canada, wind power capacities in Portugal), traditional power generation projects (Germany, Netherlands) and thermoelectric projects (Brazil, Middle East), the reinforcement of the positions in Water in Spain (via AGUAS DE VALENCIA and AGBAR), the increase in the shareholding in GAS NATURAL as well as the buyback of the remaining minority shares in ELECTRABEL.

2007 was also marked by the on-going preparation of the merger between SUEZ and GAZ DE FRANCE. On 2 September, the boards of directors of the two companies approved an adjusted merger plan to refocus the future group GDF-SUEZ on the energy businesses while ensuring an anchorage of the Environment businesses. This new plan stipulates that SUEZ Environment will be listed on the stock market and 65% will be distributed to the Suez shareholders, GDF-SUEZ keeping 35% of the SUEZ ENVIRONMENT shares. While awaiting the definitive positions of the GAZ DE FRANCE personnel representatives, the teams are continuing the work on the integration of the two groups, whose merger is scheduled for the first half year of 2008. The distribution of 65% of SUEZ ENVIRONMENT and the stock market flotation will take place at the same time as the merger.

For 2008, SUEZ is confirming its strategy based on the development of its activities, for which it is forecasting a growth in gross operating profit of around 10% and more investment than in 2007.

The Group's mid term prospects are reinforced by the merger project with GAZ DE FRANCE. This operation, which should generate significant synergies, sets out to create a European energy leader whose portfolio will take advantage of the gas-electricity convergence and the geographical and business complementarities.

In 2007, SUEZ saw the continued growth of its performances, which are driven by the organic growth of its two businesses (Energy and Environment) in line with the stated objectives and are translated globally by higher operating profit growth than turnover growth.

In 2007, the group's turnover was up by 7.2% at EUR 47.5 billion compared with its 2006 level (EUR 44.3 billion). The underlying organic growth, excluding perimeter, exchange rate and gas price variation changes, came to 6.2%.

The Group's gross operating profit (EBITDA) totalled EUR 8.0 billion, up by 12.4% compared with its 2006 level (+9.8% with a constant exchange rate and perimeter).

At the end of 2007, the net profit, group share, posted a level of EUR 3.9 billion, up by 8.8% on that of 2006 (EUR 3.6 billion).

It will be proposed that the annual general meeting of shareholders on 6 May 2008 distributes a dividend of EUR 1.36 per share, up by 13.3% compared with that of the previous year. This dividend accounts for almost 56% of the recurrent net profit, group share.

CONTRIBUTION TO:

	Restricted Consolidation		Consolidation (transitive)	
	EUR Mio	%	EUR Mio	%
2007 operating profit	-	-	17.8	5.8%
Adjusted net assets at 31/12/2007	-	-	669	9.9%

KEY CONSOLIDATED FIGURES (EUR BILLION)

	2005	2006	2007
Equity	16,256	19,504	22,193
Turnover	41,489	44,289	47,475
Net profit, group share	2,513	3,606	3,924
Dividend per share (EUR)	1.00	1.20	1.36*

* Subject to approval by the annual general meeting of shareholders.

Iberdrola

WWW.IBERDROLA.COM

IBERDROLA is an international energy group (electricity and gas) with a presence in forty countries. It operates a particularly diversified electrical power generation tool in which renewable energies – wind power in particular, via IBERDROLA RENOVABLES – play an important role.

IBERDROLA's asset portfolio underwent a radical transformation in 2007. In the spring of 2007, the company concluded the acquisition of SCOTTISH POWER for around EUR 17.1 billion via a mixed friendly takeover bid, which led to a substantial modification in the group's profile and perimeter. This transaction in particular allowed the Spanish group to reinforce its presence in renewable energy and in the United States while gaining a foothold on new markets (mainly the United Kingdom).

Furthermore, at the beginning of July 2007, IBERDROLA finalised a capital increase of EUR 3.4 billion destined to finance the friendly takeover bid that had been launched on the American company ENERGY EAST, active locally in the generation and distribution of electricity and in the distribution of gas. This acquisition should be concluded during the first half year of 2008, once the various local administrative authorisations have been obtained. Finally, in December 2007, the company carried out the stock market flotation by capital increase of its subsidiary IBERDROLA RENOVABLES, which covers all the renewable energy activities, bringing the stake to some 80%.

At the end of December 2007, IBERDROLA's installed production capacity stood thus at 42,516 MW, up by 30%. Over the same period, electricity generation increased by 34% and energy distribution by 25%.

In 2007, IBERDROLA recorded an accelerated growth in its operating profits, driven by the perimeter effects linked to the integration of SCOTTISH POWER over the last eight months of the financial year.

In 2007, the Group's turnover increased by 58.5% to EUR 17.5 billion compared with its 2006 level (EUR 11.0 billion). The share of the income realised by the Spanish energy businesses and the activities from SCOTTISH POWER stand at 36% and 30% respectively, against 5% for the renewable activity. The group's gross operating profit (EBITDA) came to EUR 5.5 billion and is up by 42.4% compared with its 2006 level. This absolute growth results mainly from perimeter effects and reflects to some extent the improvement in the performances of each of the segments:

- SCOTTISH POWER'S activities made their first contribution to the group's EBITDA, accounting for almost a quarter of this parameter (EUR 1.35 million, since 23 April).
- The Spanish energy market (excluding renewables) made a 41% contribution to this parameter, which translates as EUR 2.2 billion. The gross increase of 2.2% compared with 2006 is thanks to the growth in the profitability of the regulated market, which made it possible to offset the sharp fall of the EBITDA (- 38%) in the electricity generation segment. This fall is due to the concomitant drop in wholesale prices (- 33%) and production (- 3.3%) over the period.
- The operations in Latin America made a EUR 0.9 billion contribution to these results, compared with EUR 0.7 billion in 2006. This 25% growth is mainly due to the volume and price increases in Brazil and Mexico.
- The renewable activity, penalised by the fall in wholesale prices and the lack of wind during the fourth quarter, nevertheless generated EBITDA of EUR 0.6 billion, up by 1.3% on the figures for 2006.
- The non-energy activities post EBITDA (EUR 0.5 billion) that are up by 15% on the period 2006-2007 and took advantage of favourable market conditions in the field of engineering, among other factors.

The net profit, group share, came at the end of 2007 to EUR 2.4 billion, up by 41.8% on 2006. This profit benefited from the reduction in the group's taxation rate and non-current items that offset the increase in financial expenses incurred by the year's investments. In terms of data per share, the net profit amounted to EUR 0.52 compared with EUR 0.46 in 2006.

The group's net financial debt at the end of 2007 came to EUR 20.5 billion (EUR 13.1 billion at the end of 2006), i.e. some 80% of the equity (126% in 2006).

CONTRIBUTION TO:

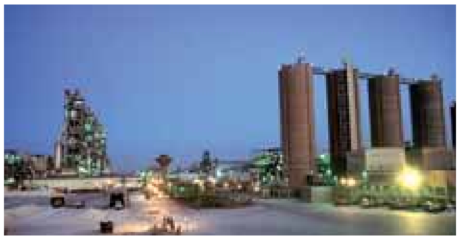
	Restricted Consolidation		Consolidation (transitive)	
	EUR Mio	%	EUR Mio	%
2007 operating profit	5.7	3.4%	6.5	2.1%
Adjusted net assets at 31/12/2007	596	8.8%	681	10.1%

KEY CONSOLIDATED FIGURES (EUR MILLION)

	2005	2006	2007
Equity	9,267	10,418	25,538
Turnover	11,738	11,017	17,468
Net profit, group share	1,382	1,660	2,354
Dividend per share (EUR)	0.19	0.21	n.a.

Lafarge

WWW.LAFARGE.COM



Present in over 80 countries, LAFARGE is the world-wide leader in construction materials: Cement, Aggregates & Concrete and Plaster.

2007 was marked by a growth in the Group's activities in emerging countries and by the on-going effects of the restructuring and refocusing efforts carried out in 2006 (buyback of the minority interests in LAFARGE NORTH AMERICA, disposal of the Roofing branch and the launch of the Excellence 2008 strategic plan). The acquisition of ORASCOM CEMENT INDUSTRIES, announced on 10 December 2007, further drove this dynamic, making it possible to accelerate growth and to generate complementary synergies.

2007 also saw an improvement in LAFARGE's result in a mixed economic environment: healthy demand in emerging countries, slowdown of the American market and favourable balance between the supply and the demand and the mobilisation of the Group with a view to realising its objectives.

Cement

The activity of the Cement branch was played out to the backdrop of a slowdown in the United States, largely offset by the strong growth of emerging countries and cost cutting efforts.

The volumes sold were up from 132 million to 136 million tons, essentially in emerging countries, whose contribution to the operating profit now represents 53% against 49% in 2006.

The turnover of the Cement branch increased by 6.6% to EUR 10,280 million, against EUR 9,641 million in 2006 with exchange rate variations having an unfavourable effect of -3.7%. The operating profit rose by +18.0% and came to EUR 2 481 million. This improvement in the margin from 21.8% to 24.1% is linked both to the growth of volumes in emerging countries and to the price increases combined with a strict cost control on all of the Group's markets.

Aggregates & Concrete

At EUR 6,597 million, turnover is up by 2.3% compared with 2006. (+5.4% with a constant perimeter and exchange rate). The operating profit increased by 27.8% and came to EUR 721 million with operating margins up by 8.7% at 10.9%. This improvement results from higher prices combined with a good cost control and the increase recorded in products with a high added value.

Plaster

The turnover of the Plaster branch fell by 3.1% to EUR 1,581 million against EUR 1,632 million in 2007. With a constant perimeter and exchange rate, the turnover remained practically stable (down by -0.7%), the impact of the slowdown of the residential market in the United States being offset by the improvement in turnover in the other regions. The operating profit fell by 1.4% and came to EUR 116 million.

Overall, LAFARGE's turnover came to EUR 17,614 million, up by 4.2% compared with 2006. while the operating profit came to EUR 3,242 million, up by 17.0% (+21.3% with a constant perimeter and exchange rate).

The net profit from the activities stood at EUR 2,038 million (+27.9%).

The net profit, group share, is up by 39.1% at EUR 1,909 million, against EUR 1,372 million in 2006.

It will be proposed that the annual general meeting of shareholders of 7 May 2008 distributes a net dividend per share of EUR 4.00 (up by 33% compared with 2006).

CONTRIBUTION TO:

	Restricted Consolidation		Consolidation (transitive)	
	EUR Mio	%	EUR Mio	%
2007 operating profit	-	-	11.1	3.6%
Adjusted net assets at 31/12/2007	-	-	454	6.7%

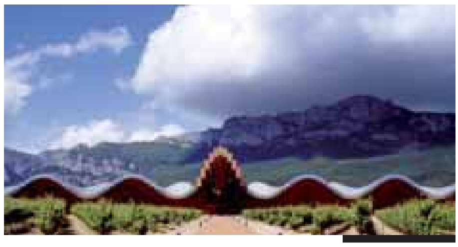
KEY CONSOLIDATED FIGURES (EUR MILLION)

	2005	2006	2007
Equity	9,758	10,403	10,998
Turnover	15,969	16,909	17,614
Net profit, group share	1,096	1,372	1,909
Dividend per share (EUR)	2.50	3.00	4.00*

* Subject to approval by the annual general meeting of shareholders.

Pernod Ricard

WWW.PERNOD-RICARD.COM



PERNOD RICARD is the second biggest wines and spirits operator in the world with a firm foothold on all continents.

With a firm foothold on all continents and a strong position in the emerging countries of Asia, Eastern Europe and South America, PERNOD RICARD produces and distributes a range of wines and spirits divided into 15 strategic brands, 30 local brands that are leaders on their markets and a large number of regional brands. The group's main brands are:

- Spirits: Chivas Regal, Ballantine's, Ricard, Martell, Malibu, Kahlua, Jameson, Beefeater, Stolichnaya, Havana Club and The Glenlivet;
- Wines: Jacob's Creek, Montana and Mumm and Perrier Jouët champagnes.

The financial year 2006-2007 was marked by favourable economic activity world-wide and in emerging countries in particular. The Wines & Spirits market enjoyed sustained growth which had positive repercussions for the PERNOD RICARD group given its global geographical business. This growth was further bolstered by the quality of the group's brand portfolio, in particular in the premium segment covered by its 15 strategic brands. The results also benefited from the realisation of commercial synergies linked to the integration of ALLIED DOMECQ that amounted to EUR 270 million, in accordance with the plan presented at the time of the acquisition.

Despite the high volume of cash flow generated over the financial year, PERNOD RICARD's debt, which came to EUR 6.4 billion on 1 July 2006, grew to EUR 6.5 billion following payment of EUR 535 million in taxes relating to the sale of DUNKIN' BRANDS Inc., completed the previous year. In addition, in December 2006, the group reimbursed a first tranche of the syndicated loan taken out on the acquisition of ALLIED DOMECQ, refinancing itself though the issuance of a EUR 850 million bond.

As at 30 June 2007, closing date of the financial year 2006/07, the turnover of the new group came to EUR 6,443 million.

PERNOD RICARD sales increased by 6.2%, with an organic growth of 9.1%, an unfavourable exchange rate impact of – 2.8% and a perimeter change effect of + 0.2%.

- The Group's strong performance in Asia/Rest of the World (organic growth of 11.4%) reflected this region's economic dynamism and the success of the Ballantine's and Martell brands;
- Europe saw accelerated growth (+ 6.3%) through most of the brands, especially in Russia, Spain and Germany;
- The Americas zone enjoyed an excellent year (+ 12.3%) thanks in particular to the success of the Chivas, Jameson, Malibu and Stolichnaya brands;
- The return to growth in France (+ 3.6%) is mainly due to Ricard, to the Whiskies (Ballantine's, Clan Campbell and Chivas) and to Mumm.

The operating profit amounted to EUR 1,447 million (+ 15.3%), thanks to the dynamism of the activity and the premiumisation strategy that lead to a significant improvement in the gross margin and the realisation of acquisition synergies following the ALLIED DOMECQ operation.

The net operating profit, group share, totalled EUR 833 million, up by 17.2%. The net profit, group share, came to EUR 831 million (+ 30.0%).

The annual general meeting of shareholders of 7 November 2007 accepted the distribution of a net dividend per share of EUR 2.52 (up by 20% compared with 2006). An interim dividend of EUR 1.26 was distributed on 4 July 2007 and the outstanding dividend balance of EUR 1.26 was paid on 14 November 2007.

As at 31 December 2007 (first half year of the financial year 2007-2008), turnover was up by 5.9% at EUR 3,713 million.

CONTRIBUTION TO:

	Restricted Consolidation		Consolidation (transitive)	
	EUR Mio	%	EUR Mio	%
2007 operating profit	-	-	2.1	0.7%
Adjusted net assets at 31/12/2007	-	-	126	1.9%

KEY CONSOLIDATED FIGURES (EUR MILLION)

As of 30 June	2005	2006	2007
Equity	2,530	5,700	6,290
Turnover	3,611	6,066	6,443
Net profit, group share	484	639	831
Dividend per share (EUR)	2.15	2.52	2.52

Arkema

WWW.ARKEMA.COM

A global chemical player, ARKEMA consists of three coherent and related business segments, Vinyl Products, Industrial Chemicals and Performance Products. Present in over 40 countries, ARKEMA holds international or European leadership positions in most of its product lines and develops internationally recognised brands.

In 2007, ARKEMA actively pressed on with its transformation and launched a string of new projects in its three strategies, namely targeted growth, the improvement of its competitiveness and the reinforcement of its portfolio. Thus, 2007 was marked in particular by the acquisition of COATEX, a partnership with Daikin for the new generations of fluorinated gases in Asia, the launch of the restructuring of its fluorochemical activities in Europe and the relocation of its headquarters to Colombes.

In concrete terms, these many internal growth and productivity initiatives generated a clear improvement in results well above the stated objectives for the year.

Turnover rose slightly to EUR 5,675 million compared with EUR 5,664 million in 2006. Given a constant exchange rate and scope of business, turnover is up by 4% supported by sound organic growth in volumes (+2.3%) and by the ongoing selective policy, across the group's three business segments, to increase sales prices (+1.7%) in order to offset the impact of rising raw material and energy costs.

EBITDA is up by 26% at EUR 518 million, above the stated objectives and in a more mixed economic environment owing, in particular, to the weakness of the dollar in relation to the euro and the increase in the cost of raw materials and energy. This strong increase reflects the many internal initiatives undertaken throughout the company's activities both in terms of growth and in productivity. ARKEMA has thus launched new high added value product lines with targeted capacity increases in Europe and North America and new production capacities in Asia. These growth projects yielded a 26 million improvement in EBITDA. ARKEMA also continued to reduce its fixed costs through restructuring plans and a strict control of expenditure, thus yielding an EBITDA gain of EUR 57 million. The EBITDA margin now stands at 9.1% compared with 7.3% in 2006.

The net profit, group share, virtually tripled to EUR 122 million compared with EUR 45 million in 2006 and the board of directors has decided to propose to the annual general meeting of shareholders of 20 May 2008 the distribution of a dividend of EUR 0.75 per share for the financial year 2007. This decision to pay a dividend for the first time reflects ARKEMA's confidence in its capacity to create value in the long tem and to continue with the improvement of its results.

At the end of December 2007, the consolidated net debt totalled EUR 459 million and includes in particular the impact of portfolio management operations finalised in the course of the year.

In future, ARKEMA intends to pursue very actively its transformation process and confirms its 2008 objective to reach a 10% EBITDA margin, fully in line with its objective of a 12% EBITDA margin by 2010.

CONTRIBUTION TO:

	Restricted Consolidation		Consolidation (transitive)	
	EUR Mio	%	EUR Mio	%
2007 operating profit	-	-	-	-
Adjusted net assets at 31/12/2007	37	0.5%	49	0.7%

KEY CONSOLIDATED FIGURES (EUR BILLION)

	2005	2006	2007
Equity	1,449	1,891	1,914
Turnover	5,515	5,664	5,675
Net profit, group share	-427	45	122
Dividend per share (EUR)	-	-	0.75*

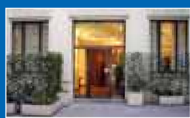
* Subject to approval by the annual general meeting of shareholders.

DIRECT SHAREHOLDINGS

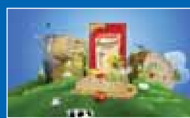
CONSOLIDATED OR EQUITY-ACCOUNTED SHAREHOLDINGS

66
Transcor Astra Group

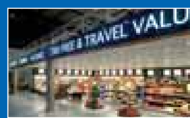
67
Gruppo Banca Leonardo



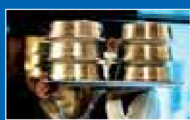
68
Entremont Alliance



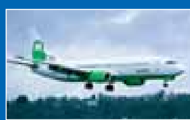
69
Distripar



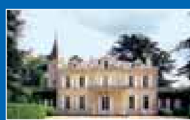
70
Groupe Flo



71
Go Voyages

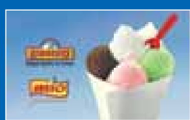


72
Cheval Blanc



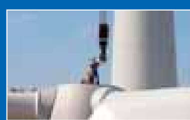
73
Tikehau

74
Belgian Icecream Group



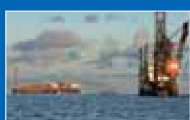
75
Trasys

76
Électricité du Bois du Prince



OTHER SHAREHOLDINGS

59
Total

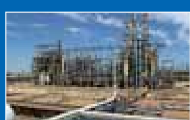


61
Iberdrola

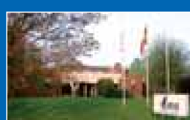
77
Métropole Télévision (M6)

78
Affichage Holding

64
Arkema



79
Iris



80
Fidentia

Transcor Astra Group

TRANSCOR ASTRA GROUP distributes and trades in oil products, natural gas, coal and coke, in conjunction with the rental of pipelines, storage facilities and oil tankers. Since 2005, it is also active in the refining business.

After a record financial year in 2006, which felt the positive effects of the capital gain on the sale of half of the shareholding in the Pasadena refinery (PRSI) to PETROBRAS, the results of TRANSCOR ASTRA GROUP are logically down in 2007. Expressed in euros, overall profits came to EUR 115.2 million against EUR 175.9 million last year.

The percentage of NPM/CNP's shareholding was reduced from 100% to 80% in the course of 2007, following the reintroduction of the personnel shareholding plan. For legal reasons, this plan had to be temporarily replaced with a bonus system. Consequently, only the share of the profit of TRANSCOR ASTRA GROUP transitively payable to NPM/CNP must be the subject of a comparison. This amounts for 2007 to EUR 104.2 million compared with the EUR 175.9 million mentioned above for 2006. Excluding the capital gain on the disposal of 50% of the shareholding in PRSI and the residual effects of this transaction, the operating profit of NPM/CNP came to EUR 82.3 million in 2007 against EUR 100.8 million, down by 18%. Expressed in USD, it amounted to USD 113.6 million, down by some 11%.

Whereas the Pasadena refinery had made a contribution of around USD 54.7 million to the Group's profits in 2006, the performance taken into account on PRSI is limited to USD 16.0 million in 2007 due to:

- the splitting in two of the percentage held as from September 2006;
- the many production stoppages that took place during the first half year of 2007, which prevented the refinery from capitalising on the excellent levels reached by the refining margins during this period;
- their very sharp decline from the summer onwards.

It should be noted that, as this shareholding was considered, during the fourth quarter of 2007, as being held for sale, its results are now recognised as profits from discontinued operations and have not been equity accounted since the 1st of October.

The Group's other refinery, US OIL, situated in Tacoma in the North West of the United States, made a contribution to profits of USD 32.0 million, against USD 18.3 million in 2006, a financial year that saw the acquisition of this asset only after the first quarter.

The Group's traditional trading activities are up at USD 82.5 million compared with USD 77.5 million the previous year. The oil markets enjoyed high prices in a relatively volatile context and TRANSCOR ASTRA GROUP benefited from this environment that is particularly suited to its business model. In particular, the strategy linked to the control of assets aimed at creating synergies with the traditional activities, the global reach, the conservative risk approach, the decentralised management structure and the entrepreneurial culture once again contributed to the 2007 success. All the offices made a positive contribution to the results of the financial year 2007, with the exception of the natural gas division based in Dallas, which posted a slight loss.

After deducting charges from the holding division (USD 16.9 million against USD 23.0 million) which includes, among others, the effect of the long term share option scheme, the operating profit of NPM/CNP amounted to USD 113.6 million in 2007 compared with USD 127.5 million in 2006.

At the end of 2007, TRANSCOR ASTRA GROUP invested an amount of EUR 36 million in convertible bonds into shares of the company EUROPEAN GAS LIMITED, an Australian company active mainly in France in the field of the recovery of methane from coal deposits and former mines. These bonds, which entitle TRANSCOR ASTRA GROUP to subscribe to 19% of the capital of EGL, allowed the latter to acquire GAZONOR, a former subsidiary of CHARBONNAGES DE FRANCE operating gas from mines in the North/Pas de Calais region.

CONTRIBUTION TO:

	Restricted Consolidation		Consolidation (transitive)	
	EUR Mio	%	EUR Mio	%
2007 operating profit	7.2	4.3%	82.3	26.7%
Adjusted net assets at 31/12/2007	441	6.5%	441	6.5%

KEY CONSOLIDATED FIGURES (EUR MILLION)

	2005	2006	2007
Equity	200	339	409
Turnover	8,603	9,819	9,233
Net profit, group share	63.9	175.9	115.2
Dividend	6.6	7.0	9.0

Gruppo Banca Leonardo

GRUPPO BANCA LEONARDO is an independent private-equity merchant bank that was acquired and recapitalised in April 2006 by a group of European investors headed by Gerardo BRAGGIOTTI, and including in particular NPM/CNP, EURAZEO, IFIL, FONDIARIA-SAI, TORREAL and ALLIANZ. The Group's strategy is focused on three sectors of activity: financial consultancy (mergers/acquisitions and corporate finance), private equity and asset management.

GRUPPO BANCA LEONARDO S.p.A, in which NPM/CNP holds 19.64% of the capital, acquired in April 2006 BANCA LEONARDO S.p.A.

GRUPPO BANCA LEONARDO increased its capital in 2007 taking it from EUR 469 million to EUR 878 million.

Thanks to these available financial resources, it was in a position to acquire 100% of LEONARDO & Co. GmbH (previously DRUEKER), a German company specialising in financial consultancy, 24.3% of the capital in LEONARDO & Co. SAS (previously LEONARDO FRANCE SAS – taking its shareholding to 100%), operating in France in the same field, 74.5% of the capital in VP FINANCE SA, a French bank active in asset and portfolio management, 16.5% of the capital in DNCA FINANCE SA (taking its stake to 50.5% at the end of 2007), a French company active in asset management. Furthermore, the Group acquired 100% of G.B.L. FIDUCIARIA S.p.A., an Italian trust company, as well as the remaining 10% stake in LEONARDO SGR S.p.A., an Italian asset management company.

In 2007, the mergers and acquisitions division dealt with 43 transactions worth a total of EUR 63 billion. The assets under management increased from EUR 3.4 billion to EUR 7.8 billion in the course of the financial year 2007.

EURALEO S.r.l., a subsidiary held jointly with EURAZEO active in the field of private equity, realised its first two investments in 2007.

The Group generated a net profit of around EUR 55 million during the financial year.

The additional acquisition of 16.5% of the capital in DNCA FINANCE was concluded at the beginning of 2008, taking the Group's shareholding to 67%.

CONTRIBUTION TO:

	Restricted Consolidation		Consolidation (transitive)	
	EUR Mio	%	EUR Mio	%
2007 operating profit	2.8	1.7%	8.6	2.8%
Adjusted net assets at 31/12/2007	170	2.5%	170	2.5%

KEY CONSOLIDATED FIGURES (EUR MILLION)

	2005	2006	2007
Equity	n.a.	469	878
Turnover	n.a.	87	185
Net profit, group share	n.a.	19.7	54.8
Dividend	n.a.	17.0	33.0

Unifem/ Entremont Alliance

WWW.ENTREMONT-ALLIANCE.COM

ENTREMONT ALLIANCE is one of the leading world-wide producers of dairy products (hard cheeses, serum, powders, butter...). Through its limited number of brands and technical products, the group directly positions itself on the high added-value segments such as French AOC cheeses, infant and adult foods.

The year 2007 will go down in the history of the European dairy industry in view of the record levels reached by the quotations of dairy industrial products (powders, butter and serum). A downturn in overall milk collection, due in particular to the drought in Australia, combined with sustained export demand, led to an unprecedented increase in the price of these products, the speed and extent of which took us by surprise. The equally fast downturn in quotations at the end of the year served as a reminder that milk is a commodity raw material and that only a slight variation in balances can make prices either slump or spiral. A greater volatility in the price of dairy products is to be expected over the next few years.

ENTREMONT ALLIANCE has gradually introduced a new strategy that is better adapted to this new context. Thanks to its direct control of milk collection, cheese production and drying and serum processing, the group can guarantee the complete traceability of the commodities and juggle with the market opportunities by playing on volatility and cycles. Its direct contact with producers, dairy processors, industrialists, mass distribution and consumers allows it to keep its finger on the pulse of the market and to adapt in real time, and even to anticipate change.

The implementation of this kind of strategy was only possible with a modern, flexible, high-capacity industrial tool covering a vast geographical area at the heart of the best dairy regions in Europe. Today, ENTREMONT ALLIANCE is the dairy group with the biggest number of drying sites in Europe (14 sites in 4 countries). Some EUR 120 million have been invested over 5 years in the cheese production, ageing and packaging tools, which means that the group is today capable of producing any hard cheese.

While ENTREMONT ALLIANCE has opted mainly for a volume strategy (and therefore costs), it also has a differentiation strategy through several cheese, serum and nutrition brands.

Sales of cheeses of the ENTREMONT brand have topped the symbolic level of 20,000 tons and it has managed to reinforce its top or runner-up position on all its market segments in an increasingly competitive environment. This added-value policy is also a feature of its industrial products. Its EUROSERUM subsidiary is the world-wide leader in demineralised lactoserum, which serves as a basic ingredient for the production of baby food.

ENTREMONT ALLIANCE ended the year 2007 with a consolidated profit before capital operations of EUR 66 million and a net profit of EUR 30 million. As regards, UNIFEM, a holding that owns 100% of ENTREMONT ALLIANCE, the net profit stands at EUR 32.6 million after taking into consideration the remuneration of shareholder advances and tax consolidation.

While these results far outstripped those of 2006 and the budget, they inspire three comments: the price increase triggered by the milk price fixing system in France will mainly be carried forward to 2008, adding another fifteen million euros to the profit booked for 2007. A considerable part of the profit was generated by industrial products, as the profitability of the Private Label cheese activity remains insufficient. The formulated product subsidiary COFRANLAIT once again ended the year with a considerable loss despite the cost cutting programme.

The strategic plan for 2008 contains actions to remedy these problems. That being said, the adaptation of the milk price fixing system in France depends on the goodwill of all players concerned. As for cheeses manufactured on behalf of third parties, such as the distributor brands, their volumes could fall in future if the returns on investment remain poor. As for COFRANLAIT, the 50-50 merger with SODIAAL INDUSTRIE to create NUTRIBIO should make it possible to balance the books as from 2009.

CONTRIBUTION TO:

	Restricted Consolidation		Consolidation (transitive)	
	EUR Mio	%	EUR Mio	%
2007 operating profit	5.4	3.2%	27.4	9.0%
Adjusted net assets at 31/12/2007	71	1.0%	71	1.0%

KEY CONSOLIDATED FIGURES (EUR MILLION)

UNIFEM	2005	2006	2007
Equity	72.2	85.1	120.7
Turnover	1,022	1,415	1,585
Net profit, group share	6	10.1	32.6
Dividend	-	-	-

Distripar

DISTRIPAR is a holding company, specialising in distribution, that holds BELGIAN SKY SHOPS (airport shops), CORNÉ PORT-ROYAL (a producer of luxury chocolates) as well as, as part of a joint venture with ACKERMANS & van HAAREN via DISTRIPLUS, the PLANET PARFUM retail stores (perfumeries), DI (cosmetics/perfumes) and CLUB (books/ stationery).

DISTRIPAR's overall consolidated net profit came to EUR 37.5 million compared with EUR 8.0 million in 2006. The net profit for 2007 is significantly influenced by the capital gain of EUR 29.5 million realised by the sale of PLANET PARFUM and CLUB to DISTRIPLUS, a joint subsidiary created with the ACKERMANS & van HAAREN Group. Excluding this capital gain, the result remains virtually stable.

BELGIAN SKY SHOPS

www.skyshops.be

At EUR 105.7 million, BELGIAN SKY SHOPS' 2007 turnover was up by over 6% compared with 2006 thanks, in particular, to the more buoyant end-of-year. The net profit is however down 2% at EUR 4.5 million, due in particular to the costs incurred by the replacement of the IT systems. The recent development of BRUSSELS SOUTH CHARLEROI AIRPORT (2.5 million passengers in 2007, up by 14% on 2006) will allow BELGIAN SKY SHOPS in 2008 to increase its sales activities. Finally, new projects to develop sales surfaces with BRUSSELS AIRPORT COMPANY (formerly BIAC) will be created at the end of 2008, allowing BELGIAN SKY SHOPS to fully benefit from this development in 2009.

CORNÉ PORT-ROYAL CHOCOLATIER

In 2007, DISTRIPAR acquired for EUR 0.7 million the remaining 20% of the capital in VANPARYS CHOCOLATIER. CORNÉ PORT-ROYAL produces and distributes luxury chocolates through exclusive points of sale, mainly in France (21 stores) and in Belgium (21 stores). The brand has quickly gained an international foothold with outlets in London, Madrid, Barcelona, Tokyo, New-York, Delhi, Kuala Lumpur, Porto-Rico and Berlin. The repositioning of the brand towards the luxury segment, which got off the ground in early 2007, will continue in the years to come through the development of new products and a more modern and more dynamic network to better meet consumer expectations. In 2007, turnover rose by 6.3% at EUR 10.4 million. The net profit came to EUR 0.5 million, up 33%.

Within DISTRIPLUS Group, held at 50%:

PLANET PARFUM

www.planetparfum.be

This chain, which operates 72 points of sale, saw its turnover rise by 7.5% in 2007 (5.1% without taking into account the opening of the 3 new stores) to EUR 91.7 million. The net profit fell tangibly to EUR 2.9 million (EUR 1.6 million expressed as a Group share) as a result of the costs incurred by the replacement of the IT systems.

DI

www.di.be

With its 90 points of sale, DI generated a turnover of EUR 46.5 million over the second half year of 2007 and made a negative contribution to the Group's profit of EUR 0.3 million, reflecting a more difficult integration than expected into the existing organisation.

CLUB

www.club.be

The 27 points of sale of this chain, acquired at the end of January 2006 generated turnover of EUR 54 million in 2007 (+4.6% at a constant perimeter and periods) but made virtually no contribution to the group's profit, here again due to the installation of a new IT system and centralised payment systems.

CONTRIBUTION TO:

	Restricted Consolidation		Consolidation (transitive)	
	EUR Mio	%	EUR Mio	%
2007 operating profit	5.0	3.0%	8.8	2.9%
Adjusted net assets at 31/12/2007	70	1.0%	70	1.0%

KEY CONSOLIDATED FIGURES (EUR MILLION)

	2005	2006	2007
Equity	14.8	33.3	65.8
Turnover	144.7	245.6	251.5
Net profit, group share	3.2	7.6	37.5
Dividend	-	4.1	n.a.

Groupe Flo

WWW.GROUPEFLO.COM

GROUPE FLO is the French leader in the restaurant business. The group's development strategy is based on the creation of a portfolio of well-known brands (Hippopotamus, Bistro Romain) and complementary themed restaurants on growth market segments (Tablapizza). GROUPE FLO also owns prestigious flagship Brasseries.

In 2007, GROUPE FLO enjoyed yet another dynamic year in a favourable consumption environment. All of the Group's brands benefitted from the qualitative repositioning of their offers and the standardisation of their development models, started during previous years. Business was particularly strong during the first half year but disrupted during the last quarter by the social unrest throughout France that put a spoke in the wheel of the brands' progress. Over the financial year 2007, GROUPE FLO posted a growth in its consolidated turnover of 9% at EUR 380 million. The business volume of the brands (including the sales activity of the franchises) reached EUR 433 million.

The year was also marked by a further acceleration in the Group's development with the successful opening of over 28 new restaurants: Hippopotamus pressed on with the extension of its network on French territory with 20 openings (7 franchises) which took to 108 the number of restaurants within this chain. The group's collection of brasseries was boosted with a new Belgian institution "les Armes de Bruxelles". After a year of standardisation and rationalisation of the brand, Tablapizza, acquired in 2006, enjoyed growth with the opening of 3 new restaurants (one of which in franchise) taking the number of establishments to 9. Bistro Romain consolidated its repositioning efforts, maintaining its network at 40 restaurants.

GROUPE FLO has also acquired the Maître Kanter brand and concept in order to complete its themed restaurant offer with a well-known brand on the popular traditional restaurant segment. Two of the brand's restaurants were taken over during the year and a third was transformed into a Hippopotamus.

To keep pace with the Group's controlled development and to implement an innovative human resources policy, GROUPE FLO was the first restaurant group to have signed an agreement with the ministry for national education to allow the Group's employees to validate their experience through the awarding of state recognised diplomas.

The on-going efforts to manage and control development made it possible to improve operational performance by over 21.3% compared with the previous year with a consolidated operating profit of EUR 33.0 million, or 8.7% of turnover. EBITDA came for the financial year to EUR 46 million, up by almost 20.7%. The net debt came to EUR 123.8 million reflecting the investment effort made over the year. The net profit at EUR 19 million takes into account a normal taxation rate, all of the tax losses carried forward having been exhausted in 2006.

For 2008, GROUPE FLO intends to consolidate its leadership position and increase its market shares, thanks to the on-going development of its brands. During this financial year, the company will have to contend with the increment of its social charges as a result of a change in social legislation. The implementation of a marketing, productivity and cost cutting plan should make it possible to limit the impact of this modification. In this context, GROUPE FLO will ensure the pursuit of its quest for excellence in the provision of service and differentiation of its brands.

CONTRIBUTION TO:

	Restricted Consolidation		Consolidation (transitive)	
	EUR Mio	%	EUR Mio	%
2007 operating profit	2.0	1.2%	4.4	1.5%
Adjusted net assets at 31/12/2007	67	1.0%	67	1.0%

KEY CONSOLIDATED FIGURES (EUR MILLION)

	2005	2006	2007
Equity	113	134	145
Turnover	310	349	380
Net profit, group share	12.1	19.0	19.0
Dividend per share (EUR)	-	0.30	n.a.

Lyparis Go Voyages

WWW.GOVOYAGES.COM

The French leader in the field of on-line plane ticket sales, GO VOYAGES celebrated its 10th anniversary in 2007. The Group today has 280 employees and generates a yearly turnover of around EUR 500 million.

GO VOYAGES has its own search engine and centralised reservation system that analyses all the tariffs proposed by all of the charter and regular airline companies: GO SPEED; it is also designed to find, in real time, all of the availabilities on all the GO VOYAGES products: charter and regular flights as well as car rentals, hotels and dynamic packages (with ACCOR, Best Western, GTA, Hilton and Fast Booking) making it possible to obtain unique "plane + hotel" packages.

GO VOYAGES has adopted a distribution strategy oriented, on the one hand, towards the tourism business (BtoB) and on the other hand, towards the general public (BtoC).

In keeping with its spirit of anticipation and innovation, GO VOYAGES offers travel agencies a partnership system via white labelling. The principle is to integrate the GO SPEED engine on their site by personalising it to match their image name and colours. This site, the agency's internet showcase, offers the possibility of reserving the GO VOYAGES offers on-line with a secure payment facility.

GO VOYAGES has a Web site dedicated to the trade: www.goagences.com. On this site, that does not require any specific training, the agencies access the GO SPEED engine, visualise the availabilities in real time, reserve on-line and obtain a reply – 10 times faster than with a manual search – on all of the availabilities, sorted by price.

The web site set up for the general public, www.govoyages.com, also offers all of the available offers in real time and allows on-line reservation.

1,300 partner sites have already integrated one or other of the GO VOYAGES engines, including Afat, Carlson Wagonlit Travel, Leclerc Voyages, Accortravel, Voyageurs du Monde, Printemps Voyages...

In 2007, GO VOYAGES launched "GO Cashback", an insurance that refunds your plane ticket within 72 hours when the flight has been cancelled, in the event of strike for example.

But it is above all the launch of GOVOLO that made the news at the end of 2007. Earmarked for the Spanish market, www.govolo.es is the first GO VOYAGES site abroad and marks the first step in the expansion project of the group abroad, which plans for the launch of around ten web sites in Europe between now and 2010.

The first financial year of LYPARIS, which acquired GO VOYAGES in the course of 2007, ends on 31 March 2008 with a turnover in excess of EUR 500 million and with EBITDA of around EUR 17 million.

CONTRIBUTION TO:

	Restricted Consolidation		Consolidation (transitive)	
	EUR Mio	%	EUR Mio	%
2007 operating profit	1.1	0.6%	0.4	0.1%
Adjusted net assets at 31/12/2007	53	0.8%	53	0.8%

KEY CONSOLIDATED FIGURES (EUR MILLION)

	2005*	2006*	2007*
Equity	n.a.	n.a.	n.a.
Turnover	n.a.	n.a.	n.a.
Net profit, group share	n.a.	n.a.	n.a.
Dividend	n.a.	n.a.	n.a.

* First financial year ending 31 March 2008.

Raspail Cheval Blanc

RASPAIL INVESTISSEMENTS owns the CHEVAL BLANC vineyard, a Saint-Emilion Premier Grand Cru Classé A (37 hectares) as well as that of LA TOUR DU PIN (8 hectares of Saint-Émilion Grand Cru).

The current shareholders purchased the estate at the end of 1988 and are naturally continuing the high-quality wine growing and production methods put in place by the founders of the estate, the FOURCAUD-LAUSSAC family. Their ambition is to respect and develop their philosophy. In this context, they deemed it prudent to hold back a certain quantity when selling their wines, in order to provide the château with a stock of previous vintages to compensate for any lack of production in years when the wine produced does not meet the high quality standards set by the estate.

Spring 2007 saw the "primeur" sale of the wines from the excellent 2006 vintage in favourable conditions. The estate sold around two thirds of the first wine and around 80% of the second at the prices of EUR 400 and EUR 65 respectively, identical to those reached with the previous vintage.

The year 2007 was marked by the taking over of the CHÂTEAU LA TOUR DU PIN, an 8 hectare property neighbouring CHEVAL BLANC, acquired in 2006. This estate is now run under the supervision of the CHEVAL BLANC teams with the aim of producing a wine of a high level of quality, but with its own style, to demarcate it from CHEVAL BLANC. The estate's primeur production was sold at a price of EUR 20 per bottle.

As far as weather conditions were concerned, most of the summer suffered from a distinct lack of sunshine, with August being particularly rainy. This situation put the vineyard at a high risk of phytosanitary difficulties but the situation was perfectly controlled. The excellent weather conditions in September made it possible to harvest normal quantities of very high quality grapes. Maintaining the very high levels of quality in this field will probably call for a very rigorous selection, leading to a lower proportion of first wine at CHEVAL BLANC.

In accounting terms, the financial year 2007 saw the generation of a turnover of some EUR 18.3 million, spread between the partial delivery of the remainder of the 2004 vintage, the partial delivery of the 2005 vintage and the relatively limited sales of old vintages.

The net profit amounted to EUR 6.0 million in 2007 compared with EUR 5.5 million in 2006.

CONTRIBUTION TO:

	Restricted Consolidation		Consolidation (transitive)	
	EUR Mio	%	EUR Mio	%
2007 operating profit	2.7	1.6%	3.8	1.2%
Adjusted net assets at 31/12/2007	38	0.6%	38	0.6%

KEY CONSOLIDATED FIGURES (EUR MILLION)

	2005	2006	2007
Equity	17.8	23.4	26.1
Turnover	15.1	15.8	18.3
Net profit, group share	3.7	5.5	6.0
Dividend	-	3.3	n.a.

Tikehau

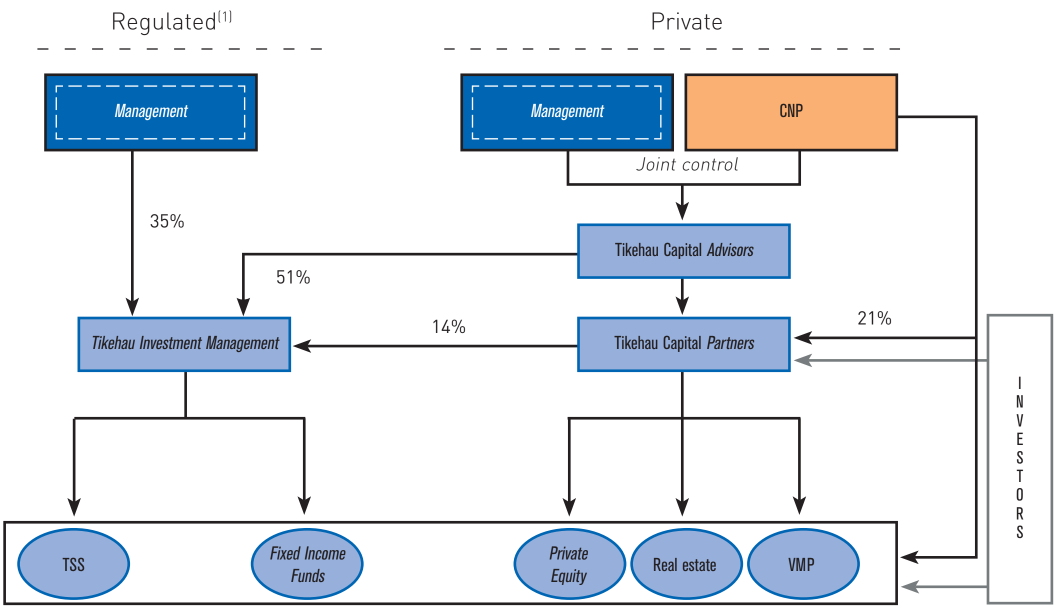
The TIKEHAU group was founded in 2004 at the initiative of its management and of several investors from the world of finance, real estate and industry. The Group's main activity is the structuring of financial operations and investment in various assets (listed or unlisted companies, real estate and funds).

TIKEHAU CAPITAL ADVISORS ("TCA") is the apex company of the TIKEHAU group. TCA presides over and manages TIKEHAU CAPITAL PARTNERS ("TCP"), the group's investment company with equity of EUR 87 million as at 31 December 2007.

As at 31 December 2007, TCP had investments in 22 shareholdings in different industries and in different asset classes.

The financial year 2007 saw the acceleration of the development of the TIKEHAU Group's management platforms with, in particular :

- TIKEHAU INVESTMENT MANAGEMENT: EUR 210 million under management and the launch of TSS FUND, Ltd, an investment vehicle dedicated to distressed debt (corporate, real estate, structured);
- TIKEHAU ASIA / TR CAPITAL: creation of an opportunistic investment company in Asia, based in Hong Kong;
- In 2007, the net profit of TCA and of TCP came to EUR 0.7 million and EUR 2.1 million respectively.



[1] *Tikehau Investment Management* is regulated by the Autorité des Marchés Financiers (AMF).

CONTRIBUTION TO:

	Restricted Consolidation		Consolidation (transitive)	
	EUR Mio	%	EUR Mio	%
2007 operating profit	0.8	0.5%	0.8	0.3%
Adjusted net assets at 31/12/2007	28	0.4%	28	0.4%

KEY CONSOLIDATED FIGURES (EUR MILLION)

TCA SAS	2005	2006	2007
Equity	1.2	14.5	15.2
Turnover	n.s.	2.8	2.8
Net profit, group share	n.s.	1.0	0.7
Dividend	-	0.9	n.a.

Belgian Icecream Group

WWW.BELGIAN-ICECREAM-GROUP.BE

BELGIAN ICECREAM GROUP ("BIG") is the leading Belgian ice cream brand and is the leader or challenger in all Belgium's sales channels through its historical brand IJSBOERKE. At European level, the company is seeking to accelerate its development through the MIO brand and, selectively, under third party brands. The acquisition of the company FRISA/ARTIC will allow it to further reinforce its international foothold.

The financial year 2007 will have been marked by the acquisition of the 3rd Belgian ice cream manufacturer, the FRISA/ARTIC group. This operation will make it possible to form one of the leading European groups focusing exclusively on this sector with a pro-forma turnover of some EUR 90 million.

It was also an opportunity to change the name of the IJSBOERKE group to the BELGIAN ICECREAM GROUP in order to better reflect the portfolio of historical brands, IJSBOERKE, MIO and ARTIC. The abbreviation of this name, "BIG", is also a reference to the strategic ambitions and to the name of one of its flagship products.

The year 2007 will also have been marked by the first downturn in turnover since 2002, at EUR 62 million, compared with over EUR 66 million in 2006. This disappointing performance is due to the unfavourable weather conditions that prevailed throughout the high season. Despite this hiccup, sales in the "Retail" channel continued to grow thanks to new sales outlets in Belgium and in the Netherlands.

The second factor to have a negative impact on profits was the increase in the cost of raw materials and in particular of dairy products that reached record levels. The speed and scale of this increase had not been predicted, which meant that it was not possible to pass on the increase in the sale price.

Finally, non-recurrent direct costs linked to the development of the new MIO range, to the external storage costs and to the acquisition of ARTIC also had a negative impact on performance.

Consequently, the consolidated operating profit posts a loss of EUR 0.7 million. The net profit came to EUR 5.8 million thanks to the profit generated by the negative goodwill on the acquisition of ARTIC.

The risk of more volatile weather conditions and higher raw material prices confirm the need to diversify the group's activities in geographical terms and in terms of market segments (distribution networks, clients, range of products) while continuing to reduce production costs. Other strategic objectives include maintaining a significant share of brands in global sales of around 80% and giving preference to added value over volume.

In 2008, BIG will be seeking to pursue its internal growth, mainly via sales of IJSBOERKE in the mass distribution channels in the Benelux and the new MIO range outside this region and among wholesalers. At industrial level, priority will be given to the integration of the ARTIC activities and the optimisation of production between the three sites operated in Belgium.

CONTRIBUTION TO:

	Restricted Consolidation		Consolidation (transitive)	
	EUR Mio	%	EUR Mio	%
2007 operating profit	1.7	1.0%	-0.7	-0.2%
Adjusted net assets at 31/12/2007	23	0.3%	23	0.3%

KEY CONSOLIDATED FIGURES (EUR MILLION)

	2005	2006	2007
Equity	18.4	18.7	22.9
Turnover	54.7	66.6	61.9
Net profit, group share	3.1	1.9	5.8
Dividend	1.6	1.7	n.a.

Trasys

WWW.TRASYS.BE

TRASYS is a large Belgian IT consultancy and services company. It currently employs over 600 persons at its various branches in Belgium and in Luxembourg, London, Paris and Athens. TRASYS is active via a broad spectrum of services and competencies (consultancy, project management, operation of IT infrastructures) on private and public markets.

In 2007, TRASYS generated turnover of EUR 62 million, down 2% on 2006, mainly following the non-renewal of a framework contract relating to the provision of IT support to the European Commission. Despite this, TRASYS' activities within this institution benefited from the first effects of the conclusion, at the end of 2006, of a long-term contract for consultancy work as well as various consultancy framework contracts with specialised agencies. The missions concerned imply a higher added value, thus meeting the strategic objective fixed for 2007.

The company also diversified its offer with the development of functional and IT competencies in the ambit of the new REACH regulation for the chemical substances sold in Europe. These competencies made it possible to gain a foothold in the chemical industry, mainly through professional federations, with a range of advisory and assistance services. References have already been acquired in various European countries and in the United States.

During the financial year, TRASYS continued with its international development with the setting up of a new office in Spain and with the reinforcement of its activities in Greece.

The net profit for the year is virtually unchanged at EUR 3.4 million.

The 2008 objectives set out to pursue the increase in volume and in operating margin of the businesses generating most added value, as well as the diversification of the clientele in the large European private accounts.

CONTRIBUTION TO:

	Restricted Consolidation		Consolidation (transitive)	
	EUR Mio	%	EUR Mio	%
2007 operating profit	1.6	1.0%	1.5	0.5%
Adjusted net assets at 31/12/2007	15	0.2%	15	0.2%

KEY CONSOLIDATED FIGURES (EUR MILLION)

	2005	2006	2007
Equity	8.1	9.6	9.4
Turnover	57.6	63.1	61.8
Net profit, group share	2.4	3.5	3.4
Dividend	2.1	3.5	n.a.

Électricité du Bois du Prince

In September 2006, Molignée Énergie S.A. (NPM/CNP Group) and Air Energy created a joint subsidiary, ÉLECTRICITÉ DU BOIS DU PRINCE, with the aim of building a wind park with a nominal capacity of 22 MW on the territory of the communes of Fosses-la-Ville and Mettet.

During this first 16-month financial year, the company carried out the investments needed to set up the 11 ENERCON windmills with a nominal unitary power of 2 MW. This investment, totalling over EUR 30 million and financed almost exclusively by a loan, was realised in accordance with the budgets. The entry into operation of the park was staggered between September 2007 and the end of November 2007. As from the month of September 2007, the first kWh were injected into the distribution network of the intercommunal company IDEG, which made it possible to generate a turnover of EUR 1.2 million. It should be noted that during this period, the machines – in a trial phase – did not all run on their nominal power. The company sets out to produce annually over 50,000 MWh, or the equivalent of the annual consumption of 12,500 households. This wind park should make it possible to save 22,800 tonnes of CO_2 emissions.

The production in early 2008 is higher than the estimates in terms of wind speed. The production of the wind park is therefore higher than expected for the first months of the year.

ÉLECTRICITÉ DU BOIS DU PRINCE has plans to develop an extension to the existing park and shall introduce in 2008 a new permit application for 3 or 4 additional windmills. If granted, this extension would take the nominal production capacity of the park to 28 or 30 MW respectively.

CONTRIBUTION TO:

	Restricted Consolidation		Consolidation (transitive)	
	EUR Mio	%	EUR Mio	%
2007 operating profit	-	0.0%	0.2	0.1%
Adjusted net assets at 31/12/2007	-	0.0%	-	0.0%

KEY CONSOLIDATED FIGURES (EUR MILLION)

Électricité du Bois du Prince	2005	2006	2007*
Equity	n.a.	n.a.	1.3
Turnover	n.a.	n.a.	1.2
Net profit, group share	n.a.	n.a.	0.7
Gross dividend	n.a.	n.a.	n.a.

* 16-Month Fiscal year ended 31 December 2007.

Métropole Télévision (M6)

WWW.M6FINANCE.COM

METROPOLE TELEVISION is a multimedia group, hinged around the second French commercial television channel, M6, comprised of a family of digital channels and diversification activities developed around a powerful brand.

The year 2007, which coincided with the 20th anniversary of the M6 channel, was marked by the increasing emergence of the multi-channel offer in France. Despite this increased competition and a difficult economic environment, the M6 channel, which benefited from the opening of the advertising market to the distribution sector, managed to increase its gross advertising market share to 24.1% which is its highest historical level. It thus confirms its status as a generalist channel, by establishing new record audience figures on the strategic time slots, in particular during Prime Time, and on the main advertising targets, such as housewives under the age of 50.

This success is in particular the result of an efficient mix of programmes that the channel has managed to turn into its flagship products (Capital, 66 Minutes, Pékin Express) and its exclusive rights to very popular American series (Prison Break, NCIS). The turnover of the M6 channel came in 2007 to EUR 681.6 million (+ 3.8%), in particular thanks to an increase of 4.0% in advertising revenues, for an operating profit of EUR 196.5 million.

The family of channels of the M6 Group has also reinforced its presence on the more thematic market with PARIS PREMIÈRE and TEVA, and managed to impose W9 as the leading channel among the TNT newcomers. The 2007 turnover of the digital channels reached EUR 100.0 million, up by 32.3% and despite investments in W9, posted a positive operating profit of EUR 0.3 million.

The diversification and audiovisual rights activities also witnessed another year of growth in 2007 and met with success in three areas:

- the Distance Selling activities went from strength to strength thanks to the growth of the Mistergooddeal.com e-commerce site acquired in November 2005;
- the Interactivity activities (M6 WEB and M6 MOBILE) are enjoying sustained growth thanks to the success of M6 MOBILE BY ORANGE, which had 1.17 million subscribers at the end of December 2007, and the group's Web sites that are recording increasing numbers of single visitors;
- the Football Club "Girondins in Bordeaux" enjoyed a good sporting season in 2006/2007, winning, among others, the French League Cup.

The 2007 turnover from diversifications and audiovisual rights was up by 4.3% at EUR 574.6 million, for an operating profit of EUR 45.7 million.

In 2007, the Group's consolidated turnover thus amounted to EUR 1 356.4 million (+5.7%), EUR 695.4 million of which from the advertising revenues of all of the activities, driven by the 51.1% growth in advertising on the digital channels and an increase of 25.8% in press and Internet advertising. The operating profit is up by 5.9% at EUR 236.1 million, and the net profit, Group share totalled EUR 168.7 million.

In 2008, the M6 Group will continue to build the foundations of sustainable growth, by pursuing its innovations, by finding new development opportunities and by anticipating the evolution of uses in the field of consumption of multimedia content, moving towards the greater digitisation of its products. On the M6 channel, the year will be marked in particular by the broadcasting of half of the matches of the EURO 2008, which should make it possible to reach record audience levels.

CONTRIBUTION TO:

	Restricted Consolidation		Consolidation (transitive)	
	EUR Mio	%	EUR Mio	%
2007 operating profit	6.3	3.7%	6.3	2.1%
Adjusted net assets at 31/12/2007	119	1.8%	119	1.8%

KEY CONSOLIDATED FIGURES (EUR MILLION)

	2005	2006	2007
Equity	504	800	788
Turnover from continuing operations	1,080	1,283	1,356
Net profit, group share	156	408	169
Dividend per share (EUR)	0.95	0.95	1.00*

* Subject to approval by the annual general meeting of shareholders.

Affichage holding

WWW.AFFICHAGE.CH

AFFICHAGE HOLDING leads the field in Switzerland in the field of out-of-home media. Over the past few years, the group has undergone a geographical diversification toward Central and South Eastern Europe with the strategic aim of generating one quarter of its turnover in these regions. It has a strong local foothold in Greece, Romania, Hungary, Bulgaria, Bosnia, Serbia and Montenegro.

The financial year 2007 was marked by an ambitious reorganisation of the business perimeter abroad and by new developments through acquisitions. Turnover generated outside Switzerland came to CHF 89 million, against CHF 28 million in 2006 and now accounts for 23% of the Group's overall turnover.

EUROPLAKAT INTERNATIONAL, the subsidiary jointly held with the group JC DECAUX, was split, the latter taking over activities in Croatia, Slovenia and Kosovo. For its part, AFFICHAGE HOLDING took over full control of this subsidiary, which retained within its perimeter the activities in Hungary, Bulgaria, Bosnia, Serbia and Montenegro. This new segmentation is yet to be approved by the competent monopoly authorities. The operation should be concluded in 2008.

All of the companies present in the former Yugoslavia enjoyed brisk development thanks to the priority given to quality. They all have a firm foothold on the market. In Bulgaria, the market is evolving in fits and starts due to the political situation whereas in Hungary it is being slowed down by consolidation movements. In Romania, AFFICHAGE HOLDING has become, thanks to two acquisitions, the second player with 16% of the out-of-home advertising market.

The group's main international market is Greece where it acquired DOMISI SA in 2007 as well as 75% of CLEAR MEDIA with the intention of acquiring the remaining stake between now and 2009. This subsidiary now has around fifty employees selling over 6,000 surfaces spread throughout the country. In addition to the operational integration problems, this subsidiary has to contend with fierce competition throughout the country.

On the Swiss market, sales came to CHF 297 million, up by 1.3% on 2006. This sluggish growth can be explained by the adoption of more stringent legislation on tobacco advertising and the expiry of certain contracts in the sporting field, leading to a turnover loss of over 5%. Following a call for tender, the Compagnie des Chemins de Fer Fédéraux (CFF) has decided to pursue its cooperation with the AFFICHAGE HOLDING Group.

Overall sales of the various businesses (excluding property revenues) totalled CHF 386 million against CHF 321 million in 2006, which represents an increase of 20%. The operating profit is up by 25.5% at CHF 51 million. Thanks to the result of CHF 27 million realised on disposed activities, the net profit, group share has almost doubled to reach CHF 62 million.

This profitable growth can be explained by a turnover structure that generates better margins, a relative fall in the cost of the fees and commissions, economies of scale and synergies.

Equity came to CHF 303 million for a slightly positive net treasury of CHF 3 million.

The dividend proposed by the board of directors is up by 10% compared with 2006, at CHF 8.80 per share.

For 2008, the company should feel the benefits, over the first half year, of the EURO 2008 effect, organised jointly by Switzerland and Austria. The positive effect expected on its domestic market will once again be affected by the foreseeable downturn in turnover attributable to the bans on tobacco and alcohol advertising and by the cancellation of certain contracts generating low profits in the sport field. Abroad, the evolution should be favourable, depending however on the success of the integration of the Greek activities.

CONTRIBUTION TO:

	Restricted Consolidation		Consolidation (transitive)	
	EUR Mio	%	EUR Mio	%
2007 operating profit	3.3	2.0%	3.3	1.1%
Adjusted net assets at 31/12/2007	115	1.7%	115	1.7%

KEY CONSOLIDATED FIGURES (CHF MILLION)

	2005	2006	2007
Equity	214	230	303
Turnover from continuing operations	296	321	386
Net profit, group share	22	32	62
Dividend per share (CHF)	6.25	8.00	8.80*

* Subject to approval by the annual general meeting of shareholders.

Direct shareholdings

Iris

WWW.IRISLINK.COM

Created in 1987 and listed on EURONEXT since 1999, the I.R.I.S. group is a world-wide leader in the publishing of intelligent document recognition software. It also has a leadership position on the domestic markets in the electronic management of documents, their content and processes and in the design, implementation and support of optimised IT infrastructures. It today has 500 employees in Europe and in the United States.

The I.R.I.S. GROUP is comprised of two divisions:

- I.R.I.S. PRODUCTS & TECHNOLOGIES, which develops and markets intelligent document recognition software worldwide, sold via licence agreements, IT retailers, via internet or in cooperation with added-value retailers;
- I.R.I.S. PROFESSIONAL SOLUTIONS, which provides professional electronic management solutions for documents, their content and processes to the public sector, financial world, service sector, associative world and industry. The activity also covers the design of the optimal architecture of the IT infrastructures (servers and storage), their implementation and their support. All these solutions include the hardware, software and services (technical architecture, functional analysis, development, installation, training, support and maintenance). The experience of its consultants, developers, archivists, project managers and system engineers makes I.R.I.S. a preferential partner on each of its domestic markets.

The year 2007, which marked the company's 20th anniversary, witnessed several significant events. In addition to the launch of several innovative products, including the iHQC™ hyper compression technology and the conclusion of a large number of contracts, including important partnerships with EUROCLEAR and DEXIA, the Group enjoyed a profitable year. By continuing its investments in product development, it paved the way for its future growth with the acquisition of an integrator specialising in documentary management in the Netherlands and a software publishing company in Germany.

The I.R.I.S. profits in 2007 reveal an improvement in the results of its two divisions: operating profit up by 39% at EUR 8.1 million and net profit up by 42% at EUR 5.7 million. The two acquisitions realised at the end of the financial year contribute marginally to these results but offer an additional development platform for the group's activities, which is forecasting further growth for 2008.

CONTRIBUTION TO:

	Restricted Consolidation		Consolidation (transitive)	
	EUR Mio	%	EUR Mio	%
2007 operating profit	-	-	-	-
Adjusted net assets at 31/12/2007	6	0.1%	6	0.1%

KEY CONSOLIDATED FIGURES (EUR MILLION)

	2005	2006	2007
Equity	30.2	33.0	49.2
Turnover	74.0	81.8	95.1
Net profit, group share	2.8	4.0	5.7
Gross dividend / share	0.50	0.60	0.80*

* Subject to approval by the annual general meeting of shareholders.

Fidentia

FIDENTIA REAL ESTATE INVESTMENTS was created in December 2006 at the initiative of its management and, since 2007, is jointly held by NPM/CNP and its founders. FIDENTIA sets out to structure real estate operations within various specialised investment vehicles and to manage these real estate assets.

The financial year 2007 saw the setting up of the various structures serving as foundations for FIDENTIA's future activities. These activities are underpinned by specialised investment vehicles intended for one single investor or various investors grouped according to their affinities for a certain category of real estate assets.

Among the selected investment targets are office buildings (mainly HEQ, i.e. high environmental quality), commercial real estate as well as retirement homes or assisted-living units.

Since its creation, FIDENTIA has structured an operation relating to an office building in Liège on behalf of third parties and has acquired a minor shareholding in a small office space for an amount of EUR 1.5 million, financed mainly by a loan. During is first financial year, the company also concluded an operation, subject to the suspensive condition of the granting of a building permit, relating to the building of a high environmental quality building of over 10,000 square meters and 500 parking spaces at the gateway to Luxembourg. This commitment amounts to EUR 60 million and should be financed up to 60 to 80% (percentage depending on the future rental situation of the building) through a loan.

2008 should allow FIDENTIA to develop its existing activities in the field of high environmental quality buildings and to conclude its first transactions in the field of retirement homes/ assisted-living units and commercial real estate.

The result generated by the company during this first financial year is a loss amounting to EUR 330,000, given the absence of any significant transaction in the course of this start-up phase.

CONTRIBUTION TO:

	Restricted Consolidation		Consolidation (transitive)	
	EUR Mio	%	EUR Mio	%
2007 operating profit	-	0.0%	-	0.0%
Adjusted net assets at 31/12/2007	-	0.0%	-	0.0%

KEY CONSOLIDATED FIGURES (EUR MILLION)

	2005	2006	2007
Equity	n.a.	n.a.	-0.1
Turnover	n.a.	n.a.	0.1
Net profit, group share	n.a.	n.a.	-0.3
Dividend	n.a.	n.a.	-

CONSOLIDATED INCOME STATEMENT

For the year ended 31 December

,000 EUR *(except for data per share)*	**Note**	**2006**	**2007**
Revenue	4	13,219,630	12,899,201
Other operating income	5	70,350	55,858
Raw materials, goods for resale and consumables used, including changes in inventories		(11,165,624)	(10,816,391)
Staff costs	6	(773,641)	(783,066)
Depreciation expenses		(143,763)	(136,620)
Amortization expenses		(10,973)	(9,847)
Gains/losses and impairments on shareholdings and activities	8	96,366	204,916
Other operating expenses	5	(867,200)	(832,467)
Results of operating activities		**425,145**	**581,584**
Dividends and interests from available-for-sale investments	10	176,697	281,631
Dividends from current assets held for trading		2,617	2,396
Interest income from current assets		97,002	133,174
Interest expenses		(128,838)	(176,188)
Gains/(losses) on trading activities (including derivatives)		24,872	9,602
Other financial income/(expenses)	8	11,711	(3,547)
Net finance income/(expenses)		**184,061**	**247,068**
Profit/(loss) from operating and finance activity		**609,206**	**828,652**
Income tax	13	(59,288)	(73,459)
Income from associates	18	16,865	19,427
Net profit/(loss) from continuing operations		**566,783**	**774,620**
Net profit/(loss) from discontinued operations	38	1,370,515	57,889
Net profit/(loss) for the period		**1,937,298**	**832,509**
attributable to minority interests		1,024,912	382,748
attributable to shareholders of NPM/CNP (Group share)		**912,386**	**449,761**

Basic earnings per share (EUR/share)		**8.37**	**4.13**
from continuing operations	33	3.46	3.69
from discontinued operations	33	4.91	0.44
Diluted earnings per share (EUR/share)		**8.18**	**4.05**
from continuing operations	33	3.39	3.62
from discontinued operations	33	4.79	0.43

In accordance with IFRS 5 – *Non-current Assets Held for Sale and Discontinued Operations* and in order to ensure the comparability with the financial statements of 2007, the income statement of 2006 has been restated in order to present the share in the net result of the companies operating the Pasadena (Texas) refinery and CHÂTEAU RIEUSSEC on a separate line, as « net profit/(loss) from discontinued operations ». This change in the presentation does not affect the net profit for the period.

At 31 December

,000 EUR	Note	2006	2007
ASSETS			
Non-current assets		**10,194,580**	**13,076,297**
Intangible assets	14.15	249,387	260,116
Goodwill	16	543,572	706,902
Property, plant and equipment	17	1,208,548	1,270,862
Investments in associates	18	273,239	278,708
Long-term advances		82	240
Available-for-sale investments	19	7,814,070	10,374,092
Deferred tax assets	13	70,011	96,269
Other non-current assets	20	35,671	89,108
Current assets		**6,230,415**	**6,571,403**
Inventories	21	833,223	915,357
Trade and notes receivable	22	986,592	1,085,798
Short-term interest bearing advances	23	421,466	215,160
Financial assets held for trading	19	90,777	762,045
Cash and cash equivalents	24	3,354,420	2,990,120
Assets classified as held for sale and discontinued operations	38	0	106,364
Other current assets	25	543,937	496,559
TOTAL ASSETS		**16,424,995**	**19,647,700**

,000 EUR		2006	2007
EQUITY AND LIABILITIES			
Total equity		**11,411,086**	**13,058,810**
Shareholders' equity		**5,819,521**	**6,451,767**
Share capital	26	126,500	126,500
Share premium		1,052,870	1,052,870
Treasury shares (-)		(86,109)	(121,845)
Revaluation reserve (available-for-sale investments)		1,686,370	1,981,447
Hedging reserve		455	2,866
Translation reserve		(24,981)	(48,057)
Accumulated profit		3,064,416	3,457,986
Minority shareholders' equity		**5,591,565**	**6,607,043**
Non-current liabilities		**2,138,379**	**3,365,009**
Provisions	27	111,009	81,164
Employee retirement and post-employment benefit obligations	28	100,899	85,368
Deferred tax liabilities	13	184,536	188,729
Obligations under finance lease	29	23,176	25,503
Other long-term interest bearing borrowings	30	1,681,370	2,960,622
Other non-current liabilities		37,389	23,623
Current liabilities		**2,875,530**	**3,223,881**
Provisions	27	24,167	20,400
Trade and notes payable		876,080	865,865
Income taxes payable and accrued		27,293	36,352
Current portion of obligations under finance lease	29	5,056	5,260
Current portion of long-term borrowings, short-term borrowings and overdrafts	30	1,355,399	1,564,430
Other financial liabilities		81,380	42,172
Other current liabilities	31	506,155	689,402
TOTAL EQUITY AND LIABILITIES		**16,424,995**	**19,647,700**

CONSOLIDATED CASH FLOW STATEMENT

For the year ended 31 December

,000 EUR	**2006**	**2007**
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit from continuing operations before income taxes and minority	**730,881**	**848,079**
Adjustments for:		
(Income from associates)	(16,865)	(19,427)
Dividends received from associates	1,527	14,270
(Gain)/loss on disposal of property, plant and equipment	(11,914)	(6,276)
(Gain)/loss on disposal of intangible assets	(651)	462
(Gain)/loss on disposal of available-for-sale investments	(97,868)	(204,738)
(Gain)/loss on disposal of subsidiaries	(103,223)	(47,905)
(Gain)/loss on disposal of investments in associates	0	0
Amortization, depreciation and impairment losses	213,323	181,133
Deferred investment grants booked in profit and loss	6,049	(37)
Miscellaneous profit and loss elements without any cash effect	(32,097)	(12,853)
(Interest income)	(97,024)	(133,174)
Interest expense	128,838	176,188
Operating cash flows from continuing operations before working capital changes	**720,976**	**795,722**
Changes in working capital		
Decrease/(increase) in other non-current assets	(17,344)	(76,790)
Decrease/(increase) in inventories	(47,629)	(82,843)
Decrease/(increase) in trade and notes receivable	(86,392)	(81,663)
Decrease/(increase) in interest bearing advances	(238,083)	190,868
Decrease/(increase) in financial assets held for trading	3,759	(677,233)
Decrease/(increase) in other current assets	(267,856)	86,052
Increase/(decrease) in employee retirement and post-employment benefit obligations	2,409	(1,601)
Increase/(decrease) in provisions	(25,861)	(17,335)
Increase/(decrease) in other non-current liabilities	(867)	(570)
Increase/(decrease) in trade and notes payable	(19,083)	18,434
Increase/(decrease) in other current liabilities	222,060	68,024
Cash provided by operations	**246,089**	**221,065**
Income taxes received/(paid)	(58,554)	(61,827)
Operating cash flows from continuing operations	**187,535**	**159,238**
Operating cash flows from discontinued operations	**58,373**	**(68,023)**
Operating cash flows	**245,908**	**91,215**
CASH FLOWS FROM INVESTING ACTIVITIES		
(Acquisition) of subsidiaries, net of cash (1)	(302,548)	(152,102)
Disposal of subsidiaries, net of cash (1)	154,549	76,570
(Acquisition) of investment in associates	(137,248)	(99,894)
Disposal of investment in associates	0	6
(Acquisition) of intangible assets (including patents and trademarks)	(10,993)	(247,613)
Disposal of intangible assets (including patents and trademarks)	1,371	14,338
(Acquisition) of tangible assets	(231,899)	(24,799)
Disposal of tangible assets	22,116	1,264
(Acquisition) of available-for-sale investments	(1,729,745)	(2,604,218)
Disposal of available-for-sale investments	413,277	996,730
Investment grants received and others	(429)	178
Investing cash flows from continuing operations	**(1,821,549)**	**(2,039,540)**
Investing cash flows from discontinued operations	**2,170,859**	**31,239**
Investing cash flows	**349,310**	**(2,008,301)**

1) Note 3 on acquisitions and disposals of subsidiaries and joint ventures presents the net cash effect of such acquisitions and disposals.

CONSOLIDATED CASH FLOW STATEMENT

,000 EUR	2006	2007
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issue of NPM/CNP shares or stock options	0	0
Proceeds from capital increases by / sale and purchase of shares to/from minority shareholders	142,882	299,057
Sale of treasury shares	0	17,313
Proceeds from minority shareholders' advances	5,388	0
Proceeds from non current financial borrowings	407,954	1,451,754
Proceeds from other current financial liabilities	37,110	46,728
(Acquisition of treasury shares)	(15,212)	(53,758)
(Dividends paid by the parent company to its shareholders)	(69,460)	(74,115)
(Dividends paid to minority shareholders)	(94,533)	(111,323)
(Repayment of non current borrowings, finance lease (including current portion)	(192,370)	(199,742)
(Repayment of other current financial liabilities)	(26,547)	(839)
Proceeds from / (Repayment of) current borrowings	676,998	178,729
Interests received	68,481	105,021
(Interests paid)	(92,818)	(119,245)
Financing cash flows from continuing activities	**847,873**	**1,539,580**
Financing cash flows from discontinued activities	**1,316**	**0**
Financing cash flows	**849,189**	**1,539,580**
Net effect of currency translation on cash and cash equivalents	13,430	13,206
Increase / (decrease) of cash and equivalents during the year	**1,457,837**	**(364,300)**
Cash and cash equivalents at beginning of year	**1,896,609**	**3,354,420**
Cash and cash equivalents at end of year	**3,354,446**	**2,990,120**

STATEMENT OF CHANGES IN EQUITY

,000 EUR	Share capital and premium	Treasury shares (-)	Revaluation reserve	Hedging reserve	Translation reserve	Accumulated profit	Total NPM/CNP shareholders	Minority interests	Total equity
At 31 December 2005	**1,179,370**	**(70,897)**	**1,316,076**	**(1,598)**	**17,315**	**2,209,738**	**4,650,004**	**3,902,765**	**8,552,769**
Change in fair value	-	-	370,294	2,053	-	-	372,347	732,287	1,104,634
Change in translation reserve	-	-	-	-	(42,296)	-	(42,296)	23,436	(18,860)
Others	-	-	-	-	-	8,746	8,746	-	8,746
Elements of income and expenses directly booked in the equity	**-**	**-**	**370,294**	**2,053**	**(42,296)**	**8,746**	**338,797**	**755,723**	**1,094,520**
Net profit for the year	-	-	-	-	-	912,386	912,386	1,024,912	1,937,298
Total income and expenses for the period	**-**	**-**	**370,294**	**2,053**	**(42,296)**	**921,132**	**1,251,183**	**1,780,635**	**3,031,818**
Dividend paid	-	-	-	-	-	(69,460)	(69,460)	(94,533)	(163,993)
Capital increases/reimbursements and sale/purchase of minority interests	-	-	-	-	-	-	0	-	0
Movements on treasury shares	-	(15,212)	-	-	-	-	(15,212)	-	(15,212)
Share-based payments	-	-	-	-	-	3,006	3,006	2,698	5,704
Other movements	-	-	-	-	-	-	0	-	0
Total movements	**-**	**(15,212)**	**370,294**	**2,053**	**(42,296)**	**854,678**	**1,169,517**	**1,688,800**	**2,858,317**
At 31 December 2006	**1,179,370**	**(86,109)**	**1,686,370**	**455**	**(24,981)**	**3,064,416**	**5,819,521**	**5,591,565**	**11,411,086**
Change in fair value	-	-	295,077	2,411	-	-	297,488	506,588	804,076
Change in translation reserve	-	-	-	-	(23,076)	-	(23,076)	(59,497)	(82,573)
Others	-	-	-	-	-	-	0	(2,150)	(2,150)
Elements of income and expenses directly booked in the equity	**-**	**-**	**295,077**	**2,411**	**(23,076)**	**0**	**274,412**	**444,941**	**719,353**
Net profit for the year	-	-	-	-	-	449,761	449,761	382,748	832,509
Total income and expenses for the period	**-**	**-**	**295,077**	**2,411**	**(23,076)**	**449,761**	**724,173**	**827,689**	**1,551,862**
Dividend paid	-	-	-	-	-	(74,114)	(74,114)	(111,323)	(185,437)
Capital increases/reimbursements and sale/purchase of minority interests	-	-	-	-	-	-	0	285,019	285,019
Movements on treasury shares	-	(35,736)	-	-	-	-	(35,736)	-	(35,736)
Share-based payments	-	-	-	-	-	3,043	3,043	1,429	4,472
Other movements	-	-	-	-	-	14,880	14,880	12,664	27,544
Total movements	**-**	**(35,736)**	**295,077**	**2,411**	**(23,076)**	**393,570**	**632,246**	**1,015,478**	**1,647,724**
At 31 December 2007	**1,179,370**	**(121,845)**	**1,981,447**	**2,866**	**(48,057)**	**3,457,986**	**6,451,767**	**6,607,043**	**13,058,810**

Deloitte

Bedrijfsrevisoren / Reviseurs d'Entreprises
Berkenlaan 8b
B-1831 Diegem
Belgium

Tel.: +32 2 800 20 00
Fax: +32 2 800 20 01
http://www.deloitte.be

COMPAGNIE NATIONALE A PORTEFEUILLE SA

STATUTORY AUDITOR'S REPORT TO THE SHAREHOLDERS' MEETING ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2007

To the shareholders

As required by law and the company's articles of association, we are pleased to report to you on the audit assignment which you have entrusted to us. This report includes our opinion on the consolidated financial statements together with the required additional comment.

Unqualified audit opinion on the consolidated financial statements

We have audited the accompanying consolidated financial statements of COMPAGNIE NATIONALE A PORTEFEUILLE SA ("the company") and its subsidiaries (jointly "the group"), prepared in accordance with International Financial Reporting Standards as adopted by the European Union and with the legal and regulatory requirements applicable in Belgium. Those consolidated financial statements comprise the consolidated balance sheet as at 31 December 2007, the consolidated income statement, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, as well as the summary of significant accounting policies and other explanatory notes. The consolidated balance sheet shows total assets of 19,647,700 (000) EUR and the consolidated income statement shows a consolidated profit (group share) for the year then ended of 449,761 (000) EUR.

The financial statements of several significant entities included in the scope of consolidation have been audited by other auditors. Our opinion on the accompanying consolidated financial statements, insofar as it relates to the amounts contributed by those entities, is based upon the reports of those other auditors.

The board of directors of the company is responsible for the preparation of the consolidated financial statements. This responsibility includes among other things: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error, selecting and applying appropriate accounting policies, and making accounting estimates that are reasonable in the circumstances.

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with legal requirements and auditing standards applicable in Belgium, as issued by the "Institut des Reviseurs d'Entreprises/Instituut der Bedrijfsrevisoren". Those standards require that we plan and perform the audit to obtain reasonable assurance whether the consolidated financial statements are free from material misstatement.

Member of
Deloitte Touche Tohmatsu

Deloitte COMPAGNIE NATIONALE A PORTEFEUILLE SA

In accordance with these standards, we have performed procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we have considered internal control relevant to the group's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the group's internal control. We have assessed the basis of the accounting policies used, the reasonableness of accounting estimates made by the company and the presentation of the consolidated financial statements, taken as a whole. Finally, the board of directors and responsible officers of the company have replied to all our requests for explanations and information. We believe that the audit evidence we have obtained, together with the reports of other auditors on which we have relied, provides a reasonable basis for our opinion.

In our opinion, and based upon the reports of other auditors, the consolidated financial statements give a true and fair view of the group's financial position as of 31 December 2007, and of its results and its cash flows for the year then ended, in accordance with International Financial Reporting Standards as adopted by the EU and with the legal and regulatory requirements applicable in Belgium.

Additional comment

The preparation and the assessment of the information that should be included in the directors' report on the consolidated financial statements are the responsibility of the board of directors.

Our responsibility is to include in our report the following additional comment which does not change the scope of our audit opinion on the consolidated financial statements:

- The directors' report on the consolidated financial statements includes the information required by law and is in agreement with the consolidated financial statements. However, we are unable to express an opinion on the description of the principal risks and uncertainties confronting the group, or on the status, future evolution, or significant influence of certain factors on its future development. We can, nevertheless, confirm that the information given is not in obvious contradiction with any information obtained in the context of our appointment.

Diegem, 31 March 2008

The statutory auditor

DELOITTE Bedrijfsrevisoren / Reviseurs d'Entreprises
BV o.v.v.e. CVBA / SC s.f.d. SCRL
Represented by Eric Nys

COMPAGNIE NATIONALE A PORTEFEUILLE S.A. / NATIONALE PORTEFEUILLEMAATSCHAPPIJ N.V. ("NPM/CNP", "the Company") is a holding company incorporated in Belgium. The consolidated financial statements of the Company for the financial years ended 31 December 2006 and 31 December 2007 include those of the Company, of its subsidiaries (fully consolidated) of joint ventures (proportionally consolidated), together referred to as the Group, as well as the Group's interests in associates. The consolidated financial statements were authorized for release by the Board of Directors on 6 March 2008.

Statement of compliance

The consolidated financial statements have been prepared in accordance with IFRS ("International Financial Reporting Standards") as approved by the European Union.

Since 2007, the Group has applied IFRS 7 – *Financial Instruments : disclosures* (requiring additional information on financial instruments), amendments to IAS 1 – *Presentation of Financial Statements* (requiring information regarding the way capital is managed) as well as the Interpretations of IFRIC 7, 8 ,9 and 10, which did not have any significant impact on the financial statements.

CNP did not anticipate the application of the following standards and interpretations, which became effective after 31 December 2007, and which have been published prior to the authorization date of the publication of the consolidated financial statements:

- IAS 1 – *Presentation of Financial Statements (revised 2007)*, which will be applicable as from 2009. This revision will introduce the concept of comprehensive income statement, which will also include elements of income and expenses which, until now, are recognized directly in equity, such as the changes in the fair value of available-for-sale investments.
- IFRS 3 – *Business Combinations* (revised 2008) and IAS 27 – *Consolidated and Individual Financial Statements* (revised 2008), which will be applicable as from 2010. Changes to IFRS 3 are numerous but only related to future takeover transactions. As far as amendments to IAS 27 are concerned, their impact on the financial statements should remain limited.
- IFRS 8 – *Operating Segments*, applicable as from 2009, could have an impact on the presentation of the segment reporting information provided by the Group.

The adoption of the following standards and interpretations, entering into force in 2008 or after, should not have a significant impact on the consolidated financial statements: :

- Amendments to IAS 23 – *Borrowing costs ;*
- Amendments to IAS 32 – *Financial Instruments* ;
- Amendments to IFRS 2 – *Share-based payments* ;
- IFRIC 11 – IFRS 2 – *Group Transactions and on Treasury Shares*
- IFRIC 12 – *Concession Arrangements*
- IFRIC 13 – *Customer Loyalty Programmes* ;
- IFRIC 14 – IAS 19 – *The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction.*

The Group decided not to opt for the booking of the actuarial differences directly in the equity according to the modification of IAS 19 – *Employee Benefits* which was effective from 2006. Consequently, it will continue to apply the rule of the « corridor ».

Basis of preparation

The objective of the consolidated financial statements is to give a fair view of the financial situation, the financial performance and the cash flows of the Group. They are prepared on a going-concern basis. Their presentation is identical from year to year to ensure comparability, and is only modified to meet the provisions of a new standard or interpretation, or to give more reliable or more relevant information. Elements with the same nature or function are presented under the same caption line by line according to the relative significance principle. Assets and liabilities on the one hand and revenue and expenses on the other hand, are only offset if required by a standard or an interpretation. Assets and liabilities are disclosed per ascending liquidity and maturity degree distinguishing non-current from current elements based upon the fact that their realization or maturity date is expected to take place after or before the end of a twelve month period following the closing date of the financial statements.

The consolidated financial statements are presented in thousands of euros (the euro being the functional currency of the Group). They are prepared on the cost basis except for derivative financial instruments, investments held for trading and investments available-for-sale which are stated at fair value. Recognized assets and liabilities that are hedged are stated at fair value in respect of the risk that is hedged.

The accounting policies have been applied in a comparable and consistent manner throughout the Group. The consolidated financial statements are prepared as of and for the periods ending 31 December 2006 and 31 December 2007 and they are presented before the profit appropriation of the parent company proposed to the annual general meeting of shareholders.

NOTE 1 - ACCOUNTING PRINCIPLES AND METHODS

Accounting Policies, Changes in Accounting Estimates and Errors

A change in the accounting policies is only applied to meet the requirements of a standard or an interpretation, or if it gives a more reliable or more relevant information. Changes in accounting policies are recognized retrospectively, except in case of specific transitional provision stated in a standard or an interpretation. The financial statements impacted by accounting policies changes are modified for disclosed previous financial years, as if the new policy had always been applied. When an error is detected, it is also retrospectively adjusted.
Uncertainties inherent to the activities of the Group require estimates to be made when preparing the financial statements. These estimates result from judgements aiming at providing a true and fair view based upon available and reliable information. An estimate is revised to reflect changes in circumstances, new information available and effects linked to experience.

Events after the balance sheet date

Events occurring between the financial statements closing date and the authorisation for release by the Board of Directors only give rise to an adjustment when they reveal, specify or confirm existing situations prevailing at the financial statements closing date.

Consolidation principles

The consolidated financial statements include those of all entities that are controlled, jointly controlled and significantly influenced by the Group. Intercompany transactions, balances, gains and losses have been eliminated.

(1) Subsidiaries

Subsidiaries are those entities that the Group controls (i.e. has the power to govern the financial and operating policies of the entity so to obtain benefits from its activities). Control is presumed when the Company owns directly or indirectly more than half of the voting rights. The consolidated financial statements of the subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

(2) Interests in joint ventures

A joint venture is a contractual agreement according to which the Group and other parties undertake an economic activity which is subject to joint control. Joint venture arrangements involving the establishment of a separate entity are referred to as jointly controlled entities. The Group reports its interests in jointly controlled entities using proportionate consolidation – the Group's share of the assets, liabilities, income and expenses of jointly controlled entities are combined with the equivalent items in the consolidated financial statements on a line-by-line basis.

(3) Associates

An associate is an entity over which the Group has significant influence, through participation in the financial and operating policy decisions of the investee, but which is not a subsidiary, nor a joint venture. This is generally evidenced by ownership of 20% or more but less than 50% of the voting rights. Investments in associates are accounted for using the equity method from the date that significant influence commences until the date that significant influence ceases. The carrying amount of such investments is reduced to recognize any decline in the value of individual investments.

A list of the company's significant subsidiaries, joint ventures and associates is set out in note 42.

Goodwill

(1) Goodwill

Goodwill represents the excess of the acquisition cost over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of a subsidiary, associate or jointly controlled entity at the date of acquisition. Goodwill is recognized as an asset and is not amortized. It is tested for impairment annually, at year-end (or earlier, should there be an indication that the value of the goodwill is impaired). Goodwill arising on the acquisition of an associate is included in the carrying amount of the associate. Goodwill arising on the acquisition of subsidiaries and jointly controlled entities is presented separately on the balance sheet.
On disposal of a subsidiary, associate or jointly controlled entity, the carrying amount of goodwill is taken into account when determining the profit or loss on disposal.

(2) Negative goodwill

Negative goodwill represents the excess of the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities at the date of acquisition over the acquisition cost.

A negative goodwill is immediately released to income when it subsists after re-examining and re-estimating the values.

Foreign currencies

In the financial statements of NPM/CNP and each subsidiary, jointly controlled entity and associate, transactions in currencies other than their functional currency are initially recorded at the exchange rate prevailing at the date of the transactions. Monetary assets and liabilities denominated in such currencies are translated at the exchange rate prevailing at the balance sheet date (closing rate). Exchange differences arising on the settlement or translation of monetary items at rates different than the rate prevailing on initial recognition are recognized in the income statement of the entity in the period in which they arise. On consolidation, the assets and liabilities of the Group's entity are translated at exchange rates prevailing at the balance sheet date. Income and expense items are translated at the average exchange rates for the period. Exchange differences arising on that occasion are classified as translation reserve in the equity. Such translation differences are recognized as income or as expenses in the period in which the operation is disposed of.

The following exchange rates have been used for the conversion of the financial statements of the consolidated entities :

1 euro is equal to :	**Closing exchange rate for the year**		**Average exchange rate for the year**	
	2006	**2007**	**2006**	**2007**
USD	1.317	1.472	1.256	1.380
CHF	1.607	1.654	1.573	1.643

Intangible assets

Intangible assets are stated at cost less accumulated amortization (when applicable) and accumulated impairment losses.

Expenditure related to research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, is expensed as incurred. Expenditure on development activities, whereby research findings are applied to a plan or design for the production of new or substantially improved products and processes, is capitalized if, and only if, the product or process is technically and commercially feasible and the company has sufficient resources to complete the development. The expenditure capitalized includes all directly attributable costs necessary to create, produce and prepare the assets to be capable of operating in the manner intended by management.

Expenditure on internally generated goodwill, brands, customer lists and items similar in substance is expensed as incurred.

Intangible assets with finite useful life are amortized using the straight-line method over the estimated useful lives. A different method may be used only if it better reflects the pattern of economic benefits associated with the asset considered. Intangible assets are not measured at their revalued amount. When the recoverable amount of an asset has declined below its carrying amount, the carrying amount is reduced to reflect the impairment.

The estimated useful lives are as follows:

Softwares	1 - 5 years
Patents, licences and concessions	5 - 20 years
Other intangible assets with a finite useful life	1 - 20 years

Intangible assets with indefinite useful life are not amortized but tested for impairment annually, at year-end (or earlier, should there be an indication that the value of the intangible asset is impaired). When the recoverable amount of an asset has declined below its carrying amount, the carrying amount is reduced to reflect the impairment.

Mineral resources

After obtaining exploration rights in a geographical area, the exploration costs mainly made of research of new knowledge on mining potential, the technical feasibility and the commercial viability of the area are expensed when incurred. The extraction rights are recognized as intangible assets. They are valuated at acquisition cost reduced by the depreciation and impairment losses. The costs of these rights are depreciated based upon extracted quantities.

The mining reserves are recognized in the balance sheet as property, plant and equipment. They are initially evaluated at cost excluding the subsoil, and increased by drilling costs incurred to broaden the knowledge and geological reliability of the explored site.

The pre-production operations aimed at securing access to the deposit are also considered as property, plant and equipment. Their initial valuation integrates the production cost and the present value of the rehabilitation obligation when a present obligation exists. The mining assets are further evaluated at their cost reduced by a depreciation calculated on the extracted quantities. The subsoil is not depreciated.

The intangible and tangible mining resources are allocated to cash-generating units like the other assets of the Group, and are submitted to impairment tests.

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. Depreciation is provided using the straight-line method over estimated useful lives. A different method may be used only if it better reflects the pattern of economic benefits associated with the asset considered. When the recoverable amount of an asset has declined below its carrying amount, the carrying amount is reduced to reflect its impairment.

The estimated useful lives are as follows:

Buildings	20 - 50 years
Machinery, equipment, furniture and vehicles	3 – 20 years
Other tangible fixed assets	5 - 10 years

Land is not depreciated as its useful life is infinite.

Biological assets

With regard to the vineyards owned by the NPM/CNP group, their value resides mainly in the soil (subject to a controlled appellation and a classification) and not in the biological assets – the vines. Due to the absence of an organized market, vines are valuated against cost (acquisition price and costs linked to the plantation) and depreciated against their useful life. When determining the fair value of the assets of vineyards purchased, the surplus between the price paid and the value of the net assets of the acquired entities have been totally allocated to the soil.

Investment property

An investment property is a property (land, building, part of a building or both) held to collect rents, to benefit from its increase of value or both and not to produce goods, provide services or sell it in the ordinary course of business.

An investment property is recognized as an asset if and only if it is likely that the future economic benefits of the investment property will be attributed to the entity and if the cost of the investment property can be evaluated in a reliable manner. An investment property is initially evaluated at acquisition cost and the transaction expenses are incorporated in the acquisition cost. It is then stated at amortized cost, i.e. at its acquisition cost less cumulated depreciation and impairment losses.

Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases. Assets held under finance leases are recognized as assets of the Group (initially at their fair value, or, if lower, at the present value of the minimum lease payments). The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation for the same amount. Finance costs, which represent the difference between the total leasing commitments and the value of the leased asset on initial recognition, are charged to the income statement over the term of the relevant lease so as to produce a constant periodic interest rate on the remaining balance of the obligations for each accounting period. Rentals payable under operating leases are charged to income on a straight-line basis over the term of the relevant lease.

Impairment

Goodwill and intangible assets with indefinite useful lives are not amortized but tested for impairment annually and whenever there is an indication of impairment.

In addition, the Group reviews, at each balance sheet date, the carrying amounts of its investments in associates, tangible and intangible assets with finite useful lives to determine whether there is an indication that those assets may be impaired.

If any such indication exists, the recoverable amount of the asset (or the cash-generating unit – CGU – to which it is allocated) is estimated and compared with its carrying amount, and, if such is the case, an impairment loss is recognized for the surplus. The recoverable amount is the higher of fair value less costs to sell and its value in use. The value in use is the present value of expected future cash flows associated with the asset or a CGU. An impairment loss is immediately recognized as a loss.

When this impairment loss recognized in the previous years no longer exists, the carrying amount is entirely or partially reversed; a reversal of an impairment loss is recognized as income immediately. An impairment loss on goodwill shall never be reversed.

Investments in securities

Investments in securities are recognized on a trade-date basis and are initially measured at fair value, i.e, in most instances, their acquisition cost.

- **Available-for-sale securities:** available-for-sale securities are measured at subsequent reporting dates at fair value. The changes in fair value are directly recognized in equity except for impairment losses, which are recognized in the income statement. The cumulated gain or loss initially booked in the equity (revaluation reserve) is reversed and stated in the income statement when the asset is disposed of.

- **Held-to-maturity investments:** at subsequent reporting dates, investments that the Group has the positive intention and ability to hold to maturity (held-to-maturity instruments) are measured at amortized cost, less any impairment loss recognized to reflect irrecoverable amounts.

  Any discount or premium on the acquisition of a held-to-maturity security is amortized over the term of the instrument so that the revenue recognized in each period represents a constant yield on the investment.

- **Held for trading securities:** held for trading securities are measured at subsequent reporting dates at fair value. The changes in fair value are recognized in the income statement in the period in which they occur.

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs comprise all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. When specific identification is not used, cost is calculated using the weighted average cost method. Net realizable value represents the estimated selling price in the ordinary course of business less all estimated costs of completion and the estimated costs necessary to make the sale. The amount of any write-down of inventories is recognized as an expense in the period in which it occurs.

Trade receivables

Trade receivables are stated at their nominal value less appropriate allowances for estimated irrecoverable amounts. An estimate is made for doubtful receivables after a review of all outstanding amounts at each balance sheet date. This review is based on the expected future cash flows of the receivables. Bad debts are written off during the period in which they are identified.

Cash and cash equivalents

Cash and cash equivalents include cash on hand and demand deposits, short-term (less than 3 months) deposits and highly liquid investments that are readily convertible to known amounts of cash and which are subject to insignificant risk of value fluctuation.

Share capital

(1) Costs of issuing equity instruments

The incremental costs directly attributable to an equity transaction are accounted for as a deduction from equity.

(2) Treasury shares

Treasury shares (i.e. own shares) are presented as a deduction of equity and reported in the statement of changes in equity. No gain or loss is recognized in the income statement on the sale, issuance or cancellation of treasury shares.

(3) Dividends

Dividends are recognized as a liability in the period in which they are declared.

Bank borrowings

Interest-bearing bank loans and overdrafts are recorded at the proceeds received, net of direct issuance costs. Transaction costs, premiums payable on settlement or redemption, are accounted for using the effective interest method and are added to the carrying amount of the instrument to the extent that they are not settled in the period in which they arise.

Convertible and exchangeable loan notes

Convertible loan notes (redeemable in shares to be issued by the Issuer at the option of the subscriber) and exchangeable loan notes (redeemable in other shares at the option of the subscriber) are regarded as compound instruments, consisting of a debt component and a derivative component.

At the date of issue, the fair value of the debt component is estimated using the prevailing market interest rate for similar non-convertible (or non-exchangeable) debt. The difference between the proceeds of issuance of the convertible or exchangeable loan notes and the fair value assigned to the debt component, representing the embedded option to convert (or to exchange) the debt into shares, is included in equity (when it relates to own shares) or presented as a financial liability (in other cases). The interest expense on the liability component is calculated by applying the prevailing market interest rate for similar non-convertible (or non-exchangeable) debt to the instrument. The difference between this amount and the interest paid is added to the carrying value of the convertible (or exchangeable) loan note. The optional component (derivative financial instrument) is evaluated at fair value and fluctuates by the income statement when it is presented as a liability.

Trade payables

Trade payables are stated at their nominal value.

Derivative financial instruments

Derivative financial instruments are recognized initially at fair value, i.e., in most instances, their initial acquisition cost and are remeasured to fair value at subsequent reporting dates. The accounting treatment depends upon the qualification of the potential instrument as a hedging instrument and on the type of hedging. A hedging relationship qualifies for hedge accounting if, and only if, all the following conditions are met :

- at the inception of the hedge, there is a formal designation and documentation of the hedging relationship and the entity's risk management objective and strategy for undertaking the hedge;
- the hedge is expected to be highly effective in achieving offsetting changes in fair value or cash flows attributable to the hedged risk;
- the effectiveness of the hedge can be reliably measured;
- the hedge is assessed on an ongoing basis and determined actually to have been highly effective throughout the financial reporting periods for which the hedge was designated.

(1) Cash flow hedges

When a derivative financial instrument hedges the exposure to variability in cash flows that is attributable to a particular risk associated with a recognized asset or liability, a firm commitment or a highly probable forecasted transaction, the portion of the gain or loss on the hedging instrument that is determined to be an effective hedge is recognized directly in equity. The ineffective portion of the gain or loss on the hedging instrument is recognized in the income statement immediately. Any gain or loss arising from the time value of the derivative financial instrument is also recognized in the income statement.

When the firm commitment or the forecasted transaction subsequently results in the recognition of a financial asset or a financial liability, the associated gains or losses that were recognized directly in equity, are reclassified into income statement in the same period or periods during which the asset acquired or liability assumed affects the profit and loss statement.

When a hedging instrument or hedge relationship is terminated but the hedged transaction still is expected to occur, the cumulative gain or loss at that point remains in equity and is recognized in accordance with the above policy when the transaction occurs. If the hedged transaction is no longer probable, the cumulative unrealized gain or loss recognized in equity is recognized in the profit and loss statement immediately.

For other cash-flow hedges, amounts previously recorded in equity are included in the profit and loss statement when the originally forecasted hedged transaction is recorded.

(2) Fair value hedges

Where a derivative financial instrument hedges the exposure to changes in fair value of a recognized asset or liability, a firm commitment, or an identified portion of such an asset, liability or firm commitment that is attributable to a particular risk, any resulting gain or loss on the hedging instrument is recognized in the profit and loss statement. The hedged item is also stated at fair value in respect of the risk being hedged, with any gain or loss being recognized in the profit and loss statement.

(3) Hedge of a net investment in a foreign operation

Where a foreign currency liability hedges a net investment in a foreign operation, foreign exchange differences that are determined to be an effective hedge arising on translation of the liability to euro are recognized directly in equity.

Where a derivative financial instrument hedges a net investment in a foreign operation, the portion of the gain or the loss on the hedging instrument that is determined to be an effective hedge is recognized directly in equity, whereas the ineffective portion is reported in the income statement.

The gain or loss on the hedging instrument related to the efficient portion of the hedge that was directly recorded in equity affects the profit and loss account when the foreign operation is disposed of.

(4) Derivative financial instruments not qualifying as hedging instruments

Any derivative which does not qualify as a hedging instrument is accounted for as a trading instrument.

Government grants

Investment grants are recognized on the balance sheet as deferred income (included in ‘other non-current liabilities’ or ‘other current liabilities’) when there is reasonable assurance that the Group will comply with the conditions attached to them and that the grants will be received. They are recognized as income over the periods necessary to match them with the related costs (e.g. consistently with the estimated useful life of the related asset).

Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive), as a result of a past event, which will probably result in an outflow of economic benefits that can be reasonably estimated.

Provisions for restructuring are recognized when the Group has a detailed formal restructuring plan which has been notified to affected parties.

The amounts recognized under provisions are the best available estimate of the expenses necessary to settle the present obligation at the closing date.

Post-employment benefits

(1) Defined contribution plans

Payments to defined contribution retirement benefit plans are charged as an expense as they fall due.

(2) Defined benefit plans

For defined benefit retirement plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses which exceed 10 per cent of the greater of the present value of the Group's pension obligations and the fair value of plan assets are amortized over the expected average remaining working life of the participating employees.

Past service cost is recognized immediately to the extent that the benefits are already vested, and otherwise is amortized on a straight-line basis over the average period until the amended benefits become vested.

The amount recognized in the balance sheet represents the present value of the defined benefit obligation as adjusted for unrecognized actuarial gains and losses and unrecognized past service cost, and as reduced by the fair value of plan assets. Any asset resulting from this calculation is limited to the present value of refunds available to the Group and reductions in future contributions to the plan.

Share-based payments

The fair value of stock options granted to employees is expensed against equity over the vesting period (if any) based on the best available estimate of the number of options expected to vest. That estimate is revised at each balance sheet date.

The fair value of each stock option granted to employees is measured at grant date based on Black & Scholes model. In case the terms and the conditions, on which the equity instruments are granted, are modified, the incremental fair value of stock options is expensed over the remaining vesting period (if any).

Revenue recognition

Disposals of assets are recognized when risks and rewards inherent to the ownership have been transferred to the buyer. In case of goods delivery, it is generally the case when goods are delivered and title has passed. Interest income is accrued on a time basis using the effective interest rate method. Dividend income from investments is recognized when the shareholders’ rights to receive payment have been established.

Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of that asset. A qualifying asset is an asset that necessarily takes a substantial period of time (more than a full financial year) to get ready for its intended use or sale. Borrowing costs may include interest on bank overdrafts and short-term and long-term borrowings, amortization of discounts or premiums relating to borrowings, amortization of ancillary costs incurred in connection with the arrangement of borrowings, finance charges in respect of finance lease and exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs.

Taxation

Current tax is the amount of income taxes payable (or recoverable) in respect of the taxable profit (or tax loss) for the financial year. Deferred tax is accounted for using the balance sheet liability method in respect of temporary differences arising between the carrying amount of assets and liabilities in the financial statements and the corresponding tax basis used in the computation of taxable profit. In principle, deferred tax liabilities are recognized for all taxable temporary differences and deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

Such assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction which affects neither the tax profit nor the accounting profit. Deferred tax liabilities are recognized for taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.
Deferred tax is calculated at the tax rates that are substantially enacted and expected to apply to the period when the asset is realized or the liability is settled. Deferred tax is charged or credited in the income statement, except when it relates to items credited or charged directly to equity, in which case the deferred tax is also dealt with in equity.
Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the Group intends to settle on a net basis.

Non-current assets held for the sale and discontinued operations

Non current assets, group of assets and liabilities are qualified as assets held for sale when it is more than likely that at closing date these liabilities will be disposed of. Their disposal is considered as more than likely when at closing date, a plan to sell them for a reasonable price in relation to their fair value and to find a buyer and to realize the disposal within one year, has been initiated. The non-current assets held for sale (and the groups for disposals), are evaluated at the lowest between their carrying amount and their fair value reduced by the costs of the disposal. These are separately presented on the face of the balance sheet.

A discontinued operation is a component of an entity that either has been disposed of, or that is held for sale. It represents an activity line or a major and separate geographical area of operations; it is part of an organized process to dispose of an activity line or a major line of business or geographical area of operations, or it is a subsidiary acquired exclusively with a view to resale. A component of an entity means operations and cash-flows that can be clearly distinguished, operationally and for financial reporting purposes from the rest of the entity. The discontinued operations are reported separately in the income statement.

Business combinations

When the Group acquires an entity or a company, the assets, the liabilities and the identifiable contingent liabilities of the acquired company are recognized at fair value. The positive difference between the cost of the business combination and the Group's interests in the net fair value of the assets, the liabilities and the identifiable contingent liabilities, is recognized as goodwill. When this difference is negative, it is immediately recognized as income.

The interests of the minority shareholders reflect their share in the fair value of the assets, the liabilities and the identifiable contingent liabilities.

Goodwill is considered as an asset and is subject to an impairment test at least once a year. The impairments on goodwill are recognized in the income statement immediately and are not reversed afterwards.

When a subsidiary, an affiliate or a joint venture is disposed, the goodwill is included in the disposal result.

The increase or the decrease in the percentage of interests of a subsidiary does not qualify for a business combination but is assimilated to a transaction with minority interests and is directly booked in the equity.

Segment reporting

The NPM/CNP group is a non-integrated holding company; it owns shareholdings which do not have significant commercial and industrial relationships between each other. Those shareholdings are acquired, managed and disposed of with the objective of maximizing shareholders' value. In this respect, the management philosophy of the Group is based on individual assessment of each shareholding, regardless of its sector of activity. Consequently, as far as segment reporting is concerned, primary segment reporting format is based upon businesses, each significant shareholding being considered as a segment. The activities of the holding companies jointly controlled and managed directly by NPM/CNP have been presented separately as one specific segment (restricted consolidation perimeter). Secondary segment reporting format is based upon geographical location.
Segment reporting as described here above is presented in note 2.

Critical accounting judgements and key sources of estimation uncertainty

The acquisitions and disposals of shareholdings are recognized in the financial statements when the conditions they are subject to are lifted.

The deferred tax assets are only recognized provided it is likely that they will offset a tax payment in the future.

Tangible and intangible assets with a definite useful life are depreciated using the straight line method based on the estimated useful life of the asset.

In order to perform impairment tests on assets, the recoverable value of an asset (or a cash-generating unit - CGU - to which it is linked) is estimated on the basis of the present value of the future cash flows generated by the asset or by the CGU.

As far as provisions are concerned, the amount recognized corresponds to the best estimate of the cash outflow necessary to settle the present obligation (legally or constructive) on the closing date.

NOTE 2 – SEGMENT REPORTING

Segment reporting is presented according to two analyses:

- the primary segment reporting, so called of first level, is a presentation per activity and is based on the distinction per shareholding; each shareholding constitutes an entity or an independent subgroup;
- the secondary segment reporting, so called of first level, is a presentation per geographical sector, it is to say based on the geographical location of the Group activities and on the geographical location of customers.

NOTE 2 –SEGMENT REPORTING

CONSOLIDATED BALANCE SHEET PER SHAREHOLDING AS OF 31 DECEMBER 2006

,000 EUR	Restricted consolidation Belgian GAAP	own shares and profit allocation	IAS 19 IFRS 2	Application of IAS 39 on restr. perimeter	Introduction of minority interests on restr perimeter	PARGESA GROUP Imerys	other Pargesa
ASSETS							
Non-current assets	**1,783,820**	**-**	**1,842**	**982,271**	**28,129**	**1,143,955**	**5,883,745**
Intangible assets	78	-	-	-	-	10,204	-
Goodwill / (negative goodwill)	-	-	-	-	-	355,078	42,889
Property, plant and equipment	12,596	-	-	-	-	722,072	7,611
Investments in subsidiaries or associates	628,203	-	-	-	26,571	15,257	28,895
Long-term advances to shareholdings	111,598	-	-	-	2,287	-	81
Available-for-sale investments	1,027,876	-	-	982,271	191	5,736	5,795,384
Deferred tax assets	-	-	-	-	-	22,074	224
Other non-current assets	3,469	-	1,842	-	(920)	13,534	8,662
Current assets	**2,678,924**	**(86,109)**	**-**	**5,358**	**(219)**	**647,332**	**1,278,281**
Inventories	-	-	-	-	-	219,659	-
Trade and notes receivable	1,069	-	-	-	2	275,222	-
Interest bearing advances	413,052	-	-	-	(1,240)	-	-
Own shares	86,109	(86,109)	-	-	-	-	-
Financial assets held for trading purposes	72,545	-	-	5,358	-	1,201	11,670
Cash and cash equivalents	1,844,314	-	-	-	962	81,131	1,238,284
Assets from discontinued operations	-	-	-	-	-	-	-
Other current assets	261,835	-	-	-	57	70,120	28,327
TOTAL ASSETS	**4,462,744**	**(86,109)**	**1,842**	**987,629**	**27,910**	**1,791,288**	**7,162,026**
SHAREHOLDERS' EQUITY AND LIABILITIES							
Total equity	**2,814,412**	**(9,147)**	**7,306**	**989,565**	**15,507**	**737,144**	**6,726,160**
Shareholders' equity	2,814,412	(9,147)	7,306	989,565	-	293,056	3,319,344
Minority shareholders' equity	-	-	-	-	15,507	444,088	3,406,816
Non-current liabilities	**665,941**	**-**	**-**	**-**	**-**	**614,147**	**363,194**
Long-term shareholders' advances	-	-	-	-	-	-	16,717
Provisions	15,821	-	-	-	-	93,326	682
Employee retirement and post-employment benefit obligations	120	-	-	-	-	85,519	-
Deferred tax liabilities	-	-	-	-	-	23,462	2,597
Obligations under finance lease	-	-	-	-	-	3,589	-
Other long-term interest bearing borrowings	650,000	-	-	-	-	396,135	343,198
Other non-current liabilities	-	-	-	-	-	12,116	-
Current liabilities	**982,391**	**(76,962)**	**(5,464)**	**(1,936)**	**12,403**	**439,996**	**72,673**
Provisions	-	-	-	-	-	8,252	-
Trade and notes payable	1,816	-	-	-	5	132,889	139
Income tax payable and accrued	714	-	-	-	6	11,136	1,882
Current portion of obligations under finance lease	-	-	-	-	-	1,144	-
Current portion of long-term borrowings, bank short-term borrowings and overdrafts	769,269	-	-	-	50	180,342	16,331
Other financial liabilities	19,436	-	-	-	12,291	8,684	17,774
Other current liabilities	191,156	(76,962)	(5,464)	(1,936)	51	97,550	36,546
TOTAL EQUITY AND LIABILITIES	**4,462,744**	**(86,109)**	**1,842**	**987,629**	**27,910**	**1,791,288**	**7,162,026**

RECONCILIATION OF MINORITY INTERESTS

Consolidated percentage shown in the consolidated accounts (1)		44.8%	44.8%
Portion of consolidated assets/liabilities belonging to NPM/CNP (2)		21.7%	54,1%
Portion belonging to NPM/CNP (3) = (1) x (2)		9.7%	24.2%
Minority interests in subsidiary	-	134,531	1,523,793
Minority interests from subsidiary	15,507	444,088	3,406,816
Elimination entry	-	-	-
Minority shareholders' equity	**15,507**	**578,619**	**4,930,609**

INDUSTRIAL AND COMMERCIAL SHAREHOLDINGS										Consolidation eliminating entries	Consolidation IFRS
Unifem Entremont/Alliance	Trasys	Transcor Astra Group	Groupe Flo	Tikehau TCA/TCP	Ijsboerke	Raspail Invest. Cheval Blanc	Distripar	Rieussec	Banca Leonardo		
275,950	**1,522**	**254,784**	**162,946**	**30,721**	**15,733**	**63,030**	**117,249**	**21,984**	**90,284**	**(663,385)**	**10,194,580**
44,084	98	9,358	64,558	-	707	4	23,533	-	-	96,763	249,387
1,522	-	24,861	54,060	-	-	-	63,937	-	-	1,225	543,572
213,021	1,323	91,337	35,211	-	14,999	63,002	27,164	20,212	-	-	1,208,548
361	-	98,668	1	30,721	-	-	-	1,768	90,284	(647,489)	273,239
-	-	-	-	-	-	-	-	-	-	(113,884)	82
459	-	-	2,127	-	-	22	-	4	-	-	7,814,070
14,550	-	27,928	2,836	-	-	-	2,399	-	-	-	70,011
1,953	101	2,632	4,153	-	27	2	216	-	-	-	35,671
476,097	**13,530**	**1,072,412**	**36,302**	**-**	**20,967**	**23,688**	**61,060**	**4,558**	**-**	**(1,767)**	**6,230,415**
194,696	-	367,977	1,683	-	8,925	2,868	34,771	2,644	-	-	833,223
233,285	11,512	439,351	6,109	-	7,789	4,775	7,268	210	-	-	986,592
132	-	6,620	751	-	-	3,429	-	-	-	(1,278)	421,466
-	-	-	-	-	-	-	-	-	-	-	-
3	-	-	-	-	-	-	-	-	-	-	90,777
14,211	1,423	128,153	14,646	-	3,181	12,616	14,026	1,473	-	-	3,354,420
-	-	-	-	-	-	-	-	-	-	-	-
33,770	595	130,311	13,113	-	1,072	-	4,995	231	-	(489)	543,937
752,047	**15,052**	**1,327,196**	**199,248**	**30,721**	**36,700**	**86,718**	**178,309**	**26,542**	**90,284**	**(665,152)**	**16,424,995**
13,777	**4,780**	**361,350**	**66,875**	**30,721**	**18,743**	**11,685**	**33,294**	**19,766**	**90,284**	**(521,136)**	**11,411,086**
11,422	4,780	339,070	66,868	30,721	18,743	11,685	33,294	19,766	90,284	(2,221,648)	5,819,521
2,355	-	22,280	7	-	-	-	-	-	-	1,700,512	5,591,565
					-	-	-	-	-	-	
341,963	**91**	**75,432**	**69,933**	**-**	**5,962**	**60,014**	**73,724**	**3,049**	**-**	**(135,071)**	**2,138,379**
124,762	-	-	-	-	-	27,690	27,722	3,049	-	(199,940)	-
-	-	-	504	-	-	-	677	-	-	-	111,009
9,825	-	837	512	-	2,048	-	2,038	-	-	-	100,899
26,681	91	50,175	18,693	-	1,487	-	2,993	-	-	58,357	184,536
16,586	-		3,001	-		-		-	-	-	23,176
158,867	-	4,394	47,223	-	2,427	32,324	40,290	-	-	6,512	1,681,370
5,242	-	20,026	-	-			4	-	-	-	37,389
396,307	**10,181**	**890,414**	**62,440**	**-**	**11,995**	**15,019**	**71,291**	**3,727**	**-**	**(8,945)**	**2,875,530**
12,544	-	-	2,737	-	634	-	-	-	-	-	24,167
214,520	4,765	444,047	23,045	-	6,548	14,436	30,659	3,211	-	-	876,080
6,527	645	494	29	-	239	154	5,467	-	-	-	27,293
3,523	-	-	389	-	-	-	-	-	-	-	5,056
106,796	1,650	252,713	4,906	-	1,316	-	22,016	10	-	-	1,355,399
1,129	-	20,492	1,528	-	46	-	1,278	-	-	(1,278)	81,380
51,268	3,121	172,668	29,806	-	3,212	429	11,871	506	-	(7,667)	506,155
752,047	**15,052**	**1,327,196**	**199,248**	**30,721**	**36,700**	**86,718**	**178,309**	**26,542**	**90,284**	**(665,152)**	**16,424,995**

100.0%	50.0%	100.0%	50.0%	50.0 and 20.9%	100.0%	50.0%	100.0%	50.0%	19.2%		
63.5%	92.0%	100.0%	46.7%	100.0%	100.0%	80.0%	97.0%	100.0%	100.0%		
63.5%	46.0%	100.0%	23.4%	50.0 and 20.9%	100.0%	40.0%	97.0%	50.0%	19.2%		
6,086	382	-	35,616	-	-	2,337	999	-	-	(1,703,744)	-
2,355	-	22,280	7	-	-	-	-	-	-	1,700,512	5,591,565
-	(368)	-	(1,340)	-	-	(1,524)	-	-	-	3,232	-
8,441	**14**	**22,280**	**34,283**	**-**	**-**	**813**	**999**	**-**	**-**	**-**	**5,591,565**

NOTE 2 –SEGMENT REPORTING

CONSOLIDATED BALANCE SHEET PER SHAREHOLDING AS OF 31 DECEMBER 2007

,000 EUR	Restricted consolidation Belgian GAAP	own shares and profit allocation	IAS 19 IFRS 2	Application of IAS 39 on restr. perimeter	Introduction of minority interests on restr perimeter	PARGESA GROUP	
						Imerys	other Pargesa
ASSETS							
Non-current assets	**2,563,231**	**-**	**2,971**	**1,103,849**	**101,669**	**1,238,143**	**7,685,241**
Intangible assets	100	-	-	-	-	22,090	-
Goodwill / (negative goodwill)	-	-	-	-	-	385,335	48,421
Property, plant and equipment	12,781	-	-	-	-	752,350	10,521
Investments in subsidiaries or associates	722,389	-	-	-	100,018	19,213	50,715
Long-term advances to shareholdings	132,187	-	-	-	2,287	-	-
Available-for-sale investments	1,693,450	-	-	1,103,849	191	4,012	7,567,749
Deferred tax assets	-	-	-	-	-	26,606	224
Other non-current assets	2,324	-	2,971	-	(827)	28,537	7,611
Current assets	**3,065,137**	**(121,845)**	**-**	**(4,790)**	**(22,661)**	**643,250**	**872,369**
Inventories	-	-	-	-	-	224,761	-
Trade and notes receivable	995	-	-	-	-	279,087	-
Interest bearing advances	201,599	-	-	-	(26,439)	-	-
Own shares	121,845	(121,845)	-	-	-	-	-
Financial assets held for trading purposes	750,588	-	-	668	-	2,022	8,356
Cash and cash equivalents	1,891,955	-	-	-	3,931	77,648	845,308
Assets from discontinued operations	-	-	-	-	-	-	-
Other current assets	98,155	-	-	(5,458)	(153)	59,732	18,705
TOTAL ASSETS	**5,628,368**	**(121,845)**	**2,971**	**1,099,059**	**79,008**	**1,881,393**	**8,557,610**
SHAREHOLDERS' EQUITY AND LIABILITIES							
Total equity	**3,060,217**	**(39,939)**	**6,056**	**1,086,292**	**66,242**	**744,786**	**7,913,448**
Shareholders' equity	3,060,217	(39,939)	6,056	1,086,292	-	299,644	3,807,815
Minority shareholders' equity	-	-	-	-	66,242	445,142	4,105,633
Non-current liabilities	**1,596,441**	**-**	**(986)**	**-**	**-**	**644,114**	**597,393**
Long-term shareholders' advances	-	-	-	-	-	-	-
Provisions	2,409	-	-	-	-	75,886	674
Employee retirement and post-employment benefit obligations	1,186	-	(986)	-	-	71,019	-
Deferred tax liabilities	-	-	-	-	-	24,157	2,149
Obligations under finance lease	-	-	-	-	-	2,751	-
Other long-term interest bearing borrowings	1,592,846	-	-	-	-	454,413	594,571
Other non-current liabilities		-	-	-	-	15,889	-
Current liabilities	**971,710**	**(81,906)**	**(2,099)**	**12,767**	**12,766**	**492,493**	**46,768**
Provisions		-	-	-	-	6,633	-
Trade and notes payable	630	-	-	-	13	143,925	99
Income tax payable and accrued	513	-	-	-	7	13,425	1,139
Current portion of obligations under finance lease	-	-	-	-	-	786	-
Current portion of long-term borrowings, bank short-term borrowings and overdrafts	795,841	-	-	-	46	218,856	6,090
Other financial liabilities	23,798	-	-	-	12,173	-	-
Other current liabilities	150,928	(81,906)	(2,099)	12,767	527	108,868	39,439
TOTAL EQUITY AND LIABILITIES	**5,628,368**	**(121,845)**	**2,971**	**1,099,059**	**79,008**	**1,881,393**	**8,557,610**

RECONCILIATION OF MINORITY INTERESTS

Consolidated percentage shown in the consolidated accounts (1)		44.8%	44.8%
Portion of consolidated assets/liabilities belonging to NPM/CNP (2)		22.1%	54,1%
Portion belonging to NPM/CNP (3) = (1) x (2)		9.9%	24.2%
Minority interests in subsidiary	-	137,555	1,748,032
Minority interests from subsidiary	66,242	445,142	4,105,633
Elimination entry	-	-	-
Minority shareholders' equity	**66,242**	**582,697**	**5,853,665**

INDUSTRIAL AND COMMERCIAL SHAREHOLDINGS											Consolidation	Consolidation
Unifem Entremont/Alliance	Trasys	Transcor Astra Group	Groupe Flo	Belgian IceCream Group (BIG)	Cheval Blanc	Distripar	Lyparis Go Voyages	MESA EBP	TCA/TCP	Banca Leonardo	eliminating entries	IFRS
284,196	**1,433**	**208,004**	**193,609**	**21,908**	**66,406**	**85,065**	**144,713**	**16,832**	**31,134**	**170,551**	**(842,658)**	**13,076,297**
40,358	62	7,274	70,461	406	10	21,695	405	492	-	-	96,763	260,116
1,522	-	21,122	64,269	-	-	39,380	142,000	395	-	-	4,459	706,902
227,916	1,298	95,979	47,644	21,088	63,120	21,741	847	15,576	-	-	-	1,270,862
1,976	-	185	6	-	-	-	-	-	31,134	170,551	(817,479)	278,708
-	-	-	-	-	-	-	-	-	-	-	(134,234)	240
463	-	-	1,102	-	3,276	-	-	-	-	-	-	10,374,092
9,809	-	46,714	1,898	248	-	1,892	1,045	-	-	-	7,833	96,269
2,152	73	36,730	8,229	166	-	357	416	369	-	-	-	89,108
547,177	**11,531**	**1,336,762**	**37,787**	**29,944**	**29,221**	**96,686**	**51,695**	**2,303**	**-**	**-**	**(3,163)**	**6,571,403**
221,713	-	411,172	1,945	16,255	3,369	36,137	-	5	-	-	-	915,357
273,496	10,122	469,130	8,880	8,887	6,175	10,822	17,683	521	-	-	-	1,085,798
69	-	39,331	600	-	-	-	-	-	-	-	-	215,160
-	-	-	-	-	-	-	-	-	-	-	-	-
411	-	-	-	-	-	-	-	-	-	-	-	762,045
12,054	930	84,348	10,442	3,288	17,850	36,311	4,352	1,703	-	-	-	2,990,120
-	-	106,364	-	-	-	-	-	-	-	-	-	106,364
39,434	479	226,417	15,920	1,514	1,827	13,416	29,660	74	-	-	(3,163)	496,559
831,373	**12,964**	**1,544,766**	**231,396**	**51,852**	**95,627**	**181,751**	**196,408**	**19,135**	**31,134**	**170,551**	**(845,821)**	**19,647,700**
49,535	**4,680**	**456,400**	**72,365**	**22,889**	**13,056**	**65,808**	**30,544**	**1,035**	**31,134**	**170,551**	**(696,289)**	**13,058,811**
47,007	4,680	408,866	72,345	22,889	13,056	65,808	30,544	1,035	31,134	170,551	(2,636,233)	6,451,767
2,528	-	47,534	20	-	-	-	-	-	-	-	1,939,944	6,607,043
337,037	**79**	**53,861**	**65,691**	**8,783**	**59,824**	**47,660**	**92,699**	**15,455**	**-**	**-**	**(153,043)**	**3,365,009**
124,211	-	-	-	-	27,669	-	33,500	-	-	-	(185,380)	-
-	-	503	255	-	-	1,025	-	413	-	-	-	81,164
9,523	-	545	495	2,250	-	1,267	69	-	-	-	-	85,368
30,418	79	51,503	17,965	1,516	-	2,415	-	170	-	-	58,357	188,729
17,276	-	-	4,737	739	-	-	-	-	-	-	-	25,503
150,160	-	-	42,239	4,278	32,155	42,948	58,462	14,570	-	-	(26,020)	2,960,622
5,449	-	1,310	-	-	-	5	668	302	-	-	-	23,623
444,801	**8,205**	**1,034,505**	**93,340**	**20,180**	**22,747**	**68,283**	**73,165**	**2,645**	**-**	**-**	**3,511**	**3,223,881**
9,400	-	-	2,645	1,722	-	-	-	-	-	-	-	20,400
253,594	3,834	352,155	27,285	10,386	20,612	30,877	20,767	1,688	-	-	-	865,865
2,704	566	13,865	6	-	364	3,763	-	-	-	-	-	36,352
3,633	-	-	651	190	-	-	-	-	-	-	-	5,260
119,832	1,250	375,970	24,686	1,765	3	12,563	6,598	930	-	-	-	1,564,430
1,260	-	2,919	1,537	485	-	-	-	-	-	-	-	42,172
54,378	2,555	289,596	36,530	5,632	1,768	21,080	45,800	27	-	-	3,511	689,402
831,373	**12,964**	**1,544,766**	**231,396**	**51,852**	**95,627**	**181,751**	**196,408**	**19,135**	**31,134**	**170,551**	**(845,821)**	**19,647,700**

100.0%	50.0%	100.0%	50.0%	100.0%	50.0%	100.0%	50.0%	50.0%	47.5 and 20.9%	19.6%		
63.5%	92.0%	80.0%	46.7%	100.0%	80.0%	100.0%	62.0%	86.3%	100.0%	100.0%		
63.5%	46.0%	100.0%	23.4%	100.0%	40.0%	100.0%	31.0%	43.2%	47.5 and 20.9%	19.6%		
17,158	374	81,773	38,535	-	2,611	-	11,607	141	-	-	(2,037,786)	-
2,528	-	47,534	20	-	-	-	-	-	-	-	1,939,944	6,607,043
1,916	(368)	(96,526)	(1,340)	-	(1,524)	-	-	-	-	-	97,842	-
21,602	**6**	**32,781**	**37,215**	**-**	**1,087**	**-**	**11,607**	**141**	**-**	**-**	**-**	**6,607,043**

NOTE 2 – SEGMENT REPORTING

CONSOLIDATED PROFIT AND LOSS STATEMENT PER SHAREHOLDING FOR THE YEAR 2006

, 000 EUR	Restricted consolidation Belgian GAAP	own shares and dividends	IAS 19 IFRS 2	Application of IAS 39 on restr. perimeter	Introduction of minority interests on restr perimeter	PARGESA GROUP Imerys	other Pargesa
INCOME STATEMENT							
Revenue	1,505	-	-	-	93	1,472,125	-
Other operating income	13,288	-	-	-	(3)	37,034	442
Raw materials, goods for resale, consumables used and changes in inventories	-	-	-	-	-	(493,396)	-
Staff costs	(9,585)	-	41	-	(72)	(304,850)	(6,670)
Depreciation expenses	(476)	-	-	-	(5)	(86,638)	(537)
Amortization expenses	(1)	-	-	-	-	(4,039)	-
Gains/(losses) on disposals of (and impairments on) shareholdings and activities	273,590	-	-	(588)	-	1,453	5,416
Other operating expenses	(6,514)	-	-	588	(27)	(494,971)	(10,858)
Results of operating activities	**271,807**	**-**	**41**	**-**	**(14)**	**126,718**	**(12,206)**
Dividends and interests from long-term investments	103,583	-	-	-	190	743	116,226
Dividends from current assets held for trading	2,483	-	-	-	-	-	134
Dividends on own shares	2,598	(2,598)	-	-	-	-	-
Interest income from current assets	58,692	-	-	-	1,849	2,060	27,044
Interests expenses	(33,861)	-	-	(10,068)	(528)	(24,120)	(14,422)
Gains/(losses) on trading activities	14,120	-	-	(1,848)	-	(843)	13,125
Other financial income/(expenses)	(1,418)	-	-	12,984	2	1,268	(713)
Net finance income/(expenses)	**146,197**	**(2,598)**	**-**	**1,068**	**1,513**	**(20,892)**	**141,394**
Profit/(loss) from operating and finance activities	**418,004**	**(2,598)**	**41**	**1,068**	**1,499**	**105,825**	**129,187**
Income tax	(114)	-	-	-	(2)	(23,062)	8,328
Income from associates	-	-	-	-	-	2,330	9,472
Net profit/(loss) from continuing operations	**417,890**	**(2,598)**	**41**	**1,068**	**1,497**	**85,094**	**146,987**
Net profit/loss from discontinued operations	-	-	-	-	-	-	1,105,086
Net profit/(loss)	**417,890**	**(2,598)**	**41**	**1,068**	**1,497**	**85,094**	**1,252,073**
attributable to							
- Minority interest	-	-	-	-	1,497	51,399	633,053
- NPM/CNP Shareholders	**417,890**	**(2,598)**	**41**	**1,068**	**-**	**33,695**	**619,020**

RECONCILIATION OF MINORITY INTERESTS

		Imerys	other Pargesa
Consolidated percentage shown in the consolidated accounts		44.8%	44.8%
Portion of consolidated assets/liabilities belonging to NPM/CNP		21.7%	54,1%
Portion belonging to NPM/CNP		9.7%	24.1%
Consolidated percentage shown in the consolidated accounts (1)		15,468	284,170
Portion of consolidated assets/liabilities belonging to NPM/CNP (2)	1,497	51,399	633,053
Portion belonging to NPM/CNP (3) = (1) x (2)		-	-
Minority shareholders' share in net profit	**1,497**	**66,867**	**917,223**

CONSOLIDATED PROFIT AND LOSS STATEMENT PER SHAREHOLDING FOR THE YEAR 2007

, 000 EUR	Restricted consolidation Belgian GAAP	own shares and dividends	IAS 19 IFRS 2	Application of IAS 39 on restr. perimeter	Introduction of minority interests on restr perimeter	PARGESA GROUP Imerys	other Pargesa
INCOME STATEMENT							
Revenue	1,504	-	-	-	(2)	1,523,087	0
Other operating income	19,114	-	-	-	-	25,172	427
Raw materials, goods for resale, consumables used and changes in inventories	-	-	-	-	-	(519,289)	(0)
Staff costs	(8,160)	-	(2,766)	-	-	(315,067)	(5,543)
Depreciation expenses	(503)	-	-	-	-	(82,779)	(448)
Amortization expenses	-	-	-	-	-	(4,000)	0
Gains/(losses) on disposals of (and impairments on) shareholdings and activities	144,955	-	-	-	-	2,604	96,123
Other operating expenses	(5,231)	-	-	-	(27)	(436,165)	(9,126)
Results of operating activities	**151,679**	**-**	**(2,766)**	**-**	**(29)**	**193,562**	**81,433**
Dividends and interests from long-term investments	141,200	-	-	-	3,256	114	201,669
Dividends from current assets held for trading	2,262	-	-	-	-	-	134
Dividends on own shares	2,848	(2,848)	-	-	-	-	-
Interest income from current assets	88,489	-	-	-	16	2,533	20,599
Interests expenses	(67,200)	-	-	(10,522)	(716)	(28,506)	(20,128)
Gains/(losses) on trading activities	9,580	-	-	(4,690)	-	(431)	6,365
Other financial income/(expenses)	(1,068)	-	(722)	(4,181)	(1)	1,340	(1,060)
Net finance income/(expenses)	**176,111**	**(2,848)**	**(722)**	**(19,393)**	**2,555**	**(24,950)**	**207,580**
Profit/(loss) from operating and finance activities	**327,790**	**(2,848)**	**(3,488)**	**(19,393)**	**2,526**	**168,612**	**289,013**
Income tax	(78)	-	-	-	(7)	(43,265)	6,178
Income from associates	-	-	-	-	-	3,099	6,494
Net profit/(loss) from continuing operations	**327,712**	**(2,848)**	**(3,488)**	**(19,393)**	**2,519**	**128,445**	**301,685**
Net profit/loss from discontinued operations	-	-	-	-	-	-	-
Net profit/(loss)	**327,712**	**(2,848)**	**(3,488)**	**(19,393)**	**2,519**	**128,445**	**301,685**
attributable to							
- Minority interest	-	-	-	-	2,519	76,632	156,660
- NPM/CNP Shareholders	**327,712**	**(2,848)**	**(3,488)**	**(19,393)**	**-**	**51,814**	**145,025**

RECONCILIATION OF MINORITY INTERESTS

		Imerys	other Pargesa
Consolidated percentage shown in the consolidated accounts		44.8%	44.8%
Portion of consolidated assets/liabilities belonging to NPM/CNP		22.1%	54,1%
Portion belonging to NPM/CNP		9.9%	24.2%
Consolidated percentage shown in the consolidated accounts (1)	-	23,720	66,641
Portion of consolidated assets/liabilities belonging to NPM/CNP (2)	2,519	76,632	156,660
Portion belonging to NPM/CNP (3) = (1) x (2)	-	-	-
Minority shareholders' share in net profit	**2,519**	**100,352**	**223,301**

NOTE 2 – SEGMENT REPORTING

INDUSTRIAL AND COMMERCIAL SHAREHOLDINGS											Consolidation eliminating entries	Consolidation IFRS
UNIFEM Entremont Alliance	Trasys	Transcor Astra Group	Groupe Flo	Tikehau TCA/TCP	Belgian Icecream Group	Raspail Cheval Blanc	Distripar	Rieussec (discontinued operations)	Quick (discontinued operations)	Banca Leonardo		
1,415,459	16,744	9,819,264	174,277	-	66,627	7,888	245,648	-	-	-	-	13,219,630
15,321	119	-	-	-	840	200	2,451	-	-	-	658	70,350
(981,492)	-	(9,495,143)	(37,770)	-	(25,470)	170	(132,523)	-	-	-	-	(11,165,624)
(156,202)	(7,883)	(149,417)	(76,692)	-	(19,023)	(993)	(44,810)	-	-	-	2,515	(773,641)
(24,322)	(204)	(14,186)	(5,859)	-	(3,073)	(247)	(8,216)	-	-	-	-	(143,763)
(2,811)	(26)	(2,047)	(195)	-	(152)	-	(1,702)	-	-	-	-	(10,973)
(2,889)	-	-	43	-	-	-	-	-	-	-	(180,660)	96,366
(232,181)	(6,754)	(9,213)	(40,183)	-	(16,708)	(807)	(44,951)	-	-	-	(4,621)	(867,200)
30,883	**1,996**	**149,258**	**13,621**	**-**	**3,041**	**6,211**	**15,897**	**-**	**-**	**-**	**(182,108)**	**425,145**
82	-	-	-	-	-	-	-	-	-	-	(44,264)	176,697
-	-	-	-	-	-	-	-	-	-	-	-	2,617
-	-	-	-	-	-	-	-	-	-	-	-	-
25	-	11,926	149	-	43	223	139	-	-	-	(5,148)	97,002
(19,395)	(27)	(30,131)	(2,561)	-	(193)	(2,263)	(3,570)	-	-	-	12,438	(128,838)
(935)	-	1,254	-	-	-	-	-	-	-	-	-	24,872
99	(8)	(131)	(307)	-	(15)	-	(59)	-	-	-	9	11,711
(20,124)	**(35)**	**(17,082)**	**(2,719)**	**-**	**(165)**	**(2,040)**	**(3,490)**	**-**	**-**	**-**	**(36,828)**	**184,061**
10,759	**1,961**	**132,176**	**10,902**	**-**	**2,876**	**4,171**	**12,407**	**-**	**-**	**-**	**(218,936)**	**609,206**
(717)	(709)	(34,830)	(1,400)	-	(953)	(1,411)	(4,419)	-	-	-	-	(59,288)
(16)	-	-	3	865	-	-	-	-	-	4,211	-	16,865
10,026	**1,253**	**97,346**	**9,505**	**865**	**1,923**	**2,760**	**7,988**	**-**	**-**	**4,211**	**(218,936)**	**566,783**
-	-	100,797	-	-	-	-	-	816	13,438	-	150,515	1,370,515
10,026	**1,253**	**198,143**	**9,505**	**865**	**1,923**	**2,760**	**7,988**	**816**	**13,438**	**4,211**	**(68,558)**	**1,937,298**
(99)	-	22,280	-	-	-	-	-	-	-	-	316,782	1,024,912
10,125	**1,253**	**175,863**	**9,505**	**865**	**1,923**	**2,760**	**7,988**	**816**	**13,438**	**4,211**	**(385,340)**	**912,386**

100.0%	50.0%	100.0%	50.0%	50.0 and 20.9%	100.0%	50.0%	100.0%	50.0%	50.0%	19.2%		
63.5%	92.0%	100.0%	46.7%	100.0%	100.0%	80.0%	97.0%	100.0%	57.9%	100.0%		
63.5%	46.0%	100.0%	23.4%	50.0 and 20.9%	100.0%	40.0%	97.0%	50.0%	28.9%	19.2%		
3,696	101	-	5,063	-	-	552	240	-	5,660	-	(314,950)	-
(99)	-	22,280	-	-	-	-	-	-	-	-	316,782	1,024,912
1,917	(86)	-	-	-	-	-	-	-	-	-	(1,832)	-
5,514	**15**	**22,280**	**5,063**	**-**	**-**	**552**	**240**	**-**	**5,660**	**-**	**-**	**1,024,912**

INDUSTRIAL AND COMMERCIAL SHAREHOLDINGS											Consolidation eliminating entries	Consolidation IFRS
Unifem Entremont/Alliance	Trasys	Transcor Astra Group	Groupe Flo	Belgian IceCream Group (BIG)	Cheval Blanc Rieussec	Distripar	Lyparis Go Voyages	MESA EBP	TCA/TCP	Banca Leonardo		
1,585,026	31,467	9,233,448	189,991	61,907	9,141	251,507	11,528	597	-	-	-	12,899,201
3,426	321	(917)	-	7,783	293	2,754	-	-	-	-	(2,515)	55,858
(1,094,765)	-	(8,990,116)	(41,705)	(24,456)	221	(138,386)	(7,900)	5	-	-	-	(10,816,391)
(159,258)	(15,639)	(108,656)	(80,920)	(18,370)	(1,044)	(42,577)	(1,471)	-	-	-	(23,595)	(783,066)
(25,819)	(363)	(10,087)	(5,578)	(3,129)	(270)	(7,484)	(83)	(77)	-	-	-	(136,620)
(2,244)	(42)	(1,476)	(202)	(302)	-	(1,540)	(32)	(9)	-	-	-	(9,847)
(624)	-	16,271	(1,028)	-	-	29,531	-	-	-	-	(82,916)	204,916
(238,005)	(13,075)	(12,085)	(44,049)	(17,813)	(1,167)	(51,455)	(1,653)	(200)	-	-	(2,416)	(832,468)
67,737	**2,669**	**126,382**	**16,509**	5,620	**7,174**	**42,350**	**389**	**316**	**-**	**-**	**(111,442)**	**581,584**
35	-	-	-	-	-	-	-	-	-	-	(64,642)	281,631
-	-	-	-	-	-	-	-	-	-	-	-	2,396
-	-	-	-	-	-	-	-	-	-	-	-	-
53	-	14,161	145	29	508	6,559	120	-	-	-	(38)	133,174
(20,222)	(71)	(21,414)	(2,912)	(170)	(2,888)	(7,794)	(2,310)	(86)	-	-	8,750	(176,189)
250	-	(1,472)	-	-	-	-	-	-	-	-	-	9,602
128	(26)	(98)	595	(66)	-	363	4	-	-	-	1,245	(3,547)
(19,756)	**(97)**	**(8,823)**	**(2,172)**	(207)	**(2,380)**	**(872)**	**(2,186)**	**(86)**	**-**	**-**	**(54,685)**	**247,068**
47,981	**2,572**	**117,559**	**14,337**	5,413	**4,794**	**41,478**	**(1,797)**	**230**	**-**	**-**	**(166,127)**	**828,652**
(15,641)	(915)	(18,212)	(4,810)	433	(1,773)	(3,998)	796	-	-	-	7,833	(73,459)
477	-	-	5	-	-	-	-	-	786	8,567	-	19,427
32,817	**1,657**	**99,347**	**9,532**	5,846	**3,021**	**37,480**	**(1,001)**	**230**	**786**	**8,567**	**(158,294)**	**774,620**
-	-	46,271	-	-	192	-	-	-	-	-	11,426	57,889
32,817	**1,657**	**145,618**	**9,532**	5,846	**3,213**	**37,480**	**(1,001)**	**230**	**786**	**8,567**	**(146,868)**	**832,509**
179	-	30,446	13	-	-	-	-	-	-	-	116,299	382,748
32,638	**1,657**	**115,172**	**9,519**	5,846	**3,213**	**37,480**	**(1,001)**	**230**	**786**	**8,567**	**(263,167)**	**449,761**

100.0%	50.0%	100.0%	50.0%	100.0%	50.0%	100.0%	50.0%	50.0%	47,5 and 20.9%	19.6%		
63.5%	92.0%	80.0% / 100,0%	46.7%	100.0%	80.0% / 100,0%	97% / 100.0%	62.0%	86.3%	100.0%	100.0%		
63.5%	46.0%	80.0% / 100,0%	23.4%	100.0%	40.0% / 50,0%	97% / 100.0%	31.0%	43.2%	47,5 and 20.9%	19.6%		
11,913	133	10,986	5,070	-	604	908	(380)	31	-	-	(119,626)	-
179	-	30,446	13	-	-	-	-	-	-	-	116,299	382,748
-	(141)	(1,801)	(1,055)	-	(330)	-	-	-	-	-	3,327	-
12,092	**(8)**	**39,631**	**4,028**	**-**	**274**	**908**	**(380)**	**31**	**-**	**-**	**-**	**382,748**

NOTE 2 –SEGMENT REPORTING

Costs to acquire segment assets

The table below presents the costs incurred to acquire segment assets (property, plant and equipment and intangible assets). These costs include the acquisitions of property, plant and equipment and intangible assets, as well as the acquisitions through business combinations.

	2006		2007	
,000 EUR	**Costs**	**%**	**Costs**	**%**
PARGESA GROUP	1,402	0.2%	3,959	0.9%
IMERYS	96,058	15.6%	159,663	36.5%
UNIFEM / ENTREMONT ALLIANCE	37,803	6.1%	44,736	10.2%
GROUPE FLO	176,204	28.6%	21,235	4.9%
TRANSCOR ASTRA GROUP	266,318	43.2%	23,208	5.3%
BELGIAN ICECREAM GROUP	2,394	0.4%	3,821	0.9%
RASPAIL / CHEVAL BLANC	530	0.1%	388	0.1%
DISTRIPAR	28,205	4.6%	20,184	4.6%
MESA / ELECTRICITE DU BOIS DU PRINCE	0	0.0%	16,154	3.7%
LYPARIS / GO VOYAGES	0	0.0%	143,367	32.7%
TRASYS	4,745	0.8%	348	0.1%
Other	2,555	0.5%	734	0.2%
Total	**616,214**	**100.0%**	**437,797**	**100.0%**

SECONDARY SEGMENT REPORTING INFORMATION

Turnover per geographical location

The table below shows the Group’s turnover per geographical location of customers.

,000 EUR	**2006**	**2007**
Germany	259,404	318,184
Belgium	554,810	583,794
France	1,539,599	1,492,207
Other Euro countries	1,131,155	1,065,818
Sub-total Euro countries	**3,484,968**	**3,460,003**
United Kingdom	472,723	428,234
Other Europe	799,498	913,571
Sub-total Europe	**4,757,189**	**4,801,808**
North America	6,523,798	5,352,295
Other	1,938,643	2,745,098
Total	**13,219,630**	**12,899,201**

TRANSCOR ASTRA GROUP, with a turnover of EUR 9,233 million, realizes around 72% of the consolidated turnover of which the biggest part in the United States by means of its trading and refining activities.

Segment assets

The table hereunder gives an overview of the segment assets per geographical location of the Group's activities.

Figures at 31 December 2006 in ,000 EUR	Europe	North America	Others	**Total**
Non-current assets	**9,408,841**	**571,386**	**214,353**	**10,194,580**
Intangible assets	236,034	11,488	1,865	249,387
Goodwill	388,279	108,209	47,084	543,572
Property, plant and equipment	749,788	307,719	151,041	1,208,548
Investments in associates	173,488	98,668	1,083	273,239
Long-term advances	82	0	0	82
Available-for-sale investments	7,813,230	779	61	7,814,070
Deferred tax assets	20,815	40,943	8,253	70,011
Other non-current assets	27,125	3,580	4,966	35,671
Current assets	**5,571,943**	**528,748**	**129,724**	**6,230,415**
Inventories	586,194	207,554	39,475	833,223
Trade and notes receivable	725,347	231,289	29,956	986,592
Short-term interest bearing advances	421,466	0	0	421,466
Financial assets held for trading	90,777	0	0	90,777
Cash and cash equivalents	3,277,357	41,635	35,428	3,354,420
Assets classified as held for sale and discontinued operations	0	0	0	0
Other current assets	470,802	48,270	24,865	543,937
TOTAL ASSETS	**14,980,784**	**1,100,134**	**344,077**	**16,424,995**

Figures at 31 December 2007 in ,000 EUR	Europe	North America	Others	**Total**
Non-current assets	**12,285,935**	**491,392**	**298,970**	**13,076,297**
Intangible assets	242,929	11,094	6,093	260,116
Goodwill	528,782	95,688	82,432	706,902
Property, plant and equipment	785,379	300,408	185,075	1,270,862
Investments in associates	276,681	985	1,042	278,708
Long-term advances	240	0	0	240
Available-for-sale investments	10,374,004	71	17	10,374,092
Deferred tax assets	6,913	81,541	7,815	96,269
Other non-current assets	71,007	1,605	16,496	89,108
Current assets	**5,850,420**	**543,677**	**177,306**	**6,571,403**
Inventories	657,056	216,449	41,852	915,357
Trade and notes receivable	859,943	142,531	83,324	1,085,798
Short-term interest bearing advances	212,546	2,614	0	215,160
Financial assets held for trading	761,183	0	862	762,045
Cash and cash equivalents	2,924,166	33,689	32,265	2,990,120
Assets classified as held for sale and discontinued operations	0	106,364	0	106,364
Other current assets	435,526	42,030	19,003	496,559
TOTAL ASSETS	**18,136,355**	**1,035,069**	**476,276**	**19,647,700**

The table below presents the costs incurred to acquire segment assets (property, plant and equipment and intangible assets). These costs include the acquisitions of property, plant and equipment and intangible assets, as well as the acquisitions through business combinations, according to the geographical location of the activities.

	2006		**2007**	
,000 EUR	**Costs**	**%**	**Costs**	**%**
Europe	304,722	49.5%	331,064	75.6%
North America	291,922	47.4%	56,421	12.9%
Others	19,570	3.2%	50,312	11.5%
Total	**616,214**	**100.0%**	**437,797**	**100.0%**

NOTE 3 – ACQUISITIONS AND DISPOSALS OF ACTIVITIES

Acquisitions of activities (subsidiaries and joint ventures)

During the period, the Group realized the following major acquisitions of activities:

,000 EUR	ACE	UCM	Lyparis Go Voyages	Di	Artic	Others	Total
Non-current assets	10,846	8,894	143,757	1,968	5,784		171,249
Current assets	8,303	11,363	46,875	17,754	9,704		93,999
Non-current liabilities	(9,035)	(2,789)	(92,585)	0	(526)		(104,935)
Current liabilities	(3,118)	(9,988)	(66,862)	(3,043)	(6,869)		(89,880)
Estimated market value of contingent liabilities	0	0	0	0	0		0
Net assets acquired	6,996	7,480	31,185	16,679	8,093		**70,433**
Goodwill/(badwill)	27,431	6,714	(13)	1,746	(6,593)		29,285
Total cost of the combination	34,427	14,194	31,172	18,425	1,500		**99,718**
Satisfied by							
Cash	(34,427)	(14,194)	(31,172)	(18,425)	(250)		(98,468)
Deferred consideration	0	0	0	0	(1,250)		(1,250)
Net cash outflow on acquisition							
cash outflow for the acquisition	(34,427)	(14,194)	(31,172)	(18,425)	(250)		(98,468)
bank balances and cash acquired	402	1,062	4,256	5,035	431		11,186
Other acquisition not detailed						(63,820)	(63,820)
Acquisition of subsidiaries and joint ventures, net of cash acquired	(34,025)	(13,132)	(26,916)	(13,390)	181	(63,820)	**(151,102)**

- **Exclusive takeover**

ARTIC

In December 2007, BELGIAN ICECREAM GROUP (formerly IJSBOERKE), acquired 100% of the capital of the three entities of the ARTIC Group (ARTIC, ARTIC FRANCE et FRISA) for a total consideration of EUR 1.5 million. ARTIC is the nr 3 ice cream producer in Belgium.
ARTIC has been fully consolidated in the balance sheet as of 31 December 2007 but did not contribute to the profit of the year. ARTIC's net loss amounted to 12.3 million in 2007. Considering the synergies that the integration of the newly acquired group will develop with the existing activities, this loss should be reduced very significantly for the year 2008. ARTIC should contribute to the turnover of BELGIAN ICECREAM GROUP for some EUR 30 million in 2008. The accounting for the fair value of all assets and liabilities acquired resulted in a negative goodwill amounting to EUR 6.6 million, which had to be taken in profit in 2007.

ACE REFRACTORIES

On 24 September 2007, IMERYS acquired from ICICI VENTURE, an LBO fund, 99.8% of the capital and of the voting rights of the Indian group ACE REFRACTORIES. ACE REFRACTORIES is the Indian leader of monolithic refractories ; the group's products are used in the steel industry, in the cement industry and in power stations.
At 31 December 2007, the goodwill was determined on a provisional basis. The final computation will take place in 2008, once the fair value of intangible assets has been determined. Since the acquisition, the turnover and the net profit included in NPM/CNP's consolidated accounts amounts respectively to EUR 8.0 million and EUR 0.7 million.
If the acquisition had taken place on 1 January 2007, this Company would have contributed 24.6 million to the Group's turnover and EUR 2.1 million to the Group's net profit.

UNIVERSAL CERAMIC MATERIALS (UCM)

On 2 April 2007, IMERYS acquired 95.8% of the capital and of the voting rights of the British group UNIVERSAL CERAMIC MATERIALS, following a friendly takeover bid launched on 15 February. UCM is a producer of molten zircon (used in refractories specialty ceramics and the automotive industry) and of molten magnesia (used for the production of electrical resistances).
At 31 December 2007, the goodwill was determined on a provisional basis. The final computation will take place in the fist half of 2008. Since the acquisition, the turnover and the net profit included in NPM/CNP's consolidated accounts amounts respectively to EUR 16.7 million and EUR 0.1 million.
If the acquisition had taken place on 1 January 2007, this Company would have contributed 23.2 million to the Group's turnover and EUR -0.4 million to the Group's net profit.

OTHER ACQUISITIONS

In 2007, IMERYS also acquired 100% of the capital and voting rights of THE FEDSPAR CORPORATION, American fedspar and kaolin producer for an amount of EUR 30.7 million (EUR 13.7 million in NPM/CNP's consolidated accounts).
The NPM/CNP Group also acquired from minority shareholders, 3% of the capital of DISTRIPAR, for a price of EUR 6.3 million; NPM/CNP currently owns 100% of the capital of DISTRIPAR.

- **Joint ventures**

LYPARIS / GO VOYAGES

At the end of the third quarter of 2007, the NPM/CNP Group acquired from GROUPE ARNAULT 50% of the French company LYPARIS. This company had been created a few months before to acquire 62% of the capital and voting rights of GO VOYAGES number 1 e-commerce independent company in the field of plane tickets in France.
At 31 December 2007, the goodwill (flowing upwards from the consolidated accounts of LYPARIS for some EUR 142.0 million, as a result of the acquisition of GO VOYAGES) was determined on a provisional basis; the final computation of the goodwill will occur in 2008, once the fair value of the intangible asset is determined.
The turnover consolidated by NPM/CNP since the acquisition amounts to EUR 11.5 million and LYPARIS generated a loss of EUR 1 million in NPM/CNP's accounts..
As LYPARIS was created on 1 April 2007, we are not in a position to determine the impact of an acquisition dating back to 1 January 2007.

DI

At the end of June 2007, DISTRIPLUS, joint-venture between DISTRIPAR and ACKERMANS & van HAAREN, active in retail, acquired the DI business from the DELHAIZE Group. DI is a chain of 90 beauty/care stores, achieving an annual turnover of some EUR 90 million.
At 31 December 2007, the goodwill was determined on a provisional basis ; this will be finalized before the end of the first half of 2008.
The turnover included in NPM/CNP's accounts since the acquisition amounts to EUR 23.2 millions and DI contributed to the results of the Group with a loss of EUR 0.3 million.
As the DI business was not organized in the form of dedicated entities prior to the acquisition, we are not in a position to determine the effect of an acquisition on 1 January 2007.

NOTE 3 – ACQUISITIONS AND DISPOSALS OF ACTIVITIES

Disposals of activities (see also note 38 on discontinued activities)

During the period, the Group disposed of the following activities:

,000 EUR	Distriplus	Others	**Total**
Non-current assets	26,604		26,604
Current assets	23,035		23,035
Non-current liabilities	(5,344)		(5,344)
Current liabilities	(29,605)		(29,605)
Net assets disposed of	14,690		**14,690**
increased by goodwill on shareholdings disposed of	26,884		
Gain/(loss) on disposal	29,531		0
Total consideration received	71,105		**14,690**
Satisfied by			
Cash	71,105		71,105
Deferred consideration	0		0
Net cash inflow on disposal			
cash inflow from the disposals	71,105		71,105
bank balances and cash disposed of	(2,922)		(2,922)
Other disposals not detailed	0	8,387	8,387
Disposal of subsidiaries and joint ventures, net of cash disposed of	68,183	8,387	**76,570**

DISTRIPLUS

End of June 2007, DISTRIPAR sold 50% of DISTRIPLUS (including the PLANET PARFUM and CLUB activities) to ACKERMANS & van HAAREN. DISTRIPLUS realizes a yearly turnover in excess of EUR 200 million. If this sale had not taken place, the Group's turnover would have been increased by some EUR 60 million and the net profit (excluding the capital gain) EUR 1 million lower.

CHÂTEAU RIEUSSEC

In the course of the second quarter of 2007, NPM/CNP sold to DOMAINES BARONS DE ROTHSCHILD its 50% shareholding in the joint-venture CHÂTEAU RIEUSSEC. Please refer to note 38 (discontinued operations).

NOTE 4 – TURNOVER

The consolidated turnover amounts to EUR 12,899 million for 2007 against EUR 13,220 million last year, i.e. a decrease of 2.4%. The decrease in the turnover is mainly due to changes in the consolidation method at TRANSCOR ASTRA GROUP (which represents 72 % of the turnover): PASADENA REFINING SYSTEM INC was fully consolidated until August 2006, equity accounted for between September 2006 and September 2007, and, since that date, has been considered as an asset held for sale.

Turnover by category

,000 EUR	**2006**	**2007**
Sales of goods	12,860,641	12,474,614
Services rendered	357,529	423,125
Others	1,460	1,462
Total revenue	**13,219,630**	**12,899,201**

NOTE 5 – OTHER OPERATING INCOME AND EXPENSES

Other operating income

,000 EUR	**2006**	**2007**
Reversals of provisions for unmaterialized risks at GIB	10,117	12,891
Net gain on disposal of property, plant and equipment and on intangible assets	16,658	6,947
Gain on acquisition of ARTIC by BELGIAN ICECREAM GROUP (negative goodwill)	0	6,593
Grants released to income	10,076	1,252
Others	33,499	28,175
Total other operating income	**70,350**	**55,858**

Other operating expenses

,000 EUR	**2006**	**2007**
Impairment on assets (note 9)	(58,218)	(10,048)
Taxes other than income taxes	(49,895)	(49,022)
Research and development expenditure	(12,852)	(12,661)
Maintenance expenses	(55,615)	(62,914)
Advertising and promotion	(26,318)	(28,945)
Rent costs	(37,299)	(50,091)
Energy costs	(68,490)	(64,344)
Insurance expenses	(15,284)	(14,642)
Transportation costs	(216,918)	(227,442)
External fees	(135,288)	(133,997)
Miscellaneous goods and services	(191,023)	(178,361)
Total other operating expenses	**(867,200)**	**(832,467)**

In 2007, impairment losses on assets have been recorded by IMERYS (EUR 10.0 million) as a consequence of various production restructurings. In 2006, this figure amounted to some EUR 55.3 million at IMERYS and EUR 2.9 million at UNIFEM/ENTREMONT ALLIANCE.

As holding companies, NPM/CNP and its financial subsidiaries do not directly conduct research and development activities.
Among their industrial subsidiaries, virtually all R&D expenses (EUR 12.7 million in 2007) have been incurred by IMERYS; they mainly relate to research and development regarding improvements of existing industrial processes and research regarding new products.

NOTE 6 – STAFF COSTS

Wages, salaries and bonuses also include the costs recognized on the different stock options plans granted within the Group, particularly at NPM/CNP and PARGESA GROUP (including GBL and IMERYS). Please refer to note 36 on shared based payments for more information.

,000 EUR	**2006**	**2007**
Wages, salaries and bonuses	(611,033)	(582,849)
Share-based payments	(5,704)	(4,978)
Social security contribution	(126,593)	(134,226)
Defined contribution plans costs and defined benefit plans costs (IAS 19)	(9,826)	(17,575)
Others	(20,485)	(43,438)
Total	**(773,641)**	**(783,066)**

Average number of full-time equivalents

The following figures only relate to globally and proportionally consolidated companies.

	2006	**2007**
Employees	8,158	9,226
Workers	7,880	8,304
Total	**16,038**	**17,530**

NOTE 7 – RESTRUCTURING COSTS

Restructuring costs include staff costs, impairment losses on assets and other operating expenses; in 2007, they amount to EUR 22.5 million and are mainly related to IMERYS which booked restructuring costs in its Specialty Minerals activities in North America. In 2006, they amounted to EUR 94.6 million and were also mainly incurred by IMERYS (EUR 86.0 million), which had recorded restructuring costs mainly because of the closing of various industrial premises in Germany, Brazil, France and in United-Kingdom.

Breakdown of the restructuring costs:

,000 EUR	**2006**	**2007**
Restructuring costs expensed during the period	(29,873)	(31,647)
Impairments of assets linked to restructurings	(58,218)	(10,048)
Movements in provisions	(6,456)	19,208
Total	**(94,547)**	**(22,487)**

NOTE 8 – GAINS/LOSSES AND IMPAIRMENTS ON SHAREHOLDINGS AND ACTIVITIES

,000 EUR	**2006**	**2007**
Sale of IBERDROLA shares	0	154,024
Sale of 50% of DISTRIPLUS	0	29,531
Results on "Funds" activities at GBL	5,059	23,057
Sale of LAFARGE shares	0	11,237
Sale of EIFFAGE shares	90,725	0
Impairment loss on METROPOLE TV (M6) shares	0	(44,309)
Impairment loss on AFFICHAGE HOLDING shares	0	(5,435)
Others	582	36,811
Total	**96,366**	**204,916**

As a result of a significant re-rating of major media companies on the stock market in the second half of 2007 (and early 2008), the Group has decided to book an impairment loss on its media shareholdings ; this mainly affects the value of M6 shares, on which an impairment loss of 44.3 million was booked based upon the stock market price of the M6 share on 31 December 2007.

NOTE 9 – IMPAIRMENTS OF ASSETS

In accordance with IAS 36 on impairments of assets, the Group companies systematically conduct on a yearly basis, an impairment test on all the cash generating units (CGU) when goodwill is present in these groups' CGU.

Assumptions

The recoverable amount of a CGU or of an individual asset is generally justified by its value in use. The future cash flows used to compute the value in use of the assets are based on business plans validated by the Management of each subsidiary. The actualisation rates used are based upon with market evaluation, increased, when appropriate, for each CGU or individual assets, by a risk premium for the applicable country / market. When applicable, if computations are made on after tax cash flows, the results are in line with those that would be obtained with cash flows and before tax rates as required by standard IAS 36 on impairments on assets.

Major impairments on assets

In 2007, impairment losses on assets were recorded by IMERYS (EUR 10.0 million) on its Specialty Minerals activities in North America.

Prior year impairment losses

In 2006, IMERYS has booked impairment losses on assets for an amount of EUR 55.3 million. During that year, IMERYS proceeded with various restructurings (discontinuation of the kaolin activities of the "Pigments for Paper" division in the United Kingdom, stop of the mining activities and refining of kaolin in the "Specialities Minerals" division in Devon, closing of the Arcos factory in Brazil, modernization of the industrial tool for diatomite in the Californian factory of Lompoc, closing of the French site of Lamotte-Beuvron, closing of the German factory of Scheuerfeld).

NOTE 10 – DIVIDENDS AND INTERESTS FROM AVAILABLE-FOR-SALE INVESTMENTS

	2006		2007	
,000 EUR	Gross	Net	Gross	Net
TOTAL dividend at NPM/CNP	57,175	56,136	65,778	64,560
TOTAL dividend at GBL	73,156	62,232	82,239	82,239
SUEZ dividend at GBL	41,145	35,011	65,545	65,545
LAFARGE dividend at GBL	20,416	17,371	40,876	40,876
PERNOD RICARD dividend at GBL	0	0	7,611	7,611
M6 dividend at NPM/CNP	0	0	7,371	6,265
IBERDROLA dividend at NPM/CNP	0	0	6,655	5,657
IBERDROLA dividend at GBL	0	0	3,716	3,179
AFFICHAGE HOLDING dividend at NPM/CNP	0	0	3,904	3,318
EIFFAGE dividend at NPM/CNP	4,125	3,506	0	0
Others (interests and various dividends)	2,527	2,441	2,407	2,381
Total	**198,544**	**176,697**	**286,102**	**281,631**

NOTE 11 – OTHER FINANCIAL EXPENSES/INCOME

The other financial income and expenses show a debit balance of 3.5 million in 2007 (a profit of EUR 11.7 million in 2006) and mainly include the change in the fair value of the TOTAL call options issued by KERMADEC (100% subsidiary of NPM/CNP) in 2005 and 2006 (expense of EUR 4.4 million in 2007 against a profit of EUR 13.0 million in 2006). These options mature in the last quarter of 2008 and in the first quarter of 2009. The balance is mainly made of exchange gains and losses, with an insignificant net impact.

NOTE 12 – OPERATING LEASE

Operating lease obligations are not recognized in the balance sheet.

At 31 December, operating lease obligations have the following payment schedule:

,000 EUR	2006	2007
Within one year	69,035	75,701
In the second to fifth year inclusive	164,287	150,811
After five years	98,631	65,585
Total of future minimum lease payments under non-cancellable operating leases	**331,953**	**292,097**

The Group rents some commercial spaces under operating lease contracts (so called « operating lease ») of which the duration is most of the time higher than 5 years. It is particularly the case for CLUB, PLANET PARFUM, BELGIAN SKY SHOP, DI and CORNE PORT-ROYAL (DISTRIPAR's subsidiaries) and GROUPE FLO; at maturity, these contracts are generally renewable at the tenant's option.

At December 31, 2007, the lease commitments for operating lease contracts within DISTRIPAR amounted to EUR 20.8 million. The operating lease contracts of the various commercial spaces (CLUB, PLANET PARFUM, BELGIAN SKY SHOP and CORNE PORT-ROYAL) are usually and periodically indexed in accordance with the common practice in the real estate sector.

TRANSCOR ASTRA GROUP also concluded operating lease contracts for a total amount of EUR 149.8 million, mainly related to tankers, storage capacities and pipelines. The operating lease contracts have mainly a maturity of more than 5 years (EUR 129.8 million) and are usually not indexed.

IMERYS granted engagements for the operating lease contracts (EUR 83.6 million) which include administrative premises, wagons and trucks fleet.

During the period, a charge of EUR 50.1 million was booked in the income statement for operating lease contracts.

NOTE 13 – INCOME TAX

1. Components of the tax expense in the income statement

The income tax expense on the income statement is presented as follows:

,000 EUR	2006	2007
Current taxes related to current year	(80,992)	(77,933)
Current taxes related to prior years	8,307	(7,674)
Total current taxes	**(72,685)**	**(85,607)**
Deferred taxes relating to origination or reversal of temporary differences	9,020	(1,239)
Tax effect of changes in the nominal tax rates on deferred taxes	(167)	(134)
Recognition (use) of deferred tax assets resulting from loss of the (previous) period(s)	1,046	4,204
Other deferred tax income (expense)	3,498	9,317
Total deferred taxes	**13,397**	**12,148**
Total tax income/(expense)	**(59,288)**	**(73,459)**

2. Source of deferred tax income/(expenses)

,000 EUR	2006	2007
Intangible assets	556	(404)
Property, plant and equipment	17,626	2,279
Financial long-term assets	1,853	(368)
Employee benefit liabilities	(13,571)	6,956
Inventories, receivables, payables, provisions and others	295	2,074
Unused tax losses and tax credits	4,931	355
Change in the nominal tax rates	18	(129)
Others	1,689	1,385
Total deferred tax income/(expense)	**13,397**	**12,148**

3. Source of deferred tax assets/liabilities in the balance sheet

,000 EUR	Deferred tax assets 2006	Deferred tax assets 2007	Deferred tax liabilities 2006	Deferred tax liabilities 2007
Intangible assets	27,415	478	86,270	59,635
Property, plant and equipment	20,841	19,061	119,691	110,283
Financial assets available for sale	3,018	2,264	3,311	3,084
Employee benefit liabilities	26,180	31,120	62	53
Inventories, receivables, payables, provisions and others	27,957	56,225	25,913	57,399
Unused tax losses and tax credits	15,047	10,409	0	0
Others	9,207	21,625	8,943	3,188
Assets/liabilities netting	(59,654)	(44,913)	(59,654)	(44,913)
Total deferred taxes (as shown in the balance sheet)	**70,011**	**96,269**	**184,536**	**188,729**

4. Reconciliation between the Belgian legal tax rate and the effective tax rate on continuing activities

,000 EUR	2006	2007
Profit before tax from continuing activities	626,071	848,079
(Income from associates)	(16,865)	(19,427)
Profit from continuing operations before taxes and income from associates	609,206	828,652
Nominal tax rate of the parent company	33.99%	33.99%
Tax charge of the group entities computed on the basis of the parent company nominal tax rate	**(207,069)**	**(281,659)**
Effect of different tax rates in foreign countries	(5,951)	33,439
Tax effect of tax-exempt revenues	134,168	165,377
Tax effect of non-deductible expenses	(3,026)	(19,865)
Tax effect of changes in tax rates	78	2
Tax effect of adjustments related to prior years or previously unrecognized deferred tax assets	5,114	6,443
Tax effect of withholding tax on dividends paid by subsidiaries (associates)	(306)	(110)
Others	17,704	22,914
Total tax income/(expense)	**(59,288)**	**(73,459)**

5. Effective tax rate

,000 EUR	2006	2007
Profit before tax from continuing activities	626,071	848,079
Income from associates (-)	(16,865)	(19,427)
Profit from continuing operations before taxes and income from associates	609,206	828,652
Total income tax expense	(59,288)	(73,459)
Effective tax rate (%)	**9.73%**	**8.86%**

Temporary differences for which no deferred tax asset is recognized
The tax loss carry-forward for which no deferred tax asset is recognized amounts to EUR 287.2 million on 31 December 2007, including EUR 116.8 resulting from Venture Capital deductions at GBL. No deferred tax asset is recognized on a tax loss carry-forward when it is unlikely that a sufficient profit will be realized in the future allowing the involved entity to use this tax loss.

Maturity of tax losses for which deferred tax assets are recognized
Tax losses which gave rise to the recognition of a deferred tax asset have generally no time limit. On 31 December 2007, the tax losses carried forward amount to EUR 29.7 million, resulting in a recognized deferred tax asset of EUR 10.4 million.

Contingent tax assets and liabilities
On 31 December 2007, there is no significant contingent tax asset or liability to be reported for the Group.

Tax charges of the discontinued operations
The net result of the discontinued operations is separately presented in the income statement.
Please refer to note 38 for additional information.
The discontinued operations were disposed of by entities located in countries where capital gains on the corresponding disposals are tax free.

116

NOTE 14 – INTANGIBLE ASSETS WITH A FINITE USEFUL LIFE

,000 EUR	Development costs	Computer software	Mineral rights	Patents, licences and concessions	Others	Total
Gross carrying amount						
At 31 December 2005	**904**	**36,683**	**2,415**	**66,303**	**11,947**	**118,252**
Currency translation differences	(9)	(769)	(142)	(205)	(167)	(1,292)
Additions	0	6,346	117	979	2,097	9,539
Acquisitions through business combinations	0	1,355	(1,597)	1,909	10,586	12,253
Disposals and others	(353)	(1,318)	426	(909)	(3,990)	(6,144)
At 31 December 2006	**542**	**42,297**	**1,219**	**68,077**	**20,473**	**132,608**
Currency translation differences	(12)	(1,332)	210	(130)	(19)	(1,283)
Additions	636	2,247	5,919	842	9,339	18,983
Acquisitions through business combinations	122	467	894	208	286	1,977
Disposals and others	(147)	(1,376)	(901)	(267)	(4,239)	(6,930)
At 31 December 2007	**1,141**	**42,303**	**7,341**	**68,730**	**25,840**	**145,355**
Accumulated amortization						
At 31 December 2005	**(849)**	**(22,443)**	**(268)**	**(33,116)**	**(6,726)**	**(63,402)**
Currency translation differences	8	513	16	82	(51)	568
Amortization	(13)	(6,293)	(25)	(2,510)	(2,132)	(10,973)
Disposals and others	324	(186)	128	(1,322)	380	(676)
At 31 December 2006	**(530)**	**(28,409)**	**(149)**	**(36,866)**	**(8,529)**	**(74,483)**
Currency translation differences	8	926	(8)	51	(121)	856
Amortization	(21)	(5,635)	(14)	(2,537)	(1,640)	(9,847)
Disposals and others	25	1,585	50	(106)	326	1,880
At 31 December 2007	**(518)**	**(31,533)**	**(121)**	**(39,458)**	**(9,964)**	**(81,594)**
Net carrying amount						
At 31 December 2006	**12**	**13,888**	**1,070**	**31,211**	**11,944**	**58,125**
At 31 December 2007	**623**	**10,770**	**7,220**	**29,272**	**15,876**	**63,761**

NOTE 15 – INTANGIBLE ASSETS WITH AN INDEFINITE USEFUL LIFE

,000 EUR	Patents and trademarks	Milk collection areas	Key money and others	Total
Gross carrying amount				
At 31 December 2005	**31**	**46,215**	**46,083**	**92,329**
Currency translation differences	0	0	0	0
Additions	270	14	0	284
Acquisitions through business combinations	152,736	0	12,907	165,643
Disposals and others	(23)	(177)	(46,578)	(46,778)
At 31 December 2006	**153,014**	**46,052**	**12,412**	**211,478**
Currency translation differences	0	0	0	0
Additions	2,572	0	3,932	6,504
Acquisitions through business combinations	6	0	1	7
Disposals and others	11	0	(1,368)	(1,357)
At 31 December 2007	**155,603**	**46,052**	**14,977**	**216,632**
Accumulated impairment losses				
At 31 December 2005	**(4)**	**(15,756)**	**(3,718)**	**(19,478)**
Currency translation differences	0	0	0	0
Impairment losses	0	0	876	876
Disposals and others	(4,201)	0	2,587	(1,614)
At 31 December 2006	**(4,205)**	**(15,756)**	**(255)**	**(20,216)**
Currency translation differences	0	0	0	0
Impairment losses	0	0	0	0
Disposals and others	(33)	0	(28)	(61)
At 31 December 2007	**(4,238)**	**(15,756)**	**(283)**	**(20,277)**
Net carrying amount				
At 31 December 2006	**148,809**	**30,296**	**12,157**	**191,262**
At 31 December 2007	**151,365**	**30,296**	**14,694**	**196,355**

Patents and trademarks include the various brands of restaurants of GROUPE FLO (EUR 151,3 million).
The intangible assets also include the milk collection areas of ENTREMONT ALLIANCE (EUR 30.3 million) which are considered as identifiable areas, transferable on a standalone basis and over which the Group exercises control. Milk collection areas are assimilated to intangible assets with indefinite useful life because of their renewable nature in the long run.
The intangible assets also include various business items (key money and similar) mainly at GROUPE FLO (EUR 14.4 million).

NOTE 16 – GOODWILL

,000 EUR	Goodwill
Gross carrying amount	
At 31 December 2005	**612,256**
Currency translation differences	(14,596)
Acquisitions through business combination	88,869
Disposals and others	(16,963)
At 31 December 2006	**669,566**
Currency translation differences	(20,601)
Acquisitions through business combination	209,912
Disposals and others	(25,095)
At 31 December 2007	**833,782**
Accumulated impairment losses	
At 31 December 2005	**(130,411)**
Currency translation differences	62
Impairment losses for the year	0
Disposals and others	4,355
At 31 December 2006	**(125,994)**
Currency translation differences	(9)
Impairment losses for the year	(1,023)
Disposals and others	146
At 31 December 2007	**(126,880)**
Net carrying amount	
At 31 December 2006	**543,572**
At 31 December 2007	**706,902**

The changes over the year 2007 mainly results from the acquisition of 50% of GO VOYAGES (EUR 142.0 million) and to the sale of 50% of DISTRIPLUS (EUR 26.9 million).

NOTE 17 – PROPERTY, PLANT AND EQUIPMENT

,000 EUR	Lands, constructions and vineyards	Mineral reserves	Furniture, fixtures, production and transportation equipment	Fixed assets under construction	Other property, plant & equipement	Total
Gross carrying amount						
At 31 December 2005	**674,757**	**270,437**	**1,710,403**	**83,746**	**62,065**	**2,801,408**
Additions	16,769	10,740	78,904	83,603	45,043	235,059
Acquisitions through business combination	66,499	6,714	153,341	(3,052)	11,626	235,128
Currency translation differences	(10,413)	(14,471)	(13,612)	(459)	(904)	(39,859)
Disposals and others	(199,011)	(14,287)	(61,077)	(125,042)	(81,441)	(480,858)
At 31 December 2006	**548,601**	**259,133**	**1,867,959**	**38,796**	**36,389**	**2,750,878**
Additions	18,791	11,568	110,122	98,000	14,469	252,950
Acquisitions through business combination	19,734	2,119	82,188	2,712	724	107,477
Currency translation differences	(9,642)	(17,631)	(71,224)	(6,185)	(1,357)	(106,039)
Disposals and others	(39,282)	(13,030)	(62,224)	(30,234)	(12,622)	(157,392)
At 31 December 2007	**538,202**	**242,159**	**1,926,821**	**103,089**	**37,603**	**2,847,874**
Accumulated depreciation and impairment losses						
At 31 December 2005	**(279,813)**	**(47,840)**	**(1,109,386)**	**(1,148)**	**(25,140)**	**(1,463,327)**
Depreciation charge for the year	(19,344)	(14,668)	(101,491)	(297)	(8,423)	(144,223)
Impairment losses	(725)	(16,580)	(40,913)	0	0	(58,218)
Currency translation differences	3,255	2,453	20,185	(5)	214	26,102
Disposals and others	72,627	13,519	(15,796)	1,160	25,826	97,336
At 31 December 2006	**(224,000)**	**(63,116)**	**(1,247,401)**	**(290)**	**(7,523)**	**(1,542,330)**
Depreciation charge for the year	(16,072)	(14,287)	(103,608)	(105)	(2,548)	(136,620)
Impairment losses	(661)	(4,036)	(4,500)	(56)	0	(9,253)
Currency translation differences	2,964	4,603	45,537	15	224	53,343
Disposals and others	12,713	13,553	31,293	148	141	57,848
At 31 December 2007	**(225,056)**	**(63,283)**	**(1,278,679)**	**(288)**	**(9,706)**	**(1,577,012)**
Net carrying amount						
At 31 December 2006	**324,601**	**196,017**	**620,558**	**38,506**	**28,866**	**1,208,548**
At 31 December 2007	**313,146**	**178,876**	**648,142**	**102,801**	**27,897**	**1,270,862**

On 31 December 2007, the Group's property, plant and equipment are mainly composed of IMERYS assets (EUR 842 million), namely the mining reserves valued at cost reduced by the depreciation calculated on the basis of the extracted quantities.
Generally, the depreciation period for property, plant and equipment is determined by each subsidiary based on the nature of the assets and their utility value.

Property, plant and equipment held under finance lease
The Group owns buildings and installations and equipment under financial leases. On 31 December 2007, the net book value of buildings held under financial lease arrangements amounts to EUR 26.3 million and the net book value of the installations, machines, equipment and other tangible assets held under financial lease amounts to EUR 13.2 million.

NOTE 18 – INVESTMENTS IN ASSOCIATES

,000 EUR	Carrying amount 2006	Carrying amount 2007	Amount of goodwill included in the carrying amount 2006	Amount of goodwill included in the carrying amount 2007
At 1 January	**959,330**	**273,239**	**0**	**13,332**
Disposed of during the year (-)	(911,286)	0	0	0
Acquired during the year	137,248	102,695	13,309	(1,290)
Results	16,865	19,427	0	0
Dividend paid (-)	(32,917)	(14,106)	0	0
Impairment of goodwill (-)	0	0	0	0
Shareholdings changing classification due to partial sale of shares	94,432	(106,364)	0	0
Others	9,567	3,817	23	(2,358)
At 31 December	**273,239**	**278,708**	**13,332**	**9,684**

Major investments in associates

	% capital		Carrying value	
Entities	2006	**2007**	2006	**2007**
GRUPPO BANCA LEONARDO	19.2%	19.6%	97,568	175,477
PASADENA REFINING SYSTEM	50.0%	n.a;	98,668	-
TIKEHAU CAPITAL ADVISORS	50.0%	47.5%	11,585	11,878
TIKEHAU CAPITAL PARTNERS	20.9%	20.9%	19,136	19,256
Other	-	-	46,282	72,097
Total	**n.s. -**	**n.s. -**	**273,239**	**278,708**

,000 EUR	Contribution to the profit		Turnover		Total balance sheet	
Entities	2006	**2007**	2006	**2007**	2006	**2007**
GRUPPO BANCA LEONARDO	4,211	8,567	87,385	172,263	741,959	1,595,274
PASADENA REFINING SYSTEM (1)	-	-	(1)	(1)	252,013	-
TIKEHAU CAPITAL ADVISORS	595	348	2,783	2,725	16,524	18,084
TIKEHAU CAPITAL PARTNERS	270	438	844	879	95,451	116,825
Other	11,789	10,074	-	-	-	-
Total	**16,865**	**19,427**	**n.s.**	**n.s.**	**n.s.**	**n.s.**

(1) Until 30 September 2007, the activities of PASADENA REFINING SYSTEM Inc. were equity-accounted for. From 1 October, these activities have been considered as discontinued and the related assets as held for sale. The profit and loss account for the year 2006 was restated accordingly.

In April 2006, NPM/CNP acquired, for an amount of EUR 93 million, 20% of the capital of GRUPPO BANCA LEONARDO. The other acquirers were Gerardo BRAGGIOTTI, EURAZEO, IFIL (Agnelli Group) and other institutional investors. After several transactions affecting the capital, including a capital increase to which NPM/CNP subscribed for an amount of, EUR 72.0 million in 2007, NPM/CNP holds 19.6 of the capital as of 31 December 2007.

In 2006, NPM/CNP acquired 50% of TIKEHAU CAPITAL ADVISORS. TIKEHAU CAPITAL ADVISORS manages an investment company, TIKEHAU CAPITAL PARTNERS, of which it also owns 14% of the capital; the other shareholders of TCP are individual and institutional investors. At the same time, NPM/CNP subscribed to a capital increase of TIKEHAU CAPITAL PARTNERS, in order to strengthen TCP investment capacities. These two investment represented a total amount of some EUR 28 million for NPM/CNP..

“Other” mainly includes the shareholding of GBL in ERGON CAPITAL PARTNERS, included in NPM/CNP’s consolidated balance sheet for an amount of EUR 50.7 million, and which contributed some EUR 6.5 million to the Group’s profit.

NOTE 19 – INVESTMENTS IN SECURITIES

1. Available-for-sale investments

The changes in fair value of available-for-sale investments are immediately recognized in equity as revaluation reserve. Regarding financial assets acquired during the financial year, the Group did not apply the « fair value option » and still continue to recognize the changes in fair value in equity.

	Equity instruments							Total
,000 EUR	TOTAL	SUEZ	LAFARGE	PERNOD RICARD	IBERDROLA	METROPOLE TV (M6)	Others	
Fair value at 31 December 2005	**3,974,289**	**1,082,653**	**201,469**	**0**	**0**	**0**	**57,924**	**5,316,335**
Acquisitions	0	129,639	933,899	187,797	0	162,882	315,528	1,729,745
Disposals	0	0	0	0	0	0	(335,761)	(335,761)
Impairment losses	0	0	0	0	0	0	0	0
Change in fair value recognized in equity	160,025	574,162	284,052	11,927	0	15,563	58,905	1,104,634
Currency translation differences	0	0	0	0	0	0	(494)	(494)
Other	(40,115)	0	0	0	0	0	39,726	(389)
Fair value at 31 December 2006	**4,094,199**	**1,786,454**	**1,419,420**	**199,724**	**0**	**178,445**	**135,828**	**7,814,070**
Acquisitions	0	357,490	199,052	249,777	1,587,161	487	210,251	2,604,218
Disposals	0	0	(40,831)	0	(750,498)	0	(34,034)	(825,363)
Impairment losses	0	0	0	0		(44,309)	(5,435)	(49,744)
Change in fair value recognized in equity	164,409	400,074	148,551	29,370	83,821	(15,563)	(3,390)	807,272
Currency translation differences	0	0	0	0		0	0	0
Other	0	0	0	0		0	23,639	23,639
Fair value at 31 December 2007	**4,258,608**	**2,544,018**	**1,726,192**	**478,871**	**920,484**	**119,060**	**326,859**	**10,374,092**

In March 2006, NPM/CNP acquired a 6.1% shareholding in EIFFAGE, number 6 in the construction and concession sectors in Europe. This investment represented an amount of EUR 308 million. In December 2006, this shareholding was sold to CAISSE DES DEPÔTS ET CONSIGNATIONS, GROUPAMA, NATIXIS and EIFFAIME, company created by the managers of EIFFAGE. Thanks to this disposal, the Group has realized a gain of EUR 90.7 million.
In May 2006, TOTAL realized the spin-off of ARKEMA. This resulted in the distribution of 1 ARKEMA share for every 10 existing TOTAL shares.
End of June 2006, the Group acquired from SUEZ, 6,594,435 METROPOLE TELEVISION (M6) shares, representing 5% of company's capital, for an amount of EUR 162.9 million. At the end of 2007, an impairment loss of EUR 44.3 million was recorded on this shareholding.
During the 2006 and 2007 financial years, GBL increased his shareholding in SUEZ from 7.3% to respectively 8 and 9.3%, by acquisitions of shares on the market.
GBL was already shareholder of LAFARGE with a shareholding of 3.4 % end of 2005 and increased it to 15.9% in 2006 and to 17.9% in 2007. Moreover, end of 2006, GBL held a shareholding of 2.8 % in the capital of PERNOD RICARD; this was increased to 6.2% in 2007.
During the spring of 2007, GBL and NPM/CNP acquired a shareholding of respectively 3 and 2% in the capital of IBERDROLA, the famous Spanish electricity producer, largely diversified in renewables. A significant portion of the related shares had been disposed of before the end of the year 2007, resulting in a EUR 154 million capital gain (EUR 109.4 million for the group's share). End of 2007, the shareholding percentage was reduced to 2.6% (1.4% for GBL and 1.2% for NPM/CNP).
In 2007, NPM/CNP also acquired 25.3% of the capital of AFFICHAGE HOLDING, Swiss leading company in outdoor advertising for EUR 122 million. This company is not equity-accounted as the voting rights are limited to 5%, according to the Company's articles of association; the Group does not currently exercise a significant influence on the Company.

2. Financial assets held for trading

The changes in fair value of the financial assets held for trading are booked in the income statement. These financial assets are considered as current assets because of their short-term nature in the context of the trading activities performed by certain Group entities. They are valued based on the closing stock price at the financial statements date. At the end of 2007, the Group owned Treasury Bonds issued by the French Government for an amount EUR 681.5 million; these bonds have been disposed of in January 2008.

,000 EUR	**Equity instruments**	**Others**	**Total**
Fair value at 31 December 2005	**121,888**	**29,421**	**151,309**
Acquisitions	46,891	0	46,891
Disposals	(83,730)	(28,921)	(112,651)
Change in fair value recognized in P&L	6,835	0	6,835
Currency translation differences	(1,098)	(500)	(1,598)
Other	(9)	0	(9)
Fair value at 31 December 2006	**90,777**	**0**	**90,777**
Acquisitions	341,681	681,529	1,023,210
Disposals	(349,087)	0	(349,087)
Change in fair value recognized in P&L	(317)	0	(317)
Currency translation differences	(59)	0	(59)
Other	(2,479)	0	(2,479)
Fair value at 31 December 2007	**80,516**	**681,529**	**762,045**

NOTE 20 – OTHER NON-CURRENT ASSETS

The other non-current assets are valued at fair value, which corresponds, most of the time, to their costs.

,000 EUR	**2006**	**2007**
Non-current receivables, advances, loans and deposits	**17,513**	**49,936**
Non-current trade receivables	10	852
Non-current interest bearing advances and deposits	17,503	49,084
Other non-current assets	**18,158**	**39,172**
Pension or post-retirement benefit assets	2,663	6,346
Guarantees and other deposits	2,979	3,691
Financial derivatives	386	3,744
Others	12,130	25,391
Total	**35,671**	**89,108**

NOTE 21 – INVENTORIES

,000 EUR	**2006**	**2007**
Raw materials, consumables and spare parts	483,618	539,948
Work-in-progress	17,791	21,424
Finished goods and goods purchased for resale	347,536	379,256
Others	457	0
Total inventories (at cost)	**849,402**	**940,628**
Write-downs (-) on inventories:	(16,179)	(25,271)
Raw materials, consumables and spare parts	(5,579)	(9,433)
Work-in-progress	(90)	(134)
Finished goods and goods purchased for resale	(10,510)	(15,704)
Net total inventories	**833,223**	**915,357**

The inventories include a large variety of components such as oil, coal, cheese, wine, perfume, chocolate, and so on. On 31 December 2007, the inventories mainly included crude oil used for TRANSCOR ASTRA GROUP activities and more specifically by US OIL.

Within each entity, procedures exist in order to control the inventory level and to ensure proper valuation. Write-downs are recognized on inventory items in order to reflect obsolescence, downgrading, expiry date of foodstuff and other similar factors.

The inventory costs expensed in the income statement for 2007 amounts to EUR 10,816 million.

The amount of inventories pledged amounted to EUR 243.5 million on 31 December 2007 and mainly relates to TRANSCOR ASTRA GROUP activities.

NOTE 22 – TRADE RECEIVABLE

The trade receivable are carried at their nominal value less allowances for doubtful amounts, which corresponds to their fair value.

,000 EUR	2006	2007
Trade receivables	1,003,218	1,103,808
Notes receivable	30	0
Total trade and notes receivable	**1,003,248**	**1,103,808**
Allowance for doubtful amounts	(16,656)	(18,010)
Net total trade and notes receivable	**986,592**	**1,085,798**

On 31 December 2007, the trade receivables covered by an insurance policy amounted to EUR 317.1 million (mainly at ENTREMONT ALLIANCE) and the amount of the trade receivables subject to pledge was EUR 450.1 million (mainly at TRANSCOR ASTRA GROUP and ENTREMONT ALLIANCE).

The credit risk or the counterparty's risk is quite heterogeneous because of the diversity in the companies' activities that are part of the consolidation perimeter. Within each entity, specific internal procedures exist aiming at limiting the counterparty's risk through different means, such as diversification of the customers' portfolio and the follow-up of the amounts to be collected. For some subgroups, the counterparty's risk remains very limited, since payments are made directly by the customers upon purchase of the goods. This is the case for DISTRIPAR (PLANET PARFUM, DI, CLUB and BELGIAN SKY SHOPS). At CHEVAL BLANC, most of the turnover is achieved with "primeur" sales, for which payment happens before delivery

NOTE 23 – SHORT TERM INTEREST BEARING ADVANCES

The interest-bearing advances are valued against their nominal value, which generally corresponds to their fair value.

On 31 December 2007, the interest bearing advances amount to EUR 215.2 million (EUR 421.5 million in 2006). The interest rates of these advances are reviewed periodically according to market conditions.

NOTE 24 – CASH AND CASH EQUIVALENTS

The cash and cash equivalents are valued against fair value.

,000 EUR	2006	2007
Cash at bank and in hand	853,563	1,387,233
Short-term bank deposits	2,500,857	1,602,887
Total	**3,354,420**	**2,990,120**

On 31 December 2007, the cash and cash equivalents amount to EUR 2,990.1 million of which EUR 1,602.9 million of short-term deposits (maturity shorter than 3 months).

NOTE 25 – OTHER CURRENT ASSETS

,000 EUR	2006	2007
VAT and taxes other than income taxes	67,232	60,341
Income taxes to recover	8,097	11,531
Transportation tickets acquired and not yet used	0	26,272
Receivable following the sale of securities	211,363	96,770
Financial derivatives	43,526	35,507
Others	213,719	266,138
Total	**543,937**	**496,559**

NOTE 26 – CAPITAL

The authorized capital of NPM/CNP is represented by 113.179.782 subscribed and fully paid-in ordinary shares, without mention of nominal value. Each share is entitled to the dividend and gives right to one vote at the general meetings of the shareholders of the Company.

At 31 December 2007, the Group held 4,476,768 treasury shares, of which 2,973,051 are held by COMPAGNIE IMMOBILIERE DE ROUMONT and are intended to cover the stock option plans granted to the personnel. Details concerning these plans are presented in note 36.

NOTE 27 – PROVISIONS

For the year ended 31 December 2006

,000 EUR	Pending litigation	Environmental provisions	Restructuring provisions	Guarantees given on disposals of shareholdings or activities	Other provisions	Total
At 1 January 2006	**23,470**	**38,715**	**13,030**	**26,912**	**34,096**	**136,223**
Additional provisions in the period	6,247	6,060	30,282	0	9,352	51,941
Utilisation of provision	(5,200)	(3,523)	(16,304)	(1,812)	(15,534)	(42,373)
Amounts released	(4,260)	(30)	(1,145)	(10,236)	(3,291)	(18,962)
Acquisition through business combinations	3,216	2,605	0	0	5,249	11,070
Discount factor	0	0	0	0	0	0
Currency translation difference	(418)	(1,041)	179	0	(1,241)	(2,521)
Others	(3,684)	1,499	(1,692)	0	3,675	(202)
At 31 December 2006	**19,371**	**44,285**	**24,350**	**14,864**	**32,306**	**135,176**
of which included in current liabilities	8,222	3,683	4,044	0	8,218	24,167
of which included in non-current liabilities	11,149	40,602	20,306	14,864	24,088	111,009

For the year ended 31 December 2007

,000 EUR	Pending litigation	Environmental provisions	Restructuring provisions	Guarantees given on disposals of shareholdings or activities	Other provisions	Total
At 1 January 2007	**19,371**	**44,285**	**24,350**	**14,864**	**32,306**	**135,176**
Additional provisions in the period	8,392	(1,388)	2,254	0	8,518	17,776
Utilisation of provision	(7,154)	(3,211)	(14,143)	(12,455)	(6,213)	(43,176)
Amounts released	(3,745)	(101)	(820)	0	(4,368)	(9,034)
Acquisition through business combinations	683	1,093	0	0	1,890	3,666
Discount factor	0	1,636	0	0	0	1,636
Currency translation difference	(241)	(2,433)	(653)	(8)	(1,294)	(4,629)
Others	612	1,835	(2,493)	0	195	149
At 31 December 2007	**17,918**	**41,716**	**8,495**	**2,401**	**31,034**	**101,564**
of which included in current liabilities	8,859	2,488	2,098	0	6,955	20,400
of which included in non-current liabilities	9,059	39,228	6,397	2,401	24,079	81,164

The provisions for litigations are intended to cover various litigations related to the current businesses with customers, suppliers, tax authorities and other third parties.

The environmental provisions (or for sites repairing) are mainly intended to cover the cost of refitting the mining sites following mining extraction operations. These provisions, estimated for each IMERYS's quarry, are subject to an exhaustive review in the course of the financial year. Their valuation reflects the level and the actual expiry date of the liability at the closing date. The corresponding obligations have probable maturities between 2008 and 2012 for EUR 18.3 million, between 2013 and 2022 for EUR 21.5 million and after 2022 for EUR 1.9 million.

The restructuring provisions relate to reorganization plans announced and engaged before the end of the financial year. The accrued provisions for the restructuring of the Group activities and the other provisions have a probable expiry date ranging from 2008 to 2012.

The provisions for guarantees given on disposals of shareholdings and activities correspond primarily to guarantees given by GIB on the disposal of subsidiaries and activities; most of these have expired in 2007.

Other provisions are related to miscellaneous risks resulting from the ordinary course of business and have probable maturity dates between 2008 and 2012.

NOTE 28 – EMPLOYEE RETIREMENT AND POST-EMPLOYMENT BENEFIT OBLIGATIONS

1. Description of the pension plans and the post-employment benefits

Defined contribution plans:

For this kind of plan, the employer commits himself to allocate regular contributions to vehicles in charge of managing the plans (pension funds, insurance companies, financial institutions) on a mandatory (legal or statutory regulations) or on an optional basis (compensatory system at the initiative of the company) without any guarantee on the level of the benefits.

The amounts expensed are recognized in the course of the financial year in which they are due. The contributions for defined contribution plans amounted to EUR 9.6 million during the 2007 financial year (EUR 8.6 million in 2006).

Defined benefit plans :

The defined benefit plans are valued annually by independent experts. These plans can be funded through insurance companies, pension funds or separate entities.

For this type of plan, the employer guarantees the benefits the employees will obtain in the form of a lump sum payment or periodical payments, on a legal or contractual basis. Such plans mainly exist at NPM/CNP, GROUPE FLO and within the group PARGESA (GBL, IMERYS). The post-employment benefits are granted by different Group companies based on the local practices. In the framework of pension funds settled to fund the defined benefit plans, no such plan has invested in NPM/CNP shares nor in any property used by the Company.

2. Key actuarial assumptions used for the calculation of defined benefit plans

	2006		**2007**	
In % at the end of the period	Min.	Max.	Min.	Max.
Discount rate	3.0%	5.3%	3.0%	8.1%
Expected return on plan assets	3.5%	7.0%	4.5%	7.5%
Expected rate of salary increases	2.5%	8.0%	2.5%	8.0%
Expected inflation rate	2.0%	2.0%	1.9%	2.5%
Expected rate of increase of medical costs	0.0%	8.9%	2.0%	9.0%
Average employee turnover	0.0%	22% (1)	0.0%	22% (1)

(1) Relates to GROUPE FLO, active in a sector with particularly high personnel turnover.

3. Amounts recognised in the balance sheet for defined benefit plans

,000 EUR	**2006**	**2007**
Present value of partially or totally funded obligations (-)	(484,078)	(459,736)
Fair value of plan assets	456,693	456,537
(Deficit)/surplus in funded plans	**(27,385)**	**(3,199)**
Present value of unfunded obligations (-)	(45,183)	(45,758)
Net actuarial gains or losses not recognised in the balance sheet	(13,965)	(18,969)
Past service cost not recognised in the balance sheet	(280)	409
Amount not recognised as an asset because of the limit in paragraph 58(b)	(8,443)	(10,932)
Other amounts recognised in the balance sheet	(39)	(573)
Net Liability/(asset) recognised in balance sheet	**(95,295)**	**(79,022)**
as non-current liability	(97,958)	(85,368)
as current liability	0	0
as non-current assets	2,663	6,346
as current assets	0	0

4. Change in the present value of the obligation

• Unfunded and wholly or partly funded obligations

,000 EUR	2006	2007
Present value of obligation at 1 January (-)	**(571,907)**	**(529,261)**
Interest cost	(25,235)	(25,600)
Current service cost	(9,344)	(8,118)
Past service costs	1,933	(696)
Benefits paid	25,518	29,828
Contributions by plan participants	(1,688)	(1,483)
Foreign currency exchange rate changes on plans measured in a currency different from presentation currency	20,679	50,605
Changes due to curtailments/settlements	5,118	372
Changes due to business combinations and disposals	(2,060)	(27,976)
Actuarial losses/(gains) on obligation	27,725	6,835
Present value of obligation at 31 December (-)	**(529,261)**	**(505,494)**

• Unfunded obligations

,000 EUR	2006	2007
Present value of obligation at 1 January (-)	**(49,357)**	**(45,183)**
Interest cost	(1,633)	(1,634)
Current service cost	(1,237)	(995)
Past service costs	9	(603)
Benefits paid	2,505	2,855
Contributions by plan participants	0	0
Foreign currency exchange rate changes on plans measured in a currency different from presentation currency	3,050	1,021
Changes due to curtailments/settlements	1,818	140
Changes due to business combinations and disposals	(2,668)	(1,557)
Actuarial losses/(gains) on obligation	2,330	198
Present value of obligation at 31 December (-)	**(45,183)**	**(45,758)**

• Wholly or partly funded obligations

,000 EUR	2006	2007
Present value of obligation at 1 January (-)	**(522,550)**	**(484,078)**
Interest cost	(23,602)	(23,966)
Current service cost	(8,107)	(7,123)
Past service costs	1,924	(93)
Benefits paid	23,013	26,973
Contributions by plan participants	(1,688)	(1,483)
Foreign currency exchange rate changes on plans measured in a currency different from presentation currency	17,629	49,584
Changes due to curtailments/settlements	3,300	232
Changes due to business combinations and disposals	608	(26,419)
Actuarial losses/(gains) on obligation	25,395	6,637
Present value of obligation at 31 December (-)	**(484,078)**	**(459,736)**

5. Change in fair value of plan assets

,000 EUR	2006	2007
Fair value of plan assets at 1 January	**449,386**	**456,693**
Expected return on plan assets	28,846	25,550
Contributions by the employer	19,298	19,547
Contributions by plan participants	1,688	1,560
Benefits paid	(27,855)	(26,939)
Foreign currency exchange rate changes on plans measured in a currency different from presentation currency	(15,309)	(47,211)
Changes due to curtailments/settlements	(1,411)	(129)
Changes due to business combinations and disposals	(2,011)	24,139
Actuarial (gains)/losses on plan assets	4,061	3,327
Fair value of plan assets at 31 December	**456,693**	**456,537**

6. **Change in any reimbursement right recognised as asset by the Group in accordance with paragraph 104A**

When - and only when - it is virtually certain that another party will reimburse some or all of the expenditure required to settle a defined benefit obligation, an entity shall recognise its right to reimbursement as a separate asset and the asset shall be measured at fair value.

,000 EUR	**2006**	**2007**
Fair value of reimbursement right at 1 January	**0**	**0**
Expected return on plan assets	0	93
Contributions by the employer	0	165
Contributions by plan participants	0	0
Benefits paid	0	(250)
Foreign currency exchange rate changes on plans measured in a currency different from presentation currency	0	0
Changes due to curtailments/settlements	0	0
Changes due to business combinations and disposals	0	2,404
Actuarial (gains)/losses on plan assets	0	(27)
Fair value of reimbursement right at 31 December	**0**	**2,385**

7. Amount recognized in the income statement and related analysis

,000 EUR	**2006**	**2007**
Current service cost	(8,952)	(8,913)
Interest cost	(25,503)	(25,836)
Expected return on plan assets	28,846	28,052
Expected return on reimbursement right recognised as an asset in accordance with 104A	0	93
Actuarial gains/(losses) recognised during the year	1,233	1,113
Past service costs	(220)	(263)
Effect of any curtailment or settlement	6,747	366
Effect of the limit in paragraph 58(b)	(3,152)	(2,538)
Net expense recognised in profit or loss	**(1,001)**	**(7,926)**

8. Actual return on plan assets

,000 EUR	**2006**	**2007**
Expected return on plan assets	28,846	28,052
Actuarial gain/(loss) on plan assets	1,233	1,113
Actual return on plan assets	**30,079**	**29,165**

9. Major categories of assets

,000 EUR	**2006**	**2007**
European stocks	224,065	101,708
North American stocks	44,720	42,860
European bonds	103,969	195,260
North American bonds	16,774	15,992
Short term deposits and cash equivalents	24,392	44,092
Others	42,773	56,625
Fair value of plan assets at 31 December	**456,693**	**456,537**

10. Amounts for the last five years

,000 EUR	**2003**	**2004**	**2005**	**2006**	**2007**
Present value of funded obligations (-)	(405,161)	(424,293)	(571,907)	(529,261)	(505,494)
Fair value of plan assets	306,825	328,596	449,386	456,693	456,537
(Deficit)/surplus in funded plans	**(98,336)**	**(95,697)**	**(122,521)**	**(72,568)**	**(48,957)**

11. Estimated contributions and expenses for the year 2008

We currently have no indication that, under an unchanged perimeter of consolidation, contributions and expenses for the year 2008 would significantly differ from those for the year 2007.

NOTE 29 – OBLIGATIONS UNDER FINANCE LEASE

The contracts classified under finance lease are contracts where it was established that the lessee supports substantially all the risks and rewards linked to the property of an asset. The respective obligations are recognized in the balance sheet based on their current value after deduction of the financial expenses to incur over the duration of the contract. The original cost of the leased assets is the lowest between the fair value of the asset and the net present value of the future minimal lease payments.

The maturity of the obligations under finance lease is as follows:

,000 EUR	**2006**	**2007**
Within one year	5,756	6,099
In the second to the fifth year inclusive	16,249	18,217
After five years	8,808	9,187
Total lease obligations	**30,813**	**33,503**
Less : future finance charges	(2,581)	(2,740)
Present value of finance lease obligations	**28,232**	**30,763**
Less : amount due for settlement within 12 months	(5,056)	(5,260)
Amount due for settlement after 12 months	**23,176**	**25,503**

At December 31, 2007, financial lease obligations include mainly buildings held under financial lease for EUR 22.1 million and production installations for EUR 8.7 million mainly within UNIFEM/ENTREMONT ALLIANCE and GROUPE FLO.

NOTE 30 – BORROWINGS AND OVERDRAFTS

Non-current financial liabilities

	2006		
	Interest rates		Carrying
,000 EUR except interest rates	Min.	Max.	amount
Bank loans	3.60%	5.34%	935,865
Bonds issued	3.40%	6.00%	392,933
Convertible and exchangeable loans	3.31%	3.64%	340,177
Minority shareholders' advances	3.50%	3.50%	7,325
Others			5,070
Total			**1,681,370**

	2007		
	Interest rates		Carrying
,000 EUR except interest rates	Min.	Max.	amount
Bank loans	3.15%	5.34%	1,907,245
Bonds issued	3.47%	6.04%	467,517
Convertible and exchangeable loans	3.31%	3.82%	565,704
Minority shareholders' advances	2.00%	4.74%	7,155
Others			13,001
Total			**2,960,622**

The fair value of non current financial liabilities is computed as future cash flows discounted at prevailing interest rates for similar maturity dates and risks. This fair value is impacted by fluctuations in long-term interest rates and by financing margins applied by banks. These latter are extremely volatile, especially considering the credit crunch situation currently prevailing on the financial markets.

The **banks loans** primarily include :

1. a EUR 650 million financing, with maturity date October 2013, bearing interest at the rate of 3.38% ; the fair value of this financing is estimated at EUR 620 million at the end of 2007;
2. a EUR 800 million financing, with maturity date May 2012, bearing interest at a rate of 4.59%; the fair value of this debt is close to its nominal value;
3. a CHF 195 million (EUR 118 million), with maturity date May 2012, bearing interest at a rate of 3.15% ;. the fair value of this debt is close to its nominal value.

The **bonds issued** relate mainly to listed and non-listed bonds issued by IMERYS, the value of which amounted to at 31 December 2007 (in NPM/CNP share) to EUR 361 million, compared to fair value of EUR 369 million. These loans are expressed in different currencies (USD, JPY and EUR) and have fixed rates ranging between 3.47% and 6.04%.

The **convertible and exchangeable loans** include an issue by GBL on April 27, 2005, of a nominal amount for EUR 435 million (or EUR 194.7 million after proportionate consolidation) of exchangeable bonds in 5,000,000 GBL shares. This financial instrument, listed on the Luxembourg stock exchange, offers a coupon of 2.95% and will be reimbursed at par value on April 27, 2012 if it were not exchanged in GBL shares. In the financial statements of the Group, this financial liability component is carried at the book value of EUR 187 million (fair value: EUR 180 million), The conversion price is EUR 85.54. The effective yearly interest rate amounts to 3.64%.

In April 2006, PARGESA issued a PARGESA exchangeable bond at bearer for an amount of CHF 600 million, and a PARGESA exchangeable bond in nominative shares for an amount of CHF 60 million. The exchangeable bond at bearer is listed. It will be reimbursed at par value if it will not be exchanged before maturity, which is April 2013. The conversion price was established at CHF 159.72 for the shares at bearer and CHF 15.972 for the nominative shares, except usual adjustment clauses. In accordance with the standard IAS 32, the debt part and the equity part of the bond were separated. The equity part is booked in the equity. The book value of the liability component amounts to EUR 154 million as of the end of 2007 (fair value: 152 million). The effective yearly interest rate is 3.31%.

In June 2007, PARGESA issued a PARGESA exchangeable bond at bearer for an amount of CHF 920 million, and a PARGESA exchangeable bond in nominative shares for an amount of CHF 92 million. The exchangeable bond at bearer is listed. It will be reimbursed at par value if it will not be exchanged before maturity, which is June 2014. The conversion price was established at CHF 187.50 for the shares at bearer and CHF 18.75 for the nominative shares, except usual adjustment clauses. In accordance with the standard IAS 32, the debt part and the equity part of the bond were separated. The equity part is booked in the equity. The book value of the liability component amounts to EUR 224 million as of the end of 2007 (fair value: 226million). The effective yearly interest rate is 3.82%.

Current financial liabilities

	2006		
	Interest rates		Carrying
,000 EUR except interest rates	Min.	Max.	amount
Bank short term borrowings and overdrafts	3.50%	4.76%	1,323,247
Current portion of other financial liabilities	3.65%	4.17%	32,152
Total			**1,355,399**

	2007		
	Interest rates		Carrying
,000 EUR except interest rates	Min.	Max.	amount
Bank short term borrowings and overdrafts	2.48%	5.27%	1,505,950
Current portion of other financial liabilities	5.05%	6.02%	58,480
Total			**1,564,430**

Payment schedule of financial liabilities

	2006			
,000 EUR	On demand < 1 year	In the 2nd to the 5th year	> 5th year	Total > 1 an
Other non-current financial liabilities	0	370,413	1,310,957	1,681,370
Other current bank loans and overdrafts	1,355,399	0	0	0
Total	**1,355,399**	**370,413**	**1,310,957**	**1,681,370**

	2007			
,000 EUR	On demand < 1 year	In the 2nd to the 5th year	> 5th year	Total > 1 an
Other non-current financial liabilities	0	1,216,992	1,743,630	2,960,622
Other current bank loans and overdrafts	1,564,430	0	0	0
Total	**1,564,430**	**1,216,992**	**1,743,630**	**2,960,622**

The Group's debt is at fixed or at floating rate depending the case. In case of variable floating rate, the different entities can hedge the interest rate risk by entering into swap and other similar agreements (please refer to note 32 on derivative financial instruments). On December 31st, 2007, the Group's companies had unused credit lines amounting to EUR 2,880 million, of which EUR 1,366 million maturing during the coming year (this is mainly the case for TRANSCOR ASTRA GROUP) and of which EUR 1,142 million maturing in more than 5 years (mainly in the Group PARGESA).

NOTE 30 – BORROWINGS AND OVERDRAFTS

Analysis by currency

	2006				
,000 EUR	**Euro**	**CHF**	**USD**	**Other currencies**	**Total**
Long-term obligations under finance lease	20,570	0	861	1,745	23,176
Other non-current financial liabilities	1,511,476	151,622	12,327	5,945	1,681,370
Current portion of long-term obligations under finance lease	4,245	0	379	432	5,056
Other current bank loans and overdrafts	1,028,236	16,331	275,990	34,842	1,355,399
Other current financial liabilities	22,580	0	49,736	9,064	81,380
Total	**2,587,107**	**167,953**	**339,293**	**52,028**	**3,146,381**

	2007				
,000 EUR	**Euro**	**CHF**	**USD**	**Other currencies**	**Total**
Long-term obligations under finance lease	23,276	0	629	1,598	25,503
Other non-current financial liabilities	2,380,355	499,880	51,814	28,573	2,960,622
Current portion of long-term obligations under finance lease	4,823	0	333	104	5,260
Other current bank loans and overdrafts	1,136,711	1	422,239	5,479	1,564,430
Other current financial liabilities	39,253	0	2,919	0	42,172
Total	**3,584,418**	**499,881**	**477,934**	**35,754**	**4,597,987**

NOTE 31 – OTHER CURRENT FINANCIAL LIABILITIES

,000 EUR	**2006**	**2007**
Derivative financial liabilities	78,063	57,557
Social debtors	259,528	82,181
Taxes payable other than income tax	20,823	84,677
Transportation tickets sold and not yet used	0	43,674
Other amounts payable	147,741	421,313
Total	**506,155**	**689,402**

1. Fair value of current and non-current financial derivatives

The fair value of the derivative financial instruments used by the subsidiaries (the mother company did not use any derivative) represents the estimated amounts which would have been collected by the Group's companies on the closing date, if the settlement were to their benefit or which would have to be paid by the Group when the settlement of the transaction were to their disadvantage. The fair value is the amount for which an asset can be traded between well informed and non-related parties who are willing to trade.

The fair value of the equity instruments of listed companies is determined on the basis of the stock market price at the closing date. When there is no active market for a specific financial instrument, the Group determines the fair value by means of valuation techniques which are based on the existing market data.

Instruments not qualifying for hedge accounting are considered as trading instruments. In order to apply hedge accounting and to test the effectiveness of the hedging transactions, the Group's shareholdings have developed prospective and retrospective tests. These tests are specifically developed for each situation and are validated by the Auditors of the involved company. .

The Group uses derivative financial instruments to hedge risks linked to interest rates, exchange rates and fluctuations in raw material prices (crude oil, coal, milk and others).

	Assets components		Liabilities components		Net position	
,000 EUR	**2006**	**2007**	**2006**	**2007**	**2006**	**2007**
Currency forwards, futures and swaps	760	3,325	(542)	(915)	218	2,410
Interest rate swaps	26,404	15,088	(21,893)	(6,371)	4,511	8,717
Interest rate and currency swaps	277	2,408	0	0	277	2,408
Futures and options on commodities	1,573	8,272	(29,165)	(10,289)	(27,592)	(2,017)
Interest forwards and futures	283	56	0	(50)	283	6
Interest options	24	0	0	782	24	782
Put and call options on shares	0	0	(34,349)	(40,603)	(34,349)	(40,603)
Others	14,591	10,102	(8,699)	(5,709)	5,892	4,393
Total derivative financial instruments	**43,912**	**39,251**	**(94,648)**	**(63,155)**	**(50,736)**	**(23,904)**
of which current	43,526	35,507	(78,063)	(57,557)	(34,537)	(22,050)
of which non-current	386	3,744	(16,585)	(5,598)	(16,199)	(1,854)

The interest rate swaps aim at fixing the financing cost of non-current financial liabilities.

To finance its activity or its acquisitions, the ENTREMONT ALLIANCE Group borrows from banks or on the financial markets. These financings are mainly at floating rate. The Group undertook to lead a hedging policy to cover all its interest rate risks related to its floating rate debt with interest rate swaps and caps. The Group also covers its foreign exchange position relating to transactions with the United States, China and Middle-East and expressed in USD.

Futures and options on commodities are assimilated to fair value hedge and mainly include futures and options on oil products with settlement dates in 2008 in the framework of the commercial operations of TRANSCOR ASTRA GROUP. The positions are marked-to-market based on NYMEX (New York Mercantile Exchange) and IPE (International Petroleum Exchange) market prices. The Group also uses forward contracts to hedge its positions against CHF and CAD fluctuations.

The liability component on the line « others » include TOTAL call options issued by KERMADEC, a 100%-subsidiary of NPM/CNP; the options can be exercised until January 2009. After TOTAL share split and the ARKEMA spin-off, each option bears on 4 TOTAL shares and 0.1 ARKEMA share. The main features of these options are the followings, taking into account the different adjustment factors:

	Number of options	Exercise price	Maturity
1st tranche	1,255,433	EUR 263.85	October 2008
2nd tranche	1,255,433	EUR 283.77	January 2009

The fair value of this derivative financial instrument amounts to EUR 22.9 million at 31 December 2007. These options are not in the money at the end of the year.

For risk management, please refer to pages 26 to 29.

NOTE 32 – DERIVATIVE FINANCIAL INSTRUMENTS

2. Variation in the net position in the balance sheet

Interest rate and currency swaps	2006	2007
At 1 January - net position of financial derivatives	**(50,940)**	**(50,736)**
Increase/(decrease) through the profit and loss account	35,807	34,743
Increase/(decrease) through the hedging reserve	2,053	(7,454)
Changes due to business combinations	(509)	(550)
Exchange differences	(178)	55
Issue of new investments and others	(36,969)	38
At 31 December - net position of financial derivatives	**(50,736)**	**(23,904)**

3. Total amount of the change in fair value estimated that was recognised in profit and loss during the period

,000 EUR	2006	2007
Fair value hedges	22,613	38,678
Cash flow hedges	210	77
Hedges of net investments denominated in foreign currency	0	0
Other derivatives	12,984	(4,012)
Total amount recognized in profit and loss	**35,807**	**34,743**

During the period, the Group booked EUR 38.7 million of change in fair value of which the main part was assimilated to fair value hedge (mainly at TRANSCOR ASTRA GROUP).
The other derivatives include mainly the change in fair value of the options on shares (mainly TOTAL calls) issued by the Group, which do not qualify as hedging instruments.

4. Fair value of financial derivative instruments qualifying as cash flow hedge and other

	Cash flow hedges Net position		Others Net position		Total Net position	
,000 EUR	2006	2007	2006	2007	2006	2007
Currency forwards, futures and swaps	357	2,549	(139)	(139)	218	2,410
Interest rate swaps	362	3,487	4,149	5,230	4,511	8,717
Interest rate and currency swaps	277	2,408	0	0	277	2,408
Futures and options on commodities	(2,085)	(313)	(25,507)	(1,704)	(27,592)	(2,017)
Interest forwards and futures	0	0	283	6	283	6
Interest options	24	217	0	565	24	782
Put and call options on shares	0	0	(34,349)	(40,603)	(34,349)	(40,603)
Others	0	0	5,892	4,393	5,892	4,393
Total derivative financial instruments	**(1,065)**	**8,348**	**(49,671)**	**(32,252)**	**(50,736)**	**(23,904)**
of which current	(1,704)	2,374	(32,833)	(24,424)	(34,537)	(22,050)
of which non-current	639	5,974	(16,838)	(7,828)	(16,199)	(1,854)

5. Derivative financial instruments : underlying amounts

	Assets components		Liabilities components		Net position	
,000 EUR	2006	2007	2006	2007	2006	2007
Currency forwards, futures and swaps	93,420	150,907	(27,678)	(133,072)	65,742	17,835
Interest rate swaps	668,376	672,451	(413,715)	(391,371)	254,661	281,080
Interest rate and currency swaps	271,470	180,000	0	0	271,470	180,000
Futures and options on commodities	17,276	96,614	(10,018)	(69,388)	7,258	27,226
Interest forwards and futures	289,375	119,785	(199,833)	(119,785)	89,542	0
Interest options	400,206	669,430	0	0	400,206	669,430
Put and call options on shares	0	0	(982,720)	(989,370)	(982,720)	(989,370)
Others	0	109,065	0	(163,272)	0	(54,207)
Total derivative financial instruments	**1,740,123**	**1,998,252**	**(1,633,964)**	**(1,866,258)**	**106,159**	**131,994**

NPM/CNP computes in its annual financial statements the net basic earnings per share and the net diluted earnings per share. The net basic earnings per share is equal to the net result (Group share) divided by the weighted average outstanding number of shares during the period (excluding own shares). Since NPM/CNP granted options to his personnel, the diluted weighted average number of shares is calculated in accordance with the requirements of IAS 33.

Continuing and discontinued operations

	2006	2007
Weighted average number of ordinary shares for the purpose of basic earning per share	109,018	108,963
Effect of dilutive potential ordinary shares :	2,550	1,981
• Share options	2,550	1,981
• Others	0	0
Weighted average number of ordinary shares for the purpose of diluted earning per share	111,568	110,944

.000 EUR	2006	2007
Net profit (Group share) basic	912,386	449,786
Effect of dilutive potential ordinary shares :	0	0
• Interests on convertible loan notes (net of tax)	0	0
• Others	0	0
Net profit (Group share) diluted	912,386	449,786

EUR/share	2006	2007
Earnings per share - basic	8.37	4.13
Earnings per share - diluted	8.18	4.05

Continuing operations

,000 EUR	2006	2007
Net profit attributable to equity holders of the parent	912,386	449,786
Adjustement to exclude net result for the period from discontinued operations	(534,763)	(47,461)
Basic net profit attributable to equity holders of the parent from continuing operations	**377,623**	**402,325**
Effect of dilutive potential ordinary shares	0	0
Diluted net profit attributable to equity holders of the parent from continuing operations	**377,623**	**402,325**

EUR/share	2006	2007
Earnings per share from continuing operations - basic	3.46	3.69
Earnings per share from continuing operations - diluted	3.39	3.64

Discontinued operations

EUR/share	2006	2007
Earnings per share from discontinued operations - basic	4.91	0.44
Earnings per share from discontinued operations - diluted	4.79	0.41

NOTE 34 – DIVIDEND

The board of directors will propose to the general meeting of shareholders on April 17, 2008, for the 2007 financial year, the distribution of a gross dividend of EUR 0.73 per share. This dividend proposal has not been booked as a liability in the financial statements that are presented here. The total dividend will amount EUR 81,906 (,000).

Dividend paid to NPM/CNP shareholders during the financial year

.000 EUR	**2006**	**2007**
Dividend paid during the financial year	72,058	76,962
Reduced by the dividend on treasury shares	(2,598)	(2,848)
Dividend paid during the financial year (excl. Dividend on treasury shares)	**69,460**	**74,114**

NOTE 35 – COMMITMENTS, CONTINGENT ASSETS AND LIABILITIES

1. NPM/CNP and its subsidiaries have granted to (or obtained from) third parties, under specific circumstances, tag-along rights, preemptive rights, rights to buy or to sell some shareholdings.

   In particular, within the framework of the 1990 agreement - renewed in 1996 - between the FRÈRE-BOURGEOIS-NPM/CNP and POWER with respect to the joint control of PARGESA HOLDING S.A., the partners acknowledged the following mutual rights and commitments: in case of the loss of control by the FRÈRE-BOURGEOIS-NPM/CNP Group or by the POWER Group of PARJOINTCO N.V. or, should that company be liquidated, of the companies to which ownership of the PARGESA shares will be transferred, subject to settlement by arbitration, the defaulting Group will grant an option to the other Group to acquire the shareholding in PARGESA held by PARJOINTCO N.V. or by companies of the defaulting Group, at the stock market price at the time of arbitration settlement for PARGESA shares and at the issue price for any other PARGESA security.

   In addition, NPM/CNP and MARKAS HOLDING (company controlled by Mr Bernard ARNAULT) acquired through a joint subsidiary, CARSPORT, CHÂTEAU CHEVAL BLANC, the famous Saint-Emilion estate; regarding this shareholding, the partners granted each other reciprocal rights to sell or to purchase CARSPORT shares in case of changes in the controlling shareholders' structure.

2. In the context of the disposal of several shareholdings, NPM/CNP had to make some representations and give some warranties to buyers mainly in terms of net assets of companies that were sold; these warranties are capped and give rise to provisions if it is probable that they will result in a cash outflow. Depending on the occurrence of some future events, the NPM/CNP Group might cash, in 2008 or later, additional amounts on some shareholdings sold during previous financial years; the Company does not expect these amounts to be significant.

3. At 31 December 2007, the Group has concluded various investment commitments for some EUR 155 million, which should mainly be realised in 2008. These include among others :
   - the commitment to finance for some EUR 60 million the acquisition by FIDENTIA of a « green » building in Luxemburg, subject to planning permission (see also page 80);
   - EUR 50.9 million, resulting from GBL's commitment to invest in private equity funds.

4. TRANSCOR ASTRA GROUP has been granted by PETROBRAS a right to sell, under some specific circumstances, its remaining shareholding in PASADENA REFINING SYSTEM. The exercise price of this option varies in function of certain conditions that give right to them.

5. The Group has contracted some lease commitments described in note 12.

6. GBL, some directors of RTL GROUP and other individuals or companies have been sued since 2001 in Luxemburg by some minority shareholders of RTL GROUP for cancellation of the contribution of RTL GROUP shares to BERTELSMANN and, subsidiarily, for indemnification of their alleged damages. Although nonsuited on several occasions by the Luxemburg courts, the plaintiffs have submitted various appeals and the decision is currently pending at the Supreme Court of Luxemburg, waiting for a decision by the European Court of Justice.

In accordance with *IFRS 2 – Share Based Payments*, the fair value of the options at grant date is recognized in the income statement over the vesting period. The options are valuated by means of a generally accepted valuation model (BLACK & SCHOLES) taking into account the market situation (exchange rates, volatility, interest rates…) at grant date.

In 2007, the total expense for the Group in connection with option plans recognized as personnel cost, amounted to EUR 4.5 million (5.7 million in 2006), of which EUR 2.2 million related to the NPM/CNP stock option plans.

Stock option plans within NPM/CNP

	2006		2007	
	Number of options	Strike price EUR	Number of options	Strike price EUR
Options at 1 January	**3,972,600**	**16.67**	**3,972,600**	**16.67**
Granted during the year	0	**0.00**	132,422	47.68
Cancelled during the year	0	**0.00**	(7,200)	16.67
Exercised during the year	0	**0.00**	(992,349)	16.67
Expired during the year	0	**0.00**	0	0.00
Options at 31 December	**3,972,600**	**16.67**	**3,105,473**	**17.99**

	Number of options	Strike price (EUR)	Maturity	Vesting
NPM/CNP	990,351	16.67	03/12/2013	Vested
NPM/CNP	1,982,700	16.67	03/12/2013	30/06/2009
Total	**2,973,051**			

	Number of options	Strike price (EUR)	Maturity	Vesting
NPM/CNP	43,635	47.68	22/04/2017	01/05/2008
NPM/CNP	43,634	47.68	22/04/2017	01/05/2009
NPM/CNP	43,634	47.68	22/04/2017	01/05/2010
Total	**130,903**			

	Number of options	Strike price (EUR)	Maturity	Vesting
NPM/CNP	507	47.68	22/04/2014	01/05/2008
NPM/CNP	506	47.68	22/04/2014	01/05/2009
NPM/CNP	506	47.68	22/04/2014	01/05/2010
Total	**1,519**			

The value of NPM/CNP options granted during the 2007 financial year was established based on the following assumptions :

%	
Expected volatility	20.0%
Expected dividend growth	7.0%
Personnel turnover	0.0%
Interest rate	4.5%

NOTE 36 – SHARE-BASED PAYMENTS

Major stock option plans within NPM/CNP subsidiaries

Stock options plans have been implemented mainly within the PARGESA Group:

1) Stock option plan within PARGESA HOLDING

Within PARGESA HOLDING, 50,000 options on IMERYS shares remain unexercised as of 12.31.2007; they mature on June 30, 2009 and have an exercise price of EUR 30.575 per share.

2) Stock option plan within GBL

Within GBL, two stock option plans are based on GBL shares and one on PARGESA shares.

The first GBL option plan matures on June 30, 2012. The exercise price is EUR 32.24 per share and 241,635 options remained unexercised as of the end of 2007. 12,525 options have been exercised during the 2007 financial year.

A second GBL option plan was granted in 2007. It involves 110,258 options at an exercise price of 91.90 per share and matures in May 2017. The rights to this plan are acquired by third every year over the first three years. Consequently, no option could be exercised in 2007.

The PARGESA option plan matures in June 2012 and has an exercise price of 46.76 per share; as of end of December 2007, 225,000 had not yet been exercised. No options has been granted or exercised in 2007.

3) Stock option plan within IMERYS

IMERYS has put in place a stock option plan in favour of some managers and employees of the Group.
The right to exercise the related options is vested after 3 years after the attribution date; the plan has a maximum duration of 10 years.
At 31 December 2007, a total of 3,103,391options on IMERYS shares had not yet been exercised. These stock options have an exercise price ranging from EUR 24.73 to EUR 70.51 and mature between 2008 and 2017. In the course of the 2007 financial year, 398,779 options were exercised and 560,000 new options granted (exercise price: EUR 70.51)

NOTE 37 – INTERESTS IN JOINT VENTURES

At the end of 2007 the shareholdings in joint ventures represent the interests of the Group in AGESCA NEDERLAND, GIB, GROUPE FLO, PARGESA, RASPAIL / CHEVAL BLANC, LYPARIS / GO VOYAGES, TRASYS, MESA / EBP and DISTRIPLUS.

The joint ventures are integrated in the consolidated financial statements according to the proportional consolidation method.

,000 EUR	**2006**	**2007**
Assets held in Joint Ventures :	**9,937,367**	**11,486,476**
Current assets	7,695,116	9,791,837
Non-current assets	2,242,251	1,694,639
Liabilities held in Joint Ventures :	**1,874,511**	**2,282,856**
Current liabilities	1,161,308	1,452,784
Non-current liabilities	713,203	830,072
Profit and loss of Joint Ventures :	**882,257**	**265,224**
Income	1,899,621	1,886,062
Expenses	(1,017,364)	(1,620,838)
Cash flow of Joint Ventures :	**687,462**	**(702,353)**
from operating activities	(71,207)	462,225
from financing activities	764,334	(1,671,818)
from investing activities	(5,665)	507,240

NOTE 38 – DISCONTINUED OPERATIONS

Accordingly to IFRS 5 – Non-current Assets Held For Sale and Discontinued Operations, the result on the disposal of an entity (shareholding), as well as the net result realized by the entity during the period preceding the disposal, are booked on a separate line of the income statement. The income statement for the year 2006 was restated to comply with IFRS 5.

During the fourth quarter of 2007, TRANSCOR ASTRA GROUP decided that it wanted to sell its interests in the field of refining in the Gulf of Mexico region ; consequently, TRANSCOR ASTRA GROUP classified this significant line of business as « held for sale » from this moment ; the related income and expenses have been presented as «discontinued operations». TRANSCOR ASTRA GROUP should realize a capital gain on the contemplated disposal.

,000 EUR		**2006**	**2007**
Capital gain or loss on disposal of discontinued operations		**1,307,816**	**11,380**
Tax on disposal of discontinued operations		0	0
Net capital gain/(loss) on disposal of discontinued operations	**(1)**	**1,307,816**	**11,380**
Turnover (sales)		241,206	65,091
Other operating income		3,912	0
Changes in inventories		(325)	(181)
Raw materials, goods for resale and consumables used		(137,523)	(116)
Staff costs		(68,722)	(13,208)
Depreciation expenses		(12,116)	(108)
Amortization expenses		(79)	0
Gains/(losses) and impairments on shareholdings and activities		(3)	0
Other operating expenses		(6,579)	(125)
Dividends and interests from available-for-sale investments		21,492	0
Dividends from current assets held for trading		0	0
Interest income from current assets		231	0
Interest expenses		(1,176)	0
Gains/(losses) on financial trading (including derivatives)		(381)	0
Other financial income/(expenses)		0	0
Income from associates		32,184	0
Minority interests			11,586
Profit/(loss) before income tax of the discontinued operations (excl. capital gains)		**72,121**	**62,939**
Tax expense on profit/(loss) from the ordinary activities of the discontinued operations		(9,422)	(16,430)
Net profit/(loss) after tax of the discontinued operations (excl. capital gains)	**(2)**	**62,699**	**46,509**
Net profit/(loss) from discontinued operations (1) + (2)		**1,370,515**	**57,889**
attributable to minority interests		835,752	10,428
attributable to NPM/CNP (Group share)		534,763	47,461

In 2007, the net result of the discontinued operations includes the gain realized on the disposal of CHÂTEAU RIEUSSEC (11,380), the profit (238) made by this company during the period preceding the disposal, as well as the profit realized by the Pasadena refinery (46,271, of which 35.843 for the share belonging to the NPM/CNP shareholders). In 2006, it included the capital gains on the disposals of BERTELSMANN (1,054,538), QUICK (150,378), PASADENA REFINING SYSTEM Inc. (102,639) and ORIOR FOODS (261), as well as the share in the net result of BERTELSMANN (48,753), QUICK (13,438), PRSI (-1,842), ORIOR FOOD (1,534) and RIEUSSEC (816).

Cash flows from discontinued operations are disclosed separately in the cash flow statement.

NOTE 39 – CHANGE IN ACCOUNTING METHODS AND ESTIMATES

In the course of the financial years ended in 2006 and 2007, the Group did not modify the accounting nor the estimation methods. Currently, we are not aware of any fact indicating that the estimates used for the financial year closed on 31 December 2007 would have a significant impact on future financial statements of the Company.

NOTE 40 – EVENTS AFTER THE BALANCE SHEET DATE

Please refer to board of directors' report (pages 14 to 16).

NOTE 41 – AUDITOR'S FEES

Please refer to the corporate governance section (page 50).

NOTE 42 – LIST OF CONSOLIDATED COMPANIES

The list of consolidated companies is summarized and presents directly the name of the consolidated sub-groups. Please refer to the annual report of each shareholding for the complete list of companies composing these subgroups.

1. Fully consolidated companies

Companies (or groups)	Country	Consolidation percentage	Transitive ownership percentage in the capital	Percentage of voting rights controlled	Main activity
NPM/CNP (1)	Belgium	100.0%	Parent company		Holding company
BSS INVESTMENTS	Belgium	100.0%	80.0%	80.0%	Holding company
CARPAR	Belgium	100.0%	100.0%	100.0%	Holding company
CENTRE DE COORDINATION DE CHARLEROI	Belgium	100.0%	100.0%	100.0%	Cash management
COMPAGNIE IMMOBILIERE DE ROUMONT	Belgium	100.0%	100.0%	100.0%	Services to the Group
GROUPE JEAN DUPUIS	Belgium	100.0%	100.0%	100.0%	Holding company
ERBE FINANCE	Luxemburg	100.0%	100.0%	100.0%	Holding company
FIBELPAR	Belgium	100.0%	100.0%	100.0%	Holding company
INVESTOR	Belgium	100.0%	100.0%	100.0%	Holding company
KERMADEC	Luxemburg	100.0%	100.0%	100.0%	Holding company
NEWCOR	Belgium	100.0%	100.0%	100.0%	Holding company
NEWTRANS TRADING	Belgium	100.0%	100.0%	100.0%	Holding company
PAM	Netherlands	100.0%	100.0%	100.0%	Holding company
SWIFIN	Luxemburg	100.0%	100.0%	100.0%	Holding company
SWILUX	Luxemburg	100.0%	100.0%	100.0%	Holding company
DISTRIPAR	Belgium	100.0%	100.0%	100.0%	Retail
UNIFEM/ENTREMONT ALLIANCE	France	100.0%	63.5%	63.5%	Cheese production
BELGIAN ICECREAM GROUP	Belgium	100.0%	100.0%	100.0%	Ice cream production
TRANSCOR ASTRA GROUP	Belgium	100.0%	80.0%	100.0%	Energy trading and refining

(1) Including its Swiss branch, the activity of which is now insignificant.

2. Proportionally consolidated companies

Companies (or groups)	Country	Consolidation percentage	Transitive ownership percentage in the capital	Percentage of voting rights controlled	Main activity
AGESCA NEDERLAND	Netherlands	89.5%	89.5%	(1)	Holding company
GIB GROUP	Belgium	50.0%	50.0%	50.0%	Holding company
FINANCIERE TRASYS	Belgium	50.0%	46.0%	50.0%	Holding company
FINANCIERE FLO	France	50.0%	33.0%	50.0%	Holding company
GROUPE FLO	France	50.0%	23.4%	(2)	Restaurants
TRASYS	Belgium	50.0%	46,0%	(3)	EDP services
PARJOINTCO	Netherlands	44.8%	44.8%	(4)	Holding company
CARSPORT	Belgium	50.0%	40.0%	50.0%	Holding company
ORILUX	Luxemburg	50.0%	40.0%	50.0%	Holding company
PARGESA GROUP	Switzerland	50.0%	24.1%	(5)	Holding company
GROUPE BRUXELLES LAMBERT	Belgium	44.8%	12.1%	(6)	Holding company
IMERYS GROUP	France	44.8%	9.9%	(6)	Minerals and materials
RASPAIL / CHEVAL BLANC GROUP	France	50.0%	40.0%	50.0%	Wines
LYPARIS / GO VOYAGES	France	50.0%	31.0%	50.0%	Plane tickets (e-commerce)
ELECTRICITE DU BOIS DU PRINCE	Belgium	50.0%	43.2%	50.0%	Electricity production

(1) Joint venture agreement, although NPM/CNP only holds 49% of the voting rights
(2) Group jointly controlled with ACKERMANS & van HAAREN and controlled at 70% by GIB
(3) Group jointly controlled with ACKERMANS & van HAAREN and controlled at 92% by GIB
(4) 50% held by AGESCA NEDERLAND (proportionally consolidated at 89.5% and jointly controlled with FRÈRE-BOURGEOIS) and 50% held by the Canadian Group POWER
(5) 54.1% held by PARJOINTCO which controls 63% of the voting rights
(6) Companies controlled by PARGESA, which controls more than 50% of the voting rights of GBL and IMERYS

3. Equity-accounted companies

Companies (or groups)	Country	Equity-accounted percentage	Transitive ownership percentage in the capital	Percentage of voting rights controlled	Main activity
GRUPPO BANCA LEONARDO (1)	Italy	19.6%	19.6%	15.0%	Investment bank
TIKEHAU CAPITAL ADVISERS (2)	France	50.0%	47.5%	50,0%	Fund management
TIKEHAU CAPITAL PARTNERS (2)	France	20.9%	20.9%	20.9%	Investment company

(1) GRUPPO BANCA LEONARDO is accounted for using the equity method as NPM/CNP has a significant influence on the company thanks to its representation at the board of directors. Moreover, no other single shareholder holds a larger shareholding than NPM/CNP.
(2) TIKEHAU CAPITAL PARTNERS is the main investment vehicle of the Group TIKEHAU ; as it is accounted for using the equity method, TIKEHAU CAPITAL ADVISORS follows the same principle.

It is reminded that, within the TRANSCOR ASTRA GROUP, the shareholding in PASADENA REFINING SYSTEM was accounted for using the equity method until 30 September 2007 because PETROBRAS, which holds 50% of the capital, has the power to force some decisions based on the shareholders' agreement .

NOTE 43 – LIST OF NON CONSOLIDATED COMPANIES

Some companies were not included in the consolidation perimeter because these are not material at group level:
This is particularly the case for:
- CHEVAL DES ANDES, 25% owned by the Group, active in the wine production and CHÂTEAU LA TOUR DU PIN, 50% owned by the Group, active in the same sector.
- FIDENTIA REAL ESTATE INVESTMENT, joint-venture active in the real estate sector, is currently not consolidated, for materiality reasons. NPM/CNP invested some EUR 92 (,000) in the capital of FIDENTIA. NPM/CNP's share in FIDENTIA's loss for the year amounts to EUR 165 (,000). In addition, NPM/CNP has granted loans to FIDENTIA amounting to EUR 645 (,000), mainly to finance the incorporation of investment vehicles, which, as of December 2007, had not realized any significant acquisition, except for 500 square meters of offices valued at EUR 750 (,000) for NPM/CNP's share. The related investment vehicle was also financed by NPM/CNP with a long-term advance amounting to EUR 240 (,000). As of 31 December 2007, one of the investment vehicles had taken a commitment (guaranteed by NPM/CNP as mentioned in note 35) to buy a « green » building in Luxemburg for an amount of some EUR 60 million; this commitment is subject to the obtaining of the planning permission.

NOTE 44 – RELATED PARTIES

Salaries and directors' fees paid to directors and executive management

During the financial year 2007 (,000 EUR)	by NPM/CNP, its subsidiaries and joint ventures (1)	by associates (2)	by other companies
Amount of gross salaries and directors' fees granted to executive directors and management of the Parent Company regardless of the consolidation percentages			
- executive directors and management	3,883	156	0
- non-executive directors	247	0	0
	4,130	156	0
Loans and advances granted to directors and the executive management	174	0	0
Number of options granted during the financial year to the directors and the executive management	99,059	0	0

(1) The NPM/CNP Group also paid an amount of EUR 295 (000) for services rendered by representatives of FRÈRE-BOURGEOIS and EUR 34 (000) for services rendered by the representative of the SOCIÉTÉ DES QUATRE CHEMINS (linked to Mr. Gilles SAMYN).

(2) Does not include amounts, if any, paid to non-executive directors of the Parent company for positions held in Group companies independently from their function of director at NPM/CNP.

NOTICE

In accordance with article 105 of Companies Code, the non-consolidated accounts presented in this chapter are an abridged version of the Parent Company accounts; these include neither all the notes and information required by law nor the full report of the Statutory Auditor, who has provided an unqualified opinion.
The comprehensive version of the company accounts, the Board of Directors' report (in accordance with article 119 of Companies Code) and the Auditor's report will be filed at the NATIONAL BANK OF BELGIUM and are also available at the Company's head office and on its web site (www.npm-cnp.be).

NON-CONSOLIDATED ANNUAL ACCOUNTS

BALANCE SHEETS

,000 EUR	2006		2007	
NON-CURRENT ASSETS	**4,033,629**		**4,035,523**	
Incorporation costs	**-**		**-**	
Intangible assets	**78**		**57**	
Fixed assets	**1,891**		**1,816**	
Lands and buildings		101		101
Furniture, fixtures and vehicles		21		6
Other		1,769		1,709
Lon-term investments	**4,031,660**		**4,033,650**	
Subsidiaries				
Shareholdings		3,927,888		3,820,206
Advances		10,263		42,853
Related companies				
Shareholdings		93,470		165,552
Other investments				
Shareholdings		39		5,039
CURRENT ASSETS	**1,976,134**		**2,473,581**	
Long-term receivables	**2,688**		**1,600**	
Other receivables		2,688		1,600
Amounts receivable within one year	**1,934,086**		**1,366,645**	
Trade receivables		476		359
Other receivables		1,933,610		1,366,286
Short-term investments	**288**		**748,244**	
Own shares		288		40,915
Other short-term investments		-		707,329
Cash and equivalents	**38,386**		**340,682**	
Deferred expenses and accrued income	**686**		**16,410**	
TOTAL ASSETS	**6,009,763**		**6,509,104**	
EQUITY	**5,278,294**		**5,481,276**	
Capital	**126,500**		**126,500**	
Issued capital		126,500		126,500
Share premium	**1,052,870**		**1,052,870**	
Reserves	**68,861**		**110,789**	
Legal reserve		12,650		12,650
Unavailable reserve				
Own shares		288		40,915
Other		5		5
Available reserves		55,918		57,219
Profit carried forward	**4,030,063**		**4,191,117**	
PROVISIONS AND DEFERRED TAXATION	**-**		**-**	
Provisions	**-**		**-**	
Deferred taxes	**-**		**-**	
LIABILITIES	**731,469**		**1,027,828**	
Long-term debt	**-**		**917,846**	
Short-term debt	**715,241**		**83,142**	
Financial debt				
Other loans		635,000		-
Trade payables				
Suppliers		780		577
Taxes, salaries and social charges payable				
Taxes		6		4
Salaries and social charges		160		159
Other liabilities		79,295		82,402
Accrued expenses and deferred income	**16,228**		**26,840**	
TOTAL LIABILITIES AND EQUITY	**6,009,763**		**6,509,104**	

Brief comment on the non-consolidated balance sheet as of December 31, 2007:

The assets of the COMPAGNIE NATIONALE À PORTEFEUILLE / NATIONALE PORTEFEUILLEMAATSCHAPPIJ legal entity mainly comprise shareholdings in holding companies which are eliminated in the consolidation process ; consequently, they have little economic significance.

,000 EUR	2006		2007	
Revenue	**444**		**1,523**	
Other operating income		444		1,523
Operating expenses	**(7,184)**		**(8,024)**	
Miscellaneous goods and services		(6,506)		(7,596)
Payroll expenses		(517)		(556)
Depreciation and amortization expenses		(110)		(96)
Amounts written down (-) / back (+) on receivables		(38)		237
Other operating expenses		(13)		(13)
Operating profit (loss)	**(6,740)**		**(6,501)**	
Financial income	**33,298**		**271,209**	
Income from long-term investments		20,876		9,737
Income from short-term assets		12,309		86,951
Other financial income		113		174,521
Financial expenses	**(28,709)**		**(52,931)**	
Interest expenses		(27,734)		(49,475)
Wtite-downs and write-backs on short-term investments		-		(1,370)
Other financial expenses		(975)		(2,086)
Profit before extraordinary items and taxes	**(2,151)**		**211,777**	
Extraordinary income	**1,604,384**		**77,389**	
Amounts written back on long-term investments		-		681
Gains on disposals of long-term investments		1,604,384		76,708
Extraordinary expenses	**-**		**(4,273)**	
Write-offs on long-term investments		-		(4,273)
Before tax profit (loss)	**1,602,233**		**284,893**	
Income tax	**(8)**		**(5)**	
Taxes for the period		(8)		(5)
Taxes related to prior periods and income tax provision adjustments		-		-
Net profit (loss) for the year	**1,602,225**		**284,888**	
Movements in tax-free reserves	**-**		**-**	
Profit (loss) of the year available for appropriation	**1,602,225**		**284,888**	

APPROPRIATION OF PROFITS

Profit (loss) of the year available for appropriation	**1,602,225**		**284,888**	
Profit (loss) carried forward from the previous year	**2,505,088**		**4,030,062**	
Profit (loss) available for appropriation	**4,107,313**		**4,314,950**	
Transfer to reserves	**288**		**41,927**	
To other reserves		288		41,927
Profit to be carried forward	**4,030,063**		**4,191,117**	
Profit to be distributed	**76,962**		**81,906**	
Dividend		76,962		81,906

Brief comment on the non-consolidated profit and loss statement for the year 2007 and prospects for the year 2008 :
The non-consolidated profit and loss statement of COMPAGNIE NATIONALE À PORTEFEUILLE / NATIONALE PORTEFEUILLEMAATSCHAPPIJ mainly includes intercompany dividends and capital gains, which are eliminated in the consolidation process.
Prospects for the year 2008 are addressed on page 20.

GENERAL INFORMATION

ABOUT THE COMPANY

Name, registered and administration offices

NATIONALE PORTEFEUILLEMAATSCHAPPIJ N.V. / COMPAGNIE NATIONALE À PORTEFEUILLE S.A., abbreviated as NPM/CNP.
The registered office of the Company is located at 6280 Loverval (Gerpinnes), rue de la Blanche Borne, 12. It may be transferred to any place in the Walloon or Brussels region by a Board of Directors' resolution.

Date of incorporation and duration

The Company was incorporated for an unlimited duration on 20 November 1906 under the name « LE GAZ RICHE » as a public company with limited liability (« société anonyme »), by public deed executed by Maître Émile LEFÈBVRE, public Notary in Antwerp, published in the annex to the Belgian « Official Gazette » dated 3-4 December 1906, under number 6133.
The last time the articles of incorporation were amended was by public deed executed by Maître Hubert MICHEL, public Notary in Charleroi, on 20 November 2006.

Objects of the Company

According to Article 3 of the statutes:
«The objects of the Company are the purchase, the sale, the assignment, the exchange and the management of any securities, shares, bonds, government bonds or any other financial or non financial assets or rights; the acquisition of interests under any form, in any company or business in the production and/or distribution of energy, or in industry, commerce, finance, real estate or other, existing or to be incorporated.
Among other things, NPM/CNP may acquire through purchase, exchange, contribution, subscription, underwriting, option or any other means, any securities, assets, receivables or intangible assets; participate in any association or merger; manage or enhance the value of its securities and shareholdings portfolio; realise or liquidate such assets by assignment, sale or any other means.
NPM/CNP may conduct any financial, commercial, industrial or real estate operations or transactions directly or indirectly related to its objects or designed to realise such objects.».

Company registration

The Company is registered in Charleroi under nr 0404.676.971.

Issued capital

The fully paid share capital of the Company amounts to EUR 126,500,000. It is represented by 113,179,782 shares with no designated nominal value. If the Extrordinary Sharehoders' Meeting of Shareholders approves the proposed cancellation of 979,782 shares, the capital will be represented by 112,200,000 shares.

The rights attached to the shares are the following:

a. *Right to vote at General Meetings*
Each share carries one vote.

b. *Preferential rights in the event of capital increases*
In the event of a capital increase by cash subscription, the new shares must be offered in the first instance to existing shareholders pro rata to the number of shares held on the day of issue, as prescribed by law.
The General Meeting nonetheless has the right to cancel or to limit the preferential subscription rights in the interest of the Company to the extent permitted by the applicable laws or to suspend the preferential subscription rights for a limited period.
Any proposal by the Board of Directors to limit or to suspend the preferential subscription rights must be justified in a detailed report, which covers in particular the issue price and the financial consequences for the shareholders. A report is also made up by the Auditors, in which they state that the financial information and the accounts contained in the report by the Board are correct. These reports are filed with the Commercial Court.
In the event of a capital increase by cash subscription, the holders of convertible bonds, of bonds redeemable in shares, of subscription rights or of other securities, may convert their bonds or exercise their subscription rights and thus participate in the new issue to the extent that this right is granted to existing shareholders.
The Board of Directors always has the right to conclude agreements, under conditions which it deems appropriate, with any third party in order to ensure the subscription of all or part of the issued shares.

c. *Appropriation of profits*
Net profits are allocated as follows:
1. A minimum of 5% is transferred to a legal reserve fund as stipulated by law until this reaches 10% of share capital.
2. The remaining amount is allocated as decided upon by the General Meeting following a proposal by the Board of Directors.
The Board of Directors may, within the conditions laid down by law, distribute advances on the dividend for the year.

d. *Dissolution / liquidation*
Except in the event of contributions or mergers remunerated by shares, the net assets, after payment of all debts, charges and liquidation costs, will be used in the first instance to reimburse the paid-up portion of share capital, in cash or in shares. The remaining balance will be distributed equally over all shares.

Authorised share capital

By decision of the Shareholders' Extraordinary General Meeting of 15 April 2004, the Board of Directors was authorised, for a period of five years starting on 14 May 2004, to increase the share capital by up to EUR 50,000,000 in one or more steps. The method used to increase the share capital is to be determined by the Board. This authorisation may be renewed in accordance with the relevant laws. The increase in share capital decided on with regard to this authorisation may consist in contributions in cash or in kind, in transfer from available or unavailable reserves or from the share premium account, with or without creation of new shares, preferred or not, with or without voting right, with or without preferential subscription right.

In the event where the Board of Directors decides, in the framework of the authorisation, to increase the share capital by the issue of shares subscribed in cash, of convertible bonds, of bonds redeemable in shares, of subscription rights or other financial instruments attached or not to bonds or to other securities, it may, in the interest of the Company and under the conditions laid down by the applicable laws, limit or cancel the preferential subscription rights of existing shareholders in favour of one or several specific person(s), even if these persons are not staff members of the Company or its subsidiaries.

Under the same conditions and in accordance with the applicable laws, the Board of Directors is also authorised to proceed with the issue of convertible bonds or bonds redeemable in shares (whether subordinated or non-subordinated), of subscription rights or other financial instruments (whether or not attached to bonds), or other securities which could lead to an increase in share capital of up to EUR 50,000,000.

Shares not representing the capital

There are no such shares.

Conditions for changes to the capital and to the rights of the various categories of shares

The statutes of the Company do not include provisions regarding capital and rights modifications which would be more restrictive than the legal provisions.

Shareholders holding at least 3% of the capital

The reporting level related to the Shareholders Disclosure Law is fixed in the bylaws at 3%.

Subject to approval by the Extraordinary Shareholders' Meeting on 17th April 2008, this level will be decreased to 2% from 1st September 2008. After that date, the various statutory or legal declaration tresholds will be as follows :2%, 3%, 4%, 5%, 7.5%, and every multiple of 5%. Information related to these changes will be detailed in article 13 of the bylaws.

At 31 December 2007, based upon reportings received, the capital of the Company was held as follows:

Shareholders	Date	Number of shares	Percentage (1)
FRÈRE-BOURGEOIS		22,344,036	19.74
FINGEN (subsidiary of ERBE)		51,159,486	45.20
FIBELPAR (NPM/CNP group)		329,010	0.29
COMPAGNIE IMMOBILIÈRE DE ROUMONT (NPM/CNP group)		4,080,000	3.60
NPM/CNP		5,908	0.01
FRÈRE-BOURGEOIS and related companies	***27.12.2006*** (1)	***77,918,440***	***68.84***
P&V ASSURANCES		4,529,719	4.00
VIVIUM		111,522	0.10
VIVIUM LIFE		967,404	0.85
P&V Group	***25.09.2007***	***5,608,645***	**4.96**

(1) For more recent figures, please refer to the shareholders' structure as of 01/09/2007 (page 42)

Own shares

Subject to approval by the General Shareholders' Meeting of 17 April 2008, the Board of Directors is authorised, for a period of 18 months, to acquire up to 11,220,000 shares of the Company, at a price not more than 20% lower than the lowest closing market price during the 20 trading days preceding the transaction nor more than 20% higher than the highest closing market price during the 20 trading days preceding the transaction and the subsidiaries of the Company are also authorised (according to article 627 of Companies Code) to acquire shares of the Company under the same conditions. A specific program for buy-back of own shares is proposed to the Shareholders' meeting; please refer to the agenda of the meeting (page 30).
The Board of Directors may dispose of Company shares, on the stock market or in any other manner provided for under the law, without the prior authorisation of the General Meeting.

Availability of Company documents for public consultation

Shareholders' access to information on the Company's website

In order to make access to information easier, NPM/CNP has developed a website (www.npm-cnp.be). This website, which includes the information required by the Royal Decree of 14th November 2007 related to the obligations for issuers of financial instruments listed on a regulated Belgian market, is updated on a timely basis. It includes o.a. the financial statements, the annual reports, all press releases issued by the Company, the Company's articles of association, as well as all relevant information regarding the Shareholders' meetings.

Other places for public consultation of Company's documents

The company's articles of association are also available for consultation at the Registry of the Charleroi commercial court. The financial statements can be obtained from the National Bank of Belgium. All appointments and resignations of the representatives of NPM/CNP are published in the appendixes to the Belgian « Official Gazette ».
Financial announcements regarding the Company are published in the Belgian financial press.
The annual reports are sent to the registered shareholders and to anyone who requested them from the Company.
The other documents available to the public may be consulted at the registered office of NPM/CNP.

Responsible editor:

Roland BORRES, Chief Financial Officer
Coussin Ruelle, 16
B-1490 Court-Saint-Etienne

Design-realisation: www.concerto.be
Printer: Imprimerie Dereume

Version française disponible sur demande.
Nederlandse versie op aanvraag.

Glossary

Restricted consolidation

As a supplement to the consolidated accounts, since 1990, NPM/CNP has been publishing (and will continue to publish) a restricted consolidation analysis; this is based on Belgian accounting principles and is presented as the Group share; the consolidation perimeter is limited and does not include either PARGESA or the industrial or commercial companies in which NPM/CNP has a shareholding, even if it is a controlling one. Based mainly on cash flow elements, it allows shareholders and analysts to see, on a comparable basis, the development of the profits generated by the group, as a holding company, from its portfolio of activities, independently of the equity-accounting or consolidation of one shareholding or another.
The shareholdings contribute to the profits in an amount equal to the dividends paid to the NPM/CNP Group.

Consolidated

Perimeter within which, unlike restricted consolidation, the PARGESA Group and the industrial or commercial shareholdings are consolidated, globally in the case of control (TRANSCOR ASTRA GROUP, DISTRIPAR, UNIFEM / ENTREMONT ALLIANCE and BELGIAN ICECREAM GROUP) and proportionally in the case of joint control (PARGESA and its subsidiaries, TRASYS, GROUPE FLO, GO VOYAGES, RASPAIL / CHEVAL BLANC), or are equity accounted in the case of significant influence (GRUPPO BANCA LEONARDO, TIKEHAU,...). The consolidated accounts are prepared according to IFRS norms.

I.F.R.S. (International Financial Reporting Standards)

Accounting standards applied to NPM/CNP Group's consolidated accounts since 2004.

Operating profit

Portion of the net profit (Group share) resulting from an economic analysis, excluding the capital profit.

Capital profit

Portion of the net profit (Group share) resulting from an economic analysis that includes the capital gains or losses and impairments on shareholdings and activities or operations of a particular kind.

Adjusted net assets per share

Net book assets per share adjusted according to the principles described on page 21. This is in no way a valuation of NPM/CNP's shares ("fair value"), but a basis for evaluation in which only the listed assets are revalued at their market value; it is therefore up to the analyst to estimate the value of NPM/CNP's shares on this basis, by replacing the book value of the unlisted assets with the value that he intends to assign to them.

Total Performance for Shareholders

Cumulated annual internal rate of return realised both in the form of a dividend and an appreciation of the adjusted net assets or of the stock market price.

Non diluted earnings per share

Earnings per share excluding the potential effect of the exercising of the stock option plans.

Fully diluted earnings per share

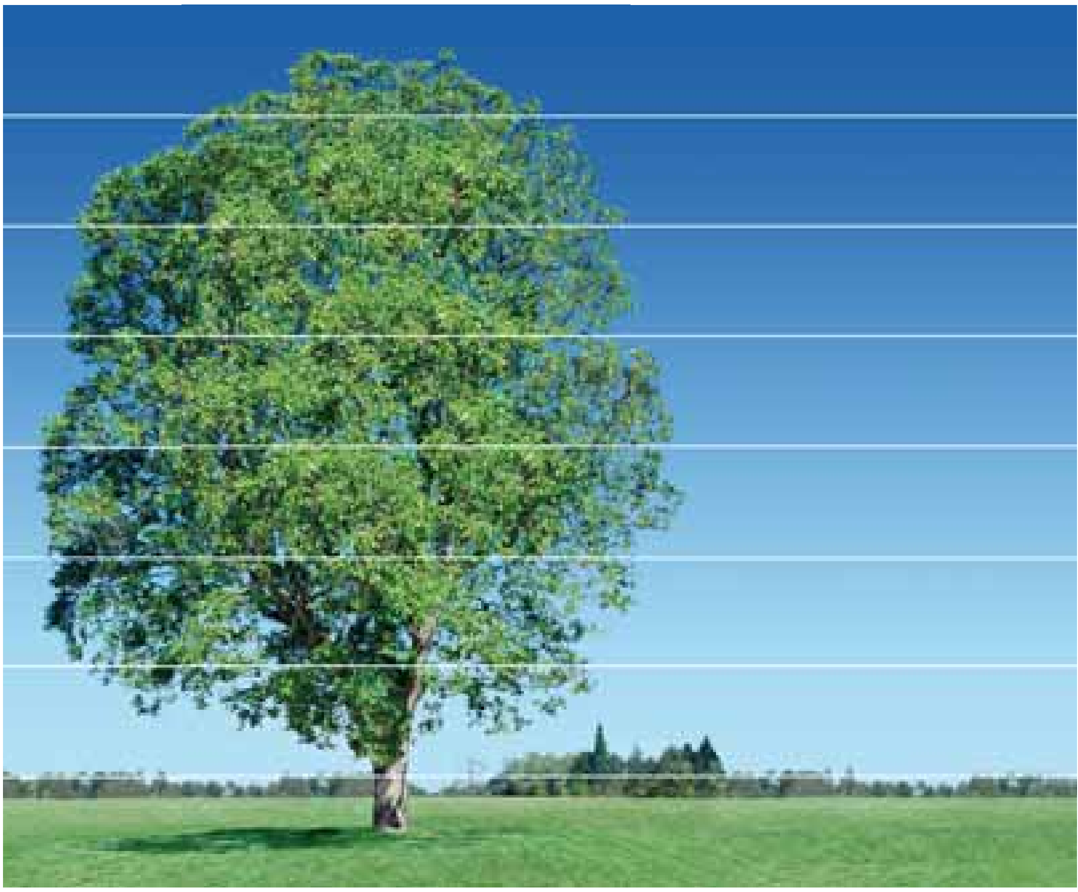
Earnings per share taking into account outstanding stock options.

Corporate Governance

Corporate governance is a set of rules and behaviours according to which companies are managed and controlled.

- Belgian Corporate Governance Code – www.corporategovernancecommittee.be
- NPM/CNP's Corporate Governance Charter available on www.npm-cnp.be

Glossary



COMPAGNIE NATIONALE À PORTEFEUILLE S.A.
NATIONALE PORTEFEUILLEMAATSCHAPPIJ N.V.
Rue de la Blanche Borne, 12 – 6280 Gerpinnes (Loverval) – Belgium
Number 0404.676.971 - Registered in Charleroi
Phone: +32.71.60.60.60 – Fax: +32.71.60.60.70
e-mail: cnp@cnp.be
Website: www.npm-cnp.be