ANNUAL *REPORT* 2005

WE **WORK** FOR ***GROWTH***

Ackermans & van Haaren

Annual Report 2005

We work for growth

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Pursuant to the Royal Decree of 31 March 2003 on the obligations of issuers of financial instruments admitted to trading on a Belgian regulated market, Ackermans & van Haaren is required to publish its annual report and accounts as well as its audit report 15 days prior to the annual general meeting in the form of a brochure available for public distribution.

This brochure must contain the combined statutory and consolidated annual report of the Board of Directors prepared in accordance with article 119, last paragraph of the Company Code (p. 8).

The brochure further contains a condensed version of the statutory annual accounts (p. 58 of the financial report) prepared in accordance with article 105 of the Company Code, and the integral version of the consolidated annual accounts (p. 3 of the financial report).

The integral version of the statutory annual accounts is filed with the National Bank of Belgium, pursuant to articles 98 and 100 of the Company Code, together with the annual report of the Board of Directors and the auditor's report.

The auditor has approved the statutory annual accounts without qualification.

The annual report, the integral versions of the statutory and consolidated annual accounts, as well as the auditor's report regarding said annual accounts are available on the website www.avh.be and a copy thereof can be obtained by simple demand, without charge, addressed to:

Address	Spoorweglaan 1, B-2610 Wilrijk
Telephone	+32 (0)3 231 87 70
Fax	+32 (0)3 225 25 33
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Mission *Statement*

We work for growth

Positioning of AvH

- an independent
- diversified group
- focused on a limited number of core companies with international growth potential
- led by an experienced, multidisciplinary management team

Strategy of AvH: *long-term growth*

- concentrates on a ***limited number of participations*** with whom clear objectives are agreed and which are responsible for their own financial position
- focused on ***the systematic creation of shareholder value*** via a long-term strategy
- strives for ***average annual growth*** in the profits of each participation and of the group as a whole
- based upon a ***healthy financial structure***

Role of AvH as investor: *proactive shareholder*

- actively involved in
  - the selection of top management
  - defining the long-term strategy
- attention to the operational and financial discipline as well as strategic focus
- continuous dialogue with management and able to temporarily assist management in specific situations

Message from the ***Chairmen***

Ladies and Gentlemen,

In 2005, Ackermans & van Haaren took several strategic decisions which repositioned the group for the coming years. This resulted in record-breaking results, an unprecedented cash reserve, and a considerable improvement in the quality of the balance sheet of the group.

Increased operating profits realised by the operating companies demonstrate the success of our strategy as formulated in our motto: "We work for growth".

2005 was a year of strong growth (4.6%) for the world economy, which stagnation was witnessed in many sectors of the European economy.

With 2002 still in mind (a disappointing year following a record year in 2001), the group hopes to have adequately prepared itself to deal with the important imbalances in the current world economy. The current situation of Ackermans & van Haaren is fundamentally different from the situation at the end of 2001, which causes us to be optimistic for the near future.

The results for 2005 were prepared based on the IFRS. Ackermans & van Haaren has nearly doubled its net assets over a period of three years. A return on equity of 39.3% was achieved in 2005 (shareholder equity at the end of 2004: 709 million euro).

After having managed the "old" Creyf's to grow over a period of 13 years from a turnover of 30 million euro in 1992 to 1.5 billion euro realised by the "new" **Solvus** in 2005, Ackermans & van Haaren accepted USG's proposal to merge with Solvus. Solvus was an important milestone in the development of the group. The successful turnaround of Solvus by the new management team had a positive impact on the group. We are convinced that this transaction will create a win-win situation, and we wish the new company a promising future.

In the contracting sector, **DEME** benefited from a fundamentally positive economic climate in the dredging business. Turnover increased to 845 million euro (+30% relative to 649 million euro in 2004), and net profit climbed to 40.7 million euro (+47% relative to 27.7 million euro in 2004).
It must be emphasised that the result in 2005 has a strong recurrent character, contrary to the result achieved in 2004, which was in part due to capital gains. The order backlog further increased to 1,390 million euro (960 million euro as of 30 June 2005).
The new seagoing cutter "d'Artagnan" (38,000 hp) was put into service in 2005. The ship is currently active in Doha (Quatar), where major works are being carried out in cooperation with our local partner QDC.
DEME expects to take delivery of two new trailing suction hopper dredgers in 2006 and 2007 (one per year), each with a capacity of 5800 m^3. Another order for two new trailing suction hopper dredgers was made towards the end of 2005, with deliveries planned for 2007 (11,650 m^3) and 2008 (9,000 m^3).
Due to these major investments, the net debt of DEME increased slightly in 2005. However, that development must be seen in the context of a growing order backlog and anticipated rising cash flows and operating profits.
The international market trend in this sector remains good.

Van Laere reported a positive result in 2005 (1.4 million euro profit, compared with a loss of 0.9 million euro in 2004, largely attributable to discontinuation of its activities in the Netherlands).
The positioning of Van Laere in the new market for PPC (public-private cooperation) inspires confidence in the future.

Once again, 2005 was a good year for the financial sector.
Bank Delen boosted its result by 21% to 25.9 million euro (2004: 21.3 million euro). This result can be attributed to the favourable stock-market climate, prudent management, and a further increase of 37% in assets under management to 9.2 billion euro (2004: 6.7 billion euro).
Costs remained well under control with a cost-income ratio of 42.8%. Based on the increase in customer assets under management, the group anticipates that the result will increase again in 2006.

Bank J. Van Breda & C° achieved a record result of 51.4 million euro in 2005, of which 22.6 million euro resulted from capital gain realised on the sale of its small-ticket leasing subsidiary Leasing J. Van Breda & C° to the BNP Paribas Group.

The highly international character of its leasing customers had become a weak point due to the fact that Bank J. Van Breda was unable to offer its customers a "European" product.
In the future, Bank J. Van Breda & C° will further focus on its successful niche

strategy, which is aimed at entrepreneurs and self-employed professionals. The operating profit of Bank J. Van Breda & C° increased by 18% to 28.8 million euro (2004: 24.4 million euro). The cost-income ratio remained low at 51%. Despite a strong start during the first two months of 2006, the disappearance of the recurring contribution from the leasing activity will make it difficult to achieve profit growth in 2006 for the eleventh year in a row.

Leasinvest realised a net profit of 11.9 million euro (compared with 1.1 million euro in 2004). A capital gain of 12.2 million euro was booked in 2004 as a result of the contribution of the Montoyer Building in Brussels to the share capital to the Leasinvest Real Estate investment trust (in the framework of a partial split).
The real estate investment trust and the property development and promotion activity (Leasinvest-Extensa) both showed consistent growth and a larger profit contribution to Ackermans & van Haaren.
In light of the increasing significance of these activities (with approximately 750 million euro in assets under management) and the need for more focus and transparency, the group resolved to split the management responsibilities of Leasinvest Real Estate (35.5% AvH) and Leasinvest-Extensa (100% AvH). Both activities showed a good evolution, and in both cases further growth in the activities and results are expected in 2006. Leasinvest-Extensa will be renamed Extensa to avoid any possible confusion of the name with Leasinvest Real Estate.

In the private equity sector, we witnessed a major increase in the earnings contribution in 2005, which rose to 33.2 million euro (2004: 0.5 million euro).
Sofinim realised capital gains on the sale of Aviapartner (AvH share 25 million euro) and Telenet (AvH share 13.4 million euro).
On the other hand, a write-off in the amount of 20.6 million euro was booked in anticipation of the sale of Illospear. As part of the refinancing of Illospear, Sofinim acquired the German subsidiary Engelhardt Drück. The group is convinced that the new strategic focus on pressure-sensitive labels can be implemented more quickly and effectively by the Spear group, which is the American market leader.
The one-time costs of the spin-off wiped off the operating profit of Sofinim in 2005. Most of the other investments yielded attractive results in 2005.
The group expects the operating earnings of Sofinim to recover in 2006. With divestments in the amount of 81.3 million euro in 2005, the liquidity position of Sofinim also improved markedly. It will reinvest these funds in a prudent position.

Quick Restaurants had an outstanding year. The EBITDA and net profit both increased in 2005 to 68.7 million euro and 27.3 million euro, respectively, compared with 57.2 million euro and 14.6 million euro in 2004, which represents a growth of 20% and 87% respectively.
Quick Restaurants currently perapares a prudent strategy aimed at international expansion.

The adjusted net asset value (IFRS) of the private equity portfolio, including unrealised capital gains on the listed investments, reached 460 million euro at the end of 2005, compared with 355 million euro in 2004.

Early 2006, the group realised two new investments (via GIB, 50%) in Groupe Flo (AvH share 45 million euro) and Trasys.
Groupe Flo operates more than 150 restaurants, primarily in the Paris region, and has a turnover of approximately 300 million euro.
Trasys is an independent IT services provider that realises a turnover of approximately 60 million euro with 550 employees.

The divestments during the past year boosted the net funds of the group to a record level of 434.4 million euro. This, combined with the favourable evolution of the operational results of the group, gives us confidence in the future, and has inspired our proposal to increase the dividend by 38% (20% in 2004).

We wish to thank all the employees of the group for their dedication and their contribution to these results.

Luc Bertrand	Erik van Baren
Chairman of the Executive Committee	*Chairman of the Board of Directors*

Annual Report of the ***Board*** of **Directors**

To the Annual General Meeting of 22 May 2006

Dear shareholder,

It is our privilege to report to you on the operations of our company during the past financial year and to submit to you, for approval, the statutory and consolidated annual accounts, closed on 31 December 2005.

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

I. STATUTORY ANNUAL ACCOUNTS

1. Capital and shareholding

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

In 2005, 44,500 new options were granted under the stock option plan. The options granted as per 31 December 2005 entitle their holders to acquire an aggregate of 218,350 Ackermans & van Haaren shares (0.65%).

The company did not receive any transparency notice in 2005, in accordance with the provisions of the Law of 2 March, 1989.

2. Activities

For an overview of the main activities of the group Ackermans & van Haaren during the financial year 2005, we refer to the Message from the Chairmen (p. 6).

3. Comments on the statutory annual accounts

3.1 Financial condition as per 31 December, 2005

The statutory annual accounts of Ackermans & van Haaren were prepared in accordance with Belgian accounting law.

The balance sheet total of the company as of 31 December 2005 equals 1,294 million euro, which is some 302 million euro less than a year ago. This decrease is mainly explained by the sale of the 41.78% participation in Solvus to United Services Group and the sale of a 25% interest in AvH Coordination Center to Brinvest, a company that belongs to the group. Ackermans & van Haaren, in turn, has acquired shares in Fortis and Almanij (now the KBC Group) from Brinvest.
In addition, the company has strengthened its investment position in Fortis by purchasing additional shares on the stock market.

The net assets of Ackermans & van Haaren equals, taking into account the profit distribution proposed to the general assembly of 22 May 2006, 572.8 million euro, which corresponds with 17.1 euro per share.

Early 2005, the second instalment was paid (68 million euro) in the context of the purchase (in 2004) of the 40% interest in Finaxis. In January 2006, the third and last instalment was paid. Thanks to the divestments carried out in 2005, the debt position of Ackermans & van Haaren has also decreased significantly.

The statutory result of the financial year equals 19.7 million euro.

The statutory results of Ackermans & van Haaren have been and continue to be influenced to a great extent by dividends and capital gains/losses.
In view of the fact that not all participations of the group are held directly by Ackermans & van Haaren itself, the consolidated group result is a more accurate reflection of the underlying economic development.

The results of Ackermans & van Haaren were above all characterised in 2005 by the sale of the interest in Solvus, upon which a loss was booked in the statutory accounts. On the other hand, a capital gain was realised on the sale of the 25% interest in AvH Coordination Center to the group company Brinvest.

3.2 Allocation of the results

The board of directors proposes to allocate the result (in euro) as follows (see table).

The board of directors proposes, to distribute a gross dividend of 0.90 euro per share.

After withholding tax, the net dividend amounts to 0.675 euro per share, or 0.765 euro for the coupons that are presented together with a VVPR strip coupon.

Allocation of the results

(euro)	Totaal
Profit of the previous financial year carried forward	433,508,485
Profit of the financial year	19,718,029
TOTAL amount distribution	**453,226,514**
Allocation to the legal reserves	0
Allocation to the non-distributable reserve	150,499
Allocation to the distributable reserve	405,558
Dividends	30,147,214
Tantiemes	142,500
Profits to be carried forward	422,380,743
TOTAL	**453,226,514**

Net assets

(euro)		Totaal
Capital		
	Subscribed capital	2,295,278
	Issue premium	111,612,040
Reserves		
	Legal reserves	248,081
	Non-distributable reserves	2,008,222
	Tax-exempt reserves	0
	Distributable reserves	34,221,128
	Profits carried forward	422,380,743
TOTAL		**572,765,492**

If this proposal is approved by the annual general assembly, the following banks

- Bank Delen
- Bank J. Van Breda & C°
- Bank Degroof
- Fortis Bank
- KBC Bank
- ING Belgium
- Dexia Bank
- Petercam

will as of 1 June, 2006 pay a net dividend of either 0.675 euro per share upon presentation of coupon no. 7, or 0.765 euro per share upon presentation of coupon no. 7 accompanied by a VVPR strip coupon no.7.

Following this distribution, the net assets will amount to 572,765,492 euro, and will be composed as follows (see table).

4. Prospects

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

5. Notices

5.1 Key events following closing of the financial year

Since the closing of the financial year of 2005, there have been no significant events that could have a material impact on the development of the company (for the group, see p. 12).

5.2 Application of article 523 of the Company Code

Extract from the minutes of the meeting of the board of directors of Ackermans & van Haaren of 13 December 2005:

“3.1.2. Allocation of stock options

Before the board of directors commenced deliberation on this agenda item, Luc Bertrand declared that he—as beneficiary of the stock option plan—has a direct interest of a proprietary nature that is contrary to the proposed resolution within the meaning of article 523 Company Code.

Pursuant to article 523 Company Code, Luc Bertrand will inform the statutory auditor of the company concerning the conflict of interest after this meeting.

Mr. Luc Bertrand leaves the meeting and does not take part in the deliberations and decision-making concerning this point. [The other members of the executive committee present also leave the meeting.]

On the basis of the recommendations of the remuneration committee, the Board of Directors, under the current share option plan, resolves to offer a maximum of 33,500 options to the members of the executive committee and a maximum of 13,500 options to certain employees and independent service providers of Ackermans & van Haaren, AvH Coordination Center and Sofinim. The options will be offered in the first week of January 2006 to the beneficiaries.

In view of the fact that it is the policy of the company to cover the share options through the redemption of shares (within the limits of the power granted by the extraordinary general assembly to the Board of Directors on 29 August 2005), the consequences for the company are in principle limited to the interest assumed by or foregone over the period from the purchase of the shares to the resale to the option holders.

Luc Bertrand rejoines the meeting. [The other members of the executive commitee rejoin the meeting.]"

5.3 Additional remuneration for the auditor

We further report, in accordance with article 134, § 2 and 4 of the Company Code, that an additional remuneration of 8,888 euro (VAT excl.) has been paid to the auditor for advice on IFRS and of 3,500 euro (VAT excl.) to Ernst & Young Tax Consultants CV for tax advice.

5.4 Research and development

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

5.5 Redemption and sale of redeemed shares

On 29 August, 2005, the extra-ordinary general assembly authorised the board of directors of Ackermans & van Haaren to redeem a maximum of 300,000 shares within a well-defined price range during a term of 18 months.

In the course of the financial year 2005, Ackermans & van Haaren redeemed 12,575 shares. These shares were acquired to cover the company's obligations under the stock option plan. Including these shares and taking into account the sale of 18,050 shares pursuant to the exercise of options, the situation as per 31 December 2005, reads as follows:

(euro)	Total
Number of redeemed shares	81,344 (0.24%)
Par value per share	0.07
Average share price	24.26
Total price paid	1,973,469

In addition, Brinvest NV, an indirect subsidiary of Ackermans & van Haaren, holds another 51,300 shares Ackermans & van Haaren.

II. CONSOLIDATED ANNUAL ACCOUNTS

1. Risks and uncertainties

Pursuant to the Act of 13 January 2006 amending the Company Code, the annual report must contain a description of the main risks and uncertainties with which Ackermans & van Haaren is confronted.

As outlined in our Mission Statement (p. 5), Ackermans & van Haaren invests in a limited number of companies with international growth potential on a long term basis.

The diversified character of these investments in such areas as construction and dredging activities, financial services, real estate and private equity (with investments in sectors ranging from oleochemistry and media to, more recently, services to the transport sector) contributes to a balanced spread of the economic and financial risks. In addition, Ackermans & van Haaren generally finances these investments with equity.

Of course, every group company has an individual risk profile determined by the sector in which it is active. Thus, the results of Bank Delen are partially dependent upon the overall stock-market climate. Bank J. Van Breda & C° is sensitive to the overall economic situation and the interest curve. D.E.M.E. is internationally active in a very competitive market. Although D.E.M.E. has developed over the last years important activities in sectors adjacent to its core acitivities, turnover remains to a certain extent dependent upon capital dredging work, which have an inherent cyclical character and are sometimes influenced by geopolitical developments. The real estate and promotional activities of Leasinvest Real Estate and Extensa respectively are also dependent on the general economic situation and the interest curve. Finally, the sector of private equity is characterised by increasing competition (including from abroad). The players who are active on this market possess significant investment means and do not necessarily all have the same risk profile regarding leveraged deals.

Ackermans & van Haaren itself also has a considerable cash reserve that is partially invested in short-term deposits and partially in blue chip shares, such as KBC Group and Fortis.

2. Comments on the consolidated annual accounts

The consolidated annual accounts for the financial year 2005 of Ackermans & van Haaren were for the first time prepared in accordance with International Financial Reporting Standards (IFRS). In order to facilitate comparisons, the figures of the financial year 2004 were also reworked according to IFRS standards. We refer for this to page 3 of the financial report.

The consolidated balance sheet total on 31 December 2005 equals 4,208 million euro, a decrease of 6% in comparison with the balance sheet total at the end of 2004 of 4,482 million euro. This drop is mainly explained by the sale of the 41.78% holding in Solvus, which was integrally consolidated until the end of 2004.
2005 is a year characterised by divestments. In addition to the sale of Solvus, certain holdings from the private equity portfolio were also sold, Aviapartner and Telenet Group Holding (pursuant to its IPO). In addition, Bank J. Van Breda & C° sold its leasing subsidiary Leasing J. Van Breda & Co to BNP Paribas Lease Group in September 2005.

The investments in participations, on the other hand, were limited to on the one hand an increase in the participation in Brinvest by 4.1% and on the other hand follow up investments in the private equity portfolio (including Engelhardt Druck and United Broadcast Facilities).

Thanks to divestments in 2005, Ackermans & van Haaren was able to decrease its financial debts from 103.1 million euro to 80.6 million euro. In addition, it reinforced its investment position both in Fortis and in Telenet via purchases on the stock market. The total investment portfolio (including unrealised capital gains) of the group equalled, at the end of 2005, 200 million euro. Including liquidities and external financial debts, the net treasury position therefore equals, at the end of the financial year, 434.4 million euro, versus 119.2 euro million at the end of the last financial year.

The consolidated net assets of Ackermans & van Haaren (part of the group before profit distribution) increased to 1,118 euro million at the end of 2005, corresponding with 33.38 euro per share.

The consolidated result (part of the group) equals 279.0 million euro, an increase by 107% in comparison with the 134.8 euro million of financial year 2004. Ackermans & van Haaren owes its outstanding results both to the better course of affairs of the majority of the group companies and to significant capital gains.

An (economic) break down of these results over the various pillars of activity of the group is given in the enclosure “Key Figures” of the brochure.

D.E.M.E. realised strong operational results with an increase in turnover by 30% to 845 million euro and of net profit by 47% to 40.7 million euro.
At Finaxis, both Bank Delen (25.9 million euro, + 21%) and Bank J. Van Breda & C° (28.8 million euro, + 18%) witnessed a sharp rise in their operational net profit.

The exceptional results realised by Ackermans & van Haaren relate on the one hand to:

- The capital gains of 132.3 million euro on the sale of Solvus;
- The capital gains within the private equity portfolio (38.4 million euro) on the sale of the participation in Aviapartner and shares in Telenet Group Holding;
- The capital gains in the amount of 17 million euro on the sale by Bank J. Van Breda & C° of Leasing J. Van Breda & C°.

On the other hand, an exceptional loss was suffered in the amount of 20.6 million euro on Illospear, anticipating the agreement in principle that was concluded for the transfer of all shares and receivables to the Spear group.

3. Key events following closing of the financial year

Since the end of the financial year, the group has realised three new investments:

- GIB (50% AvH) acquired an indirect interest of 46% (90 million euro, share AvH: 45 million euro) in Group Flo. Groupe Flo operates some 150 restaurants, mainly in the Paris area, and realises a turnover of approximately 300 million euro.
- GIB (50% AvH) has indirectly acquired an interest of 100% in Trasys, it being understood that the management will soon acquire a part of the share capital. Trasys is an independent Belgian IT services provider that realises a turnover of 60 million euro with 550 employees.
- Sofinim (74% AvH) signed an agreement in principle in March 2006 concerning the acquisition of a 50% stake in part of the present group Turbo's Hoet. The new company "Turbo's Hoet Group" will comprise the following activities: sale of new and reconditioned turbochargers and other parts, sale and maintenance of DAF trucks, and short-term leasing and sale of a fleet of 1,800 trucks.

4. Research and development

In 2005, Ackermans & van Haaren and the wholly and proportionally consolidated participations have not engaged in any research and development activities.

5. Financial instruments

Within the AvH group, financial instruments are used for risk management. This namely concerns financial instruments that are designed to somewhat soften the effects of a rise in short-term interest rates.

Leasinvest and AvH Coordination Center use these instruments in the framework of the financing of credit requirements in the short term through the commercial paper programme.

The counterparties with regard to these financial instruments are exclusively reputable banks with which Ackermans & van Haaren has established a long-term relation.

Bank J. Van Breda & C° adopts a cautious policy regarding interest risk by making use of interest rate swaps and options.

6. Outlook for 2006

In the given economic circumstances, the Board of Directors of Ackermans & van Haaren expects further improvements for 2006 of the current results of the operational participations.

On behalf of the board of directors,
18 April 2006

Luc Bertrand	Erik van Baren
Director	*Chairman*

Key *Events* 2005

April 2005

Solvus increased the capital of Bureau Van Dijk Computer Services by 4 million euro and announced a public buyout offer ("squeeze-out") on the remaining shares (1.56%) held by the public. The squeeze-out was completed on 20 July 2005.

Bank Delen acquired Banque Ippa & Associés in Luxembourg (presently Banque BI&A) from the AXA Group. BIA manages approximately 810 million euro in assets for private customers.

DEME launched its new self-propelled rock-cutting suction dredger "d'Artagnan". The new cutter was planned to be put into service in the third quarter of 2005. In the meantime, two new Pallieter-class trailing suction hopper dredgers have been ordered (each with a hopper capacity of 5,800 m³).

June 2005

USG announced a friendly public takeover bid for **Solvus** at a price of 23 euro per share, which represented a premium of approximately 43%. AvH agreed to tender its 41.8% shareholding in the framework of the bid. AvH received 242 million euro as proceeds from selling its shares and thereby realised a capital gain of 132.3 million euro. The public offer started on 18 July 2005 and was successfully closed on 12 August 2005.

July 2005

In cooperation with the majority shareholder, Sofinim sold its 25% interest in **Aviaparther** to 3i and the management. The sale (completed in September) represented a capital gain of approximately 33.9 million euro for Sofinim, which yielded a consolidated capital gain of 25 million euro for Ackermans & van Haaren.

Oleon produced and supplied the first ever Belgian biodiesel fuel to Total Germany, and later in the year it announced plans to invest 20 million euro in Ertvelde for the production of biodiesel.

August 2005

Illochroma Labelling Group acquired access to technology for printing transparent labels by taking over the British company Spear Europe and was renamed **IlloSpear**.

September 2005

Bank J. Van Breda & C° sold its subsidiary **Leasing J. Van Breda & C°** to BNP Paribas Lease Group. The capital gain from this transaction was approximately 17 million euro at the level of Ackermans & van Haaren.

October 2005

Sofinim, the private equity subsidiary of Ackermans & van Haaren, sold all its "free" shares on the occasion of the IPO of **Telenet Group Holding**. The capital gain from this sale was approximately 13 million euro at the level of Ackermans & van Haaren.

December 2005

Ackermans & van Haaren joined NPM and Tikehau Capital to acquire a controlling interest in the listed French **Groupe Flo**. Ackermans & van Haaren and NPM made this investment via their joint subsidiary GIB, which funded two thirds of the transaction, with Tikehau Capital providing the remaining third of the investment. The share of Ackermans & van Haaren in the investment is 45 million euro.

The insurance group Asco/BDM acquired **Minerva**. The main objective of BDM with this merger was to significantly expand its existing branches and strengthen its transport insurances.

DEME ordered two new trailing suction hopper dredgers with planned delivery in 2007 (11,650 m³) and 2008 (9,000 m³).

Ackermans & van Haaren has more than one hundred years' experience in identifying the potential in others. We invest in companies and adjust their course where necessary to ensure further growth. Accurately and precisely measured to meet everyone's expectations: as our efforts come full circle, we can reap the benefits of our investments.

GENERAL **INFORMATION** FOR THE ***SHAREHOLDER***

Board of Directors, **supervision** and *daily* **management**

Board of Directors

Chairman	Erik van Baren	
Directors	Luc Bertrand	Chairman of the Executive Committee
	Alain Dieryck	
	Jacques Delen	
	Teun Jurgens	
	Pierre Macharis	
	Frederic van Haaren	
	Pierre Willaert	

Statutory Auditor

Ernst & Young Bedrijfsrevisoren BCV, represented by Jan De Landsheer and Patrick Rottiers.

Executive Committee

Chairman	Luc Bertrand
Members	Tom Bamelis
	Piet Bevernage
	Piet Dejonghe
	Jan Suykens

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

Management participations (in addition to the members of the Executive Committee)

Contracting	Werner Poot
Private Equity	Marc De Pauw
	André Xavier Cooreman
	Koen Janssen
	Matthias De Raeymaker

Group Services

Finance	Tom Bamelis	Financial Manager
	Hilde Delabie	Group Controller
	Sophie Wuyts	Controller
	Marc De Groote	Accounting
	Bart Bressinck	Accounting
	Jean-Claude Janssens	Treasurer
Legal	Piet Bevernage	Secretary General
	Sofie Beernaert	Legal Counsel
	Edouard De Saegher	Admininstration and Personnel
	Brigitte Adriaensens	Corporate Secretary SNI/Sofinim
	Michel Malengreau	Tax Counsel

Corporate *Governance*

I. GENERAL INFORMATION

On 14 April 2005, the Board of Directors of Ackermans & van Haaren adopted the first Corporate Governance Charter ("**Charter**"). The Charter has been prepared in accordance with the provisions of the Belgian Corporate Governance Code ("**Code**"), that the Corporate Governance Committee, under the presidency of Count Maurice Lippens, published on 9 December 2004. The Charter of Ackermans & van Haaren was formally announced on 6 May 2005.

Since then, the Board of Directors updated the Charter in its meeting on 18 april 2006 in order to bring it into agreement with various royal decrees issued in implementation of European regulations regarding market abuse. The amended Charter was announced on 4 May 2006. It can be consulted in three languages (Dutch, French and English) on the company website at **www.avh.be**.

As stipulated in the Code, Ackermans & van Haaren is obliged to include a chapter ("Corporate Governance Chapter") in its report that gives special attention to factual information about corporate governance, any changes that may have occurred in the corporate governance policy, and events relevant to corporate governance that occurred during the past business year.
In accordance with the "comply or explain" principle, this Corporate Governance Chapter also includes explanations of derogations from the recommendations of the Code.

II. BOARD OF DIRECTORS

2.1 Composition

At the general shareholders' assembly of 22 May 2006, the mandates of Erik van Baren (who has reached the age limit) and Teun Jurgens will expire. The Board of Directors will propose to the general shareholders' assembly renewing the appointment of Teun Jurgens as independent director for a term of four years.

On 7 March 2006, the Board of Directors met in its capacity as nomination committee to deliberate the appropriateness of reappointing Teun Jurgens. His individual contribution, as well as his contribution to a balanced composition of the Board of Directors, were both assessed positively. **Teun Jurgens** fulfils the independence provisions mentioned in Article 524, Section 4, paragraph 2 of the Belgian Companies Act and the supplementary provisions mentioned in Article 2.2.4. of the Charter.

The Board of Directors will also propose appointing **Thierry van Baren** as a director for a term of four years.

On 24 November 2005, the Board of Directors met in its capacity as nomination committee to discuss the profile that had to be met by the new director. Following that, a proposal to consider the candidacy of Theirry van Baren was introduced in the meeting of the Board of Directors on 31 January 2006. The directors took note of the curriculum vitae of Thierry van Baren and subsequently had an opportunity to interview him. Thierry van Baren was born in 1967, holds a licentiate degree in philosophy (ULB), and obtained an MBA from the Solvay Business School. He has been active in the marketing and communications sector since 1991. In light of his professional background and specific abilities, the Board of Directors recommends that Thierry van Baren be appointed as director for a term of four years.

2.2 Non-executive and executive directors

Luc Bertrand is Chairman of the Executive Committee of Ackermans & van Haaren.

Name	Born	Office	End of term of office
Erik van Baren	1936	Chairman, non-executive	2006
Luc Bertrand	1951	Executive	2009
Alain Dieryck	1943	Non-executive	2009
Jacques Delen	1949	Non-executive	2008
Teun Jurgens	1948	Independent, non-executive	2006
Pierre Macharis	1962	Independent, non-executive	2008
Frederic van Haaren	1960	Independent, non-executive	2009
Pierre Willaert	1959	Independent, non-executive	2008

Jacques Delen is Chairman of the Executive Committee of Bank Delen, a subsidiary of Ackermans & van Haaren.

Luc Bertrand, Jacques Delen, **Alain Dieryck** and **Erik van Baren** are directors of Scaldis Invest, which is the principal shareholder of Ackermans & van Haaren with a shareholding of 33%.

Luc Bertrand, Alain Dieryck and Erik van Baren are also directors of Belfimas, which controls Scaldis Invest by means of a 91.35% shareholding.

Scaldis Invest and Belfimas are holding companies that invest exclusively in shares of Ackermans & van Haaren, both directly and indirectly.

2.3 Independent directors

Teun Jurgens is a director of various companies.

Pierre Macharis is a managing director and chairman of the Executive Committee of the listed company VPK Packaging Group NV.

Frederic van Haaren is a director of various companies.

(euro)	**Fee** charged to AvH
Erik van Baren	0
Luc Bertrand	22,500
Alain Dieryck	10,000
Jacques Delen	22,500
Teun Jurgens	20,000
Pierre Macharis	20,000
Frederic van Haaren	22,500
Pierre Willaert	22,500

Pierre Willaert is a director of various companies.

Teun Jurgens, Pierre Macharis, Frederic van Haaren and Pierre Willaert are independent directors under the terms of Article 524 of the Belgian Companies Act, and they also fulfil all independence criteria mentioned in Section 2.2.4. of the Charter of the company.

2.4 Remuneration of directors

Each director received a fee in 2005, with one exception. The amount of the fee consisted of a basic amount of 20,000 euro and a supplementary amount of 2,500 euro for each position held in an advisory committee. The directors received a total of 140,000 euro in fees in 2005. In light of the fact that the amounts of the fees are not related to the results, they can be considered to be equivalent to fixed remuneration unrelated to performance.

The amounts of individual remuneration and other benefits awarded directly and indirectly by Ackermans & van Haaren and its subsidiaries to the directors for the exercise of their office in 2005 are summarized in the table at the bottom of this page.

2.5 Activities report

The Board of Directors met ten times in 2005.
The average level of attendance was 95%. The individual attendance was as follows:

Erik van Baren	100%
Luc Bertrand	100%
Alain Dieryck	100%
Jacques Delen	90%
Teun Jurgens	100%
Pierre Macharis	90%
Frederic van Haaren	80%
Pierre Willaert	100%

During 2005, the Board of Directors monitored the results of the group and the evolution of the activities of the various by means of reports provided by the Executive Committee. The Board of Directors also took certain significant investment and divestment decisions during the past business year.

2.6 Code of conduct with regard to conflicts of interest

The policy of the Board of Directors with regard to transactions between Ackermans & van Haaren or any of its affiliated companies on the one hand and members of the Board of Directors or the Executive Committee (or members of their immediate families) on the other hand that could give rise to conflicts of interest (whether or not as defined in the Belgian Companies Act) has been made known by the Board of Directors in the Charter (Sections 2.9. and 4.7.). During the past business year, no transaction gave rise to the application of this policy, except the grant of share options to Luc Bertrand.

2.7 Code of conduct with regard to financial transactions

The policy of the Board of Directors with regard to preventing market abuse has been made known in the Charter (Section 5). The Board of Directors updated this policy in its meeting on 18 April 2006 in order to bring the existing code of conduct in agreement with the Royal Decrees of 24 August 2005 and 5 March 2006 issued in implementation of European

Directive 2003/6/EC regarding insider trading and market manipulation. The updated code of conduct was incorporated in the second version of the Charter, which has been available for consultation at www.avh.be since 4 May 2006.

III. AUDIT COMMITTEE

3.1 Composition

Alain Dieryck	non-executive
Frederic van Haaren	independent, non-executive
Pierre Willaert	Chairman independent, non-executive

In light of Recommendation 5.2./1. of Annex C of the Code, the Board of Directors resolved on 8 March 2005 to replace Luc Bertrand by Alain Dieryck so the committee now consists exclusively of non-executive directors.

3.2 Activities report

The Audit Committee met three times in 2005.

During its meetings in March and September 2005, in the presence of the financial management and the statutory auditor, the Audit Committee primarily focused on analysing the annual financial report (in March) and the semi-annual financial report (in September). In addition, the Audit Committee devoted attention to the procedure regarding application of the “one on one” rule for assuring the independence of the statutory auditor and the inherent risks of processing information using computers and networks.

During the meeting of the Audit Committee in December 2005, the report on internal auditing activities in 2005 was discussed and the internal audit plan for the 2006 business year was approved. The Auditing Charter was updated based on the Corporate Governance Charter.

From now on, the members of the Audit Committee will also receive the reports of the existing Audit Committees of the operating subsidiaries of Ackermans & van Haaren.

IV. REMUNERATION COMMITTEE

4.1 Composition

Jacques Delen	non-executive
Teun Jurgens	independent, non-executive
Erik van Baren	non-executive

In light of Recommendation 5.5. of the Code, the Board of Directors resolved on 8 March 2005 to appoint Teun Jurgens to the Remuneration Committee so that the committee is now composed of at least three members.

4.2 Activities report

The Remuneration Committee met twice in 2005: on 24 January and 22 November. The Remuneration Committee made recommendations to the Board of Directors with regard to the fixed remuneration of the members of the Executive Committee for the 2005 business year and granting share options to the above-mentioned members and other senior officers of the group.

V. EXECUTIVE COMMITTEE

5.1 Composition

Luc Bertrand	Chairman
Tom Bamelis	
Piet Bevernage	
Piet Dejonghe	
Jan Suykens	

Erik van Baren, Chairman of the Board of Directors, attended the meetings of the Executive Committee as an observer.

5.2 Activities report

The Executive Committee met 21 times in 2005. The average level of attendance was 96.2%.

Among other things, the Executive Committee is responsible for the day-to-day management of Ackermans & van Haaren, and prepares all resolutions that must be taken by the Board of Directors in order to fulfil its obligations.

5.3 Remuneration of the members of the Executive Committee

The members of the Executive Committee received a fixed remuneration, a bonus proportional to the consolidated net earnings of Ackermans & van Haaren, and share options. Each member also has a company car, and they are beneficiaries of a group insurance policy (including pension benefits, death risk coverage and disability coverage) and hospitalisation insurance. The group insurance policy is a “fixed contribution” type.

The fixed and variable gross remuneration and other benefits awarded directly and indirectly by Ackermans & van Haaren and its subsidiaries to the members of the Executive Committee in 2005 are summarized in the table on top of the next page.

By exercising their share options (including options granted in January 2006), the members of the Executive Committee can over time acquire a total of 202,950 shares of Ackermans & van Haaren (see table at the bottom of this page).

(euro)	Fixed remuneration	Bonus	Group insurance and hospitalisation
Executive committee (global) [1]	1,604,460 [2]	2,064,497 [3]	95,954
CEO (individual)	543,274	920,654	26,272

[1] Including the CEO's remuneration.
[2] Including all benefits of every sort arising from provision of a company car.
[3] This is the bonus calculated over the financial year 2005 and due in 2006. The bonus calculated over the financial year 2004, paid in 2005, amounted to 991,458 euro.

5.4 Principal contractual conditions

The Chairman of the Executive Committee is a director of Ackermans & van Haaren.

The employment agreements of the other members of the Executive Committee include the customary provisions with regard to remuneration (fixed and variable remuneration), non-competition and confidentiality. Each member of the Executive Committee can terminate his agreement unilaterally by serving a six months' notice. The company can terminate the agreement of each member of the Executive Committee unilaterally by an eighteen months' serving notice in compliance with a term of cancellation of eighteen months.

VI. INTERNAL AND EXTERNAL AUDITS

The statutory auditor of the company is Ernst & Young Bedrijfsrevisoren BCV, represented by Patrick Rottiers and Jan De Landsheer. On 8 November 2005, Boudewijn Van Ussel resigned his position as representative of the statutory auditor. He was replaced by Jan De Landsheer. The statutory auditor provides the external audit of Ackermans & van Haaren (for the consolidated figures as well as the individual figures) and reports twice a year to the Board of Directors.

The statutory auditor was appointed at the general shareholders' assembly of 24 May 2004. The mandate of the statutory auditor expires in 2007.

The annual remuneration of the statutory auditor for auditing the individual and consolidated annual financial statements of Ackermans & van Haaren is 32,500 euro (ex VAT). In addition, the statutory auditor was paid of 8,888 euro (ex VAT) for services with regard to IFRS, and 3,500 euro (ex VAT) was paid to Ernst & Young Tax Consultants CV for tax advice.

The total cost of the external auditing of Ackermans & van Haaren and its fully consolidated subsidiaries (including the above-mentioned amount of 32,500 euro) was 432,372 euro in 2005.

The internal audit is conducted by the Group Controller, who reports to the Chairman of the Executive Committee.

Awarded (euro)	1999	2000	2001	2003	2004	2005	2006
Expiry date	25.03.10	12.01.11	07.02.12	31.01.11	26.01.12	24.01.13	03.01.14
Exercise price	30	28.26	32.33	15.98	19.02	27.08	46.09
Luc Bertrand	2,500	4,000	24,000	8,000	8,000	16,000	16,000
Tom Bamelis	900	1,000	10,500	3,500	3,500	4,000	4,000
Piet Bevernage	900	1,000	10,500	3,500	3,500	4,000	4,000
Piet Dejonghe	1,000	1,200	10,500	3,500	3,500	4,000	4,000
Jan Suykens	1,650	1,800	16,500	5,500	5,500	5,500	5,500
TOTAL	**6,950**	**9,000**	**72,000**	**24,000**	**24,000**	**33,500**	**33,500**

The Group Controller reports directly to the Board of Directors at least once per year.

VII. SHAREHOLDER STRUCTURE AND CROSS SHAREHOLDINGS

7.1 Shareholder structure

Scaldis Invest NV holds 11,054,000 shares in the capital of Ackermans & van Haaren, which amounts to a 33% shareholding. Scaldis Invest is in turn controlled by Belfimas NV, which owns 91.35% of the share capital of Scaldis Invest.

In compliance with the Act of 2 March 1989, Scaldis Invest reported its shareholding percentage to the company and the Belgian Banking, Finance and Insurance Commission. In accordance with Article 4, Section 2 of the Act of 2 March 1989, the transparency disclosure was made public on 18 May 2000.

On 31 March 2006, the members of the Board of Directors and the Executive Committee of Ackermans & van Haaren held a total of 482,600 shares of Ackermans & van Haaren (1,44%).

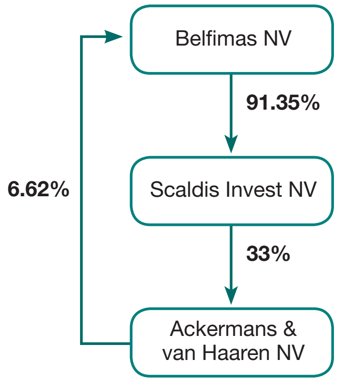
7.2 Cross shareholdings

Ackermans & van Haaren owns 6.62% of the share capital of Belfimas via its subsidiary Urbaninfra NV.

Ackermans & van Haaren holds 81,344 of its own shares per 31 December 2005. These shares were acquired in the period 2001-2005, for the purpose of covering the obligations of the company arising from the share option plan. Its indirect subsidiary Brinvest NV holds 51,300 shares of Ackermans & van Haaren.

7.3 Graphic presentation

The shareholder structure and cross shareholdings as known on 31 March 2006 can be represented graphically as shown on the right.



7.4 Reference shareholder

Belfimas is (indirectly) the reference shareholder of Ackermans & van Haaren. The sole purpose of Belfimas is to invest directly and indirectly in shares of Ackermans & van Haaren. Every share transfer of Belfimas is subject to approval of the Board of Directors of Belfimas.

At present, three directors of Ackermans & van Haaren (Erik van Baren, Luc Bertrand and Alain Dieryck) are members of the Board of Directors of Belfimas.

The Board of Directors has no knowledge of any agreements between the shareholders of Ackermans & van Haaren.

VIII. COMPLY OR EXPLAIN

The Charter of Ackermans & van Haaren derogates only from a limited numbers of recommendations of the Code as described below.

8.1 Composition of the nomination committee

Recommendation 5.3./1. of Annex D of the Code states that the majority of the members of the nomination committee are to be independent, non-executive directors.

The nomination committee of Ackermans & van Haaren consists of all the members of the Board of Directors. As only half of the members of the Board of Directors are independent, non-executive directors, the Charter derogates from the Code in that regard.

However, it is the opinion of the Board of Directors that this derogation is justified in light of the fact that its relatively limited size (eight members) does not hamper effective deliberation and decision making, and that the Board of Directors as a whole is better able to assess size, composition and succession planning of a.o. the Board of Directors.

8.2 Composition of the remuneration committee

Recommendation 5.4./1. of Annex E of the Code states that the remuneration committee is to consist exclusively of non-executive directors, of which at least the majority are to be independent.
The remuneration committee of Ackermans & van Haaren is composed of three non-executive directors (Jacques Delen, Teun Jurgens and Erik van Baren), of which only one (Teun Jurgens) is an independent director.

8.3 Prior approval of the share option plan by the general shareholders' assembly

Recommendation 7.13. of the Code states share option plans designed to remunerate the executive management must be approved in advance by means of a resolution adopted by the general assembly of the shareholders. This approval is required for the plan as a whole, but not for the individual granting of share options under the terms of the plan.

Ackermans & van Haaren has introduced a share option plan in 1999. The general outline of this plan was explained at the general assembly in 1999.
All share options are still granted on the basis of the 1999 share options plan. As the Board of Directors has not approved any new share option plan since that time (with features differing from the existing plan), it is of the opinion that it is not necessary to resubmit the existing plan to the general assembly for approval.

8.4 Submission of proposals to the general assembly

Recommendation 8.9. of the Code states that the minimum share percentage a shareholder must have in order to submit motions at the general assembly may not exceed 5% of the share capital.

The Board of Directors has resolved not to comply with this recommendation.

The shareholders of Ackermans & van Haaren are entitled to ask any questions relating to the items stated on the agenda of the general assembly to the directors and the statutory auditor.

General *information*

General information regarding the company

Registered office

Spoorweglaan 1, B-2610 Wilrijk
BTW BE 0.404.616.494
R.P.R. Antwerp

Incorporation date, last amended bylaws

The company was incorporated on 30 December 1924 by notarial deed, published in full in the Annexes to the Belgian Official Gazette of 15 January 1925 under number 566.
The bylaws have been modified several times and for the last time by notarial deed of 29 August, 2005 published by excerpt in the Annexes to the Belgian Official Gazette of 14 Septembre, 2005 under number 05128972.

Duration

The company was established for an indefinite duration.

Legal Form, applicable law

Limited liability company under Belgian law, making or having made a public offering of securities within the meaning of article 438 of the Company Code.

Statutory purpose

The statutory purpose of the company includes the following:

(a) the project study, supervision and management of all kinds of public and private works, mainly in the field of construction in general, as well as the organization and administration of all companies or businesses and assistance to them in all forms;

(b) the contracting of all sea- and land-based public or private works in the area of construction and, in particular, all kinds of sea- and river-based works, major irrigation activities and the canalisation of waterways, major dewatering and pumping works, dredging, drilling, sounding, well-sinking, drainage, the building of permanent structures, digging, and the general contracting of construction works, as well as the re-floating of boats and ships;

(c) sea- and land-based prospecting for industrial extraction, mainly of crude oil or natural gas, as well as mineral products in general;

(d) the operation, production, processing, distribution, purchase, sale and transport of all products derived from industrial extraction;

(e) the acquisition, operation, development and transfer of land, real property and any property entitlement;

(f) the acquisition, the operation and the realization, in any form whatever, of intellectual property rights, licenses and concessions;

(g) the acquisition of a participation, by way of subscription, contribution, merger, cooperation, financial intervention or in any other way, in any company, entreprise, operation or association in Belgium or abroad, already existing or still to be incorporated;

(h) the management, development and realization of these participations;

(i) involvement, directly or indirectly, in the management, control or dissolution of any company, entreprise, business or association in which it has a participation;

(j) providing assistance to the Board of Directors or to management or support in all possible management matters of companies, businesses or associations in which it has a participation, and in general, performing all acts consituting entirely or partially, directly or indirectly, holding activities.

The company may carry out all civil, commercial, industrial and financial activities as well as activities relating to real and movable property that are linked, directly or indirectly, to its statutory purpose or that may enhance the realization thereof.
The company may provide securities or guarantee in favour of companies, enterprises, businesses or associations in which it has a participation, act as representative or agent, provide advances, credit facilities and mortgages or other securities.
The company's activities may be carried out both abroad and in Belgium.

Consultation of documents regarding the company

The statutory and consolidated annual accounts are deposited with the National Bank of Belgium.
A coordinated version of the company bylaws can be consulted with the clerck of the Commercial Court of Antwerp, as well as on the company's website (www.avh.be).
The brochure is sent to the registered shareholders and to anyone who so requests.

General data regarding the company's capital

Subscribed capital

The subscribed capital is 2,295,278 euro.
The capital is fully paid-up and is represented by 33,496,904 shares without nominal value.

Capital increases

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

Authorized capital

In the events set out in the special report approved by the extra-ordinary general meeting of 29 August 2005, the Board of Directors is authorised, to increase the company's capital during a period of five years as of 14 Septembre 2005, once or in more times, by a maximum amount of 500,000 euro.
The capital increases decided upon pursuant to this authorisation may be performed in accordance with the terms and conditions as shall be determined by the Board of Directors such as, amongst others, by way of a contribution in cash or, subject to applicable law, by way of a contribution in kind, or by means of the conversion of disposable or non-disposable reserves and issue premiums, with or without the issuance of new shares or through the issuance of subordinated or non-subordinated convertible bonds, as well as through the issuance of warrants or other securities, whether or not attached to other securities issued by the company, the Board being entitled to decide whether or not the new securities shall remain registered and are not convertible into bearer securities.
The Board of Directors shall further be entitled to use the authorised capital, in the event of a public take-over bid on the securities issued by the company, subject to the terms and conditions of article 607 of the Company Code.
The Board of Directors may, in the interest of the company, restrict or cancel the shareholders' preferential right, following a capital increase or in the framework of the issuance of convertible bonds or bonds to which warrants may or may not be attached or, subject to legal restrictions, of warrants carried out within the restrictions of the authorised capital, including to one or more well-defined parties, or members of the company's personnel or of its subsidiaries.

Nature of the shares

Paid-up shares may either be in registered or bearer form, as the shareholder decides.
Shareholders holding bearer shares may at any time and at their own expense request the conversion of their shares into registered shares.
The shares are indivisible vis-à-vis the company which may suspend the rights attached to any share, the ownership, right of usufruct or naked ownership of which is disputed.
In case of usufruct, the naked owner of the share shall be represented vis-à-vis the company by the holder of the right of usufruct, unless the parties decide otherwise.

We always participate in a pro-active manner. Ackermans & van Haaren helps companies in defining the strategy for the future and keeps a close eye on their progress. The group purposely invests in only a limited number of companies.

REPORT *ON ACTIVITIES*

DEME NV

DEME is one of the largest dredging and hydraulic engineering in the world. From its core activities, dredging and marine civil engineering works, the group developed support activities such as environmental works (especially the treatment of contaminated sediments), services to the oil and gas sectors and the winning and processing of building aggregates from the sea.

AvH controlling and beneficial interest: 50%
DEME consolidated (31 December 2005)

(000 euro)	2005 IFRS	2004 IFRS	2003 BGAAP
Turnover	**845,123**	649,074	720,159
EBITDA	**157,047**	120,486	107,350
EBIT	**78,426**	42,115	42,633
Net income	**40,674**	27,689	26,115
Net cash flow	**123,103**	104,814	95,038
Shareholders' equity (part group) [1]	**310,818**	281,660	252,612
Net financial position	**-254,504**	-162,014	-194,400
Balance sheet total	**1,079,643**	831,900	818,148
Personnel	**2,588**	2,394	2,475

[1] *IFRS: before distribution of profits - BGAAP: after distribution of profits.*

FINANCIAL SUMMARY 2005

In 2005, DEME realised a consolidated turnover of 845 million euro (2004: 649 million euro) and a net profit of 41 million euro.

This result was in part made possible by major projects in the Middle East and growth in West Africa.
The payment conditions for two large projects in Quatar affected the demand for operating capital. Delivery of the megacutter "d'Artagnan" and investments in additional trailing hopper dredger capacity again resulted in an increase in the net debt position.

OPERATIONAL SUMMARY 2005

After nearly ten years of exponential growth of maritime infrastructure activities in the Far East, we now see the focus of our activities shifting to other parts of the world, in particular India and the Middle East. New markets have now been penetrated in Africa, South and Central America, Eastern Europe, and especially in the Middle East. Despite strong competition, activities in Western Europe attained a more than satisfactory level.

The combined efforts of our environmental specialists at DEC (DEME Environmental Contractors), its Walloon affiliate Ecoterres, and our Dutch affiliate De Vries & van de Wiele resulted in a high level of activity in the Benelux. Furthermore, determined prospecting of the English and Irish markets enabled DEC to profit from its technological leader position in those countries as well. Our "green" specialists excelled in activities including in-situ and ex-situ soil remedation works, sediment and sludge treatment, green hydraulic works, landfill activities, and environmental dredging.

The oil-and-gas-related services of DEME affiliate Tideway Offshore and Marine Contractors also experienced an unmistakeable boom in 2005.
This positive evolution was felt both in the area of trench dredging activities and landfall construction and in the area of precision stone dumping in deep waters.

DBM (DEME Building Materials) continued to pursue its objective of becoming a major supplier of maritime aggregates in the European market.
DBM was active in the harbours of Le Havre, Dunkirk, Zeebrugge, Flushing, Amsterdam, Hamburg and London.

DEME has been actively and systematically pursuing its objectives to increase profitability and competitiveness by taking an innovative approach and improving efficiency. The BICEPS plan (Be In for a Competitive and Productive Supercompany) is being implemented at every level of the group.

To further support our international activities, our new heavy-duty seagoing rock cutter dredger "d'Artagnan" – the most powerful ever – was delivered in

2005. At the same time that the "d'Artagnan" was being built, a full-scale mock-up of the bridge of the "d'Artagnan", which serves as a high-tech cutter simulator, was put into service in our brand-new training centre in the offices of SDI in Lambersart.
In addition, two new trailing suction hopper dredgers with a capacity of 5,800 m^3, the "Marieke" and the "Reynaert", are under construction. They will be delivered in September 2006 and early 2007 respectively. Furthermore, orders were recently placed for another two trailing suction dredgers with hopper capacities of 11,650 m^3 and 9,000 m^3 respectively. They are expected to be delivered in August 2007 and April 2008. Finally, a new mechanical dredger, the backhoe "Pinocchio", was added to the DEME fleet in 2005.
With this impressive series of investments in new ships, DEME's shareholders have confirmed their confidence in the core activities of the group, which already looks forward to a high degree of utilisation of the fleet.

DREDGING AND MARITIME ACTIVITIES

1.1. Benelux activities

In **Belgium**, DI and Baggerwerken Decloedt continued their maintenance dredging activities in the North Sea, the access channels of Zeebrugge, Ostend, Nieuwpoort and Blankenberge, in the river Scheldt, and the access channels to the Antwerp locks.
In late 2005, DI and Baggerwerken Decloedt received a new, temporary extension contract for maintenance of the outer harbours of Zeebrugge and Oostende and the shipping routes off the Belgian coast. The contract has a term of four years, with an option to extend to six years.

As part of the Deurganckdok construction project, DI continued extensive earth moving activities to backfill the areas behind the new quay walls.
DI and DEC performed erosion protection works along the new quay walls by applying fibrous open stone asphalt. DBM continued with the supply of 1.5 million tonnes of coarse sand for concrete batching plants. The second phase of the dock dredging project was completed. The third and final phase is due to start in the second half of 2006. In the meantime, the new Deurganckdok was officially opened for shipping by King Albert II on 1 July 2005.

DI continued with the construction of a retaining dike to create a sand-filling area in the Doeldok. The patented Soft Soil Improvement technique is being used in this project. An environmental compensation contract was carried out, which involved creating several wetlands near the village of "Ouden Doel". In Kruibeke, DI continued with the construction of the first phase of an enormous flood control area. A second phase has been obtained meanwhile for the construction of the water retaining area dikes. Dredging as well as dry earth moving will be necessary to create this area called "Potpolder".

The final phase of the dredging activities for the Kluizendok was

completed in Ghent. The new Kluizendok was officially opened on 14 November 2005. DI and DEC continued with the extension and operation of the silt treatment facility Fasiver involving the remediation of 1 million cubic metres of contaminated dredging silt from the Ghent region.

As part of an overall plan to provide the city of Ostend with long-term protection against storm surges, DI and Decloet, completed in joint venture, coastal protection works, including construction of an underwater bund and beach replenishment works.

1.2. International activities

In **France**, **Germany** and **Great Britain**, DEME performed a variety of maintenance dredging work in harbours and rivers. There was a high level of activity in **Italy** and **Spain**, including several maintenance dredging projects, environmental dredging, beach replenishment, and construction of several quay walls. DEME managed to obtain new orders in Italy, Spain and **Finland** in 2005.

Several contracts were executed in **Nigeria** and **Angola** commissioned by the oil and gas industry. Maintenance dredging was performed in Bonny Channel to provide access to the LNG terminals on Bonny Island. In **Ghana**, DI continued with execution of the second phase of a major contract in Accra called the "Korle Lagoon Ecological Restoration Project".

DEME's local partner in **India**, International Seaport Dredging (ISD), completed the monsoon maintenance-dredging work for the Hazira harbour project and the LNG terminal in 2005. In addition, DI received two dredging contracts for execution in 2006 and 2007: land reclamation in the estuary of the Guatami-Godavari river and construction of a new harbour, to be paid for by Gangavaram Port Ltd.

In **Quatar**, DI was involved in two major projects in the Doha area. The majority of the dredging work for the prestigious Pearl Quatar project, which involves constructing an artificial peninsula in the form of a jewel just off the coast of the capital city of Quatar, has already been finished. Completion of the project is planned for late 2006. The dredging and land reclamation work of the platform for the new international airport of Doha consists of the borrowing at sea and reclamation of 60 million cubic metres of sand to create 1,700 hectares of new land. Completion of these activities is also planned for late 2006. In **Bahrain**, the dredging and embankment construction works for the extension of Lulu Island and creating additional islands for residential and commercial development was completed.

In **South America**, DI strengthened its presence in Venezuela with the execution of two new maintenance dredging projects in the navigation channel of the Orinoco and realignment works in the Maracaibo channel.
As part of a long-term contract for maintenance dredging in Argentina, a new maintenance campaign was carried out in the harbour of La Plata. Two new maintenance dredging contracts were obtained in Buenos Aires: one for Canal Sur and the other for Dock Sud.

Dredging International Asia Pacific (DIAP) and DI in Asia

After enjoying a high level of activity in the Asia area for six to seven years, primarily consisting of large land reclamation projects in **Singapore**, **Hong Kong** and **Taiwan**, DIAP has been confronted with the sand export ban to Signapore by both Malaysia and Indonesia since the second half of 2002.

In Singapore, DIAP continued working in joint venture on the largest land reclamation project ever carried out in that country. However, the scale of the ongoing work was significantly reduced in 2005. During the third quarter of 2005, our jumbo trailer "Nile River" was actively involved for 16 weeks in sand rehandling for the "Jurong Phase 4" consortium. Our general expectation is that the work will not be resumed at before the second half of 2006.

In the **People's Republic of China**, two contracts were executed for channel dredging in Zhanjiang. For these projects, we chartered our jumbo trailers "Nile River" and "Pearl River" to CHEC (Guangzhou Dredging). In **South Korea**, DI (as part of a consortium) was awarded an important contract within the framework of the construction of the Pusan container terminal.
The works, to be performed under subcontract to the Samsung Corporation, consist of winning sand at a distance of 100 km in deep waters (100 m) and land reclamation to create the site platform for the container terminal.
In **Papua New Guinea**, DREDECO continued working on a dredging and environmental rehabilitation project on order of OK Tedi Mining Ltd.

Tideway Marine and Offshore Contractors
In 2005, the fall-pipe ships “Rollingstone” and “Seahorse” of Tideway carried out rock dumping to protect pipelines and cables and provide stabilisation on order of a variety of large offshore pipeline installers and oil & gas companies. They were active in the Gulf of Mexico, eastern Canada and the North Sea region. In addition, they completed landfall works in Thailand and Russia (Sakhalin).

As part of a consortium with Bohlen & Doyen, Tideway was awarded an order to install the new 700 MW power cable between Norway and the Netherlands (laying and protection). Testing and survey works were carried out in 2005, and the start of the actual installation is planned for the spring of 2006.

Scaldis Salvage and Marine Contractors
Scaldis Salvage and Marine Contractors participated in a variety of large dredging and wreck salvaging activities and heavy lifting operations throughout Europe, as well as in West Africa and Egypt.

ENVIRONMENTAL ACTIVITIES: GROUND REMEDIATION PROJECTS AND STORAGE OF CONTAMINATED SLUDGE

In 2005, DEC continued to establish its reputation as the environmental specialist of the DEME group inside and outside Belgium.
Umicore in Balen awarded DEC a dewatering project with a term of ten years. The project involves a contract for the investment and exploitation of a facility for compact storage of goethite and neutralised sludge from Balen.
A project for remediation of three acid tar lagoons (neutralisation and immobilisation) in the region around Ghent was already awarded to DEC in 2004 by a large industrial concern. The design and pilot phase was continued in 2005, and the implementation is planned for 2006.
Cleanup of the A and B areas (35 ha) of the Hooge Maey domestic waste site in Antwerp was completed in 2005.
As part of a consortium, DEC was also awarded the restoration work for area C of that dump site. Large-scale bottom protection works were performed for construction of the Deurganckdok in Antwerp, for embankment protection in the inner harbour of Zeebrugge, and for construction of a controlled flooding area in Hamme.

Approximately twenty current in-situ remediation activities were continued, and approximately twenty new projects were awarded to DEC. Most of these projects run over several years.
The most important customers are petrochemical and metal processing companies. Water treatment installation units and water purification plants were maintained or constructed at various locations in the Ghent - Antwerp - Brussels region.

Outside Belgium, DEC carried out various projects in the Netherlands, Great Britain, Italy, Spain and Sweden.

Ecoterres concentrated its activities in the Walloon Region, the Brussels Capital Region and northern France, and it succeeded in securing its growing position as an environmental specialist.

BUILDING MATERIALS

DEME Building Materials specialises in mining and processing aggregates from its own maritime sand and gravel deposits for customers in the construction industry. With 180 million tonnes of proven aggregate reserves, DBM is in a position to enable the DEME group to offer an attractive alternative as a substitution for river sand on the European continent. With sand and gravel products that comply with the customers' technical specifications and the relevant national and European standards, DBM increased its market share in the various countries.

The employment degree from the DBM gravel trailer "Charlemagne" was high. Aggregates were supplied to the harbours of Le Havre and Dunkirk in France, Zeebrugge in Belgium, Fluhsing and Amsterdam in the Netherlands, and Hamburg in Germany. Deliveries to the UK market were maintained at a high level, and the future prospects there are promising.

POWER@ SEA

The DEME group further underlined its commitment to a greener Europe via its concession specialist Power@sea. Power@sea bundles the group's expertise in the area of development and construction of offshore wind farms through participations in concessions distributed throughout Europe as a joint initiator or joint concession holder. The first participation of Power@sea is in the C-Power project on Thornton Bank. It will also be responsible for maintenance following completion of the project.

C-POWER

C-Power is responsible for the design and development of an offshore wind turbine farm on Thornton Bank, which is located in the North Sea 27 to 30 km off the coast. The wind turbine farm, with a maximum installed capacity of 300 MW, represents one-third of the total Belgian commitment to renewable energy, which must be realised by 2010. DEME subsidiary Dredging International is actively involved in C-Power in collaboration with other major investors in the energy and environment sectors, including Interelectra, Ecotech Finance, Socofe, and EDF Energies Nouvelles.

C-Power already received all the permits for this project in 2004, which makes it the only surviving consortium of a group of eight that requested project approval for developing a large-scale offshore wind energy park in the North Sea. In 2005, the activities were primarily focused on detailed design and refining the legal framework, which is a basic condition for guaranteeing the financing of the project. Preparations for the foundation and construction work will start in the summer of 2006. The first six turbines will be installed in 2007. The first power grid injection is planned for September 2007.

OUTLOOK FOR 2006

DEME commenced 2006 with an order backlog of 1,390 million euro for projects to be carried out on nearly all continents. DEME expects to have favourable utilisation of its fleet in 2006 and anticipates a continuation of its good operating results. Activities in the Middle East remain at a high level. The volume of work in the growth markets of China and India is booming. Furthermore, recent developments give reason to expect that the large projects in Singapore will be resumed.

Algemene Aannemingen *Van Laere NV*

The primary focus of the Van Laere construction group is office buildings, civil engineering projects, environmental and industrial projects, and car parks. Van Laere is primarily active in Belgium, but it also has limited activities in France and the Netherlands.

AvH controlling and beneficial interest: 100%
VAN LAERE consolidated (31 December 2005)

(000 euro)	2005 IFRS	2004 IFRS	2003 BGAAP
Turnover	**178,274**	199,315	189,633
Net result	**1,401**	-923	1,177
Net cash flow	**2,100**	2,722	4,259
Shareholders' equity (part group) [1]	**24,125**	22,223	26,236
Net financial position	**20,351**	19,103	14,800
Balance total	**96,205**	98,167	347,137
Personnel	**656**	702	703

[1] *IFRS: before distribution of profits - BGAAP: after distribution of profits.*

FINANCIAL SUMMARY 2005

The earnings achieved in 2005 primarily resulted from the completion of several major projects. The contribution to the earnings from the current projects of Van Laere NV in Belgium could be termed good.
The sale of Wattiez SA (northern France) yielded a handsome capital gain for VPN SA, but it was offset by a disappointing result from Thiran SA.
On the bottom line, the result realised by Van Laere as a group was in line with the previous years, taking into account that poor performance of Van Laere Infrabouw in the Netherlands had a negative impact on the 2004 result.

OPERATIONAL SUMMARY 2005

Van Laere NV

Several major projects were completed in 2005, with the highlights being the construction of the Deurganckdok in Kallo and the Kluizendok in Ghent.
In Kuurne, the renovation of the Ring Shopping Center was completed on schedule.
The following current projects proceeded well during 2005: construction of the semi-enclosed tunnel ramp at Prinsenbeek (Netherlands) as part of construction of the HSL-Zuid (TGV) alignment, interior finishing of two wings of the new Palace of Justice in Antwerp, renovation of the first of the Silvertop Towers on the Antwerp Ring, a car park below St Pietersplein in Ghent, the Seniorcity project in Ghent, construction of a new kidney dialysis building for the University of Ghent, and renovation of the Heyman site for the University of Ghent. Additional items of note were continuation of flat construction for subsidised housing on order of the Volkshaard in Ghent and construction of a parking garage on the Trefil Arbed site, also in Ghent. In Brussels, the construction activities for the Waterside office buildings and the restoration and renovation of Merchie-Pède were continued. Renovation of the Sint-Felix warehouse in Antwerp will be completed during 2006. Finally, construction work for the new headquarters of Ackermans & van Haaren, was resumed.

Several new projects were started in 2005, including a prestigious renovation and a new construction project for the Bank J. Van Breda & C° in Antwerp South. In addition, a start was made on reconstruction of the Astridplein in Antwerp and erection of an office building in Zellik. The major new project starts also included construction of an underground car park on the former Winterslag mine site, construction of a new library for the Faculty of Law in Antwerp, and construction of underground car parks at the Lichttorenplein and the IJzerpark in Knokke.

A contract for an underground car park in Béthune (France) was awarded to Van Laere at the end of 2005.

Anmeco held its own well in the highly competitive metal structures market. The spectacular increase in steel prices during 2005 presented an additional challenge in that regard.
The work on the platform roofs of the Leuven station was continued.

Diabolo Tunnel project under the airport in Zaventem, the major effort for the study phase, which was begun in the final quarter of 2005, will continue until mid-2006. The extent to which this effort will be successful for Van Laere and qualify the company to bid on the contracts for these major infrastructure projects will not be clear until the autumn of 2006. Considering the current orders, it can be said that the result in 2006 will fulfil the defined expectations.

At the same time, structural metal parts for several Van Laere NV construction sites were delivered, including the production and assembly of the new chimney for the Silvertop Towers, the canopies for the Ring Shopping Center in Kuurne, and the steel structure for the parking garage on the Arbed site in Ghent. The effect of the synergy between the companies was more than satisfactory. Expanding this synergy with the other subsidiaries remains an important objective for 2006.

Arthur Vandendorpe
Items of note included continuation of the projects in Baasrode (restoration of an old shipyard), Sint-Katelijne-Waver (renovation of a coach house) and Oetingen (church restoration).
In addition, 2005 saw the start of a prestigious project for remodelling the Prinsenhof in Bruges (in collaboration with Van Laere NV) was started in 2005, as well as a project for remodelling the historic De Langerei premises, also in Bruges.
Despite having a well-filled order book, **Groupe Thiran** was unable to fulfil its expectations completely. The noteworthy activities included a housing project in Evere, with the final three buildings to be completed in 2006.

V.P.N. delivered more than satisfactory results in northern France. The capital gain realised on the sale of Wattiez made a significant contribution to the result. In 2006, V.P.N. intends to further pursue its specialist activities in the construction of streets and squares. The level of orders for 2006 is already more than satisfactory.

Van Laere Infrabouw BV experienced a further reduction in its activities. The planned reorganisation and cutback in activities was continued in 2005.

OUTLOOK FOR 2006

Several important orders were initiated or further executed in 2006. These orders were obtained under persistent conditions of elevated price pressure due to the prevailing competitive situation. For the Oosterweel Connector project in Antwerp and the

Financial services

Bank Delen NV

Bank Delen is focused on asset management for a broad clientele largely consisting of private individuals. The total value of the assets under management was 9.2 billion euro on 31 December 2005.

AvH controlling and beneficial interest: 75%

DELEN INVESTMENTS consolidated (31 December 2005)

(000 euro)	2005 IFRS	2004 IFRS	2003 BGAAP
Bank product	**75,878**	51,626	44,912
Net income	**25,901**	21,335	16,852
Net cash flow	**29,008**	21,820	20,200
Shareholders' equity (part group) [1]	**134,380**	118,433	96,254
Funds under management	**9,192,121**	6,753,012	5,910,311
Cost-income ratio	**42.8%**	38.2%	43%
Return on equity	**20.5%**	18.9%	18.1%
Personnel	**168**	119	114

[1] *IFRS: before distribution of profits - BGAAP: after distribution of profits.*

FINANCIAL SUMMARY 2005

Gross operating revenue increased by 47% from 51.6 million euro to 75.9 million euro.
The contribution to this result was provided primarily by further net growth in the assets under management (+36%). The acquisition of Banque BI&A provided additional deposits of 810 million euro, which yielded an additional operating revenue of 6 million euro.

For comparison, the gross revenue was 59 million euro at the time of the last peak of the international stock markets in 2000. The increase in 2005 relative to 2000 (for the same perimeter) amounted to approximately 18%, which is nearly the same as the average inflow of new capital over the same period (+20%).

The growth at the net profit level was 21%: the net consolidated profit in accordance with the IFRS standards rose from 21.3 million euro to 25.9 million euro.
The capital gains on the long-term portfolio (0.8 million euro) were less than in 2004, in part due to lower capital gains from the sale of the bank's own investment portfolio, which largely consists of government bonds.

The operating expenses were 29 million euro, of which 6.3 million euro originated from Banque BI&A. The increase amounted to 14% (22.7 million euro) on a like-for-like basis, primarily attributable to increased depreciations relating to IT investments and to personnel costs.
Bank Delen also made further investments in 2005 in strengthening its commercial teams by recruiting relationship managers and patrimony advisors. Despite a (temporary) increase in costs resulting from acquisition of Banque BI&A, the cost-income ratio remained at the extremely competitive level of 42.8%.
Considering the current restructuring costs during the business year, the contribution of Banque BI&A to the consolidated operating result of the Delen Group was close to the break-even level. The consolidated shareholder equity (before profit distribution) as of 31 December 2005 was 134.4 million euro, compared with 118.4 million euro at the end of 2004.
The return on shareholder equity (average value) is presently 20.5%.

OPERATIONAL SUMMARY 2005

The total assets entrusted to the Delen Group as of 31 December 2005 was 9,192 million euro, which amounted to an increase of 2,439 million euro relative to the end of 2004 (6,753 million euro). Of that increase, 810 million euro is attributable to the acquisition of Banque BI&A in Luxembourg.
Banque BI&A was acquired from AXA Bank Belgium in April 2005. It has approximately 3,600 customers.
The assets under management have remained relatively stable since the acquisition, and the portfolios and operating activities have been integrated into the organisation of Bank Delen Luxembourg.The internal growth of Bank Delen in 2005 yielded a net inflow of new assets in the amount of 365 million euro.

Bank Delen now has more than 18,000 private customers. The bank has signed more than 10,600 discretionary mandates, which in terms of volume represent more than 70% of the total assets under management.

Bank Delen manages 4,748 million euro for its private customers based on discretionary mandates and 1,721 million euro in investment funds that it develops and markets on its own initiative. In addition, its customers entrusted the bank with assets in custody and advisory mandates in the amount of 2,723 million euro.

Bank Delen again maintained its reputation for prudent management in 2005, but it was nevertheless able to offer very positive returns on the managed portfolios by virtue of several right choices with regard to sectors and markets.

The strengthened team of specialised patrimony advisors (presently eight persons) also played a significant role in 2005 by providing well-considered, practical advice to customers to help them structure their assets optimally with regard to succession, tax and estate planning considerations.
The number of new measures taken in the Flemish, Belgian and European contexts makes it necessary to take a specialised approach with expert knowledge in order to provide the right answers to customer questions. Following the EBA (fiscal amnesty) in 2004, 2005 saw a host of new measures in rapid tempo: the introduction of the European tax on savings, regulations regarding elimination of bearer securities, regulations issued by Brussels and the Walloon Region regarding a reduced tax rate on gifts, new options for regularisation declarations, a tax levy on insurance contracts, and taxes on investment funds.
The patrimony advisors of Bank Delen attempt to create a coherent vision for their customers that avoids risks and maintains their capital fully useful. They organised 50 seminars and speaking events in 2005 at various locations throughout the country, which allowed them to reach 3,100 interested parties. Those activities made use of resources of the branch network of Bank J. Van Breda & C° as well as independent consultants of wealthy private persons.

In the meantime, the various branches of Bank Delen in Antwerp, Rumbeke-Roeselare, Liège and Brussels continued to contribute to the growth in assets under management.
Besides the main branch in Antwerp, the growth in West Flanders and Brussels is especially promising, and it still holds a large potential thanks to the strengthened teams.
Bank Delen also makes its expertise as an asset manager available to the 43 branches of Bank J. Van Breda & C°. On 31 December 2005, Bank Delen managed 1,038 million euro on behalf of customers affiliated with Bank J. Van Breda & C°. In addition, Bank Delen manages a total of 375 million euro that is invested in investment funds promoted by Bank J. Van Breda & C° among its customers.

Bank Delen has 168 employees, including the personnel acquired from Banque BI&A. Of that number, 107 employees have direct contact with customers. The Delen group also has 54 relationship managers and 8 patrimony advisors.

Further investments were made in 2005 to upgrade the central data processing hardware in order to ensure rapid, efficient and above all secure provision of services to customers, both now and in the future. Bank Delen has a team of 15 IT specialists in support of that objective.

OUTLOOK FOR 2006

The growth in assets under management during recent years will almost automatically contribute to a further increase in the recurring results of the bank. Banque BI&A is also expected to make its first positive contribution to the consolidated operating result in 2006.

In that respect, the bank is dependent on the state of the stock markets. Although the general economic prospects for 2006 are certainly not pessimistic, the markets could still be impacted by geopolitical or international imbalances or uncertainties.

The strong equity basis of Bank Delen enables it to selectively look for external growth opportunities in Belgium, and possibly outside Belgium as well. In that regard, Bank Delen intends to maintain a continued focus on asset management for a broad base of private customers.

Bank J. Van Breda & C° NV

Bank J. Van Breda & C° specialises in acting as a reference bank for family entrepreneurs and the liberal professions, for both their private and business interests.

AvH controlling and beneficial interest: 75 %
BANK J. VAN BREDA & C° consolidated (31 December 2005)

(000 euro)	2005 IFRS	2004 IFRS	2003 BGAAP
Bankproduct	**90,922**	84,373	83,799
Net result	**28,811** [1]	24,422	19,599
Shareholders' equity (part group) [2]	**237,170**	201,309	133,800
Balance sheet total	**2,666,736**	2,381,724	2,007,425
Total amount invested by clients	**3,537,549**	3,117,883	2,672,808
Private loans granted	**1,670,248**	1,671,220	1,450,610
Cost-income ratio	**51%**	54%	54%
Return on equity	**13.2%**	12.7%	15.1%
Bis Tier 1 Capital Ratio	**10%**	8.3%	
Personnel	**380**	393	395

[1] *Before capital gains (22.6 million euro) on the sale of Leasing J. Van Breda & C°.*
[2] *IFRS: before distribution of profits - BGAAP: after distribution of profits.*

FINANCIAL SUMMARY 2005

Bank J. Van Breda & C° achieved a record result of 51.4 million euro in 2005, of which 22.6 million euro resulted from an extraordinary capital gains realised on the sale of its small-ticket leasing subsidiary Leasing J. Van Breda & C°. The underlying net profit from operations in 2005 increased by 18% to 28.8 million euro (2004: 24.4 million euro).

The consolidated banking product rose by 7.8% to 90.9 million euro.

The increase in costs was limited to 3% in 2005, despite ongoing investments in additional sales and marketing staff and IT applications. These future-oriented commitments were more than offset by the growth in revenue. As a result, the cost-income ratio dropped to the especially strong level of 51%, compared with 54% in 2004.

The writedowns and provisions for loans dropped to an especially low level of 1.7 million euro (versus 3.9 million euro in 2004).

The bank realised a capital gain of 1.4 million euro in 2005 from sales of securities, compared with 1.8 million euro in 2004.

In response to the sale of Leasing J. Van Breda & C°, the majority of the loans advanced to Leasing J. Van Breda & C° by Bank J. Van Breda & C° were repaid prior to maturity. That resulted in a revenue of 2.3 million euro in the form of reimbursement fees and capital gains on settlement of hedging instruments.

As a result of application of the accounting standards of the International Financial Reporting Standard (IFRS) starting in 2005, the shareholder equity of the bank increased by 59.5 million euro on 31 December 2005 from the value of 141.8 million euro based on Belgian accounting legislation (after distribution of dividend) to 201.3 million euro based on current IFRS principles (before distribution of dividend). This positive difference is primarily due to the internal security fund (26.6 million euro), which becomes visible under the IFRS rules.

There is also an impact from other asset and liability positions that are valued differently. The shareholder equity was 237 million euro at the end of 2005, which represented an increase of 35.9 million euro relative to 31 December 2004.

The solvency ratio increased to 14.4% versus 12.3% in 2004, compared with a minimum requirement of 8%. The ratio based on shareholder's equity in the narrow sense (Tier 1) rose to 10% (2004: 8.3%), compared with a minimum requirement of 4%.

OPERATIONAL SUMMARY 2005

The niche strategy of Bank J. Van Breda & C°, which is specifically oriented toward entrepreneurs and self-employed professionals, has proved to be successful. The large number of entrepreneurs and self-employed professionals who have become

customers in recent years are entrusting an increasing portion of their banking affairs to the bank. Furthermore, the proportion of customers in the entrepreneurs and self-employed professionals target group is steadily increasing (by 3.5% in 2005).
Bank J. Van Breda & C° presently has 43 branches in Belgium, including 1 in Brussels and 5 in Wallonia. The bank has 380 employees at present, of which more than 100 have customer responsibilities. In total, 61% of the employees have direct contact with customers.
For the second year in a row, Bank J. Van Breda & C° achieved a growth of 20% in loan volume from target-group banking activities. They increased to 1.400 million euro (2004: 1,164 million euro).
The bank pursues a rather restrictive loan policy, with loan only being advanced to target group customers who aspire to or maintain a global relationship with the bank for their private financial affairs as well as their business affairs.
Invested customer assets experienced a record growth in 2005 of 420 million euro (+13%) to 3,538 million euro. Customers continued to build up their assets via the bank at an unabated rate. Customer deposits remained practically unchanged at 1,466 million euro. The volume of off-balance-sheet investments increased sharply (by more than 25%) to 2,071 million euro.

With that, the bank increasingly positioned itself as a "private and professional banker" for its customer group of entrepreneurs and self-employed professionals, in addition to being a loan provider for its customers. The volume of assets under management increased by 27% in 2005. Bank Delen presently manages 1,038 million euro in assets for customers of Bank J. Van Breda & C° (814 million euro in 2004). There was a steady inflow of new capital from existing and new customers.

Investment funds also exhibited an attractive growth to an invested capital of 237 million euro (191 million euro in 2004). The favourable stock market climate encouraged customers to invest more in shares.
At the same time, insurance investments again increased by 24% to a volume of 739 million euro.

On balance, the volumes of all of these off-balance-sheet investments showed very strong collective growth. As management fees and up-front charges are under pressure, growth in commission income was slightly weaker than growth in volume (21% versus more than 25%).
Bank J. Van Breda & C° is also active in the car financing and leasing sector via its subsidiary Van Breda Car Finance. Here the extranet application www.vanbredavendor.com has played a crucial role in the business process for several years already.
The value of the total portfolio was 241 million euro at the end of 2005, which represents an increase of 3.6%.
Thanks to stringent cost control and continued risk management, a further increase in earnings was also achieved in 2005.
In September 2005, Bank J. Van Breda & C° and BNP Paribas Lease Group (BPLG) announced signing of an agreement for acquisition of Leasing J. Van Breda & C° by BPLG.
Leasing J. Van Breda & C° specialises in small-ticket vendor leasing (leasing to professionals for amounts less than 250,000 euro). It offers vendors of office equipment, computer hardware and software, telecommunication equipment and medical equipment fast leasing solutions via the internet.
Leasing J. Van Breda & C° is the market leader in its niche market in Belgium, with a market share of 22%. On 30 September 2005, the company managed a portfolio valued at 233 million euro with 28,000 contracts.

The decision to sell Leasing J. Van Breda & C° was consistent with the vision of Bank J. Van Breda & C° to anchor Leasing J. Van Breda & C° in an international group that could offer its customers and employees good future perspectives. BPLG is the European market leader in leasing technological equipment and manages a portfolio valued at approximately 16 billion euro. As a result of the sale its shares in Leasing J. Van Breda & C°, Bank J. Van Breda & C° realised a capital gain of 22.6 million euro.

OUTLOOK FOR 2006

In the past years, Bank J. Van Breda & C° has developed a unique position with respect to its target customer group of family entrepreneurs and self-employed professionals.
Further growth of the bank can be assured by expanding the volume of products used by the existing target customer group and gradual but continuous growth in the number of new customers.
The new branches in Brussels and Wallonia are expected to make an increasing contribution to the overall result. Upgrading of the commercial branches and a major expansion of the number of employees with customer responsibilities are expected to further strengthen the profile of the bank with respect to its target customers.
In 2005, the bank achieved an exceptional level of growth for the second year in a row (+25% in 2004, +18% in 2005). The write-offs of loans also remained at an extremely low level during the same two years. That makes the objective of increasing the result from banking operations again in 2006 very ambitious.

In addition, the impact of the sale of Leasing J. Van Breda & C° would have to be offset in 2006 by further growth in recurrent contributions from core activities. As a result, it is unlikely that 2006 will be the eleventh year in a row with growth in profits.

Group Leasinvest - Extensa

Extensa is active as a property developer (200 ha) and real estate developer, with major projects in Belgium and Luxembourg and incipient activities in Eastern Europe. Leasinvest Real Estate Comm. VA is a publicly traded real estate investment trust with a real estate portfolio valued at 280 million euro.

AvH controlling and beneficial interest: 100%

LEASINVEST consolidated (31 December 2005) [1]

(000 euro)	2005 IFRS	2004 IFRS	2003 BGAAP
Tot. Operating income	**12,035**	18,424	14,864
Net result	**11,907**	1,120	5,352
Net cash flow	**7,697**	7,633	7,071
Shareholders' equity (part group) [2]	**76,366** [3]	65,976 [3]	60,332
Net financial position	**-119,856**	-120,753	-152,444
Balance sheet total	**223,311**	214,630	244,394
Personnel	**21**	21	21

[1] *Extensa owns 35.5% of the real estate investment trust LRE. LRE is accounted for using the equity method in the consolidated accounts of Extensa.*
[2] *IFRS: before distribution of profits - BGAAP: after distribution of profits.*
[3] *Subordonated loan for the amount of 13.9 million euro of AvH included.*

FINANCIAL SUMMARY 2005

In 2005, the Extensa group booked a consolidated net profit of 11.9 million euro (2004: 1.1 million euro). Of that amount, 6.4 million euro originated from recurrent contributions from the real estate investment trust Leasinvest Real Estate Comm.VA, in which the group holds a 35.5% interest.

Non-recurrent results in the form of writebacks of previously made provisions had a positive effect on the consolidated profit in the amount of 3.6 million euro.
The contribution of operating activities to the consolidated profit was 2.6 million euro.
As a consequence of application of the IFRS rules, the investment portfolio and financial instruments of Extensa must now be booked at fair market value, which had a negative impact of 0.8 million euro on earnings. In 2005, Extensa made preparations for execution of several real estate projects and sales of buildings, which are expected to have a significant impact on earnings starting in 2006.

OPERATIONAL SUMMARY 2005

Extensa group (excluding Leasinvest Real Estate Comm. VA)

On one hand, Extensa has a real estate portfolio with a total value of 84.4 million euro, which primarily arises from real estate leasing and rental activities and which generates a gross rental yield of 9.84%. Extensa can hold specific internally executed projects in its portfolio for a certain length of time and, as an investor, actively manage this portfolio in the medium term according to the evolution of the real estate market.
On the other hand, as a developer Extensa holds a land bank of approximately 200 ha. Development projects are in preparation for half of that area. These projects have a primarily residential nature or a mixed nature (in part with offices, and in part with logistics operations).

Only a limited number of land parcels could be offered for sale in 2005. They included a development in Duffel, where the remaining eleven lots and a parcel for multi-family residential buildings were sold.

During 2005, a development permit was received for a property parcel in Herent (twenty lots) and several new applications were submitted, which are expected to result in permits in 2006. These projects, which amount to approximately 190,000 m² in total, are located in East and West Flanders, Antwerp and Hainault. They can be subdivided into approximately 203 lots or residential units.

In addition, it is anticipated that development of 500 residential units in Ghent can be started in 2006 on a site with an area of 130,000 m², and they are expected to be developed and sold in the 2006-2009 time frame.

Extensa is also active as a property developer inside and outside Belgium. The first phase of a property development on the Tour & Taxis site in Brussels (a 50% joint venture with Robelco) has been completed. Thanks to a successful design and unique positioning, the Koninklijk Pakhuis (with 32,000 m² of loft offices and 7200 m² of retail space) was nearly fully rented. The market position of the Openbaar Pakhuis (18,000 m²) as a trade fair and event hall was affirmed, and its occupancy rate was improved. Due to the increased level of activity on the site and national and international interest in this project, Tour & Taxis has become a prominent address, which directly creates the basis for further development of the site.
That requires a special land use plan, which must be developed by various government bodies in Brussels.
That process is expected to be completed during 2006.

Citérim NV (49%; active in Wallonia and Flemish Brabant) sold its shareholding in Vedas NV, which owns an office building next to the Ottignies station. Implant (50%) sold an office building in the centre of Brussels and won the competition for redevelopment of the former municipal swimming pool in the centre of Leuven.

In the Grand Duchy of Luxembourg, good progress was made on the master planning for a development located in the southern part of the city of Luxembourg. A new joint venture was founded in June 2005, in which Extensa presently still holds a 25% share of the project in addition to a Luxembourg family (25%) and Bouwfonds Property Development (50%). The infrastructure portion of the master plan was approved in 2005, and the building programme (400,000 m² with a variety of uses) is expected to be approved in 2006.

Extensa also participated in its first development project in Eastern Europe. In conjunction with other Belgian partners, Extensa took a 30% share in the development of a retail park with an area of 45,000 m² in Romania (Targu Mures).
Extensa is presently examining other potential projects in that region, with an eye to possible collaboration with local and/or regional investors on an individual project basis.

Leasinvest Real Estate Comm.VA (35.5% shareholding)
The ("fair value") of the real estate portfolio on 31 December 2005 was 272.2 million euro (compared with 287.4 million euro at the end of 2004). This decrease was related to the divestments made during the second half of the previous business year.
The total value of the investments (before deduction of transaction costs) was 279.2 million euro. As of 31 December 2005, that portfolio encompassed a total area of more than 190,000 m² distributed over 16 buildings. The composition of the portfolio is 76% office buildings, 11% semi-industrial buildings, 6% logistics and 7% retail.
The buildings are primarily located in the Brussels region, in particular 14.3% in the CBD, 36% decentralised, 16.5% peripheral and 11% on the Avenue Louise, with the remaining portions being located in Ghent (14%) and Antwerp (8%). The average duration of the portfolio is 4.9 years. The occupancy rate as of 31 December 2005 increased slightly to 92.97% (2004: 92.44%). The rental yield was 7.11% as of 31 December 2005 (2004: 7.36%).
LRE closed the business year on 31 December 2005 with net earnings of 15.3 million euro. The balance sheet total was 281.9 million euro. The debt ratio decreased to 32.3%, which

generated a considerable free investment capacity relative to the maximum limit of 50%.

The share price of LRE fluctuated between 56 and 73.35 euro during 2005. The closing price on 31 December 2005 was 66.20 euro. The share dividend yield during the 2004-2005 business year was 6.27%.

OUTLOOK FOR 2006

Extensa will have a very active year in 2006, with land development activities making a strong contribution to earnings for the first time and several real estate projects being developed.

Leasinvest Real Estate intends to further increase the occupancy rate in 2006 and selectively build up its portfolio to 400-500 million euro by acquisition of diversified real estate portfolios or attractive projects.

LRE and Extensa are both actively pursuing a large number of new projects. Real estate and land development projects often require many years to mature, so the timing of the implementation of the projects, and thus the capital gains, is often uncertain.

ASCO NV / BDM NV

Asco is an insurance company licensed to operate in Belgium and the Netherlands. Asco Life is the life insurance company of the group and is active in "Tak 23" products. BDM and its fully owned subsidiary Bruns in Brink (Wormer in the Netherlands) is an agent for insurance companies (including Asco) and primarily active in the maritime and industrial sectors. The position of BDM was further strengthened in December 2005 by acquisition of its rival Minerva.

AvH controlling and beneficial interest: 50%
ASCO NV (31 December 2005)

(000 euro)	2005	2004	2003
Gross premiums	**15,166**	16,241	16,044
Net result	**1,282**	876	127
Net cash flow	**7,589**	6,982	6,106

AvH controlling and beneficial interest: 50%
BDM NV (31 December 2005) [1]

(000 euro)	2005	2004	2003
Premiums earned	**67,912**	67,866	63,230
Turnover	**7,378**	7,179	6,636
Net income	**582**	642	612
Shareholders' equity	**3,749** [2]	3,167	2,865
Personnel	**83**	81	78

[1] *Combined figures BDM - Bruns ten Brink (Belgian GAAP).*
[2] *Before distribution of profit.*

For the fifth successive year, the overall activities of the Asco/BDM group remained spared from excessively severe or overly frequent claims. That led to a high level of satisfaction in the companies represented by BDM. It also forms a contrast to the consequences of hurricanes Katrina and Rita and other natural disasters for the insurance sector.

Asco NV

Asco decided to increase its own retention again in 2005, with the consequence that it was able to reduce the proportion of premiums surrendered to reinsurers. That is incidentally a trend that has been underway for several years already, but which is nevertheless being further pursued with suitable prudence. Partly as a result of this decision, net collected premiums increased by 0.51 million euro thousand relative to 2004. The reserves amounted to 15.29 million euro (2004: 16,641,000 euro), compared with a total premium volume of 15.17 million euro (2004: 16.24 million euro).
Based on Belgian GAAP, Asco achieved a net profit of 1.3 million euro (2004: 0.88 million euro). The appreciation in the value of the investment portfolio of Asco is also expressed in the IFRS presentation of the figures, which causes the profit to increase to 1.8 million euro.

Asco Life NV

Despite more favourable market conditions, the insurance company, which was only founded in 2002, found it difficult to maintain the pace of growth exhibited in the past years. The new management of Asco Life, which was put in place during the third quarter of 2005, is contemplating possible adjustments to the product range in order to generate more interest among a larger group of direct agents.

BDM NV

The BDM group consists of three entities since late 2005: BDM, its acquired rival Minerva, and the Netherlands company Bruns in Brink. In 2005, BDM realised premium volumes of 67.9 million euro (40 million euro by BDM, 27.9 million euro by Bruns ten Brink). Added to the premiums of Minerva (22.4 million euro), this represents 90.3 million euro.

Acquisition of Minerva not only strengthened the market position of BDM, but also contributed to a better balance between the maritime operations and the business and trade operations. Minerva's employees and activities will be integrated into the BDM organisation during 2006.
BDM financed the acquisition of Minerva entirely from internal funds and credits. Despite difficult market conditions, Bruns in Brink provided a profit contribution of 0.2 million euro.

OUTLOOK FOR 2006

After a fairly good underwriting result in the major sectors, such as fire, industrial and transport, a decrease in several premium rates was observed for the coming year. For that reason, various companies in the group will have to respond alertly to the opportunities offered by the market.
The completed merger of BDM and Minerva can in any case be expected to contribute to stronger earnings (excluding the effects of valuation of the investment portfolio).

Private equity

Sofinim NV

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

AvH control and shareholding percentage: 74%.

FINANCIAL SUMMARY 2005

2005 was an exciting year for the European private equity sector. Persistently low interest rates, a gradual strengthening of the dollar, and the reversal of the economic trend in Germany generated a relatively optimistic economic climate. Remarkably enough, the sharp increase in petroleum prices, along with a continued increase in the prices of other raw materials, was unable to put a damper on the situation (at least not yet). All of that was reflected in rising share prices and a high level of interest in venture capital. As a result, many investment funds that were sitting at the end of their investment horizons were able to achieve optimal results when selling their shareholdings, which simultaneously enabled them to establish track records in order to attract new funds. On the other hand, low interest rates and the ready availability of bank financing enabled buyers, who are increasingly drawn from the private equity sphere, to pay high prices. The present situation in the financial markets leads us to believe that these trends will persist in 2006. A large amount of investment money is still looking for a good use, while new players (such as hedge funds) are also appearing on the market. Part of the challenge will be to ensure the health (including the financial health) and investment potential of the acquired companies in the event of a trend reversal, such as rising interest rates, a falling exchange rate for the dollar, etc.

Most of the organisations in which Sofinim holds an interest were able to take advantage of the above-mentioned economic climate in 2005. For instance, Atenor, Hertel, NMC, Oleon, UBF and the VUM (Synvest) continued their illustrious progress. Alural, Arcomet, Corn. Van Loocke and E5-mode (SCF), by contrast, experienced a transition year. With regard to the latter organisations, Sofinim was often able to play a supporting role alongside the entrepreneurs, management or families constituting its partners.

In addition, Sofinim succeeded in making several handsome partial exits, such as with Net Fund Europe and Telenet (via an IPO). The net result from selling the Telenet holding is currently being held in the retained earnings of Sofinim. In September 2005, Sofinim and the family majority shareholder of the Aviapartner group sold all their shares in the group to a consortium formed by 3i, a major European private equity player, and several managers of Aviapartner. Aviapartner is active in flight dispatching for passenger and cargo flights at 31 airports in 5 countries. During the 10 years that Sofinim was involved with Aviapartner, the turnover increased from 155.6 million euro in 1995 to 267.6 million euro in 2004, and the operating cash flow increased from 13 million euro in 1995 to 27 million euro in 2004. Over the investment period of 1995-2005, Sofinim realised an IRR of 16.5% on this transaction and achieved a capital gain of 33 million euro. With this, Sofinim again demonstrated that a long-term perspective does not have to come at the expense of yield, and furthermore that partnership with Sofinim can lead to substantial growth.

However, economic conditions were not equally positive everywhere, and in some cases an increase in scale was advisable for several shareholdings via mergers (or partial mergers) or trade sales, including the situation with Idoc. In combination with the majority shareholders, Sofinim sold Cyril Finance, a medium-sized French financial enterprise that specialises in fund management and is primarily oriented toward institutional clients, along with limited brokerage activities as a member of the stock exchange, to the French brokerage firm Oddo.

With regard to Illochorma, Sofinim and Ackermans & van Haaren also brought the American Spear Group in as an industrial partner. Initially, the Spear Group acquired a 25% interest in the group by merger of its European activities enabling IlloSpear – the new

name of the groupe - to position itself better as a major player in the rapidly developing market for transparent, self-adhesive labels. In the context of a general renegotiation with Illospear's banks, AvH and Sofinim decided after the end of the financial year to transfer their entire holding in Illospear to their American. Sofinim took over the shareholding of Illospear in its German subsidiary Engelhardt Drück and suitable efforts were made to ensure that this new period for Illospear could be initiated as well as possible.
These transactions resulted in a capital loss of 20.6 million euro on the level of Ackermans & van Haaren.

Despite examination of many potential candidates, of which some will probably materialise in 2006, no new equity placements were made in 2005.
Instead, 2005 was characterised by a high volume of follow-up investments in the amount of 20.2 million euros, including investments in Engelhardt, Telenet, UBF, Mercapital and Alural. The divestments, which have already been mentioned, totalled 81.3 million euro, which was the highest ever divestment figure for Sofinim.
The value following IFRS, which better reflects the evolution of the value of Sofinim, increased by 19% as a result of the above-mentioned exits and the economic climate, and it amounted to 333.8 million euros at the end of 2005.

The profit contribution from Sofinim to the consolidated earnings of Ackerman & van Haaren was 25.3 million euro [1]. Positive contributions included a strong improvement in the contribution by Atenor, Axe Investments, Hertel and Oleon. On the other hand, Cindu, Egemin, Idoc, Idim IlloSpear and SCF made minor contributions.

Based on the present insights and strategy, Sofinim expects to make a limited number of new equity placements in 2006, but its foremost priority is to support the growth ambitions of its existing holdings.

[1] *Prior to distribution of a dividend of 8 million euro.*

Oleon Holding (000 euro)

	2005	2004
Turnover	**268,086**	258,593
EBITDA	**26,467**	22,781
Net result	**10,413**	5,841
Shareholders' equity (part group)	**50,154**	39,529
Net fin. position	**-47,661**	-58,737

OPERATIONAL SUMMARY FOR 2005

Following a successful turnaround in 2004, **Oleon Holding** (Sofinim 31.6%) had an even stronger year in 2005. Oleon is one of the market leaders in the European oleochemical market. It processes vegetable oils and animal fats into biologically degradable raw materials for use in detergents, cosmetics, foods and industrial products (such as lubricants). Oleon achieved a consolidated net profit of 10.4 million euro on a turnover of 268 million euro. That result included non-recurring costs in the amount of 2.4 million euro arising from termination of the fatty acid activities in Sandefjord (Norway). In 2005, Oleon made preparations for starting up a biodiesel production facility. In light of its available and proven technical expertise and significant glycerine activities, Oleon is uniquely positioned to become a significant player in the market for biofuels in Belgium, and possibly later on in Europe. This new diversification is intended to help absorb possible economic shocks in the conventional oleochemical market.

SCF (000 euro)

	(28.02) 2005	(28.02) 2004
Turnover	**105,206**	124,858
EBITDA	**15,869**	19,927
Net result	**3,033**	4,859
Shareholders' equity (part group)	**27,972**	29,828
Net fin. position	**4,268**	-7,678

Figures 2005 are not yet available as the financial year ends on 28.02.2006.

The publicly traded company **SCF** (Sofinim 25%) operates the E5-mode chain of retail clothing shops in Belgium and Lithuania. Its primary focus was on E5-mode in Belgium. The negative spiral of decreasing turnover was stopped in 2005, and the consolidated turnover was only slightly reduced. The recurrent profit remained approximately the same as in the previous year, even despite a difficult first six months. The new management team managed to achieve a repositioning of the collection, in part by means of a stronger focus on the composition and adjustments in sourcing. The cost base remained well under control in a slightly rising but hesitant market. The warm autumn season made for a tricky market situation. The small Belgian retail chain Sportorama was sold in a manner that was satisfactory to the customers and personnel. The retail arm in Lithuania was cut back significantly and partially placed in liquidation. That will be further rounded out in 2006. As a result, the non-recurring costs resulting from the further emphasis on retail again had a substantial impact on net profit, which nevertheless increased slightly thanks to the previously mentioned operational recovery. SCF is facing major investments in 2006, and probably in the years thereafter as well, in order to work on building a renewed future.

NMC (Sofinim 22.2%) managed to show good operating results again in 2005, despite a sharp increase in the prices of raw materials and the investments in international expansion. In Russia, further investments were made in a local affiliate. In the Czech Republic and Slovakia, two companies active in producing and selling decorative products were acquired. In Spain, NMC launched its own sales organisation. The net profit was negatively affected by several nonrecurring costs associated with restructuring of activities in Belgium and the accounting treatment of pension obligations in England. With a turnover of 124 million euro in Europe, NMC is a reference company in the area of extruded and formed foam products based on polyethylene, polystyrene, polyurethane and synthetic rubber. The group consists of four business units: the Decorations business unit (decorative products for interior furnishing and façades), the Insulation business unit (insulation products for the heating, sanitary and insulation sector), the Nomafoam business unit (including industrial packaging for the automotive sector, as well as sports and recreation products), and the Do It Yourself business unit (decoration and insulation products). In early 2006, NMC achieved a significant expansion of its international network by acquiring two Finnish companies active in producing and processing cross-linked polyethylene foam products.

NMC (000 euro)	2005	2004
Turnover	**123,674**	115,687
EBITDA	**19,943**	19,349
Net result	**4,845**	8,625
Shareholders' equity (part group)	**30,938**	28,707
Net fin. position	**4,531**	986

Engelhardt Drück (Sofinim 100%) is located in Germany and prints labels for the food and beverage industries. The company primarily uses offset technology for that purpose. Engelhardt is unquestionably one of the most important players in the German market, and it has achieved significant growth in recent years. The turnover was nearly 63 million euro in the past business year.

Engelhardt Drück (30 Sept.) (000 euro)	2005	2004
Turnover	**62,902**	66,778
EBITDA	**3,481**	4,321
Net result	**504**	1,329
Shareholders' equity (part group)	**8,255**	7,751
Net fin. position	**-1,528**	-466

UBF

(000 euro)	2005	2004
Turnover	**118,210**	77,840
EBITDA	**20,891**	16,031
Net result	**2,505**	3,063
Shareholders' equity (part group)	**17,989**	15,650
Net fin. position	**-58,328**	-51,205

United Broadcast Facilities International (Sofinim 38.8%), with headquarters in Hilversum (Netherlands), continued its international expansion in 2005 with the acquisition of CTV Outside Broadcast Facilities in the United Kingdom. UBF International is a full-service broadcast and multimedia facilitating company that provides creative technical solutions to producers, broadcasters and businesses in the European broadcast industry. The company was founded in 1982, and it presently has 900 full-time employees distributed over the following affiliates: United Nederland (Netherlands), Cinevideogroep (Netherlands), United Decor (Netherlands), NOB Studios Hurth (Germany), 25% TV Unit (Germany), Event Factory (Germany), Videohouse (Belgium), CTV Outside Broadcasts (Great Britain), United Portugal (Portugal), and United Hungary (Hungary). A turnover of 118 million euro was achieved in 2005, which represents an increase of 51% relative to 2004. The net profit was 2.5 million euro. At the start of 2006, a new shareholder was also recruited: Allianz Capital Partners (ACP), which took over the share package of NPM Capital. Acquisition by ACP, gives a major boost to the international growth ambitions of UBF International, which aspires to become a major European player in facilitating multimedia audiovisual productions. That ensures that UBF International can continue to respond to customer needs with high-quality resources and employees, even under changing market conditions.

VUM Media

(000 euro)	2005	2004
Turnover	**336,782**	318,571
EBITDA	**34,240**	33,838
Net result	**9,249**	10,682
Shareholders' equity (part group)	**54,812**	49,073
Net fin. position	**-35,447**	- 24,867

De VUM group, in which **Synvest** (Sofinim 48.3%) held a 29.5% interest at the end of 2005, is the largest newspaper group in Belgium with a total paid circulation of 467,213. It publishes De Standaard, Het Nieuwsblad and Het Volk in Flanders and Vers l'Avenir in Wallonia. VUM also achieved a significant third place in the market for free local papers with Passe Partout, which has a circulation of 4,000,000 distributed over 104 local editions. Consolidation of numerous acquisitions of local newspapers will yield significant growth potential for Passe Partout. In 2005, a major decision was taken to centralise printing activities for all of the newspapers and invest in three new presses. The VUM group also has a highly profitable graphics division that achieved a turnover of 76 million euro. VUM is additionally active in the local radio market in Antwerp, East Flanders and Brabant, and it has a 40% shareholding in the TV production firm Woestijnvis. With a consolidated turnover of 336 million euro, the VUM group achieved its second-best result ever with earnings of 9.2 million euro. At the start of 2006, Synvest increased its shareholding in VUM Media to 32.8% in response to the departure of another shareholder.

In 2005, the Netherlands company **Hertel Holding** (Sofinim 36.0%) once again posted an increased turnover as well as a higher net profit. Following a strategic exercise, Hertel regrouped its activities into three main divisions: Integrated Services (74% of the turnover), Market Services (17% of the turnover) and Production & Trade (9% of the turnover). The Integrated Services division provides a total package of project and maintenance services (including insulation, scaffolding construction, abrasive blasting and preservation), primarily for the chemical (including petrochemical) and electrical industries. Market Services is active in water treatment (combating Legionella), providing accommodations and specialised modular units for the offshore, shipbuilding and defence industries, asbestos removal, maintenance and dismantling of nuclear installations, and provision of temporary employees. Production & Trade is active in seals, rubber sheeting and insulation materials for construction and industrial applications.
Hertel achieves 50% of its turnover in the United Kingdom and Ireland, and it is the market leader in the industrial services area. Hertel also occupies a strong position in the Netherlands, Belgium and Lithuania. Germany and Eastern Europe are additional important markets. Hertel is active internationally on a project basis. All business units showed growth in turnover and earnings from operations. In the Netherlands, Hertel achieved a good recovery following a difficult period.
In 2005, Hertel acquired CKT Projects (Netherlands: specialised modular units for the offshore, shipbuilding and defence industries) and Nordot Engineering (United Kingdom: mechanical maintenance). A smaller Belgian acquisition in the asbestos removal area was well integrated. Additional pre-operating losses were booked in the markets that were further explored (nuclear maintenance). There was a temporary economic downturn in Ireland. The outlook for 2006 is good.

Hertel Holding (000 euro)	2005	2004
Turnover	**390,192**	335,207
EBITDA	**18,053**	17,025
Net result	**5,592**	4,261
Shareholders' equity (part group)	**33,478**	27,587
Net fin. position	**-24,622**	-16,920

Axe Investments (Sofinim 48.3%) increased its investments in financial instruments in 2005. In addition to cash, Axe holds investments in publicly traded shares and real estate (Ahlers House), as well as a 40% interest in Xylos. Xylos provides "Applied ICT" services and high-quality training courses, and it had strong performance in 2005. Axe plans to pursue an active investment policy in 2006, primarily in private equity.

Axe Investment (000 euro)	2005	2004
Turnover	**25**	922
EBITDA	**-88**	-8
Net result	**1,037**	1,906
Shareholders' equity (part group)	**18,784**	17,737
Net fin. position	**7,698**	13,158

Atenor Group (000 euro)	2005	2004
Turnover	**78,322**	110,146
EBITDA	**5,434**	2,639
Net result	**11,706**	-2,655
Shareholders' equity (part group)	**62,522**	55,276
Net fin. position	**-61,697**	-55,315

In 2005, the publicly traded **Atenor Group** (Sofinim 15.5%) continued its strategy of concentrating on the real estate sector. The achieved results were primarily attributable to the sale of 14% of the shares in North Galaxy to Confinimmo (profit contribution 14.1 million euros), the sale of Matermaco and Matera to the Mechan group in the Netherlands (profit contribution 3.0 million euro), and the successful turn-around of the Imag group as a result of the restructuring programme initiated in 2004. Atenor made significant new acquisitions for its real estate portfolio in Brussels and the Grand Duchy of Luxembourg. These new items represent an investment of more than 85 million euro. They bring the total current promotion projects to 120,000 to 150,000 m².
This portfolio and continuation of the activities in this sector form the basis for the recurring income of the group in the coming years.

IDIM (000 euro)	2005	2004
Turnover	**658**	83
EBITDA	**-368**	-453
Net result	**-716**	-457
Shareholders' equity (part group)	**10,096**	10,811
Net fin. position	**-5,511**	-5,280

I.D.I.M. (Sofinim 37.5%) is active in the Brussels region as a real estate promoter. Its primarily focus is carrying out building construction projects for high-tech companies. The weak economic situation that has affected this sector for several years now continued to impact the most important project of the company, which is development of the Neder-over-Heembeek site. That involves constructing twelve buildings on a 5-hectare site. Part of the site (18%) was sold to GOMB at the end of 2005.
The further course of the company's development remains closely linked to the evolution of demand in this market.

Sofinim holds interests in two funds of the **Mercapital** investment funds (SPEF I with 2.0% and SPEF II with 1.3%). SPEF I, which was established in 1997 with 258 million euro in funds, is now in the divestment phase. Agreements were reached during 2005 regarding the sale of three shareholdings: Santos, Record, and Hospitèn. The desired multiples on the original investment amounts were achieved on these exits. SPEF II, which was started in 2000 with 600 million euro in funds, made five new investments and two follow-up investments in 2005. The new investments consist of Abaco (cinemas; 88.7%); Recoletos (daily newspapers and business periodicals; 7.3%), Menorquin Yachts (recreational boats; 82.1%), Holmes Place Iberia (fitness clubs; 40.7%) and Saprogal (animal food; 72.7%). With these investments, SPEF II is fully invested.

Telecommunication company **Telenet Group Holding** (Sofinim 0.8%) also posted handsome results in 2005. At the end of 2005, Telenet had 624,000 broadband internet customers, which represented an increase of 19% compared with the year before. Telenet also succeeded in maintaining its market share at the same time. In the telephony area, Telenet had its best year ever. Introduction of the new Freephone and FreePhone Anytime “all-in” rate plans made a significant contribution to a 27% increase in customers. Telenet had 364,000 telephone customers at the end of 2005. Telenet also launched interactive digital television in 2005. More than 83,000 Digiboxes were sold in a period of four months. Finally, the company also achieved a handsome increase in turnover in the highly competitive professional market. The total turnover of the company increased by 8% to 737 million euro. A continued focus on process improvement and cost control translated into a 9% growth in operating cash flow (to 338 million euro) and a 26% growth in the operating result (to 132 million euro). Telenet also went public in the past year. The company raised 280 million euro in new capital, which was used to help reduce the debt load. As result, Telenet expects to be able to reduce the debt load by approximately 25 million euro on an annual basis. Sofinim sold 1,427,922 shares on the occasion of the IPO and realised a capital gain of 18 million euro on the transaction.

Telenet (IFRS) (000 euro)	2005	2004
Turnover	**737,492**	681,125
EBITDA	**337,900**	309,000
Net result	**76,667**	61,707
Shareholders' equity (part group)	**709,098**	490,960
Net fin. position	**-1,290,211**	-1,547,769

Egemin International (Sofinim 24.6%), which achieved a turnover of 72.2 million euro in 2005, rounded off its turn-around in 2005. That involved a fundamental adjustment to the workforce and the international organisation. R&D expenditures in the amount of 1.6 million euro were nevertheless maintained at a high level, with the specific objective of completing product developments. International marketing efforts were also substantially increased, including opening a company-owned office in Shanghai, China. That all impacted the costs, which led to a negative operating result in 2005. Egemin is now ready to achieve its objectives at the international level. The inflow of orders confirms these expectations.

Egemin Int. (000 euro)	2005	2004
Turnover	**72,214**	74,723
EBITDA	**245**	1,600
Net result	**-1,864**	-1,260
Shareholders' equity (part group)	**9,150**	10,598
Net fin. position	**3,196**	2,928

Arcomet Beheer (000 euro)

	2005	2004
Turnover	**77,443**	64,042
EBITDA	**16,585**	15,315
Net result	**1,061**	-574
Shareholders' equity (part group)	**27,582**	26,454
Net fin. position	**-55,457**	-41,033

Arcomet Beheer (Sofinim 10.0%) once again succeeded in booking profit in 2005. This was thanks to persistent efforts in the past, which were given an additional positive stimulus by the economic climate. Arcomet rents construction cranes in Europe (1,300 tower cranes and quick-assembly cranes as of September 2005) and provides related services, such as engineering studies, erection, crane operators, maintenance and transport. Arco also manufactures a limited range of large quick-assembly cranes and has its own trading department. The market accelerated strongly in 2005 in most countries where Arcomet is active, where it occupies the market leader position in many cases. That was accompanied by a high level of utilisation and a sharply increased turnover (+21%) including trading, which amounted to 77.4 million. As a result, the operating profit also increased by 67%. In light of the strong demand, the group made major investments in new cranes, in which regard it was able to take advantage of its strong purchasing power. That in turn enabled the group to market its products and services at competitive prices.
In addition, a large fleet of cranes (300) and trading funds were acquired in Germany from the Zeppelin group.
The joint ventures in the United Kingdom and the United States evolved profitably.
In the Netherlands and France, efforts were made to accelerate achieving improved results from the implemented restructurings. In Italy the partner in a joint venture was replaced by another.
A framework agreement with a financial banking consortium provides a strong financial base for the coming years.

Alural Group (000 euro)

	2005	2004
Turnover	**36,989**	31,693
EBITDA	**4,088**	5,074
Net result	**512**	1,610
Shareholders' equity (part group)	**6,349**	5,799
Net fin. position	**521**	1,858

2005 was a transition year for the **Alural Group** (Sofinim 26.3%), due to the extensive investments that were made. Alural is active in surface treatment of aluminium products (lacquering and anodising), primarily for the construction industry. It is one of the largest independent lacquerers of aluminium profiles in Europe. A major production line at the main plant in Tisselt was renovated in 2005 to ensure the group's ability to increase the high level of service. That impacted the available capacity and generated additional costs that were necessary to ensure maintaining the same level of service to customers. The line was successfully started up in early 2006. Another factor was that the restart of a new site in France was more difficult than anticipated. The activities of a bankrupt competitor were taken over at that site in late 2004. Finally, a considerable amount of time was spent on updating an ERP package that is planned to be implemented in 2006. Despite all this, Alural managed to increase its turnover by 16%.

Corn. Van Loocke (Sofinim 45.0%) had a good year in 2005, with a turnover of 21.8 million euro. However, the results were affected by increases in raw material prices and several non-recurring costs associated with starting up a new production unit. As a producer of intermediate chemical components for the ink, paint and varnish industry, it is one of the largest producers of metallic soaps in Europe. It also produces synthetic resins for surface coatings, carboxylic acids, and wood preservation products. In addition to several tolling contracts with leading chemical groups, Corn. Van Loocke has a wide spectrum of products sold under its own name.

Corn, Van Loocke (000 euro)	2005	2004
Turnover	**21,774**	22,402
EBITDA	**1,861**	2,621
Net result	**502**	1,181
Shareholders' equity (part group)	**4,168**	3,657
Net fin. position	**- 2,440**	- 1,678

At **Cindu** (Sofinim 50.0%), the subsidiary Cindu Chemicals experienced a bad year as a result of a misjudged purchasing policy. That led to the replacement of the Managing Director at the start of 2006. Improvement is expected to be achieved in 2006 by means of a more focused approach. Cindu Chemicals (Cindu 50%, along with steelmaker Corus) is active in refining coal tar. At the Cindu level, further efforts were made to sell real estate holdings no longer required for operating activities.

Cindu (000 euro)	2005	2004
Turnover	**18,151**	18,184
EBITDA	**672**	1,661
Net result	**-541**	674
Shareholders' equity (part group)	**4,204**	5,324
Net fin. position	**3,907**	4,841

IDOC (Sofinim 13.6%) manufactures plastic-laminated and secure identification documents in Belgium and Luxembourg, and it also produces plastic smart cards. At the start of 2006, Idoc reached an agreement with the publicly traded Zetes company for the sale of its plastic card activities, which resulted in reduction of the operating activities of Idoc to a minimum, aside from a number of holding functions.

IDOC (30 sept.) (000 euro)	2005	2004
Turnover	**2,139**	5,039
EBITDA	**-1,060**	528
Net result	**-1,618**	-122
Shareholders' equity (part group)	**2,713**	4,330
Net fin. position	**319**	135

Quick Restaurants NV

Quick operates hamburger restaurants that are primarily located in Belgium and France, of which 75% are franchise operations. Quick is the market leader in Belgium and occupies a solid second place in France, where 80% of its sales are generated.

AvH controlling and beneficial interest: 28.9%

QUICK RESTAURANTS consolidated (31 December 2005)

(000 euro)	2005 IFRS	2004 IFRS	2003 BGAAP
Turnover	**455,502**	468,322	263,814
EBIT	**68,677**	57,226	49,142
Net result	**41,606**	31,265	23,620
Net cash flow	**27,264**	14,638	12,924
Shareholders' equity (part group) [1]	**190,196**	172,003	154,595
Net financial position	**-41,488**	-64,530	-36,674
Balance sheet total	**363,951**	364,680	311,758

[1] *IFRS: before distribution of profits - BGAAP: after distribution of profits.*

Quick booked handsome growth in 2005 relative to 2004. Sales under brandname increased by 5.3% to 760.5 million euro. This improvement was achieved in France as well as in Belgium. The growth on a like-for-like basis was 4.6%. The operating result (EBIT) increased for the fourth year in a row to 41.6 million euro (+33% relative to 2004). The EBITDA was 68.7 million euro (+20%). The net result reached a historic record level of 27.3 million euro (+87% relative to 2004).

These results are the fruit of the strategy pursued during recent years with regard to marketing (with the successful launch of new products) as well as restaurant openings and renovations. Quick also increased its commitment to the “Taste and Nutrition” programme in 2005 by means of posters placed in the restaurants to inform customers about nutritional values and allergenic products and tips for healthy eating habits.

That commitment will be expanded in 2006 with nutritional value information (calories, proteins, fats, carbohydrates and salt content) on every serving. That will help each customer to regulate his or her own eating habits.

Quick is also making further efforts to develop a varied, balanced menu board with items such as the Large Salads, the Rolls, the Good Soup and the Zapples, etc.

Finally, Quick organised the “Quick Campus” event in 2005 for children aged 10-14. While the 400 participants were able to enjoy their favourite sports, they were also made aware of the importance of a healthy lifestyle.

Nationale Maatschappij der *Pijpleidingen NV*

Nationale Maatschappij der Pijpleidingen (NMP) specialises in the construction, operation, inspection and maintenance of pipelines for transporting industrial gases and products for the petrochemical industry. NMP owns and/or manages pipeline networks in Belgium with a total length of more than 800 km.

AvH controlling and beneficial interest: 75%
SNTC consolidated (31 December 2005)

(000 euro)	2005 IFRS	2004 IFRS	2003 BGAAP
Turnover	**17,743**	25,607	18,316
Net result	**2,104**	1,716	1,756
Net cash flow	**8,703**	9,548	9,102
Shareholders' equity (part group) [1]	**32,915**	31,266	29,613
Net financial position	**10,315**	1,498	8,484
Balance sheet total	**64,891**	67,045	86,657
Personnel	**5**	5	5

[1] *IFRS: before distribution of profits - BGAAP: after distribution of profits.*

OUTLOOK FOR 2006

NMP is planning additional expansion projects in the Antwerp harbour area and new investments in the Kempen region, primarily for transporting propylene and hydrocarbons, with an international impact. However, the planning must be coordinated with the primary investments of the production units of multinational chemical groups.

Nationale Maatschappij der Pijpleidingen NV (NMP), which was originally founded by the State of Belgium, specialises in the construction and management of pipelines for transporting industrial gases and products for the petrochemical industry. NMP owns and/or manages pipeline networks in Belgium with a total length of more than 800 km.

In 2005, the pipelines were operated without any noteworthy problems during the entire year.

A renovation programme was initiated for the pipeline between Zeebrugge and Ghent, which is no longer in use, with the objective of giving it a new purpose. If this project is completed successfully, a new branch will be constructed in the Zeebrugge harbour area.

In consultation with government bodies and users, the propylene and ethylene pipeline between Antwerp and Feuly was relocated inside the boundaries of Kruibeke and Bornem. The relocation work was started in August 2005 and is planned to be completed in the spring of 2006.

Based on the results of an inline inspection, it was decided to initiate a extensive repair and maintenance programme for the PALL pipeline (51% NMP, 49% SABIC). Projects for extending the existing pipeline between Antwerp and Geleen in the direction of Germany are being studied.

SIPEF NV

SIPEF is an agroindustrial enterprise listed on the Euronext Brussels exchange. The group primarily holds majority interests in tropical plantation businesses, which it manages and for which it provides the marketing activities. The group has a strong geographic presence in the Far East. Its main product is palm oil, in addition to rubber, tea and tropical fruits.

AvH controlling and beneficial interest: 17,22%
SIPEF NV geconsolideerd (31 December 2005)

(000 euro)	2005 IFRS	2004 IFRS	2003 BGAAP
Turnover	**119,326**	140,082	127,018
EBITDA	**26,683**	39,590	27,858
EBIT	**17,536**	27,814	19,774
Net result	**11,008**	13,800	6,145
Net cash flow	**22,846**	28,514	18,116
Shareholders' equity (part group) [1]	**111,645**	92,500	33,916
Net financial position	**-21,139**	-23,646	-64,919
Balance sheet total	**200,538**	187,733	140,342

[1] *IFRS: before distribution of profits - BGAAP: after distribution of profits.*

The interests are concentrated in four production countries, of which Indonesia is by far the most important. Of the total group turnover, 48% is realised in Sumatra (palm oil and rubber) and Java (tea), but the national contribution at the EBIT level amounts to 71% thanks to high agronomic efficiency and a low cost structure.

The palm oil and rubber plantations in Papua New Guinea, where 26% of the turnover is realised, are also form an important factor in the current and future profitability of the group. Expansion of these activities is being pursued at a steady pace with new plantings on adequately available land reserves.

The tea plantations in the northern part of Vietnam are the most recent acquisition of SIPEF, and they require even further optimisation of fixed assets in light of the weak margins on tea in the world market due to overabundant supply.
Ivory Coast is the only country still left from a past history of significant activities on the African continent. Exports of tropical fruits suffered relatively little from economic and political difficulties, but the palm oil plantations, which depend on the internal market for their sales, experienced a difficult year. A partial transfer of these interests in 2004 was not able to prevent a negative impact on the operating results of Sipef.

As a result of a continuous expansion programme during recent years, production of palm oil, rubber and tea from the plantations belonging to Sipef was higher than in previous years. However, processing of third-party harvests was reduced due to decreasing profitability, with the net result that the total level of palm oil activities fell just short of 250,000 tonnes.

Palm oil prices started off weak in 2005, but prices above USD 450 CIF Rotterdam were noted again in the second half of the year as a result of increasing interest from the biofuel sector. This strong trend is continuing in 2006, and the group sees favourable prospects for the vegetable oil markets in the short and medium terms, with demand being stimulated by the food sector and biodiesel producers.

The large demand for rubber, and above all a shortage in supply, caused the price of natural rubber to increase continuously to a level 50% higher than at the beginning of the year. Here again, the prospects are especially favourable due to an international shortage in the supply of natural rubber. That is due to the fact that during the long period of persistently low prices, large areas of natural rubber plantations throughout the world were converted to the production of palm oil, which was more profitable at the time.

The gross margin of the group decreased by 21% due to lower palm oil prices. Due to the absence of capital gains on the liquidation of fixed assets, other operating revenues were also lower than in the previous year. On the other hand, the weakness of the Euro relative to the US dollar and most local currencies, as well as relatively low interest rates, led to a strong improvement in the financial result, so the net earnings of the group were fully in line with expectations at 11.01 million euro, or 12.71 euro per share.

Selling off non-core activities, which together with an increase in capital significantly improved the balance-sheet structure in 2004, was continued in 2005 at a reduced scale with the sale of the majority of the remaining holdings in Brazil. The remainder of the activities of Sipef in Brazil are expected to be disposed of in 2006.

The transition to IFRS had a major impact on the balance sheet, with the cultivated hectares being included at their fair value. That led to a revaluation of 77 million euro, as a result of which the shareholder equity of the group is currently more than 111 million euro, compared with a net financial liability of 21 million euro.

In light of the favourable prospects for palm oil and rubber in the short and medium terms, the group regards it as opportune to make further acquisitions in these sectors by expanding the acreages in Indonesia and Papua New Guinea, which persistently yield the best profitability. Thanks to its many years of experience in the plantation sector, Sipef has built up a reputation as a quality supplier of raw palm oil, rubber and tea to the processing industry, and the origin, ethical production standards and reliability of the products are becoming increasingly important.

IBF International Consulting NV

AvH controlling and beneficial interest: 100%.

During the course of 2005, IBF managed 150 long-term or short-term consulting assignments worldwide in support of developing countries and countries in economic transition. These contracts are being financed via important international institutions such as the European Union, the World Bank, the African Development Bank and the Inter-American development bank. These contracts include economic (promotion of trade and investments, SMEs), social (combating poverty), educative (primary, secondary and vocational education) and institutional assistance (modernisation and reform of the public services, harmonisation of legislation). To accomplish this, IBF has at its disposal a database of more than 8,000 experts.

The website www.assortis.com that was launched in 2001 continues to enjoy success with an increasing number of clients that are able to initiate or renew their registrations (with a record of 95% renewed registrations for 2005). This unique platform provides services to international companies such as e-mail news coverage on business opportunities, companies, sectors, countries and financing agencies of interest to them in function of their needs. This gives the companies access to an extensive database of international experts (6,000) and companies (55,000).

In addition to its partnerships in Central Asia and Spain, IBF has continued its collaboration with local companies in order to stay close to the beneficiary organisations.

In 2005, IBF realised a turnover of 14.3 million euro, increased its margin by 35% and doubled its net profit.

Divested core activities

Solvus NV

(000 euro)	30.06.2005 IFRS	2004 IFRS	2003 BGAAP
Turnover	**733,493**	1,452,805	1,438,915
EBITA	**19,477**	31,037	14,014
Net result	**9,194**	10,286	-61,444
Shareholders' equity (part group) [1]	**253,061**	243,631	243,198
Net financial position	**-251,961**	-197,722	192,583
Balance sheet total	**785,593**	824,334	774,909
Aantal vaste medewerkers	**3,200**	3,158	3,402

In August 2005, Ackermans & van Haaren sold its entire interest in Solvus (41.78%) in response to a friendly public takeover bid for Solvus made by USG.
The bid price of 23 euro per share represented a 43.3% premium on the average closing price during the preceding three months.
This sale generated cash revenues of 242 million euro and a consolidated capital gain of 132 million euro.
Since the time when AvH first took an equity interest in Creyf's Interim in October 1991, it has always actively supported the growth strategy of the company and made that strategy financially possible. This active support enabled Creyf's Interim to increase its turnover by a factor of almost 12 during a period of 13 years, from 125 million euro in 1991 to the 1,453 million euro realised by the Solvus group in ten countries in 2004.
AvH has always been convinced that in light of the consolidation trend in the temporary employment sector, Solvus had to further strengthen its market positions by means of internal as well as external growth. The internal growth perspectives have been translated into the recently announced Drive 2007 programme. With regard to external growth opportunities, for some time now it has been clear that a merger of Solvus and USG in some form or other was one of the options that offered distinct synergy benefits and had an inherent market logic.
The bid for Solvus made by USG provided Solvus with an opportunity to accelerate the realisation of these strategic objectives. AvH is pleased to note that at the group level as well as in many countries, operational control is in the hands of former Solvus managers who helped shape the turnaround of Solvus in the past years.
The effects of the restructuring measures taken in 2003 and 2004 have now led to an improved cost structure and restored commercial impact.
During the first six months of 2005, this already resulted in a 9% increase in turnover (to 733.5 million euro) and a substantial improvement in the operating result (EBIT) to 19.5 million euro.
The gross margin increased slightly to 20.6%, and costs remained well under control (17.9% of turnover).
As a result, Solvus realised a net profit of 9.2 million euro on 30 June 2005, versus a loss in the past years.
In particular, the growth at Content in the Netherlands and the recovery in the results at Creyf's Nederland, along with strong performance in Italy, were noteworthy features of the first six months of 2005. Beaver IT Services and Innotiv also had a strong six months.

Adress of the group

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Deze brochure is ook verkrijgbaar in het Nederlands.
Cette brochure est aussi disponible en Français.

The dutch version of this annual report should to be considered as the official version.

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Ackermans & van Haaren
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Ackermans & van Haaren

Consolidated Financial Statements

Annual report 2005

The consolidated financial statements are prepared in accordance with the International Financial Reporting Standards and IFRIC interpretations effective on 31 December 2005, as approved by the European Commission.

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Ackermans & van Haaren

Income statement (by nature)

(000 euro)	Note	2005	2004
Revenue		**349,737**	**1,828,509**
Sale of goods			74
Rendering of services		19,800	1,472,624
Lease revenue		25,292	31,336
Real estate revenue		5,626	7,304
Interest income banking activities		92,906	79,708
Commissions receivable - banking activities		18,024	15,745
Revenue from construction contracts		170,102	201,904
Other operating revenue		17,987	19,814
Other operating income		**14,491**	**10,039**
Interest on financial fixed assets - receivables		776	708
Dividends		13,541	8,941
Capital grants			2
Other operating income		174	389
Operating expenses (-)		**-333,202**	**-1,762,386**
Raw materials and consumables used (-)	12	-134,775	-152,958
Changes in inventories of finished goods, raw materials & consumables (-)		-938	-676
Interest expenses Bank J. Van Breda & C° (-)		-60,396	-55,279
Employee expenses (-)	21	-60,266	-1,304,303
Depreciation (-)		-9,319	-26,776
Impairment losses (-)		-6,025	-31,851
Other operating expenses (-)		-59,725	-228,420
Provisions		-1,757	37,878
Profit (loss) from operating activities		***31,026***	***76,162***
Profit (loss) on assets/liabilities designated at fair value through profit and loss		**-16,515**	**5,944**
Private equity	10	-17,906	6,645
Investment property	9	-657	
Derivative financial instruments	18	2,048	-701
Profit (loss) on disposal of assets		**232,067**	**65,402**
Realised gain(loss) on intangible and tangible assets		242	249
Realised gain(loss) on investment property			
Realised gain(loss) on financial fixed assets		210,273	48,450
Realised gain(loss) on other assets		21,552	16,704
Finance income		**23,917**	**24,213**
Interest income		22,064	21,392
Other finance income		1,854	2,821
Finance costs (-)		**-15,555**	**-33,776**
Interest expenses (-)		-10,486	-23,386
Other finance costs (-)		-5,069	-10,390
Share of profit (loss) from equity accounted investments	10	**65,631**	**49,359**
Other non-operating income		**1,919**	**799**
Other non-operating expenses (-)		**-1,681**	**-2,387**
Profit (loss) before tax		***320,809***	***185,717***
Income taxes	17	**-14,532**	**-24,597**
Deferred taxes		3,228	714
Current taxes		-17,760	-25,311
Profit (loss) after tax from continuing operations		***306,277***	***161,120***
Profit (loss) after tax from discontinued operations	23	**9,314**	**-3,183**
Profit (loss) of the period		***315,591***	***157,937***
Minority interests		36,605	23,150
Share of the group		278,986	134,787
EARNINGS PER SHARE			
1. Basic earnings per share			
1.1. from continued and discontinued operations		8,36	4,04
1.2. from continued operations		8,25	4,08
2. Diluted earnings per share			
2.2. from continued and discontinued operations		8,35	4,04
2.2. from continued operations		8,23	4,08

We refer to the segment information p. 22 and 23 for more comments on the consolidated results.

Assets

(000 euro)	Note	2005	2004
I. NON-CURRENT ASSETS		**1,910,404**	**2,415,176**
Intangible assets	6	**1,021**	**15,116**
Goodwill	7	**118,549**	**475,634**
Tangible assets	8	**55,350**	**93,257**
Land and buildings		12,751	13,734
Plant, machinery and equipment		25,024	39,105
Furniture and vehicles		2,557	12,533
Other tangible assets		1,374	18,347
Assets under construction and advance payments		5,798	1,324
Operating lease - as lessor (IAS 17)		7,847	8,214
Investment property	9	**65,157**	**63,472**
Participations accounted for using the equity method	10	**445,041**	**428,561**
Financial fixed assets	10	**169,710**	**207,050**
Private equity participations		123,869	146,491
Available for sale financial fixed assets		42,595	38,174
Receivables and warranties		3,246	22,386
Non-current hedging instruments	18	**7,098**	**2,118**
Amounts receivable after one year		**70,540**	**227,039**
Finance lease receivables	13	69,691	213,608
Other receivables		849	13,431
Deferred tax assets	17	**6,571**	**23,066**
Banks - receivables from credit institutions and clients after one year	11	**971,366**	**879,863**
II. CURRENT ASSETS		**2,298,040**	**2,067,710**
Assets held for sale		**0**	**0**
Inventories	12	**35,207**	**22,213**
Amounts due from customers under construction contracts	12	**1,899**	**1,894**
Investments	10	**689,393**	**653,576**
Available for sale financial assets		689,393	653,575
Time deposits for more than 3 months			1
Current hedging instruments	18	**419**	**389**
Amounts receivable within one year		**161,684**	**539,154**
Trade debtors		56,463	337,952
Finance lease receivables	13	27,539	104,635
Other receivables		77,683	96,567
Current tax receivables	17	**8,235**	**12,766**
Banks - receivables from credit institutions and clients within one year	11	**1,029,507**	**624,681**
Cash and cash equivalents		**351,090**	**183,178**
Time deposits for less than 3 months		322,698	118,855
Cash		28,392	64,324
Deferred charges and accrued income		**20,607**	**29,859**
TOTAL ASSETS		**4,208,443**	**4,482,885**

Equity and liabilities

(000 euro)	Note	2005	2004
I. TOTAL EQUITY		**1,303,873**	**1,127,751**
Equity - group share		**1,118,180**	**814,838**
Issued capital		**113,907**	**113,907**
Share capital		2,295	2,295
Share premium		111,612	111,612
Consolidated reserves		**873,447**	**619,603**
Revaluation reserves		**133,228**	**83,580**
Financial assets available for sale		131,174	83,538
Hedging reserves		1,157	1,774
Translation differences		898	-1,732
Treasury shares (-)		**-2,403**	**-2,253**
Minority interests		**185,693**	**312,912**
II. NON-CURRENT LIABILITIES		**982,023**	**1,002,418**
Provisions	**14**	**39,281**	**40,651**
Pension liabilities	**22**	**1,340**	**2,582**
Deferred tax liabilities	**17**	**31,824**	**37,485**
Financial debts	**15**	**138,197**	**235,404**
Bank borrowings		75,594	119,582
Debentures			68,956
Subordinated borrowings		58,490	45,712
Finance leases		3	1,076
Other borrowings		4,110	78
Non-current hedging instruments	**18**	**4,395**	**3,490**
Other amounts payable after one year		**19,424**	**87,123**
Banks - non-current debts to credit institutions, clients & securities	**16**	**747,563**	**595,682**
III. CURRENT LIABILITIES		**1,922,547**	**2,352,717**
Liabilities held for sale		**0**	**0**
Provisions	**14**	**250**	**1,161**
Pension liabilities	**22**	**51**	**0**
Financial debts	**15**	**157,612**	**354,592**
Bank borrowings		11,043	131,210
Subordinated borrowings		209	128
Finance leases		5	2,188
Other borrowings		146,355	221,066
Current hedging instruments	**18**	**926**	**3,044**
Amounts due to customers under construction contracts	**12**	**5,567**	**6,410**
Other amounts payable within one year		**146,992**	**358,749**
Trade debtors		49,446	74,657
Advances received on construction contracts			40
Amounts payable regarding remuneration and social security		12,312	162,114
Other amounts payable		85,233	121,939
Current tax payables		**8,411**	**94,332**
Banks - current debts to credit institutions, clients & securities	**16**	**1,579,845**	**1,499,679**
Accrued charges and deferred income		**22,893**	**34,751**
TOTAL EQUITY AND LIABILITIES		**4,208,443**	**4,482,885**

Cash flow statement (indirect method)

(000 euro)	2005	2004
I. CASH AND CASH EQUIVALENTS, OPENING BALANCE	**183,178**	**104,959**
Profit (loss) from operating activities	**31,026**	**76,162**
Dividends from participations accounted for using the equity method	46,359	72,163
Other non-operating income (expenses)	32	1,723
Income taxes	-14,532	-24,616
Profit (loss) from discontinued operating activities	21,686	-3,183
Non-cash adjustments		
Depreciation	9,319	24,616
Impairment losses	6,019	29,635
Share based payment	2,215	2,305
(De)increase of provisions	1,524	-42,085
(De)increase of deferred taxes	-2,774	3,603
Other non-cash income (expenses)	-328	-816
Cash flow	**100,545**	**139,509**
Decrease (increase) of working capital	**-207,352**	**111,671**
Decrease (increase) of inventories and construction contracts	-92	2,633
Decrease (increase) of amounts receivable	2,964	23,923
Decrease (increase) of receivables from credit instit, and clients (banks)	-518,584	-261,635
Increase (decrease) of liabilities (other than financial debts)	-134,140	47,978
Increase (decrease) of debts to credit instit, clients & securities (banks)	440,209	297,860
Decrease (increase) other	2,291	912
CASH FLOW FROM OPERATING ACTIVITIES	**-106,807**	**251,180**
Investments	**-255,533**	**-840,041**
Acquisition of intangible and tangible assets	-12,182	-19,094
Acquisition of investment property	-229	-752
Acquisition of (new) fully consolidated participations		-1,251
Acquisition of supplementary shareholding in fully consolidated participations	-6,042	-500,409
Acquisition of financial fixed assets	-19,276	-12,274
New amounts receivable	-590	-16,282
Acquistion of investments	-217,213	-289,979
Divestments	**578,487**	**544,065**
Disposal of intangible and tangible assets	2,069	3,850
Disposal of investment property		
Disposal of fully consolidated participations	252,008	172,287
Partial disposal of fully consolidated participations		23,820
Disposal of financial fixed assets	85,295	54,099
Reimbursements of amounts receivable	961	50,389
Disposal of investments	238,154	239,620
CASH FLOW FROM INVESTING ACTIVITIES	**322,954**	**-295,976**
Financial operations		
Interest received	28,069	25,906
Interest paid	-15,825	-23,975
Other financial income (costs)	-2,949	-5,099
(De)increase of issued capital		
(De)increase of treasury shares	12	-389
(De)increase of financial debts	-27,384	156,624
Distribution of profits	-21,688	-18,096
Dividends paid to minority interests	-8,470	-11,924
CASH FLOW FROM FINANCIAL ACTIVITIES	**-48,236**	**123,048**
II. NET VARIATION IN CASH AND CASH EQUIVALENTS	**167,912**	**78,252**
Impact of exchange rate changes on cash and cash equivalents		-32
III. CASH AND CASH EQUIVALENTS - ENDING BALANCE	**351,090**	**183,178**

On p. 24 and 25 of this report there is a detail of this cash flow statement per segment.

Statement of changes in equity

(000 euro)	Issued capital	Consolidated reserves	Revaluation reserves: Financial assets available for sale	Revaluation reserves: Hedging reserves	Revaluation reserves: Translation differences	Treasury shares	**EQUITY - GROUP SHARE**	Minority interests	**TOTAL EQUITY**
OPENING BALANCE, 1 JANUARY 2004	**113,907**	**505,484**	**27,804**	**1,249**	**2**	**-1,864**	**646,584**	**434,588**	**1,081,172**
Prior period adjustments	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
Change in accounting policy affecting equity							0		0
Errors affecting equity							0		0
RESTATED OPENING BALANCE, 1 JANUARY 2004	**113,907**	**505,484**	**27,804**	**1,249**	**2**	**-1,864**	**646,584**	**434,588**	**1,081,172**
Distribution of profits		-18,096					-18,096	-15,147	-33,243
Profit (loss) of the period		134,787					134,787	23,150	157,937
Changes in revaluation reserves			55,734	525	-1,734		54,524	-6,279	48,245
Operations with treasury shares						-389	-389		-389
Other (a.o. changes in consol. scope / shareholders%)		-2,572					-2,572	-123,400	-125,972
ENDING BALANCE, 31 DECEMBER 2004	**113,907**	**619,603**	**83,538**	**1,774**	**-1,732**	**-2,253**	**814,838**	**312,912**	**1,127,751**
OPENING BALANCE, 1 JANUARY 2005	**113,907**	**619,603**	**83,538**	**1,774**	**-1,732**	**-2,253**	**814,838**	**312,912**	**1,127,751**
Prior period adjustments	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
Change in accounting policy affecting equity							0		0
Errors affecting equity							0		0
RESTATED OPENING BALANCE, 1 JANUARY 2005	**113,907**	**619,603**	**83,538**	**1,774**	**-1,732**	**-2,253**	**814,838**	**312,912**	**1,127,751**
Distribution of profits		-21,688					-21,688	-8,506	-30,195
Profit (loss) of the period		278,986					278,986	36,605	315,591
Changes in revaluation reserves			47,636	-618	2,631		49,648	-933	48,715
Operations with treasury shares						-151	-151		-151
Other (a.o. changes in consol. scope / shareholders%)		-3,454					-3,454	-154,385	-157,838
ENDING BALANCE, 31 DECEMBER 2005	**113,907**	**873,447**	**131,174**	**1,157**	**898**	**-2,403**	**1,118,180**	**185,693**	**1,303,873**

GENERAL DATA REGARDING THE CAPITAL

Issued capital
The issued capital amounts to 2,295,277.90 euro. The capital is fully paid-up and is represented by 33,496,904 shares without nominal value.

Authorised capital
The board of directors is authorised to increase the company's capital once or several times with a maximum amount of 500,000 euro. The board of directors can exercise this authority during the five years following the announcement of the modification of the articles of association as decided by the extraordinary general assembly of shareholders held on 29 August 2005.

Note 1:

IFRS valuation rules

STATEMENT OF COMPLIANCE

The consolidated annual accounts are prepared in accordance with the International Financial Reporting Standards and IFRIC interpretations effective on 31 December 2005, as approved by the European Commission.

In compliance with IFRS 1, AvH has applied the following options to prepare the opening balance as at 1 January 2004:

- business combinations with origin before the transition date are not restated;
- the cumulative translation differences are included in the consolidated reserves;
- all actuarial gains and losses on post employment obligations are recognised in equity;
- for the application of IFRS 2 “share-based payment”, only options granted after 7 November 2002 have been processed.
- the transitional provisions of IFRS 4 for Insurance have been applied.

BASIS OF PRESENTATION

The consolidated annual accounts have been prepared on a historical cost basis, except for financial instruments and assets which are measured at fair value. The opening balance as at 1 January 2004 has been prepared in accordance with IFRS 1.

PRINCIPLES OF CONSOLIDATION

The consolidated annual accounts contain the financial details of AvH NV, its subsidiaries and jointly controlled companies, as well as the share of the group in the results of the associated companies.

1. Subsidiaries

Subsidiaries are entities which are controlled by the group. Control exists when AvH has the power to steer the financial and operational management of a company in order to obtain benefit from its activities. The participating interests in subsidiaries are consolidated in full as from the date of acquisition until the end of the control.

The financial statements of the subsidiaries have been prepared for the same reporting period as AvH and uniform IFRS valuation rules have been used. All intra-group transactions and unrealised intra-group profits and losses on transactions between group companies have been eliminated. Unrealised losses have been eliminated unless they concern an impairment.

2. Jointly controlled subsidiaries and associated participating interests

Jointly controlled subsidiaries

Companies which are controlled jointly (defined as those entities in which the group has joint control, among others via the shareholders’ percentage or contractual agreement with one or more entities of the joint venture) are included on the basis of the equity method as from the date of acquisition until the end of the control.

Associated participating interests

Associated participating interests in which the group has a considerable and significant influence, more specifically companies in which AvH has the power to participate (not control) the financial and operational management decisions of the participation, are included in accordance with the equity method, as from the date of acquisition until the end of the control.

The equity method

According to the equity method, the participating interests are initially recorded at cost and the carrying amount is subsequently modified to include the share of the group in the profit or loss of the participating interest, as from the date of purchase.

The financial statements of these companies are prepared for the same reporting period as AvH and uniform IFRS valuation rules are applied. Unrealised intra-group profits and losses on transactions are eliminated to the extent of the interest in the company.

3. Private Equity participations

The associated participating interests in the venture capitalist Sofinim are measured pursuant to IAS 28, § 1, at fair value in accordance with IAS 39. They are presented in the balance sheet as “private equity participations” whereby the changes in fair value are included in the result of the period when occurred.

Valuation techniques

Financial assets measured at fair value through profit or loss are equity instruments that belong to the investment portfolio of Sofinim, including the associated participating interests.

At the moment of acquisition, the fair value equals the acquisition price as such price has been agreed in a third party transaction. Subsequently, the fair value is adjusted in accordance with the results of the entity concerned. For listed equity instruments, the fair value equals in principle the stock price, except when such stock price is deemed not to be representative in light of the size of the participation and the market liquidity of the equity instrument.

Realised profits and losses on these investments are calculated as the difference between the selling price and the carrying amount of the investment at the time of the sale.

All buying and selling of financial assets in accordance with standard market conventions are recorded on transaction date, i.e. the date when the group agreed to the purchase.

INTANGIBLE FIXED ASSETS

Intangible fixed assets with a finite useful life are stated at cost, less accumulated amortisation and any accumulated impairment losses.

Intangible fixed assets are amortised on a straight-line basis over the useful economic life. The useful economic life is stated per annum and this is also the case for any residual value. The residual value is assumed to be zero.

Intangible fixed assets with indefinite useful life, stated at cost, are not amortised but are subject to an impairment test on an annual basis and whenever indications of a possible impairment occur.

Costs for starting up new activities are included in the profit or loss at the time they occur.

Research expenses are taken into profit or loss in the period in which they arise. Development expenses that meet the severe recognition criteria of IAS 38 are capitalised and amortised over the useful life.

GOODWILL

Goodwill is the positive difference between the cost of the business combination and the share of the group in the fair value of the acquired assets, the acquired liabilities and contingent liabilities of the subsidiary, jointly controlled subsidiary or associated participating interests at the time of the acquisition.

Goodwill is not amortised but is subject to an annual impairment test and whenever indications of a possible impairment have occurred.

TANGIBLE FIXED ASSETS

Tangible assets are carried at cost or production cost less accumulated amortisations and any impairments.

Tangible fixed assets are amortised on a straight-line basis over the useful economic life. The useful life is reviewed on a yearly basis and this is also the case for any residual value.

Repair and maintenance expenses for tangible assets are recognised as an expense in the period in which they occur, unless they result in an increase of the future economic benefit of the respective tangible fixed assets, which justifies their capitalisation.

Assets under construction are amortised as from the time they are taken into use.

Government grants are recorded as deferred income and taken into profit as income over the useful life of the asset following a systematic and rational basis.

IMPAIRMENT OF FIXED ASSETS

On each closing date, the group verifies whether there are indications that an asset is subject to an impairment. In the event that such indications are present, an estimation is made of the recoverable amount. When the carrying amount of an asset is higher than the recoverable amount, an impairment is recorded in order to bring the carrying amount of the asset back to the recoverable amount. The recoverable amount of an asset is defined as the higher of the fair value minus costs to sell (assuming a voluntary sale) and the value in use (based upon the net present value of the estimated future cash flows). Any resulting impairments are charged to the profit and loss account.

Previously recorded impairments, except on goodwill and available for sale financial assets, are reversed through the profit and loss account when they are no longer valid.

LEASING AND RELATED RIGHTS - INVESTMENT PROPERTY

1. The group's company is lessee

Finance lease (group's company carries all substantial risks and rewards of ownership)
At the start of the lease period, the assets and liabilities are recognised at fair value of the leased asset or if lower, the net present value of the minimum lease payments, as determined at the time of the beginning of the lease. The discount rate used for the calculation of the net present value of the minimum lease payments is the interest rate implied in the lease agreement, insofar as this rate can be determined. In the other case, the marginal interest rate of the lessee is to be used.

Operating lease (substantial risks and rewards remain with the lessor)
The lease payments are recognised at cost on a straight-line basis over the lease period, unless a different systematic basis better represents the time pattern of the rewards for the user.

2. The group's company is acting as lessor

Finance lease

The finance lease contracts are recorded in the balance sheet under the long and short-term receivables at the present value of the future lease payments and the residual value, irrespective of whether the residual value is guaranteed. The accrued interests are recognised in the income statement, calculated at the interest rate implied in the lease.

Acquisition costs related to lease contracts and allocatable to the contract are recorded in the income statement across the term of the contract. Acquisition costs which cannot be allocated to a contract (super commission, certain campaigns) are immediately recorded in the income statement.

Operating lease

The operating leases concern leases which do not qualify as a finance lease. A distinction is made between operating leases which, in accordance with IAS 17, are measured at cost, and operating leases which are considered as investment property and which, in accordance with IAS 40.33 are measured at fair value by which means the changes in fair value are recorded in the profit and loss account. The difference between both types depends on the calculation method of the option. If the call option takes into account the market value, the contract will be qualified as a property investment. In all other cases, these contracts are considered as operating leases in accordance with IAS 17.

3. Investment property – leased buildings

Investment property is measured at fair value through profit or loss. On a yearly basis, the fair value of the leased buildings is determined upon valuation reports.

FINANCIAL INSTRUMENTS

1. Available-for-sale financial assets

Available-for-sale shares and securities are measured at fair value. Changes in fair value are reported in equity until the sale or impairment of the investments, in which case the cumulative revaluation is recorded in the income statement.

When the fair value of a financial asset cannot be defined reliably, it is valued at cost.

When a decline in the fair value of an available-for-sale financial asset had been recognized directly in equity and there is objective evidence that the asset is impaired, the cumulative losses that had been recognized directly in equity are recorded in the profit and loss account.

2. Financial assets designated at fair value through profit or loss

Changes in fair value of "financial assets designated at fair value through profit or loss", in particular 'private equity participating interests', are recorded in the profit and loss account.

3. Derivative financial instruments:

The operational subsidiaries belonging to the Ackermans & van Haaren group are each responsible for their risk management, such as exchange risk, interest risk, credit risk, commodity risk, etc. The risks vary according to the particular business where the subsidiaries are active and therefore they are not managed centrally at group level. The respective executive committees report to their board of directors or audit committee regarding their hedging policy.

At the level of Ackermans & van Haaren NV and subholdings, the (mainly) interest risks are however managed centrally by the AvH Coordination Centre. Derivative instruments are initially valued at cost. Subsequently, these instruments are recorded in the balance sheet at their fair value; the changes in fair value are reported in the income statement unless these instruments are part of hedging transactions.

Cash flow hedges:

The value fluctuations of a derivative financial instrument that complies with the strict conditions for recognition as a cash flow hedge are recorded in equity for the effective part.
The ineffective part is recorded directly in the profit and loss account. The hedging results are recorded out of equity into the profit and loss account at the moment the hedged transaction influences the result.

Fair value hedges:

Changes in fair value of a derivative instrument that is formally allocated to hedge the changes of fair value of recorded assets and liabilities, are recognised in the profit and loss account together with the profits and losses caused by the fair value revaluation of the hedged component.

The value fluctuations of derivative financial instruments which do not meet the criteria for fair value hedge or cash flow hedge are recorded directly in the profit and loss account.

4. Interest-bearing debts and receivables

Financial debts and receivables are valued at amortised cost using the effective interest method.

5. Trade receivables and other receivables:

Trade receivables and other receivables are valued at nominal value, less any impairments for uncollectible receivables.

6. Cash and cash equivalents

Cash and cash equivalents consist of cash and short-term investments and are recorded on the balance sheet at nominal value.

INVENTORIES/CONSTRUCTION CONTRACTS

Inventories are valued at cost (purchase or production cost) according to the FIFO method (first in, first out) or at net realisable value when this is lower. The production cost comprises all direct and indirect costs incurred in bringing the inventories to their completion at balance sheet date and this corresponds with the estimated sales prices in normal circumstances, minus the handling, marketing and distribution costs (net realisable value).

Construction contracts are valued according to the Percentage of Completion method whereby the result is recognised in accordance with progress of the works. Expected losses are immediately recognised as an expense.

CAPITAL AND RESERVES

Costs which are related to a capital transaction are deducted from the capital.

The purchase of treasury shares is deducted from equity at purchase price. Subsequent sale or cancellation at a later date does not affect the result; profits and losses with regard to treasury shares are recorded directly in equity.

TRANSLATION DIFFERENCES

Statutory accounts

Transactions in foreign currency are recorded at the exchange rate on the date of the transaction. Positive and negative unrealised translation differences, resulting from the calculation of monetary assets and liabilities at closing rate on balance sheet date, are recorded as income or cost respectively in the profit and loss account.

Consolidated accounts

Based upon the closing rate method, assets and liabilities of the consolidated subsidiary are converted at closing rate, while the income statement is converted at the average rate of the period, which results in translation differences included in the consolidated equity.

PROVISIONS

A provision is recognised if a company belonging to the group has a (legal or indirect) obligation as a result of a past event, and it is probable that the settlement of this obligation will require an outflow and the amount of this obligation can be determined in a reliable manner.

In the event that the difference between the nominal and discounted value is significant, a provision is recorded for the amount of the discounted value of the estimated expenses. The resulting increase of the provision in proportion to the time is recorded as an interest charge.

Restructuring

Provisions for restructuring costs are only recognised when the group already has a detailed and approved restructuring plan and the planned restructuring has already started or been announced to the relevant members of staff. No provisions are made for costs relating to the normal activities of the group.

Guarantees

A provision is made for warranty obligations relating to delivered products, services and contracts, based upon statistical data from the past.

CONTINGENT ASSETS AND LIABILITIES

Contingent assets and liabilities are mentioned in the notes if their impact is important.

TAXES

Taxes are composed of current and deferred taxes. Both types of taxes are recorded in the profit and loss accounts except when they relate to components being part of the equity and therefore allocated to the equity.

Deferred taxes are based upon the balance sheet method applied on temporary differences between the carrying amount of the assets and liabilities of the balance sheet and their tax base. The main temporary differences consist of different amortisation percentages of tangible fixed assets, provisions for pensions and carry-forward tax losses.

Deferred tax liabilities are recognised for all taxable temporary differences:

- except when the deferred tax liability arises from the original recognition of goodwill or the initial recording of assets and liabilities in a transaction that is not a business combination and that at the time of the transaction has no impact on the taxable profit.
- except with regard to investments in subsidiaries, joint and associated companies, where the group is able to control the date when the temporary difference will be reversed, and it is not likely that the temporary difference will be reversed in the foreseeable future.

Deferred tax assets are recorded for all deductible temporary differences and on carry-forward tax credits and tax losses that can be recovered, to the extent that it is probable that there will be taxable profits in the near future in order to be able to enjoy the tax benefit. The carrying amount of the deferred tax assets is verified on every balance sheet date and impaired to the extent that it is no longer probable that sufficient taxable profit will be available to credit all or part of the deferred taxes.

Deferred tax assets and liabilities are determined using the tax rates that are expected to apply for the years when these temporary differences will be realised or settled, based on tax percentages which are enacted or confirmed on the balance sheet date.

EMPLOYEE BENEFITS

Employee benefits consist of short-term employee benefits, post-employment benefits, other long-term employee benefits, redundancy pay and rewards in equity instruments.

The post-employment benefits include the pension plans, life insurance policies and insurance policies for medical assistance. Pension plans with fixed contribution or defined benefit plans are provided through separate funds or insurance plans. In addition, employee benefits consisting of equity instruments also exist.

Pension plans

Defined Contribution Plans

The defined contribution is charged to the profit and loss account of the year to which it relates.

Defined Benefit Plans

The defined benefit liability at balance sheet date is calculated on the basis of the present value of the pension obligations, plus (minus) the unrecognised actuarial gains (loss) and after deduction of the fair value of the pension plan assets as well as the costs for services performed in the past which have not been recorded yet. In the event that this calculation results in a positive balance, the asset is restricted to the net total of all unrecognised costs of performed services and net present value of any repayments whatsoever of the plan or reductions of future contributions to the plan.

If a new plan is introduced or modifications are made to the existing plan, the costs relating to services rendered in the past (or 'past service costs') are recognised as an expense on a straight-line basis until the benefits are 'vested'. To the extent that the pension benefits are vested immediately, the past service costs are included immediately in the income statement

The amount which is recorded in the profit and loss account consists of the current service expense, any recognised past service costs, the interest cost, the estimated return on plan assets and the actuarial gains and losses.

Employee benefits in equity instruments

Different stock option plans exist within the Ackermans & van Haaren group, giving employees the right to buy AvH shares or the shares of some subsidiary at a predefined price. This price is determined at the time when the options are granted and it is based on the market price or the intrinsic value.

Furthermore, warrant plans have been established at the level of some subsidiaries.

The performance of the beneficiary is measured on the basis of the fair value of the granted options and warrants and recognised in the profit and loss account at the time when the services are rendered, during the vesting period.

RECOGNITION OF REVENUE

The revenue is recognised in accordance with IFRS standards taking into account the specific activities of each sector.

DISCONTINUED OPERATIONS

The assets, liabilities and net results of the discontinued operations are reported separately in a single item on the consolidated balance sheet and profit and loss account. The same reporting applies for assets and liabilities held for sale.

EVENTS AFTER BALANCE SHEET DATE

Events may occur after the balance sheet date which provide additional information with regard to the financial situation of the company at balance sheet date (adjusting events). This information allows the adjustment of estimations and a better reflection of the actual situation on the balance sheet date. These events require an adjustment of the balance sheet and the profit and loss account. Other events after balance sheet date are mentioned in the notes if they have a significant impact.

EARNINGS PER SHARE

The group calculates both the basic earnings per share as the diluted earnings per share in accordance with IAS 33. The basic earnings per share are calculated on the basis of the weighted average number of outstanding shares during the period. Diluted earnings per share is calculated according to the average number of shares outstanding during the period plus the diluted effect of the warrants and stock options outstanding during the period.

SEGMENT REPORTING

1. Primary segment reporting

Ackermans & van Haaren is currently a diversified group which is active in the following core sectors:

1. **Building, dredging and environmental services** with DEME, one of the largest dredging companies in the world, Algemene Aannemingen Van Laere, a major contractor in Belgium, and Société Nationale de Transport par Canalisation.

2. **Financial services** with Bank Delen, one of the largest independent private asset bankers in Belgium, Bank J. Van Breda & C°, a niche-bank for businesses and self-employed professionals in Belgium, Leasinvest-Extensa, a major real estate developer and investor in Belgium/Luxembourg, and the insurance company BDM-ASCO.

3. **Private equity** with Sofinim, one of the largest risk capital providers in Belgium and Quick Restaurants.

4. The headquarter activity are bundled in the 4th segment: **AvH and subholdings.**

   Until mid 2005, Solvus was a 4th core activity: Human Resources services.

2. Secondary segment reporting

The activities of the globally integrated consolidated companies are mainly concentrated in Belgium, Luxembourg, the Netherlands and France.

Note 2:

Subsidiaries and jointly controlled subsidiaries

1. Fully consolidated subsidiaries

Name of entity	Registration nr	Registred office	Beneficial interests % 2005	Beneficial interests % 2004
BUILDING-, DREDGING- & ENVIRONMENTAL SERVICES				
Algemene Aannemingen Van Laere	**0405 073 285**	**Belgium**	**100.00%**	**100.00%**
Anmeco	0458 438 826	Belgium	100.00%	100.00%
Groupe Thiran	0425 342 624	Belgium	99.95%	99.95%
TPH Van Laere	43 434 858 544	France	99.76%	
V.P.N.	86 325 696 375	France	74.50%	72.00%
Van Laere Infrabouw	810 124 282	Netherlands	90.00%	90.00%
Vandendorpe	0417 029 625	Belgium	90.32%	90.32%
Wattiez		France		72.00% [1]
Wefima	0424 903 055	Belgium	100.00%	100.00%
Société Nationale de Transport par Canalisation	**0418 190 556**	**Belgium**	**75.00%**	**75.00%**
Quinten Matsys	0424 256 125	Belgium	75.00%	75.00%
Corepi	1993 2215 066	Luxemburg	75.00%	75.00%
HUMAN RESOURCES SERVICES				
Solvus	**0412 773 897**	**Belgium**		**41.78%** [2]
FINANCIAL SERVICES				
Bank J. Van Breda & C°	**0404 055 577**	**Belgium**	**75.00%**	**75.00%**
Leasing J. Van Breda & C°	0406 019 135	Belgium		75.00% [3]
Van Breda Car Finance	0475 277 432	Belgium	75.00%	75.00%
Beherman Vehicle Supply	0473 162 535	Belgium	60.00%	60.00%
Beherman Vehicle Finance	0473 376 232	Belgium	60.00%	60.00%
Station Zuid	0454 664 041	Belgium	75.00%	75.00%
Fingraf	0421 296 536	Belgium		37.58% [3]
Finaxis	**0462 955 363**	**Belgium**	**75.00%**	**75.00%**
Leasinvest	**0425 459 618**	**Belgium**	**100.00%**	**100.00%**
De Leeuwe	0457 482 583	Belgium	100.00%	100.00%
Etablissementen Schulze	0406 211 155	Belgium	100.00%	100.00% [4]
Extensa Land I	0465 058 085	Belgium	100.00%	100.00% [4]
Extensa	0466 333 240	Belgium	100.00%	100.00%
Kinna Finance	0465 054 523	Belgium	100.00%	100.00% [4]
Kinna I	0465 054 721	Belgium	100.00%	100.00% [4]
Kinna II	0465 054 919	Belgium	100.00%	100.00% [4]
Leasinvest Finance	0461 340 215	Belgium	100.00%	100.00%
Leasinvest Luxemburg	1999 2229 988	Luxemburg	100.00%	100.00%
Leasinvest Nederland	8019 66 607	Netherlands	100.00%	100.00%
Leasinvest Participations I	2004 2421 120	Luxemburg	100.00%	100.00%
Leasinvest Participations II	2004 2421 090	Luxemburg	100.00%	100.00%
Leasinvest Real Estate Management	0466 164 776	Belgium	100.00%	100.00%
Logistics Finance I	0418 979 325	Belgium	100.00%	100.00%
Metropool 2000	0444 461 225	Belgium	100.00%	100.00% [4]
Stevibis	0446 953 135	Belgium	100.00%	100.00% [5]
UPO Invest	0473 705 438	Belgium	100.00%	100.00%
Vilvolease	0456 964 525	Belgium	100.00%	100.00%
Warehouse Finance	0419.819 463	Belgium	100.00%	100.00%
PRIVATE EQUITY				
Sofinim	**0434 330 168**	**Belgium**	**74.00%**	**74.00%**
Sofinim Luxemburg		Luxemburg	74.00%	74.00%
Mabeco	0428 604 101	Belgium	74.00%	74.00%
SUBHOLDINGS AvH				
Anfima	0426 265 213	Belgium	100.00%	100.00%
AvH Coordination Center	0429 810 463	Belgium	99.68%	100.00% [6]
Avafin-Re	1991 2210 289	Luxemburg	100.00%	100.00%
Brinvest	0431 697 411	Belgium	98.71%	94.59% [7]
NIM	0403 232 661	Belgium	100.00%	100.00%
Profimolux		Luxemburg	100.00%	100.00%
Protalux	1991 4015 963	Luxemburg	100.00%	100.00%
Urbaninfra	0419 510 944	Belgium	100.00%	100.00%

[1] *In early 2005, Van Laere sold its French subsidiary Wattiez to a colleague in the sector.*

[2] *In mid-2005, USG launched a successful voluntary public bid for all shares of Solvus. We refer to the explanation "disposal of fully consolidated companies" in note 5 and note 23 (p. 30 and p. 52).*

[3] *Leasing J. Van Breda & C° was sold to BNP Paribas Lease Group at the end of 2005.*

[4 & 5] *In the context of a possible sale of Stevibis and its subsidiaries, these subsidiaries were not consolidated in the past. The sale was not realised, resulting in consolidation in full of these subsidiaries. Stevibis was included last year according to the equity method and fully consolidated as of 2005.*

[6 & 7] *As a consequence of the sale of a 25% participating interest in AvH Coordination Center (AvH-CC) by AvH to Brinvest, the % of beneficial interests of AvH-CC experienced a slight drop. The participating interests in Brinvest were accelerated further in 2005.*

Note 2:

Subsidiaries and jointly controlled subsidiaries

2. Jointly controlled subsidiaries accounted for using the equity method

(000 euro) Name of entity	Registration nr	Registred office	**Beneficial interests % 2005**	Beneficial interests % 2004	Total assets	Total liabilities	Turnover	Net-result
BUILDING-. DREDGING- & ENVIRONMENTAL SERVICES								
D.E.M.E.	**0400 473 705**	**Belgium**	**50.00%**	**50.00%**	**1,079,643**	**746,208**	**845,123**	**40,674**
Société Nationale de Transport par Canalisation								
Corenox	0444 375 608	Belgium	37.50%	37.50%	556	286	693	33
Napro	0437 272 139	Belgium	37.50%	37.50%	622	213	201	126
Nitraco	0450 334 376	Belgium	37.50%	37.50%	11,613	9,878	1,158	166
Pipe-Line Antwerpen-Limburg-Luik	0417 381 397	Belgium	38.25%	38.25%	4,257	1,770	3,804	0
FINANCIAL SERVICES								
ASCO	**0404 454 168**	**Belgium**	**50.00%**	**50.00%**	**31,404**	**21,644**	**4,742**	**1,845**
B.D.M.	**0404 458 128**	**Belgium**	**50.00%**	**50.00%**	**19,462**	**15,900**	**3,776**	**717**
Bruns ten Brink		**Netherlands**	**50.00%**	**50.00%**	**5,350**	**4,518**	**3,464**	**216**
Delen Investments [1]	**0423 804 777**	**Belgium**	**75.00%**	**75.00%**	**1,226,820**	**1,092,440**	**68,971**	**25,901**
Leasinvest								
Grossfeld Immobilière	2001 2234 458	Luxemburg	50.00%	50.00%	6,632	1,800	8,250	2,321
Implant nv	0434 171 208	Belgium	50.00%	50.00%	4,200	1,911	7,371	1,659
Project T&T	0476 392 437	Belgium	50.00%	50.00%	21,277	21,444	406	-550
T&T Koninklijk Pakhuis	0863 090 162	Belgium	50.00%	50.00%	44,453	44,109	1,197	-346
T&T Openbaar Pakhuis	0863 093 924	Belgium	50.00%	50.00%	9,006	9,521	1,587	-103
T&T Parking	0863 091 251	Belgium	50.00%	50.00%	3,410	3,815	91	-272
PRIVATE EQUITY								
Quick Restaurants [2]	0412 121 524	Belgium	28.94%	28.94%	363,951	173,755	455,502	27,264
SUBHOLDINGS AvH								
GIB-subgroup	0404 869 783	Belgium	50.00%	50.00%	30,156	4,128	0	1,714

[1] *After the reorganisation of the shareholder structure of Finaxis. since the beginning of 2004, AvH holds 75% of Delen Investments C.V.A.*
[2] *Participating interest of 57.88% held by GIB (50%).*

IAS 31 offers the option of including jointly controlled subsidiaries in the consolidated accounts according to the proportional consolidation or the alternative equity method.
AvH has opted for the equity method.
The jointly control results from the shareholder structures or agreements.

Note 2:

Subsidiaries and jointly controlled subsidiaries

3. Main subsidiaries and jointly controlled subsidiaries not included in the consolidation scope

(000 euro)

Name of entity	Registration nr	Registred office	Beneficial interests % 2005	Reason for exclusion	Total assets	Total liabilities	Turnover	Net-result
BUILDING-, DREDGING- & ENVIRONMENTAL SERVICES								
Algemene Aannemingen Van Laere								
VKV Gmbh		Germany	50.00%	1	309	223	56	12
VLK Gmbh		Germany	50.00%	1	1,155	389		-82
S.C.I. De la Vallee		France	100.00%	1	364	292	98	70
FINANCIAL SERVICES								
Leasinvest								
Beekbaarimmo		Luxemburg	50.00%	1	250	19		0
Finance and Promotion	0426 357 758	Belgium	100.00%	1	2	31		0
Leasinvest Development	0405 767 232	Belgium	100.00%	1	1,861	38	0	10
Hypo G	0461 696 244	Belgium	20.00%	1		62		6
Extensa Istanbul	566454 / 514036	Turkey	100.00%	1	0	0	0	0
SUBHOLDINGS AvH								
Asco Life	0475 402 641	Belgium	75.00%	1	31,313	27,449	6,041	-171
Belcadi	0033 38 885	Netherlands	72.00%	1	6	391	0	-13
BOS	0422 609 402	Belgium	100.00%	1	289	1	0	82
Budvest		Panama	100.00%	1	220	1	0	-2
Cruiser	0060 52 113	Netherlands	100.00%	1	7	138	0	-7
GNR [2]		Antilles	100.00%	1	75	2	0	-2
I.B.F.	0417 827 795	Belgium	100.00%	1	8,902	7,424	14,272	253
InTouch Telecom Europe		Netherlands	50.00%	1	1,440	263	0	39
Vlaamse Beleggingen	0082 92 942	Netherlands	100.00%	1	570	4,588	0	-1,952

[1] *Investments of negligible significance.*
[2] *Figures of GNR in 1000 USD.*

Note 3:

Associated participating interests

1. Associated participating interests accounted for using the equity method

(000 euro)

Name of associated entity	Registration nr	Registred office	**Beneficial interests % 2005**	Beneficial interests % 2004	Total assets	Total liabilities	Turnover	Net-result
BUILDING-, DREDGING- & ENVIRONMENTAL SERVICES								
Société Nationale de Transport par Canalisation								
Belgian Pipe Control	0446 109 037	Belgium	18.75%	18.75%	303	150	470	2
FINANCIAL SERVICES								
Bank J. Van Breda & C°								
Antwerpse Financiële Handelsmaatschappij	0418 759 886	Belgium	37.50%	37.50%	2,195	1,867	592	140
Defínco	0415 155 644	Belgium	37.50%	37.50%	189	10	54	28
Finauto	0464 646 232	Belgium	37.50%	37.50%	7,640	7,448	1,564	7
Informatica J. Van Breda & C°	0427 908 174	Belgium	30.00%	30.00%	4,002	2,853	3,363	5
Jaguar Finance Belgium	0462 174 118	Belgium	37.50%	37.50%	357	5	8	4
Necadis Credit	0412 639 384	Belgium	37.50%	37.50%	266	111	55	16
Power Lease	0459 618 860	Belgium	37.50%	37.50%	264	3	33	27
Leasinvest								
Citérim sa	0450 016 058	Belgium	49.23%	49.23%	5,581	237	4,371	4,289
Leasinvest Real Estate [1]	0436 323 915	Belgium	35.52%	35.52%	281,876	96,950	19,760	15,329
Immobiliere Espace Kirchberg B		Luxemburg	10.00%	10.00%				
Grossfeld PAP	2005 2205 809	Luxemburg	25.00%	25.00%	17,188	15,921	0	-233

[1] *The market capitalisation of the real estate investment trust Leasinvest Real Estate amounted per 31 December 2005 to 215 million euro (76.4 million euro part AvH)*

2. Associated participating interests not accounted for using the equity method

(000 euro)

Name of associated entity	Registration nr	Registred office	**Beneficial interests % 2005**	Reason for exclusion	Total assets	Total liabilities	Turnover	Net-result
BUILDING-, DREDGING- & ENVIRONMENTAL SERVICES								
Algemene Aannemingen Van Laere								
Lighthouse Parkings	0875 441 034	Belgium	33.33%	1	1,348	1,287	1,250	0
Proffund	0475 296 317	Belgium	33.33%	1	4,004	3,318	3,526	85
SUBHOLDINGS AvH								
BMH	0446 404 787	Belgium	32.40%	1	78	0	0	-6
Henschel Engineering	0404 002 030	Belgium	21.99%	1	12,396	3.600	36,369	908
Nivelinvest	0430 636 943	Belgium	25.00%	1	32,038	24,889	485	107
Soficatra	0425 991 930	Belgium	31.48%	1	6,546	31	22	-277
Teleskop [2]		Poland	18.75%	1	16,884	9,962	12,239	1,344

[1] *Investments of negligible significance.*
[2] *Figures of Teleskop in 1000 PLN.*

Note 4:
Segment information - Assets 2005

(000 euro) Primary segment information	Segment 1 Building, dredging & environmental services	Segment 2 Human resources services	Segment 3 Financial services	Segment 4 Private Equity	Segment 5 AvH and subholdings	Eliminations between segments	TOTAL 2005
I. NON-CURRENT ASSETS	**201,935**	**0**	**1,351,516**	**180,795**	**190,057**	**-13,900**	**1,910,404**
Intangible assets			**1,021**				**1,021**
Goodwill	**2,487**		**1,257**		**114,806**		**118,549**
Tangible assets	**31,577**		**19,757**	**36**	**3,981**		**55,350**
Investment property	**2,750**		**62,407**				**65,157**
Participations accounted for using the equity method	**162,109**		**215,530**	**55,154**	**12,250**		**445,041**
Financial fixed assets	**2,197**		**772**	**125,606**	**55,036**	**-13,900**	**169,710**
Private equity participations				123,869			123,869
Available for sale financial fixed assets	812		653		41,130		42,595
Receivables and warranties	1,385		118	1,737	13,906	-13,900	3,246
Non-current hedging instruments			**7,098**				**7,098**
Amounts receivable after one year	**566**		**69,921**		**53**		**70,540**
Finance lease receivables			69,691				69,691
Other receivables	566		230		53		849
Deferred tax assets	**250**		**2,389**		**3,932**		**6,571**
Banks - receivables from credit institutions and clients after one year			**971,366**				**971,366**
II. CURRENT ASSETS	**118,600**	**0**	**1,684,673**	**195,273**	**416,475**	**-116,981**	**2,298,040**
Assets held for sale							**0**
Inventories	**1,066**		**34,141**				**35,207**
Amounts due from customers under construction contracts	**1,899**						**1,899**
Investments	**81**		**489,319**	**27,665**	**172,328**		**689,393**
Available for sale financial assets	81		489,319	27,665	172,328		689,393
Time deposits for more than 3 months							
Current hedging instruments			**419**				**419**
Amounts receivable within one year	**81,044**		**94,269**	**92,257**	**10,297**	**-116,182**	**161,684**
Trade debtors	53,128		1,915	13	3,011	-1,603	56,463
Finance lease receivables			27,539				27,539
Other receivables	27,916		64,815	92,245	7,286	-114,579	77,683
Current tax receivables	**1,303**		**4,737**	**538**	**1,657**		**8,235**
Banks - receivables from credit institutions and clients within one year			**1,029,507**				**1,029,507**
Cash and cash equivalents	**33,068**		**13,099**	**74,391**	**230,532**		**351,090**
Time deposits for less than 3 months	18,567			74,325	229,807		322,698
Cash	14,502		13,099	66	725		28,392
Deferred charges and accrued income	**139**		**19,183**	**423**	**1,661**	**-798**	**20,607**
TOTAL ASSETS	**320,535**	**0**	**3,036,190**	**376,068**	**606,531**	**-130,881**	**4,208,443**

(000 euro) Secundary segment information	Segment 1 BELUX	Segment 2 Other	Eliminations between segments	TOTAL 2005
Revenue	333,482	16,319	-64	349,737
Total assets	4,170,522	45,179	-7,257	4,208,443
Investments [1]	25,022	13,297		38,320

[1] *Corresponds with the cash flow from investing activities, excluding the acquisition of investments (p. 8).*

Note 4:

Segment information - Equity and liabilities 2005

(000 euro) Primary segment information	Segment 1 Building, dredging & environmental services	Segment 2 Human resources services	Segment 3 Financial services	Segment 4 Private Equity	Segment 5 AvH and subholdings	Eliminations between segments	TOTAL 2005
I. TOTAL EQUITY	**216,951**	**0**	**435,014**	**373,466**	**278,442**		**1,303,873**
Equity - group share	**208,248**		**343,490**	**290,698**	**275,744**		**1,118,180**
Issued capital					**113,907**		**113,907**
Share capital					2,295		2,295
Share premium					111,612		111,612
Consolidated reserves	**205,661**		**336,230**	**279,914**	**51,644**		**873,447**
Revaluation reserves	**2,588**		**7,261**	**10,784**	**112,596**		**133,228**
Financial assets available for sale			7,796	10,782	112,596		131,174
Hedging reserves	1,689		-533				1,157
Translation differences	898		-2	2			898
Treasury shares (-)					**-2,403**		**-2,403**
Minority interests	**8,702**		**91,524**	**82,768**	**2,699**		**185,693**
II. NON-CURRENT LIABILITIES	**37,708**	**0**	**908,424**	**110**	**49,682**	**-13,900**	**982,023**
Provisions	**1,566**		**2,739**	**110**	**34,867**		**39,281**
Pension liabilities	**87**		**472**		**782**		**1,340**
Deferred tax liabilities	**12,500**		**12,626**		**6,698**		**31,824**
Financial debts	**22,059**		**130,037**			**-13,900**	**138,197**
Bank borrowings	21,856		53,737				75,594
Debentures							0
Subordinated borrowings	200		58,290				58,490
Finance leases	3						3
Other borrowings			18,010			-13,900	4,110
Non-current hedging instruments			**4,242**		**153**		**4,395**
Other amounts payable after one year	**1,495**		**10,745**		**7,183**		**19,424**
Banks - debts to credit institutions, clients & securities			**747,563**				**747,563**
III. CURRENT LIABILITIES	**65,877**	**0**	**1,692,752**	**2,493**	**278,407**	**-116,981**	**1,922,547**
Liabilities held for sale							
Provisions			**250**				**250**
Pension liabilities			**51**				**51**
Financial debts	**4,629**		**72,062**	**390**	**195,111**	**-114,579**	**157,612**
Bank borrowings	4,628		6,415				11,043
Subordinated borrowings			209				209
Finance leases	1				5		5
Other borrowings			65,438	390	195,106	-114,579	146,355
Current hedging instruments			**926**				**926**
Amounts due to customers under construction contracts	**5,567**						**5,567**
Other amounts payable within one year	**53,277**		**12,392**	**136**	**81,511**	**-325**	**146,992**
Trade debtors	47,742		739	130	1,159	-325	49,446
Advances received on construction contracts							0
Amounts payable regarding remuneration and social security	3,761		8,133	6	413		12,312
Other amounts payable	1,774		3,520		79,939		85,233
Current tax payables	**795**		**7,259**	**4**	**354**		**8,411**
Banks - debts to credit institutions, clients & securities			**1,579,845**				**1,579,845**
Accrued charges and deferred income	**1,609**		**19,967**	**1,964**	**1,431**	**-2,076**	**22,893**
TOTAL EQUITY AND LIABILITIES	**320,535**	**0**	**3,036,190**	**376,068**	**606,531**	**-130,881**	**4,208,443**

Note 4:

Segment information - Consolidated income statement 2005

(000 euro) Primary segment information	Segment 1 Building, dredging & environmental services	Segment 2 Human resources services	Segment 3 Financial services	Segment 4 Private Equity	Segment 5 AvH and subholdings	Eliminations between segments	TOTAL 2005
Revenue	**201.508**		**145.741**	**18**	**5.976**	**-3.507**	**349.737**
Sale of goods							0
Rendering of services	17,743			13	4,940	-2,896	19,800
Lease revenue			25,292				25,292
Real estate revenue			5,626				5,626
Interest income banking activities			92,906				92,906
Commissions receivable - banking activities			18,024				18,024
Revenue from construction contracts	170,102						170,102
Other operating revenue	13,663		3,894	6	1,036	-612	17,987
Other operating income	**20**		**308**	**7,152**	**7,840**	**-828**	**14,491**
Interest on financial fixed assets - receivables				547	638	-408	776
Dividends	20		308	6,549	6,664		13,541
Capital grants							0
Other operating income				56	537	-420	174
Operating expenses (-)	**-196,973**		**-116,900**	**-7,352**	**-15,904**	**3,927**	**-333,202**
Raw materials and consumables used (-)	-134,281		-494				-134,775
Changes in inventories (-)	-125		-814				-938
Interest expenses Bank J. Van Breda & C° (-)			-60,396				-60,396
Employee expenses (-)	-29,877		-27,952	-300	-2,137		-60,266
Depreciation (-)	-7,703		-1,465	-4	-148		-9,319
Impairment losses (-)	-470		-1,716	-2,694	-1,145		-6,025
Other operating expenses (-)	-25,371		-25,088	-4,353	-8,840	3,927	-59,725
Provisions	852		1,025		-3,634		-1,757
Profit (loss) from operating activities	***4,555***	***0***	***29,150***	***-182***	***-2,089***	***-408***	**31,026**
Profit (loss) on assets/ liabilities designated at fair value through profit and loss			**1,187**	**-17,906**	**204**		**-16,515**
Private equity				-17,906			-17,906
Investment property			-657				-657
Derivative financial instruments			1,844		204		2,048
Profit (loss) on disposal of assets	**779**		**24,786**	**51,764**	**154,738**		**232,067**
Realised gain(loss) on intangible and tangible assets	234		4		4		242
Realised gain(loss) on investment property							0
Realised gain(loss) on financial fixed assets	545		23,518	51,764	134,446		210,273
Realised gain(loss) on other assets			1,264		20,288		21,552
Finance income	**1,318**		**20,266**	**2,752**	**2,319**	**-2,737**	**23,917**
Interest income	881		18,929	2,718	2,272	-2,737	22,064
Other finance income	437		1,337	34	46		1,854
Finance costs (-)	**-1,564**		**-9,038**	**-25**	**-8,074**	**3,146**	**-15,555**
Interest expenses (-)	-1,157		-7,231	-7	-5,236	3,146	-10,486
Other finance costs (-)	-406		-1,807	-18	-2,838		-5,069
Share of profit (loss) from equity accounted investments	**20,537**		**36,362**	**7,890**	**842**		**65,631**
Other non-operating income	**30**		**1,579**		**310**		**1,919**
Other non-operating expenses (-)	**-16**		**-248**		**-1,417**		**-1,681**
Profit (loss) before tax	***25,640***	***0***	***104,043***	***44,293***	***146,834***		***320,809***
Income taxes	**-1,592**		**-16,652**	**193**	**3,519**		**-14,532**
Deferred taxes	237		-550		3,541		3,228
Current taxes	-1,829		-16,102	193	-22		-17,760
Profit (loss) after tax from continuing operations	***24,048***	***0***	***87,390***	***44,486***	***150,353***		***306,277***
Profit (loss) after tax from discontinued operations		**9,314**					**9,314**
Profit (loss) of the period	***24,048***	***9,314***	***87,390***	***44,486***	***150,353***	***0***	***315,591***
Minority interests	735	5,423	18,749	11,333	365		36,605
Share of the group	23,313	3,891	68,641	33,153	149,988		278,986

Comments on the segment information - Consolidated income statement 2005

In the segment **"building, dredging and environmental services"**, which accounts for a total contribution of 23.3 million euro to the group's result, the largest contribution is made by DEME with 20.3 million euro.

Due to the joint control character of this entity, the contribution of DEME is recorded entirely on the line "share of profit (loss) from equity accounted investments". Operationally, DEME performed well in 2005, with a fundamentally positive economic climate in the dredging industry. Turnover increased to 845.1 million euro (+30% compared to 2004: 649.1 million euro) and net profit amounted to 40.7 million euro (+47% compared to 2004: 27.7 million euro).

Besides DEME, further contributions to profit have been included, i.e. Algemene Aannemingen Van Laere (AAVL) and Société Nationale de Transport par Canalisation (SNTC), both via a full consolidation.

AAVL's order book continued to be relatively full, however, margins were under pressure due to a very competitive market. The net result (and also the contribution to AvH's group's result) of 1.4 million euro by AAVL was influenced positively by capital gains of 0.4 million euro resulting from the sale of the Northern France based company Wattiez. In addition, substantial costs were already made in 2005 to prepare for major projects, including the Oosterweel connection, a project for which a consortium including AAVL has already prequalified.

SNTC operated in 2005 in a stable market without any notable new projects or developments. SNTC contributed to the group's result for the amount of 1.6 million euro (2004: 1.3 million euro).

The contribution of 3.9 million euro made by the segement **"human resources services"** represents the share of the group in the result of the Solvus Resource Group for the first half of 2005. Due to the sale of this participating interest during the third quarter of 2005, this contribution was included in the contributions from discontinued operations.

The third segment,**"financial services"**, includes the respective contributions of Bank J. Van Breda & C° (in full - share 75%), Leasinvest-Extensa (in full - share 100%) and Delen Investments (via equity method - share 75%).

Bank J. Van Breda & C° realised in 2005 a record result of 51.4 million euro, including 22.6 million euro exceptional capital gains resulting from the sale of the "small ticket vendor leasing" subsidiary Leasing J. Van Breda & C° to BNP Paribas Lease Group. The underlying operational net profit rose by 18% to 28.8 million euro (2004: 24.4 million euro). This excellent result is due on the one hand to the further growth of the number of target group relations and on the other hand to the historically low provisions for credit losses.

Leasinvest-Extensa realised in 2005 a consolidated net profit of 11.6 million euro, including 6.4 million euro resulting from the recurring contribution of the real estate investment trust Leasinvest Real Estate which is included in the figures of Leasinvest using the equity method (35.5%).

Delen Investments' profit rose with 21% to 25.9 million euro (2004: 21.3 million euro). This increase is the result of the favourable stock exchange climate and the further increase of the entrusted assets which amounted to 9,192 million euro (2004: 6,753 million euro).

The **"private equity segment"** consists on the one hand of Sofinim (full consolidation) and its investment portfolio, which is included according to a fair-value valuation, and on the other hand the group's share in Quick which is held in co-controlling via GIB and has therefore been included using the equity method. The contribution of this segment increased considerably in 2005, partly due to substantial capital gains which resulted from the sale of the participation in Aviapartner (AvH's share: 25 million euro) and the partial sale by Sofinim of its Telenet shares in the framework of the IPO of the latter company (capital gain, AvH's share: 13.4 million euro). On the other hand, charges were recorded amounting to 20.6 million euro on the Illospear participation, in anticipation of the agreement made with Spear with regard to the transfer of all shares in and financing of IlloSpear. Quick had an excellent 2005. The successful launch of new products and the upgrading of its restaurants resulted in a like-for-like growth of in system-wide sales of 4.6%. Quick's contribution to AvH's group result amounts to 7.9 million euro (2004: 4.2 million euro).

The results of the 5th segment **"AvH and subholdings"** in 2005 were strongly influenced by the realised capital gains. The sale of the participating interest in Solvus Resource Group resulted in capital gains amounting to 132.3 million euro. In addition, capital gains were also realised on the investment portfolio, particularly on the sales of Almanij/KBC shares (15.6 million euro) and the liquidation of Fortales (4.1 million euro).

Note 4:

Segment information - Cash flow statement 2005

(000 euro) Primary segment information	Segment 1 Building, dredging & environmental services	Segment 2 Human resources services	Segment 3 Financial services	Segment 4 & 5 AvH, subhold & private equity	Eliminations between segments	TOTAL 2005
I. CASH AND CASH EQUIVALENTS, OPENING BALANCE	**29,006**	**86,454**	**10,114**	**57,605**		**183,178**
Profit (loss) from operating activities	**4,555**		**29,150**	**-2,270**	**-408**	**31,026**
Dividends from participations accounted for using the equity method	112		15,522	30,725		46,359
Other non-operating income(expenses)	14		1,331	-1,313		32
Income taxes	-1,592		-16,652	3,712		-14,532
Profit (loss) from discontinued operating activities		21,686				21,686
Non-cash adjustments						
Depreciation	7,703		1,465	152		9,319
Impairment losses	469		1,711	3,839		6,019
Share based payment	87		2,464	-336		2,215
(De)increase of provisions	-852		-1,154	3,529		1,524
(De)increase of deferred taxes	-237		1,004	-3,541		-2,774
Other non-cash income(expenses)	-212			-116		-328
Cash flow	**10,047**	**21,686**	**34,840**	**34,381**	**-408**	**100,545**
Decrease (increase) of working capital	**-748**	**-73,411**	**-57,178**	**-76,015**		**-207,352**
Decrease (increase) of inventories and construction contracts	-454	-96	458			-92
Decrease (increase) of amounts receivable	542	-26,228	13,317	15,333		2,964
Decrease (increase) of receivables from credit instit. and clients (banks)			-518,584			-518,584
Increase (decrease) of liabilities (other than financial debts)	-1,145	-45,550	5,186	-92,632		-134,140
Increase (decrease) of debts to credit instit, clients & securities (banks)			440,209			440,209
Decrease (increase) other	309	-1,537	2,235	1,284		2,291
CASH FLOW FROM OPERATING ACTIVITIES	**9,299**	**-51,725**	**-22,339**	**-41,634**	**-408**	**-106,807**
Investments	**-2,169**	**-3,224**	**-213,124**	**-37,016**		**-255,533**
Acquisition of intangible and tangible assets	-1,288	-3,430	-5,457	-2,008		-12,182
Acquisition of investment property			-229			-229
Acquisition of (new) fully consolidated participations						0
Acquisition of supplementary shareholding in fully consolidated participations	-699	206		-5,549		-6,042
Acquisition of financial fixed assets	-21		-410	-18,846		-19,276
New amounts receivable	-80		-11	-499		-590
Acquistion of investments	-81		-207,016	-10,116		-217,213
Divestments	**1,810**	**-25,862**	**248,829**	**353,710**		**578,487**
Disposal of intangible and tangible assets	425	1,587	49	8		2,069
Disposal of investment property						0
Disposal of fully consolidated participations	662	-27,449	36,845	241,950		252,008
Partial disposal of fully consolidated participations						0
Disposal of financial fixed assets			5,769	79,526		85,295
Reimbursements of amounts receivable	723			238		961
Disposal of investments			206,166	31,988		238,154
CASH FLOW FROM INVESTING ACTIVITIES	**-359**	**-29,086**	**35,705**	**316,694**		**322,954**
Financial operations						
Interest received	882	1,260	25,641	3,023	-2,737	28,069
Interest paid	-1,157	-7,306	-7,231	-3,276	3,146	-15,825
Other financial income (costs)	31		-204	-2,776		-2,949
(De)increase of issued capital						0
(De)increase of treasury shares				12		12
(De)increase of financial debts	-4,178	403	-3,170	-20,439		-27,384
Distribution of profits				-21,688		-21,688
Dividends paid to minority interests	-455		-25,417	17,401		-8,470
CASH FLOW FROM FINANCIAL ACTIVITIES	**-4,878**	**-5,643**	**-10,381**	**-27,742**	**408**	**-48,236**
II. NET VARIATION IN CASH AND CASH EQUIVALENTS	**4,063**	**-86,454**	**2,986**	**247,318**		**167,912**
Impact of exchange rate changes on cash and cash equivalents						0
III. CASH AND CASH EQUIVALENTS, ENDING BALANCE	**33,068**	**0**	**13,099**	**304,922**	**0**	**351,090**

Comments on the segment information - Cash flow statement 2005

In segment 1 **"building, dredging and environmental services"**, the cash flow statement gives the cash flow of the participation interests of AvH in Algemene Aannemingen Van Laere (AAVL) and Société Nationale de Canalisation. The cash flow of DEME, the largest company in this segment, is not visible due to the application of the equity method on this entity.

Solvus is included in segment 2 **"human resources services"**, with Ackermans & van Haaren having maintained a 41.78% interest during the first half of 2005. This share was consolidated in full in the past, but the profit contribution of Solvus during this period is included in the income statement as a contribution from discontinued operations. In view of the sale and deconsolidation on 30 June 2005, the share of the group in the cash resources as of 30 June 2005 was reduced to 0.

In segment 3 **"financial services"**, the cash flow is processed of Bank J. Van Breda & C° and of the group Leasinvest-Extensa. The cash flow of Bank Delen is not visible, since it has been included using the equity method.
The increase in the amounts receivable from credit institutions and clients of Bank J. Van Breda & C° create a negative cash flow from operating activities via a larger requirement for working capital. The cash flow from investing activities of this segment, on the other hand, is clearly positive, thanks to the sale of the leasing activity by Bank J. Van Breda & C° and the sale by Leasinvest of the project company in which a development project in Antwerp had been included.

The cash flow of the **"private equity"** activity and of the **"AvH and subholdings"** activity is included in one column. The cash flow from operating activities of this segment consists for the most part of dividends that Ackermans & van Haaren receives from participations that are not fully consolidated. The drop in the working capital, that is the consequence of the repayment of part of the debts in the short term, translates to a negative cash flow from operating activities.
The investments apply both to investments made in 2005 by Sofinim (Engelhardt, Telenet) and by AvH (increase of the partcipation in Brinvest). The acquisition of investments stems from the acquisition of additional shares in Fortis and Telenet.
In 2005, an exceptional amount of divestments were made in the amount of 353.7 million euro, thanks to the sale of Solvus (242 million euro) by AvH, the divestments of Aviapartner, Telenet, Cyril Finance and Record (78.1 million euro) on the level of Sofinim and the sale of shares from the AvH-investment portfolio (Almanij/KBC, Leasinvest Real Estate and GIMV being the most important).

Note 4:

Segment information - Assets 2004

(000 euro) Primary segment information	Segment 1 Building, dredging & environmental services	Segment 2 Human resources services	Segment 3 Financial services	Segment 4 Private Equity	Segment 5 AvH and subholdings	Eliminations between segments	TOTAL 2004
I. NON-CURRENT ASSETS	**194,629**	**437,164**	**1,377,125**	**208,362**	**211,795**	**-13,900**	**2,415,176**
Intangible assets	**2**	**14,424**	**689**		**1**		**15,116**
Goodwill	**2,242**	**356,623**	**454**		**116,315**		**475,634**
Tangible assets	**38,504**	**36,383**	**16,155**	**5**	**2,210**		**93,257**
Investment property	**2,750**		**60,722**				**63,472**
Participations accounted for using the equity method	**147,441**		**197,234**	**49,774**	**34,112**		**428,561**
Financial fixed assets	**2,819**	**8,166**	**4,476**	**158,583**	**46,907**	**-13,900**	**207,050**
Private equity participations				146,491			146,491
Available for sale financial fixed assets	792	250	4,369		32,764		38,174
Receivables and warranties	2,027	7,916	107	12,092	14,143	-13,900	22,386
Non-current hedging instruments			**2,118**				**2,118**
Amounts receivable after one year	**627**	**301**	**214,810**		**11,302**		**227,039**
Finance lease receivables			213,608				213,608
Other receivables	627	301	1,202		11,302		13,431
Deferred tax assets	**245**	**21,267**	**604**		**950**		**23,066**
Banks - receivables from credit institutions and clients after one year			**879,863**				**879,863**
II, CURRENT ASSETS	**115,442**	**389,707**	**1,347,774**	**119,654**	**221,180**	**-126,047**	**2,067,710**
Assets held for sale							**0**
Inventories	**1,460**	**104**	**20,650**				**22,213**
Amounts due from customers under construction contracts	**1,894**						**1,894**
Investments		**2,537**	**494,659**	**11,402**	**144,978**		**653,576**
Available for sale financial assets		2,537	494,659	11,402	144,977		653,575
Time deposits for more than 3 months					2		2
Current hedging instruments		**40**	**349**				**389**
Amounts receivable within one year	**82,445**	**287,412**	**173,128**	**106,249**	**15,786**	**-125,866**	**539,154**
Trade debtors	56,444	279,011	928	8	1,671	-111	337,952
Finance lease receivables			104,635				104,635
Other receivables	26,001	8,401	67,565	106,241	14,115	-125,756	96,567
Current tax receivables	**383**	**6,061**	**4,185**	**1,672**	**464**		**12,766**
Banks - receivables from credit institutions and clients within one year			**624,681**				**624,681**
Cash and cash equivalents	**29,006**	**86,454**	**10,114**	**90**	**57,515**		**183,178**
Time deposits for less than 3 months	15,686	46,337	69		56,763		118,855
Cash	13,320	40,117	10,045	90	752		64,324
Deferred charges and accrued income	**255**	**7,098**	**20,009**	**241**	**2,437**	**-181**	**29,859**
TOTAL ASSETS	**310,071**	**826,871**	**2,724,899**	**328,016**	**432,975**	**-139,947**	**4,482,885**

(000 euro) Secundary segment information	Segment 1 BELUX	Segment 2 Other	Eliminations between segments	TOTAL 2004
Revenue	760,067	1,092,569	-24,127	1,828,509
Total assets	3,885,197	1,974,587	-1,376,898	4,482,885
Investments [1]	538,476	11,586		550,062

[1] *Corresponds with the cash flow from investing activities, excluding the acquisition of investments (p. 8).*

Note 4:

Segment information - Equity and liabilities 2004

(000 euro) Primary segment information	Segment 1 Building, dredging & environmental services	Segment 2 Human resources services	Segment 3 Financial services	Segment 4 Private Equity	Segment 5 AvH and subholdings	Eliminations between segments	TOTAL 2004
I. TOTAL EQUITY	**198,869**	**247,692**	**373,727**	**327,639**	**-20,176**		**1,127,751**
Equity - group share	**190,531**	**102,840**	**294,710**	**257,206**	**-30,448**		**814,838**
Issued capital					**113,907**		**113,907**
Share capital					2,295		2,295
Share premium					111,612		111,612
Consolidated reserves	**187,241**	**102,806**	**290,585**	**254,641**	**-215,669**		**619,603**
Revaluation reserves	**3,291**	**34**	**4,126**	**2,565**	**73,566**		**83,580**
Financial assets available for sale			7,220	2,753	73,566		83,538
Hedging reserves	5,088		-3,124	-190			1,774
Translation differences	-1,798	34	29	2			-1,732
Treasury shares (-)					**-2,253**		**-2,253**
Minority interests	**8,338**	**144,852**	**79,017**	**70,434**	**10,272**		**312,912**
II. NON-CURRENT LIABILITIES	**42,169**	**126,468**	**731,284**	**110**	**116,287**	**-13,900**	**1,002,418**
Provisions	**2,419**	**3,026**	**3,760**	**110**	**31,337**		**40,651**
Pension liabilities	**71**	**1,013**	**683**		**816**		**2,582**
Deferred tax liabilities	**12,732**	**5,164**	**12,333**		**7,256**		**37,485**
Financial debts	**24,807**	**117,040**	**107,453**		**5**	**-13,900**	**235,404**
Bank borrowings	24,604	46,937	48,041				119,582
Debentures		68,956					68,956
Subordinated borrowings	200		45,512				45,712
Finance leases	3	1,068			5		1,076
Other borrowings		78	13,900			-13,900	78
Non-current hedging instruments			**3,134**		**356**		**3,490**
Other amounts payable after one year	**2,141**	**226**	**8,240**		**76,517**		**87,123**
Banks - debts to credit institutions, clients & securities			**595,682**				**595,682**
III. CURRENT LIABILITIES	**69,033**	**452,711**	**1,619,889**	**267**	**336,865**	**-126,047**	**2,352,717**
Liabilities held for sale							**0**
Provisions	**161**				**1,000**		**1,161**
Pension liabilities							**0**
Financial debts	**6,059**	**167,136**	**77,767**	**170**	**229,216**	**-125,756**	**354,592**
Bank borrowings	6.059	106,346	18,804				131.210
Subordinated borrowings			128				128
Finance leases		2,183			5		2,188
Other borrowings		58,606	58,835	170	229,211	-125,756	221,066
Current hedging instruments		**292**	**2,752**				**3,044**
Amounts due to customers under construction contracts	**6,410**						**6,410**
Other amounts payable within one year	**53,363**	**186,515**	**14.031**	**78**	**104,870**	**-108**	**358,749**
Trade debtors	46,926	25,622	991	58	1,168	-108	74,657
Advances received on construction contracts		40					40
Amounts payable regarding remuneration and social security	4,614	151,460	5,665	21	355		162,114
Other amounts payable	1,823	9,394	7,375		103,347		121,939
Current tax payables	**1.624**	**85.938**	**6,397**	**1**	**372**		**94,332**
Banks - debts to credit institutions, clients & securities			**1,499,679**				**1,499,679**
Accrued charges and deferred income	**1,416**	**12,830**	**19,264**	**17**	**1,407**	**-184**	**34.751**
TOTAL EQUITY AND LIABILITIES	**310,071**	**826,871**	**2,724,899**	**328,016**	**432,975**	**-139,947**	**4,482,885**

Note 4:

Segment information - Income statement 2004

(000 euro) Primary segment information	Segment 1 Building, dredging & environmental services	Segment 2 Human resources services	Segment 3 Financial services	Segment 4 Private Equity	Segment 5 AvH and subholdings	Eliminations between segments	TOTAL 2004
Revenue	**230,888**	**1,452,877**	**142,413**	**179**	**6,376**	**-4,224**	**1,828,509**
Sale of goods				74			74
Rendering of services	25,607	1,445,136	142	44	3,381	-1,686	1,472,624
Lease revenue			31,336				31,336
Real estate revenue			7,304				7,304
Interest income banking activities			79,708				79,708
Commissions receivable - banking activities			15,745				15,745
Revenue from construction contracts	201,904						201,904
Other operating revenue	3,376	7,741	8,179	61	2,995	-2,538	19,814
Other operating income	**58**		**728**	**4,464**	**4,790**		**10,039**
Interest on financial fixed assets - receivables				494	213		708
Dividends	58		528	4,361	3,995		8,941
Capital grants					2		2
Other operating income			200	-391	580		389
Operating expenses (-)	**-227,944**	**-1,418,804**	**-118,994**	**-18,641**	**17,775**	**4,222**	**-1,762,386**
Raw materials and consumables used (-)	-149,098	-3,445	-415				-152,958
Changes in inventories (-)	132		-808				-676
Interest expenses Bank J. Van Breda (-)			-55,279				-55,279
Employee expenses (-)	-32,401	-1,242,772	-26,853	-188	-2,090		-1,304,303
Depreciation (-)	-9,208	-16,306	-1,099	-8	-154		-26,776
Impairment losses (-)	-573	-1,917	-4,204	-15,173	-9,984		-31,851
Other operating expenses (-)	-35,288	-157,459	-30,197	-3,272	-6,427	4,222	-228,420
Provisions	-1,508	3,095	-140		36,430		37,878
Profit (loss) from operating activities	***3,002***	***34,073***	***24,147***	***-13,998***	***28,940***	***-2***	***76,162***
Profit (loss) on assets/liabilities designated at fair value through profit and loss		**115**	**-597**	**6,645**	**-219**		**5,944**
Private equity				6,645			6,645
Investment property							0
Derivative financial instruments		115	-597		-219		-701
Profit (loss) on disposal of assets	**89**		**2,422**	**190**	**62,701**		**65,402**
Realised gain(loss) on intangible and tangible assets	89		141		19		249
Realised gain(loss) on investment property							0
Realised gain(loss) on financial fixed assets			739	257	47,454		48,450
Realised gain(loss) on other assets			1,542	-67	15,228		16,704
Finance income	**2,118**	**998**	**20,735**	**2,425**	**735**	**-2,799**	**24,213**
Interest income	1,319	839	18,876	2,425	732	-2,799	21,392
Other finance income	799	160	1,859		4		2,821
Finance costs (-)	**-2,093**	**-15,020**	**-10,298**	**-25**	**-9,141**	**2,801**	**-33,776**
Interest expenses (-)	-1,776	-12,388	-6,807	-4	-5,210	2,799	-23,386
Other finance costs (-)	-317	-2,633	-3,491	-21	-3,930	2	-10,390
Share of profit (loss) from equity accounted investments	**13,925**		**23,452**	**4,236**	**7,746**		**49,359**
Other non-operating income	**382**		**403**		**15**		**799**
Other non-operating expenses (-)	**-1,759**		**-49**	**-123**	**-456**		**-2,387**
Profit (loss) before tax	***15,663***	***20,166***	***60,216***	***-649***	***90,322***		***185,717***
Income taxes	**-985**	**-6,829**	**-15,121**		**-1,662**		**-24,597**
Deferred taxes	-156	648	417		-194		714
Current taxes	-829	-7,477	-15,538		-1,468		-25,311
Profit (loss) after tax from continuing operations	***14,678***	***13,337***	***45,095***	***-649***	***88,660***		***161,120***
Profit (loss) after tax from discontinued operations		**-3,183**					**-3,183**
Profit (loss) of the period	***14,678***	***10,154***	***45,095***	***-649***	***88,660***	***0***	***157,937***
Minority interests	425	5,857	10,880	-1,182	7,170		23,150
Share of the group	14,252	4,297	34,214	533	81,490		134,787

Note 4:

Segment information - Cash flow statement 2004

(000 euro) Primary segment information	Segment 1 Building, dredging & environmental services	Segment 2 Human resources services	Segment 3 Financial services	Segment 4 & 5 AvH, subhold & private equity	Eliminations between segments	TOTAL 2004
I. CASH AND CASH EQUIVALENTS, OPENING BALANCE	**26,954**	**51,585**	**9,384**	**17,035**		**104,959**
Profit (loss) from operating activities	**3,002**	**34,073**	**24,147**	**14,943**	**-2**	**76,162**
Dividends from participations accounted for using the equity method	80		18,076	54,007		72,163
Other non-operating income(expenses)	-1,378	3,085	22	-6		1,723
Income taxes	-985	-6,848	-15,121	-1,662		-24,616
Profit (loss) from discontinued operating activities		-3,183				-3,183
Non-cash adjustments						
Depreciation	9,208	14,147	1,099	162		24,616
Impairment losses	573		3,905	25,157		29,635
Share based payment	-142	156	2,194	97		2,305
(De)increase of provisions	1,668	-7,625	302	-36,430		-42,085
(De)increase of deferred taxes	148	3,678	-417	194		3,603
Other non-cash income(expenses)	250	2	0	-1,068		-816
Cash flow	**12,425**	**37,484**	**34,208**	**55,395**	**-2**	**139,509**
Decrease (increase) of working capital	**15,579**	**9,264**	**67,923**	**18,905**		**111,671**
Decrease (increase) of inventories and construction contracts	2,077	-240	796			2,633
Decrease (increase) of amounts receivable	13,067	-14,970	26,353	-526		23,923
Decrease (increase) of receivables from credit instit. and clients (banks)			-261,635			-261,635
Increase (decrease) of liabilities (other than financial debts)	-656	24,474	6,117	18,044		47,978
Increase (decrease) of debts to credit instit, clients & securities (banks)			297,860			297,860
Decrease (increase) other	1,092		-1,567	1,388		912
CASH FLOW FROM OPERATING ACTIVITIES	**28,004**	**46,748**	**102,130**	**74,300**	**-2**	**251,180**
Investments	**-3,521**	**-19,395**	**-286,984**	**-530,142**		**-840,041**
Acquisition of intangible and tangible assets	-2,650	-11,520	-3,780	-1,144		-19,094
Acquisition of investment property			-752			-752
Acquisition of (new) fully consolidated participations			-1,251			-1,251
Acquisition of supplementary shareholding in fully consolidated participations	-572	-2,271		-497,566		-500,409
Acquisition of financial fixed assets	-19	-3,585	-2	-8,669		-12,274
New amounts receivable	-280			-16,002		-16,282
Acquistion of investments		-2,019	-281,199	-6,761		-289,979
Divestments	**1,080**	**12,982**	**207,476**	**322,527**		**544,065**
Disposal of intangible and tangible assets	389	3,059	359	43		3,850
Disposal of investment property						0
Disposal of fully consolidated participations		9,923		162,364		172,287
Partial disposal of fully consolidated participations				23,820		23,820
Disposal of financial fixed assets	383		749	52,967		54,099
Reimbursements of amounts receivable				50,389		50,389
Disposal of investments	309		206,368	32,944		239,620
CASH FLOW FROM INVESTING ACTIVITIES	**-2,441**	**-6,412**	**-79,508**	**-207,615**		**-295,976**
Financial operations						
Interest received	1,319	1,122	25,118	1,146	-2,799	25,906
Interest paid	-1,776	-15,012	-6,785	-3,201	2,799	-23,975
Other financial income (costs)	482		-1,634	-3,950	2	-5,099
(De)increase of issued capital						0
(De)increase of treasury shares				-389		-389
(De)increase of financial debts	-6,537	8,455	-15,868	170,575		156,624
Distribution of profits				-18,096		-18,096
Dividends paid to minority interests	-16,999		-22,725	27,800		-11,924
CASH FLOW FROM FINANCIAL ACTIVITIES	**-23,511**	**-5,435**	**-21,893**	**173,885**	**2**	**123,048**
II. NET VARIATION IN CASH AND CASH EQUIVALENTS	**2,052**	**34,901**	**729**	**40,569**		**78.252**
Impact of exchange rate changes on cash and cash equivalents		-32				-32
III. CASH AND CASH EQUIVALENTS - ENDING BALANCE	**29,006**	**86,454**	**10,114**	**57,605**	**0**	**183,178**

Note 5:

Business combinations

(000 euro)	2005
DISPOSAL OF FULLY CONSOLIDATED COMPANIES	
Non-current assets	585,260
Current assets	433,225
Total assets	**1,018,485**
Equity - group share	-269,995
Minority interests	-1,947
Non-current liabilties	-335,484
Current liabilities	-411,060
Total equity and liabilities	**-1,018,485**
Total assets	1,018,485
Total liabilities	-746,543
Minority interests	-1,947
Net assets	269,995
Net assets- share AvH	121,094
Net goodwill	1,599
Profit (loss) on disposal	156,922
Sales price	**279,615**
Derecognised cash and cash equivalents	28,926
Net divestment cash in	**250,689**

We refer to the notes of the cash flow statement (page 25), with information about the sale of Solvus and Leasing J. Van Breda & C°. Van Laere sold its participation in the Northern France based company Wattiez in the beginning of 2005.

Note 6:

Intangible assets

(000 euro)	Patents, trademarks & other rights	Goodwill	Computer software	Other intangible assets	TOTAL 2004
MOVEMENTS IN INTANGIBLE ASSETS - 2004					
Intangible assets, opening balance	**6,164**	**0**	**4,001**	**5,526**	**15,690**
Gross amount	10,942	2,459	11,225	6,833	**31,459**
Accumulated depreciation (-)	-4,779	-2,459	-7,224	-1,307	**-15,768**
Additions			3,636	151	**3,787**
Disposals (-)			-421		**-421**
Depreciation (-)	-345		-3,135	-1,163	**-4,642**
Foreign currency exchange increase (decrease)			2		**2**
Reclassifications (to) from other items	-5,818		5,818		**0**
Other increase (decrease)			-494	1,194	**700**
Intangible assets, ending balance	**2**	**0**	**9,407**	**5,707**	**15,116**
Gross amount	72	2,459	16,857	11,733	**31,122**
Accumulated depreciation (-)	-71	-2,459	-7,450	-6,026	**-16,006**

(000 euro)	Patents, trademarks & other rights	Goodwill	Computer-software	Other intangible assets	TOTAL 2005
MOVEMENTS IN INTANGIBLE ASSETS - 2005					
Intangible assets, opening balance	**2**	**0**	**9,407**	**5,707**	**15,116**
Gross amount	72	2,459	16,857	11,733	**31,122**
Accumulated depreciation (-)	-71	-2,459	-7,450	-6,026	**-16,006**
Additions			666		**666**
Disposals (-)	-2		-23		**-25**
Disposals through business divestiture (-)			-8,717	-5,707	**-14,424**
Depreciation (-)			-313		**-313**
Intangible assets, ending balance	**0**	**0**	**1,021**	**0**	**1,021**
Gross amount		2,459	2,183		**4,642**
Accumulated depreciation (-)		-2,459	-1,162		**-3,621**

Note 7:
Goodwill

(000 euro)	2005	2004
MOVEMENTS IN GOODWILL		
Goodwill, opening balance	**475,634**	**357,280**
Gross amount - fully consolidated participations	547,675	428,401
Accumulated impairment losses - fully consolidated participations (-)	-72,041	-71,121
Additions through business combinations		117,047
Disposals through business divestiture (-)	-358,222	-415
Impairment losses recognised in the income statement (-)	-310	-572
Foreign currency exchange increase (decrease)		1,721
Other increase (decrease)	1,447	572
Goodwill, ending balance	**118,549**	**475,634**
Gross amount - fully consolidated participations	119,431	547,675
Accumulated impairment losses - fully consolidated participations (-)	-882	-72,041

As a result of the sale of Solvus to USG, the net goodwill has dropped to 118.5 million euro.
This net goodwill can be allocated for 114.8 million euro to Finaxis, as a result of the modified shareholder structure at the beginning of 2004, and for 3.7 million euro to the subsidiaries of Van Laere (amongst others Groupe Thiran) and Leasinvest.

Note 8:

Property, plant and equipment

(000 euro)	Land and buildings	Plant, machinery & equipment	Furniture and vehicles	Other tangible assets	Assets under construction & advance payments	Operating lease - as lessor (IAS 17)	TOTAL 2004
I. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT - 2004							
Property, plant & equipment, opening balance	**8,065**	**50,236**	**13,391**	**20,512**	**1,085**	**8,517**	**101,806**
Gross amount	13,309	190,724	38,206	39,379	1,085	10,396	293,100
Accumulated depreciation (-)	-5,244	-140,488	-24,814	-18,868		-1,879	-191,294
Additions	5,453	1,587	4,230	5,199	1,324	86	17,879
Disposals (-)	-793	-245	-1,577	-570			-3,185
Depreciation (-)	-595	-12,591	-3,058	-5,500		-389	-22,133
Foreign currency exchange increase (decrease)	2	7	11	1			21
Reclassifications (to) from other items	1,276	-236			-1,040		0
Other increase (decrease)	328	347	-466	-1,295	-46		-1,132
Property, plant & equipment, ending balance	**13,734**	**39,105**	**12,533**	**18,347**	**1,324**	**8,214**	**93,257**
Gross amount	19,817	190,938	35,339	39,137	1.324	10,471	297,026
Accumulated depreciation (-)	-6,083	-151,833	-22,806	-20,791		-2,256	-203,770
Accumulated impairment losses (-)							0
II. OTHER INFORMATION							
Finance leases							
Net carrying amount of tangible assets under finance lease		7					7
Tangible assets acquired under finance lease		23					23

(000 euro)	Land and buildings	Plant, machinery & equipment	Furniture and vehicles	Other tangible assets	Assets under construction & advance payments	Operating lease - as lessor (IAS 17)	TOTAL 2005
I. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT - 2005							
Property, plant & equipment, opening balance	**13,734**	**39,105**	**12,533**	**18.347**	**1,324**	**8,214**	**93,257**
Gross amount	19,817	190,938	35,339	39,137	1,324	10,471	297,026
Accumulated depreciation (-)	-6,083	-151,833	-22,806	-20,791		-2,256	-203,770
Accumulated impairment losses (-)							0
Additions	2,032	481	835	265	4,474		8,086
Addition through business combinations			1				1
Disposals (-)		-143	-75				-219
Disposals through business divestiture (-)	-2,459	-7,750	-9,360	-16,990			-36,558
Depreciation (-)	-345	-6,668	-1,378	-248		-368	-9,006
Impairment (loss) reversal recognised in the income statement	-211						-211
Other increase (decrease)	-1	1					0
Property, plant & equipment, ending balance	**12,751**	**25,024**	**2,557**	**1,374**	**5,798**	**7,847**	**55,350**
Gross amount	17,688	163,524	14,925	1,980	5,798	10,471	214.386
Accumulated depreciation (-)	-4,727	-138,500	-12,368	-607		-2,624	-158,825
Accumulated impairment losses (-)	-211						-211
II. OTHER INFORMATION							
Finance leases							
Net carrying amount of tangible assets under finance lease		3					3
Tangible assets acquired under finance lease		23					23

The renovation of the head offices of AvH and Bank J. Van Breda & C° as well as the investment of Bank J. Van Breda & C° in an additional office in Brussels were the main investments in 2005. The fact that Solvus is no longer present in the consolidation scope has also resulted in a significant decrease of the tangible fixed assets.

Note 9:

Investment property at fair value

(000 euro)	Leased buildings	Operating lease as lessor - IAS 40	TOTAL 2004
I. MOVEMENT IN INVESTMENT PROPERTY AT FAIR VALUE - 2004			
Investment property, opening balance	**43,990**	**39,482**	**83,471**
Gross amount	43,990	39,482	83,471
Accumulated impairment losses (-)			0
Disposals through business divestiture (-)	-20,000		-20,000
Gains (losses) from fair value adjustments			0
Investment property, ending balance	**23,990**	**39,482**	**63,472**
Gross amount	23,990	39,482	63,472
Accumulated impairment losses (-)			0
II. OTHER INFORMATION			
Rental income and operating expenses			
Rental income of investment property	3,492	3,219	6,711
"Direct operating expenses" (incl Repair & Maint) of leased buildings	504	390	894
"Direct operating expenses" (incl Repair & Maint) of non leased buildings	20		20
Acquisition commitments			
Commitments to acquire investment property	914	10,076	10,991

(000 euro)	Leased buildings	Operating lease as lessor - IAS 40	TOTAL 2005
I. MOVEMENT IN INVESTMENT PROPERTY AT FAIR VALUE - 2005			
Investment property, opening balance	**23,990**	**39,482**	**63,472**
Gross amount	23,990	39,482	63,472
Accumulated impairment losses (-)			0
Additions	39	190	229
Gains (losses) from fair value adjustments	113	-770	-657
Reclassifications (to) from other items	2,113	0	2,113
Investment property, ending balance	**26,255**	**38,902**	**65,157**
Gross amount	26,255	38,902	65,157
Accumulated impairment losses (-)			0
II. OTHER INFORMATION			
Rental income and operating expenses			
Rental income of investment property	2,487	3,268	5,755
"Direct operating expenses" (incl Repair & Maint) of leased buildings	343	396	739
"Direct operating expenses" (incl Repair & Maint) of non leased buildings	58		58
Acquisition commitments			
Commitments to acquire investment property	914	10,076	10,991

The leased buildings of Wolters Kluwer (Mechelen), SKF (Tongeren) and the Brussels offices of Bank Delen and AvH (Tervurenlaan 72, Brussels) are the main investment properties of the Leasinvest group. Via its subsidiary Groupe Thiran, Van Laere is the owner of a leased office building on Chaussee de la Hulpe.

Valuation of investment property
Investment property is recorded at fair value and the changes in fair value are entered in the profit and loss account.

Leased buildings
The fair value of leased buildings is determined annually on the basis of valuation reports.

Operational leases as lessor - IAS 40
Operational leases whose purchase option takes into account the market value are qualified as investment property. In all other cases, these contracts are considered as operational leases in accordance with IAS 17.

Note 10:

Financial assets

1. Participations accounted for using the equity method

(000 euro)	2005	2004
PARTICIPATIONS ACCOUNTED FOR USING THE EQUITY METHOD		
Building, dredging & environmental services	162,108	147,441
Human resources services	0	0
Financial services	215,530	197,234
Private equity	55,154	49,774
AvH and subholdings	12,250	34,112
TOTAL	**445,041**	**428,561**

(000 euro)	Equity value	Goodwill allocated to the equity value	TOTAL 2005
MOVEMENTS IN PARTICIPATIONS ACCOUNTED FOR USING THE EQUITY METHOD			
Equity accounted investments, opening balance	**418,942**	**9,619**	**428,561**
Additions	889	2,034	2,922
Disposals (-)	-4,340	-544	-4,884
Share of profit (loss) from equity accounted investments	65,631		65,631
Impact of dividends distributed by the participations (-)	-46,359		-46,359
Reclassifications (to) from other items		-803	-803
Other increase (decrease)	-26		-26
Equity accounted investments, ending balance	**434,736**	**10,305**	**445,041**

Directly held participations accounted for using the equity method
IAS 31 provides the option to include jointly controlled participations in the consolidated accounts applying the method of proportional consolidation or the alternative equity method. AvH has opted for the equity method for DEME (50%), Delen Investments (75%), GIB-subgroup (50%), BDM-Asco-BtB (50%) en Quick (28.9%).

Indirectly held participations accounted for using the equity method
The real estate investment trust Leasinvest Real Estate (35.5%) is the main participation, held by the fully consolidated subsidiary Leasinvest.

The share of profit of 65.6 million euro exceeded the distributed profits (- 46.4 million euro) which has caused this balance sheet heading to rise. Leasinvest sold its promotion vehicle Leman Invest in 2005, including a building on the Generaal Lemanstraat in Antwerp.

2. Private equity participations

(000 euro)	2005	2004
PRIVATE EQUITY PARTICIPATIONS - FAIR VALUE		
Private equity participations, opening balance	**146,491**	**140,053**
Additions	16,636	1,145
Disposals (-)	-26,293	-900
Profit (loss) on private equity participations designated at fair value through profit and loss	-17,906	6,645
Other increase (decrease)	4,943	-452
Private equity participations, ending balance	**123,869**	**146,491**

Note 10:
Financial assets

In accordance with IAS 28 associated participations held within the framework of the Venture Capitalist activity of AvH, held by Sofinim, are measured at fair value. Changes in faire value are recognised in the income statement (IAS 39).

The private equity participations contribut to the profit or loss through changes in fair value on the one hand and cash income through dividend distribution on the other.

	Share Sofinim				Share group	
(000 euro)	Share-holders %	Changes in fair value	Cash income	TOTAL	2005	2004
Alurfin - Alural	50.00%	-111		-111	-82	122
Arcomet Beheer	10.00%	115		115	85	0
Atenor	15.48%	680	704	1,384	1,024	-155
Aviapartner	25.00%	-132		-132	-97	2,205
Axe Investments	48.34%	501		501	371	123
Blomhof	20.54%	-117	1,449	1,333	986	0
Cindu	50.00%	-524	254	-271	-200	249
Corn Van Loocke	45.00%	227		227	168	737
Egemin Int	24.64%	-588	128	-459	-340	-230
Hertel	36.00%	1,657	340	1,998	1,478	1,283
IDIM	37.47%	-268		-268	-199	-132
IDOC	13.64%	-413		-413	-306	-12
Illospear [1]	75.00%	-21,367		-21,367	-17,628	-954
NMC	22.24%	428	690	1,118	827	1,419
Oleon Holding	31.58%	3,288		3,288	2,433	1,226
SCF	25.00%	-4,177	1,225	-2,951	-2,184	838
Synvest - VUM	48.34%	1,945	170	2,115	1,565	1,446
UBF	38.79%	950		950	703	823
Other		-2		-2		
Contributions participations Sofinim [2]		**-17,906**	**4,960**	**-12,946**	**-11,395**	**8,989**
Quick Restaurants (equity method)	28.94%				**7,890**	**4,236**
Contributions participations private equity					**-3,505**	**13,225**

[1] *Including the stakes held by other group companies AvH and subholdings.*
[2] *See seperate enclosure “Key Figures” - consolidated group result.*

Comments on the private equity participations at fair value
The “fair value” changes recorded via the profit and loss account contains an impairment for the amount of 21.37 million euro of the entire interest of the group in Illospear. If the minority interests and the impairment of the advances provided for Illospear are taken into account, the total impact (share of the group) amounts to 20.6 million euro. The total writing down of the Illospear interest anticipates the implementation in 2006 of the agreement in principle with Spear with regard to the transfer of all shares and financing.

As part of the refinancing of Illospear, Sofinim has already acquired in 2005 100% of the capital of the former Illospear subsidiary Engelhardt (Nördlingen, Germany) for an amount of 12 million euro.

On 31 December 2005, the private equity segment demonstrates an equity (including minority interests) of 373.46 million euro. This includes the share of the group in Quick (28.94%) recorded according to the equity method for the sum of 55.15 million euro. Per difference the equity that corresponds with Sofinim equals 318.31 million euro.

The private equity participations of Sofinim, included according to a fair value assessment, represent a total value of 123.87 million euro on the balance sheet. Taking into account the net financial position and other of 194.44 million euro, Sofinim publishes an equity of 318.31 million euro. The portfolio of Sofinim is described on pages 44 to 53 of the Report on activities. The portfolio of Sofinim contains two listed companies, namely SCF and Atenor. On the basis of the stock prices as of 31 December 2005, the unrealised capital gain in comparison to the included “fair value” equals 15.44 million euro.

The equity of the segment “private equity”, adjusted for unrealised capital gains on the listed participations SCF, Atenor and Quick is therefore 460.35 million euro.

Note 10:

Financial assets

3. Available for sale financial assets

(000 euro)	Financial fixed assets	Investments
AVAILABLE FOR SALE FINANCIAL ASSETS - 2004		
Available for sale financial assets at fair value, opening balance	**52,401**	**535,148**
Available for sale financial assets - carrying amount	51,679	492,931
Available for sale financial assets - adjustment to fair value	722	42,218
Additions	2,871	295,402
Actuarial return		-6,066
Disposals (-)	-51,393	-239,718
Increase (decrease) through changes in fair value	40,411	68,808
Impairment losses recognised in the income statement (-)	-6,116	
Available for sale financial assets at fair value, ending balance	**38,174**	**653,575**
Available for sale financial assets - carrying amount	39,175	559,631
Available for sale financial assets - adjustment to fair value	-1,001	93,943
AVAILABLE FOR SALE FINANCIAL ASSETS - 2005		
Available for sale financial assets at fair value, opening balance	**38,174**	**653,575**
Available for sale financial assets - carrying amount	39,175	559,631
Available for sale financial assets - adjustment to fair value	-1,001	93,943
Additions	1,265	217,213
Actuarial return	0	-6,712
Disposals (-)	-1,465	-238,154
Disposals through business divestiture (-)	-250	-2,537
Increase (decrease) through changes in fair value	8,623	58,765
Impairment losses recognised in the income statement (-)	-2	0
Reclassifications (to) from other items	0	2
Other increase (decrease)	-3,750	7,242
Available for sale financial assets at fair value, ending balance	**42,595**	**689,393**
Available for sale financial assets - carrying amount	35,675	558,401
Available for sale financial assets - adjustment to fair value	6,920	130,992

The **financial fixed assets** on 31.12.2005 consist of the following items:

(000 euro)	
Sipef	25,388
Belfimas	9,541
Asco Leven	2,021
IBF	1,239
Other	4,406
TOTAL	**42,595**

This amount includes the unrealised capital gains amounting to a total of 6.92 million euro (Sipef), which in the event of realisation will still be recorded in the profit and loss account.
With the exception of 1.46 million euro, this item is entirely related to the segment “AvH and subholdings”.

Note 10:

Financial assets

The **investments** on 31.12.2005 consist of the following items:

(000 euro)	Number of shares	Fair value
OLO portfolio at Bank J. Van Breda & C°		484,143
KBC	1,515,527	119,353
Fortis	1,669,706	45,099
SES Global	1,200,000	17,400
Telenet	739,623	11,686
CNP	10,000	2,423
Agridec	11,550	1,686
Leasinvest Real Estate	18,850	1,248
Other		6,355
TOTAL		**689,393**

This amount includes the unrealised capital gains amounting to a total of 131 million euro (including minority interests) which in the event of realisation will still be recorded in the profit and loss account.
The items SES Global and a large part of Telenet belong to the segment “private equity”, given that they are part of Sofinim’s investment portfolio. The investments include the amount of 489.3 million euro for the segment “financial services”. This amount consists primarily of Bank J. Van Breda’s OLO portfolio.

Note 11:

Banks - Receivables from credit institutions and clients

(000 euro)	2005	2004
I. CLAIMS ON BANKS		
Domestic banks	368,075	115,880
Foreign banks	91,303	59,160
TOTAL banks	**459,378**	**175,040**
II. LOANS AND ADVANCES TO CLIENTS		
Bills and own acceptances	6,145	8,114
Investment credits and financing	884,956	789,832
Mortgage loans	254,168	196,844
Term loans/straight loans	325,763	260,453
Current accounts	53,082	51,871
Other	17,381	22,390
TOTAL clients	**1,541,495**	**1,329,504**
TOTAL RECEIVABLES FROM CREDIT INSTITUTIONS AND CLIENTS	**2,000,873**	**1,504,544**

The full consolidation of Bank J. Van Breda & C° results in the inclusion of the specific banking receivables and debts in the balance sheet of AvH. These items have been centralised in order to keep the balance sheet as transparent as possible.

The **claims on banks** consist primarily of term accounts of less than 1 year and reverse repos. The additional resources come mainly from the increase in interbanking debts which have been re-invested in banks on the one hand, and are used to finance the credit activity of the bank on the other hand.

The **loans and advances to clients** consist of the following:
- the loans granted to private persons and self-employed business persons. The many businesses and self-employed professionals who have become clients over the past years are entrusting the bank with an ever-growing share of their banking business
- car financing provided by Van Breda Car Finance, which is a 100% subsidiary of Bank J. Van Breda & C°

Note 12:

Inventories and construction contracts

(000 euro)	2005	2004
I. INVENTORIES, NET AMOUNT	**35,207**	**22,213**
Gross carrying amounts:	**35,207**	**22,213**
Raw materials and consumables	1,066	1,460
Finished goods		104
Immovable property acquired or constructed for resale	34,141	20,650
Depreciation and impairments (-)	**0**	**0**
II. CONSTRUCTION CONTRACTS		
Amounts due from (to) customers under construction contracts, net	**-3,668**	**-4,516**
Amounts due from customers under construction contracts	1,899	1,894
Amounts due to customers under construction contracts (-)	-5,567	-6,410
Revenue from construction contracts	**164,739**	**179,771**
Construction contracts on closing date		
Amount of contract costs incurred and recognised profits less losses	-203,508	-247,593
Amount of contract revenue	207,177	252,109

Construction contracts of the company Algemene Aannemingen Van Laere are recognised according to the “Percentage of Completion” method whereby the result is recognised in accordance with the progress of the works. Expected losses are immediately recognised as an expense.
The progress of the work is determined on the basis of the incurred costs in proportion to the expected cost price of the entire project. No result is recognised in the start-up phase of a project.

Note 13:

Lease

(000 euro)	< 1 year	1 year <> 5 year	> 5 year	TOTAL 2005	< 1 year	1 year <> 5 year	> 5 year	TOTAL 2004
	Remaining term				Remaining term			
I. LESSOR - Finance lease								
Total gross investment	31,290	66,983	15,223	**113,495**	111,994	222,195	21,774	**355,963**
Present value of minimum lease payment receivables	26,206	59,371	10,320	**95,896**	98,964	198,502	15,106	**312,572**
Unearned finance income				**17,599**				**43,390**
Accumulated allowance for uncollectible minimum lease payments				**11,256**				**0**
Lease debtors	1,333			**1,333**	5,671			**5,671**
II. LESSOR - Operating lease								
Future minimum lease payments under non-cancelable operating leases	540	3,366	400	**4,305**	977	4,795	397	**6,168**

(000 euro)	< 1 year	1 year <> 5 year	> 5 year	TOTAL 2005	< 1 year	1 year <> 5 year	> 5 year	TOTAL 2004
	Remaining term				Remaining term			
I. LESSEE - Finance lease								
Minimum lease payments payable - gross	6		3	**9**	2,265	1,137		**3,402**
Minimum lease payments payable - interest (-)				**0**	-77	-61		**-138**
Present value of minimum lease payments payable	6		3	**9**	2,188	1,075		**3,264**
Contingent rents recognized in the income				1				194
Lease-payments payable for each class of tangible assets:								
Plant, machinery and equipment				9				3,105
Furniture and vehicles				0				159
				9				**3,264**
II. LESSEE - Operating lease								
Future minimum lease payments under non-cancelable operating leases	211	272	14	**506**	232,005	172,375	9.547	**413,926**
Contingent rents recognized in income				**1,408**				**22,736**

The lease debts are reported in note 15 “Financial debts” on page 43.

Note 14:

Provisions

(000 euro)	Warranty provisions	Restructuring provisions	Legal proceeding provisions	Onerous contracts provisions	Environmental provisions	Other provisions	TOTAL
PROVISIONS - 2004							
Provisions, opening balance	**67,034**	**2,614**	**2,571**	**38,053**	**167**	**6,199**	**116,638**
Additional provisions			504			4,905	5,409
Increase (decrease) of existing provisions	115					23	138
Amounts of provisions used (-)			-169	-37,948		-104	-38,221
Unused amounts of provisions reversed (-)	-37,846	-2,049	-2,951			-248	-43,095
Other increase (decrease)	0	34	909			1	944
Provisions, ending balance	**29,302**	**599**	**863**	**105**	**167**	**10,776**	**41,812**
PROVISIONS - 2005							
Provisions, opening balance	**29,302**	**599**	**863**	**105**	**167**	**10,776**	**41,812**
Additional provisions			40			6,125	6,165
Increase (decrease) of existing provisions	112		339				451
mounts of provisions used (-)			-161	-105		-1,852	-2,118
Unused amounts of provisions reversed (-)	-2,236					-1,517	-3,752
Decrease through business divestiture (-)	0	-599	-78			-2,349	-3,026
Provisions, ending balance	**27,178**	**0**	**1,004**	**0**	**167**	**11,183**	**39,531**

The amount of 26.6 million euro in “Warranty provisions” at the end of 2005 is the result of the acquisition by Ackermans & van Haaren of a 50% participation in GIB in 2002. At that time the difference between the share of AvH in the equity of GIB and the purchase price of the participation in GIB was allocated to a provision for liabilities and charges. This provision covers the risks that are related to the representations and warranties granted at the time by GIB and the commitments made, usually within the context of the sale of former subsidiary companies. These representations and warranties, the last of which end in 2007, consist of, as usual, a number of specific guarantees which were granted by GIB as more traditional representations and warranties related to the annual accounts of the sold companies. In the course of 2005, an amount of 2.2 million euro was reversed from this provision without any charges being recorded as compensation.

Note 15:

Financial debts

(000 euro)	Remaining term < 1 year	1 year <> 5 year	> 5 year	TOTAL 2005	Remaining term < 1 year	1 year <> 5 year	> 5 year	TOTAL 2004
I. FINANCIAL DEBTS								
Bank borrowings	11,043	46,019	29,575	**86,637**	131,210	39,409	80,174	**250,791**
Debentures				**0**			68,956	**68,956**
Subordinated borrowings	209	15,986	42,504	**58,699**	128	15,562	30,150	**45,840**
Finance leases	5	3		**8**	2,188	8	1,068	**3,265**
Other borrowings	146,355	4,110		**150,465**	221,066		78	**221,144**
TOTAL	**157,612**	**66,118**	**72,079**	**295,809**	**354,592**	**54,978**	**180,426**	**589,996**

The **long-term financial debts** are from the following segments:

(000 euro)	
Building, dredging and environmental services	22,059
Financial services	116,137
TOTAL	**138,197**

The LT debt in the segment "building, dredging and environmental services" corresponds to a great extent (19.2 million euro) with the debts made by SNTC to finance the installation of pipelines. These investments always correspond to long-term transport contracts.

The LT debts in financial services are for the amount of 58.3 million euro from the balance sheet of Bank J. Van Breda & C°, the remainder from Leasinvest.

The **short-term financial debt** is for the amount of 72.1 million euro from the segment "financial services", for 4.6 million euro from segment "building, dredging and environmental services" and the remainder corresponds practically all to the commercial paper issued on 31.12.2005 by AvH Coordination Center.

(000 euro)	2005	2004
II. AMOUNTS PAYABLE (OR THE PORTION THEREOF), WHICH GUARANTEED BY REAL GUARANTEES GIVEN OR IRREVOCABLY PROMISED ON THE ASSETS OF THE ENTERPRISES INCLUDED IN THE CONSOLIDATION		
Bank borrowings	53,604	50,756
TOTAL	**53,604**	**50,756**

Note 16:

Banks - Debts to credit institutions, clients and securities

(000 euro)	2005	2004
I. DEBTS TO CREDIT INSTITUTIONS		
Current accounts / overnight deposits	198	704
Deposits with agreed maturity	352,806	149,812
Deposits redeemable at notice	0	0
Other deposits	261,544	229,072
Total	**614,548**	**379,588**
II. DEBTS TO CLIENTS		
Current accounts / overnight deposits	474,706	433,905
Deposits with agreed maturity	453,315	470,342
Deposits redeemable at notice		
Other deposits		
- special deposits	12,247	12,788
- regulated deposits	406,940	398,353
- mortgages related deposits		
- other deposits	34,879	67,974
- deposit guarantee system	1,103	1,103
Total	**1,383,190**	**1,384,465**
III. SECURITIES INCLUDING BONDS		
Certificates of deposits	297,309	290,783
Customer saving certificates	25,254	40,525
Non-convertible securities	7,107	
Total	**329,670**	**331,308**
TOTAL DEBTS TO CREDIT INSTITUTIONS, CLIENTS AND SECURITIES	**2,327,408**	**2,095,361**

The full consolidation of Bank J. Van Breda & C° results in the inclusion of the specific banking receivables and debts in the balance sheet of AvH. These items have been centralised in order to keep the balance sheet as transparent as possible.

The increase of **the debts to credit institutions** is on the one hand to be explained by an important inter-bank placement of an external bank and on the other hand by the increase of syndicated loans.

The **client deposits** remained more or less unchanged in 2005.

The **debts evidenced by securities** consist of the certificates of deposit which have decreased and are compensated by an increase of the EMTN certificates. The traditional savings certificates have decreased and are partially replaced by investments in a new product, Van Breda Best Plus 29, launched in 2005 and this to an amount of 7.1 million euro. Moreover, customers have registered more for subordinate certificates with capitalisation and a coupon.

Note 17:

Taxes

(000 euro)	Assets 2005	Liabilities 2005	Net 2005	Assets 2004	Liabilities 2004	Net 2004
I. RECOGNISED DEFERRED TAX ASSETS AND LIABILITIES						
Intangible assets		-1	1	241	-14	255
Property, plant & equipment		1,799	-1,799	-86	1,750	-1,836
Investment property		5,271	-5,271		5,050	-5,050
Financial fixed assets			0	522		522
Hedging instruments		329	-329		-1,688	1,688
Inventory and construction contracts		5,598	-5,598		6,098	-6,098
Non-current receivables		412	-412		243	-243
Investments		3,028	-3,028		3,717	-3,717
Other assets		7.668	-7,668	141	9,167	-9,026
Provisions	29	3,278	-3,249	24	2,318	-2,294
Employee benefits	40	262	-221	158	164	-7
Capital grants		454	-454			0
Other liabilities	703	4,543	-3,840	456	6,198	-5,742
Tax losses	5,798	-816	6,614	30,343	-664	31,007
Tax credits			0	4,240	5.146	-906
Impairment deferred tax assets			0	-12,973		-12,973
TOTAL	**6,571**	**31,824**	**-25,253**	**23,066**	**37,485**	**-14,419**
II. UNRECOGNISED DEFERRED TAX ASSETS						
Unrecognised deferred tax losses	2,646		2,646	14,907		14,907
Other unrecognised deferred tax assets				227		227
TOTAL	**2,646**	**0**	**2,646**	**15,134**	**0**	**15,134**

(000 euro)	2005	2004
III. INCOME TAX EXPENSE (INCOME)		
Current income tax expense, net		
Current period tax expense	-18,103	-30,442
Adjustments to current tax of prior period	343	5,131
TOTAL	**-17,760**	**-25,311**
Deferred taxes, net		
Origination and reversal of temporary differences	1,179	-1,988
Tax rate changes or new taxes		184
Additions (use) of tax losses	2,049	2,472
Other deferred taxes		47
TOTAL	**3,228**	**714**
Total current and deferred tax expenses (income)	**-14,532**	**-24,597**
IV. RECONCILIATION OF STATUTORY TAX TO EFFECTIVE TAX		
Profit (loss) before taxes	320,809	185,717
Profit (loss) of participations accounted for using the equity method (-)	-65,631	-49,359
	255,178	**136,358**
Statutory tax rate	33.99%	33.99%
Tax expense using the statutory tax rate	**-86,735**	**-46,348**
Tax effect of rates in other juridictions	-5	796
Tax effect of tax exempt revenues	95,916	46,237
Tax effect of non-deductible expenses	-14,914	-14,035
Tax effect of tax losses (utilised) reversed	-282	-3,075
Tax effect of change in tax rates		184
Tax effect from under or over provisions in prior periods	217	-1,818
Tax effect of dividends from participations not included in the consolidation scope	-141	4,889
Other increase (decrease)	-8,588	-11,426
Tax expense using the effective tax rate	**-14,532**	**-24,597**
Profit (loss) before taxes	320,809	185,717
Profit (loss) of participations accounted for using the equity method (-)	-65,631	-49,359
	255,178	**136,358**
Effective tax rate	**5.69%**	**18.04%**

Note 18:
Financial instruments

(000 euro)	Notional amount 2005	Carrying amount 2005	Notional amount 2004	Carrying amount 2004
PORTFOLIO HEDGE OF INTEREST RATE RISK				
Assets				
Fair value hedges	0	0	0	0
Cash flow hedges	377,855	2,211	211,182	916
< 1 year		*0*		*0*
> 1 year		*2,211*		*916*
Liabilities				
Fair value hedges	0	0	0	0
Cash flow hedges	175,919	1,852	331,184	4,064
< 1 year		*472*		*2,734*
> 1 year		*1,380*		*1,330*

(000 euro)	Gains 2005	Losses 2005	Gains 2004	Losses 2004
FAIR VALUE ADJUSTMENTS IN HEDGE ACCOUNTING				
Portfolio hedge of interest rate risk				
Cash flow hedge of interest rate risk				
Fair value changes of the hedging instrument - ineffective portion	30	-756	62	-1,334

Bank J. Van Breda & C° follows a careful policy with regard to interest rate risk. In the event that the duration of the assets and the liabilities corresponds insufficiently, the aforementioned hedging instruments are combined to correct this:
- interest rate swaps which convert the floating interest obligations to fixed ones
- options that provide protection against an increase of the interest rate above certain levels

The activities of **Leasinvest** are primarily financed on the basis of a floating interest rate in the short term. To protect oneself against possible increases in interest rates, IRS contracts are concluded and CAPs are purchased with a scope of 3 to 5 years.

The financial instruments mentioned here comply with the criteria for hedging.

Note 18:

Financial instruments

(000 euro) By nature	By type	Carrying amount Assets 2005	Carrying amount Liabilities 2005	Notional amount To receive (assets) 2005	Notional amount To deliver (liabilities) 2005	Carrying amount Assets 2004	Carrying amount Liabilities 2004	Notional amount To receive (assets) 2004	Notional amount To deliver (liabilities) 2004
DERIVATIVES HELD FOR TRADING									
Interest rate	Option-	2,283	2,283	8,946	8,946				
	Cap/Floor/Collar-	9	1	90,000		252	74	320,000	
	Swaption	20	114	10,000	20,000	160		40,000	
	IRS	2,522	663	228,030	27,500	1,178	2,378	78,000	185,091
	FRA					1	18	20,000	60,000
Currency (FX)	FX forward	472	407	15,443	16,713			10,631	15,696
TOTAL		**5,306**	**3,469**	**352,419**	**73,159**	**1,591**	**2,470**	**468,631**	**260,787**
	< 1 year	*419*	*454*			*389*	*310*		
	> 1 year	*4,887*	*3,015*			*1,202*	*2,160*		

This heading lists the instruments that **Bank J. Van Breda & C°** uses to cover risks but which do not qualify as hedging instruments.

AvH also makes use of financial instruments for risk control via **AvH Coordination Center**. In particular, these are financial instruments which should alleviate the effect of rising short-term interest rates. These instruments are part of the financing of the short-term credit needs via the commercial paper programme. The derivatives as of 31 December 2005 relate to an underlying notional amount of 20 million euro with maturity dates in 2007 and 2008 respectively.

Note 19:

Share based payment

1. Equity settled stock option plan AvH as of 31 December 2005

Grant date	Number options granted	Number options exercised	Number options expired	Balance	Exercise price (in euro)	Exercise period
1999	10,650	-1,900	-900	7,850	30.00	01.01.2003 - 25.03.2010
2000	15,650	-2,650	-1,000	12,000	28.26	01.01.2004 - 12.01.2011
2001	109,500	-13,500	-10,500	85,500	32.33	01.01.2005 - 07.02.2012
2002	1,000			1,000	30.65	01.01.2006 - 06.02.2013
2003	38,500		-3,500	35,000	15.98	01.01.2007 - 31.01.2011
2004	32,500			32,500	19.02	01.01.2008 - 26.01.2012
2005	44.500			44,500	27.08	01.01.2009 - 24.01.2013
	252,300	**-18,050**	**-15,900**	**218,350**		

AvH's stock option plan, which was approved in 1999, is intended to provide long-term motivation for executive directors, members of the executive committee, executives and consultants whose activities are essential to the success of the group. The options give them the right to acquire as many shares in Ackermans & van Haaren.

The remuneration committee is responsible for monitoring this plan and selecting the beneficiaries. The options are provided free of charge and their term is 8 years.
The company has made use of the possibility provided by the programme law of 24 December 2002 to extend the period of all options outstanding before 2003 with another three years.
IFRS 2 has been applied to the stock options granted after 7 November 2002.
The fair value as of 31 December 2005 of the outstanding options of 2003-2004-2005 amounts to 0.7 million euro and is calculated by an external party according to the Monte Carlo model.

In 2005, 44,500 new stock options were granted with an exercise price of 27.08 euro per share. The fair value when granted was fixed at 0.3 million euro and is recorded in the profit and loss account over the vesting period of 3 years.
To cover the outstanding option obligations, AvH has a total of 132,644 treasury shares in its portfolio.

2. "Cash settled" stock option and warrant plans at consolidated subsidiaries of AvH

The beneficiaries of the option plans of AAVL, Bank Delen, Bank J. Van Breda & C° and Leasinvest have a put option on their respective parent companies Anfima, Delen Investments, Finaxis and NIM (these companies have call options and a pre-emption right to prevent the shares from being transferred to third parties).
These option plans concern shares which are not listed on a stock exchange and whose value is determined in the option plan.
The valuation of the option price is (depending on the option plan) based on the growth of the equity, a multiple on the growth of the consolidated profit or a market valuation of the company.

The valuation of the warrants granted to the beneficiaries of DEME is based on a multiple of the consolidated cash flow.

In conformity with IFRS 2, the impact of these option and warrant plans are included in the debts based on the best possible assessment. These debts are reviewed as a result of an exercise, a re-granting or modification of the parameters. These increases or decreases of the debts result respectively in a loss or profit in the income statement.
The total debt of the option and warrant plans of the fully consolidated subsidiaries as of 31.12.2005 amounts to 11.2 million euro.

3. Treasury shares

As part of AvH's aforementioned stock option plan, 12,575 treasury shares were redeemed and 18,050 were sold in 2005 as a result of the exercises that occurred in 2005.
The total number of treasury shares as of the end of December 2005 was 132,644.

Note 20:

Rights and commitments not reflected in the balance sheet

(000 euro)	2005	2004
Amount of personal guarantees, given or irrevocably promised by the enterprises included in the consolidation, as security for third parties' debts or commitments	69,895	78,970
Amount of real guarantees, given or irrevocably promised by the enterprises included in the consolidation on their own assets, as security for debts and commitments of enterprises included in the consolidation	25,518	30,032
Commitments to acquire fixed assets	5,345	16,951
Commitments to dispose of fixed asset	63,984	63,244
Rights and commitments not reflected in the balance sheet of banks (Bank J Van Breda & C°)		
- loan commitments	172,314	224,609
- financial garanties	40,969	39,003
- repo transactions + collateral	129,690	163,090

The personal guarantees are coming from the segment "AvH and subholdings" for the amount of 33,39 million euro and from the segment "building, dredging & environmental services" for the amount of 36.5 million euro. The guarantees of "AvH and subholdings" includes 50% of commitments and guarantees granted by GIB in the context of sales of affiliates, dated from before the take-over of GIB by AvH and CNP. With reference to those risks, the accounts of AvH per 31 december 2005 include provisions for the amount of 26.6 million euro (see also comments on provisions on page 42). The guarantees of the segment "building, dredging & environmental services" consist of guarantees given by Van Laere related to constructions.

De real guarantees are entirely coming from the segment "building, dredging & environmental services" and consist of pledged transportagreements of SNTC and mortgages on buildings of Van Laere, and this within the framework of bankloans.

The commitments to acquire fixed assets consist of the commitments to pay up shares (o.a. Mercapital, Arcomet), as well of options (a.o. NMC) concluded within the framework of shareholder agreements in the segment "private equity".

The commitments to sell fixed assets can be devided in two categories:
- call-options related to the operating leases and investment property of Leasinvest (33.2 million euro)
- call-options on assets of the group, whether within the framework of agreements, or within the framework of stock option plans

Note 21:

Employment

	2005	2004
I. AVERAGE NUMBER OF PERSONS EMPLOYED		
Employees and management personnel	575	3,746
Workers	473	524

(000 euro)	2005	2004
II. PERSONNEL CHARGES		
Remuneration and social charges	-55,864	-200,846
Remuneration and social charges - temporary employment Solvus	0	-1,097,478
Pension expenses (defined contribution and defined benefit plans)	-1,181	-3,410
Share based payment	-3,221	-2,569
TOTAL	**-60,266**	**-1,304,303**

At the headquarters of Ackermans & van Haaren about 30 persons are employed.
The significant decrease of the number of persons employed is due to the sale of Solvus.

Note 22:

Pension liabilities

(000 euro)	2005	2004
Defined Benefit Pension plans	205	1.206
Defined Contribution Pension plans	0	0
Other pension obligations (early retirement)	1,186	1,376
TOTAL pension obligations	**1,391**	**2,582**
TOTAL pension assets	**769**	**688**
I. DEFINED BENEFIT PENSION PLANS		
1. Components of defined benefit plan assets and liabilities		
Net funded defined benefit plan obligation (asset)	-326	529
Present value of wholly or partially funded obligation	*2,253*	*3,639*
Fair value of plan assets (-)	*-2,578*	*-3,110*
Unrecognised actuarial gains (losses)	-239	-11
Defened benefit plan obligation (asset), total	**-564**	**518**
Liabilities	205	1,206
Assets (-)	-769	-688
2. Expense recognised in the income statement	**89**	**-94**
Current service cost	153	201
Interest cost	120	115
Expected return on plan assets (-)	-183	-135
Net actuarial (gain) loss	0	-275
3. Movements in defined benefit plan obligations (asset)		
Defined benefit plan obligation, **opening balance**	**518**	**1,305**
Contributions paid (-)	-159	-589
Expense recognised	89	-94
Decrease through business devestiture (-)	-1,013	
Other increase (decrease)	0	-104
Defined benefit plan obligation, **closing balance**	**-564**	**518**
4. Principal actuarial assumptions		
Discount rate used	4.00%	4.60%-5.00%
Expected return on plan assets	4.00%-4.75%	4.00%-4.75%
Expected rate of salary increase	2.00%-3.50%	2.00%-3.50%
Medical cost trend rate	2.00%	2.00%
II. DEFINED CONTRIBUTION PENSION PLANS		
Total charges recognised in the income statement	-582	-2,599

The defined contribution pension plans concern mainly the plans of AvH and subholdings.
In 2004 the pension plan of Solvus was also included.

Note 23:

Discontinued operations

(000 euro)	Discontinued activity Solvus
DISCLOSURES RELATED TO DISCONTINUED OPERATIONS	
Profit (loss) after taxes from discontinued operations (100% Solvus)	
Profit (loss) before taxes from ordinary activities	13,551
Income taxes (-)	-3,949
Minority interests on Solvus level (-)	-288
TOTAL	**9,314**
Profit (loss) from discontinued operations (share AvH - 41.77%)	
Profit (loss) after taxes from discontinued operations	3,891
Profit (loss) on disposal or remeasurement at fair value less costs to sell	132,327
TOTAL	**136,218**
Net cash flows from discontinued operations	
Cash and cash equivalents as of Januari, 1 2005 (100% Solvus)	86,454
Net cash flow from operationg activities of discontinued operations (100% Solvus)	-51,725
Net cash flow from investing activities of discontinued operations (100% Solvus)	-29,086
Net cash flow from financial activities of discontinued operations (100% Solvus)	-5,643
Sales price minus costs to sell (share AvH)	241,950

The participation in Solvus was sold at the end of August 2005 to USG.
The results and cash flow of Solvus up to 30 June 2005 are included in the consolidation of AvH.
We refer to page 25 for more details.

Note 24:

Related parties

(000 euro)	Subsidiaries	Private equity participations	Associated participations	Other related parties	**TOTAL 2005**	Subsidiaries	Private equity participations	Associated participations	Other related parties	**TOTAL 2004**
I. ASSETS WITH RELATED PARTIES										
Financial fixed assets	**6**	**1,737**			**1,743**	**1,013**	**1,737**	**987**		**3,737**
Receivables and warranties	6	8,671			8,677	1,013	8,174	1,096		10,283
Receivables and warranties - impairment		-6,935			-6,935		-6,437	-109		-6,546
Amounts receivable	**4,012**	**6,668**	**16,551**		**27,321**	**2,434**	**6,995**	**13,325**		**22,754**
Trade receivables	1		85		87	2		404		406
Other receivables - gross amount	23,695	15,031	16,466		55,191	22,100	12,296	13,124		47,521
Other receivables - impairment	-19,684	-8,363			-28,047	-19,668	-5,301	-204		-25,173
Banks - receivables from credit instit. & clients	**332**		**9,088**		**9,420**	**194**		**19,759**		**19,953**
Deferred charges & accrued income	**555**	**141**	**20**		**716**	**884**	**115**	**22**		**1,020**
TOTAL	**4,905**	**8,546**	**25,659**		**39,110**	**4,525**	**8,847**	**34,093**		**47,464**
II. LIABILITIES WITH RELATED PARTIES										
Financial debts	**310**		**4,110**		**4,420**	**535**				**535**
Other borrowings	310		4,110		4,420	535				535
Other debts	**7,708**		**1,991**		**9,699**	**33.111**		**6,581**		**39,692**
Trade debtors								67		67
Other amounts payable	7,708		1,991		9,699	33,111		6,514		39,624
Banks - debts to credit institutions, clients & securities	**137,696**		**1,221**		**138,917**	**137,703**		**790**		**138,493**
Accrued charges and deferred income	**849**		**63**		**912**	**544**		**42**		**586**
TOTAL	**146,563**		**7,385**		**153,947**	**171,892**		**7,413**		**179,305**
III. TRANSACTIONS WITH RELATED PARTIES										
Revenue	**8,880**	**124**	**806**		**9.810**	**9,311**	**308**	**1,694**		**11,315**
Rendering of services	2,002	124			2,126	4,262	308			4,570
Interest income banking activities	4		782		786	3		1,642		1,645
Commissions receivable - banking activities	6,873				6,873	5.046				5,046
Other operating revenue	1		24		25	2		52		54
Other operating income	**80**	**5,788**	**90**		**5,958**	**80**	**4,596**	**76**		**4,751**
Interest on financial fixed assets - receivables		753	15		767		642	22		664
Dividends		4,960	75		5,035		3,928	53		3,981
Other operating income	80	75			155	80	26			106
Operating expenses (-)	**-3,240**	**-3,747**	**-584**		**-7,571**	**-3,107**	**-11,738**	**-567**		**-15,412**
Interest expenses Bank J. Van Breda Cº(-)	-2,993		-14		-3,007	-2,866		-10		-2,876
Impairment losses (-)	-16	-3,747			-3,763	-15	-11,738			-11,753
Other operating expenses (-)	-231		-570		-801	-226		-557		-783
Finance income	**35**	**310**	**1,096**		**1,441**	**5**	**404**	**850**		**1.259**
Interest income	34	310			344	5	404			410
Other finance income	1		1,096		1,097			850		850
Finance costs (-)	**-341**		**-159**		**-500**	**-287**		**-162**		**-449**
Interest expenses (-)	-341				-341	-287				-287
Other finance costs (-)			-159		-159			-162		-162
IV. REMUNERATION KEY MANAGEMENT										
Remuneration of the directors										
Tantièmes at the expense of AvH					143					140
Remuneration of the members of the executive committee										
Fixed remuneration					1,432					1,423
Bonus					2,059					992
Group and hospitalisation insurance					96					95

The members of the executive committee, by exercising their stock options, could acquire at the end of December 2005 an aggregate of 169,450 shares in Ackermans & van Haaren.

Note 25:

Earnings per share

	2005	2004
I. CONTINUED AND DISCONTINUED OPERATIONS		
Net consolidated profit, share of the group (000 euro)	278,986	134,787
Average number of shares [1]	33,364,260	33,358,785
Basic earnings per share (in euro)	**8.36**	**4.04**
Net consolidated profit, share of the group (000 euro)	278,986	134,787
Average number of shares [1]	33,364,260	33,358,785
Impact stock options	46,097	5,425
Adjusted average number of shares	33,410,357	33,364,210
Diluted earnings per share (in euro)	**8.35**	**4.04**
II. CONTINUED ACTIVITIES		
Net consolidated profit from continued activities, share of the group (000 euro)	275,095	136,116
Average number of shares [1]	33,364,260	33,358,785
Basic earnings per share (in euro)	**8.25**	**4.08**
Net consolidated profit from continued activities, share of the group (000 euro)	275,095	136,116
Average number of shares [1]	33,364,260	33,358,785
Impact stock options	46,097	5,425
Adjusted average number of shares	33,410,357	33,364,210
Diluted earnings per share (in euro)	**8.23**	**4.08**

[1] *Based on number of shares issued, adjusted for treasury shares in portfolio.*

Consolidated *financial statements*

Note 26:

Proposed and distributed dividends

(000 euro)	2005	2004
I. DETERMINED AND PAID OUT DURING THE YEAR		
Dividend on ordinary shares:		
- final dividend 2004: 0.65 euro per share (2003: 0.54 euro per share)	-21,688	-18,096
II. PROPOSED FOR APPROVAL BY THE GENERAL ASSEMBLY		
Dividend on ordinary shares:		
- final dividend 2005: 0.90 euro per share	-30,028	

Transition to IFRS

In accordance with IFRS 1, AvH has applied the following options when preparing the opening balance sheet as of 1 January 2004:

- business combinations with origin before the transition date are not restated
- the cumulative translation differences are included in the consolidated reserves
- the actuarial gains and losses on post-employment obligations are recognised in shareholder equity
- for the application of IFRS 2 "share-based payment," only the options granted after 7 November 2002 are considered
- the transitional provisions of IFRS 4 "Insurance" were applied

Change in consolidation scope

Full consolidation

The consolidated financial statements of AvH are most strongly influenced by IAS 27, which results in a change in the consolidation scope & methods. Since 1998, AvH has consolidated its operational subsidiaries applying the equity method, and restricted the global integration and proportional consolidation to AvH and its respective subholdings. According to AvH, this presentation increases the transparency of the consolidated accounts by avoiding totalling the assets, liabilities and results of companies active in highly diversified sectors such as the dredging sector, the building sector, human resources services, financial services and private equity, and thus provides more reliable insight into the profitability, the risk position and assets of the group.

IAS 27, however, indicates that the existence of dissimilar business activities is not a reason for not consolidating subsidiaries by the global integration method, since adequate information per business unit is provided via the segment reporting. Consequently, under IFRS, the following are globally integrated: Algemene Aannemingen Van Laere (100%), SNTC (75%), Finaxis and Bank J. Van Breda & C° (75%) & Leasinvest (100%).

Jointly controlled companies

IAS 31 provides the option to include jointly controlled participations in the consolidated accounts applying the method of proportional consolidation or the alternative equity method. AvH has opted for the equity method for DEME (50%), Delen Investments (75%), BDM-ASCO-BtB (50%), GIB (50%) and Quick Restaurants (28,9%).

Private equity

The participations within the framework of the Venture Capitalist activity of AvH, primarily held via Sofinim, are measured at fair value in accordance with IAS 28 and 39. Changes in fair value are recognized in the profit and loss accounts. Consequently, the stakes held by Sofinim are no longer recorded using the equity method.

Post-employment obligations & stock options

For the group's defined benefit pension obligations and the stock option plans the required provisions were set up in accordance with IAS 19 and IFRS 2.

Provisions

The derecognition by IFRS of provisions for major repairs and the Finaxis banking funds (Internal Security Fund and Fund for General Banking Risks) results in an increase in equity.

Goodwill amortizations

Under IFRS, goodwill is no longer amortized but is submitted to an annual impairment test.

Investment property

The leased buildings (mainly Leasinvest) are measured at fair value (in accordance with IAS 40), which best fits the valuation of the buildings in the investment trust Leasinvest Real Estate.

Deferred taxes

In the IFRS statements deferred taxes are recognised on various statutory tax-exempt reserves to be realised in the short-term and on taxable temporary differences.

Available for sale portfolio (AFS)

The recognition of the unrealised capital gains on the AFS portfolio (mainly the investment portfolio of AvH, subholdings and the banks), results in a significant increase in consolidated equity.

Transition to IFRS

(000 euro)		01.01.2004	Net result 31.12.2004	Other	31.12.2004 before profit distrib.
Equity - share group	**Belgian GAAP**	**599,976**	**134,170**	**-3.219** [1]	**730,927**
Profit distribution 2003 [2]		18,098		-18,098	0
Change in consol.scope / Private equity		-6,829	1,323		-5,506
Post-employment oblig. & stock options		-13,246	2,224		-15,470
Provisions		14.344	-3,011		11,333
Goodwill			22,856		22,856
Investment property		13,908	-12,093		1,815
Deferred taxes		-4,125	-4,841		-8,966
Own shares		-1,864		-389	-2,253
Available for sale portfolio - revaluation reserve		27,804		55,734	83,538
Hedge reserve		1,249		525	1,774
Other		-2,731	-1,393	61	-4,063
Change in transl.diff/badw./cap.grants BGAAP				-1,147	-1,147
Equity - share group	**IFRS**	**646,584**	**134,787**	**-33,467**	**814,838**

[1] *Change in translation diff, badwill, revaluation surpluses (Belg. GAAP).*

[2] *Profit distribution adjusted for dividends paid to treasury shares.*

Statutory auditor's report

Statutory auditor's report TO THE GENERAL MEETING OF SHAREHOLDERS OF ACKERMANS & VAN HAAREN on THE CONSOLIDATED FINANCIAL STATEMENTS FOR the year ended 31 DECEMBER 2005

In accordance with the legal and statutory requirements, we report to you on the performance of the audit mandate which has been entrusted to us.
We have audited the consolidated financial statements for the year ended 31 December 2005, prepared in accordance with International Financial Reporting Standards, as adopted for application in the European Union, and with the legal and regulatory requirements applicable in Belgium, which show a balance sheet total of 4,208,443 (000) euro and a profit for the year of 315,591 (000) euro. We have also carried out the specific additional audit procedures required by law.
The preparation of the consolidated financial statements and the assessment of the information to be included in the consolidated directors' report, are the responsibility of the board of directors.

Our audit of the consolidated financial statements was carried out in accordance with the auditing standards applicable in Belgium, as issued by the Institut des Reviseurs d'Entreprises / Instituut der Bedrijfsrevisoren.

Unqualified audit opinion on the consolidated financial statements

The above mentioned auditing standards require that we plan and perform our audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement.
In accordance with those standards, we considered the group's administrative and accounting organisation, as well as its internal control procedures. Company officials have responded clearly to our requests for explanations and information. We have examined, on a test basis, the evidence supporting the amounts included in the consolidated financial statements. We have assessed the accounting policies, the consolidation principles, the significant accounting estimates made by the company and the overall consolidated financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
In our opinion, the consolidated financial statements for the year ended 31 December 2005 give a true and fair view of the group's assets, liabilities, financial position, results of operations and cash flows, in accordance with International Financial Reporting Standards, as adopted for application in the European Union, and with the legal and regulatory requirements applicable in Belgium.

Additional certifications and information

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

- The consolidated directors' report includes the information required by law and is consistent with the consolidated financial statements. We are, however, unable to comment on the description of the principal risks and uncertainties which the group is facing, and of its situation, its foreseeable evolution or the significant influence of certain facts on its future development. We can nevertheless confirm that the matters disclosed do not present any obvious contradictions with the information of which we became aware during our audit.
- In performing our audit activities, we have made significant use of the reports of other auditors.

Antwerp, 19 April 2006

Ernst & Young Reviseurs d'Entreprises SCC
Statutory auditor
represented by

Patrick Rottiers
Partner

Jan De Landsheer
Partner

Ackermans & van Haaren

Statutory annual accounts

Annual report 2005

The statutory annual accounts are prepared in accordance
with the Belgian General Accounting Principles

In accordance with article 105 of the Belgian Company Law, the statutory annual accounts of Ackermans & van Haaren NV, are presented in short form.

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

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

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

Address: Spoorweglaan 1, B-2610 Wilrijk
Phone: +32 (0)3 231 87 70
Fax: +32 (0)3 225 25 33
E-mail: sec@avh.be

Statutory accounts
Balance sheet

(000 euro)

ASSETS	Note	2005	2004	2003
FIXED ASSETS		**1,242,325**	**1,581,410**	**1,334,712**
I. Formation expenses				
II. Intangible assets		**0**	**1**	**2**
III. Tangible assets	**1**	**3,839**	**2,048**	**1,142**
A. Land and buildings		827	902	934
C. Furniture and vehicles		286	237	199
D. Leasing and other similar rights		0	5	9
F. Assents under construction and advanced payments		2,726	904	
IV. Financial assets	**2**	**1,238,486**	**1,579,361**	**1,333.568**
A. Affiliated enterprises		1,122,866	1,565,224	1,303,275
I. Participating interests		1,122,866	1,565,224	1,303,275
2. Amounts receivable				
B. Other enterprises linked by participating interests		25	27	38
I. Participating interests		25	27	38
2. Amounts receivable				
C. Other financial assets		115,595	14,110	30,255
I. Shares		115,591	14,105	30,195
2. Amounts receivable and cash guarantees		4	5	60
CURRENT ASSETS		**51,194**	**14,583**	**10,256**
V. Amounts receivable after more than one year				
A. Trade debtors				
B. Other amounts receivable				
VI. Stocks and contracts in progress				
A. Stocks				
I. Raw materials and consumables				
2. Work in progress				
3. Finished goods				
4. Goods purchased for sale				
5. Immovable property acquired or constructed for resale				
6. Advance payments				
B. Contracts in progress				
VII. Amounts receivable within one year		**4,318**	**1,984**	**2,161**
A. Trade debtors		2,950	1,674	1,357
B. Other amounts receivable		1,368	310	804
VIII. Investments	**3**	**45,957**	**10,010**	**7,613**
A. Own shares		1,973	1,823	1,159
B. Other investments and deposits		43,984	8,187	6,454
IX. Cash at bank and in hand		**274**	**324**	**266**
X. Deferred charges and accrued income		**645**	**2,265**	**216**
TOTAL ASSETS		**1,293,519**	**1,595,993**	**1,344,968**

Statutory *accounts*

Statutory accounts
Balance sheet

(000 euro)

LIABILITIES	Note	2005	2004	2003
CAPITAL AND RESERVES	4	**572,765**	**583,337**	**527,131**
I. Capital (zie toelichting)		**2,295**	**2,295**	**2,295**
A. Issued capital		2,295	2,295	2,295
B. Uncalled capital (-)				
II. Share premium account		**111,612**	**111,612**	**111,612**
III. Revaluation surplus				
IV. Reserves		**36,477**	**35,921**	**35,532**
A. Legal reserve		248	248	248
B. Reserves not available for disribution		2,008	1,858	1,469
1. Own shares		1,973	1,823	1,434
2. Other		35	35	35
C. Untaxed reserves				
D. Reserves available for distribution		34,221	33,815	33,815
V. Profit carried forward		**422,381**	**433,509**	**377,692**
Loss carried forward (-)				
VI. Investment grants				
PROVISION AND DEFERRED TAXATION		**2,938**	**0**	**220**
VII. A. Provisions for liabilities and charges				
1. Pensions and similiar obligations				
2. Taxation				
3. Major repairs and maintenance				
4. Other liabilities and charges		2,938		220
B. Deferred taxation				
CREDITORS		**717,816**	**1,012,656**	**817,617**
VIII. Amounts payable after more than one year	5	**0**	**68,005**	**10**
A. Financial debts			5	10
B. Trade debts				
C. Advances received on contracts in progress				
D. Other amounts payable			68,000	
IX. Amounts payable within one year (toel. XIII)		**716,833**	**943,379**	**816,032**
A. Current portion of amounts payable after more than one year	6	68,005	68,005	5
B. Financial debts	6	609,885	819,040	796,440
1. Credit institutions			0	0
2. Other loans		609,885	819,040	796,440
C. Trade debts		671	1,039	715
1. Suppliers		671	1,039	715
E. Taxes, remuneration and social security		252	194	255
1. Taxes		252	170	174
2. Remuneration and social security			24	81
F. Other amounts payable	7	38,020	55,101	18,617
X. Accrued charges and deferred income		**983**	**1,272**	**1,575**
TOTAL LIABILITIES		**1,293,519**	**1,595,993**	**1,344,968**

Statutory accounts
Income statement

(000 euro)

CHARGES	Note	2005	2004	2003
CHARGES				
A. Interests and other debt charges	**8**	**19,894**	**21,911**	**22,849**
B. Other financial charges		**2,206**	**3,372**	**1,105**
C. Services and other goods		**5,079**	**4,953**	**2,285**
D. Remuneration, social security costs and pensions		**615**	**747**	**1,774**
E. Other operating charges		**87**	**79**	**185**
F. Depreciation of and other amounts written off formation expenses, intangible and tangible assets		**155**	**109**	**114**
G. Amounts written off		**118**	**751**	**787**
1. Financial assets		2	716	423
2. Current assets		116	35	364
H. Provisions for liabilities and charges		**2,938**	**-220**	
I. Loss on disposal of		**35,625**	**10**	**245**
1. Intangible and tangible assets		0	9	
2. Financial assets		35,613		
3. Current assets		12	1	245
J. Extraordinary charges	**9**	**1,417**	**201**	**38**
K. Income taxes				
L. Profit for the period		**19,718**	**78,118**	
M. Transfer to het untaxed reserves				
N. Profit for the period available for approbation		**19,718**	**78,118**	
APPROPRIATION ACCOUNT				
A. Profit to be appropriated		453,226	455,810	396,353
1. Profit for the period available for approbation		19,718	78,118	-5,741
2. Profit brought forward		433,508	377,692	402,094
TOTAL		**453,226**	**455,810**	**396,353**

Statutory *accounts*

Statutory accounts
Income statement

(000 euro)

INCOME	Note	2005	2004	2003
INCOME				
A. Income from financial assets	**10**	**57,993**	**69,465**	**16,430**
1. Dividends		57,389	68,855	15,893
2. Interests				
3. Tantièmes		604	610	537
B. Income from current assets		**2,725**	**437**	**431**
C. Other financial income		**1**	**3**	**3**
D. Income from services rendered		**4,169**	**2,875**	**2,441**
E. Ohter operating income		**367**	**370**	**321**
F. Write back to depreciation of and to other amounts written off intangible and tangible assets				
G. Write back to amounts written off	**11**	**8,810**	**2,136**	**4,009**
1. Financial assets		3,292	119	3,967
2. Current assets		5,518	2,017	42
H. Write back to provisions for liabilities and charges				
I. Gain on disposal of		**13,787**	**34,745**	**6**
1. Tangible and intangible assets		4	13	6
2. Financial assets	**12**	13,602	34,732	
3. Current assets		181		
J. Extraordinary income				
K. Regularisation of income taxes and write back to tax provisions				
L. Loss for the period				**5,741**
M. Transfer from untaxed reserves				
N. Loss for the period available for approbation				**5,741**
APPROBATION ACCOUNT (CONTINUED)				
C. Transfers to capital and reserves		**556**	**389**	**495**
3. To undistributable reserves		556	389	495
D. Result to be carried forward		**422,381**	**433,509**	**377,692**
1. Profit to be carried forward		422,381	433,509	377,692
F. Distribution of profit		**30,289**	**21,912**	**18,166**
1. Dividends		30,147	21,772	18,088
2. Tantièmes		142	140	78
TOTAL		**453,226**	**455,810**	**396,353**

Comments on the statutory annual accounts

BALANCE SHEET

Assets

1 Tangible fixed assets: These assets consist primarily of the land and buildings which are located in 2000 Antwerp in the Schermerstraat (nos. 42-44-46) and the Begijnenvest (nos. 105 and 113). In August 2004, Ackermans & van Haaren started with the renovation and extension works for this building complex, which are expected to be completed by the end of 2006. The offices of Ackerman & Van Haaren will be relocated to these offices as soon as possible.

2 Financial fixed assets: The decrease of participating interests in affiliated enterprises is related to the sale of the 41.78% participation of Ackermans & van Haaren in Solvus Resource Group to United Services Group in the summer of 2005 for the amount of 241.9 million euro and with the sale to Brinvest, a company which belongs to the Ackermans & van Haaren group, of a 25% interest in AvH Coordination Center. The increase of the item "Other financial assets - Shares" is explained by the purchase of the position in Almanij (in the meantime KBC) which was previously the property of Brinvest. With some of these shares, Ackermans & van Haaren has joined a shareholders syndicate.

3 Investments: Ackermans & van Haaren strengthened its investment position in Fortis during 2005, on the one hand by acquiring the shares which were previously held by Brinvest and on the other hand by purchasing 390,000 shares on the Stock Exchange. In 2005, Ackermans & van Haaren redeemed 12,575 of its own shares and sold 18,050 shares as a result of exercising stock options. This resulted in a net increase of the item "Investments - own shares" with 0.15 million euro.

Liabilities

4 Capital and reserves: the shareholders' equity as of the end of 2005 amounted to 572.8 million euro. This takes into account the appropriation of profits amounting to 30.3 million euro as proposed to the General Assembly held on 22 May 2006.

5 Amounts payable after more than one year: during 2005, a second (out of a total of three) instalment was paid amounting to 68 million euro relating to the purchase in 2004 of a 40% interest in Finaxis. The last instalment is to be paid in January 2006. This is therefore included in the item "amounts payable of more than one year that expire within the year".

6 Financial debts - other loans: the total debt of 609.9 million euro which is included in this item, concerns exclusively short-term loans from the group company AvH Coordination Center. The decrease of this debt in comparison with the situation as of the end of 2004 arises from the sale of 41.78% of Solvus and 25% of AvH Coordination Center, minus the investment made in Almanij and Fortis shares which were acquired from Brinvest and the payment of one instalment amounting to 68 million euro with regard to the purchase of Finaxis shares.

7 Other debts: this amount includes the appropriation of profits as proposed to the General Assembly held on 22 May 2006 and a debt of 7.2 million euro owed to GIB (as of end of 2004: 32.7 million euro).

INCOME STATEMENT

Charges

8 Debt charges: as a result of the lower level of financial debts, the interest charges for 2005 are 2.0 million euro lower than previous year.

9 Exceptional charges: these charges in 2005 are mainly related (37.0 million euro) to the sale of Ackermans & van Haaren's interest in Solvus, for which a loss was booked in the statutory annual accounts.

Income

10 Income from financial assets: As noted in the past, not all participations of the group are held directly by Ackermans & van Haaren, but rather through subsidiaries such as Anfima, Nationale Investeringsmaatschappij and Sofinim, which means that not all dividends received by the group are visible in these non-consolidated accounts and that the dividends that are visible in the statutory annual accounts do not correspond with the result of the participations as reported in the consolidated accounts. In 2005, the main dividends which were collected by Ackermans & van Haaren were paid out by GIB, Finaxis, Protalux, Sofinim and AvH Coordination Center.

11 Write back to amounts written off: thanks to the favourable evolution of the stock prices in 2005, the impairments booked in previous years on the investment portfolio as well as on financial fixed assets could be reversed completely.

12 Gains on disposal of fixed assets: the capital gains reported in 2005 relate to the sale of a participating interest of 25% in AvH Coordination Center to the group ccompany Brinvest.