



2013

ANNUAL REPORT
(SUMMARY)

COMPAGNIE DU
BOIS SAUVAGE

SUMMARY OF THE ANNUAL REPORT OF COMPAGNIE DU BOIS SAUVAGE
ANNUAL MEETING OF SHAREHOLDERS ON 23 APRIL 2014
Financial Year 2013

TABLE OF CONTENTS

1.	Letter to the shareholders	2
2.	Key figures at 31 December	4
3.	Consolidated and statutory financial statements	7
	3.1. Consolidated statement of the financial position	8
	3.2. Consolidated statement of the comprehensive income	10
	3.3. Consolidated statement of changes in equity	11
	3.4. Consolidated cashflow statement	12

Compagnie du Bois Sauvage is an investment holding company, quoted on NYSE Euronext Brussels, with a stable 'family' principal shareholder.

The Company aims to focus on a limited number of holdings, whether listed on the stock exchange or not, mainly in the industrial sector. Its goal is to reserve the necessary means for the development of the companies of the Group.

It aims to maintain close relations with the companies in which it invests and to be involved in the recruitment of executives and in strategic development.

In the interests of its own shareholders, the Company requires a regular income from its investments in order to provide a steadily growing dividend, if possible.

1. LETTER TO THE SHAREHOLDERS

With negative GDP growth in the Euro zone of 0.4% and unemployment figures at an historically high level, 2013 has again been a difficult year for European companies.

The holdings held by Compagnie du Bois Sauvage showed contrasting results, with some companies able to stay on course and achieve good results, whilst others experienced difficulties.

It is in this context that operating profit before disposals and fair value adjustments of Compagnie du Bois Sauvage stands at EUR 7.8 million (versus EUR 34 million in 2012). A reduction mainly reflecting the following two non-recurring elements:

- the EUR 8.5 million settlement in the Fortis dispute, see (1),
- the EUR 7.9 million fine imposed on Recticel by the European Commission within the framework of the inspections in the polyurethane foam sector, attributable to the Group Compagnie du Bois Sauvage.

Beyond these exceptional facts, the 2013 result includes:

- the 9.1% increase in turnover of the Neuhaus Group at constant scope and the maintenance of good operational profitability,
- the continued decrease of the Group's financial charges (EUR 6.0 million in 2013 versus EUR 6.9 million in 2012),
- the reduction of the dividends to EUR 8.0 million in 2013 (EUR 10.2 million in 2012), resulting mainly from the

absence of Cofinimmo dividend following the disposal of that holding in 2012 (dividend of EUR 1.5 million in 2012),

- the weakness of equity accounted associates at EUR -13 million in 2013 (EUR 5.3 million (2) in 2012). This sharp decrease is mainly attributable to Recticel, which has recorded a difficult first half year in 2013 and has been imposed a European fine (see above).

Net loss attributable to the Group of EUR 1.4 million takes into account profit (loss) on disposals of EUR 2.8 million, fair value adjustments of EUR 3.5 million and tax expenses of EUR 11.3 million.

The net comprehensive income attributable to the Group is EUR -15.1 million. This amount corresponds to the net result attributable to the Group mainly adjusted for fair value adjustments of the investments in Umicore (EUR -14.5 million) and Berenberg Bank (EUR +3.4 million), as well as for exchange differences on foreign operations (EUR -2.7 million).

The Company recorded a net consolidated debt of EUR 43.3 million as at 31 December 2013.

After the 2012 dividend payment (EUR 11.3 million), the Group's equity amounted to EUR 318.1 million.

The Company suggests to continue its dividend growth policy and to take the dividend to EUR 7.28 gross per share, thereby indicating its confidence in the future.

(1) Compagnie du Bois Sauvage has – in accordance with Articles 216 bis and subsequent of the Code of Criminal Procedure and Articles 70 to 72 of the Act of 2 August 2002 – concluded at the demand of the public prosecutor a settlement both with the office of the public prosecutor and with the FSMA. This settlement brings to an end all proceedings against the company regarding the conditions under which the sale of 3,600,000 Fortis shares took place on 3 October 2008. The effect of the settlement for an amount of EUR 8.55 million is to bring an end to the criminal proceedings against Compagnie du Bois Sauvage, without admission of guilt as regards the facts.

As a reminder: the company was indicted on 11 September 2009 on charges of insider dealing, forgery and use of forged documents within the framework of the disposal of a part of its portfolio of Fortis shares on 3 October 2008. Compagnie du Bois Sauvage has always denied the charges.

(2) Comparative figures have been adapted to reflect the application of the revised standard IAS 19. The impact is EUR -5,643,000 on the equity accounted value and on consolidated equity as at 31 December 2012.

During 2013, Compagnie du Bois Sauvage Group mainly:

- acquired the chocolatier Corné Port Royal,
- subscribed to the capital increase of Noël Group (USA) for an amount of USD 0.5 million,
- sold the Village Walk Apartments building complex (USA); this sale was accompanied by repayment of the debt of USD 19 million linked to the funding of this investment,
- sold a property in Luxembourg,
- signed a preliminary sale agreement for land in the province of Liège, finalised on January 2014
- issued, in June 2013, a bond for a total amount of EUR 45 million from a limited number of Belgian and international institutional investors; this bond has a duration of 5 years and an annually payable interest rate of 3.8%,
- paid up or subscribed a total additional amount of EUR 0.4 million into the funds Matignon Technologies II (France), Théodorus II and Euroscreen and the capital of Nanocyl,
- sold its stake in Ceran (35.95%),
- reduced its holding in Ter Beke (disposal of 18,778 shares),
- liquidated its holdings in St. Augustine Village Partners (USA) and Village Square Partners (USA) following the sale of the associated assets.

In the context of the renewal of the authorization given by the Extraordinary General Meeting of 24 April 2013 for the buyback of own shares, Compagnie du Bois Sauvage

did not buy back any own shares in 2013. Today, Compagnie du Bois Sauvage does not hold any own shares and has temporarily suspended its buy back programme. The number of shares outstanding stands at 1,575,346.

Measures to improve shareholder information were continued: the Corporate Governance Charter has been updated and is available on the website, contacts with analysts and investors have been continued, the intrinsic value is published half yearly.

The average daily number of shares processed in 2013 was 597.

Despite the two non-recurring elements mentioned above, the intrinsic value stood at EUR 288.48 per share as at 31 December 2013 (EUR 286.4 as at 31 December 2012), which represents a slight increase.

Compagnie du Bois Sauvage wishes to thank its shareholders for their confidence and support during the financial year. Our thanks are also due to all the Group's employees for their professionalism and sincere commitment.

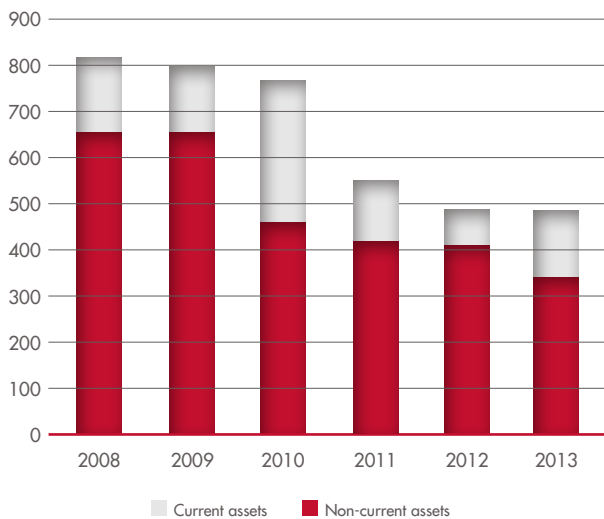
The Chairman

Frédéric Van Gansberghe
Representative of Ecostake SA/NV

2. KEY FIGURES AS AT 31 DECEMBER

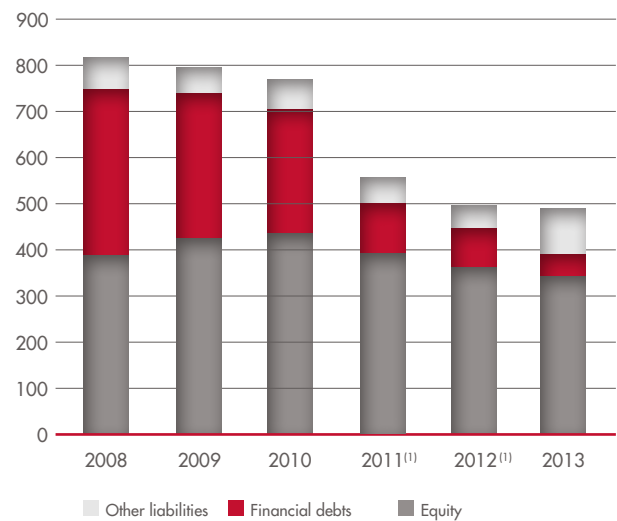
ASSETS – HISTORICAL TREND

Consolidated accounts (in millions of euros)



LIABILITIES – HISTORICAL TREND

Consolidated accounts (in millions of euros)

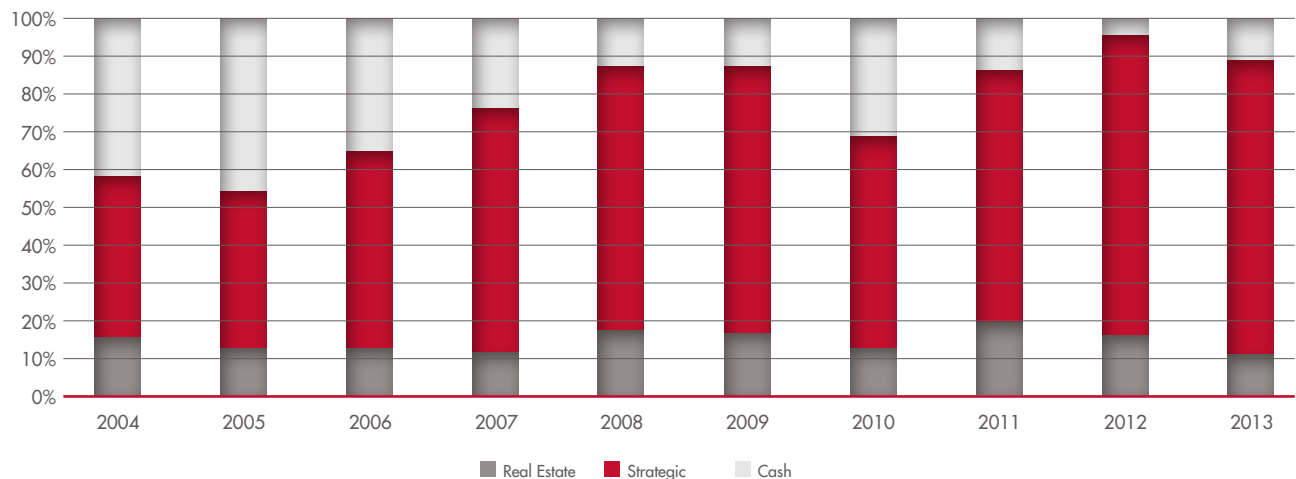


(1) Equity in 2011 and 2012 takes account of the capital reductions of respectively EUR 40.6 million and EUR 39.4 million.

EVOLUTION OF THE CONSOLIDATED PORTFOLIO

Intrinsic value as at 31 December ⁽²⁾

Total in euros 487,331,287 655,300,460 838,563,340 1,060,667,920 757,680,115 758,571,487 813,968,415 571,074,038 542,063,934 558,737,076



(2) Valuation methods for the calculation of the intrinsic value is explained in the french version of the 2013 annual report.

x € 1,000	2013	2012 (7)	2011	2010
Group equity	318,109	344,461	369,199	416,002
Intrinsic value (in-the-money) ^{(1) (4) (6)}	456,338	452,996	443,395	528,388
Consolidated net profit (loss) (attributable to the Group)	-1,403	15,753	31,090	108,593
Market capitalisation at year-end	337,171	300,891	258,262	317,230

	2013	2012	2011	2010
Consolidated net profit (loss) per share (attributable to the Group) (EUR)				
Basic ⁽³⁾	-0.89	9.99	19.67	69.49
Diluted ⁽³⁾	-0.89	9.99	19.66	67.55
Number of shares				
Outstanding	1,575,346	1,575,346	1,582,000 ⁽²⁾	1,562,710 ⁽²⁾
In-the-money	1,581,896	1,581,896	1,585,150	1,620,972
Fully diluted	1,721,746	1,721,846	1,861,000	1,893,422
Intrinsic value per share at year-end (EUR)				
In-the-money ^{(4) (6)}	288.48	286.36	279.72	325.97
Fully diluted ^{(4) (6)}	284.60	282.66	275.56	319.19
Gross dividend per share	7.28	7.20	7.00	6.80

	2013	2012	2011	2010
Average daily volume processed	597	562	551	446
Average daily capital (EUR) ⁽⁴⁾	112,488	101,543	102,733	81,861
Price (EUR)				
Year-end	214.03	191.00	163.25	203.00
Highest ⁽⁵⁾	215.00	195.00	206.43	205.72
Lowest ⁽⁵⁾	176.12	160.01	163.25	162.00

(1) The valuation method for the calculation of the intrinsic value is described in more detail on the french version of the 2013 annual report.

(2) Including 4,379 treasury shares held by Compagnie du Bois Sauvage at 31 December 2011 and 8,063 at 31 December 2010.

(3) See calculation and definitions in Note 25 on the french version of the 2013 annual report.

(4) See definitions of 'in-the-money' and 'fully diluted' on the french version of the 2013 annual report.

(5) The 2011 and 2012 statistics have been adapted following the capital reduction of EUR 26 and EUR 25 per share.

(6) The intrinsic value takes account of the capital reduction of EUR 40.6 million (EUR 26 per share) on 31 December 2011 and of EUR 39.4 million (EUR 25 per share) on 31 December 2012.

(7) Comparative figures for 2012 have been adapted to reflect the application of the revised standard IAS 19. The impact is EUR -5,643,000 on the equity accounted value and on consolidated equity as at 31 December 2012.

Consolidated and Separate Financial Statements as at 31 December 2013

Presented to the General Meeting of 23 April 2014

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER

x € 1,000	Note	2013	2012 ⁽¹⁾
Non-current assets		344,479	409,412
Property, plant and equipment	4	38,967	35,379
Investment property	5	10,852	41,226
Goodwill	6	10,962	10,962
Intangible assets	6	18,901	17,350
Equity-accounted investments	7	100,352	117,902
Investments available for sale	8	157,229	172,672
Other assets	9	5,279	11,856
Deferred tax assets	10	1,937	2,065
Current assets		133,358	80,676
Inventories	11	14,019	11,648
Trade and other receivables	12	42,479	33,002
Current tax assets	10	6,292	5,907
Financial assets at fair value through profit or loss	13	9,571	8,074
Other assets	9	8,551	3,731
Cash and cash equivalents	14	52,446	18,314
Non-current assets held for sale	5 bis	9,517	0
Total assets		487,354	490,088

(1) Comparative figures have been adapted to reflect the application of the revised standard IAS 19. The impact is EUR -5,643,000 on the equity accounted value and on consolidated equity as at 31 December 2012.

x € 1,000	Note	2013	2012 ⁽¹⁾
Equity		336,775	361,094
Group equity		318,109	344,461
Capital	15	127,816	127,816
Retained earnings	15	128,467	141,105
Reserves	15	61,826	75,540
Non-controlling interests	15	18,666	16,633
Liabilities		150,579	128,994
Non-current liabilities		51,887	82,234
Borrowings	16	44,447	74,236
Provisions	17	1,316	696
Deferred tax liabilities	10	5,791	6,642
Other non-current liabilities	19	333	660
Current liabilities		98,692	46,760
Borrowings	16	61,155	6,096
Provisions	17	560	446
Trade and other payables	18	28,585	27,856
Current tax liabilities	10	5,672	5,310
Other liabilities	19	2,720	7,052
Total equity and liabilities		487,354	490,088

(1) Comparative figures have been adapted to reflect the application of the revised standard IAS 19. The impact is EUR -5,643,000 on the equity accounted value and on consolidated equity as at 31 December 2012.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME AS AT 31 DECEMBER

x € 1,000	Note	2013	2012 ⁽¹⁾
Operating income	3, 21	184,007	166,435
Turnover		171,256	150,499
Interest and dividends		9,133	11,680
Rental income		2,514	3,695
Other income		1,104	561
Operating expenses	22	-163,266	-137,717
Purchasing		-92,436	-80,384
Employee expenses		-46,045	-41,560
Depreciation, impairment losses and provisions		-8,195	-7,498
Finance costs		-5,978	-6,886
Other expenses		-10,612	-1,389
Share of profit (loss) of equity accounted investments	7	-12,974	5,274
Operating profit (loss) before disposals, fair value adjustments and impairments		7,767	33,992
Profit (loss) on disposals	23	2,793	652
Fair value adjustments and impairments	24	3,535	-5,499
Profit (loss) before tax		14,095	29,145
Income tax expense	10	-11,302	-9,608
PROFIT (LOSS) OF THE PERIOD		2,793	19,537
Other comprehensive income		-13,714	13,542
Items not to be reclassified subsequently to profit or loss		-1,137	-1,619
Share of other comprehensive income of equity accounted investments		-1,137	-1,619
Items to be reclassified subsequently to profit or loss		-12,577	15,161
Investments available for sale			
Fair value adjustments		-10,113	16,531
Transfer to profit (loss) on impairment		-81	-828
Transfer to profit (loss) on disposal		-95	-9
Exchange differences on foreign operations		-2,685	396
Share of other comprehensive income of equity accounted investments		397	-271
Changes in scope of consolidation		0	-658
Related taxes			0
Other		0	
COMPREHENSIVE INCOME OF THE PERIOD		-10,921	33,079
Profit (loss) of the period		2,793	19,537
Attributable to Group		-1,403	15,753
Non-controlling interests		4,196	3,784
Comprehensive income of the period		-10,921	33,079
Attributable to Group		-15,117	29,295
Non-controlling interests		4,196	3,784

EARNINGS (LOSSES) PER SHARE AS AT 31 DECEMBER

€	Note	2013	2012 ⁽¹⁾
Basic	25	-0.89	9.99
Diluted	25	-0.89	9.98

(1) Comparative figures have been adapted to reflect the application of the revised standard IAS 19. The impact is EUR -640,000 on the profit or loss of the period as at 31 December 2012.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

x € 1,000	Note	Share capital		Reserves			Retained earnings	Group equity	Non-controlling interests	Equity
		Share capital	Share premium account	Revaluation / hedging reserves ⁽¹⁾	Treasury shares	Foreign currency translation reserve				
Balance as at 31 December 2011 ⁽²⁾		80,581	86,619	65,708	-714	-3,148	136,793	365,839	14,910	380,749
Investments available for sale										
Fair value adjustments	15			16,531				16,531		16,531
Transfer to profit (loss) on impairment	15			-828				-828		-828
Transfer to profit (loss) on disposal	15, 23			-9				-9		-9
Share of hedging and actuarial reserves of equity accounted investments	7, 15			-1,890				-1,890		-1,890
Foreign exchange translation differences	7, 15			-1,220			562	-658		-658
Other	15					396		396		396
Other comprehensive income		0	0	12,584	0	396	562	13,542	0	13,542
Net profit (loss) of the period ⁽³⁾							15,753	15,753	3,784	19,537
Comprehensive income of the period		0	0	12,584	0	396	16,315	29,295	3,784	33,079
Dividends paid	15						-11,027	-11,027	-2,061	-13,088
Share capital and share premium account	15	-39,384						-39,384		-39,384
Changes in scope of consolidation	15, 31							0		0
Operations with treasury shares (purchase/cancellation)	15				714		-1,102	-388		-388
Other	15	37,570	-37,570				126	126		126
Balance as at 31 December 2012 ⁽²⁾		78,767	49,049	78,292	0	-2,752	141,105	344,461	16,633	361,094
Investments available for sale										
Fair value adjustments	15			-10,113				-10,113		-10,113
Transfer to profit (loss) on impairment	15			-81				-81		-81
Transfer to profit (loss) on disposal	15, 23			-95				-95		-95
Share of hedging and actuarial reserves of equity accounted investments	7, 15			-740				-740		-740
Changes in scope of consolidation	7, 15							0		0
Foreign exchange translation differences	7, 15						-2,685	-2,685		-2,685
Other	15							0		0
Other comprehensive income		0	0	-11,029	0	-2,685	0	-13,714	0	-13,714
Net profit (loss) of the period							-1,403	-1,403	4,196	2,793
Comprehensive income of the period		0	0	-11,029	0	-2,685	-1,403	-15,117	4,196	-10,921
Dividends paid	15						-11,343	-11,343	-2,058	-13,401
Share capital and share premium	15							0		0
Changes in scope of consolidation	15, 31							0	-105	-105
Operations with treasury shares (purchase/cancellation)	15							0		0
Other	15						108	108		108
Balance as at 31 December 2013		78,767	49,049	67,263	0	-5,437	128,467	318,109	18,666	336,775

(1) Available-for-sale investments accounted for using the equity method

(2) Comparative figures have been adapted to reflect the application of the revised standard IAS 19. The impact is EUR -3,359,000 on retained earnings of 2011 and prior years.

(3) The figures have been adapted to reflect the application of the revised standard IAS 19. The impact is EUR -5,643,000 on the profit or loss of the period as at 31 December 2012.

CONSOLIDATED CASH-FLOW STATEMENT

x € 1,000	2013	2012
Profit (loss) before tax	14,095	29,145
Adjustments		
Profit (loss) on disposals	-2,793	-652
Fair value adjustments and impairments	-3,535	5,499
Share of profit (loss) of equity accounted investments	12,974	-5,274
Financial costs	5,978	6,886
Interest and dividend income	-9,133	-11,680
Depreciation, impairment losses and provisions	8,195	7,498
Other	-58	-349
Increase (decrease) in working capital		
Current assets ⁽¹⁾	-15,754	-566
Current liabilities ⁽²⁾	820	4,543
Interest paid	-10,255	-14,590
Interest received (incl. IRS)	1,105	1,320
Dividends received		
Equity accounted investments	3,097	3,514
Other investments	8,032	10,014
Taxes paid	-12,048	-8,940
Cash flows relating to operating activities	720	26,368
(Acquisition)/disposal of investments and subsidiaries	-1,892	24,569
(Acquisition)/disposal of other financial instruments	-486	21,607
(Acquisition)/disposal of investment property	26,431	568
(Acquisition)/disposal of other fixed assets	-9,858	-14,242
(Acquisition)/disposal of other non-current assets	6,577	300
Cash flows relating to investment activities	20,772	32,802
New loans	45,000	0
Repayment of loans	-19,130	-36,360
Capital increase/(decrease)	0	-39,384
Dividends paid to the Group's shareholders	-11,343	-11,027
Dividends paid to minority shareholders	-2,058	-2,061
Sale (purchase) of treasury shares held	0	-388
Other	171	3,502
Cash flows relating to financing activities	12,640	-85,718
Net cash flows of the period	34,132	-26,548
Cash and cash equivalents, beginning balance	18,314	44,862
Effect of exchange rate changes on cash and cash equivalents	0	0
Cash and cash equivalents, ending balance	52,446	18,314

(1) Increases and decreases in working capital relating to inventories, accounts receivable.

(2) Increases and decreases in working capital relating to trade and other payables.



ANNUAL REPORT 2013
(SUMMARY)

Compagnie du Bois Sauvage S.A.

Rue du Bois Sauvage, 17

B-1000 Brussels

Tel. : +32 (0)2 227 54 50

Fax : +32 (0)2 219 25 20

www.bois-sauvage.be



COMPAGNIE DU
BOIS SAUVAGE