



CONSOLIDATED ACCOUNTS

2008

**FLORIDIENNE**  
GROUP

# SUMMARY

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# CONSOLIDATED BALANCE SHEET

<b>ASSETS in thousands EUR</b>	<b>31/12/08</b>	<b>31/12/07</b>
<b>1. NON-CURRENT FIXED ASSETS</b>	<b>111,712</b>	<b>71,117</b>
Intangible assets	2,884	667
Goodwill	25,788	14,864
Tangible assets	34,666	27,834
Companies consolidated by the equity method	45,431	21,207
Deferred tax assets	2,232	1,619
Other financial assets	711	4,927
<b>2. CURRENT FIXED ASSETS</b>	<b>106,398</b>	<b>100,341</b>
Assets held to be sold	1,032	2,590
Inventories	33,870	26,990
Trade receivables	47,996	49,213
Other current financial assets	96	1,408
Cash and cash equivalents	14,203	9,779
Other assets	9,202	10,360
<b>TOTAL ASSETS</b>	<b>218,110</b>	<b>171,458</b>
<b>EQUITY AND LIABILITIES in thousands EUR</b>	<b>31/12/08</b>	<b>31/12/07</b>
<b>1. TOTAL EQUITY</b>	<b>73,534</b>	<b>59,612</b>
Floridienne equity	65,260	58,418
Minority interests	8,273	1,194
<b>2. LIABILITIES</b>	<b>144,577</b>	<b>111,846</b>
Non-current liabilities	71,613	37,445
Interest-bearing liabilities	62,824	28,086
Deferred income	1,995	2,006
Provisions	5,432	5,762
Employee benefits	1,180	955
Deferred tax liabilities	182	636
Current liabilities	72,964	74,401
Interest-bearing liabilities	26,634	29,691
Deferred income	267	266
Provisions	1,437	1,272
Employee benefits	51	40
Trade payables	30,057	28,728
Other liabilities	14,517	14,405
<b>TOTAL LIABILITIES</b>	<b>218,110</b>	<b>171,458</b>

The EUR 46.6 million increase in the total balance sheet is due on the one hand to the first-time consolidation of Catena, VCD, Ika UK, Kimflor, Salm Invest and Simon Dutriaux and on the other hand to the increase of our holding in MCP and the establishment of Biofirst. These operations have been financed by long-term fixed-rate borrowings.

On 12 December 2008, SRIW subscribed a EUR 5 million capital increase via the creation of 43,478 new Floridienne shares.

The increase in minority interests is attributable on the one hand to the increase of subscribed capital by SRIW in Floridienne Chimie and on the other hand to the first-time consolidation of Kimflor, in which we have a 75% holding.

## INCOME STATEMENT

In thousands EUR	31/12/08	31/12/07
<b>OPERATING INCOME</b>	<b>229,742</b>	<b>207,276</b>
Turnover	224,643	201,917
Other business income	5,099	5,359
<b>OPERATING EXPENSES ( - )</b>	<b>-220,724</b>	<b>-196,228</b>
Supplies of raw materials	-130,729	-122,962
Staff costs	-32,833	-27,227
Depreciation and amortisation	-5,557	-3,982
Other operating expenses	-51,604	-42,058
<b>OPERATING RESULT</b>	<b>9,018</b>	<b>11,048</b>
Result of disposals of non-current assets	194	214
Borrowing expenses	-4,432	-3,405
Financial result	-165	980
Share of net result from equity-accounted holdings	3,361	4,003
<b>PROFIT BEFORE TAX</b>	<b>7,974</b>	<b>12,840</b>
Tax on profit	-1,090	-3,185
<b>NET PROFIT OF THE PERIOD</b>	<b>6,885</b>	<b>9,655</b>
Floridienne share of net profit	6,374	9,310
Minority interests	511	345
<b>Base net profit per share</b>	<b>8,06</b>	<b>11,69</b>
<b>Diluted net profit per share</b>	<b>8,06</b>	<b>11,69</b>

2008 turnover reached EUR 224.6 million, up 11% on 2007. This increase is basically due to changes in the scope of consolidation following the increases in our Salm Invest and Kimflor holdings and the acquisition of Simon Dutriaux and VCD. At constant scope, turnover would have amounted to EUR 192.7, down 5% on 2007. This drop is directly linked with the market downturn in the Chemical Division since 1<sup>st</sup> November 2008.

The increase in borrowing expenses is directly linked with the increase in our long-term borrowings necessary for financing the acquisitions made during the financial year.

# CONSOLIDATED CASH FLOW STATEMENT

In thousands EUR	31/12/08	31/12/07
<b>EBIT</b>	<b>9,018</b>	<b>11,048</b>
Amortisation and depreciation of assets	5,891	3,830
Changes in working capital	1,701	-2,451
Changes in provisions	400	-321
Tax paid	-1,865	-2,910
Others	45	-1,416
<b>Net cash flows relating to operating activities</b>	<b>15,189</b>	<b>7,780</b>
Acquisition (-) and disposal (+) of holdings	-37,218	-2,674
Acquisition (-) and disposal (+) of fixed assets	-6,778	-1,995
Income from holdings		398
Changes in financial debt	109	2,190
Effect of changes in the consolidation method	7,029	-3,291
<b>Net cash flows relating to investment activities</b>	<b>-36,858</b>	<b>-5,372</b>
Increase (+) and reimbursement (-) of capital	10,000	4,500
Acquisition (-) and disposal (+) of company shares	369	-968
Acquisition (-) and disposal (+) of financial assets	1,093	8,039
Changes in debts and grants	21,232	-12,791
Borrowing expenses	-4,432	-3,405
Financial result	1,453	3,104
Dividend paid	-2,515	-2,072
<b>Net cash flows relating to financial activities</b>	<b>27,199</b>	<b>-3,593</b>
<b>Net cash flow for the financial year</b>	<b>5,530</b>	<b>-1,185</b>
Cash at the beginning of the financial year	9,779	11,074
Net changes	5,530	-1,184
Conversion differences	-1,107	-110
<b>Cash at the close of the financial year</b>	<b>14,203</b>	<b>9,779</b>

We draw readers' attention to the fact that the 2008 presentation of the cash flow statement has been the subject of major revision against the 2007 presentation.

The revision of this table is justified by the abandonment of trading activities with regard to the share portfolio.

The principal modifications resulting from this change concern:

- a) The share portfolios are no longer considered as cash
- b) The results of the share-trading activities are no longer included in the operational cash flow, but in the financial cash flow.

## STATEMENT OF CHANGES IN EQUITY

In thousands EUR	Paid-up capital		
	Total	Share capital	Share premium
<b>BALANCE END OF YEAR 2006</b>	<b>15,925</b>	<b>4,010</b>	<b>11,915</b>
Issuance of shares	4,500	198	4,302
Capital reduction ( - )	0		
Equity increase (decrease) resulting from a business combination	0		
Operations with treasury shares	0		
<b>Conversion of debt into equity</b>	<b>0</b>		
Dividends paid	0		
Profit (loss) of the period	0		
Foreign currency exchange increase (decrease)	0		
Other increase (decrease)	0		
<b>BALANCE END OF YEAR 2007</b>	<b>20,425</b>	<b>4,208</b>	<b>16,217</b>
Issuance of shares	5,000	212	4,788
Capital reduction ( - )	0		
Equity increase (decrease) resulting from a business combination	0		
Operations with treasury shares	0		
Conversion of debt into equity	0		
Dividends paid	0		
Profit (loss) of the period			
Foreign currency exchange increase (decrease)	0		
Other increase (decrease)	0		
<b>BALANCE END OF YEAR 2008</b>	<b>25,425</b>	<b>4,420</b>	<b>21,005</b>

In 2008, the company paid EUR 2,4 million in dividends for the 2007 financial year. The dividend proposed for the 2008 financial

Reserves								
Total reserves	Conversion differences	Other reserves	Hedging reserves	Treasury shares	Retained earnings	Total Floridienne capital	Minority interest	Shareholders equity
25,094	-395	25,489		-245	6,781	47,555	1,251	48,806
0						4,500		4,500
0						0		0
0						0		0
0				-968	87	-881		-881
0						0		0
-1,976		-1,976				-1,976	-412	-2,388
0					9,310	9,310	345	9,655
-91	-91					-91		-91
6,781		6,781			-6,781	0	10	10
<b>29,808</b>	<b>-486</b>	<b>30,294</b>	<b>0</b>	<b>-1,213</b>	<b>9,397</b>	<b>58,418</b>	<b>1,194</b>	<b>59,612</b>
0						5,000	4,719	9,719
0						0		0
0						0	2,611	2,611
0				368		368	0	368
0						0		0
-2,419		-2,419				-2,419	-397	-2,816
					6,374	6,374	511	6,885
-1,916	-1,916					-1,916	-361	-2,277
8,815	0	9,379	-564		-9,379	-564	-4	-568
<b>34,288</b>	<b>-2,402</b>	<b>37,254</b>	<b>-564</b>	<b>-845</b>	<b>6,392</b>	<b>65,260,</b>	<b>8,273</b>	<b>73,533</b>

year amounts to EUR 2,5 million, subject to approval by the Annual General Meeting of shareholders

# REPORT OF THE AUDITORS

## REPORT OF THE AUDITORS TO THE GENERAL SHAREHOLDERS' MEETING ON THE CONSOLIDATED FINANCIAL STATEMENTS OF FLORIDIENNE SA/NV AS OF AND FOR THE YEAR ENDED 31 DECEMBER 2008

In accordance with the legal requirements, we report to you in the context of our appointment as statutory auditors. This report includes our opinion on the consolidated financial statements as well as the required additional statements and information.

### **Unqualified opinion on the consolidated financial statements**

We have audited the consolidated financial statements of FLORIDIENNE SA/NV and its subsidiaries (the "Group") as of and for the year ended 31 December 2008, prepared in accordance with International Financial Reporting Standards, as adopted by the European Union, and with the legal and regulatory requirements applicable to quoted companies in Belgium. These consolidated financial statements comprise the consolidated balance sheet as of 31 December 2008 and the consolidated statements of income, changes in shareholders' equity and cash flows for the year then ended, as well as the summary of significant accounting policies and other explanatory notes. The total of the consolidated balance sheet amounts to EUR 218,110,(000) and the consolidated income statement shows a profit for the year (group share) of EUR 6,374,(000). The annual financial statements of several significant subsidiaries included in the consolidation have been audited by other external auditors. Our opinion on the consolidated financial statements, insofar as it relates to the amounts contributed by those entities, is based upon the reports of those other auditors.

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

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

In accordance with the auditing standards referred to above, we have carried out procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The selection of these procedures is a matter for our judgment, as is the assessment of the risk that the consolidated financial statements contain material misstatements, whether due to fraud or error. In making those risk assessments, we have considered the Group's internal control relating to the preparation and fair presentation of the consolidated financial statements, in order to design audit procedures that were appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control. We have also evaluated the appropriateness of the accounting policies used and the reasonableness of accounting estimates made by management, as well as the presentation of the consolidated financial statements taken as a whole. Finally, we have obtained from the board of directors and Group officials the explanations and information necessary for our audit. We believe that the audit evidence we have obtained, together with the reports of other auditors on which we have relied, provides a reasonable basis for our opinion.



In our opinion, based on our audit and on the reports of other auditors, the consolidated financial statements give a true and fair view of the Group's net worth and financial position as of 31 December 2008 and of its results and cash flows for the year then ended in accordance with International Financial Reporting Standards, as adopted by the European Union, and with the legal and regulatory requirements applicable to quoted companies in Belgium.

#### **Additional statements and information**

The company's board of directors is responsible for the preparation and content of the management report on the consolidated financial statements

Our responsibility is to include in our report the following additional comment, which does not have any effect on our opinion on the consolidated financial statements:

- The management report on the consolidated financial statements deals with the information required by the law and is consistent with the consolidated financial statements. However, we are not in a position to express an opinion on the description of the principal risks and uncertainties facing the companies included in the consolidation, the state of their affairs, their forecast development or the significant influence of certain events on their future development. Nevertheless, we can confirm that the information provided is not in obvious contradiction with the information we have acquired in the context of our appointment.
- The situations of conflict of interest are described and commented, in compliance with article 523 of the Company law, in the management report and in the audit report on the statutory accounts of FLORIDIENNE SA.

Brussels, April 21, 2009

**GOOSSENS GOSSART JOOS SCPRL**  
**INDEPENDENT AUDITORS**

represented by



**Daniel GOOSSENS**

## **Floridienne**

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**FLORIDIENNE**  
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