MANDATORY PUBLIC BID
IN CASH

BY

ACKERMANS & VAN HAAREN

A Limited Liability Company incorporated under Belgian law

FOR ALL SHARES NOT YET OWNED BY THE BIDDER ISSUED BY

COMPAGNIE D'ENTREPRISES CFE
A Limited Liability Company incorporated under Belgian law

at the price of €45 per Share (coupons nos. 7 and following attached)

The Acceptance Period runs from 11 February 2014 to 5 March 2014 (inclusive) at 4 p.m. CET

The Acceptance Forms must be deposited with any branch of BNP PARIBAS FORTIS NV/SA, either directly or through a financial intermediary

The Prospectus and the Acceptance Form are available free of charge by telephone at + 32 2 433 40 32 (French), + 32 2 433 40 31 (Dutch) or + 32 2 433 40 34 (English). The digital version of the Prospectus is also available at the Internet sites of the Bidder (www.avh.be), CFE (www.cfe.be) and BNP Paribas Fortis SA/NV (www.bnpparibasfortis.be)

Financial adviser to the Bidder:

TABLE OF CONTENTS

TABLE OF CONTENTS
(continued)

SUMMARY OF THE PROSPECTUS

Important notice

This summary must be read as an introduction to the Prospectus. It must be read in conjunction with the more detailed information set out elsewhere in the Prospectus.

Any decision to participate in the Bid must be based on a careful and comprehensive reading of the whole Prospectus. The Shareholders of the Target Company are requested to form their own opinion on the conditions of the Bid as well as on the advantages and disadvantages which this decision is likely to have for them.

No civil liability can be attributed to anyone simply on the basis of this summary or the translation thereof, unless it is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus.

The terms used with a capital letter in the present summary that are not expressly defined therein shall have the meaning attributed to them in the Prospectus.

Bidder

The Bidder is a limited liability company incorporated under Belgian law Ackermans & van Haaren (“AvH”), with registered office at Begijnenvest 113, 2000 Antwerp (Belgium), registered in the Register of Legal Entities of Antwerp under number 404.616.494.

As of the date of the Prospectus, AvH holds 15,288,662 CFE shares, representing 60.39% of the capital of CFE.

Target Company

The Target Company is a limited liability company incorporated under Belgian law Compagnie d’Entreprises CFE (“CFE”), with registered office at 40-42 Avenue Herrmann-Debroux, 1160 Auderghem (Belgium), registered in the Register of Legal Entities of Brussels under number 400.464.795.

As of the date of the Prospectus, CFE holds no treasury shares.

Characteristics of the Bid

Nature and purpose of the Bid

On 19 September 2013, AvH and Vinci, acting on its own behalf and on behalf of its subsidiary Vinci Construction SAS, entered into an agreement ("Agreement") for the acquisition by AvH of the exclusive control over CFE. Under the terms of the Agreement, this transaction consisted of two parts:

- The acquisition of 3,066,440 shares (representing as of that date 23.42 % of the capital of CFE), which is approximately half the stake which Vinci held in CFE as of that same date ("Initial Acquisition"); and

- The contribution by AvH to CFE of its 50% stake in the a limited liability company DEME in consideration for 12,222,222 newly issued CFE shares (representing 48.28% of the post-increase capital of CFE) as part of a capital increase to be decided by an extraordinary general meeting of CFE, to which increase Vinci undertook to lend its support (the "Capital Increase" and together with the Initial Acquisition the "Acquisition of Control").

Both the price paid by AvH to Vinci as part of the Initial Acquisition and the subscription price for the shares issued as part of the Capital Increase amount to €45 per share.

The Acquisition of Control was essentially subject to two conditions precedent:

- The approval of this acquisition of control by the relevant competition authorities; and

- The absence of a material adverse change, assessed on the basis of a decrease by 25 % or more in the Bel 20 index between the date of the Agreement and the day before the closing of the Acquisition of Control.

On 13 November 2013, the extraordinary general meeting of CFE approved the Capital Increase subject to the conditions precedent mentioned above.

On 18 December 2013, the European Commission approved the Acquisition of Control, whereupon, in the absence of a material adverse change since 19 September 2013, the parties proceeded with the closing of the Acquisition of Control on 24 December 2013.

Following the closing of the Acquisition of Control on 24 December 2013, the Bidder holds 15,288,662 CFE shares, representing 60.39% of the capital of CFE, or more than 30% of the voting shares of CFE. Pursuant to Article 5 of the Act on public takeover bids and Article 50 of the Royal Decree on public takeover bids, the Bidder is thus under the obligation to launch a public bid on all securities with voting right or granting access to voting right issued by CFE and which are not yet in the Bidder's possession or in that of its affiliates, namely 10,025,820 Shares issued by CFE, representing 39.61% of the capital of CFE.

Under the Agreement, however, Vinci has undertaken not to contribute to the Bid (or to any counter-bid or higher bid) any of the 3,066,460 Shares still in its possession as of the date of this Prospectus nor to sell these shares to a third party before the closure of the Acceptance Period of the present Bid. Consequently, under the Bid, AvH can effectively acquire up to 6,959,360 Shares (or 27.5% of the capital of CFE), thereby increasing its stake in CFE up to 87.89%. The conditions for a mandatory reopening of the Bid (and more specifically that of the ownership of 90% of the CFE shares) as set forth in Article 35(1) of the Royal Decree on public takeover bids can therefore not be fulfilled in this case.

The Bid is a mandatory public bid launched in accordance with Article 5 of the Act on public takeover bids and Chapter III of the Royal Decree on public takeover bids. The consideration under the Bid will be paid in cash.

It is not the intention of AvH to launch a public squeeze-out following the Bid under Articles 42 and 43 of the Royal Decree on public takeover bids, in conjunction with Article 57 of the same Decree, and/or Article 513 of the Companies Code.

Bid Price and payment

The Bid Price per Share (coupons nos. 7 and following attached) is € 45.

The Bid Price shall be paid at the latest by the tenth (10^{th}) Business Day following the announcement of the results of the Acceptance Period. The Bidder plans to pay the Bid Price on 12 March 2014.

Unconditional Bid

The Bid is unconditional.

Indicative timetable[1]

Event	Planned date
Filing of notice of public Bid	16/01/2014
Announcement in accordance with Article 7 of the Royal Decree on public takeover bids	17/01/2014
Approval of the Prospectus by the FSMA	4/02/2014
Approval of the memorandum of reply by the FSMA	4/02/2014
Publication of the Prospectus and the memorandum of reply	11/02/2014
Opening of the Acceptance Period	11/02/2014
Closure of the Acceptance Period	5/03/2014
Announcement of the results of the Acceptance Period	10/03/2014
Payment Date	12/03/2014

Motives, objectives and intentions of the Bidder

Motives and objectives

In launching the Bid, AvH complies with its legal obligations, which have arisen as a result of the Acquisition of Control.

Following the Acquisition of Control, AvH holds more than 30% of the share capital of CFE, obliging it to launch a mandatory public Bid on all the shares of CFE pursuant to Article 5 of the Act on public takeover bids and Chapter III of the Royal Decree on public takeover bids. Under the Bid, the Shareholders will have the opportunity to exit their shareholding in CFE and to sell their Shares at the price of € 45 per Share, which is the price at which the Acquisition of Control was executed.

---

[1] This indicative timetable does not include the hypothesis of a reopening of the Bid. Given Vinci's undertaking under the Agreement not to contribute its shares to the Bid, a reopening of the Bid for reason that the Bidder holds 90% of the shares issued by CFE is in fact mathematically impossible. See in this respect Section 7.5 ("*The Bid – Reopening of the Bid*").

Before the closing of the Acquisition of Control, AvH and CFE each owned 50% of the DEME shares. DEME is the company that heads the Belgian marine engineering, environment and dredging group of the same name. It has gained an important position on the world market in several complex and highly specialized marine engineering disciplines. Originally specializing in dredging and land reclamation, the DEME group, which has a workforce of more than 4,200 people, has today diversified its range of services to oil and gas companies, as described below. It has become a supplier of global solutions, owning a fleet of some of the most state-of-the-art, sophisticated and versatile vessels for dredging and marine engineering.

The primary objective pursued by AvH with the Acquisition of Control was to bring DEME under a single strategic management, as this company has always been one of the strategic participations of AvH.

This objective is inspired by the following motives:

(i) As was pointed out above, DEME's main activity is in the sector of dredging and marine engineering, which presents **long-term growth prospects**.

Those long-term growth prospects are based on the projected growth in the world's population and climate changes.

The world population growth will continue to stimulate the growth in demand for raw materials and energy, which in turn promotes the growth in maritime transport.

The recent climate changes, referred to as "global warming", are causing rising sea levels.

All these factors, namely the growing number of projects for the exploitation of fossil fuel and renewable energy, the increasing demand for raw materials, the growth in maritime transport and rising sea levels are generating business for the dredging industry.

(ii) Alongside its main line of business, DEME has in recent years developed **complementary activities** in the sector of renewable energy (construction and operation of offshore wind farms, wave energy and tidal energy), environment (soil and dredging sludge remediation and recycling, rehabilitation of derelict industrial sites (brownfields), and salvaging of shipwrecks), aggregates and minerals (extraction of marine aggregates and ocean floor minerals), maritime and terminal services.

(iii) DEME is one of the few Belgian industrial groups operating on all continents with its decision-making centre firmly anchored in Belgium. The **worldwide presence** of DEME allows it to detect new opportunities around the world and to identify new economic growth areas.

(iv) AvH chooses to invest in sectors of the economy that Bid long-term growth prospects and in which it believes it has a special expertise. Founded in 1876 by Nicolaas van Haaren and Hendrik Willem Ackermans, AvH has from the outset been active in the dredging industry and should therefore be well placed to evaluate the opportunities and risks associated with the dredging business.

Intentions

- **DEME**

  AvH wants to support DEME in the profitable development of its activities while maintaining a long-term solid financial position in order to cope with economic fluctuations. At present, AvH has no intention of altering or restructuring the operations of DEME.

- **CFE**

  As a result of the Acquisition of Control, AvH not only obtained exclusive control over DEME, one of its strategic participations, but also acquired control over the operations of CFE in different construction trades:

  (i) Construction (in particular CFE (through its branches MBG, CFE Brabant, BAGECI and CFE International), Van Wellen NV, Amart SA, Benelmat SA, BPC SA, Geka BV, and Groep Terryn NV);
  (ii) Real estate development and management (in particular BPI SA, CFE (through its branch CFE Immo) and CLE SA);
  (iii) Real estate concessions (in particular Coentunnel Company BV, LocoRail NV, PPP Schulen Eupen SA, Rent-A-Port NV, and Rent-A-Port Energy NV);
  (iv) Multitechnics (in particular VMA NV, Vanderhoydoncks NV, Ariadne NV, Etablissements Druart SA, Etec SA, Prodfroid SA and Nizet SA); and
  (v) Road and rail infrastructure works (Engema SA, Louis Stevens en Co NV, Aannemingen Van Wellen NV, and Remacom NV).

AvH wants to support CFE in the profitable development of its activities while maintaining a long-term solid financial position in order to cope with economic fluctuations.

At present, AvH has no intention of altering or restructuring the operations of CFE.

AvH is already present (i) in the sector of construction and civil engineering through its subsidiary Algemene Aannemingen Van Laere NV (100%), which it acquired in 1991, and (ii) in the sector of real estate development through its subsidiary Extensa Group NV, which it acquired in 1997.

AvH is aware of the fact that the aforementioned sectors are subject to a very strong competition (particularly in the Belgian market) and are relatively cyclical owing to the very nature of the activities in question:

- The construction and property development sectors are linked to the purchasing power of consumers and trends in savings; and

- Large-scale infrastructure projects are to a large extent dependent on the budgetary leeway of governments.

Furthermore, the profitability of construction and real estate development projects depends to a large extent on a very strict and permanent control of costs, from the issuance of the tender up to the provisional acceptance of the works or project.

At present, AvH does not have sufficient relevant information concerning CFE that would allow it to identify opportunities for collaboration and synergies in those construction and real estate development activities.

It will be up to the board of directors of CFE to re-examine the company’s strategic orientations in consultation with the management, particularly in the light of possible synergies with the Ackermans & van Haaren group, the general economic situation of the different business divisions of CFE, and its strategic position.

Justification of the Bid Price

Bid Price

The Bid Price is €45 in cash per Share (coupons nos. 7 and following attached). Article 53 of the Royal Decree on public takeover bids provides that the Bid Price must be at least equal to the higher of the following two amounts:

- *The highest price paid by the Bidder or a person acting in concert with the Bidder for a share of the Target Company in the 12 months prior to the announcement of the Bid*

  On 24 December 2013, the Bidder proceeded with the closing of the Acquisition of Control. As part of this transaction, it acquired 15,288,662 shares of the Target Company, representing 60.39% of the capital of the Target Company, through:

  - The acquisition by mutual agreement from Vinci of 3,066,440 shares of the Target Company at a price of € 45 per share; and

  - A capital increase in kind of €550 million, as part of which AvH contributed 2,269,050 DEME shares to CFE in consideration of 12,222,222 newly issued shares of the Target Company, each new share being subscribed for at a unit price of € 45.

  Vinci has not acquired any CFE shares since the date it may be deemed to be acting in concert with the Bidder, namely 19 September 2013.

- *The weighted average of the trading prices during the last 30 calendar days prior to the date at which the obligation to launch a mandatory public bid has arisen*

  Regarding the calculation period for the weighted average of the trading prices, the Bidder obtained a derogation from the FSMA with a view to making said calculation period end on 18 September 2013, which is the day preceding the date on which the Bidder, in accordance with Article 8 of the Royal Decree on public takeover bids, announced that it had concluded the Agreement for the Acquisition of Control.

This derogation was granted in view of the risk, pending the closing of the Acquisition of Control triggering the obligation to launch the mandatory public bid, of speculative purchases being made on the market such as to artificially push up the price of the CFE share and consequently also the price of the present Bid. As it has already done in the past for transactions carrying the same kind of risk, the FSMA therefore agreed that the end of the calculation period be set on the day before the announcement of the Bid, i.e. 18 September 2013.

This weighted average of the trading prices for shares of the Target Company on NYSE Euronext Brussels during the period of 30 calendar days ending on 18 September 2013 amounts to €42.25 per share. It should therefore be noted that the Bid Price represents a 6.5% premium to this weighted average of the prices.

Valuation framework of the shares of the Target Company

The Bidder and its financial adviser refer to the valuation methods used in order to define a valuation framework for the shares of the Target Company prior to the announcement of the contribution by the Bidder to the Target Company of its 50% stake in DEME (see Subsection 7.1(e) *"The Bid – Characteristics of the Bid - Valuation framework of the shares of the Target Company"*). Those valuation methods are not meant to serve as justification for the Bid Price, since the Bid Price is based on a price negotiated with Vinci under the Agreement concluded between Vinci and the Bidder, which becomes the Bid Price pursuant to the regulations governing the price of mandatory bids (more specifically Article 53 of the Royal Decree on public takeover bids). Nevertheless, the Bidder has relied on those methods in its negotiations with Vinci.

The valuation framework is based exclusively on available information relating to the Target Company on the date of announcement of the Bid (financial reports of the Target Company, report by financial analysts, etc.).

The following methods have been applied:

- *Historic share price evolution of the Target Company* – Since the Target Company's shares are listed on a major market (the securities traded on NYSE Euronext Brussels generally have substantial market capitalization) and have sufficient liquidity, the share price may be taken as a relevant criterion for purposes of the present valuation framework. The Bid Price implies a premium compared to the following reference prices:
    - A premium of 3.6% compared to the closing price on 18 September 2013;
    - A premium of 6.5% compared to the average share price during the period of 30 calendar days ending on 18 September 2013; and

- A premium fluctuating between 0.5% and 4.6% compared to the average closing prices over a period of 3 to 12 months before 19 September 2013.

- *Target price of the financial analysts* – The Bid Price presents a discount of 5.5% to this average target price, a discount of 15.1% to the maximum target price, and a premium of 4.7% compared to the minimum target price, as set forth by the five independent financial analysts, namely Petercam, ING, ESN/Degroof, ABN Amro and KBC Securities. Each of these expert reports was prepared following the publication of the latest half-year results of the Target Company.

- *Sum of the parts, based on the multiples of comparable companies and net assets* – Under this approach, each business division is valued separately on the basis of multiples (in several forms) of comparable listed companies, to the extent that such approach is relevant for the activities in question. For those business divisions for which the multiples valuation method is not suitable, an asset-based approach was used.

  - **Dredging and Environment**: The multiples of similar listed companies are determined on the basis of their financial projections according to the financial analysts' consensus and their current share price.

  - **Other divisions**: The companies historically active in the construction industry today have distinct operational profiles as a result of differentiated strategies of diversification into concessions and multitechnical services. In order to take account of the particularities of each company making up its sample, the Bidder analyzed the multiples of companies selected by the analysts to value the different constituent divisions of each company.

    In order to take into account the particularities of the nature of each activity and the situation in which the Target Company is developing, certain adjustments have been made:

    - For the "Construction" and "Multitechnics" divisions, given the unfavourable expectations (negative EBIT) of the financial analysts in 2013, and since the Bidder sees this as a temporary situation connected with the cyclical nature of the construction industry, a longer-term window has been used by applying the 2014 and 2015 multiples, whereas for the other divisions concerned the 2013 and 2014 multiples were applied;

- For the “Real estate & management services” and “PPP-Concessions” divisions, since the multiples valuation method is not suitable in view of the nature of those activities, and given the limited information available on current projects, the enterprise value is based on the value of the equity plus the net financial debt as at 30 June 2013.

The Bid Price implies a discount of 12.0% and 21.4% to the price per share as may be implicitly derived from this analysis for the respective outlooks for 2013/2014 and 2014/2015. The wide gap between the discounts emerging from this analysis is due to the increase in operating result (EBIT) of the Target Company projected by the financial analysts between 2014 and 2015.

It should be noted that the following valuation methods were not used:

- *Sum-of-the-parts valuation based on the reports of analysts using this method* – The Bidder discarded this approach due to the insufficiency of available information and the divergence of results.

- *Sum-of-the-parts valuation based on comparable transaction multiples* – The Bidder discarded this approach since the performance over the last 12 months (preceding the first half of 2013) and the projected performance for 2013 of the “Construction” and “Multitechnics” divisions shows negative figures, making the multiples method difficult to apply. It should be remembered that the Bidder sees the negative EBIT projections as a non-normative situation typical of the cyclical nature of the construction industry.

- *Discounted free future operating cash flows (DCF)* – The Bidder refrained from the DCF approach, which is designed to estimate the future cash flows over a longer period (at least three to five years). This approach is considered to be less reliable because of the nature of the activities of the “Dredging and Environment” division (a projects business with limited long-term visibility) on the one hand and the lack of available forecasts for the other activities of the CFE group on the other hand:

  - The **market of the “Dredging and Environment”** division is characterized by a certain cyclicality. The order book offers only a limited picture of business prospects, ranging on average from 12 to 18 months. Furthermore, the investment programme fluctuates depending on the evolution of this order book, the type of contracts, and new growth or development initiatives.

To illustrate this, the operating margins (EBITDA/turnover) fluctuated in recent years between 14% and 20%, while the annual capital expenditures for DEME as a whole varied between less than €100 million and around €400 million (the company experienced a peak in recent years as part of the large-scale investment programme for the expansion and diversification of its activities).

- **As for the other divisions of the Target Company**, the data available to the Bidder is limited to publicly available information (often with limited or no breakdown by division), which is insufficient to apply a DCF approach. The only information available for those divisions are turnover and operating result (EBIT), published by two analysts, ING and ABN Amro, for the period 2013 to 2015. Also, in order to obtain an accurate view on the long-term flows for the "Real estate & management services" and "PPP-Concessions" divisions, more detailed project-by-project information is needed, yet no such information is available.

In conclusion, based on the various valuation methods applied, the Bid Price of € 45 is situated between the lower end and the middle of the valuation range.

However, the Bid Price of € 45 is the result of negotiations conducted with Vinci that led to the Agreement concluded on 19 September 2013.

Other relevant information concerning the Bid

- On 27 August 2013, CFE announced and published its results for the first six months of 2013. The press release and presentation of the results can be found on the website of the Target Company (www.cfe.be).

- On 15 November 2013, CFE announced and published some key figures for the first nine months of 2013 in its interim statement. The press release can also be found on the website of the Target Company (www.cfe.be).

- On 15 November 2013, AvH announced and published some key figures for the first nine months of 2013 in its interim statement. The press release can be found on the website of the Bidder (www.avh.be).

- On 22 January 2014, CFE announced that it expects further losses on some of its operations in the "Construction" and "Multitechnics" divisions, which are expected to be higher in the second half of 2013 than in the first half of the same year. Furthermore, CFE indicated that, on the basis of the information available as of 22 January 2014, the 2013 results for the other divisions do not call for early comments and that the overall net result of CFE for 2013 (determined on the basis of a 50% consolidation of DEME) is expected to turn out slightly positive, without taking into account the impact of specific book entries relating to the Capital Increase and the treatment of goodwill resulting from the integration of 50% of the shares of DEME further to the contribution in kind and the Capital Increase. The press release can be found on the website of the Target Company (www.cfe.be).

- In accordance with the terms of the Agreement, Vinci has undertaken not to contribute to the Bid the CFE shares in its possession as of the date of the Prospectus. It has also undertaken not to accept any counter-bid or higher bid from a third party and, in general, not to sell to a third party any of its 3,066,460 Shares before the closure of the Acceptance Period of the Bid.

Paying Agent Bank

BNP Paribas Fortis SA/NV provides the paying agent services in connection with the Bid.

Acceptance of the Bid

The Bid may be accepted free of charge by depositing the duly completed and signed Acceptance Form in duplicate with the Paying Agent Bank. Any costs charged by other financial intermediaries are to be borne by the Shareholders transferring their Shares.

The Prospectus

The French version of the Prospectus was approved by the FSMA on 4 February 2014, in accordance with Article 19(3) of the Act on public takeover bids, and this version was released in Belgium. Dutch and English versions of the Prospectus and the Acceptance Form, which are translations of the French version of these documents, are also available.

The Prospectus and the Acceptance Form are available free of charge by telephone (at +32 2 433 40 32 (French), +32 2 433 40 31 (Dutch) or +32 2 433 40 34 (English)). The Prospectus and the Acceptance Form are also available at the following websites: www.avh.be; www.cfe.be and www.bnpparibasfortis.be.

Where there are inconsistencies between the Dutch or English versions of the Prospectus on the one hand and the official French version on the other, the French version shall prevail. The Bidder has verified the different versions and is responsible for the consistency between those versions.

Memorandum in reply

The board of directors of the Target Company has drafter a memorandum in reply in accordance with the Act on public takeover bids and the Royal Decree on public takeover bids. This memorandum in reply is dated 22 January 2014. The French version was approved by the FSMA on 4 February 2014. A copy of this document can be found in Appendix 3 to the Prospectus.

Applicable law and jurisdiction

The Bid is governed by Belgian law, and in particular the Act on public takeover bids and the Royal Decree on public takeover bids.

The Court of Appeal in Brussels has the exclusive jurisdiction to settle any disputes relating to the present Bid.

1. DEFINITIONS

For the purposes of the Prospectus, the following definitions shall apply:

Acceptance Form: the form attached in Appendix 1 to the Prospectus, to be completed in duplicate by the persons who wish to sell their Shares under the Bid.

Acceptance Period: the period during which the Shareholders may offer their Shares under the Bid, starting on 11 February 2014 and ending on 5 March 2014 at 4 p.m. CET.

Acquisition of Control: the Initial Acquisition and Capital Increase as referred to in the Agreement.

Act of 2 August 2002: the Act of 2 August 2002 on the supervision of the financial sector and on financial services.

Act of 2 May 2007: the Act of 2 May 2007 on the disclosure of substantial shareholdings in companies whose shares are admitted to trading on a regulated market and other miscellaneous provisions.

Act on public takeover bids: the Act of 1 April 2007 on public takeover bids.

Agreement: the agreement concluded on 19 September 2013 between AvH and Vinci for the Acquisition of Control, as amended on 8 October 2013 and 23 December 2013.

AvH or Bidder: a limited liability company incorporated under Belgian law Ackermans & van Haaren, with registered office at Begijnenvest 113, 2000 Antwerp (Belgium), registered in the Register of Legal Entities of Antwerp under number 404.616.494.

Bid: the mandatory public bid in cash, launched by the Bidder, for the Shares, in accordance with Article 5 of the Act on public takeover bids and Chapter III of the Royal Decree on public takeover bids, as set out in detail in Chapter 7 of the Prospectus (*"The Bid"*).

Bid Price: the consideration paid in cash by the Bidder for each Share sold under the Bid, as set out in Subsection 7.1(c) (*"The Bid – Characteristics of the Bid – Bid Price"*).

Business Day: every day on which the Belgian banks are open to the public, except Saturday, as defined in Article 3(1)(27) of the Act on public takeover bids.

Capital Increase: the capital increase in kind of €550 million approved, subject to conditions precedent, by the extraordinary general meeting of CFE on 13 November 2013, the completion of which was recorded by notarial deed of 24 December 2013, and as part of which AvH contributed 2,269,050 DEME shares to CFE in consideration of 12,222,222 newly issued CFE shares, each new share being subscribed for at a unit price of €45.

CFE or Target Company: a limited liability company incorporated under Belgian law Compagnie d'Entreprises CFE, with registered office at 40-42 Avenue Herrmann-Debroux, 1160 Auderghem (Belgium), registered in the Register of Legal Entities of Brussels under number 400.464.795.

Companies Code: the Belgian Companies Code.

DEME: a limited liability company incorporated under Belgian law Dredging, Environmental & Marine Engineering, with registered office at Scheldedijk 30, 2070 Zwijndrecht (Belgium), registered in the Register of Legal Entities of Antwerp under number 400.473.705.

FSMA: the Financial Services and Markets Authority.

Initial Acquisition: the acquisition by AvH, in accordance with the terms and conditions of the Agreement, of 3,066,440 CFE shares held by Vinci, which transaction was completed on 24 December 2013.

Paying Agent Bank: a limited liability company incorporated under Belgian law BNP Paribas Fortis, with registered office at 3 Montagne du Parc, 1000 Brussels (Belgium), registered in the Register of Legal Entities of Brussels under number 403.199.702.

Payment Date: date on which the Bid Price will be paid to the Shareholders selling their Shares under the Bid during the Acceptance Period, and on which the ownership of said Shares will be transferred.

Prospectus: the present prospectus, setting out the terms and conditions of the Bid, including the Annexes and any supplement published during the Acceptance Period.

Royal Decree on public takeover bids: the Royal Decree of 27 April 2007 on public takeover bids.

Share: each of the 10,025,820 CFE shares currently in circulation and covered by the Bid, more particularly all shares of CFE, with the exception of the 15,288,662 CFE shares already in the Bidder's possession.

Shareholder: each holder of one or more Shares.

Vinci: a limited liability company incorporated under French law Vinci, with registered office at 1 Cours Ferdinand-de-Lesseps, 92500 Rueil-Malmaison, registered in the Trade & Companies Register of Nanterre under number 552.037.806, together with its subsidiary Vinci Construction, a simplified joint-stock company incorporated under French law, with registered office at 5 Cours Ferdinand-de-Lesseps, 92500 Rueil-Malmaison, registered in the Trade & Companies Register of Nanterre under number 334.851.664.

2. IMPORTANT NOTICES

2.1 Information contained in the Prospectus

The Prospectus contains only the authorized information relating to the Bid. The Bidder has not authorized anyone to supply other information to the Shareholders than that contained in the Prospectus. The information given in the Prospectus is correct as of the date of the Prospectus. Any new significant fact or any substantial error or inaccuracy in the information contained in the Prospectus that is such as to influence the evaluation of the Bid, and occurring or being noticed between the approval of the Prospectus and the final closure of the Acceptance Period shall be mentioned in a supplement to the Prospectus, in accordance with Article 17 of the Act on public takeover bids. Such a supplement will, to the extent required, be issued following the publication of the 2013 annual results of CFE, scheduled for 27 February 2014.

The Shareholders are requested to read the Prospectus carefully and in its entirety and to base their decision on their own analysis of the terms and conditions of the Bid, taking into account the advantages and disadvantages connected with it. Any summary or description contained in the Prospectus relating to legal provisions, corporate transactions, restructuring operations or contractual relations is given for information only and should not be taken as a legal or tax opinion on the interpretation or applicability of said provisions. If in doubt about the substance or meaning of the information contained in the Prospectus, the Shareholders are requested to seek advice from an approved consultant or a professional specializing in advice on buying and selling financial instruments.

Apart from the FSMA, no other authority in any other jurisdiction has approved the Prospectus or the Bid. The Bid is launched in Belgium only and no action has been taken or will be taken to obtain authorization to disseminate the Prospectus outside Belgium.

2.2 Restrictions

The Prospectus does not constitute an Bid to buy or sell securities or a solicitation of an Bid to buy or sell securities (i) in any jurisdiction where such an Bid or solicitation is not authorized, or (ii) vis-à-vis any person to whom it would be unlawful to make such an Bid or solicitation. It is the responsibility of every person in possession of the Prospectus to obtain information on the existence of such restrictions and to make sure to observe those restrictions where appropriate.

No action has been taken or will be taken to allow a public Bid in any other jurisdiction than Belgium. Neither the Prospectus nor the Acceptance Form or any advertisement or other information shall be publicly disseminated in another jurisdiction than Belgium in which an obligation of registration, authorization or any other obligation exists or might exist with respect to a bid to buy or sell securities or a solicitation to that effect by anyone. The Bidder expressly rejects any responsibility for any violation of the present restrictions by any person.

2.3 Forward looking statements

The Prospectus contains forward looking statements, such as those with the following terms: “believe”, “foresee”, “expect”, “anticipate”, “project”, “pursue”, “tend to”, “may” and other similar expressions, as well as future and conditional tenses. Such statements are connected with uncertainties and other factors as a consequence of which the actual results, financial situation, performance or achievements of the Bidder and of CFE, their subsidiaries or affiliated entities, or the results of the sector may differ substantially from the future results, financial situation, performance or achievements expressed or contained in such forward looking statements. These are only valid as of the date of the Prospectus. The Bidder expressly disclaim any obligation to update the forward looking statements contained in the Prospectus if the relevant expectations, conditions, circumstances or facts on which those statements are based should change, unless such an update is required by virtue of Article 17 of the Act on public takeover bids.

3. GENERAL INFORMATION

3.1 Approval by the FSMA

The French version of the Prospectus was approved by the FSMA on 4 February 2014, in accordance with Article 19(3) of the Act on public takeover bids. This approval does not imply an assessment or judgement of the merits or quality of the Bid nor of the position of the Bidder or the Target Company.

In accordance with Article 5 of the Royal Decree on public takeover bids, the Bidder formally notified the FSMA of its intention to proceed with the Bid on 16 January 2014. This notification was published by the FSMA on 17 January 2014 in accordance with Article 7 of the Royal Decree on public takeover bids. On 24 December 2013, and in accordance with Article 56 of the Royal Decree on public takeover bids, the Bidder already notified the FSMA of its obligation to launch the Bid and also publicly announced it.

Apart from the FSMA, no other authority in any other jurisdiction has approved the Prospectus or the Bid. The Bid is launched in Belgium only and no action has been taken or will be taken to obtain authorization to disseminate the Prospectus outside Belgium.

3.2 Responsibility for the Prospectus

The Bidder, represented by its board of directors, is responsible for the content of the Prospectus (and assumes all responsibility relating thereto), in accordance with Article 21 of the Act on public takeover bids, with the exception of the following documents, the responsibility for which is accepted by their authors: (i) the consolidated annual financial statements of CFE as at 31 December 2012, included in the Prospectus by way of reference, (ii) the consolidated half-yearly financial statement of CFE as at 30 June 2013, included in the Prospectus by way of reference, (iii) the memorandum in reply attached in Appendix 3 to the Prospectus, and (iv) the position of the works council of CFE, attached in Appendix 4 to the Prospectus.

The Bidder confirms that, to its knowledge, the content of the Prospectus is accurate, not misleading and consistent with reality, and that it does not comprise any omission susceptible of altering the scope of the Prospectus.

Unless indicated otherwise, the information contained in the Prospectus about CFE and its affiliated companies is based on information that is publicly available.

No one is permitted to supply information or make statements concerning the Bid other than those contained in the Prospectus, and no one may claim that such information or statements were authorized by the Bidder.

3.3 Practical information

The announcement required under Article 11 of the Act on public takeover bids, setting out the forms of publication of the full Prospectus, will be published in the Belgian financial press on 11 February 2014.

The Prospectus and the Acceptance Form are available free of charge by telephone at 32 2 433 40 32 (French), 32 2 433 40 31 (Dutch) or 32 2 433 40 34 (English). The Prospectus and the Acceptance Form are also available at the following websites: www.avh.be; www.cfe.be and www.bnpparibasfortis.be.

Dutch and English versions of the Prospectus and the Acceptance Form are available in digital format at the above websites. Where there are inconsistencies between the Dutch or English versions of the Prospectus on the one hand and the official French version on the other hand, the French version shall prevail. The Bidder has verified the different versions and is responsible for the consistency between those versions.

3.4 Financial and legal advisers to the Bidder

BNP Paribas Fortis SA/NV acted as adviser to the Bidder for certain financial aspects of the Bid. This advice was given solely for the benefit of the Bidder, and third parties may not rely on it. BNP Paribas Fortis SA/NV does not accept any liability for the information contained in the Prospectus, and no part of that information may be construed as a promise, guarantee or opinion given by BNP Paribas Fortis SA/NV.

Cleary Gottlieb Steen & Hamilton LLP advised the Bidder on certain legal aspects of the Bid. This advice was given solely for the benefit of the Bidder, and third parties may not rely on it. Cleary Gottlieb Steen & Hamilton LLP does not accept any liability for the information contained in the Prospectus, and no part of that information may be construed as a promise, guarantee or opinion given by Cleary Gottlieb Steen & Hamilton LLP.

3.5 Memorandum in reply

A copy of the memorandum in reply adopted by the board of directors of CFE on 22 January 2014, the French version of which was approved by the FSMA on 4 February 2014, in accordance with Article 22 of the Act on public takeover bids, is attached as Appendix 3 to the Prospectus.

3.6 Applicable law and jurisdiction

The Bid is governed by Belgian law, and in particular the Act on public takeover bids and the Royal Decree on public takeover bids.

The Court of Appeal in Brussels has the exclusive jurisdiction to settle any disputes relating to the present Bid.

4. The Bidder

4.1 Identification of the Bidder

Company name : ………………………….	Ackermans & van Haaren
Registered office: …………………………	Begijnenvest 113, 2000 Antwerp, Belgium
Date of incorporation and duration: ………	30 December 1924 – Indefinite Duration
Register of Legal Entities: ………………...	RPM (Antwerp) 0404.616.494
Legal form: ………………………………..	Public limited company under Belgian law making or having made a public offering of securities within the meaning of Article 438 of the Companies Code
Financial year: …………………………….	1 January – 31 December
Date of annual general meeting: ………….	Fourth Monday of May
Auditor: …………………………………..	Ernst & Young Bedrijfsrevisoren BV CVBA, represented by Marnix Van Dooren

4.2 Statutory purpose of the Bidder

According to Article 3 of its articles of association, the Bidder's purpose is to carry out the following activities:

(a) the project study, supervision and management of all kinds of public and private works, in particular in the field of construction in general, as well as the organization and management of all companies or enterprises 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 canalization of waterways, major dewatering and pumping works, dredging, drilling, sounding, wellsinking, 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 mining products;

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

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

(g) the acquisition of an interest or shareholding, by way of subscription, contribution, merger, cooperation, financial intervention or in any other way, in any company, enterprise, operation or association in Belgium or abroad, whether already in existence or still to be incorporated;

(h) the management, development and divestment of those interests or shareholdings;

(i) involvement, directly or indirectly, in the management, control or dissolution of any company, enterprise, business or association in which it has an interest or a shareholding;

(j) giving advice and support in every possible area of corporate management to the board of directors or management of companies, enterprises, businesses or associations in which it has an interest or a shareholding, and in general, performing all acts constituting 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 corporate purpose or that may promote the realization thereof. The company may provide securities or guarantees in favour of companies, enterprises, businesses or associations in which it has an interest or a shareholding, act as representative or agent, grant loans, credit facilities and mortgages or other securities.

The company's activities may be carried out both abroad and in Belgium.

4.3 Activities of the Bidder

(a) Description of activities

AvH heads a diversified group operating in five key sectors:

- **Marine Engineering & Infrastructure**: sector in which the group is active through DEME (currently 100% subsidiary of CFE), Algemene Aannemingen Van Laere NV, a leading Belgian contractor and recently, CFE;

- **Private Banking**: sector in which the group is active through Delen Private Bank NV, one of the biggest independent private asset managers in Belgium; J.M. Finn & C° Ltd, a wealth manager based in the United Kingdom, and Bank J.Van Breda & C° NV, a niche bank for entrepreneurs and liberal professionals in Belgium;

- **Real Estate, Leisure & Senior Care**: sector in which the group is active through Leasinvest Real Estate Comm.VA, Extensa NV, Groupe Holding Duval S.A.S., and Anima Care NV;

- **Energy & Resources**: sector in which the group is active through Sipef NV, Sagar Cements Ltd, Telemond Group NV, and Oriental Quarries & Mines Pvt Ltd; and

- **Development Capital**: sector in which the group is active through Sofinim NV and GIB NV.

In economic terms, the AvH group represented a turnover of €3.3 billion and employed around 18,750 people in 2012.

(b) *Recent developments (after 30 June 2013)*

- 19 November 2013: **DEME** was awarded a new Design & Build contract for 148 ha of land reclamation for the extension of Jurong Island for Jurong Town Corporation, the biggest industrial landlord of the Singapore government.

- 4 October 2013: **Sipef NV** announced the entry into a joint venture with a subsidiary of New Britain Palm Oil Ltd, one of the biggest producers of sustainable palm oil, and BioSing to develop high yielding F1 hybrid oil palms along with other supporting technologies that underpin significant yield and productivity enhancements for the palm oil industry world-wide, and agriculture in general.

- 27 September 2013: Leasinvest Real Estate Comm.VA launched a public bond offering in Belgium and collected the total expected maximum amount of €75 million.

- 10 September 2013: Leasinvest Real Estate Comm.VA acquired the second Knauf shopping centre in the Grand Duchy of Luxembourg for a value of €96.5 million.

- 17 July 2013: DEME won new contracts worth €250 million for energy-related projects.

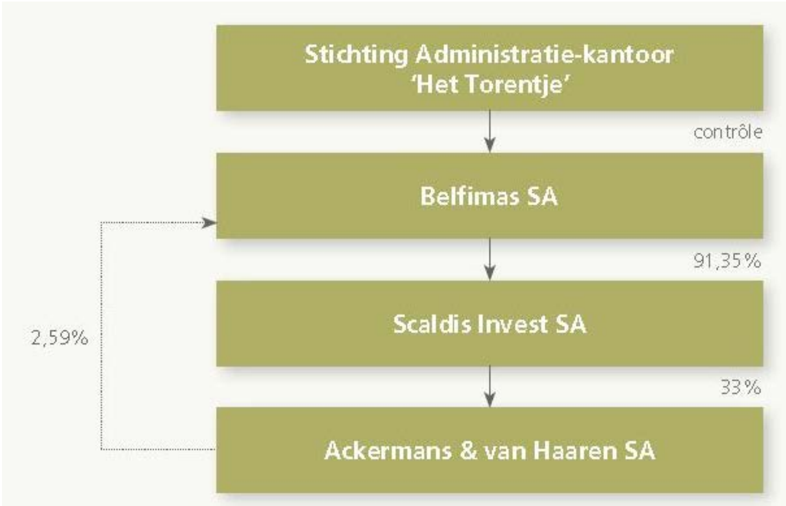
4.4 Shareholder and capital structure of the Bidder

The share capital of AvH amounts to €2,295,277.90 The share capital is fully paid up and is represented by 33,496,904 shares without par value.

AvH is directly controlled by Scaldis Invest NV, which owns 11,054,000 shares representing 33% of its capital. Scaldis Invest NV is in turn controlled by Belfimas NV, which holds a 91.35% stake in the capital of Scaldis Invest NV.

Scaldis Invest NV is ultimately controlled by *Stichting Administratiekantoor* 'Het Torentje'.

Graphic presentation:



As of the date of the Prospectus, no other shareholder has made a transparency notification in accordance with the Act of 2 May 2007.

4.5 Governance structure of the Bidder

(a) Board of directors

Name	Type of mandate	Mandate end
Jacques Delen	Chairman, non-executive	2016
Alexia Bertrand	Non-executive	2017
Luc Bertrand	Executive	2017
Teun Jurgens	Non-executive	2014
Pierre Macharis	Independent, non-executive	2016
Julien Pestiaux	Independent, non-executive	2015
Thierry van Baren	Independent, non-executive	2014
Frederic van Haaren	Non-executive	2017
Pierre Willaert	Non-executive	2016

(b) Management

Luc Bertrand	Chairman of the executive committee
Tom Bamelis	Member of the executive committee and Chief Financial Officer
Piet Bevernage	Member of the executive committee and Secretary General
Piet Dejonghe	Member of the executive committee
Koen Janssen	Member of the executive committee
Jan Suykens	Member of the executive committee

(c) Advisory committees

(i) Remuneration committee

Pierre Macharis	Chairman
Thierry van Baren	
Frederic van Haaren	

(ii) Audit committee

Pierre Willaert	Chairman
Julien Pestiaux	
Thierry van Baren	

(d) Concise biographies

- Jacques Delen, director

Born in 1949, Jacques Delen completed his studies as a stockbroker in 1976. He is chairman of the executive committee of Bank Delen and a director of the agro-industrial group Sipef and of Bank J.Van Breda & C°. Jacques Delen was appointed director of AvH in 1992 and has been chairman of the board of directors since 2011.

- Alexia Bertrand, director

  Born in 1979, Alexia Bertrand took a master's degree in law at the Université Catholique de Louvain (2002) and obtained a Master of Laws degree at Harvard Law School (2005). Alexia Bertrand specializes in financial law and company law, and has been working as an adviser at the office of the Deputy Prime Minister and Minister of Foreign Affairs since February 2012. She previously worked as a lawyer at the Bar of Brussels, first with Clifford Chance and later with Linklaters. She was also an assistant at the Law Faculty of the Université Catholique de Louvain and research assistant at the Katholieke Universiteit Leuven. Alexia Bertrand was appointed director of AvH in 2013.

- Luc Bertrand, director

  Born in 1951, Luc Bertrand is chairman of the executive committee of AvH. He graduated in 1974 as a commercial Engineer (Katholieke Universiteit Leuven) and began his career at Bankers Trust, where he held the position of Vice-President and Regional Sales Manager, Northern Europe. He has been with AvH since 1986. He holds various mandates as director within and outside the Ackermans & van Haaren group. He is chairman of the board of directors of DEME, Dredging International NV, Finaxis NV, Sofinim NV and Leasinvest Real Estate Comm. VA, and he is a director of Sipef NV, Atenor Group SA and Groupe Flo SA. Outside the group, Luc Bertrand holds mandates as director of Schroeders plc and ING Belgium SA/NV. Luc Bertrand is also active at the social level and is, among other things, chairman of Guberna (*Belgian Governance Institute*) and Middelheim Promotors, and sits on the boards of several other non-profit organizations and public institutions such as Katholieke Universiteit Leuven, the Duve Institute, the Institute of Tropical Medicine, and the Mayer van den Bergh Museum. Luc Bertrand was appointed director of AvH in 1985.

- Teun Jurgens, director

  Born in 1948 and having Dutch nationality, Teun Jurgens graduated as an agricultural engineer at Rijks Hogere Landbouwschool in Groningen (The Netherlands). He was a member of the executive committee of Banque Paribas Nederland and founder of Delta Mergers & Acquisitions. Teun Jurgens was appointed director of AvH in 1996.

- Pierre Macharis, independent director

  Born in 1962, Pierre Macharis obtained a master's degree in commercial and financial sciences in 1986, and in 1983 also earned a degree in industrial engineering with specialization in automation. He is currently CEO and chairman of the executive committee of VPK Packaging Group NV, a vertically integrated packaging group headquartered in Belgium. Pierre Macharis is also chairman of Cobelpa, the Association of Belgian Pulp, Paper and Boards Industries, and is a director of AXA Belgium SA/NV and of CEPI, the Confederation of European Paper Industries. Pierre Macharis was appointed director of AvH in 2004 and has been chairman of the remuneration committee since 2011.

- Julien Pestiaux, independent director

  Born in 1979, Julien Pestiaux graduated in 2003 as an electromechanical civil engineer (specialization energy) at Université Catholique de Louvain and also obtained a master's degree in engineering management at Cornell University (USA). Julien Pestiaux specializes in energy and climate issues and is a partner at Climact SA, a consultancy firm in this field. He finalised a strategic plan for sustainable energy in Belgium in 2013 for the federal government, in cooperation with the Department for Energy and Climate Change in the UK. Before that, he worked for five years as a consultant and project leader at McKinsey & C°. Julien Pestiaux was appointed director of AvH in 2011 and is a member of the audit committee.

- Thierry van Baren, independent director

  Born in 1967 and having both French and Dutch nationality, Thierry van Baren holds a master's degree and teaching qualification in philosophy, as well as an MBA from Solvay Business School. He is currently an independent consultant. Thierry van Baren was appointed director of AvH in 2006. He is a member of the audit committee and of the remuneration committee.

- Frederic van Haaren, director

  Born in 1960, Frederic van Haaren is an independent entrepreneur and a member of the municipal council of Kapellen. He is also active as a director of various companies and associations. He is, among other things, a director of Water-link CVBA, chairman of the non-profit organization *Consultatiebureau voor het Jonge Kind* in Kapellen, of *Zonnekind* primary school in Kalmthout, and of *Bosgroepen Antwerpen Noord*, as well as a member of the police council of the police zone North. Frederic van Haaren was appointed director of AvH in 1993 and is a member of the remuneration committee.

- Pierre Willaert, director

  Born in 1959, Pierre Willaert holds a master's degree in commercial and financial sciences and obtained the degree of the Belgian Association of Financial Analysts (ABAF-BVFA), of which he is still a member. He worked for many years as a financial analyst at Puilaetco Bank, covering the most important economic segments of the Belgian stock exchange. Later he was put in charge of the institutional management department. Pierre Willaert was a managing partner and member of the audit committee of Puilaetco Bank until 2004. He is also a director of Tein Technology SA, a Brussels-based ICT company specializing in video surveillance, among other things. Pierre Willaert was appointed director of AvH in 1998 and has been chairman of the audit committee since 2004.

- Jan Suykens, member of the executive committee

  Born in 1960, Jan Suykens holds a master's degree in applied economic sciences (UFSIA, 1982) and earned an MBA from Columbia University (1984). He worked for a number of years at Generale Bank in Corporate & Investment Banking before joining AvH in 1990.

- Piet Bevernage, member of the executive committee

  Born in 1968, Piet Bevernage is Secretary General and a member of the executive committee of AvH. He earned a master's degree in law (Katholieke Universiteit Leuven, 1991) and an LLM from the University of Chicago Law School (1992). Piet Bevernage initially worked as a lawyer in the Corporate and M&A departments of Loeff Claeys Verbeke before joining AvH in 1995.

- Piet Dejonghe, member of the executive committee

  Born in 1966, Piet Dejonghe, after earning a master's degree in law (Katholieke Universiteit Leuven, 1989), took a postgraduate degree in management at Katholieke Universiteit Leuven (1990) and an MBA at INSEAD (1993). Before joining AvH in 1995, he worked as a lawyer for Loeff Claeys Verbeke and as a consultant for Boston Consulting Group.

- Tom Bamelis, member of the executive committee

  Born in 1966, Tom Bamelis is CFO and a member of the executive committee of AvH. After completing his master's degree in commercial engineering (Katholieke Universiteit Leuven, 1988), he went on to earn a Master's degree in Financial Management (1991). Tom Bamelis worked for Touche Ross and Group Bruxelles Lambert before joining AvH in 1999.

- Koen Janssen, member of the executive committee

  Born in 1970, Koen Janssen holds a degree in electromechanical civil engineering (KU Leuven, 1993) and completed an MBA at IEFSI (France, 1994). He worked for Recticel NV, ING Investment Banking and ING Private Equity before joining AvH in 2001.

(e) Corporate Governance Charter

AvH applies the Belgian Corporate Governance Code (the "Code") as published on 12 March 2009 as reference code. On 14 April 2005, the board of directors of AvH adopted the initial version of the corporate governance charter, which was last amended on 4 October 2011 (the "Charter").

The Charter deviates from the recommendations of the Code on two points only:

- In accordance with provision 2.1 of the Code, the board of directors must be composed in a manner compliant with the principles of gender diversity and of diversity in general. The board of directors of AvH is currently composed of nine members, of whom eight men and one woman, with varying yet complementary knowledge bases and fields of experience. The board of directors has taken note of the recommendation of the Corporate Governance Committee on the subject of the representation of women on the boards of directors of listed companies and is also aware of Article 518b of the Companies Code. The board of directors will endeavour to propose the appointment of at least two female candidate directors to the general meeting of shareholders before 1 January 2017; and

- In accordance with provision 5.3/1 of Annex D to the Code, the nomination committee must be composed of a majority of independent non-executive directors. The nomination committee of AvH is composed of all the members of the board of directors. Since the board of directors only includes three independent non-executive directors (of a total of nine directors), the Charter deviates from the Code on this point. The board of directors believes, however, that it is collectively better able to judge its size, composition and succession planning.

The corporate governance charter of AvH can be found on its website (www.avh.be).

4.6 Shareholdings in the Target Company

(a) Direct shareholding by the Bidder

As of the date of the Prospectus, AvH holds 15,288,662 CFE shares, representing 60.39% of the capital of CFE.

Those shares were acquired on 24 December 2013 upon the completion of the Capital Increase (12,222,222 shares) and the Initial Acquisition (3,066,440 shares), as provided for in the Agreement. See Section 6.1 *"Objectives and intentions of the Bidder – Background: the acquisition by the Bidder of a 60.39% interest in the capital of CFE"*.

(b) Shareholding by affiliates of the Bidder

As of the date of this Prospectus, no affiliate of the Bidder holds CFE shares.

CFE is already an affiliate of the Bidder, given the control that the Bidder has over CFE. As of the date of the Prospectus, CFE holds no treasury shares.

(c) *Recent acquisitions*

On 24 December 2013, the Bidder acquired 15,288,662 CFE shares, representing 60.39% of CFE's capital:

- 3,066,440 shares were acquired by mutual agreement from Vinci at a price of € 45 per share as part of the Initial Acquisition set forth in the Agreement; and

- 12,222,222 newly issued shares were subscribed for at a price of € 45 per share as part of the Capital Increase also set forth in the Agreement.

(d) *Shareholding of companies acting in concert with the Bidder*

As of the date of the Prospectus, Vinci Construction S.A.S. holds 3,066,460 CFE shares, representing 12.1% of the capital of CFE.

None of those shares was acquired in the last 12 months.

Vinci Construction S.A.S. is a wholly owned subsidiary of Vinci SA, with which the Bidder is thought to act in concert. See Section 4.7 *"The Bidder – Concerted action"*.

4.7 Concerted action

In view of the undertakings given by Vinci under the Agreement (i) to lend its support to the Capital Increase and (ii) not to accept any counter-bid or higher bid and, in general, not to sell to a third party all or part of its Shares before the closure of the Acceptance Period of the Bid, Vinci should be considered as a person acting in concert with the Bidder within the meaning of Article 3(1)(5)(a) of the Act on public takeover bids (more specifically a person cooperating with a bidder for purposes of the acquisition of control by the latter over the Target Company).[2] This concerted action will come to an end upon the closure of the Acceptance Period of the Bid, whereupon Vinci will no longer be under a contractual obligation to remain a shareholder of CFE.

[2] In view of the undertaking given by Vinci under the Agreement not to respond to any counter-Bid or higher Bid and, in general, not to transfer all or part of its Shares to a third party before the closure of the Acceptance Period of the Bid, Vinci and the Bidder may also be considered to be acting in concert within the meaning of Article 3(1)(13)(c) of the Act of 2 May 2007.

Moreover, the Target Company is 60.39% owned by the Bidder. As an affiliate of the Bidder, the Target Company is deemed to be acting in concert with the Bidder pursuant to Article 3(2) of the Act on public takeover bids.

4.8 Financial information

The statutory financial statements of the Bidder were prepared in accordance with the Belgian Generally Accepted Accounting Principles (Belgian GAAP), and its consolidated financial statements were prepared in accordance with the IFRS standards. The annual financial statements were approved by the annual general meeting of the Bidder on 27 May 2013.

Those annual financial statements were audited by Ernst & Young Bedrijfsrevisoren BV CVBA, with registered office at De Kleetlaan 2, B-1831 Diegem, RPM (Brussels) 0446.334.711, represented by Mr Marnix Van Dooren, member of the Institute of Company Auditors, who has not formulated any reservations with respect thereto.

The Bidder announced and published its half-year results on 28 August 2013. The auditor of the Bidder, Ernst & Young Bedrijfsrevisoren BV CVBA, performed a limited audit of those half-year results in accordance with the recommendations of the Institute of Company Auditors concerning limited audit assignments and with the International Standard on Review Engagements (ISRE) 2410, “Review of interim financial information performed by the independent auditor of the entity”.

The statutory and consolidated financial statements of the Bidder as at 31 December 2012 (as published in its annual report on the fiscal year 2012) and the consolidated interim statement as at 30 June 2013 are attached as Annexes 2 and 3 respectively to the Prospectus.

The Bidder will publish its annual results for the 2013 financial year on 28 February 2014 (prior to the opening of Euronext Brussels).

5. THE TARGET COMPANY

5.1 Identification of the Target Company

Company name: ………………………........	Compagnie d'Entreprises CFE
Registered office: ……………....................	Avenue Herrmann-Debroux, 40-42, 1160 Auderghem, Belgium
Date of incorporation and duration: ……….	21 June 1880 – Indefinite duration
Register of Legal Entities:………………….	RPM (Brussels) 0400.464.795
Legal form:	Public limited company under Belgian law making or having made a public offering of securities within the meaning of Article 438 of the Companies Code
Financial year: …………………………….	1 January – 31 December
Date of annual general meeting: …………..	First Thursday of May
Auditor: ……………………………………	Deloitte Reviseurs d'Entreprises SC SCRL, represented by Pierre-Hugues Bonnefoy.

5.2 Statutory purpose of the Target Company

According to Article 2 of its articles of association, the Target Company's purpose is to carry out the following activities:

- Study and execute any work or construction within each and every of its specialist areas, in particular electricity and the environment, in Belgium or abroad, singly or jointly with other natural or legal persons in the public or private sector, for its own account or on behalf of third parties belonging to the public or private sector;

- Perform services related to these activities, directly or indirectly operate them or license them out or carry out any purchase, sale, rent or lease operation whatsoever in respect of such undertakings;

- Directly or indirectly acquire, hold or sell participations in any company or undertaking existing now or in the future by way of acquisition, merger, spin-off or any other means; and

- Carry out any commercial, industrial, administrative or financial operation or operations involving movable or immovable property that are directly or indirectly related to its purpose, even partially, or that could facilitate or develop that purpose, either for itself or for its subsidiaries

5.3 Activities of the Target Company

(a) Description of activities

The Target Company, which is listed on Euronext Brussels, encompasses a multidisciplinary group of companies active in the sectors of public-private partnership concessions, construction, real estate, marine engineering, rail & road, and multitechnics. The group has operations worldwide.

The CFE group forms a coherent whole where each division benefits from the input of the other operations. The concessionaires and developers initiate assignments for the contracting business. Those companies are potential clients of the companies in the multitechnics division which, in turn, can take care of the maintenance of the projects originating from public-private partnerships. In addition, numerous business operations of DEME are connected with the civil engineering activities of companies of the CFE group. There are more and more examples of synergies between the different divisions, which in turn open up further growth opportunities for the group.

The original activity of CFE is construction, followed by dredging and marine engineering.

(i) History

Incorporated in 1880 as the Compagnie Générale de Chemins de Fer Secondaires (CFE), the Target Company specialized in the construction of railway and tramway. On 16 August 1921, it was admitted to listing on the Brussels Stock Exchange.

Soon after, the company diversified its activities by becoming involved in civil engineering and building construction. In view of the extent of its general contracting activities, the “Compagnie Belge de chemins de Fer et d’Entreprises secondaires” changed its name in 1965 to Compagnie d’Entreprises CFE.

In 1930, the Target Company created the “Société Générale de Dragage” to carry out dredging works in Belgium. In 1974, those activities were contributed, together with the Bidder’s dredging operations, into Dredging International NV. In 1991, Dredging International NV and Baggerwerken Decloedt & Zoon NV merged thus constituting the DEME group, which prior to the Acquisition of Control was equally owned by the Target Company and the Bidder.

In 1981, the Target Company merged with Entreprises Ed. François & Fils to become the biggest Belgian construction company.

In 1989, the French GTM group became the principal shareholder of CFE. In 2000, GTM and Vinci merged to become the world’s number one construction group, with Vinci becoming the reference shareholder of CFE.

The CFE group has grown substantially in the last 15 years, setting up and developing a real estate division which today is involved in several large-scale operations in Belgium and Poland. With the support of its shareholders, CFE successfully completed a capital increase in 2006, enabling it to develop a Multitechnics division through external acquisitions, thereby incorporating special building techniques in its line of business, and to become involved in large-scale projects in public-private partnerships, long-term projects that generate recurring revenues.

At the beginning of 2012, confronted with the challenges of sustainable mobility, CFE decided to set up a Rail & Road division, thereby returning to its original business activity.

CFE’s organizational structure is currently based on six divisions: “Construction”, “Rail & Road”, “Real estate & management services”, “Multitechnics”, “PPP-Concessions”, and “Dredging & environment”.

(ii) Main activities

The activities of the Target Company are related to different areas of the construction industry. They revolve around the six business divisions referred to above.

- **<u>Construction</u>**

  This division covers the following activities:

- Civil engineering: infrastructure works (bridges, tunnels, quays, gas operator terminals, etc.);
- Buildings: offices, residential properties, hospitals, prisons, water treatment plants, etc.; and
- Renovation of buildings

- **Rail & Road**

  This division covers the following activities:

  - Road infrastructure; and
  - Railway overhead lines and signalling equipment

- **Real estate & management services**

  This division encompasses the real estate development services. The Target Company combines development and construction operations. This means that CFE aims to construct the projects which it develops.

- **Multitechnics**

  This division covers the activities connected with special building technologies:

  - Electricity;
  - Automation; and
  - Central heating, air-conditioning, ventilation and cooling

- **PPP-Concessions**

  As part of major public-private partnership projects, this division takes care of the legal structuring, the financing of the ad hoc structures, and the long-term maintenance management of the projects. This division takes care of the long-term management of the concessions when the projects are completed at the end of the construction period.

Through Rent-A-Port NV, a subsidiary jointly owned by the Bidder and the Target Company (each holding a 45% stake), this division is in active in the concession development of port assets and the development of far-shore wind farms.

- **Dredging & environment**

  This activity is carried out exclusively by DEME.[3]

(b) *Recent development*

On 24 December 2013, the Bidder effectively contributed to the Target Company its 50% stake in DEME as part of the Capital Increase which was decided, subject to conditions precedent, by the general meeting of shareholders of the Target Company on 13 November 2013.

5.4 Shareholder structure of the Target Company

As of the date of this Prospectus and taking into account the transparency notifications made on this date in accordance with the Act of 2 May 2007, the shareholder structure of the Target Company is as follows:

Shareholder	Number of shares	% of total
AvH	15,288,662	60.39%
Vinci Construction S.A.S.	3,066,460	12.11%
Public	6,959,360	27.50%
Total	25,314,482	100%

3 For a detailed description of the activities of the DEME group, see Section 6.2 (*"Objectives and intentions of the Bidder – Objectives"*).

5.5 Capital of the Target Company

(a) Share capital

As of the date of this Prospectus, the share capital of the Target Capital amounts to €41,329,482.42, and represented by 25,314,482 shares without par value.

(b) Authorized capital

In accordance with Article 4 of the articles of association of the Target Company, the board of directors of the Target Company may increase the share capital at once or in several stages by a maximum amount of €2,500,000. This authorization is valid for a period of five years from 21 May 2010, and may be renewed once or several times in accordance with the provisions of the Companies Code.

(c) Treasury shares

The board of directors of the Target Company has been expressly authorized to acquire, within a period of five years from 26 May 2009, up to 10% treasury shares of the company at a price equivalent to the average of the last 20 closing prices of the CFE share on Euronext Brussels immediately preceding the acquisition, increased by up to 10% or reduced by up to 15%. This authorization may be renwed once or several times in accordance with Articles 620 to 626 of the Companies Code.

A decision of the general meeting of shareholders is not required for acquisitions of treasury shares carried out with a view to distribution among the company's staff. In this case, the acquisition and distribution of the shares will take place under the terms and conditions set out in the Companies Code.

As of the date of this Prospectus, CFE does not hold any treasury shares.

(d) Other securities with voting rights or giving access to voting rights

As of the date of this Prospectus, the Target Company has not issued any securities with voting rights or giving access to voting rights, other than the shares referred to in Subsection 5.5(a) (*"Capital of the Target Company - Share Capital"*).

(e) *Historical price performance of the Target Company's share on NYSE Euronext Brussels*

Graph 1: Share price development from 2 January 2012 to 3 January 2014

Source: ThomsonOne as of 6 January 2014

5.6 Governance structure of the Target Company

(a) *General principles*

CFE's governance structure is tailored to its legal form as a holding company and to the requirements connected with its organization into business divisions (see Subsection 5.3(a)(ii) *"Activities of the Target Company – Description of activities – Main activities"*).

The Target Company is governed by a board of directors and by a managing director.

Each business division of CFE is composed of several subsidiaries and, as the case may be, branches, which constitute a profit centre and generally represent a line of business in a clearly defined geographical area of activity.

Each subsidiary is governed by a board of directors and a general manager; each branch is governed by a general manager. The unique way in which the management of subsidiaries and branches is organized consists of a special delegation of powers to a group of persons, the general managers, which guarantees active, front-line management and a sound operational organization of each division.

Since these governance structures ensure a balanced distribution of powers and the smooth operation of CFE, the Target Company decided not to set up a management committee within the meaning of the Companies Code, even though this possibility has been provided for in the articles of association.

(b) Board of directors

The board of directors determines the orientations and values, the strategy and key policies of the Target Company. It examines and approves relevant significant operations, sees to it that they are implemented, and defines any actions that are necessary to carry out the policies of the Target Company. It determines the level of risk it is willing to take.

The board of directors of the Target Company consists of between five and 14 members. As long as Vinci holds a stake of at least 8% in CFE and AvH holds more than 50%, AvH has contractually undertaken to exercise its voting right in such a way that one of those directors is appointed upon the nomination of Vinci.

Directors are appointed for a renewable term of four years.

As of the date of this Prospectus, the board of directors is composed as follows:

Name	Mandate end	Title
Renaud Bentégeat	1 May 2017	Managing director
CGO SA (represented by Philippe Delaunois)	1 May 2014	Chairman of the board of directors
Consuco SA (represented by Alfred Bouckaert)	1 May 2014	Independent director
Ciska Servais SPRL (represented by Ciska Servais)	1 May 2015	Independent director
Philippe Delusine	1 May 2016	Independent director
Jan Steyaert	1 May 2016	Independent director
Christian Labeyrie	1 May 2016	Director
Luc Bertrand	1 May 2017	Director
Jan Suykens	1 May 2017	Director
Piet Dejonghe	1 May 2017	Director
Koen Janssen	1 May 2017	Director
John-Eric Bertrand	1 May 2017	Director
Alain Bernard	1 May 2017	Director

More details about the board of directors can be found in the Corporate Governance Statement as contained in the 2012 annual report, available on the website of the Target Company (www.cfe.be).

(c) Management

(i) Managing director

Responsibility for the day-to-day management of the Target Company's activities lies with the managing director. The managing director is the most senior executive of the Target Company. His formal authority results from a general delegation of powers for all matters of daily management of the company. Without prejudice to its own rights and duties, the board of directors of the Target Company confers on the managing director the authority that is necessary and sufficient for the proper exercise of his executive responsibility for the business operations of CFE.

The managing director studies, defines and submits to the board of directors proposals and strategic choices that are likely to contribute to the development of the Target Company. He is also the primary spokesperson of CFE.

The current managing director of the Target Company is Mr Renaud Bentégeat.

(ii) General managers

The job of the general managers is to run their profit centres in accordance with the values and standards, strategies and budgets set by the board of directors of the Target Company, within the legal and regulatory framework that applies to the profit centre in question and, where applicable, under the supervision of the board of directors of the subsidiary.

Their formal authority results from a special delegation of powers giving them the necessary autonomy to ensure the operational and commercial management of the profit centre. The matters entrusted to them and the extent of those powers are clearly defined and are in accordance with the applicable laws and provisions of the articles of association.

(d) Advisory committees

The following committees have been set up by the board of directors:

- The nomination and remuneration committee; and
- The audit committee

The board of directors may decide to set up any other permanent or temporary specialized committee.

(i) Nomination and remuneration committee

As of the date of this Prospectus, the nomination and remuneration committee is composed of:

- Ciska Servais SPRL, represented by Ciska Servais, chairwoman;
- Consuco SA, represented by Alfred Bouckaert; and
- Luc Bertrand.

More details about the nomination and remuneration committee can be found in the Corporate Governance Statement as contained in the 2012 annual report, available on the website of the Target Company (www.cfe.be).

(ii) Audit committee

As of the date of this Prospectus, the audit committee is composed of:

- Jan Steyaert, chairman;
- Philippe Delusinne;
- Christian Labeyrie;
- Consuco SA, represented by Alfred Bouckaert, and
- Piet Dejonghe.

More details about the audit committee can be found in the Corporate Governance Statement as contained in the 2012 annual report, available on the website of the Target Company (www.cfe.be).

(e) Concise biographies

- Renaud Bentégeat, managing director

  Born in 1953, Renaud Bentégeat holds a bachelor's degree in public law, a master's degree (DEA) in public law, a master's degree (DEA) in political analysis and a diploma from the Political Studies

Institute of Bordeaux. He began his career in 1978 at Campenon Bernard.

He was then successively appointed head of legal services, director of communication, administrative director and secretary general responsible for legal services, communication, administration and human resources for Compagnie Générale de Bâtiment et de Construction (CBC). From 1998 to 2000, he was regional director of building construction for Campenon Bernard SGE's Greater Paris region, before being promoted to deputy general manager of Vinci Construction SAS in charge of the subsidiaries of the Vinci Construction group in Central Europe, and managing director of Bâtiments et Ponts Construction SA and Bâtipont Immobilier SA in Belgium. He has been managing director of CFE since 2003. He is also a member of Vinci's management and coordination committee.

Renaud Bentégeat is an Officer of the Order of Leopold and Knight of the National Order of Merit (France).

- CGO SA, represented by Philippe Delaunois, chairman of the board of directors, director

  Born in 1941, Philippe Delaunois graduated as a civil engineer-steel from the Mons Polytechnic University and as a commercial engineer from the Mons State University. He is also a graduate of Harvard Business School.

  He spent most of his career in the steel industry, and until 1999, was managing director and general manager of Cockerill-Sambre.

  An Officer of the Order of Leopold and Knight of the Légion d'Honneur, he was chosen Manager of the Year in 1989, was chairman of the Union Wallonne des Entreprises (Walloon Business Association) from 1990 to 1993, and has been honorary consul of Austria for Hainaut and Namur since 1990.

- Consuco SA, represented by Alfred Bouckaert, independent director

  Born in 1946, Alfred Bouckaert has a degree in economics from the Catholic University of Leuven.

  He started his career in 1968 as a stockbroker at JM Finn & Co in London. In 1972, he joined Chase Manhattan Bank where he held various commercial and credit posts before becoming commercial banking manager for Belgium. He was appointed general manager for Chase in Copenhagen (Denmark) in 1984. Two years later, be became general manager and country manager for Chase in Belgium. In 1989, Chase Manhattan Bank sold its Belgian business to Crédit Lyonnais, and Alfred Bouckaert was made responsible for merging the two banks' operating activities in Belgium. In 1994, Crédit Lyonnais asked Alfred Bouckaert to head the bank's European operations. In 1999, he took over the management of AXA Royale Belge SA and was also appointed country manager for the Benelux countries. He became general manager for Northern Europe (Belgium, Netherlands, Luxembourg, Germany and Switzerland) in 2005 and was appointed to AXA's management board in October 2006 with responsibility for Northern, Central and Eastern Europe business. In April 2007, he was appointed chairman of the board of directors of AXA Belgium SA, retaining this position until 27 April 2010.
  From 2011 to 2013, he was chairman of the board of directors of Dexia Bank Belgium SA/NV.

- Ciska Servais SPRL, represented by Ciska Servais, independent director

  Ciska Servais is a partner in the law firm Astrea. She is active in the field of administrative law, focusing in particular on environmental and town planning law, real estate law and construction law. She has extensive experience as a consultant in judicial procedures and negotiations; she teaches university courses and is a regular speaker at seminars.

  She graduated with a bachelor's degree in law from the University of Antwerp (1989) and took a master's degree (LL.M) in international legal cooperation at the Free University of Brussels (VUB) in 1990. She also graduated with a special degree in ecology from the University of Antwerp (1991). She started her internship in 1990 at the law firm Van Passel & Greeve. She became a partner in Van Passel & Vennoten in 1994 and, subsequently, in Lawfort in 2004. In 2006, she co-founded the law firm Astrea.

Ciska Servais publishes mainly on the subject of environmental law, including on the soil remediation decree, on environmental liability and regulations regarding the movement of soil.

She is a member of the Antwerp Bar.

- Philippe Delusinne, independent director

  Born in 1957, Philippe Delusinne holds a degree in marketing and distribution from ISEC in Brussels and a Short MBA from the Sterling Institute of Harvard University. He started his career at Ted Bates as an account executive. He subsequently held the positions of account manager at Publicis, client services director at Impact FCB, deputy general manager at McCann Erikson and chief executive officer of Young & Rubicam in 1993. He has been chief executive officer of RTL Belgium SA since March 2002.

- Jan Steyaert, independent director

  Born in 1945, Jan Steyaert has been active for the greater part of his career in the telecom sector. He started his career as a company auditor. In 1970, he joined Telindus NV (a listed company at the time) where he successively held the positions of chief financial officer, chief executive officer and chairman of the board of directors of the Telindus Group NV and its affiliated companies until 2006.

  He has been a member of the board of directors of Mobistar SA/NV since its creation in 1995 and has been its chairman since 2003.

  He is also an Officer of the Order of Leopold II and was decorated with the cross of Knight of the Order of the Crown.

- Christian Labeyrie, director

  Born in 1956, Christian Labeyrie is executive vice-president and chief financial officer of the Vinci group, and a member of its executive committee. Before joining Vinci in 1990, he held various positions in the Rhône-Poulenc and Schlumberger groups. He started his career in the banking industry.

  Christian Labeyrie is a graduate of HEC, the Escuela Superior de Administración de Empresas (Barcelona) and McGill University (Canada), and holds a DECS diploma. He is a Knight of the Légion d'Honneur and a Knight of the National Order of Merit (France).

- Luc Bertrand, director

  See Subsection 4.5(d) *"The Bidder – Governance structure of the Bidder – Concise biographies"*.

- Jan Suykens, director

  See Subsection 4.5(d) *"The Bidder – Governance structure of the Bidder – Concise biographies"*.

- Piet Dejonghe, director

  See Subsection 4.5(d) *"The Bidder – Governance structure of the Bidder – Concise biographies"*.

- Koen Janssen, director

  See Subsection 4.5(d) *"The Bidder – Governance structure of the Bidder – Concise biographies"*.

- John-Eric Bertrand, director

  Born in 1977 and having Belgian nationality, John-Eric Bertrand has been with AvH as an investment manager since 1 September 2008. He graduated as a commercial engineer (UCL 2002, magna cum laude) and obtained a master's degree in International Management (CEMS, 2002) and an MBA at Insead (2006). Before joining AvH, John-Eric worked as a senior auditor at Deloitte and senior consultant at Roland Berger Strategy Consultants. John-Eric Bertrand is a director of several companies, including Alfa Park NV, BDM NV/Asco NV, Egemin International NV, Groupe Financière Duval SAS, Oriental Quarries & Mines Pvt Ltd, Sagar Cements Ltd and Algemene Aannemingen Van Laere NV.

- Alain Bernard, director

  Born in 1955 and having Belgian nationality, Alain Bernard is CEO of DEME. He graduated in 1978 as a civil construction engineer (KU Leuven) and in 1979 as a civil engineer in industrial management (KU Leuven). Alain Bernard joined the DEME Group in 1980. He was general manager of Dredging International and COO of the DEME group between 1996 and 2006. In 2006, Alain Bernard was appointed CEO of the DEME group. He is a director of several subsidiaries of DEME as well as of Aquafin. In 2004, he became president of the Belgian Dredging Association.

(f) Corporate Governance Charter

The board of directors of CFE adopted a Corporate Governance Charter in accordance with the Belgian Corporate Governance Code of 2009. The Charter was last updated on 24 December 2013.

CFE applies the principles of the Belgian Corporate Governance Code in its Corporate Governance Charter.

The Corporate Governance Charter can be found on the website of the Target Company (www.cfe.be).

5.7 Concerted action

The Target Company is 60.39% owned by the Bidder. As an affiliate of the Bidder, the Target Company is deemed to be acting in concert with the Bidder pursuant to Article 3(2) of the Act on public takeover bids. However, the Target Company currently holds no treasury shares, either directly or indirectly.

5.8 Financial information

The statutory financial statements were drafted in accordance with the Belgian Generally Accepted Accounting Principles (Belgian GAAP), and its consolidated financial statements were drafted in accordance with the IFRS standards. The annual financial statements were approved by the annual general meeting of CFE on 2 May 2013.

Those annual financial statements were audited by Deloitte Reviseurs d'Entreprises SC SCRL, with registered office at Berkenlaan 8B, B-1831 Diegem, RPM (Brussels) 429.053.863, represented by Mr Pierre-Hughues Bonnefoy, member of the Institute of Company Auditors, who has not formulated any reservations with respect thereto.

CFE announced and published its half-year results on 27 August 2013. The auditor of the Target Company, Deloitte Reviseurs d'Entreprises SC SCRL, performed a limited audit of those half-year results in accordance with the recommendations of the Institute of Company Auditors concerning limited audit assignments and with the International Standard on Review Engagements (ISRE) 2410, "Review of interim financial information performed by the independent auditor of the entity".

The Target Company will publish its annual results for the 2013 financial year on 27 February 2014 (after the closing of Euronext Brussels).

5.9 Documents included by way of reference

The following documents, which were previously published by the Target Company, are available on its website (www.cfe.be) and are included in the current Prospectus by way of reference in accordance with Article 13, §3 of the Act on public takeover bids:

- the statutory and consolidated financial statements of CFE as at 31 December 2012; and
- the consolidated interim statement of CFE as at 30 June 2013.

The information which is thus included by way of reference forms an integral part of the Prospectus, it being understood that each element set forth in a document included by way of reference is considered to be amended or replaced, for purposes of the Prospectus, each time that a provision of the Prospectus amends or replaces such element (either explicitly or implicitly or otherwise). Each element thus amended is included in the Prospectus exclusively in the amended or replaced version.

A list of the cross references is attached as Appendix 2 to the Prospectus.

6. OBJECTIVES AND INTENTIONS OF THE BIDDER

6.1 Background: the acquisition by the Bidder of a 60.395% shareholding in the capital of CFE

On 19 September 2013, AvH and Vinci, acting on its own behalf and on behalf of its subsidiary Vinci Construction S.A.S., entered into an Agreement for the acquisition by AvH of the exclusive control over CFE. This transaction consisted of two parts:

- The Initial Acquisition, more particularly the acquisition of 3,066,440 shares (representing as of that date 23.42% of the capital of CFE), which is approximately half the stake which Vinci held in CFE as of that same date; and

- The contribution by AvH to CFE of its 50% stake in the limited liability company DEME in consideration of 12,222,222 newly issued CFE shares (representing 48.28% of the post-increase capital of CFE) as part of a Capital Increase to be decided by an extraordinary general meeting of CFE, to which increase Vinci undertook to lend its support.

Both the price paid by AvH to Vinci as part of the Initial Acquisition and the subscription price for the shares issued as part of the Capital Increase amount to €45 per share.

The Acquisition of Control was essentially subject to two conditions precedent:

- The approval of this acquisition of control by the relevant competition authorities; and

- The absence of a material adverse change, assessed on the basis of a decrease by 25% or more in the Bel 20 index between the date of the Agreement and the day before the closing of the Acquisition of Control.

On 13 November 2013, the extraordinary general meeting of CFE approved the Capital Increase subject to the conditions precedent mentioned above.

On 18 December 2013, the European Commission approved the Acquisition of Control, whereupon, in the absence of a material adverse change since 19 September 2013, the parties proceeded with the closing of the Acquisition of Control on 24 December 2013.

As of the date of the Prospectus, AvH holds 15,288,662 CFE shares, representing 60.39% of the capital of CFE.

6.2 Objectives

In launching the Bid, AvH complies with its legal obligations that have arisen as a result of the Acquisition of Control.

Following the Acquisition of Control, AvH holds more than 30% of the share capital of CFE, obliging it to launch a mandatory public bid on all the shares of CFE pursuant to Article 5 of the Act on public takeover bids and Chapter III of the Royal Decree on public takeover bids. Under the Bid, the Shareholders will have the opportunity to exit their shareholding in CFE and to sell their Shares at the price of €45 per Share, which is the price at which the Acquisition of Control was executed.

Before the closing of the Acquisition of Control, AvH and CFE each owned 50% of the DEME shares. DEME is the company that heads the Belgian marine engineering, environment and dredging group of the same name. It has gained an important position on the world market in several complex and highly specialized marine engineering disciplines. Originally specializing in dredging and land reclamation, the DEME group, which has a workforce of more than 4,200 people, has today diversified its range of services to oil and gas companies, as described below. It has become a supplier of global solutions, owning a fleet of some of the most state-of-the-art, sophisticated and versatile vessels for dredging and marine engineering.

The primary objective pursued by AvH with the Acquisition of Control was to bring DEME under a single strategic management, as this company has always been one of the strategic participations of AvH.

This objective is inspired by the following motives:

(i) As was pointed out above, DEME’s main activity is in the sector of dredging and marine engineering, which presents **long-term growth prospects**.

Those long-term growth prospects are based on the projected growth in the world’s population and climate changes.

The world population growth will continue to stimulate the growth in demand for raw materials and energy, which in turn promotes the growth in maritime transport.

The recent climate changes, referred to as “global warming”, are causing rising sea levels.

All these factors, namely the growing number of projects for the exploitation of fossil fuel and renewable energy, the increasing demand for raw materials, the growth in maritime transport and rising sea levels are generating business for the dredging industry.

(ii) Alongside its main line of business, DEME has in recent years developed **complementary activities** in the sector of renewable energy (construction and operation of offshore wind farms, wave energy and tidal energy), environment (soil and dredging sludge remediation and recycling, rehabilitation of derelict industrial sites (brownfields), and salvaging of shipwrecks), aggregates and minerals (extraction of marine aggregates and ocean floor minerals), maritime and terminal services.

(iii) DEME is one of the few Belgian industrial groups operating on all continents with its decision-making centre firmly anchored in Belgium. The **worldwide presence** of DEME allows it to detect new opportunities around the world and to identify new economic growth areas.

(iv) AvH chooses to invest in sectors of the economy that Bid long-term growth prospects and in which it believes it has a special expertise. Founded in 1876 by Nicolaas van Haaren and Hendrik Willem Ackermans, AvH has from the outset been active in the dredging industry and should therefore be well placed to evaluate the opportunities and risks associated with the dredging business.

6.3 Intentions of the Bidder

(a) Position of the Target Company

By the Acquisition of Control, AvH not only obtained exclusive control over DEME, one of its strategic participations, but also acquired control over the operations of CFE in different construction trades:

(i) Construction (in particular CFE (through its branches MBG, CFE Brabant, BAGECI and CFE International), Van Wellen NV, Amart SA, Benelmat SA, BPC SA, Geka B.V., and Groep Terryn NV);
(ii) Real estate development and management (in particular BPI SA, CFE (through its branch CFE Immo) and CLE SA);
(iii) Real estate concessions (in particular Coentunnel Company B.V., LocoRail NV, PPP Schulen Eupen SA, Rent-A-Port NV, and Rent-A-Port Energy NV);
(iv) Multitechnics (in particular VMA NV, Vanderhoydoncks NV, Ariadne NV, Etablissements Druart SA, Etec SA, Prodfroid SA and Nizet SA); and
(v) Road and rail infrastructure works (Engema SA, Louis Stevens en Co NV, Aannemingen Van Wellen NV, and Remacom NV).

AvH wants to support CFE and DEME in the profitable development of their activities while maintaining a long-term solid financial position in order to cope with economic fluctuations.

(b) *Intentions of the Bidder regarding the continuation of the activities of CFE and/or the implementation of restructurings*

At present, AvH has no intention of altering or restructuring the operations of CFE and DEME.

AvH is already present (i) in the sector of construction and civil engineering through its subsidiary Algemene Aannemingen Van Laere NV (100%), which it acquired in 1991, and (ii) in the sector of real estate development through its subsidiary Extensa Group NV, which it acquired in 1997.

AvH is aware of the fact that, as was also illustrated by the announcement on 22 January 2014 by CFE of the 2013 results expected for the “Construction” and “Multitechnics” divisions, the aforementioned sectors are subject to very stiff competition (particularly in the Belgian market) and are relatively cyclical owing to the very nature of the activities in question:

- The construction and property development sectors are linked to the purchasing power of consumers and trends in savings; and

- Large-scale infrastructure projects are to a large extent dependent on the budgetary leeway of governments.

Furthermore, the profitability of construction and real estate development projects depends to a large extent on a very strict and permanent control of costs, from the issuance of the tender up to the provisional acceptance of the works or project.

At present, AvH does not have sufficient relevant information concerning CFE that would allow it to identify opportunities for collaboration and synergies in those construction and real estate development activities.

It will be up to the board of directors of CFE to re-examine the company’s strategic orientations in consultation with the management, particularly in the light of possible synergies with the Ackermans & van Haaren group, the general economic situation of the different business divisions of CFE, and its strategic position.

(c) Intentions regarding employment and management

The composition of the board of directors of CFE was altered, in connection with the Acquisition of Control, by the general meeting of CFE on 13 November 2013, with effect from the date of closing of said transaction (i.e. 24 December 2013). At present, AvH has no intention of making other changes to the board of directors, of restructuring the management or staff of CFE, or of altering their terms of employment.

It will be up to the board of directors of CFE to monitor, and to adjust its management policy to, the general economic situation of the different business divisions of CFE.

(d) Dividend policy

Over the past five years (2008-2012), CFE has paid its shareholders a stable gross dividend:

€	2008	2009	2010	2011	2012
Gross dividend	1.2	1.2	1.25	1.15	1.15
Net dividend	0.9	0.9	0.9375	0.8625	0.8625

Shareholders should not assume that the past dividend policy will necessarily be continued in the future.

As a strategic investor, AvH's investment in CFE is not merely driven by set expectations regarding an annual dividend.

AvH will assess the future dividend policy in light of the financial situation and the prospects of the Target Company and of its main participation, DEME, based on recurrent operating cash flow, investment requirements, evolution of working capital requirements, and strategic choices as defined by the board of directors of CFE and DEME.

(e) Intended amendments to the articles of association of CFE

AvH intends to amend the following provisions of the articles in the short or medium term:

- Article 4: renewal of the authorization given to the board of directors concerning the authorized capital;
- Article 11b: replacement of "CBFA" by "FSMA";

- Article 14b: renewal of the authorization given to the board of directors to redeem treasury shares;
- Article 21: abolition of the use of telegram and telex as means of communication; and
- Articles 27, 29, 30 and 31: replacement of provisions of the articles of association that replicate the provisions of the Companies Code by more general provisions that make reference to the legal provisions.

(f) *Expected economic gains*

At present, AvH does not have sufficient relevant information concerning CFE that would allow it to identify new opportunities for collaboration and synergies.

(g) *Absence of intention to launch a squeeze-out*

AvH wishes the Shareholders to remain associated with the industrial project of CFE based on (a) a reinforced stake in DEME (100%), (b) the construction and real estate sectors, and (c) the synergies that may be created between the two activities.

Therefore, as of the date of this Prospectus, AvH has no intention of acquiring all of the shares of the Target Company.

Furthermore, it points out that, in accordance with the terms of the Agreement, Vinci has undertaken not to contribute to the Bid (or to any counter-bid) all or part of the 3,066,460 Shares still in its possession as of the date of this Prospectus and that it has undertaken in general not to sell these Shares until the end of the present Bid. Consequently, under the Bid, AvH can only effectively acquire a maximum of 6,959,360 Shares (i.e. 27.5% of the CFE capital), bringing its participation in CFE to maximum 87.89%.

6.4 Benefits for the Target Company and its shareholders

The main benefit of the Bid for the Shareholders is the Bid Price. In this respect, reference is made to Subsection 7.1(c) (*"Bid Price"*). The Bid also presents an immediate liquidity opportunity for the Shareholders.

With a long-term stable majority shareholder like AvH, the Target Company will be able to continue developing its national and international operations, possibly in the wake of DEME, and will also benefit from potential synergies between the subsidiaries of CFE that are active in the construction business, and DEME or the subsidiaries of AvH that are active in the construction and real estate business.

Curently, however, AvH has not identified or quantified any specific synergies.

6.5 Benefits for the Bidder and its shareholders

The Bid would enable the Bidder to strengthen its control over DEME and to secure the management of this company on the basis of a unified strategy. Furthermore, the Bid is the result of a legal obligation triggered by the Acquisition of Control, and at present it is not the Bidder’s intention to acquire all of the Shares that are not yet in its possession.

7. THE OFFER

7.1 Characteristics of the Bid

(a) Nature of the Bid

The Bid is a mandatory public Bid launched in accordance with Article 5 of the Act on public takeover bids and Chapter III of the Royal Decree on public takeover bids. The consideration under the Bid will be paid in cash.

(b) Scope of the Bid

The Bid covers all of the shares issued by CFE which are not already held by the Bidder or by affiliated persons, i.e. 10,025,820 Shares.

The shares of the Target Company are listed on NYSE Euronext Brussels under ISIN code BE0003883031.

CFE has not issued any other securities with voting rights or giving access to voting rights. CFE has not issued any rights enabling the holders of such rights to acquire shares.

(c) Bid Price

The Bid Price is € 45 per Share (coupons nos. 7 and following attached).

Justification of the Bid Price is given in Subsection 7.1(d) ("*The Bid - Characteristics of the Bid - Justification of the Bid Price*").

Under Article 45 in conjunction with Article 57 of the Royal Decree on public takeover bids, in case of a direct or indirect acquisition of Shares to which the Bid relates, by the Bidder or by persons acting in concert with the Bidder, during one year after the end of the Bid period, on terms that are more favourable for the transferors than those of the Bid, the price difference will be paid to all Shareholders who accepted the Bid.

The total Bid Price for all the Shares amounts to € 451,161,900.

(d) Justification of the Bid Price

The Bidder offers a price of €45 in cash per Share (coupons nos. 7 and following attached). Article 53 of the Royal Decree on public takeover bids provides that the Bid Price must be at least equal to the higher of the following two amounts:

- *The highest price paid by the Bidder or a person acting in concert with the Bidder for a share of the Target Company in the 12 months prior to the announcement of the Bid*

  On 24 December 2013, the Bidder proceeded with the closing of the Acquisition of Control. As part of this transaction, it acquired 15,288,662 shares of the Target Company, representing 60.39% of the capital of the Target Company, through:

  - The acquisition by mutual agreement from Vinci of 3,066,440 shares of the Target Company at a price of €45 per share; and

  - A capital increase in kind of €550 million, as part of which AvH contributed 2,269,050 DEME shares to CFE in consideration of 12,222,222 newly issued shares of the Target Company, each new share being subscribed for at a unit price of €45.

  Vinci has not acquired any CFE shares since the date it may be deemed to be acting in concert with the Bidder, i.e. 19 September 2013.

- *The weighted average of the trading prices during the last 30 calendar days prior to the date at which the obligation to launch a mandatory public bid has arisen*

  Regarding the calculation period for the weighted average of the trading prices, the Bidder obtained a derogation from the FSMA with a view to making said calculation period end on 18 September 2013, which is the day preceding the date on which the Bidder, in accordance with Article 8 of the Royal Decree on public takeover bids, announced that it had concluded the Agreement for the Acquisition of Control.

  This derogation was granted in view of the risk, pending the closing of the Acquisition of Control triggering the obligation to launch the mandatory public Bid, of speculative purchases being made on the market such as to artificially push up the price of the CFE share and consequently also the price of the present Bid. As it has already done in the past for transactions carrying the same kind of risk, the FSMA therefore agreed that the end of the calculation period be set on the day before the announcement of the Bid, i.e. 18 September 2013.

  This weighted average of the trading prices for shares of the Target Company on NYSE Euronext Brussels during the period of 30 calendar days ending on 18 September 2013 amounts to €42.25 per share. It should therefore be noted that the Bid Price represents a 6.5% premium to this weighted average of the prices.

(e) Valuation framework of the shares of the Target Company

(i) Introduction

This Subsection 7.1(e) sets forth a valuation framework for the shares of the Target Company prior to the announcement of the contribution by the Bidder to the Target Company of its 50% stake in DEME. As such it does not constitute a justification for the Bid Price, since the Bid Price is based on a price negotiated with Vinci under the Agreement concluded between Vinci and the Bidder, which becomes the Bid Price pursuant to the regulations governing the price of mandatory bids (more specifically Article 53 of the Royal Decree on public takeover bids). Nevertheless, the Bidder has relied on those methods in its negotiations with Vinci.

This valuation framework was prepared by the Bidder with the assistance of its financial adviser. The valuation framework is based exclusively on available information relating to the Target Company on the date of announcement of the Bid (financial reports of the Target Company, report by financial analysts, etc).

(ii) Valuation methods applied

The Bidder applied the following valuation methods:

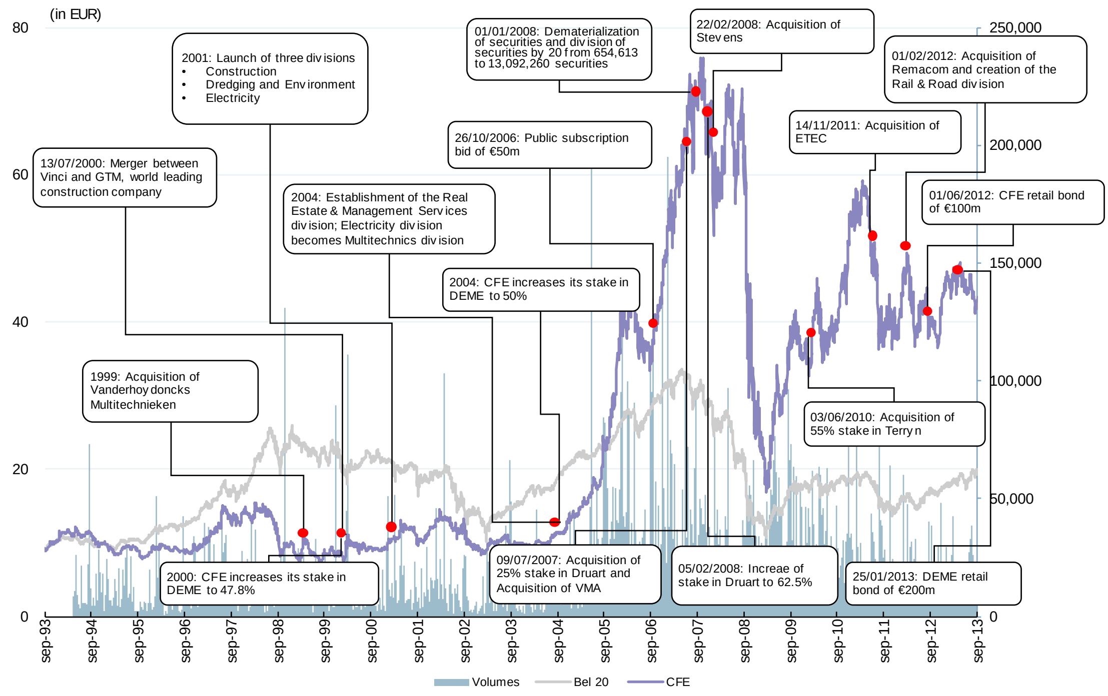
- Historical share price evolution of the Target Company's shares;
- Target price of the financial analysts; and
- Sum of the parts based on the multiples of comparable companies and net assets.

Each of the valuation methods applied and the resulting conclusions are set out in more detail below.

I. Historical share price evolution of the Target Company's shares

The Target Company is listed on NYSE Euronext Brussels, following its admission on 16 August 1921 to the Brussels Stock Exchange. The graph below shows the historical price performance of the share, along with some key events of the last 20 years.

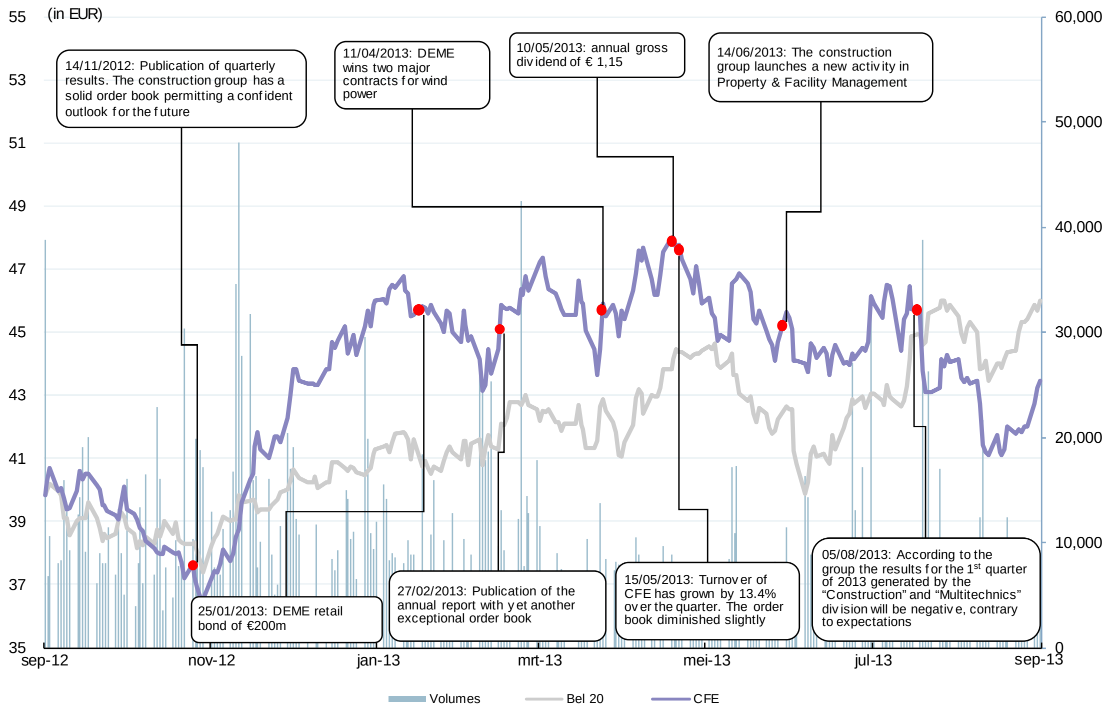
Graph 2: Share price development from 18 September 1993 to 18 September 2013



Sources: ThomsonOne as of 18 September 2013, press and website of the Target Company

As is shown in the graph above, the Target Company has created considerable value for its shareholders over this period. Based on the closing price of 18 September 2013, this is reflected in an annual growth rate of 8.1% (or 9.5% when taking into account the dividends paid). This performance largely exceeds the performance of the BEL 20 index, which attained an annual growth rate of 4.0% over the same period. It should be pointed out that the Target Company was able to distribute an aggregate gross dividend of €12.88 during the last 20 years.

Graph 3: Share price development from 19 September 2012 to 18 September 2013



Sources: ThomsonOne as of 18 September 2013, press and website of the Target Company

As illustrated in the graph above, the share price has been relatively volatile since 19 September 2012 (which is a period of 12 months before the announcement of the Bid). This is primarily due to the difficult macroeconomic conditions, which have a direct impact on most of the business sectors in which the Target Company operates, and the announcement on 5 August 2013 of the downturn in the "Construction" and "Multitechnics" divisions during the first six months of 2013. During the 12 months prior to the announcement of the Bid, the share price increased by 9.0% (based on the closing price of €43.44 on 18 September 2013), whereas the Bel 20 index saw a 15.5% increase over the same period. Furthermore, the distribution by the Target Company of a gross dividend of €1.15 on 15 May 2013 should also be taken into account.

Since the Target Company's shares are listed on a major market (the securities traded on Euronext Brussels are generally those of companies with a substantial market capitalization)[4] and have sufficient liquidity, the share price may be taken as a relevant criterion of the present valuation framework. To illustrate the level of liquidity, it should be observed that during the 12 months before 19 September 2013, an average of more than 10,000 shares were traded on a daily basis (i.e. 38% of the free float was traded on an annual basis).

Table 1 below shows the lowest, highest and volume-weighted average prices of the shares over a number of historical reference periods prior to 19 September 2013.

Table 1: Premium/discount of Bid Price to share price

	Share price (€)				**Premium/(Discount)**		
Period	**Lowest**	**Highest**	**Volume-weighted**		**Lowest**	**Highest**	**Volume-weighted average**
Periods prior to 19 September 2013							
Last price: 18/09/2013	43.44	43.44	43.44		3.6%	3.6%	3.6%
Last 30 days	41.11	44.15	42.25		9.5%	1.9%	6.5%
Last 3 months	41.11	46.48	43.73		9.5%	(3.2%)	2.9%
Last 6 months	41.11	48.00	44.78		9.5%	(6.3%)	0.5%
Last 12 months	36.50	48.00	43.00		23.3%	(6.3%)	4.6%

Source: ThomsonOne

Note: All calculations are based on the daily closing prices; the weighted average price reflects the volume-weighted average share price based on the daily closing price and the trading volume.

The prices in Table 1 show that the Bid Price implies a premium compared to the following reference prices:

- A premium of 3.6% compared to the closing price on 18 September 2013;
- A premium of 6.5% compared to the average price of the share during the month before 19 September 2013;
- A premium of 2.9% compared to the average price of the share during the three months before 19 September 2013; and

[4] For illustration purposes, at the end of August 2013, 115 domestic securities were listed on Euronext Brussels, apart from investment funds and real estate investment trusts, with a combined market capitalization of € 243 billion.

- A premium fluctuating between 0.5% and 4.6% compared to the average closing prices over a period of six to 12 months before 19 September 2013.

Furthermore, the distribution of a gross dividend of €1.15 on 15 May 2013 should be taken into account. Shareholders already in possession of shares for the last 12 months should therefore, when calculating their return, take into account a premium of 7.3% compared to the average price of the share during the last 12 months before 19 September 2013, date on which the Bid was announced, and the dividends received.

II. Target price of the financial analysts

In the last two months before 19 September 2013, date on which the Bid was announced, five financial analysts (Petercam, ING, ESN/Degroof, ABN Amro and KBC Securities) issued a target price for the Target Company. Those recommendations followed the announcement of the first half-year 2013 results of the Target Company. This sample represents the analysts that monitor the development of the Target Company and regularly publish reports. During the 12 months prior to the announcement of the Bid, ING published six reports, ABN Amro five reports, ESN/Degroof five reports, and KBC Securities three reports.[5]

As shown in Table 2 below, the average target price was €47.6 per share as of 18 September 2013. The Bid Price represents a 5.5% discount compared to this average target price, a 15.1% discount compared to the maximum target price, and a 4.7% premium compared to the minimum target price. It should be pointed out that the target prices as issued by the analysts cover a period of six to 12 months, whereas the Bid Price is effective as of the date of announcement of the Bid.

5 Since the Bidder does not have access to the entire database of publications of Petercam, it is unable to state the exact number of reports issued during that period.

Table 2: Overview of recommendations and target prices of financial analysts

Stockbroker	Last update	Recommendation	Target price (€)
ING	09 September 2013	Neutral	43.0
ABN Amro Bank	28 August 2013	Buy	53.0
Bank Degroof (ESN)	28 August 2013	Neutral	47.0
Petercam	28 August 2013	Neutral	45.0
KBC Securities	28 August 2013	Buy	50.0
Average			**47.6**
Median			**47.0**
Min – Max			**43.0-53.0**
Premium/(discount) to average target price			**(5.5%)**
Premium/(discount) to median target price			**(4.3%)**

Source: Analysts' reports, Bloomberg and ThomsonOne

Table 3 below shows the consensus representing the average projections by the financial analysts, following the announcement of the first half-year 2013 results of the Target Company, for certain consolidated financial parameters (turnover, EBITDA and EBIT) of the Target Company in 2013, 2014 and 2015. In order for those projections to reflect the announcement on 5 August 2013 of the downturn in the "Construction" and "Multitechnics" divisions during the first half of 2013, the sample used is made up exclusively of the detailed reports available between the date of that announcement and 18 September 2013 (i.e. the day before the Bid).

Table 3: Consolidated analysts' projections of turnover, EBITDA and EBIT (in € million)

Average	Turnover	EBITDA	EBIT
CFE			
2013E	2,098	209	80
2014E	2,152	238	116
2015E	2,232	262	127

Source: ING (27/08/2013), KBCS (28/08/2013), Petercam (21/08/2013), ABN Amro (08/08/2013). The projections by Degroof/ESN are not included in the sample since no reports issued after 5 August 2013 are available.

Note: Projections for the scope of the Target Company prior to the announcement of the Bid, comprising 50% of DEME

A more detailed presentation of Table 3 by analyst is given in Appendix 5.

As regards the projections by business division shown in Table 4 below, only one analyst (which issued projections by business division after the announcement of 5 August 2013) was retained for the 2013 and 2014 projections, more particularly ABN Amro on the basis of its note of 8 August 2013. One single source of information was used due to the fact that the other analysts had made no projections by business division for 2013 and 2014 between 5 August 2013 and 18 September 2013 (which is the day prior to the announcement of the Bid).

For the 2015 projections, only one analyst (the only one to have issued projections beyond the financial year 2014) has been used, more particularly ING on the basis of its note of 15 May 2013, which is before the announcement of 5 August 2013 (concerning a slowdown in the "Construction" and "Multitechnics" divisions). It should be noted in this respect that this announcement had a significant negative[6] impact on the EBIT projections for 2013 and 2014, but is expected to have a smaller impact on the projections for 2015. One single source of information was used due to the fact that the other analysts had made no projections for 2015 by business division.

At the time of conclusion of the Agreement, the above-mentioned projections by ABN Amro and ING did not seem unreasonable to the Bidder in view of the information on CFE available to the Bidder at the time, it being understood that such information was limited to information that was publicly available and highly fragmented as far as the divisions other than "Dredging and Environment" were concerned.

[6] For information, the EBIT projections by ABN Amro for the relevant business divisions of the Target Company between its report of 11 March 2013 and its report of 8 August 2013 (issued after the announcement of 5 August 2013) decreased as follows: i) € 19 million down in 2013 and € 5 million down in 2014 for the "Construction" division; (ii) € 11 million down in 2013 and € 2 million down in 2014 for the "Multitechnics" division.

Table 4: Analysts' projections of turnover and EBIT (in € million) by division		
Business division	**Turnover**	**EBIT**
Dredging and Environment (50%)		
2013E	1,111	92
2014E	1,166	102
2015E	1,096	99
Other activities		
Construction		
2013E	629	(25)
2014E	613	(11)
2015E	652	10
Real estate development and management		
2013E	33	10
2014E	36	9
2015E	30	7
Multitechnics		
2013E	160	(7)
2014E	164	3
2015E	175	6
Road & Rail		
2013E	85	4
2014E	89	5
2015E	108	6
PPP-Concessions		
2013E	8	2
2014E	10	2
2015E	13	4
Holding costs / Elimination intra-group		
2013E	(9)	(4)
2014E	(12)	(4)
2015E	n.a.	n.a.

Source: ABN Amro (08/08/2013) for 2013 and 2014, ING (15/05/2013) for 2015
Note: Scope for the "Dredging and Environment" division prior to the announcement of the Bid, comprising 50% of DEME
Note: The intra-group eliminations and holding costs for 2015 are not available in the ING note.

III. Sum of the parts based on the multiples of comparable companies

Under the sum-of-the-parts valuation based on the multiples of comparable listed companies, each business division is valued separately on the basis of multiples (in several forms), to the extent that such approach is relevant for the activities in question.

Since the multiples valuation method is not suitable for the “Real estate & management services” and “PPP-Concessions” business divisions, an asset-based approach aimed at valuing the equity of those two divisions was applied. More specifically, since the projected operating result only partly represents the value of the underlying assets of those two divisions, and the Bidder does not have access to the information necessary to carry out more in-depth additional analyses, the Bidder considers the net asset value method to be most representative of the fair value of the operations in question. It should be noted that this analysis is based on the financial statements published in the interim report of the Target Company as at 30 June 2013, prepared according to the IFRS accounting standards, and which were subject to a limited review by the auditor of the Target Company. Furthermore, the Bidder points out that, in the framework of this approach, no revaluation of assets was carried out for lack of information to that effect. The Bidder therefore believes that the accounting approach for those two business divisions is the most reliable benchmark available to apply the method in question.

Table 5: Sum-of-the-parts valuation based on comparable multiples

Business division	Valuation method	Ratios used
1. Dredging and Environment	Multiples of similar listed companies	EV / EBIT 2013 & 2014
2. Other divisions		
Construction	Multiples of comparable divisions of various companies selected by the analysts	EV / EBIT 2014 & 2015
Multitechnics		EV / EBIT 2014 & 2015
Rail & Road		EV / EBIT 2013 & 2014
Real estate development & management	Asset-based approach	Equity + net debt
PPP-Concessions		Equity + net debt

Table 5 shows that one single type of ratio, EV/EBIT, was used for the divisions for which the multiples approach was applied. This is due to the limited granularity of the financial projections available per business division, as indicated in Table 4 above.

Moreover, in order to obtain conclusive results it is generally preferable to apply short-term financial projections (2013 and 2014) to the multiples. For the “Construction” and “Multitechnics” divisions, a longer-term window has been used (2014 and 2015), as the Bidder holds the view that the short-term negative projections do not constitute a normative basis given the cyclical nature of the business activities in question. The financial performance of the business operations linked to the construction sector, such as the divisions referred to above, is closely related to macroeconomic conditions, as was also illustrated by the announcement by CFE on 22 January 2014 concerning the 2013 results expected for the “Construction” and "Multitechnics” divisions. For that reason, the Bidder believes that an economic recovery is likely, sooner or later, to bring about a return to a “normative” profitability level in line with historical averages.

The method applied for each business division is explained in more detail below.

- **Dredging and Environment**

  The multiples of similar listed companies are determined on the basis of their financial projections according to the financial analysts’ consensus and their current share price.

  It should be pointed out in this respect that none of the selected companies perfectly matches the Dredging and Environment division of the Target Company in terms of specific activities, accessible markets, size, operational performance, or growth potential:

- Boskalis Westminster, a Dutch company, is a worldwide supplier of dredging, infrastructure and maritime services. In 2012, Boskalis Westminster realized a turnover of €3,081 million, which represents an increase of 10% compared to 2011. The EBIT amounted to €337 million, which represents a decrease of 5% compared to 2011. The market capitalization amounted to €3,826 million on 17 September 2013;

- China Communications Construction is the leading state-controlled transport infrastructure group in China. In 2012, the group realized a turnover of € 35,379 million, most of which in China, which represents an increase of 0.4% compared to 2011. The EBIT amounted to €2,299 million, which represents an increase of 18% compared to 2011. The market capitalization amounted to €9,249 million on 17 September 2013; and

- Great Lakes Dredge & Dock Company, established in 1890 and based in Oak Brook, is the biggest supplier of dredging services in the United States. The company has operations in the United States and in Doha. In 2012, the company realized a turnover of around €520 million, most of which in the United States, which represents an increase of 10% compared to 2011. The EBIT amounted to €12 million, which represents a decrease of 71% compared to 2011. The market capitalization amounted to €313 million on 17 September 2013.

According to the International Association of Dredging Companies, the world dredging market topped €11 billion in 2012, with “free markets” accounting for 6 to 7 billion euros, and “closed markets” making up the rest. It is important to point out that the free markets as a whole show relatively little fragmentation, with four major players (including DEME and Boskalis

Westminster), whose combined market shares represent 80% of those markets, according to ABN Amro's report of 11 March 2013. The closed markets, which are characterized by substantial penetration barriers, are largely made up of the United States and China, which are primarily served by local players (such as Great Lakes Dredge & Dock in the United States, China Communications Construction in China). Jan De Nul (Belgian company) and Van Oord (Dutch company) are the two other players in the world dredging market, mainly present in the free markets, but since those two companies are private companies, the financial data needed for a multiples analysis are not available. For that reason, of the selected companies listed above, Boskalis Westminster is thought to be the best basis of comparison for the "Dredging and Environment" division of the Target Company, particularly as this division is developing on the same competitive market. The other companies were chosen because several financial analysts consider them to form part of the global scene for this type of activity. The high multiple in 2013 for Great Lakes Dredge & Dock is due to an EBIT that is expected to be under great pressure. The EBIT is expected to recover from 2014 onward. It is worth noting that the median neutralizes the impact of this data, which is not considered normative.

Table 6: Trading multiples of comparable companies for the "Dredging & Environment" division

EV / EBIT	Trading multiples Dredging & Environment	
Company	**2013E**	**2014E**
Boskalis Westminster	12.2x	11.0x
China Comms.Con.'H'	7.6x	6.8x
Great Lakes Dredge & Dock	27.0x	10.4x
Median	**12.2x**	**10.4x**

Note: Projections for the scope of the Target Company prior to the announcement of the Bid, comprising 50% of DEME

- **Other divisions**

The companies historically active in the construction industry today have distinct operational profiles as a result of differentiated strategies of diversification into concessions and multitechnical services. In order to take account of the particularities of each company making up our sample, the Bidder analysed the multiples of companies selected by the analysts to value the different constituent divisions of each company.

It should be pointed out in this respect that none of the selected companies perfectly matches the Target Company in terms of specific activities, size, operational performance and growth potential. The portfolio of relevant activities of the Target Company is in fact made up of a unique combination of various activities, more particularly the "Construction" division, the "PPP-Concessions" division, the "Real Estate & Management Services" division, the "Multitechnics" division, and the "Rail & Road" division.

The listed companies included in the present analysis have all been selected to serve as a point of comparison for the specific business divisions in which the Target Company is developing:

- ACS is a Spanish group active in construction services and participates in the development of key sectors of the economy such as infrastructures and energy. In 2012, the company realized a turnover of €38,396 million, which represents an increase of 35% compared to 2011. The EBIT amounted to €1,579 million, which represents an increase of 18% compared to 2011. The market capitalization amounted to €7,531 million on 17 September 2013;

- Balfour Beatty is an English group specializing in integrated infrastructure and multitechnical services, with operations in more than 80 countries. In 2012 it realized a turnover of €13,315 million, which represents a decrease of 1% compared to 2011. The EBIT amounted to €90 million, which represents a decrease of 70% compared to 2011. The market capitalization amounted to €2,274 million on 17 September 2013;

- Bilfinger Berger is a German company active in construction and multitechnical services. The company has operations worldwide. Its operations generated a turnover in 2012 of €8,509 million, which represents an increase of 4% compared to 2011. The EBIT amounted to €415 million, which represents an increase of 15% compared to 2011. The market capitalization amounted to €3,422 million on 17 September 2013;

- Bouygues has operations in the construction, media and telecom industries. In 2012, the company recorded a turnover of €33,547 million, which represents an increase of 3% compared to 2011. The EBIT amounted to €1,120 million, which represents a decrease of 40% compared to 2011. The market capitalization amounted to €8,721 million on 17 September 2013;

- Carillion is a provider of integrated support services operating through three divisions: support services, construction services, and public-private partnership projects. In 2012, the company realized a turnover of €5,380 million, which represents a decrease of 13% compared to 2011. The EBIT amounted to €201 million, which represents an increase of 56% compared to 2011. The market capitalization amounted to €1,647 million on 17 September 2013;

- The Colas group operates in all areas connected with the construction and maintenance of roads and all other types of transport infrastructures, urban and leisure facilities, through two business divisions: road infrastructure and specialized activities. In 2012, Colas recorded a consolidated turnover of €13,036 million, which represents an increase of 5% compared to 2011. The EBIT amounted to €406 million, which represents a decrease of 13% compared to 2011. The market capitalization amounted to €3,755 million on 17 September 2013;

- Eiffage, European leader in concessions, construction and public works operates through five divisions: concessions, public-private partnerships, construction, public works, and steel. In 2012, the company recorded a turnover of €14,028 million, which represents an increase of 2% compared to 2011. The EBIT amounted to €1,142 million, which represents an increase of 9% compared to 2011. The market capitalization amounted to €3,615 million on 17 September 2013;

- Hochtief is the biggest construction company in Germany. The company is active in complex infrastructure projects, for the most part based on concession models. Hochtief is also active in the development and operation of real estate and installations. In 2012, the company realized a turnover of €25,528 million, which represents an increase of 10% compared to 2011. The EBIT amounted to €595 million, which represents a decrease of 5% compared to 2011. The market capitalization amounted to €4,665 million on 17 September 2013;

- Impregilo is an Italian company active in the construction of large-scale infrastructures and complexes: dams, hydroelectric power plants, railways, metros, underground projects, bridges, viaducts, roads, ports, airports and prestigious residential projects. In 2012, the company recorded a turnover of €2,281 million, which represents an increase of 21% compared to 2011. The EBIT amounted to €(25) million, which represents a significant decrease compared to 2011. The market capitalization amounted to €1,393 million on 17 September 2013;

- Skanska, established in 1887 and based in Solna, Sweden, is active in the development of building projects and businesses with expertise in residential, retail and industrial projects. In 2012, Skanska realized a turnover of €15,018 million, which represents an increase of 9% compared to 2011. The EBIT amounted to €466 million, which represents a decrease of 52% compared to 2011. The market capitalization amounted to €6,034 million on 17 September 2013;

- Vinci is a world player in the field of concessions, construction and multitechnical services. Established in 1899 by two polytechnic engineers, Alexandre Giros and Louis Loucheur, the group is now the world number one in construction and related services. The Vinci group employs nearly 193,000 people in around a hundred countries. In 2012, the company recorded a turnover of €38,634 million, which represents an increase of 5% compared to 2011. The EBIT amounted to €3,651 million, which represents an increase of 1% compared to 2011. The market capitalization amounted to €24,006 million on 17 September 2013;

- YIT is a Helsinki-based Finnish company comprising three divisions: residential construction, industrial properties, and infrastucture projects. In 2012, YIT realized a turnover of €4,676 million, which represents an increase of 3% compared to 2011. The EBIT amounted to €249 million, which represents an increase of 3% compared to 2011. The market capitalization amounted to €1,310 million on 17 September 2013.

Table 7 gives an overview of the operating result (EBIT) multiples for each of the relevant divisions of the selected companies as chosen by the financial analysts that regularly monitor them. The list of analysts differs for every company selected, and consists, among others, Exane BNP Paribas, Deutsche Bank, HSBC, JP Morgan, ABN Amro, RBC, Morgan Stanley, Barclays, Crédit Suisse, Natixis, UBS, BofA ML and Société Générale.

In order to take into account the particularities of the nature of each activity and the situation in which the Target Company is developing, certain adjustments have been made:

- For the “Construction” and “Multitechnics” divisions, given the unfavourable expectations (negative EBIT) of the financial analysts in 2013 (in particular following the announcement on 5 August 2013 of a slowdown observed for those two divisions), and since the Bidder sees this as a temporary situation connected with the cyclical nature of the construction industry, a longer-term window has been used by applying the 2014 and 2015 multiples, whereas for the other divisions concerned the 2013 and 2014 multiples were applied;

- For the “Real estate & management services” division, since the operating result (EBIT) only partly represents the value of the underlying assets, and given the limited information available on current projects, the enterprise value is based on the value of the equity plus the net financial debt as at 30 June 2013 (see Table 7*bis* below). This approach is meant to take account of the difficult market conditions, the uncertainties associated with the current and future projects, and the diminished liquidity of the assets;

- For the “PPP-Concessions” division, since the multiples method is not a valuation approach that is suitable in view of the nature of this activity, which focuses on the development of long-term projects (some of which are in progress, a situation which generally has a negative impact on the projected short-term EBIT), the value of the equity plus the net financial debt as at 30 June 2013 has been used for the purpose of determining the EV (see Table 7*bis* below. This approach captures the “long-term” view of this activity, the stage of development of the various projects, and the uncertainties in terms of expected performance.

Certain companies active in the construction business (more particularly BAM, Heijmans and Ferrovial) have not been included in this analysis since the financial analysts have not published any multiples beyond 2013 for this business division.

Table 7: Multiples by business division selected by the analysts (other activities)

	Multiples by business division selected by analysts					
EV / EBIT	**Construction**		**Multitechnics**		**Rail & Road**	
Company	**2014E**	**2015E**	**2014E**	**2015E**	**2013E**	**2014E**
ACS	n.a.	n.a.	7.1x	6.9x		
Balfour Beatty	5.1x	3.5x				
Bilfinger Berger	5.3x	5.1x	7.7x	6.9x		
Bouygues	5.6x	5.8x				
Carillion	5.6x	n.a.	8.0x	8.4x		
Colas					8.0x	7.2x
Eiffage	5.9x	6.0x	7.1x	6.7x	6.8x	6.0x
Hochtief			7.0x	n.a.		
Impregilo	6.0x	6.0x				
Skanska	7.6x	7.2x				
Vinci	5.8x	5.2x	7.3x	6.9x	6.8x	6.3x
YIT	9.4x	n.a.				
Median	**6.0x**	**6.0x**	**7.1x**	**7.0x**	**6.8x**	**6.0x**

Note: "n.a." means that the activity exists in the Group in question, but that the multiple is not available.

Table 7*bis* shows the equity and net financial debt of the "Real estate & management services" and "PPP-Concessions" divisions, which are used in the valuation approach to determine the net asset value. Those figures are included here as they appear in the interim report of the Target Company as at 30 June 2013 (see the summary table on page 23 of the report).

Table 7*bis*: Net assets of the "Real estate & management services" and "PPP-Concessions" divisions

As at 30 June 2013	**Real estate & management services**	**PPP-Concessions**
Equity	8	8
Net debt		
Bonds	0	0
Other non-current financial debts	24	6
Current financial debts	(0)	0
(Cash and cash equivalents)	(11)	(1)
Intra-group net debt		
Non-current loans to consolidated group companies	58	16
Internal cash position – Cash pooling - Liabilities	81	3
(Internal cash position) – Cash pooling - Assets	(11)	(8)

- Sum of the parts

  As shown in Table 8 below, the sum of the parts is determined as follows:

  - For the divisions valued according to the multiples method (see Tables 5 and 7): The medians of the observed multiples are applied to the analysts' projections for each division of the Target Company in order to determine the implicit enterprise value (EV);

  - For the divisions valued according to the asset-based approach (see Tables 5 and 7*bis*): The enterprise value is determined on the basis of the equity plus the net financial debt as at 30 June 2013.

  The sum of the results per business division constitutes an EV for the Target Company as a whole. To convert this into share value, the adjusted net debt as at 30 June 2013 as shown in Table 9 below must be subtracted from the EV.

Table 8: Sum-of-the-parts valuation based on EBIT multiples

Median	**2013E/2014E**	**2014E/ 2015E**
Median Dredging & Environment	12.2x	10.4x
Median Construction	6.0x	6.0x
Median Multitechnics	7.1x	7.0x
Median Rail & Road	6.8x	6.0x
EV Dredging & Environment (50%)	**1,127**	**1,063**
EV other divisions	**130**	**274**
Enterprise value	**1,257**	**1,337**
Adjusted net debt	**587**	**587**
Equity value	**670**	**750**
# securities (in millions)	13.09	13.09
Equity value per share	**51.2**	**57.3**

Note: Adjusted net debt as at 30 June 2013 and number of shares before capital increase (Table 9)
Note: EV of the "Construction" and "Multitechnics" divisions is based on the projected multiples for 2014 and 2015.
Note: EV of the "Real estate & management services" and "PPP-Concessions" divisions is based on the value of the equity plus net financial debt as at 30 June 2013.

Table 9: Financial indebtedness of the Target Company as at 30 June 2013

	Amount	
Net financial debts (€ million)	**539.7**	
Financial assets (incl. shareholdings)	**(25.2)**	
Provisions	**69.4**	
Other elements (incl. minority interests)	**3.6**	
Adjusted net debt (€ million)	**587.5**	**To be deducted from EV**
Number of shares (in millions of shares)		
Number of shares at 30 June 2013	13.09	
Number of shares used	**13.09**	

Source: based on the first half-year 2013 interim results of the Target Company.

As is shown in Table 8, those multiples reflect an implicit price range of the Target Company. The wide gap observed for the EV "Other divisions" between the 2013/2014 analysis (EV €130 million) and the 2014/2015 analysis (EV €274 million) is due to the increase in operating result (EBIT) of the Target Company projected by the financial analysts between 2014 and 2015 (see Table 4 above). In that respect, it is primarily the favourable trend hoped for in 2015 for the "Construction" and "Multitechnics" divisions, linked to a potential improvement of the macroeconomic climate, that substantially influences the increase in EV of the "Other divisions" resulting from the 2014/2015 analysis.

The Bid Price reflects a discount of 12.0% and 21.4% to the price per share as may be implicitly deduced on the basis of this analysis for the respective outlooks for 2013/2014 and 2014/2015. The considerable discount in relation to the results for 2014/2015 reflects the uncertainty that remains surrounding the projections for improved financial performance during that period.

(iii) Valuation methods not used

It should be noted that the following valuation methods were not used by the Bidder:

- Sum-of-the-parts valuation based on analysts' reports using this methodology;

- Sum of the parts based on the multiples of comparable transactions; and

- Discounted free future operating cash flows

The valuation methods not used and the reasons why the Bidder did not apply them are set out in more detail below.

I. Sum-of-the-parts valuation based on analysts' reports using this methodology

The Bidder has avoided this approach due to the insufficiency of available information and the divergence of results:

- Insufficient recent information available, since only two analysts published a sum-of-the-parts valuation, more particularly ABN Amro in its note of 8 August 2013, and ING in its note of 27 August 2013;

- The disparity in the figures published by ABN Amro and ING is considerable, and diminishes the reliability of this analysis:

  - For the "Dredging and Environment" division, ABN Amro in its note of 8 August 2013 gives an EBITDA multiple of 6.5x, whereas ING in its note of 27 August 2013 gives an EBITDA multiple of 5.0x;

  - For the other divisions, ABN Amro in its note of 8 August 2013 gives an EBITDA multiple of 1.3x, whereas ING in its note of 27 August 2013 gives an EBITDA multiple of 3.0x;

II. Sum-of-the-parts valuation based on the multiples of comparable transactions

The sum-of-the-parts valuation based on comparable transaction multiples was rejected since the performance over the last 12 months (preceding the first half of 2013) and the projected performance for 2013 of the "Construction" and "Multitechnics" divisions shows negative figures, making the transaction multiples method difficult to apply. It should be noted that this problem was circumvented in the sum-of-the-parts valuation based on the multiples of listed companies by using for those two divisions the financial multiples and parameters projected for 2014 and 2015. It should also be remembered that the Bidder sees the negative EBIT projections as a non-normative situation typical of the cyclical nature of the construction industry.

III. Discounted free future operating cash flows

The Bidder refrained from using the DCF approach, which is designed to estimate the future cash flows over a long period (at least three to five years). This approach is considered to be less reliable because of the nature of the activities of the “Dredging and Environment” division (a projects business with limited long-term visibility) on the one hand, and the lack of available projection data for the other activities of the CFE group on the other hand:

- The market of the “Dredging and Environment” division is characterized by a certain cyclicality. The order book offers only a limited picture of business prospects, ranging on average from 12 to 18 months. Furthermore, the investment programme fluctuates depending on the evolution of this order book, the type of contracts, and new growth or development initiatives.

  To illustrate this, the operating margins (EBITDA/turnover) fluctuated in recent years between 14% and 20%, while the annual capital expenditure for DEME as a whole varied between less than €100 million and around €400 million (the company experienced a peak in recent years as part of the large-scale investment programme for the expansion and diversification of its activities).

- As for the other divisions of the Target Company, the data available to the Bidder is limited to publicly available information (often with limited or no breakdown by division), which is insufficient to apply a DCF approach. The only information available for those divisions are turnover and operating result (EBIT), published by two analysts, ING and ABN Amro, for the period 2013 to 2015. Also, in order to obtain an accurate view on the long-term flows for the "Real estate & management services" and "PPP-Concessions" divisions, more detailed project-by-project information is needed, yet no such information is available.

(iv) Conclusion

The Bidder proposes €45 in cash per Share. Table 10 shows the premiums and discounts of the valuation methods used with respect to the Bid Price:

Table 10: Summary of Bid premiums

Reference as of 19 September 2013	Reference	Premium/(Discount)
Latest price (18 September 2013)	43.44	3.6%
Average 1 month	42.25	6.5%
Average 3 months	43.73	2.9%
Average 6 months	44.78	0.5%
Average 12 months	43.00	4.6%
Highest 12 months	48.00	(6.3%)
Lowest 12 months	36.50	23.3%
Target price of analysts (minimum)	43.00	4.7%
Target price of analysts (average)	47.60	(5.5%)
Target price of analysts (maximum)	53.00	(15.1%)
Sum of the parts: EBIT multiples 2013/2014	51.16	(12.0%)
Sum of the parts: EBIT multiples 2014/2015	57.25	(21.4%)

In conclusion, Table 11 below shows that, based on the various valuation methods applied, the Bid Price of €45 is situated between the lower end and the middle of the valuation range.

However, the Bid Price of €45 is the result of negotiations conducted with Vinci that led to the Agreement concluded on 19 September 2013.

Table 11: Summary of valuation framework and Bid premiums			
Methodology used	**Lower range**	**Mid range**	**Upper range**
1. Share price development	36.50	43.00	48.00
2. Target price (analysts)	43.00	47.60	53.00
3. Sum of the parts	51.16	54.21	57.25
Average	**43.55**	**48.27**	**52.75**
Premium/(discount) relative to the Bid Price	**3.3%**	**(4.7%)**	**(10.9%)**

The values in Table 11 show that the Bid Price implies the following premiums:

- A 3.3% premium compared to the average lower range of the valuation methods used;
- A 4.7% discount compared to the average mid range of the valuation methods used;
- A 10.9% discount compared to the average upper range of the valuation methods used.

(f) Unconditional Bid

The Bid is unconditional.

7.2 Compliance and validity of the Bid

(a) Decision of the board of directors to launch the Bid

On 15 September 2013, the board of directors of the Bidder approved the terms of the Agreement, the acquisition of control over the Target Company, and the subsequent launch of the present Bid.

(b) Requirements of Article 57 in conjunction with Article 3 of the Royal Decree on public takeover bids

The Bid has been launched in compliance with the requirements set out in Article 57 in conjunction with Article 3 of the Royal Decree on public takeover bids:

- The Bid relates to all Shares, i.e. all outstanding shares issued by CFE with voting rights or giving access to voting rights other than the shares already held by the Bidder or its affiliates;

- The unconditional and irrevocable availability of funds required for the payment of the Bid Price for all Shares has been confirmed by BNP Paribas Fortis SA/NV;

- The conditions of the Bid are in compliance with the applicable laws, in particular with the Act on public takeover bids and the Royal Decree on public takeover bids;

- The Bidder undertakes, as far as it is concerned, to use its best efforts to bring the Bid to a successful conclusion; and

- The Paying Agent Bank will centralise the receipt of Acceptance Forms, either directly or indirectly, and process payment of the Bid Price.

(c) *Statutory approval*

The Bid is not subject to any statutory approval, other than the approval of this Prospectus by the FSMA.

7.3 Indicative timetable[7]

Event	Planned date
Filing of notice of public Bid	16/01/2014
Announcement in accordance with Article 7 of the Royal Decree on public takeover bids	17/01/2014
Approval of the Prospectus by the FSMA	4/02/2014
Approval of the memorandum of reply by the FSMA	4/02/2014
Publication of the Prospectus and the memorandum of reply	11/02/2014
Opening of the Acceptance Period	11/02/2014
Closure of the Acceptance Period	5/03/2014
Announcement of the results of the Acceptance Period	10/03/2014
Payment Date	12/03/2014

7 This indicative timetable does not include the hypothesis of a reopening of the Bid. Given Vinci's undertaking under the Agreement not to contribute its shares to the Bid, a reopening of the Bid for reason that the Bidder holds 90% of the shares issued by CFE, is in fact mathematically impossible. See in this respect Section 7.5 ("*The Tender Bid– Reopening of the Tender Bid*").

7.4 Acceptance Period

(a) Acceptance Period

The Acceptance Period runs from 11 February 2014 to 5 March 2014, at 16 hours CET.

(b) Extension

Pursuant to Article 31 of the Royal Decree on public takeover bids in conjunction with Article 57 of the same Decree, the Acceptance Period may be extended by five Business Days. This would be the case if at any time during the Bid period the Bidder (or a person acting in concert with the Bidder) acquires or undertakes to acquire, other than through the Bid, Shares at a price higher than the Bid Price. In such case, the Bid Price will be adjusted so that it corresponds to this higher price and the Acceptance Period will be extended by five Business Days following publication of this higher price, in order to allow all Shareholders to accept the Bid at this higher bid price.

7.5 Reopening of the Bid

(a) Possession of 90% of the shares

Pursuant to Article 35(1) of the Royal Decree on public takeover bids, in conjunction with Article 57 of the same Decree, a mandatory public Bid must be reopened if the bidder and/or its affiliates hold at least 90% of the shares concerned by the Bid in question. In such event, the Bid would be reopened within 10 Business Days following the announcement of the results of the Bid, for a period of at least five Business Days and maximum 15 Business Days.

The Bidder reminds the Shareholders that, in view of the undertaking given by Vinci not to tender its Shares to the Bid (see Subsection 7.9(d) *"The Bid – Other aspects of the Bid – Relevant contractual arrangements in connection with the Bid"*), the 90% threshold mentioned earlier cannot mathematically be attained. Under the Bid, the Bidder can only acquire up to maximum 6,959,360 Shares (or 27.5% of the capital of CFE), thereby increasing its stake in CFE up to maximum 87.89%.

(b) Delisting of the Shares

The Bidder has no intention whatsoever of requesting the delisting of the shares from Euronext Brussels after the end of the Bid.

(c) Increase of the Bid Price

If the Bidder (or a person acting in concert with the Bidder) undertakes, prior to the announcement of the results of the Bid, to acquire Shares at a price higher than the Bid Price, Articles 35 and 36 of the Royal Decree on public takeover bids, in conjunction with Article 57 of the same Decree, require the Acceptance Period to be reopened within 10 Business Days following the notification of the circumstance that triggered said reopening, unless the Bid has been extended pursuant to Article 31 of the Royal Decree on public takeover bids, as mentioned in Subsection 7.4(b) (*"The Bid – Acceptance Period – Extension"*).

In the event of a reopening of the Bid pursuant to Articles 35 and 36, the Bid would be reopened at the higher price, and the Bidder would pay the difference between this higher price and the initial Bid Price to the shareholders who responded to this initial offer.

The Bidder has no intention whatsoever of acquiring Shares at a higher price than the Bid Price. Under the terms of the Agreement, Vinci is, for its part, contractually bound to refrain from such an acquisition.

7.6 Squeeze-out

Pursuant to Articles 42 and 43 of the Royal Decree on public takeover bids, in conjunction with Article 57(2) of the same Decree, any person launching a mandatory public Bid who, following the Bid, holds together with the persons acting in concert with said person at least 95% of the voting capital and 95% of the voting securities of the target company, legally has the right to launch a squeeze-out for all the shares that are not yet in its possession or in the possession of persons acting in concert with it.

If such a squeeze-out would be launched, the Bid would be reopened for a period of 15 Business Days, at the latest upon expiration of a three-month period following the end of the Acceptance Period (or its first reopening).

As was indicated above, and apart from the fact that the above-mentioned thresholds are most unlikely to be attained in this case, the Bidder has no intention of launching such a squeeze-out or of turning the Target Company into a private company.

7.7 Sell-out right

Under the Royal Decree on public takeover bids, if, following the Bid, the Bidder and the persons acting in concert with the Bidder hold at least 95% of the voting capital and 95% of the voting securities in the Target Company, any Shareholder may demand that the Bidder buys its Shares under the terms and conditions of the present Bid, such in accordance with Article 44 of the Royal Decree on public takeover bids in conjunction with Article 57(2) of the same Decree.

Any such request must be addressed to the registered office of the Bidder by registered letter with acknowledgement of receipt within three months following the end of the last Acceptance Period.

7.8 Acceptance of the Bid and payment

(a) Withdrawal of acceptance

In accordance with Article 25(1) of the Royal Decree on public takeover bids in conjunction with Article 57 of the same Decree, Shareholders who have confirmed their acceptance under the Bid may withdraw this acceptance at any time during the Acceptance Period in question.

For the withdrawal of an acceptance to be valid, it must be notified in writing directly to the financial intermediary with whom the Shareholder has deposited its Acceptance Form, specifying the number of Shares in respect of which the acceptance is being withdrawn. Shareholders holding registered Shares will be informed by the Target Company of the procedure to be followed to withdraw their acceptance. In the event that the Shareholder notifies its withdrawal to a financial intermediary other than the Paying Agent Bank, it is the obligation and the responsibility of such financial intermediary to notify the Paying Agent Bank promptly of this withdrawal. Such notification must be made to the Paying Agent Bank at the latest by 5 March 2014 at 16 hours CET (as regards the Acceptance Period) or, where appropriate, by the date that will be specified in the relevant notification and/or press release.

(b) Acceptance Form

(i) General

Shareholders can accept the Bid and sell their Shares by duly completing, signing and submitting in duplicate the Acceptance Form attached hereto in Appendix 1, at the latest on the final day of the Acceptance Period, or, as the case may be, of the subsequent acceptance period of a reopening of the Bid.

The duly completed and signed Acceptance Form may be deposited free of charge directly at the counters of the Paying Agent Bank.

Shareholders may also elect to have their acceptance registered either directly or indirectly through another financial intermediary. In such case, they should inquire about the costs and fees that these organizations might charge and which they will have to bear.

Those financial intermediaries shall, as the case may be, comply with the process described in this Prospectus.

(ii) Additional practical instructions

Shareholders holding Shares in dematerialized form (booked on a securities account) will instruct their financial intermediary to immediately transfer to the Paying Agent Bank the Shares they hold in their securities account with this financial intermediary. They will do so by depositing the duly completed and signed Acceptance Form or by otherwise registering their acceptance with the Paying Agent Bank, either directly or indirectly, through other financial intermediaries. Those financial intermediaries shall immediately transfer the offered Shares to the account of the Paying Agent Bank.

(iii) Ownership of the Shares

Shareholders offering their Shares represent and warrant that (i) they are the legal owner of the Shares thus offered, (ii) they have the requisite power and capacity to accept the Bid, and (iii) the offered Shares are free and clear of any pledge, lien or other encumbrance.

In the event that Shares are owned by two or more persons, the Acceptance Form must be signed jointly by all those persons.

If Shares are subject to usufruct, the Acceptance Form must be signed jointly by the bare owner and the usufructuary.

If Shares are pledged, the Acceptance Form must be signed jointly by the pledgor and the pledgee, with the pledgee expressly confirming the irrevocable and unconditional release of the relevant Shares from the pledge. If Shares are encumbered in any other manner or are subject to any other claim or interest, all beneficiaries of such encumbrance, claim or interest must jointly complete and sign the Acceptance Form and all those beneficiaries must irrevocably and unconditionally waive any and all such encumbrance, claim or interest relating to those Shares.

(c) Announcement of the results of the Bid

In accordance with Articles 32 and 33 of the Royal Decree on public takeover bids, in conjunction with Article 57 of the same Decree, the Bidder will announce within five Business Days following the end of the Initial Acceptance Period the results of the Initial Acceptance Period as well as the number of Shares the Bidder holds following the Bid. This announcement will be made in a press release to be published on the websites of the Paying Agent Bank (www.bnpparibasfortis.be), the Bidder (www.avh.be), and the Target Company (www.cfe.be).

If the Bid is reopened as described in Section 7.5 ("The Bid – Reopening of the Bid"), the Bidder will announce, within five Business Days following the end of the new Acceptance Period, the results of the relevant reopening, as well as the number of Shares the Bidder holds following this reopening. This announcement will be made in a press release to be published on the websites of the Paying Agent Bank (www.bnpparibasfortis.be), the Bidder (www.avh.be), and the Target Company (www.cfe.be).

Where an announcement of the results coincides with a transaction requiring publication in accordance with Article 11 of the Act on public takeover bids, these results shall also be announced in a publication in accordance with Article 11 of the Act on public takeover bids.

(d) Date and method of payment

The Bidder shall pay the Bid Price to the Shareholders who have validly offered their Shares during the Acceptance Period, within ten Business Days following the announcement of the results of the Acceptance Period. If there are subsequent Acceptance Periods due to any reopening(s) of the Bid, as described in Section 7.5 ("The Tender Bid – Reopening of the Bid"), the Bidder shall pay the Bid Price within ten Business Days following the announcement of the results of such subsequent Acceptance Periods.

Payment of the Bid Price to the Shareholders who have duly accepted the Bid will be made without condition or restriction, by wire transfer to the bank account specified by the Shareholders in their Acceptance Form.

The Bidder will pay the tax on stock market transactions. See Subsection 8.2(h) (*"Belgian tax treatment of the Bid - Tax on stock market transactions"*) for more details. The Paying Agent Bank will not charge the Shareholders any commission, fee or other costs in connection with the Bid. Shareholders who register their acceptance with a financial institution other than the Paying Agent Bank should inquire about additional costs that may be charged by such institutions and they will bear any additional costs that may be charged by those institutions.

The risk associated with and the ownership of the Shares that were validly offered during the Acceptance Period will pass to the Bidder on the Settlement Date at the time when payment of the Bid Price is made by the Paying Agent Bank on behalf of the Bidder (i.e. the time when the Bidder's account is debited for this purpose).

(e) Counter-bid and higher bid

In the event of a counter-bid and/or higher bid (the price of which must be at least 5% above the bid Price) in accordance with Articles 37 to 41 in conjunction with Article 57 of the Royal Decree on public takeover bids, the Acceptance Period will be extended until the expiry of the Acceptance Period of that counter-bid. In the event of a valid and more favourable counter-bid and/or higher bid, all Shareholders who have offered their Shares under the Bid may exercise their withdrawal right in accordance with Article 25 in conjunction with Article 57 of the Royal Decree on public takeover bids and the procedure described under Section 7.8 (*"The Bid – Acceptance of the Bid and payment"*).

If the Bidder would launch a higher bid in response to a counter-offer, all Shareholders who have accepted the Bid will benefit from this increased price.

(f) *Subsequent increase of the Bid Price*

If the Bidder would increase the Bid Price, all Shareholders who accepted the Bid prior to such increase will benefit from the increase.

7.9 Other aspects of the Bid

(a) *Works council*

The works council of the Target Company has adopted a opinion in accordance with Article 44 of the Act on public takeover bids. This opinion is attached in its entirety to this Prospectus in Appendix 4.

(b) *Financing of the Bid*

The Bid Price being €45 per Share, the funds required for payment of the price of the Shares covered by the Bid amount to €451,161,900.

The Bid is financed by unconditional and irrevocable credit facilities granted to the Bidder by BNP Paribas Fortis SA/NV. Those credit facilities take the form of a specific instalment of €313,171,200 under the Credit Facilities Agreement concluded for the purposes of the Acquisition of Control, and a sum of €137,990,700 under existing credit lines now earmarked exclusively to pay the price of the Shares.

The net cash position of AvH as at 30 September 2013 stood at €147.8 million. AvH financed the Initial Acquisition with €50 million available funds, and the rest with a bank loan of €88 million. Financing the Initial Acquisition therefore had an impact of €138 million on the net cash position of AvH.

As was pointed out above, the Bid is financed entirely with bank loans. Bearing in mind that Vinci has undertaken not to contribute to the Bid any of the 3,066,460 Shares still in its possession as of the date of this Prospectus, a maximum of 6,959,360 Shares may be offered under the Bid

Bid. Consequently, the financing of the Bid would have a maximum additional impact of €313,171,200 on the net cash position of AvH.

The impact of the financing of the Bid and the Acquisition of Control on the results and the assets of the Bidder will emerge from the 2013 annual results of the Bidder, which will be published before the end of the Acceptance Period, more specifically on 28 February 2014.

Given the price of the Share as of the date of the Prospectus, it seems unlikely that a large number of Shares will be offered to the Bid. Nevertheless, should this be the case, AvH will, before the maturity date of the bank loan (within three years) that will have been used to finance the acquisition of the Shares offered under the Bid, examine the expediency of a refinancing either with a new bank loan or by reselling all or part of the Shares offered under the Bid to one or several institutional investors.

(c) *Expert opinion*

There is no expert report on the particular subject of the present Bid.

Nevertheless, the Bidder reminds the Shareholders that, for the purposes of the special report required under Article 602 of the Companies Code concerning the Capital Increase, the board of directors of the Target Company had requested a fairness opinion from an independent expert. This fairness opinion, which does not directly concern the price of the present Bid but rather the exchange ratio in the context of the Capital Increase, can be found on the website of the Target Company (http://fr.cfe.be/finances/investisseurs/capital-increase-2013.aspx).

(d) *Relevant contractual arrangements in connection with the Bid*

In accordance with the terms of the Agreement, Vinci has undertaken not to contribute to the Bid any of the 3,066,460 Shares of the Target Company (indirectly) in its possession as of the date of the Prospectus. In accordance with the same agreement, Vinci has also undertaken not to respond to any counter-bid or higher bid launched by a third party and, in general, not to sell the shares in question to a third party before the closure of the Acceptance Period of the Bid (including any reopening thereof).8 After the end of this period, Vinci will no longer be under a contractual obligation to remain a shareholder of CFE.

8 As was pointed out above, the conditions of a mandatory reopening will not be fulfilled in this case, and the Bidder has no intention of launching a squeeze-out. See Sections 7.5 (*"The Bid – Reopening of the Bid"*) and 7.6 (*"The Bid - Squeeze-out"*).

Furthermore, the Agreement also contains an undertaking given by AvH to Vinci pursuant to which, subject to certain limitations, AvH agrees not to raise its stake in the capital of CFE above 70% (in the framework of the Bid or otherwise) without bringing it back down to or below that level within the following 12 months. This undertaking, which is meant to guarantee the liquidity of the CFE shares as long as Vinci holds a significant number of them, has been given for a period of three years from 24 December 2013 (renewable by mutual consent if necessary), but will cease immediately once Vinci no longer holds at least 10 % of the CFE shares.

8. BELGIAN TAX TREATMENT OF THE OFFER

8.1 Costs associated with the tender of Shares to the Bid

The Bidder will not pay any costs charged by financial intermediaries other than the Paying Agent Bank with which the Shareholders deposit their Acceptance Forms. If the Shareholders deposit the Bid Acceptance Forms with the Paying Agent Bank, they will not be charged any costs for the acceptance of the Bid. The Shareholders are therefore requested to inquire with their financial institution about any costs which they may be required to pay in connection with the Bid.

8.2 Taxation in Belgium upon transfer of the Shares

(a) Important notice

The information below does not claim to describe all the tax implications of the Bid and does not take account of the specific circumstances of each Shareholder, who may be subject to special rules (such as credit institutions, insurance companies, collective investment institutions, securities or currency traders, persons holding Shares as part of a straddle position, repo transactions, conversion transactions, composite transactions or any other integrated financial transactions) or tax laws of other countries than Belgium. The information given in the present section is based on current laws and practices in effect in Belgium on the date of this Prospectus. These laws and practices are subject to change, with retroactive effect as the case may be.

The information given below does not reflect tax-related or legal opinions or recommendations. Each Shareholder is advised to seek the opinion of its own tax consultant with regard to the tax implications of accepting the Bid, having regard to its own specific situation.

(b) *Definitions*

For the purposes of this section, (i) ‘Belgian individual’ means any individual subject to Belgian personal income tax (i.e. an individual having its domicile or seat of wealth in Belgium or assimilated individuals for the purposes of Belgian tax law; (ii) ‘Belgian company’ means any company subject to Belgian corporate income tax (i.e. a company having its registered office, principal place of business or effective place of management in Belgium); (iii) ‘Belgian legal entity’ means any legal entity subject to Belgian legal entities tax (i.e. a legal entity other than a Belgian company); and (iv) ‘non-resident’ means an individual, company or legal entity that does not fall into any of the three previous categories.

(c) *Belgian individuals*

For individuals holding Shares as a private investment, capital gains realized upon disposal of the shares are generally not subject to Belgian income tax. Capital losses on those Shares are in principle not tax deductible.

However, individuals may be subject to income tax at a special rate of 33% (to be increased with local surcharges, which are generally due at a rate between 6% and 9% of the amount of income tax) if the capital gain on the shares is deemed to have been realized outside the scope of the normal management of their private estate. Capital losses on those Shares are in principle not tax deductible.

Capital gains realized by individuals upon disposal of Shares held for professional purposes are taxable at the normal progressive tax rates on professional income (to be increased with local taxes), except for Shares held for more than five years, in which case the capital gains are taxable at a separate rate of 16.5% (to be increased with local taxes). Capital losses on the transfer of those Shares are in principle tax deductible and the losses resulting from these capital losses may, under certain conditions, be carried forward.

(d) Belgian companies

Belgian companies (other than small companies within the meaning of Article 15 of the Belgian Companies Code ("Small and Medium-sized Enterprises" - SMEs) are subject to Belgian corporate income tax at a separate rate of 0.412% on capital gains realized upon the disposal of Shares provided that (i) the income distributed in respect of those shares is deductible by virtue of Articles 202(1) and 203 of the 1992 Belgian Income Tax Code (hereinafter referred to as the "Conditions of the Tax-exempt Dividends Regime") and (ii) the Shares have been held in full legal ownership for an uninterrupted period of at least one year. The special 0.412% capital gains tax rate cannot be offset by any tax deductions (such as tax losses), nor are those capital gains eligible for tax credits.

Belgian resident companies classed as SMEs are normally not subject to the above-mentioned tax on capital gains realized upon the disposal of Shares provided that (i) the Conditions of the Tax-exempt Dividends Regime are met, and (ii) the Shares have been held in full legal ownership for an uninterrupted period of at least one year.

If the one-year minimum holding period condition is not met (but the Conditions of the Tax-exempt Dividends Regime are met), the capital gains realized upon the disposal of Shares by Belgian resident companies (whether or not SMEs) will be taxable at a separate corporate income tax rate of 25.75%.

Capital losses on Shares incurred by Belgian companies (whether or not SMEs) are not tax deductible.

(e) Belgian legal entities

Capital gains realized upon the transfer of Shares by legal entities are in principle tax exempt. Capital losses are not tax deductible.

(f) Non-residents

Capital gains realized on Shares by a person not residing in Belgium and not having acquired the Shares as part of professional activities carried out in Belgium through a permanent establishment or Belgian establishment are, as a rule, not subject to Belgian income tax (except for what is set out in the Subsection "*Uncertain implications of Article 228(3) of the 1992 Income Tax Code for non-residents*"), unless the capital gains (i) are presumed to have been realized outside the scope of the normal management of private estate, and (ii) were obtained or collected in Belgium. In this case, the capital gains will be subject to a withholding tax of 30.28% (insofar as Articles 90(1) and 248 of the 1992 Income Tax Code apply). However, Belgium has concluded double taxation treaties with more than 95 countries which generally provide for a total exemption from Belgian tax of capital gains realized by residents of those countries. Capital losses are generally not tax deductible.

Capital gains are taxable at the normal progressive rates, while capital losses are deductible if those capital gains or losses were realized or incurred on the Shares by a non-resident person owning Shares as part of its professional activities carried on in Belgium through a permanent establishment in Belgium (except for what is set out in the Subsection "*Uncertain implications of Article 228(3) of the 1992 Income Tax Code for non-residents*").

(g) Uncertain implications of Article 228(3) of the 1992 Income Tax Code for non-residents

According to a strict interpretation of Article 228(3) of the 1992 Income Tax Code, the capital gains realized on Shares by Belgian non-residents may be subject to tax in Belgium in the form of payroll withholding tax if the following three cumulative conditions are fulfilled: (i) the capital gains would have been taxable if the non-resident was a Belgian resident for tax purposes; (ii) the income is "chargeable" to a Belgian resident (including a Belgian establishment of a foreign entity), which in this context would mean that the capital gain was realized when the Shares were transferred to a Belgian resident (including a Belgian establishment of a foreign entity); and (iii) those capital gains on shares are taxable in Belgium in accordance with a double taxation treaty or, where no such treaty applies, the taxpayer fails to submit proof that those capital gains are effectively taxed in the State of which it is a resident.

However, it is not clearly established that the capital gain included in the sale price of an asset can be considered to be “chargeable” to the buyer of that asset within the meaning of the second condition referred to above. Furthermore, such a tax presupposes that the Belgian resident buyer knows (i) the identity of the Belgian non-resident (to verify whether the third condition referred to above has been met), and (ii) the amount of the capital gain on shares realized by the Belgian non-resident (since this amount determines the amount of the payroll withholding tax due by the Belgian buyer). Consequently, the application of this tax to transactions with Shares on the main stock market of Euronext Brussels will raise practical problems, since buyers and sellers as a general rule do not know each other.

Apart from the uncertainties set out above, the preparatory work for the Act introducing Article 228(3) of the 1992 Income Tax Code supports the assumption that the legislator had no intention of extending the scope of Article 228(3) of the 1992 Income Tax Code to capital gains included in the sale price of an asset.

The Belgian tax authorities are aware of the problems raised by the wide and imprecise scope of Article 228(3) of the 1992 Income Tax Code. The Belgian tax authorities brought this matter to the attention of the Minister of Finance and formulated recommendations to make it clear that the scope of Article 228(3) of the 1992 Income Tax Code does not extend to the capital gains referred to above.

(h) *Tax on stock market transactions*

A tax on stock market transactions is payable on any cash consideration paid for Shares offered under the Bid through a professional intermediary, currently at a rate of 0.25% of the purchase price. This tax is however limited to a maximum amount of €740 per taxable transaction. The tax is separately due by each party to any such transaction, i.e. the seller (transferor) and the purchaser (transferee), both collected by the professional intermediary.

This tax is not payable by (i) professional intermediaries described in Articles 2(9) and (10) of the Act of 2 August 2002 on the supervision of the financial sector and on financial services, acting for their own account; (ii) insurance companies described in Article 2(1) of the Act of 9 July 1975 on the supervision of insurance undertakings, acting for their own account; (iii) pension institutions described in Article 2(1) of the Act of 27 October 2006 on the supervision of pension institutions, acting for their own account; (iv) collective investment undertakings in transferable securities, as defined by the Act of 20 July 2004 on certain forms of collective management of investment portfolios (Part II), acting for their own account; and (v) non-residents, acting for their own account, provided that they deliver a certificate to the financial intermediary in Belgium confirming their non-resident status.

For the purposes of the present Bid, the Bidder will pay the tax on stock exchange transactions in respect of the Shares offered under the Bid.

APPENDIX 1 – ACCEPTANCE FORM

Acceptance Form

For the mandatory public Bid in cash by the limited liability company Ackermans & van Haaren ("AvH") for all the shares issued by the limited liability company Compagnie d'Entreprises CFE ("CFE") that are not yet owned by AvH or its affiliates.

To be completed and delivered in duplicate to BNP Paribas Fortis SA/NV at the latest by 5 March 2014, or any later date to be announced in case of extension, at 4 p.m. (CET).

By fax: 02 565 42 84
By e-mail: CFCM-ECM@bnpparibasfortis.com

I, the undersigned (name, first name, or company name and form), ...

Domiciled at / having its registered office at

…………………………………………………………………………………………..
…………………………………………………………………………………………..

……………………………………..(full address), having had the opportunity to read the prospectus attached to this document (the "Prospectus"), relating to the mandatory public bid by AvH ("Bid") for all the shares issued by CFE that are not yet owned by AvH or its affiliates (the "Shares").

(i) irrevocably and unconditionally undertake, subject only to a valid withdrawal during the acceptance period (as described in Section 7.8(a) of the Prospectus) and/or a counter-bid made in accordance with the applicable provisions after the date mentioned in this Acceptance Form (as described in Section 7.8(c) of the Prospectus), to sell and transfer to AvH, against payment as provided for in the Prospectus and in accordance with the terms and conditions set out therein, the following Shares under the Bid, of which I alone have full ownership and which I hold free of any pledge, security or other encumbrance (if the Shares are owned by two or more co-owners, all owners must jointly complete and sign the same Acceptance Form; if the Shares are subject to usufruct, the bare owner and the usufructuary must jointly complete and sign the same Acceptance Form; if the Shares are pledged or have been given as collateral, the pledgor and the pledgee must jointly complete and sign the same Acceptance Form, with the pledgee expressly confirming the irrevocable and unconditional release of the relevant Shares from the pledge; if the Shares are encumbered in any other manner or are subject to any other right, title, claim or interest, all beneficiaries of such right, title, claim or interest must jointly complete and sign the same Acceptance Form and all those beneficiaries must irrevocably and unconditionally waive any and all such rights, titles, claims or interests relating to those Shares).

Number of CFE shares	Form
(or in words)	Registered
(or in words)	Dematerialized (book-entry)

(ii) hereby authorize .... (Paying Agent Bank or other financial intermediary) to transfer the above-mentioned Shares to AvH on my behalf;

(iii) if the above-mentioned Shares are registered shares, I hereby request that the transfer be recorded in the share register of CFE and, to that end, I authorize each director of CFE (with power of substitution) to sign this registration on my behalf and for my account; and

(iv) if the above-mentioned Shares are in dematerialized form, I hereby authorize the Paying Agent Bank to sell the above-mentioned Shares to AvH on my behalf;

I hereby also warrant and represent that:

(i) I am duly empowered to transfer the above-mentioned Shares, and all authorizations, formalities or procedures required to that effect have been duly and successfully obtained, accepted, completed and/or carried out;

(ii) I have made inquiries about any restrictions that might exist with respect to this Prospectus being made available to me and/or the acceptance of the Bid by me in any relevant jurisdiction, and I confirm that I have complied with all those restrictions;

(iii) I am acting either (i) on my own behalf and for my own account or (ii) as authorized representative for another person, in which case I warrant and represent that I hold a valid power of attorney or a discretionary investment mandate for said person;

(iv) I am aware that, to be valid, this Acceptance Form, duly completed and signed in duplicate, and any power of attorney or other requisite documents must be submitted – by me or by my agents or financial intermediaries whom I have authorized to that effect – during business hours and before 16.00h (CET) on 5 March 2014, or any later date to be announced in case of extension of the acceptance period, to a branch of the Paying Agent Bank;

(v) I am aware that acceptance of the Bid will not entail any costs for the owners of Shares who deposit their Shares with the Paying Agent Bank, that any tax on stock market transactions will be paid by AvH, and that I will have to bear any other costs charged by financial intermediaries other than the Paying Agent Bank;

(vi) I have received all the information I need to make an informed decision regarding the Bid.

I hereby request that the Bid Price corresponding to the above-mentioned Shares be credited to my bank account IBAN .... BIC…...........……....…........................…, opened with the bank: ……………....…………....…………, on the settlement date specified in Section 7.8(d) of the Prospectus.

Except where otherwise indicated, the terms used with a capital letter in this Acceptance Form shall have the same meaning as in the Prospectus.

Signed in duplicate at (place)……..........................…………., on (date)………………………………..

--- ---

Signature of the tenderer of Shares:

Name:

APPENDIX 2 – LIST OF CROSS REFERENCES

Article of the appendix to the Royal Decree on takeover bids	**Reference**
2.2.1 Financial information relating to the Bidder	
Statutory annual accounts of AvH as per 31 December 2012	Annual report 2012 pp. 168 and following
Consolidated annual accounts of AvH as per 31 December 2012	Annual report 2012 pp. 116 and following
Consolidated interim state of AvH as per 30 June 2013	Semi-annual results 2013
3.3.1 Financial information relating to the Target Company	
Statutory annual accounts of CFE as per 31 December 2012	Annual report 2012 p. 38
Consolidated annual accounts of CFE as per 31 December 2012	Annual report 2012 pp. 30 and following
Consolidated interim state of CFE as per 30 June 2013	Interim financial report as per 30 June 2013

APPENDIX 3 – MEMORANDUM IN REPLY

The French version of this Memorandum in Reply was approved by the FSMA on 4 February 2014, in accordance with Article 28(3) of the Act on public takeover bids.

The Memorandum in Reply was drawn up in French. Dutch and English versions have been prepared under the responsibility of CFE. Where there are inconsistencies between those versions, the French version shall prevail.

The Memorandum in Reply is also available, including the French version thereof, in digital format at the website of the Company: www.cfe.be.

Shareholders of the Company can also obtain a printed version of the Memorandum in Reply, including the French version thereof, by sending a written request by ordinary letter to the Company at the address of its registered office: Avenue Herrmann-Debroux 40-42, 1160 Auderghem.

"COMPAGNIE D'ENTREPRISES CFE"
"AANNEMINGSMAATSCHAPPIJ CFE" in Dutch
Abbreviated as "CFE"
Limited Liability Company
Registered office: Auderghem (1160 Brussels)
Avenue Herrmann-Debroux, 40-42
Register of Legal Entities Brussels
Company registration number: 0400.464.795

MANDATORY PUBLIC TAKEOVER BID IN CASH
BY ACKERMANS & VAN HAAREN SA
FOR ALL SHARES ISSUED BY CFE
NOT YET OWNED BY THE BIDDER

-

MEMORANDUM IN REPLY
OF THE BOARD OF DIRECTORS OF CFE

I. INTRODUCTION

On 19 September 2013, the Limited Liability Company Ackermans & van Haaren, with registered office at Begijnenvest 113, 2000 Antwerp, registered with the Crossroads Bank for Enterprises under number 0404.616.494 (RLE Antwerp) (the **"Bidder"** or **"AvH"**), and the Limited Liability Company incorporated under French law Vinci (**"Vinci"**), acting on its own behalf and on behalf of its subsidiary Vinci Construction SAS, entered into an agreement (**"Agreement"**) for the acquisition by AvH of the exclusive control over CFE (hereinafter also referred to as the **"Company"**), involving:

(i) the acquisition by AvH of 3,066,440 shares representing, as of that date, 23.42 % of the capital of CFE, at the price of € 45 per share (**"Initial Acquisition"**); and

(ii) the contribution in kind by AvH to CFE of its 50 % stake (or 2,256,450 shares) in the Limited Liability Company Dredging, Environmental & Marine Engineering (hereinafter referred to as **"DEME"**), in consideration for 12,222,222 newly issued CFE shares, at the price of € 45 per share, as part of a capital increase to be decided by the extraordinary general meeting of CFE (the

“Capital Increase” and, together with the Initial Acquisition, the **“Acquisition of Control”**). The conclusion of this Agreement was announced on the same day in a press release by AvH and Vinci.

The extraordinary general meeting of CFE approved the Capital Increase on 13 November 2013 subject to the two conditions precedents to which the closing of the Acquisition of Control was subject. Once those conditions precedent were fulfilled, the Acquisition of Control was closed on 24 December 2013.

As a result, AvH holds 15,288,662 CFE shares, representing 60.39 % of the capital of CFE, or more than 30 % of the voting shares issued by CFE. By virtue of Article 5 of the Act of 1 April 2007 on public takeover bids (hereinafter referred to as the **“Act on public takeover bids”**) and Article 50 of the Royal Decree of 27 April 2007 on public takeover bids (hereinafter referred to as the **“Royal Decree on public takeover bids”**), AvH is therefore obliged to launch a public takeover bid (the **“Bid”**) for all voting shares or shares giving a voting right issued by CFE and which are not yet in AvH’s possession or in that of affiliated persons, namely 10,025,820 shares, representing 39.61 % of the capital of CFE.

On 16 January 2014, AvH filed with the FSMA the notice required by Article 5 of the Royal Decree on public takeover bids. On 17 January 2014, gave the FSMA notice of the draft prospectus drawn up by the Bidder to the Company (hereinafter referred to as the **“Prospectus”**).

The board of directors of the Company (hereinafter referred to as the **“Board”**) met on 22 January 2014 to examine the Prospectus and to draw up the present Memorandum in Reply (hereinafter referred to as the **“Memorandum in Reply”**), in accordance with Articles 22 to 30 of the Act on public takeover bids and Articles 26 to 29 of the Royal Decree on public takeover bids. All directors of the Company were present or represented at that meeting. The final version of the Memorandum in Reply has been modified to take into account the last version of the Prospectus which has been passed on to the Company.

Except where otherwise indicated in this Memorandum in Reply, the words and phrases used with a capital letter shall have the meaning attributed to them in the Prospectus.

II. COMPOSITION OF THE BOARD

The Board is currently composed as follows:

- C.G.O SA, represented by Philippe Delaunois, Chairman of the board of directors;
- Renaud Bentégeat, Managing Director;
- Alain Bernard, Non-executive Director appointed following a proposal by AvH;
- Luc Bertrand, Non-executive Director appointed following a proposal by AvH;
- John-Eric Bertrand, Non-executive Director appointed following a proposal by AvH;
- Piet Dejonghe, Non-executive Director appointed following a proposal by AvH;
- Koen Janssen, Non-executive Director appointed following a proposal by AvH;
- Jan Suykens, Non-executive Director appointed following a proposal by AvH;
- Christian Labeyrie, Non-executive Director appointed following a proposal by Vinci;
- Consuco SA, represented by Alfred Bouckaert, Independent Director;
- Philippe Delusinne, Independent Director;
- Ciska Servais SPRL, represented by Ciska Servais, Independent Director;
- Jan Steyaert, Independent Director.

III. DESCRIPTION OF THE BID

The Bid is a mandatory public takeover bid launched in accordance with Article 5 of the Act on public takeover bids and Chapter III of the Royal Decree on public takeover bids. It is unconditional.

The Bid is paid in cash. The Offer Price is € 45 per Share (coupons nos. 7 and following attached).

The Bid relates to all the shares issued by CFE which are not already held by the Bidder or by affiliated persons, namely 10,025,820 shares (the **“Shares”**). The Shares are listed on NYSE Euronext Brussels under ISIN code BE0003883031. CFE has not issued any other securities with voting rights or giving access to voting rights. CFE has not issued any rights enabling the holders of such rights to acquire shares.

It results from the Prospectus that, in accordance with the terms of the Agreement, Vinci has undertaken not to contribute to the Bid (or to any counter-offer or higher offer) all or part of the 3,066,460 shares representing the capital of CFE that are still in its possession as of the date of the Prospectus and which it has also undertaken not to transfer to a third party until the end of the Acceptance Period of the present Bid. Consequently, under the Bid, AvH can effectively acquire up to 6,959,360 Shares (or 27.5 % of the capital of CFE), thereby increasing its stake in CFE to 87.89 %.

The Acceptance Period runs from 11 February 2014 to 5 March 2014, at 16 hours CET. Pursuant to Article 35(1) of the Royal Decree on public takeover bids, in conjunction with Article 57 of the same Decree, a mandatory public takeover bid must be reopened if the Bidder and/or its affiliates hold at least 90 % of the 10,025,820 Shares. In the Prospectus, the Bidder reminds the Shareholders that, in view of the undertaking given by Vinci (see above) not to contribute its Shares to the Bid, this 90 % threshold will not be reached.

The Bidder points out in the Prospectus that it has no intention of requesting the delisting of the Shares from Euronext Brussels after the close of the Bid, or of launching a squeeze-out following the Bid, pursuant to Articles 42 and 43 of the Royal Decree on public takeover bids, in conjunction with Article 57 of the same Decree, and/or Article 513 of the Companies Code.

IV. EXAMINATION OF THE PROSPECTUS

The Board examined the Prospectus in accordance with Article 24 of the Act on public takeover bids and Article 26 of the Royal Decree on public takeover bids. There are no comments to make on the Prospectus.

V. EVALUATION OF THE BID

In accordance with Article 24 of the Act on public takeover bids and Article 28 of the Royal Decree on public takeover bids, the Board examined the repercussions of the implementation of the Bid on the interests of the Company, its shareholders, its creditors, and its staff.

A. **<u>Repercussions of the implementation of the Bid on the interests of the shareholders of CFE</u>**

As indicated under Section I above, the Bid is the result of an Agreement entered into on 19 September 2013 between AvH and Vinci, involving (i) the acquisition by AvH of 3,066,440 shares representing, as of that date, 23.42 % of the capital of CFE, at the price of € 45 per share, and (ii) the contribution in kind by AvH to CFE of its 50 % stake in DEME in exchange for 12,222,222 newly issued CFE shares , at the price of € 45 per share.

Following the closing of those two transactions on 24 December 2013, CFE has exclusive control over DEME, of which it is, both directly and indirectly, the sole shareholder, while AvH has exclusive control over CFE, in which it has a 60.39 % stake.

AvH points out in the Prospectus (p. 8) that the Offer price of € 45 per share *"is based on a price negotiated with Vinci under the Agreement concluded between Vinci and the Bidder, which becomes the Offer Price pursuant to the regulations governing the price of mandatory public takeover bids(more specifically Article 53 of the Royal Decree on public takeover bids)."*

According to AvH, *"the main benefit of the Bid for the Shareholders is the Bid Price, and the fact that the Bid presents an immediate liquidity opportunity for the Shareholders"* (point 6.4 of the Prospectus). AvH also notes that *"with a long-term stable majority shareholder like AvH, CFE will be able to continue developing its national and international operations, possibly in the wake of DEME, and will also benefit from potential synergies between the subsidiaries of CFE that are active in the construction business, and DEME or the subsidiaries of AvH that are active in the construction and real estate business. So far, however, AvH has not identified or quantified any specific synergies."* (Point 6.4)

AvH already has exclusive control over CFE, in which it holds a 60.39 % stake. The successful implementation of the Bid will therefore have no other impact for the shareholders of CFE who do not contribute their Shares to the Bid than to increase the stake already held by AvH to above the 75 % or 80 % threshold, as the case may be. In that case, AvH will have an interest that allows it to have a decisive influence on the resolutions of the general meeting of CFE, more specifically those resolutions which, by virtue of the Companies Code, must be passed by a number of votes that is either equal to or higher than one of those percentages, being however recalled that the Prospectus (p.7.9 d) indicates the agreement entered into between AvH and Vinci contains an undertaking given by AvH to Vinci pursuant to which, subject to certain limitations, AvH agrees not to raise its stake in the capital of CFE above 70% (in the framework of the Bid or otherwise) without bringing it back down or below that level within the following 12 months. This undertaking which is meant to guarantee the liquidity of the CFE shares as long as Vinci holds a significant number of them, has been given for a period of three years from 24 December 2013 (renewable by mutual consent if necessary), but will cease immediately once Vinci no longer holds at least 10 % of the CFE shares.

Shareholders who contribute their Shares to the Bid will therefore relinquish the prospects offered by AvH as quoted above, as well as in Section D below. In exchange for contributing their Shares to the Bid, they will receive an amount in cash for their Shares corresponding to the Offer Price, in the knowledge that, as of the date of the present Memorandum in Reply, the Offer Price is lower than the stock market price. The Board can therefore only advise every CFE shareholder to whom the Bid is addressed to either contribute or not contribute their Shares to the Bid, depending on their personal investment strategy.

B. **Repercussions of the implementation of the Bid on the interests of the Company's creditors**

On the basis of the information contained in the Prospectus and the terms and conditions of the Bid, the Board believes that the implementation of the Bid will have no negative consequences for the interests of the Company's creditors.

C. **Repercussions of the implementation of the Bid on the interests of the Company's staff**

On the basis of the information contained in the Prospectus, the Board believes that the implementation of the Bid and the strategy that is expected to result from it will have no consequences for the interests of the staff of the Company and of its subsidiaries.

The Board points out in this respect that, as the Bidder indicates in the Prospectus that at present the Bidder has no intention of making other changes to the composition of the board of directors than the changes decided by the general meeting of CFE on 13 November 2013 (with effect from the date of closing of the Acquisition of Control, *i.e.* 24 December 2013) *"restructuring the board of directors, management or staff of CFE, or of altering their terms of employment"* and that *"it will be up to the board of directors to monitor and to adjust its management policy to the general economic situation of the different business divisions of CFE"* (point 6.3 of the Prospectus).

D. **Position of the Board regarding the strategic plans of the Bidder and the impact of the Bid on the interests of CFE**

The Board notes from the Prospectus that the primary objective pursued by AvH with the Acquisition of Control *"was to bring DEME under a single strategic management, as this company has always been one of the strategic participations of AvH"* (point 6.2).

As regards the Bidder's intentions, the Board notes that Section 6.3 of the Prospectus sets out in particular the following:

- *"By the Acquisition of Control, AvH not only obtained exclusive control over DEME, one of its strategic participations, but also acquired control over the operations of CFE in different building trades";*

- *"AvH wants to support CFE and DEME in the profitable development of their activities while maintaining a long-term solid financial position in order to cope with economic fluctuations";*

- *"At present, AvH has no intention of altering or restructuring the operations of CFE and DEME";*

- *"It will be up to the board of directors of CFE to re-examine the company's strategic orientations in consultation with the management, particularly in the light of possible synergies with the Ackermans & van Haaren group, the general economic situation of the different business divisions of CFE, and its strategic position";*

- At present AvH has no intention of making other changes to the composition of the board of directors than the changes decided by the general meeting of CFE on 13 November 2013 (with effect from the date of closing of the Acquisition of Control, i.e. 24 December 2013) *"At present, AvH has no intention of restructuring the board of directors, management or staff of CFE, or of altering their terms of employment";*

- *"Shareholders should not assume that the past dividend policy of CFE will necessarily be continued in the future. As a strategic investor, AvH's investment in CFE is not merely driven by set expectations regarding an annual dividend. (...) AvH will assess the future dividend policy in light of the financial situation and the prospects of CFE and of its main shareholding, DEME, based on recurrent operating cash flow, investment requirements, evolution of working capital requirements, and strategic choices as defined by the board of directors of CFE and DEME";*

- *"AvH wishes the Shareholders to remain associated with the industrial project of CFE based on (a) a reinforced stake in DEME (100%), (b) the construction and real estate sectors, and (c) the synergies that may be created between the two activities. Therefore, as of the date of this Prospectus, AvH has no intention of acquiring all of the shares of the Company."*

In view of the information given on this subject in the Prospectus, the Board considers it has no comments to make to the effect that the Offer and/or the Bidder's intentions are contrary to the interests of the Company, its shareholders, its creditors or its staff.

VI. SHARES HELD BY MEMBERS OF THE BOARD AND PERSONS THEY REPRESENT

As of the date of the Memorandum in Reply, the following members of the Board and persons they represent hold CFE shares:

- Philippe Delaunois: 1,020 CFE shares;
- Renaud Bentégeat: 1,020 CFE shares;
- Alain Bernard: 3,195 CFE shares;
- Luc Bertrand**,** John-Eric Bertrand, Piet Dejonghe, Koen Janssen and Jan Suykens represent AvH, which holds 15,288,662 CFE shares;
- Christian Labeyrie represents Vinci, which holds 3,066,460 CFE shares.

As was pointed out above, Vinci has undertaken not to contribute to the Bid all or part of the 3,066,460 CFE shares in its possession. Vinci therefore has no intention of contributing said shares to the Bid. Since AvH is the Bidder, the shares that are in its possession are not involved in the Bid and will therefore not be contributed to it. Messrs Delaunois, Bentegéat and Bernard do not intend to contribute the CFE shares mentioned above to the Bid.

VII. APPLICATION OF THE APPROVAL AND PRE-EMPTION CLAUSES

The Company's articles of association contain no approval or pre-emption clauses.

VIII. NOTIFICATION OF THE STAFF OF THE COMPANY

In accordance with Articles 42 and following of the Act on public takeover bids, the Board has informed the Company's works council of the announcement of the Bid and its terms and conditions.

The position of the works council on the Bid will be attached to the Prospectus.

IX. MISCELLANEOUS

A. Responsibility for content

CFE, represented by its board of directors, is responsible for the information contained in the present Memorandum in Reply.

CFE confirms that, to its knowledge, the information contained in the Memorandum in Reply is consistent with reality as of the date of this Memorandum in Reply, and does not comprise any omission susceptible of altering the scope of the Memorandum in Reply. Neither the Company nor the Board accepts any other responsibility for the Memorandum in Reply. The Company and the Board accept no responsibility for the Prospectus.

B. Approval of the Memorandum in Reply by the FSMA

The French version of this Memorandum in Reply was approved by the FSMA on 4 February 2014, in accordance with Article 28(3) of the Act on public takeover bids.

This approval does not imply an appraisal of the merits and quality of the Bid.

C. Availability of the Memorandum in Reply

The Memorandum in Reply was drawn up in French. Dutch and English versions have been prepared under the responsibility of CFE. Where there are inconsistencies between those versions, the French version shall prevail.

The Memorandum in Reply is attached to the Prospectus.

The Memorandum in Reply is also available in digital format at the website of the Company: www.cfe.be.

Shareholders of the Company can also obtain a printed version of the Memorandum in Reply by sending a written request by ordinary letter to the Company at the address of its registered office: Avenue Herrmann-Debroux 40-42, 1160 Auderghem.

Contents

APPENDIX 4 – OPINION OF THE WORKS COUNCIL OF THE TARGET COMPANY

“We regret that the prospectus was only available in French. Not all the members of the works council have had the opportunity to examine the prospectus in their mother tongue.

We hereby nevertheless submit our opinion on the prospectus.

The primary objective pursued by AvH with the acquisition of control is to bring DEME, which is active in a sector with long-term growth perspectives, under a single strategic management.

Ackermans & van Haaren has presented its intentions to the works council, which are to support DEME and CFE in the profitable development of their activities. At present, AvH has no intention of altering or restructuring nor to amend the labour conditions at CFE or DEME.

Ackermans & van Haaren is already present in the construction and real estate development sector and it will be the responsibility of the board of directors of CFE to re-examine the strategic options.”

Done in Brussels, this Friday 24 January

Dina Wouters
Secretary to the works council”

APPENDIX 5 – PROJECTIONS BY FINANCIAL ANALYSTS

Table 3: Consolidated analysts' projections of turnover, EBITDA and EBIT (in € million)

	Turnover	EBITDA	EBIT
ABN Amro			
2013E	2,016	196	72
2014E	2,066	232	107
2015E	2,121	243	117
ING			
2013E	2,228	216	83
2014E	2,287	256	118
2015E	2,342	282	137
KBC Securities			
2013E	2,119	210	n.a.
2014E	2,080	219	n.a.
2015E	n.a.	n.a.	n.a.
Petercam			
2013E	2,030	214	84
2014E	2,177	246	122
2015E	n.a.	n.a.	n.a.
Historical data			
2012A	1,898	199	81
H1 2013A	1,083	87	19
Consensus (based on average)			
2013E	2,098	209	80
2014E	2,152	238	116
2015E	2,232	262	127

Source : ING (27/08/2013), KBCS (28/08/2013), Petercam (21/08/2013) and ABN Amro (8/08/2013).