

Orior Holding

- The ORIOR Group currently holds four main investments:*
- *an agri-food business, with some of the leading companies in the Swiss market;*
 - *Groupe STERN, which is present in top-of-the-line watch components;*
 - *a real estate portfolio;*
 - *net treasury, not allocated to industrial activities, of some CHF 46 million.*

ORIOR HOLDING's considerable purchases of interests in other companies during the year increased its presence in the industrial sector.

ORIOR's interest in the capital of RAPELLI was increased from 80% to 100%. Moreover, the Group's share in the capital of FREDAG AG rose from 56.4% at the end of 1995 to 68.0% in 1996. ORIOR's presence in the Swiss market was reinforced by the acquisition of RIEDER. This investment enabled the food group to consolidate its market share in the pork pastry and fresh pasta markets while offering interesting industrial and commercial synergy possibilities. The 1996 business year saw the beginning of the involvement in China, with the launch of a project to build a factory specialized in the processing of poultry products, which will open in the second half of 1997.

ORIOR's intervention strategy was materialized by the taking of a 71.3% interest in the capital of STERN COMPAGNIE S.A., the parent company of a Geneva-based group which manufactures top-of-the-line watch dials and components. This commitment, made in collaboration with management and with a syndicate of banks, represents an investment in capital and loans of CHF 15.3 million.

Despite a generally unfavourable environment (fall in household consumption in Switzerland, lower sales in the meat industry and the crisis of confidence brought about by the mad cow disease), the food group saw its sales grow 1.3 % on a constant perimeter basis and its net consolidated operating income remained unchanged from the previous year (CHF 12.4 million).

The Group's share of net consolidated operating income was CHF 10.1 million, up 30 % from the previous year. All of this growth came from the agri-food business, whose contribution, given the year's acquisitions, was CHF 10.5 million compared to CHF 7.1 million in 1995.

The Group's share of the net consolidated income of ORIOR was CHF 6.8 million (1995: CHF 12.4 million), after accounting for non-operating and net extraordinary items.

The payment of a dividend of CHF 33 per share will be proposed to the Annual General Meeting (i.e. a total distribution of CHF 7.1 million). This dividend represents a 70% payout ratio in relation to the year's consolidated net operating income.

Contribution to:

	<i>Restricted consolidation</i>		<i>Consolidation (transitive)</i>	
	Mio BEF	BEF/share	Mio BEF	BEF/share
Operating result 1996	0	0.0	30	1.2
Estimated value at 31.12.1996	0	0.0	1,025	40.4

Consolidated key figures (CHF million)

	1993	1994	1995	1996
Equity	147.5	162.3	178.5	178.1
Net profit (Group share)	15.7	19.8	12.4	6.8
Earnings per share (CHF)	78.6	98.4	57.4	31.4
Gross dividend per share (CHF)	30.0	32.0	33.0	33.0

At the beginning of 1997, NPM/CNP acquired the SUZY Group. Until that time, this Group, active in the waffle and biscuit sector, belonged to GRAND METROPOLITAN.

The SUZY Group is active through three entities:

- SUZY (located in Buizingen, Belgium) manufactures and sells waffles under its own brand and for mass distribution. The SUZY brand, the only well-known brand in the waffle sector, began its turnaround four years ago and currently has a market share of roughly 20%. The company will continue handling the distribution in Belgium of the HAAGEN DAZS and GREEN GIANT products for the next two years.
- DESOBRY (located in Tournai, Belgium) manufactures biscuit assortments for distributor brands and is one of the largest

players in the market. Its efforts are focused in exporting and the company has considerable turnover in France and in the United States.

- DRIEHOEK (located in Alkmaar, the Netherlands) makes several types of industrial pastries (cakes, "kano's," etc.), mainly for mass distribution. A small part of its production is sold under its own brand name.

Results for 1996 were not meaningful, as they were affected by charges which were not directly related to operations.

Contribution to:

	Restricted consolidation		Consolidation (transitive)	
	Mio BEF	BEF/share	Mio BEF	BEF/share
Operating result 1996	n.a.	n.a.	n.a.	n.a.
Estimated value at 31.12.1996	n.a.	n.a.	n.a.	n.a.

Consolidated key figures (BEF mil lions)

	1993	1994	1995	1996
Equity	n.a.	n.a.	n.a.	51
Turnover	n.a.	n.a.	n.a.	1.446
Net profit (Group share)	n.a.	n.a.	n.a.	(27)
Dividends	n.a.	n.a.	n.a.	-