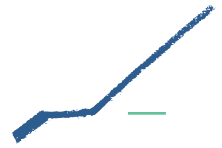


npm/cnp : a holding company, a professional shareholder



COMPAGNIE NATIONALE À PORTEFEUILLE/NATIONALE PORTEFEUILLEMAATSCHAPPIJ's long-term objective is to maximize shareholders' value. Its shareholders may assess the fulfilment of this goal by following the estimated value and the dividend per share. This fundamental aspect of NPM/CNP's corporate charter must be understood by its shareholders, both institutional and private, whether they hold a controlling or a minority interest.

With regard to its own investments or those controlled indirectly through PARGESA/GBL/PARFINANCE, NPM/CNP is not limited to any particular sector; NPM/CNP does however often prefer to locate start-up operations or projects with a large technological content within its existing holdings, thereby helping them to develop close to their core business; the same applies to geographical diversification far from home. Even though NPM/CNP may be induced to take an opportunistic minority shareholding in companies with a European or world dimension and excellent prospects for capital gains, its primary aim is to obtain controlling interests. The investments NPM/CNP is looking for must have reached a degree of maturity and sufficient size to ensure total independence in their day-to-day management. Indeed, although NPM/CNP is sectorially diversified, it intends to concentrate on the functional exercise of the five basic core "skills" which constitute its professional shareholder activity:

- *strategic choices, including the management of risk and the related expected returns,*
- *approval of investments and disinvestments,*
- *determination and provision of long-term resources and definition of the dividend policy,*
- *choice of management and their motivation,*
- *development of contacts between companies in the Group for their mutual benefit.*

Through these activities, NPM/CNP seeks homogeneity between the return on its investments and that expected by its shareholders.

These different skills are however exercised to varying degrees depending on the percentage of the holding, its size and the context - a crisis situation, for example - in which it operates; one prerequisite is rigorous reporting and a reciprocal exchange of information, forming the basis of effective collaboration between NPM/CNP and the companies in which it has interests.

The role of a shareholder is clearly not the same as that of a manager. The former sets out the objectives in terms of yields and risks, and the latter administers and implements the operations required to achieve them. The manager is given great autonomy in order to ensure flexibility and a rapid response. Trust is not incompatible with control, but this latter must not hinder freedom of action.

NPM/CNP representatives on the various Boards of Directors reconcile their role of both supporting the management and acting as a counterweight to them within well accepted corporate governance principles.

On 7 April 1998, the BANKING AND FINANCE COMMISSION authorised the use of this document as a reference for any public investment offer which may be made by COMPAGNIE NATIONALE À PORTEFEUILLE/NATIONALE PORTEFEUILLEMAATSCHAPPIJ up to the date of publication of its next annual report, under the provisions of Title II of Royal Decree no. 185 of 9 July 1935, under the dissociated information procedure.

Under this procedure, this annual report should be accompanied by an operations note in order for it to constitute a prospectus within the meaning of article 29 of Royal Decree no. 185 of 9 July 1935. This prospectus will be submitted for the approval of the BANKING AND FINANCE COMMISSION in accordance with article 29ter. §1, 1st sentence of Royal Decree no. 185 of 9 July 1935 and the provisions of the Royal Decree of 13 February 1996.