

DIRECTORS' REPORT

Dear Shareholder, Sir or Madam

It is our great pleasure to present to you the annual report on the activities of your Company and the Group over the past financial year, and to submit the accounts as at 31 December 2002 for your approval.

Main events of the 2002 financial year and the first months of 2003

PRIVATE EQUITY

Continuing with the refocusing of its private equity portfolio on larger controlling holdings (joint, if applicable), the Group made the following disinvestments in 2002:

HÉLIO CHARLEROI

Following the lifting in March 2002 of the suspensive conditions to the agreement made with QUEBECOR in September 2001, the NPM/CNP Group concluded the forward sale (transfer of ownership in September 2004) of its 50% holding in HÉLIO CHARLEROI; NPM/CNP has made a restricted consolidated capital gain of EUR 18.0 million and a consolidated capital gain of EUR 13.6 million on this sale, which corresponds to a compound annual internal rate of return of 27.5% over the 9-year holding period.

INTERWAFFLES / LOTUS BAKERIES

In Spring 2002, as part of the logic of NPM/CNP's contribution in 2001 of its holding in INTERWAFFLES to LOTUS BAKERIES, NPM/CNP sold the 6.5% holding in this company that it had thereby obtained. This operation brought a final end to the investment made 5 years previously in the SUZY/DESOBRY/DRIEHOEK Group, which overall generated capital gains of almost EUR 7 million in restricted

consolidation (over EUR 4 million in consolidation) during successive sales, giving an annual compound rate of return of around 20% over the holding period.

ACIDE CARBONIQUE PUR (ACP)

At the end of June 2002, NPM/CNP sold its 28.3% holding in ACP to a company controlled by the de MURGA family, and made an annual compound rate of return of 11.2% on the holding purchased in 1990, with a capital gain of over EUR 7 million.

PALAIS DU VIN

At the end of September 2002, the entire share capital in the PALAIS DU VIN Group was sold to the PHD France – BERTRAND DE TAVERNAY Group, controlled by Mr Philippe DUMAS. This holding, purchased at the end of 1998 from ERBE, generated an annual compound rate of return of 11.3% and a consolidated capital gain of EUR 1.7 million (EUR 3.0 million in restricted consolidation).

The internal rates of return made on these sales vary quite considerably, mainly in accordance with the risk profile (higher for the SUZY Group, lower for ACP and PALAIS DU VIN), the holding period and the amount of capital invested initially (relatively low for HÉLIO CHARLEROI which, in 1993, was just coming out of a difficult period).

Alongside these disinvestments, NPM/CNP invested EUR 500,000 and obtained 76% of the share capital of MESA, a company that aims to promote the use of wind power in the Walloon region with a view to environmental integration.

VALUE INVESTING

TAITTINGER/LE LOUVRE

In June 2002 the TAITTINGER family and NPM/CNP entered into a collaboration agreement with the aim of furthering the development of the TAITTINGER and SOCIÉTÉ DU LOUVRE Groups, in which NPM/CNP had holdings of 15.3% and 19.3% respectively. This agreement, implemented over the following months, allowed for structural simplification (the merging of COMPAGNIE FINANCIÈRE TAITTINGER and TAITTINGER, the elimination of reciprocal holdings, simplification of the structure of the capital of SOCIÉTÉ DU LOUVRE, etc.) and NPM/CNP representation on a number of GROUPE TAITTINGER's statutory bodies, allowing it to exercise its role as a professional shareholder. Following the operations set out in the agreement, the NPM/CNP Group has a 24.7% stake in GROUPE TAITTINGER (3.1% of which is in the form of certificates without voting rights) and a 14.6% holding in SOCIÉTÉ DU LOUVRE.

GIB

Following its acquisition in September 2002 of an 11.85% holding in GIB, the Group entered into an agreement with ACKERMANS & van HAAREN under which the two groups shared out the capital of GIB equally following the takeover and squeeze-out on GIB. NPM/CNP now owns 50% of the capital, and integrates the group proportionately into its consolidated accounts; GIB owns in particular a holding in QUICK (28.9% for NPM/CNP's share); it is reminded that only GIB Group's holding companies are included in NPM/CNP's restricted consolidated accounts. This acquisition has had

virtually no impact on NPM/CNP's restricted consolidated accounts for 2002, as the financial costs linked to the investment – EUR 594 million – paid by NPM/CNP were offset by the income generated by the cash position of the GIB Group. In terms of the balance sheet, the positive difference between NPM/CNP's share of the equity in GIB and the price paid has been transferred to a provision for liabilities and charges. Taking into account the provision already included in GIB's accounts, NPM/CNP had, as at 31 December 2002, a provision in the amount of EUR 84 million to cover certain risks – that have not materialised to date – linked to GIB's commitments, mainly entered into in the context of the sale by GIB of certain holdings. This reasonably cautious approach was taken with the Auditors' agreement, as it was felt that the difference between the net assets of GIB, which are almost entirely made up of cash, and the price actually paid was the best estimate of the current value of the risk. The commitments mentioned above extend to 2007 and will be re-assessed each time the accounts are closed.

The adjusted net assets per NPM/CNP share, published each week, apply the same logic, and the provision mentioned above is deducted (as are all of the liabilities and provisions) at its book value when the adjusted net assets are calculated.

There is further specific information about this on page 17 of this document (adjusted net assets) and on page 2 (introductory notes) and page 21 (off-balance sheet rights and commitments) of the financial supplement. The Auditors' opinion (page 23 of the financial supplement) also draws the reader's attention to this point.

PARGESA/GBL GROUP

After an eventful 2001 marked by the merger between GBL and ELECTRAFINA and the acquisition of a holding in BERTELSMANN, the PARGESA/GBL Group continued its portfolio management in 2002; the portfolio is focused on four main holdings (BERTELSMANN, TOTALFINAELF, SUEZ and IMERYS).

OPERATIONS ON OWN SHARES

In 2002 the Group acquired 95,233 own shares through SLP, an indirect subsidiary of NPM/CNP; at the end of 2002 it held 370,825 shares worth a total of EUR 39 million. At the end of 2002, NPM/CNP itself held 15,852 own shares, with the remainder being held by SLP. Readers are reminded that although no formal decision has been made to cancel these own shares by the general meeting, they are not held with a view to resale, and it is intended that they be cancelled in the future.

CASH POSITION

At the beginning of the financial year, the net cash position of the NPM/CNP Group (i.e. NPM/CNP, its Geneva-based financial branch and its subsidiaries included in the restricted consolidation) came to EUR 13 million before the appropriation of profits; this amount was negative by EUR 20 million after deduction of own shares held for EUR 33 million. At 31 December 2002, this situation was practically unchanged (EUR 17 million or minus EUR 22 million after deduction of own shares). The various transactions carried out over the year (investments, disinvestments, income received and dividends distributed) almost fully offset each

other. These amounts are of course given net of financial debt, in particular the EUR 500 million bond exchangeable for 2,500,000 TOTALFINAELF shares that reaches maturity in May 2003; in this regard, readers are reminded that the NPM/CNP Group recently acquired for EUR 210,000 an identical number of call options with the same characteristics, thus economically covering its commitment.

The cash situation shown above includes all of the current assets (cash and cash equivalents) after deduction of all debts (including non-financial debts) and provisions (in particular the EUR 84 million GIB provision for liabilities and charges discussed on page 15).

This is a static situation that does not take into account investment or disinvestment commitments (see off-balance sheet rights and commitments set out on page 21 of the financial supplement); similarly, the debts of the equity-accounted holdings (the PARGESA GROUP, the companies involved in industrial or commercial activities and the acquisition vehicles that are financially integrated into the latter) are not considered here. The proforma balance sheet based on IFRS accounting standards (taking into account anticipated changes), which was published for information purpose for the first time in spring 2002 (the same information as of 31 December 2002 will be available in June 2003), gives the fully consolidated picture.

It must also be pointed out that the activities of the Geneva-based branch, from which certain cash management and financing operations were carried out until the end of 2002, will now be reduced and focused on coordination and relations with the significant shareholding formed by PARGESA.

Adjusted net assets and Total Performance for Shareholders

The Company's adjusted net assets at the end of 2002 came to EUR 2,999 million (which corresponds to EUR 149.97 per share) after the payment in April 2002 of gross dividends in the amount of EUR 61.8 million (EUR 3.09 per share), compared with EUR 3,452 million (EUR 172.58 per share) in the previous year. The lack of reference, in the wording "adjusted net assets", to the term "value" highlights the extent to which it is up to the analyst to replace the amounts for which the various assets shown at book value (BERTELSMANN and private equity)

appear within this valuation base by the value that he intends to attribute to them.

The reader's attention must also be drawn to the fact that, in application of the criteria set out below, the provision of EUR 84 million (EUR 4.2 per share) mentioned on pages 15 of this report and 2 of the financial supplement is, like all of the debts and provisions, deducted at its book value in the calculation of the adjusted net assets; the reader is reminded that this provision, resulting from GIB's consolidation into NPM/CNP's accounts, is intended to cover certain risks – that have not materialised to date – linked to GIB's commitments, mainly entered into in the context of the sale of certain holdings.

At 25 March 2003, the adjusted net assets come to EUR 137 per share.

THE CRITERIA USED BY NPM/CNP TO CALCULATE THE ADJUSTED NET ASSETS ARE AS FOLLOWS:

| | |
|--|--|
| PARGESA and GBL | Own adjusted net assets determined on the basis of the same criteria as those applied by NPM/CNP |
| Other listed companies | Stock market price. |
| Unlisted companies | Equity valuation or purchase price (minus any write-offs) if this is greater; the 25.1% in BERTELSMANN are taken over by GBL at their equity valuation (EUR 1,678 million based on IFRS equity). |
| OTHER ASSETS AND LIABILITIES | |
| Own shares | Stock market price |
| Other listed assets | Stock market price |
| Other unlisted assets and liabilities | Book value |

Data mentioned on pages 18 and 19 hereafter for the year 2002 use, as starting point, adjusted net assets amounting to EUR 172.58 per share as of 31 December 2002. This figure differs from the estimated value per share (EUR 180.08) published last year by the value considered for BERSTELMANN (see 2001 Annual Report on page 17).

The adjusted net assets are published on a weekly basis in the Saturday issue of two Belgian financial newspapers (L'ÉCHO and DE FINANCIËEL ECONOMISCHE TIJD); they

are also available on the Company's web site (www.npm-cnp.be) from the Friday evening. The information published each week is calculated using the criteria set out above, with, however, some simplification in that certain changes made to the portfolio or private equity of the unlisted companies since the last closure of the accounts published may not be taken into account; the influence of this simplification should not be greater than 2% of the adjusted net assets.

EVOLUTION OF THE ADJUSTED NET ASSETS IN 2002

ADJUSTED NET ASSETS (EUR MILLION)

| ASSETS | 31-Dec-01 | | | variation | | | 31-Dec-02 | | |
|---|-----------------|-------------------------------|--------------|---------------------|----------------|-----------------|-----------------|-------------------------------|--------------|
| | criteria (1) | adjusted net assets (2) | % | shareholders (3) | value (4) | interest (5) | criteria (1) | adjusted net assets (6) | % |
| Pargesa | ana | 1,178.3 | 34.1% | - | (254.0) | 11.1 | ana | 935.4 | 31.2% |
| Value investing | | 1,811.5 | 52.5% | - | (226.8) | 27.7 | | 1,612.4 | 53.8% |
| TotalFinaElf..... | sm | 1,317.3 | 38.2% | - | (199.6) | - | sm | 1,117.7 | 37.1% |
| FCC..... | sm | 279.3 | 8.1% | - | (22.2) | - | sm | 257.1 | 8.6% |
| Taittinger/Le Louvre..... | sm | 214.9 | 6.2% | - | (10.1) | 1.0 | sm | 205.8 | 6.8% |
| Other shareholdings..... | | - | 0.0% | - | 5.1 | 26.7 | sm | 31.8 | 1.1% |
| Private equity | | 438.5 | 12.7% | - | (5.1) | (8.9) | | 424.5 | 14.1% |
| Project Sloane/Joseph..... | bv | 92.8 | 2.7% | - | - | 10.3 | bv | 103.1 | 3.4% |
| FEM/Entremont..... | bv | 89.1 | 2.6% | - | - | - | bv | 89.1 | 3.0% |
| Transcor..... | se | 68.6 | 2.0% | - | 3.7 | 0.1 | se | 72.4 | 2.4% |
| Éditions Dupuis..... | se, bv | 32.8 | 1.0% | - | 0.1 | 1.1 | se, bv | 34.0 | 1.1% |
| Raspail/Château Cheval Blanc..... | bv | 33.8 | 1.0% | - | - | - | bv | 33.8 | 1.1% |
| Distripar..... | se, bv | 25.7 | 0.7% | - | - | - | se, bv | 25.7 | 0.9% |
| Ijsboerke..... | bv | 25.7 | 0.7% | - | - | - | bv | 25.7 | 0.9% |
| Château Rieussec..... | bv | 22.3 | 0.6% | - | - | - | bv | 22.3 | 0.7% |
| ACP..... | se | 15.2 | 0.4% | - | (0.8) | (14.4) | | - | 0.0% |
| Hélio Charleroi..... | se | 12.8 | 0.4% | - | (5.3) | (7.5) | | - | 0.0% |
| Palais du Vin..... | se | 8.9 | 0.3% | - | (1.0) | (7.9) | | - | 0.0% |
| Inveparco/Saint Louis Sucre..... | bv | 1.5 | 0.0% | - | - | (1.5) | bv | - | 0.0% |
| Other shareholdings..... | se, bv | 9.3 | 0.3% | - | (1.8) | 10.9 | se, bv | 18.4 | 0.6% |
| Tangible fixed assets | bv | 10.5 | 0.3% | - | | (0.3) | bv | 10.2 | 0.3% |
| Long-term assets | | 3,438.8 | 99.6% | - | (485.9) | 29.6 | | 2,982.5 | 99.4% |
| Deposits, cash and debt..... | bv | (131.2) | -3.8% | (61.8) | 114.4 | (8.1) | bv | (86.7) | -2.9% |
| Shares and bonds..... | sm | 111.4 | 3.2% | - | (15.7) | (31.4) | sm | 64.3 | 2.1% |
| Own shares..... | sm | 32.6 | 0.9% | - | (3.2) | 9.9 | sm | 39.3 | 1.3% |
| Net cash Position | | 12.8 | 0.4% | (61.8) | 95.5 | (29.6) | | 16.9 | 0.6% |
| Adjusted net assets | | 3,451.6 | | (61.8) | (390.4) | - | | 2,999.4 | |
| Adjusted net assets (EUR/action) | | 172.58 | | | | | | 149.97 | |

(1) valuation criteria.

(a) ana: adjusted net assets.

(b) sm: stock market price.

(c) se: shareholders' equity.

(d) bv: book value.

(2) adjusted net assets at 31.12.2001

(3) flows with the shareholders: only dividends in 2002

(4) value creation

(5) internal allocation of funds: investments and (divestments) at book value

(6) adjusted net assets at 31.12.2002 = (2) + (3) + (4) + (5).

RESTRICTED CONSOLIDATED PROFIT (GROUP SHARE)

| with cash effect | | without cash | Total | ASSETS | Performance for the Shareholders | |
|------------------|----------------------|---------------|--------|---|----------------------------------|---------------|
| operating (7) | non operating (8) | effect (9) | (10) | | Total (11) | % (12) |
| 22.6 | - | - | 22.6 | Pargesa | (231.4) | -19.6% |
| 41.1 | - | - | 41.1 | Value investing | (185.7) | -10.3% |
| 31.9 | - | - | 31.9 | TotalFinaElf..... | (167.7) | -12.7% |
| 5.4 | - | - | 5.4 | FCC..... | (16.8) | -6.0% |
| 3.8 | - | - | 3.8 | Taittinger/Le Louvre..... | (6.3) | -13.3% |
| - | - | - | - | Other shareholdings..... | 5.1 | n.s. |
| 20.7 | 29.7 | (1.7) | 48.7 | Private equity | 45.3 | 10.3% |
| 7.7 | - | - | 7.7 | Project Sloane/Joseph..... | 7.7 | 8.3% |
| 2.5 | - | - | 2.5 | FEM/Entremont..... | 2.5 | 2.8% |
| 4.0 | - | - | 4.0 | Transcor..... | 7.7 | 11.2% |
| 2.5 | - | - | 2.5 | Éditions Dupuis (13)..... | 2.6 | 7.9% |
| 1.3 | - | - | 1.3 | Raspail/Château Cheval Blanc..... | 1.3 | 3.8% |
| 0.4 | - | - | 0.4 | Distripar (13)..... | 0.4 | 1.6% |
| - | - | - | - | Ijsboerke..... | - | 0.0% |
| 1.2 | - | - | 1.2 | Château Rieussec..... | 1.2 | 5.4% |
| 0.7 | 7.7 | - | 8.4 | ACP..... | 7.6 | 50.0% |
| - | 18.0 | - | 18.0 | Hélio Charleroi..... | 12.7 | 99.2% |
| 0.4 | 3.0 | - | 3.4 | Palais du Vin..... | 2.4 | 27.0% |
| - | 0.4 | - | 0.4 | Inveparco/Saint Louis Sucre..... | 0.4 | 26.7% |
| - | 0.6 | (1.7) | (1.1) | Other shareholdings..... | (1.2) | -12.9% |
| - | - | - | - | Tangible fixed assets | - | n.s. |
| 84.4 | 29.7 | (1.7) | 112.4 | Long term fixed asset | (371.8) | -10.8% |
| 6.6 | - | - | 6.6 | Deposits, cash and debt..... | 6.6 | |
| 5.0 | - | (12.8) | (7.8) | Shares and bonds..... | (10.7) | |
| 0.9 | - | - | 0.9 | Own shares..... | (2.3) | |
| 12.5 | - | (12.8) | (0.3) | Net cash Position | (6.4) | n.s. |
| (6.9) | (5.3) | - | (12.2) | Other revenues / (costs)..... | (12.2) | |
| 114.4 | | (14.5) | 99.9 | Restricted consolidated profit | (390.4) | -11.3% |
| | | | | Anti-dilution effect of restructuring operations | | 0.0% |
| | | | | After the anti-dilution effect of restructuring operations | | -11.3% |

(7) restricted consolidation operating profit (before write-downs)

(8) restricted consolidation non-operating profit (before write-downs)

(9) write-downs (operating and non-operating)

(10) total restricted consolidated result (part of the Group): (7) + (8) + (9)

(11) Total Performance for the Shareholders over the period: (4) + (7) + (8)

(12) Total Performance for the Shareholders over the period: (11)/(2).

(13) valuation criteria distinct per acquired lot.

EVOLUTION OF THE ADJUSTED NET ASSETS BETWEEN 1988 AND 2002

ADJUSTED NET ASSETS (EUR MILLION)

| ASSETS | 1-April-88 | | | variation | | | 31-Dec-02 | | |
|--|-----------------|-------------------------------|--------------|---------------------|----------------|------------------|-----------------|-------------------------------|--------------|
| | criteria (1) | adjusted net assets (2) | % | shareholders (3) | value (4) | interest (5) | criteria (1) | adjusted net assets (6) | % |
| Pargesa | | - | 0.0% | | 578.2 | 357.2 | ana | 935.4 | 31.2% |
| Value investing | | 22.8 | 55.2% | | 73.6 | 1,516.0 | | 1,612.4 | 53.8% |
| TotalFinaElf..... | sm | 13.2 | 32.0% | | 138.1 | 966.4 | sm | 1,117.7 | 37.1% |
| FCC..... | sm | - | 0.0% | | 23.1 | 234.0 | sm | 257.1 | 8.6% |
| Taittinger/Le Louvre..... | sm | - | 0.0% | | (46.9) | 252.7 | sm | 205.8 | 6.8% |
| Other shareholdings..... | sm | 9.6 | 23.2% | | (40.7) | 62.9 | sm | 31.8 | 1.1% |
| Private equity | | 14.0 | 33.9% | | 25.0 | 385.5 | | 424.5 | 14.1% |
| Project Sloane/Joseph..... | bv | - | 0.0% | | - | 103.1 | bv | 103.1 | 3.4% |
| FEM/Entremont..... | bv | - | 0.0% | | - | 89.1 | bv | 89.1 | 3.0% |
| Transcor..... | se | - | 0.0% | | 50.7 | 21.7 | se | 72.4 | 2.4% |
| Éditions Dupuis (13)..... | se, bv | - | 0.0% | | 4.8 | 29.2 | se, bv | 34.0 | 1.1% |
| Raspail/Château Cheval Blanc..... | bv | - | 0.0% | | - | 33.8 | bv | 33.8 | 1.1% |
| Distripar (13)..... | se, bv | - | 0.0% | | 13.5 | 12.2 | se, bv | 25.7 | 0.9% |
| Ijsboerke..... | bv | - | 0.0% | | (26.0) | 51.7 | bv | 25.7 | 0.9% |
| Château Rieussec..... | bv | - | 0.0% | | - | 22.3 | bv | 22.3 | 0.7% |
| ACP..... | se | - | 0.0% | | - | - | | - | 0.0% |
| Hélio Charleroi..... | se | - | 0.0% | | - | - | | - | 0.0% |
| Palais du Vin..... | se | - | 0.0% | | - | - | | - | 0.0% |
| Inveparco/Saint Louis Sucre..... | bv | - | 0.0% | | - | - | | - | 0.0% |
| Other shareholdings..... | se, bv | 14.0 | 33.9% | | (18.0) | 22.4 | se, bv | 18.4 | 0.6% |
| Tangible fixed assets | bv | - | 0.0% | | - | 10.2 | bv | 10.2 | 0.3% |
| Long-term assets | | 36.8 | 89.1% | | 676.8 | 2,268.9 | | 2,982.5 | 99.4% |
| Deposits, cash and debt..... | bv | 4.5 | 10.9% | 182.7 | 2,107.7 | (2,381.6) | bv | (86.7) | -2.9% |
| Shares and bonds..... | sm | - | 0.0% | - | (9.9) | 74.2 | sm | 64.3 | 2.1% |
| Own shares..... | sm | - | 0.0% | - | 0.8 | 38.5 | sm | 39.3 | 1.3% |
| Net cash Position | | 4.5 | 10.9% | 182.7 | 2,098.6 | (2,268.9) | | 16.9 | 0.6% |
| Adjusted net assets | | 41.3 | | 182.7 | 2,775.4 | - | | 2,994.7 | |
| Adjusted net assets (EUR/share) | | 53.83 | | | | | | 149.97 | |

(1) valuation criteria.

(a) ana: adjusted net assets.

(b) sm: stock market price.

(c) se: shareholders' equity.

(d) bv: book value.

(2) adjusted net assets at 01.04.1988

(3) flows with the shareholders: net capital increases (EUR 916.1 million), less dividends (EUR 733.4 million).

(4) value creation

(5) internal allocation of funds: investments and (divestments) at book value.

(6) adjusted net assets at 31.12.2002: (2) + (3) + (4) + (5)

(7) restricted consolidation operating profit (before write-downs)

(8) restricted consolidation non-operating profit (before write-downs)

(9) write-downs (operating and non-operating)

(10) total restricted consolidated result (Group): (7) + (8) + (9).

(11) total Performance for the Shareholders over the period: (4) + (7) + (8)

(12) total Performance for the Shareholders (compound annual rate of return)

(13) valuation criteria distinct per acquired lot.

RESTRICTED CONSOLIDATED PROFIT (GROUP SHARE)

| with cash effect | | without cash | Total | ASSETS | Performance for the Shareholders | |
|------------------|----------------------|---------------|----------------|---|----------------------------------|--------------|
| operating (7) | non operating (8) | effect (9) | (10) | | Total (11) | % (12) |
| 214.7 | 1.0 | - | 215.7 | Pargesa | 793.9 | 10.8% |
| 413.0 | 962.8 | (15.3) | 1 360.5 | Value investing | 1,449.4 | 10.3% |
| 266.4 | 496.7 | - | 763.1 | TotalFinaElf..... | 901.2 | 9.0% |
| 10.9 | - | - | 10.9 | FCC..... | 34.0 | 5.7% |
| 7.1 | - | - | 7.1 | Taittinger/Le Louvre..... | (39.8) | -11.0% |
| 128.6 | 466.1 | (15.3) | 579.4 | Other shareholdings..... | 554.0 | 13.3% |
| 105.9 | 145.0 | (28.9) | 222.0 | Private equity | 276.5 | 12.9% |
| 21.0 | - | - | 21.0 | Project Sloane/Joseph..... | 21.0 | 8.6% |
| 8.1 | - | - | 8.1 | FEM/Entremont..... | 8.1 | 2.7% |
| 23.0 | 2.7 | - | 25.7 | Transcor..... | 76.4 | 23.7% |
| 12.5 | - | - | 12.5 | Éditions Dupuis (13)..... | 17.3 | 10.6% |
| 2.6 | - | - | 2.6 | Raspail/Château Cheval Blanc..... | 2.6 | 3.9% |
| 15.1 | - | - | 15.1 | Distripar (13)..... | 28.6 | 11.4% |
| - | - | (26.0) | (26.0) | Ijsboerke..... | (26.0) | -12.6% |
| 2.2 | - | - | 2.2 | Château Rieussec..... | 2.2 | 5.1% |
| 5.4 | 18.0 | - | 23.4 | ACP..... | 23.4 | 11.2% |
| 1.4 | 18.0 | - | 19.4 | Hélio Charleroi..... | 20.0 | 27.5% |
| 0.6 | 3.0 | - | 3.6 | Palais du Vin..... | 3.6 | 11.3% |
| 0.1 | 45.5 | - | 45.6 | Inveparco/Saint Louis Sucre..... | 45.6 | 34.8% |
| 13.9 | 57.8 | (2.9) | 68.8 | Other shareholdings..... | 53.7 | 15.1% |
| - | - | - | - | Tangible fixed assets | - | n.s. |
| 733.6 | 1 108.8 | (44.2) | 1 798.2 | Long-term assets | 2,519.8 | 10.8% |
| 142.0 | - | - | 142.0 | Deposits, cash and debt..... | 142.0 | |
| 202.6 | - | (12.8) | 189.8 | Shares and bonds..... | 192.1 | |
| 4.2 | 20.7 | - | 24.9 | Own shares..... | 25.7 | |
| 348.8 | 20.7 | (12.8) | 356.7 | Net cash Position | 359.8 | n.s. |
| | (59.3) | (44.9) | (104.2) | Other revenues / (costs)..... | (104.2) | |
| 2,107.7 | | (57.0) | 2,050.7 | Restricted consolidated profit | 2,790.6 | 10.5% |
| | | | | Anti-dilution effect of restructuring operations | | 0.8% |
| | | | | After the anti-dilution effect of restructuring operations | | 11.3% |

OPINION OF THE STATUTORY AUDITORS ON THE ADJUSTED NET ASSETS

To the shareholders of COMPAGNIE NATIONALE À PORTEFEUILLE / NATIONALE PORTFEUILLEMAATSCHAPPIJ,
We have examined the calculation of the adjusted net assets per share of NPM/CNP as of 31 December 2002.
This calculation was made by NPM/CNP based on its shareholders' equity, that of the holding companies controlled alone or jointly, and the assets held in their respective shareholdings, the latter being valued according to the criteria described on page 17.

In conclusion, we confirm that the use of these criteria produces a value of EUR 149.97 per NPM/CNP share cum dividend at 31 December 2002.

25 March 2003

The Statutory Auditors

KPMG
Reviseurs d'Entreprises S.C.C.
Represented by Karel M. VAN OOSTVELDT

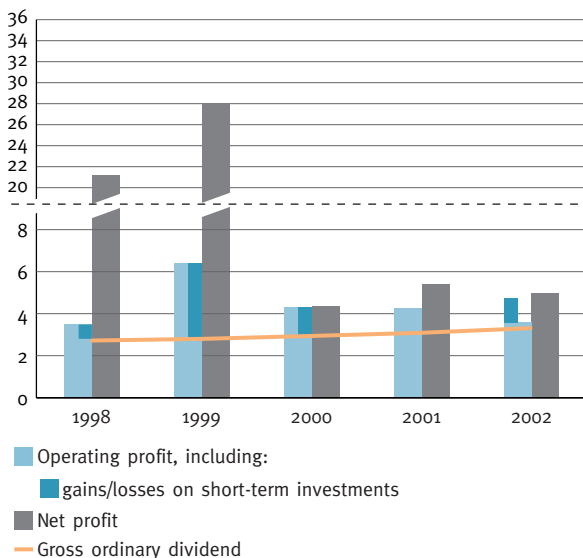
DELOITTE & TOUCHE
Reviseurs d'Entreprises S.C.C.
Represented by Michel DENAYER

Results

The **restricted consolidated profit** comes to EUR 99.9 million (EUR 4.99 per share) for 2002, compared with EUR 108.2 million (EUR 5.41 per share) in the previous financial year.

RESTRICTED CONSOLIDATED PROFIT

(EUR/share)

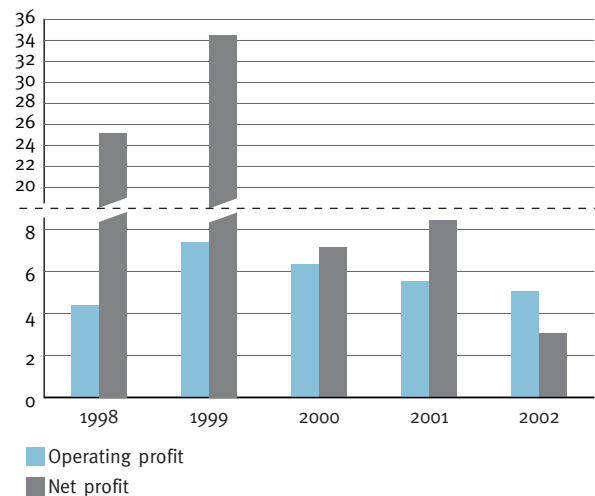


The **restricted consolidated operating profit** is down 9.4% to EUR 77.1 million (EUR 3.85 per share); this drop is the result of two opposing phenomena; firstly, the significant increase (EUR 84.4 million, up 10.3%) in income from long-term investments due to the good level of dividend flows from shareholdings, and secondly, the drop in other financial operating income

The **consolidated profit** comes to EUR 61.9 million (EUR 3.09 per share), against EUR 169.1 million (EUR 8.46 per share) in 2001.

CONSOLIDATED PROFIT

(EUR/share)



(showing a loss of EUR 0.4 million, whereas a profit of EUR 14.2 million was recorded under this heading in 2001) due to poor performance (a loss amounting to EUR 11.8 million) on the share trading portfolio, which completely absorbed the benefit of the reduced-rate financing (1.27%) obtained through the EUR 500 million bonds exchangeable for TOTALFINAELF shares.

The **consolidated operating profit** (EUR 104.1 million or EUR 5.20 per share in 2002 compared with EUR 111.0 million or EUR 5.55 per share in 2001) takes into account the

changes in the results of the equity-accounted companies; detailed commentary for each company is given on pages 38 to 60 of this report:

CONTRIBUTION TO THE OPERATING PROFIT AT 31 DECEMBER 2002 (EUR ,000)

| | Restricted consolidated ⁽¹⁾ | | | Consolidated ⁽¹⁾ (transitive breakdown) | | |
|--|--|--------|--------|---|---------------|---------------|
| | 2000 | 2001 | 2002 | 2000 | 2001 | 2002 |
| Dividends and interest income from long-term investments | 56,793 | 76,492 | 84,351 | 95,671 | 104,743 | 111,451 |
| ACP | 708 | 708 | 708 | 1,920 | 833 | 184 |
| BERTELSMANN | - | - | - | - | -9,240 | -2,204 |
| DISTRIPAR new..... | - | 649 | 430 | - | 3,394 | 1,088 |
| wine-production activities..... | 2,553 | 2,530 | 2,864 | 9,535 | 4,160 | 4,335 |
| DUPUIS | 2,274 | 2,385 | 2,474 | 3,819 | 2,413 | 2,768 |
| ENTREMONT (FEM) | 2,319 | 2,744 | 2,469 | -447 | 935 | 5,059 |
| FCC..... | 665 | 4,825 | 5,355 | 665 | 4,825 | 5,355 |
| HÉLIO CHARLEROI | 245 | 245 | - | 763 | 969 | - |
| IJSBOERKE | - | - | - | -2,323 | -3,741 | 300 |
| IMERYS | - | - | - | 14,096 | 14,099 | 16,108 |
| JOSEPH (PROJECT SLOANE) | 5,645 | 7,413 | 7,678 | 6,088 | 8,663 | 6,828 |
| PARGESA | 19,233 | 19,840 | 22,595 | - | - | - |
| RTL GROUP | - | - | - | 5,964 | 1,490 | - |
| SAINT LOUIS SUCRE (INVEPARCO) | - | - | - | 7,994 | 11,451 | - |
| SUEZ | - | - | - | 5,003 | 7,716 | 7,236 |
| TAITTINGER/LE LOUVRE | - | 3,266 | 3,847 | - | 3,266 | 3,847 |
| TOTALFINAELF..... | 22,581 | 28,013 | 31,895 | 28,297 | 35,625 | 40,653 |
| TRANSCOR | - | 3,689 | 4,025 | 10,975 | 15,155 | 17,690 |
| Other equity-accounted companies | - | - | - | 1,617 | 1,324 | 1,470 |
| Other non-equity accounted companies..... | 570 | 185 | 11 | 1,705 | 1,406 | 734 |
| Other net operating profit..... | 30,340 | 8,528 | -7,285 | 32,493 | 6,273 | -7,368 |
| OPERATING PROFIT..... | 87,133 | 85,020 | 77,066 | 128,164 | 111,016 | 104,083 |
| of which from equity-accounted companies | - | - | - | 60,001 | 51,905 | 53,626 |

(1) The restricted consolidated income, apart from the profits of consolidated financial companies (own holding companies), includes the dividends from PARGESA and companies in which NPM/CNP has a stake of 20% or more. In the consolidated accounts, those dividends are eliminated and replaced by the results of PARGESA, broken down here transitively into its various components, and of companies accounted for using the equity method.

Consolidated, the transitive contribution of long-term investments to the operating income is up to 6% (EUR 111.5 million); with a constant consolidation perimeter (i.e.

correcting the effect of the recent divestments: SAINT LOUIS SUCRE, HÉLIO CHARLEROI, ACP, PALAIS DU VIN), the increase is 22%.

Non-operating profit (EUR 22.8 million in restricted consolidation and minus EUR 42,2 million in consolidation) is made

up of the following items:

| (EUR ,000) | Restricted consolidated | Consolidated (transitive breakdown) |
|---|-------------------------|-------------------------------------|
| Capital gain on HÉLIO CHARLEROI..... | 17,993 | 13,612 |
| Capital gain on ACP..... | 7,717 | 7,556 |
| Capital gain on PALAIS DU VIN..... | 3,026 | 1,666 |
| Other capital gains..... | 1,001 | 1,001 |
| Write-down on RHODIA..... | - | -1,201 |
| Impairments recorded by BERTELSMANN (net of capital gains)..... | - | -43,835 |
| Other write-offs..... | -1,680 | -1,927 |
| Goodwill amortisation..... | - | -12,046 |
| Pension fund..... | -5,452 | -5,452 |
| Others, net..... | 200 | -1,580 |
| Non-operating profit | 22,805 | -42,206 |

Following the success of the takeover and squeeze-out carried out together with ACKERMANS & van HAAREN on GIB, NPM/CNP now owns 50% of this group (only the GIB Group holding companies are incorporated into the restricted consolidated accounts). This acquisition has had no impact on the NPM/CNP Group's non-operating profit for 2002; the positive difference between NPM/CNP's share in the equity of GIB and the price paid has been transferred to a provision for liabilities and charges (see pages 15 of this report and 2 of the financial supplement).

Moreover, NPM/CNP carried out a valuation of all of the holdings in its portfolio at the end of the year. The Board of Directors examined in particular the holdings in TAITTINGER/LE LOUVRE, the market value of which at

31 December represented an unrealised loss of EUR 47 million compared with their purchase price. In view of the results of the analysis, the Board concluded that no write-downs were necessary at the end of the financial year.

NPM/CNP will make available at the General Meeting of 17 April 2003 (and on its web site at www.npm-cnp.be) an analysis of the economic operating contribution, comprising, in addition to the consolidated operating profit, NPM/CNP's transitive share in the operating profit of the non-equity accounted companies (mainly TOTALFINAELF, SUEZ, FOMENTO DE CONSTRUCCIONES Y CONTRATAS and TAITTINGER/LE LOUVRE) instead of the dividends collected from them.

Prospects

For 2003, it is of course premature to predict a trend for consolidated results, as this depends fundamentally on a global upturn in the economy, the prospects for which remain uncertain, and an end to the uncertainties regarding the international situation.

With regard to restricted consolidation, despite the fact that the Group will only have the benefit of the reduced interest rate provided by the exchangeable bonds that matures in May 2003 for five months, the anticipated recurring profit should, barring any unforeseen circumstances, allow the Company to continue its dividend policy.

Appropriation of profit

At the end of the 2002 financial year, the balance available for appropriation comes to EUR 1,275,136,961.22, i.e. the profits for the financial year to be appropriated of EUR 245,098,078.97 plus the retained earnings of EUR 1,030,038,882.25.

The Board of Directors proposes the following appropriation of profits:

(IN EUROS)

| | |
|--|-------------------------|
| Gross dividend per share of EUR 3.24 paid on 20,000,000 shares | 64,800,000.00 |
| Profits carried forward | 1,210,336,961.22 |
| | 1,275,136,961.22 |

This proposed distribution represents a 5% increase in the dividend per share.

Subject to approval by the Ordinary General Meeting of Shareholders of 17 April 2003, the dividend made payable will be:

- EUR 2.43 net per share (withholding tax at 25%)
- EUR 2.754 net per share accompanied by a VVPR strip (Reduced Withholding Tax strip - withholding tax at 15%).

The dividend will be made payable from 24 April 2003, on presentation of coupon nr 52 at the Registered Office or at the following financial institutions:

| in Belgium | in Luxembourg |
|--------------------------------|------------------------|
| BANQUE DEGROOF | BNP PARIBAS LUXEMBOURG |
| DEXIA BANQUE | |
| FORTIS BANQUE | |
| ING (BANQUE BRUXELLES LAMBERT) | |

Donations and Art



- Since 2000, the NPM/CNP Group has contributed to the efforts of the Fondation CHARLES-ALBERT FRÈRE, an association formed to help the physically and mentally disabled, the socially disadvantaged and victims of poverty. NPM/CNP continued to support this association in 2002 with a donation of EUR 250,000 and has decided to extend this yearly contribution until 2005.

- As opportunities arise, the NPM/CNP Group is forming its own contemporary art collection to be displayed in its head office; no investments in art were made in 2002.