June 30, 2005 **Half-year report**



econocom

MASTERING IT RESOURCES

CONTENTS

- 4 > Management report
- 6 > Key figures
- **8** > Corporate Structure
- 9 > Econocom Group Consolidated Accounts
 - 10 > Consolidated Balance Sheet as of June 30, 2005
 - 12 > Consolidated Income Statement as of June 30, 2005
 - 13 > Consolidated Statement of Cash Flow as of June 30, 2005
 - 14 > Notes to the Consolidated Financial Statements



Management report First Half-year **2005** results

Main Consolidated Results in IFRS standards (unaudited)

| (in million euros) | 1st Half 2004 | 1st Half 2005 |
|---|----------------------|---------------|
| Revenue from ordinary activities | 309.9 (1) | 274.3 |
| Products and Solutions | 105.6 ⁽¹⁾ | 99.0 |
| Managed Services | 51.8 ⁽¹⁾ | 54.9 |
| Financial Services | 152.5 ⁽¹⁾ | 120.4 |
| Operating result | 6.7 | 8.2 |
| Financial result | (0.1) | (0.2) |
| Tax | 1.3 | (3.3) |
| Net profit before discontinued operations | 7.9 | 4.7 |
| Stopped activities | 0.1 | 0.4 |
| Minority interests | 0.1 | 0.1 |
| Net result, Group share | 8.1 (1) | 5.2 |
| Earnings per Share (in euros) | | |
| Operating result | 0.21 | 0.27 |
| Net result, Group share | 0.26 | 0.17 |

⁽¹⁾ Information published in Belgian standards for First Half 2004: Revenue: 405.4 million euros (Products and Solutions: 106.7 / Managed Services: 60.6 / Financial Services: 238.1) Net result Group Share before amortization of goodwill: 7.6 million euros



Revenue from ordinary activities

As of June 30th, 2005, the Econocom Group's consolidated revenue amounts to 274.3 million euros, down 11% versus the first half of year 2004. This decline is mainly due to a reduction in the Products and Solutions activity in France – the priority being to maintain this subsidiary's return to profitability – and to a lower activity level for our United States subsidiary (Financial Services). The Managed Services activity is up 6%, due notably to the dynamism of the French subsidiary.

Result

Operating result amounts to 8.2 million euros, up 23%. Each one of the Group's activities contributed positively to this result.

Operating profitability is up and represents 3% of revenue (versus 2.2% during H1 2004). Net result, Group share amounts to 5.2 million euros.

Financial situation

Shareholder's equity amounts to 82.2 million euros, after deduction of 4.5 million euros in dividends and 3.5 millions euros owned-shares during the first half of 2005. Cash (net of financial debt) amounts to 20 million euros.

As of June 30th, 2005, Econocom Group owns 901 181 shares, representing 3% of the capital. Econocom Group intends to pursue its share-buying policy.

Impact of the IFRS accounting standards

These consolidated half year results are the first to be published in IFRS accounting standards. The impact of the change of standards for the Econocom Group mainly lies in:

> a decrease of 86 million euros of the Financial Services activity's revenue (impact calculated versus first half year 2004). In fact, contracts evolutions are now only taken into account for the

- new investment and the margin. This decrease has no impact on the result;
- > an improvement of net result due notably to the absence of amortization of goodwill;
- > a slight rise in shareholder's equity;
- > cash net of financial debt reduced by 7 million euros (impact calculated as of December 31st, 2004).

Acquisition of A2Z and of For Connected Services

Econocom Group just acquired two companies which reinforce its positions on the Small and Medium Businesses (SMBs) and telecommunications services markets.

A2Z is a Belgian start-up which has developed an innovative approach to providing IT and telecom services to SMBs. This service is invoiced on a monthly cost per user basis. This offering will be extended to the Netherlands, France, Italy and Spain.

For Connected Services is a Dutch B to B telecommunications services company, specialized in mobility. Econocom Group now has a presence in telecommunications services in France, Belgium and the Netherlands.

2005 prospects

Since the beginning of the year, in line with its Share Five strategic plan, aimed at achieving leadership in five European countries (Belgium, the Netherlands, France, Spain and Italy), the Econocom Group has:

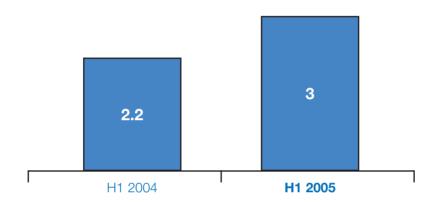
- > sold its Swiss subsidiary (Financial Services) and its 33% stake in Ace Computer LLC (Products and Solutions) in the United States;
- > doubled its revenue in Italy;
- > reinforced by two acquisitions its services offering in the telecommunications sector and for the SMBs.

The improvement of profitability during first half year 2005 and the continuous measures aimed at improving productivity allow the Group Management to confirm its objective of an operating result equivalent to that of 2002 (22.8 million euros).

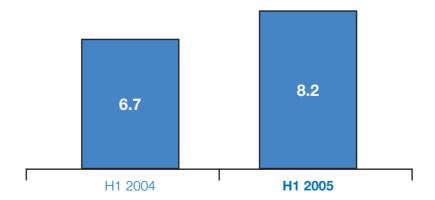


(in € millions)

OPERATING RESULT IN % OF REVENUE

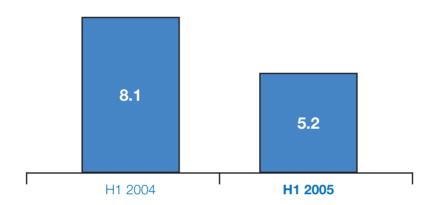


OPERATING RESULT IN M€

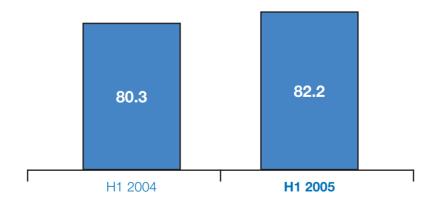




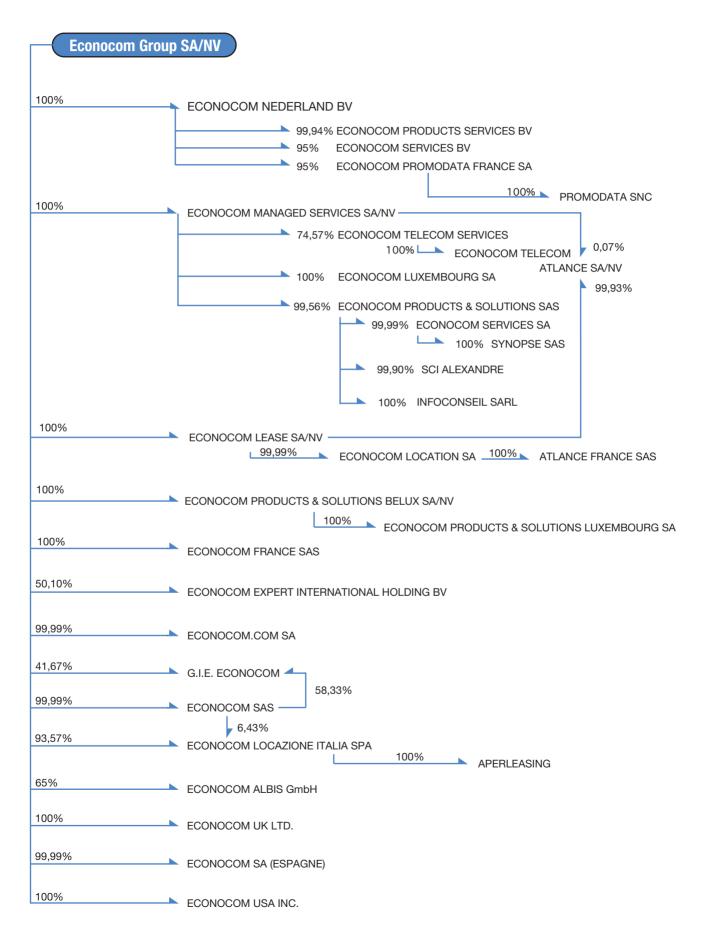
NET RESULT GROUP SHARE IN M€



SHAREHOLDERS' EQUITY IN M€



Corporate Structure





Consolidated Balance Sheet as of June 30, 2005

| ASSETS | In K€ | 2005 | 2004 | 2004 |
|--|-------|-------------|-------------|-------------|
| | | JUNE 30 | JUNE 30 | DEC. 31 |
| | | (unaudited) | (unaudited) | (unaudited) |
| NON CURRENT ASSETS | | 52,933 | 47,767 | 54,089 |
| 1 - Tangible fixed assets | 3.2.1 | 13,532 | 17,269 | 14,576 |
| 1-1 Lands, buildings | | 5,499 | 5,822 | 5,649 |
| 1-2 Plants, machinery and equipments | | 1,691 | 1,302 | 1,689 |
| 1-3 Furniture and vehicles | | 1,753 | 2,136 | 1,736 |
| 1-4 Other fixed assets | | 76 | 771 | 80 |
| 1-5 Fixed assets held under leasing | | 4,514 | 7,239 | 5,422 |
| 2 - Buildings of placement | 3.2.2 | 596 | 627 | 612 |
| 3 - Intangible fixed assets (including Goodwill) | 3.1 | 11,663 | 4,182 | 12,258 |
| 4 - Financial fixed assets | 3.3 | 16,769 | 16,716 | 16,956 |
| 4-1 Investments in linked affiliates | | 2 | 50 | 2 |
| 4-2 Companies accounted for under equity method | l | | 126 | 250 |
| 4-3 Future value of refinanced equipments | | 5,354 | 6,651 | 5,795 |
| 4-4 Other financial fixed assets | | 11,413 | 9,888 | 10,908 |
| 5 - Long term receivables | | 7,050 | 5,539 | 5,609 |
| 6 - Deferred tax assets | | 3,323 | 3,432 | 4,079 |
| | | | | |
| CURRENT ASSETS | | 231,932 | 241,772 | 239,934 |
| 7 - Assets held for sale | | 4,805 | 4,232 | 4,279 |
| 8 - Inventory | 3.4 | 7,704 | 18,263 | 7,295 |
| 8-1 Refinanced equipment inventory | | 5,093 | 16,458 | 3,810 |
| 8-2 Other inventory | | 2,611 | 1,804 | 3,485 |
| 9 - Receivables and other debtors | | 171,276 | 148,807 | 161,624 |
| 9-1 Trade receivable | 3.5 | 150,116 | 117,803 | 140,270 |
| 9-2 Other debtors | 3.6 | 21,160 | 31,004 | 21,354 |
| 10 - Advanced payment | | 77 | 119 | 62 |
| 11 - Cash and cash equivalents | 3.7 | 39,537 | 66,106 | 62,894 |
| 11-1 Equivalents | | 11,472 | 15,008 | 14,368 |
| 11-2 Cash | | 28,065 | 51,097 | 48,526 |
| 12 - Other current assets | | 8,533 | 4,245 | 3,782 |
| | | | | |
| TOTAL ASSETS | | 284,865 | 289,539 | 294,024 |



| LIABILITIES In K€ | 2005 | 2004 JUNE 30 | 2004 |
|--|---------------------|-----------------|------------------------|
| | JUNE 30 (unaudited) | (unaudited) | DEC. 31 (unaudited) |
| TOTAL SHAREHOLDERS' EQUITY | 82,190 | 80,337 | 83,888 |
| 1 - Shareholders' equity 3.8 | 81,677 | 79,765 | 83,351 |
| 1-1 Capital | 16,038 | 16,038 | 16,038 |
| 1-2 Share premium | 54,072 | 54,072 | 54,072 |
| 1-3 Reserves | 6,725 | 5,045 | 1,304 |
| 1-4 Own shares | (5,924) | (8,855) | (2,459) |
| 1-5 Retained earnings | 10,766 | 13,465 | 14,397 |
| 2 - Minority interests | 512 | 572 | 536 |
| | | | |
| LIABILITIES | 202,676 | 209,202 | 210,136 |
| NON CURRENT LIABILITIES | 12,119 | 13,052 | 13,595 |
| 3 - Non current liabilities with interests 3.9 | 6,494 | 6,546 | 6,429 |
| 3-1 Banking loans | | | |
| 3-2 Financial lease debts | 6,368 | 6,392 | 6,245 |
| 3-3 Bank overdraft | 26 | | 82 |
| 3-4 Other loans | 100 | 154 | 103 |
| 4 - Non current liabilities without interests | 86 | 14 | 20 |
| 5 - Non current provisions 3.10 | 1,672 | 3,057 | 2,243 |
| 6 - Non current obligations from post employment plans | 407 | 456 | 451 |
| 7 - Deferred tax liabilities | 3,460 | 2,979 | 4,452 |
| | | | |
| CURRENT LIABILITIES | 190,557 | 196,150 | 196,541 |
| 8 - Liabilities held for sale | 2,789 | 3,331 | 2,911 |
| 9 - Current liabilities with interests 3.9 | 13,348 | 22,105 | 9,472 |
| 9-1 Banking loans | 2,943 | 7,715 | 4,050 |
| 9-2 Financial lease debt: takeover commitment | 1,895 | 2,135 | 2,038 |
| 9-3 Bank overdraft | 4,892 | 8,455 | 840 |
| 9-4 Other loans (factoring) | 3,618 | 3,799 | 2,544 |
| 10 - Current provisions 3.10 | 8,147 | 9,195 | 11,937 |
| 11 - Income tax liabilities | 7,487 | 3,703 | 4,331 |
| 12 - Payables and other current creditors | 128,563 | 125,964 | 127,604 |
| 12-1 Trade payables | 102,737 | 94,804 | 99,852 |
| 12-2 Advances received on contracts in progress | 1,613 | 1,126 | 1,680 |
| 12-3 Other creditors 3.11 | 24,213 | 30,034 | 26,072 |
| 13 - Other current liabilities | 30,223 | 31,852 | 40,285 |
| TOTAL SHAREHOLDERS' EQUITY & LIABILITIES | 284,865 | 289,539 | 294,024 |

Consolidated Income Statement First Half-year June 30, 2005

| In K€ | 2005 | 2004 |
|---|-----------|-----------|
| III KE | JUNE 30 | JUNE 30 |
| Products from ordinary activities | 274,337 | 309,973 |
| | | |
| CURRENT CHARGES | (266,129) | (303,285) |
| Cost of sales | (199,063) | (230,865) |
| Remuneration, social charges, pension | (39,388) | (40,499) |
| External charges | (23,991) | (25,844) |
| Depreciation, amortization and provisions | (2,553) | (2,479) |
| Taxes (other than income taxes) | (1,479) | (1,372) |
| Net loss in value on non current assets | | |
| Net loss in value on current asset | 974 | (731) |
| Other current income | 149 | 256 |
| Other current charges | (252) | (883) |
| | | |
| Current financial result (net) | (526) | 128 |
| | | |
| Other operational income | | |
| Other operational charges | | (996) |
| Loss in value on goodwill | | |
| | | |
| OPERATIONAL RESULT | 8,208 | 6,688 |
| Financial result | (193) | (77) |
| | | |
| INCOME BEFORE TAX | 8,015 | 6,611 |
| Income tax | (3,353) | 1,323 |
| Equity in affiliated companies | | (12) |
| | | |
| NET RESULT - CONTINUED ACTIVITIES | 4,662 | 7,922 |
| Stopped activities | 428 | 87 |
| | | |
| CONSOLIDATED INCOME | 5,090 | 8,009 |
| Minority interests | 95 | 52 |
| | | |
| CONSOLIDATED INCOME - GROUP | 5,185 | 8,061 |
| <u> </u> | 3,100 | 3,001 |

Consolidated **Statement of Cash Flow**First Half-year June 30, 2005



| In K€ | 2005 | 2004 |
|--|----------|----------|
| e | JUNE 30 | JUNE 30 |
| Net income (Group share) | 5,185 | 8,061 |
| Minority interests | (95) | (52) |
| Amortization and depreciation | 1,811 | 495 |
| Gain on sale of investments | 38 | (373) |
| Results of companies accounted for under equity method | | 12 |
| Provisions | (3,650) | (12,754) |
| CASH FLOW (A) | 3,289 | (4,611) |
| Change in accounts receivable, more than one year | (1,441) | (1,064) |
| Change in inventory | (604) | (654) |
| Change in accounts receivable, less than one year | (7,685) | (234) |
| Change in deferred charges | (4,867) | (497) |
| Change in trade payables | (1,672) | (7,198) |
| Change in other current payables (deposits, payroll,) | 1,158 | (14,276) |
| Change in deferred income and accrued charges | (6,764) | (12,794) |
| CHANGE IN WORKING CAPITAL (B) | (21,875) | (36,717) |
| NET CASH PROVIDED BY OPERATING ACTIVITIES (A+B)=C | (18,586) | (41,328) |
| Cash flows from divestitures | | |
| Sale of companies and activities | 920 | 4,837 |
| NET CASH PROVIDED BY DIVESTITURES (D) | 920 | 4,837 |
| | 020 | 4,007 |
| Cash flows used in investing activities | | |
| Formation expenses | | |
| Net cash used by changes in lands, buildings, fixtures and fittings | (1,270) | 506 |
| and intangible fixed assets used in the business | (0.404) | (7.0.4) |
| Purchase of own shares | (3,464) | (764) |
| Net cash used by changes in other intangible and tangible fixed assets allocated to the leasing business | (245) | (21) |
| Proceeds from sales and decrease in long term investments | (435) | 3,157 |
| Impact on foreign exchange rate fluctuations on cash flows | 256 | 253 |
| Purchase of companies and activities | (2) | (759) |
| CASH USED IN INVESTING ACTIVITIES (E) | (5,160) | 2,372 |
| FREE CASH FLOW (C+D+E)=F | (22,826) | (34,119) |
| Cash flows used in financing activities | | |
| Increase in capital | 52 | |
| Decrease in long term borrowings | | (304) |
| Increase in long term borrowings | 1,525 | (1,705) |
| Changes in short term borrowings | (171) | 142 |
| CASH USED IN FINANCING ACTIVITIES (F) | 1,406 | (1,867) |
| CHANGE IN CASH AND CASH EQUIVALENT (E+F) | (21,420) | (35,986) |

Notes to the Consolidated **Financial Statements** as of June 30, 2005

1. Summary of significant accounting policies

1.1. Presentation of the Group

As a leading provider of IT services, the Econocom Group consistently delivers solutions to help companies efficiently organize and manage their IT resources.

The Group's service offering, which has been extended to include telecommunications, encompasses the following three areas:

- > Financial Services
- > Managed Services
- > Products and Solutions

1.2. General information

1.2.1. Basis of preparation

As authorized by recommendation 03-323° issued by the CESR (Committee of European Securities Regulators) regarding the implementation of International Financial Reporting Standards (IFRS) in 2005, and circular FMI/2004-1 issued by the Belgian Banking, Financial and Insurance Commission, the interim financial statements of the Econocom Group for the six months ended June 30, 2005 have been prepared in accordance with the recognition and measurement criteria of IFRS and the related interpretations issued by the International Financial Reporting

Interpretations Committee (IFRIC) issued and effective or issued and early adopted at June 30, 2005. The IFRSs and IFRIC interpretations that will be applicable at December 31, 2005, including those that will be applicable on an optional basis, are not known with certainty at the time of preparing these interim financial statements.

The Econocom Group's consolidated financial statements were prepared in accordance with Belgian GAAP up until December 31, 2004. In preparing the first-half 2005 interim consolidated financial statements, certain recognition, measurement and consolidation principles have been amended to comply with IFRS. The figures in respect of first-half and full-year 2004 have been restated to permit period-on-period comparisons.

The Group has elected not to apply IAS 34 – Interim Financial Reporting, as permitted under circular FMI/2004-1.

The presentation of these interim financial statements is compliant with IFRS 1 – First-time Adoption of International Financial Reporting Standards.

The accounting policies set out below have all been consistently applied to each period presented.

1.2.2 Consolidation

1.2.2.1. Scope of consolidation

Companies over which Econocom Group directly or indirectly exercises exclusive control are fully consolidated. Exclusive control is deemed to exist when Econocom Group owns more than 50% of a company's capital. Companies controlled jointly by Econocom Group are proportionately consolidated. Consolidation and deconsolidation take place on the date of acquisition or sale of the related shares. Companies in which Econocom Group holds less than a 50% interest are accounted for by the equity method.

A list of consolidated companies is provided in Note 4.

All inter-company balance sheet and income statement transactions are eliminated on consolidation.

Minority interests are reported as a separate component of equity, and are also presented separately in the income statement.

1.2.2.2. Goodwill

Goodwill represents the excess of the cost of acquiring shares in consolidated companies over the Group's equity in the fair value of the net identifiable assets, liabilities and contingent liabilities of the acquired company at the date of acquisition.



The cost of an acquisition corresponds to the fair value, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the acquirer, plus any costs directly attributable to the acquisition.

The Group applies the purchase method in accounting for goodwill.

Up until January 1, 2004, goodwill was amortized over periods of five or ten years, in accordance with Belgian GAAP. In accordance with IFRS 3 – Business Combinations, goodwill is no longer amortized but is tested for impairment at least once a year and more often if there is an indication of impairment.

For the purpose of these tests, goodwill is allocated to Cash-Generating Units, which correspond to the smallest identifiable groups of assets that generate cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

An impairment loss recognized for goodwill may not be reversed in a subsequent period.

Before concluding that any negative goodwill has arisen, the Group reassesses the identification and measurement of the acquiree's identifiable assets, liabilities, and contingent liabilities and the measurement of the cost of the acquisition. Any excess

remaining after that reassessment is recognized immediately in profit or loss.

1.3. Accounting policies

1.3.1. Revenue recognition, excluding the Financial Services activity (see Note 1.3.2)

In accordance with IAS 18 -Revenue recognition, the Group recognizes revenue from the sale of goods and rendering of services when it is probable that future economic benefits will flow to the entity concerned and these benefits can be measured reliably. Revenue is measured at the fair value of the goods and/or services delivered, net of VAT, taking into account the amount of any trade discounts and volume rebates allowed by the entity, and after eliminating inter-company transactions.

In the case of the sale of goods, the related revenue is recognized only when the entity has transferred to the buyer the significant risks and rewards of ownership of the goods.

1.3.2. Financial Services activity: application of IAS 17 – Leases

1.3.2.1. Finance leases

The Group's finance leases are mainly refinanced contracts, whereby equipment and related contracts are sold to refinancing institutions at an all-inclusive price representing the present value of future lease payments and the residual value of the equipment. This residual value corresponds to the repurchase price of the equipment by the Group upon expiration of the lease. Lease payments due by lessees are directly paid to the financing institutions on a non-recourse basis and, therefore, the Group is protected from the risk of payment defaults. From a legal standpoint, Econocom Group relinquishes ownership of the equipment on the date of sale and recovers ownership at the end of the lease term by repurchasing the equipment.

A. Refinanced contracts

Refinanced contracts are accounted for as follows:

- > related revenue corresponds to the present value of future minimum lease payments (corresponding to the payments that the lessee is required to make throughout the lease term).
- > the cost of sales represents the purchase cost of the asset.
- > the residual interest of the company in the leased assets corresponds to an estimated market value at the end of the lease term, calculated using an accelerated diminishing balance method of depreciation, based on the original purchase cost of each item of equipment. The present value of this residual

Notes to the Consolidated Financial Statements as of June 30, 2005

interest is deducted from the cost of sales.

> any positive difference between the residual interest and the residual value (repurchase commitment) is recorded as an asset under non-current financial assets. If the amount is negative, it is classified as a liability.

B. PC Lease contracts

PC Lease contracts are contracts whereby the lessee pays a fixed rental over the contract period for equipment, software and other services delivered progressively over the period of the contract. Such contracts are also refinanced. PC Lease contracts are accounted for as follows:

- > margins are deferred in the same way as for other types of finance leases.
- > contract margins are recognized progressively as assets are delivered, prorata to the amount of each delivery. The residual interest of the company in the assets is recognized as described above, in line with the deliveries made.

C. Non-refinanced contracts

Non-refinanced contracts mainly concern Promodata SNC and are being transferred progressively to Econocom Location SA. They are accounted for as follows:

Balance sheet

The value of lease receivables

rather than the value of equipment is recorded in the balance sheet.

Income statement

Income and expense are recognized up front for the following line items:

- > revenue: present value of future minimum lease payments
- > cost of sales: fair value of assets (purchase cost)

Income and expense is recognized on a periodic basis for monthly financial income from refinancing contracts.

1.3.2.2. Operating leases

Operating leases – primarily representing contract extensions – are not material. The Econocom Group retains all the risks relating to operating leases as the significant risks and rewards incidental to ownership of the assets concerned are not transferred.

Balance sheet

The leased equipment is recorded as an asset in the balance sheet and depreciated on a straight line basis to write it down to its residual value which represents the residual interest of the company in the asset at the end of the lease term (see Note 1.3.2.3).

Income statement

Income statement entries are made on a periodic basis with the invoiced lease payment recorded

as revenue and the depreciation described above recorded as an expense.

1.3.2.3. Residual value

As stated above, leased equipment is repurchased from some refinancing institutions at the end of the lease term.

The repurchase – or undepreciated – value corresponds to residual value.

The residual value of these assets represents a liability – which is generally long-term – and is discounted using the same method as for the related lease.

The residual interest of the company in the transferred assets corresponds to an estimated market value calculated using an accelerated diminishing balance method of depreciation, based on the original purchase cost of each item of equipment.

This residual interest represents a long-term asset, which is discounted using the same method as for the related lease.

1.3.3. Property, plant and equipment

Items of property, plant and equipment are carried at cost less accumulated depreciation and accumulated impairment losses, except for land, which is not depreciated.



1.3.3.1. Acquisition cost

In accordance with IAS 16 – Property, Plant and Equipment, the cost of items of property, plant and equipment corresponds to their purchase price, including costs directly attributable to the acquisition. Subsequent costs are recognized in the carrying amount of an item of property, plant and equipment if it is probable that future economic benefits associated with the recognized asset will flow to the entity and the cost of the asset can be measured reliably.

1.3.3.2. Depreciation

Depreciation is calculated using the diminishing balance method for computer equipment and the straight-line basis for other assets, in both cases based on cost less any residual value.

It starts from the date on which an asset is ready for use and is calculated over the estimated useful life of the asset concerned.

| Useful life (in years) | |
|------------------------|---------|
| Buildings | 20 - 50 |
| Fixtures | 10 |
| Computer equipment | 3 |
| Vehicles | 5 |
| Furniture | 10 |

1.3.4. Impairment of non-current assets

In accordance with IAS 36 – Impairment of Assets, property, plant and equipment and intangible assets are tested for impairment whenever there is an indication that the asset may be impaired. At each reporting date the Group assesses whether any such indications exist. Impairment tests are carried out annually for assets with indefinite useful lives, which for the Econocom Group exclusively represent goodwill.

Assets are grouped into Cash Generating Units (CGUs) for the purpose of impairment testing. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

The value in use of a CGU is determined based on the present value of the future net cash flows expected to be derived from the CGU.

A CGU is impaired if its net book value exceeds its recoverable amount – which represents the higher of its fair value less costs to sell and its value in use. In such a case an impairment loss is recorded as an operating expense and allocated in priority against goodwill.

An impairment loss for a CGU may be reversed, if, and only if, there has been a change in the estimates used to determine the CGU's recoverable amount since the last impairment loss was recognized.

1.3.5. Inventories

Inventories are measured at the lower of cost and net realizable

value as required under IAS 2 – Inventories. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

The cost of inventories is allocated using the first-in first-out (FIFO) method. It includes all costs of purchase (purchase price, import duties and other unrecoverable taxes, and transport and handling costs, less trade discounts and rebates), costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

For the Financial Services activity, the equipment or software purchased and allocated to a contract is now recognized in inventories and is not depreciated until the contract refinancing date.

1.3.6. Income taxes

The line "Income tax" includes both current taxes (payable on taxable profit for the period and any amendments from prior years) and deferred taxes.

In accordance with IAS 12 – Income Taxes, deferred taxes are recognized for all temporary differences between the net book value of assets and liabilities and their tax base, as well as for unused tax losses. Differences are deemed to be temporary when it is probable that they will reverse in the foreseeable future.

Notes to the Consolidated Financial Statements as of June 30, 2005

Deferred tax assets are only recognized to the extent that it is probable that taxable profit will be available against which deductible temporary differences can be utilized.

Deferred tax assets and liabilities are measured at the local tax rates that are expected to apply to the period when the asset is realized or the liability is settled.

1.3.7. Provisions

In compliance with IAS 37 – Provisions, Contingent Liabilities and Contingent Assets, a provision is recognized when the Group has a present (legal or constructive) obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

An obligation to restructure arises when an entity has a detailed formal plan for the restructuring and announced its main features to those affected by it or has started to implement the plan.

The amount recognized as a provision represents the best estimate of the present value of the expenditures expected to be required to settle the present obligation at the balance sheet date. The discount rate reflects current market assessments of the time value of money and the risks specific to the liability.

1.3.8. Employee benefits

The Group's employees may receive termination benefits on retirement in addition to statutory pension benefits payable in accordance with the legislation in force in the countries concerned. These forms of employee benefits are funded by the Group under defined contribution plans (pensions) and defined benefit plans (termination benefits).

Stock purchase and subscription options are granted to Group senior management and certain non-managerial employees. As prescribed in IFRS 2 – Share-based Payment, stock options are measured at the grant date by reference to the fair value of the equity instruments granted. The related expense is recognized in personnel costs over the vesting period, with a corresponding increase in equity.

Only plans granted to employees after November 7, 2002 that had not vested at January 1, 2005 have been measured at fair value and recognized in personnel costs. Plans granted prior to November 7, 2002 have not been measured or recognized.

1.3.9. Treasury stock

All treasury stock held by the Group is recorded as a deduction from equity at acquisition cost. Gains or losses on the disposal of treasury shares (net of tax) are recorded directly in equity and do

not therefore impact profit for the period.

1.3.10. Assets and liabilities held for sale

Assets and liabilities are classified as held for sale when the Group intends to sell them either in the current period or in future periods. Where a Group entity has been disposed of, it is classified as a discontinued operation and its profit or loss is presented separately in the income statement in the line "Stopped activities". The Group's activities in Switzerland were presented in this way at June 30, 2005.

1.3.11. Translation of the financial statements of subsidiaries outside the euro zone

The functional currency of the Group's foreign subsidiaries is their local currency, in which the majority of their transactions are denominated. All monetary and non-monetary assets and liabilities are translated at the closing rate, and income statement items are translated at the average rate for the period.

Differences arising from the translation of the financial statements of these subsidiaries are recorded as a component of consolidated equity under "Currency translation adjustments".



2. Exchange rates used (countries outside Euro area)

| | 30.06.2005 | | 31.12.2004 | | 30.06.2004 | | |
|-------------|--------------|-----------------|--------------|-----------------|--------------|-----------------|--|
| | Closing rate | Average rate | Closing rate | Average rate | Closing rate | Average rate | |
| USA | 0.825696 | 0.773105 | 0.734160 | 0.802752 | 0.822707 | 0.814593 | |
| U.K. | 1.503420 | 1.455400 | 1.418339 | 1.468497 | 1.490868 | 1.479050 | |
| SWITZERLAND | 0.648550 | 0.647737 | 0.648130 | 0.647442 | 0.656082 | 0.644606 | |

3. Financial Statements Analysis (all amounts in K€)

3.1. Intangible fixed assets and Goodwill

Intangible fixed assets are:

- Goodwill 10,625 K€- Softwares, licences 1,038 K€

Goodwills at June 30, 2005

| | Year of acquisition | June 30, 2005 | Dec. 31, 2004 |
|---------------------------|---------------------|------------------|------------------|
| FRANCE | | 8,586 | 8,586 |
| Signal Service | 2004 | 7,502 | 7,502 |
| Synopse | 2003 | 413 | 413 |
| Econocom Location | 1996 | 671 | 671 |
| BELGIQUE | | 1,966 | 1,966 |
| Econocom Telecom Services | 2004 | 744 | 744 |
| SX Consultants | 2002 | 656 | 656 |
| CSI | 2000 | 105 | 105 |
| PLI | 2000 | 461 | 461 |
| USA | | 73 | 534 |
| Ace Computer Center I LLC | 2001 | | 461 |
| USA | 1995 | 73 | 73 |
| TOTAL | | 10,625 | 11,086 |

Decrease in goodwill is due to the sale of Ace Computer in January 2005.

3.2. Buildings, Fixtures and Fittings

3.2.1. Tangible fixed assets

| | Land and buildings | Equipment, furn. and fixt. fittings | Leased assets | June 30, 2005 | Dec. 31, 2004 |
|-----------------|--------------------------|---|------------------|------------------|------------------|
| BELGIUM | 5,282 | 984 | 205 | 6,471 | 6,503 |
| THE NETHERLANDS | | 218 | 528 | 746 | 265 |
| UNITED KINGDOM | | 88 | 236 | 324 | 601 |
| ITALY | 217 | 46 | 660 | 923 | 230 |
| SPAIN | | 53 | 916 | 969 | 1,327 |
| USA | | 68 | 1,482 | 1,550 | 1,526 |
| FRANCE | | 2,063 | 487 | 2,550 | 4,124 |
| TOTAL | 5,499 | 3,520 | 4,514 | 13,533 | 14,576 |

Item "Land and buildings" includes Econocom Group's headquarters in Belgium and buildings. Other fixtures and fittings are mainly IT equipment.

Item "Leased assets": they are non refinanced extensions treated as basic contracts, whatever the nature of the initial contract is.

- 1 Assets are maintained in balance sheet and are amortized until PAO6 value at the end of the contract applying the straight-line method on the length of the extension.
- 2 Rents are invoiced to the final customer.

3.2.2. Building of placement

Econocom Group owns a building of placement located in Les Ulis in France.

This building is amortized according to IFRS 16 - Tangible fixed assets - principles.



3.3. Financial fixed assets

| | Investments in affiliates | Future value of refinanced equipments | Guarantee deposit | Other financial assets | Total June 30, 2005 | Total Dec. 31, 2004 |
|-----------------|------------------------------|--|----------------------|------------------------------|---------------------------|---------------------------|
| BELGIUM | | 760 | 65 | 2,505 | 3,330 | 3,175 |
| THE NETHERLANDS | | 162 | | | 162 | 242 |
| UNITED KINGDOM | | 492 | | | 492 | 331 |
| ITALY | | 422 | 1,457 | | 1,879 | 1,056 |
| SPAIN | | 198 | 26 | | 224 | 280 |
| FRANCE | 2 | 3,320 | 7,191 | | 10,513 | 11,503 |
| USA | | | 169 | | 169 | 369 |
| TOTAL | 2 | 5,354 | 8,908 | 2,505 | 16,769 | 16,956 |

The guarantee deposits are given by the PC procurement subsidiaries to factoring and securitization companies.

3.4. Inventories (by business line)

| | Financial Services | Products and Solutions | Managed Services | June 30, 2005 | Dec. 31, 2004 |
|-----------------|-----------------------|------------------------|---------------------|------------------|------------------|
| BELGIUM | 479 | 182 | 697 | 1,358 | 1,806 |
| THE NETHERLANDS | 2,463 | | | 2,463 | 696 |
| FRANCE | 982 | 1,732 | | 2,714 | 4,578 |
| UNITED KINGDOM | 1,169 | | | 1,169 | 215 |
| USA | | | | 0 | 0 |
| TOTAL | 5,093 | 1,914 | 697 | 7,704 | 7,295 |

The Financial Services inventory amount represents equipments allocated on leasing contracts not yet refinanced. The Products and Solutions subsidiaries' inventory amount is mostly covered by customer orders and therefore without any obsolescence risk.

3.5. Trade receivables

| | From refinancing institutions | From other customers | June 30, 2005 | Dec. 31, 2004 |
|-----------------|-------------------------------|----------------------|------------------|------------------|
| BELGIUM | 6,025 | 23,217 | 29,242 | 28,502 |
| THE NETHERLANDS | 19,148 | 5,741 | 24,889 | 11,969 |
| ITALY | 2,028 | 1,202 | 3,230 | 4,922 |
| SPAIN | 2,597 | 568 | 3,165 | 3,258 |
| UNITED KINGDOM | 430 | 726 | 1,156 | 1,666 |
| USA | 53 | 220 | 273 | 125 |
| FRANCE | 41,540 | 46,621 | 88,161 | 89,828 |
| TOTAL | 71,821 | 78,295 | 150,116 | 140,270 |

3.6. Other debtors

This category includes mostly VAT receivables, tax payments to be recovered and advanced payments to agents.

3.7. Cash and short-term investments

| | June 30, 2005 | Dec. 31, 2004 |
|------------------------|------------------|------------------|
| Cash assets | 28,065 | 48,526 |
| Short term investments | 11,472 | 14,368 |
| TOTAL | 39,537 | 62,894 |



3.8. Capital (K€)

The issued capital and the shareholder's equity of the holding Company (Econocom Group) amounted to € 16,038 and € 90,986, respectively as of June 30, 2005.

The Econocom Group consolidated equity amounts to € 81,678.

Econocom International NV, the major shareholder, holds a 48.03% interest in Econocom Group SA as of June 30, 2005.

Moreover, as of June 30, 2005, 2 131 040 options had been granted and were still valid, representing 7.1 % of the share capital.

The share purchase program has been pursued in the year, as of June 30, 2005, Econocom Group and its subsidiaries owned 901 181 shares of Econocom Group (3 % of capital), compared to 427 399 shares as at December 31, 2004 (1.42 % of capital).

3.9. Indebtedness

| | Non current | Current | June 30, 2005 | Dec. 31, 2004 |
|----------------------|-------------|---------|---------------|---------------|
| Banking loans | | 2,943 | 2,943 | 4,050 |
| Financial lease debt | 6,368 | 1,895 | 8,263 | 8,282 |
| Bank overdraft | 26 | 4,892 | 4,918 | 922 |
| Factoring | 100 | 3,618 | 3,718 | 2,544 |
| Other loans | | | | 103 |
| TOTAL | 6,494 | 13,348 | 19,842 | 15,901 |

3.10. Provisions

| | June 30, 2005 | Dec. 31, 2004 |
|---|---------------|---------------|
| Non current provisions | 1,672 | 2,243 |
| Restructuring provisions | 759 | 1,241 |
| Provisions for litigation | 913 | 1,002 |
| Current provisions | 8,147 | 11,937 |
| Provisions for social and tax litigations | 1,880 | 1,938 |
| Provisions for deferred commissions | 5,291 | 4,688 |
| Other current provisions | 976 | 5,311 |
| TOTAL | 9,819 | 14,180 |

These provisions mainly cover medium-term risks or commission charges.

3.11. Accrued expenses and other payables

| | June 30, 2005 | Dec. 31, 2004 |
|--|---------------|---------------|
| Other taxes | 6,968 | 7,868 |
| Remuneration and social security costs | 14,531 | 14,869 |
| Dividends | 451 | 22 |
| Refunds, rebates and discount payables | 2,263 | 3,313 |
| TOTAL | 24,213 | 26,072 |

3.12. Residual value commitments (amounts in million €)

| | June 30, 2005 | Dec. 31, 2004 |
|-----------------|---------------|---------------|
| BELGIUM | 5,055 | 5,865 |
| THE NETHERLANDS | 7,848 | 9,030 |
| UNITED KINGDOM | 135 | 293 |
| SWITZERLAND | | 1,599 |
| SPAIN | 2,356 | 2,291 |
| ITALY | 1,577 | 1,072 |
| FRANCE | 8,953 | 9,184 |
| TOTAL | 25,924 | 29,334 |

The yearly statistics maintained by Econocom demonstrate that this level of commitment does not bear any risk, as the portfolio management or the remarketing of the equipment allows positive results at the end of the contracts.



4. Consolidated companies

4.1. Fully consolidated

| | Registered | % | Immediate holding |
|---|------------|--------------|---|
| | office | shareholding | company |
| Econocom Promodata France SA | Clichy | 100% | Econocom Nederland BV |
| Promodata SNC | Clichy | 100% | Econocom Promodata France SA |
| Econocom France SAS | Clichy | 100% | Econocom Group SA |
| Econocom SAS | Clichy | 99.99% | Econocom Group SA |
| Econocom Location SA | Clichy | 99.99% | Econocom Lease SA/NV |
| Atlance France SA | Clichy | 100% | Econocom Location SA |
| G.I.E. Econocom | Clichy | 100% | Econocom SAS/Econocom Group SA |
| Econocom.com SA | Clichy | 99.99% | Econocom Group SA |
| Econocom Products and Solutions SAS | Les Ulis | 100% | Econocom Managed Services SA/NV |
| Econocom Managed Services SA | Les Ulis | 99.99% | Econocom Products and Solutions SAS |
| SCI Alexandre | Les Ulis | 99.90% | Econocom Products and Solutions SAS |
| Infoconseil SARL | Les Ulis | 100% | Econocom Products and Solutions SAS |
| Synopse SAS | Orsay | 100% | Econocom Managed Services SAS |
| Econocom Products and Solutions Belux SA/NV | Brussels | 100% | Econocom Group SA / Econocom Managed Services SA/NV |
| Econocom Managed Services SA/NV | Brussels | 100% | Econocom Group SA |
| Econocom Lease SA/NV | Brussels | 100% | Econocom Group SA / Econocom Managed Services SA/NV |
| Altance SA/NV | Brussels | 100% | Econocom Lease SA/NV / Econocom Managed Services SA/NV |
| EPS Luxembourg SA | Luxembourg | 100% | Econocom Products and Solutions Belux SA/NV |
| Econocom Luxembourg SA | Luxembourg | 100% | Econocom Group SA / Econocom Managed Services SA/NV |
| Econocom Nederland BV | Houten | 100% | Econocom Group SA |
| Econocom Products Services BV | Houten | 99.94% | Econocom Nederland BV |
| Econocom Services BV | Houten | 95.00% | Econocom Nederland BV |
| Econocom Expert International Holding | Houten | 50.10% | Econocom Group SA |
| Econocom Nordlease GmbH | Hambourg | 65.00% | Econocom Group SA |
| Econocom UK Ltd | Richmond | 100% | Econocom Group SA |
| Econocom SA (Switzerland) | Nyon | 99.98% | Econocom Group SA |
| Econocom SA (Spain) | Madrid | 99.99% | Econocom Group SA |
| Econocom Locazione Italia SPA | Milan | 100% | Econocom Group SA / Econocom SAS |
| Aperleasing | Milan | 100% | Econocom Locazione Italia SPA |
| Econocom USA Inc. | Memphis | 100% | Econocom Group SA |
| | | | |

Econocom addresses

Econocom Group

Clos du Parnasse, 13AB 1050 Bruxelles – Belgium

Econocom Belgium

Parc Horizon

Leuvensesteenweg 510, bus 80 1930 Zaventem - Belgium

Tel.: 32 2 790 81 11 Fax: 32 2 790 81 20

Econocom Luxembourg

4, rue d'Arlon

8399 Windhof – Luxembourg

Tel.: 352 39 55 50 Fax: 352 39 55 88

Econocom France

42-46, rue Médéric 92582 Clichy cedex – France

Tel.: 33 1 47 56 37 00 Fax: 33 1 47 56 03 00

Econocom Locazione Italia SPA

Via Stephenson n. 43/A 20157 Milan – Italy Tel.: 39 02 39030411

Fax: 39 02 39030400

Econocom Albis GmbH

Ifflandstraße 4

22087 Hamburg – Germany Tel.: 49 40 808 100 339 Fax: 49 40 808 100 370

Econocom Nederland

Kokermolen 11

3994 DG Houten - The Netherlands

Tel.: 31 30 63 58 333 Fax: 31 30 63 58 300

Econocom España SA

C/ Josefa Valcarcel, N.42, 5° Planta

28027 Madrid - Spain Tel.: 34 91 411 91 20 Fax: 34 91 563 92 33

Econocom UK

Sovereign Gate 18-20, Kew Road

Richmond Surrey TW9 2NA - United Kingdom

Tel.: 44 20 8948 83 77 Fax: 44 20 8948 84 81

Econocom USA

6750 Poplar Avenue, Suite 202 Memphis, Tennessee 38138 – USA

Tel.: 1 901 685 0021 Fax: 1 901 685 1105