

**MANDATORY
PUBLIC TAKEOVER BID IN CASH**

Possibly followed by a squeeze-out

BY

BOREALIS AG

an Aktiengesellschaft under Austrian law

**FOR ALL SHARES WHICH ARE NOT ALREADY HELD BY THE BIDDER
issued by**

ROSIER

a limited liability company under Belgian law



at the price of EUR 203.38 per Share

The Acceptance Period will commence on 2 September 2013 and close on 4 October 2013 (inclusive) at 4PM CET

Acceptance Forms must be lodged with ING België NV, either directly or via a financial intermediary



The Prospectus and Acceptance Form may be obtained free of charge at the counters of ING België NV, or by telephone (+32(0)2 464 60 01 (Dutch), +32(0)2 464 60 02 (French) and +32(0)2 464 60 04 (English)). An electronic version of the Prospectus is also available on the internet at www.ing.be, www.rosier.eu and www.borealisgroup.com.

The French version of the Prospectus has been approved by the FSMA on 27 August 2013, in accordance with article 19 §3 of the Law on Takeover Bids and has been published in Belgium in French, which is its official version. This document constitutes the English translation of the Prospectus and is also made available in electronic form on the above-mentioned websites. In case of any inconsistencies between this English translation on the one hand and the official French version on the other hand, the French version of the Prospectus shall prevail. The Bidder has verified and are responsible for the consistency between the versions.

Financial adviser to the Bidder:



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SUMMARY OF THE PROSPECTUS

Notice

This summary must be read as an introduction to the Prospectus. It should be read together with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Prospectus. Any decision whether or not to accept the Takeover Bid must be based on a careful and comprehensive reading of the Prospectus as a whole.

No civil liability can be attributed to anyone in respect of this summary, including any translation hereof, unless it is misleading, inaccurate or inconsistent when read together with the other parts of this Prospectus.

The terms used in this summary with a capital initial shall have the meaning attributed to them in the Prospectus.

Bidder

The Bidder is Borealis AG, an *Aktiengesellschaft* incorporated in Austria, with registered offices at IZD Tower, Wagramerstraße 17-19, 1220 Vienna (Austria), registered with the Commercial Court of Vienna under number FN269858a (**Borealis** or the **Bidder**).

Borealis holds 145,000 (or 56.86%) of the outstanding shares in Rosier on the date of this Prospectus.

Target

The target is Rosier SA, a limited liability company ("société anonyme") under Belgian law, with registered office at Route de Grandmetz 11a, 7911 Moustier (Hainaut), RLE (Tournai) 0401.256.237 (the **Target** or **Rosier**). Rosier does not hold treasury shares on the date of this Prospectus.

Characteristics of the Bid

Nature and purpose of the Bid

Borealis announced on 6 February 2013 that it had made a firm offer to acquire the 56.86% interest in Rosier held by Total against a price per Share of EUR 200.00. The SPA was signed on 17 June 2013 and following completion of the transactions contemplated by this SPA, Borealis acquired the 56.86% interest in Rosier on 28 June 2013 (the **Pre-Transaction**). The final price per Share paid to Total amounts to EUR 192.00, taking into account the gross dividend of EUR 8.00 per share declared by the Annual Meeting on 20 June 2013 and paid out to Total on 28 June 2013 immediately prior to completion of the transactions contemplated by the SPA, which was deducted from the initial price per share of EUR 200.00 agreed with Total, as per the terms and conditions of the SPA. As a result of the Pre-Transaction, Borealis now holds in excess of 30% of the total outstanding share capital of Rosier and in accordance with article 50 of the Royal Decree on Takeover Bids, this triggers the legal obligation for Borealis to launch a mandatory takeover bid on all remaining Shares of Rosier in accordance with chapter III of the Royal Decree on Takeover Bids.

The Takeover Bid is a mandatory bid made in accordance with chapter III of the Royal Decree on Takeover Bids. The Takeover Bid is in cash. Borealis is under a legal obligation to make the Takeover Bid following the acquisition of 56.86% of the outstanding shares in Rosier.

The Takeover Bid relates to all Shares issued by Rosier, which are not already held by the Bidder or persons affiliated with the Bidder.

The Bidder also intends to launch a simplified squeeze-out in accordance with article 513 of the Belgian Companies Code and articles 42 and 43 *juncto* article 57 of the Royal Decree on Takeover Bids, if the conditions for such a squeeze-out are met. These conditions are included in article 42 of the Royal Decree on Takeover Bids. They concern the ownership of 95% of the shares by the Bidder, the Target, and persons acting in concert with the Bidder.

Bid Price and payment

The Bid Price per Share (coupon n°28 and following attached) is EUR 203.38.

The Bid Price will be paid, at the latest, on the tenth (10) Business Day following announcement of the results of Initial Acceptance Period. The Bidder intends to pay the Bid Price on 11 October 2013.

In case of a reopening of the Takeover Bid, the Bid Price for the Shares that will be tendered in the framework of such reopening will be paid, at the latest, on the tenth (10) Business Day following announcement of the results of the relevant subsequent Acceptance Period(s).

Unconditional Bid

The Takeover Bid is unconditional.

Indicative timetable

Event	(Anticipated) date
Announcement of intention of Bidder to launch a Bid in accordance article 8 of the Royal Decree on Takeover Bids	6 February 2013
Regulatory filing of Takeover Bid with FSMA	8 July 2013
Announcement Date in accordance with article 7 of the Royal Decree on Takeover Bids	8 July 2013
Approval of the Prospectus by FSMA	27 August 2013
Approval of the Memorandum in Reply by FSMA	27 August 2013
Publication of offer announcement	31 August 2013
Publication of the Prospectus	2 September 2013
Opening of the Initial Acceptance Period	2 September 2013
Closing of the Initial Acceptance Period	4 October 2013
Announcement of the results of the Initial Acceptance Period	9 October 2013
Initial Settlement Date	11 October 2013
Mandatory reopening of the Takeover Bid (should the Bidder hold at least 90% but cannot proceed with a simplified squeeze-out)	14 October 2013

Closing of the Acceptance Period of the mandatory reopening	28 October 2013
Announcement of the results of the mandatory reopening	31 October 2013
Settlement Date of the mandatory reopening	5 November 2013
Opening simplified squeeze-out period (if the mandatory reopening did not already have the effect of a squeeze-out)	12 November 2013
Closing of the Acceptance Period of the simplified squeeze-out	29 November 2013
Announcement of the results of the simplified squeeze-out	5 December 2013
Settlement Date of the simplified squeeze-out	10 December 2013

Motives, objectives and intentions of the Bidder

The Bidder is of the view that the acquisition of Rosier will strengthen Borealis' core fertilizer business, a market on which Borealis is already active through Borealis Linz (Austria), Borealis Pec-Rhin (France) and GPN (France), recently acquired. The acquisition of Rosier will allow Borealis to extend its range of fertilizer activities by adding specialty fertilizers to its current portfolio.

At this stage, Borealis has no plans to further integrate Rosier within the other fertilizer activities. It is however possible that partial integration of specific functions will be required (for example because such functions have been provided for by the Total group in the past, such as treasury management and insurance). If relevant, such integration shall be subject to appropriate corporate decision making and procedures, including application of the procedure set forth in article 524 of the Companies Code for as long as Rosier remains listed on NYSE Euronext Brussels.

Borealis will examine the possibility to further enhance the production facilities of Rosier by developing and implementing a significant multi-year capital investment plan. Borealis believes that such increased investment will put Rosier in the best position possible to further strengthen its position on the fertilizer market. Should the Rosier cash flows and reserves not be sufficient to bear the cost of such capital investment plan, Borealis will propose to Rosier to consider various methods of financing, and Borealis will further consider stepping up its own investment in Rosier.

Borealis will assess the future dividend policy of Rosier in light of its further investment requirements of Rosier, as set out above. Shareholders should not assume a continuation of any previous dividend policy. Over the last years, Rosier has distributed a stable annual gross dividend to its shareholders. Since 2007, the annual gross dividend amounts to EUR 8.0 per share, except for 2009 when the dividend was reduced to EUR 6.0 per share. In its annual report, Rosier mentions that “there is no defined policy for the allocation of the result. Nevertheless, the distributed dividend takes into account the results, the financial situation and the prospects of the company.” During the period 2007-2012, the gross dividend amounted to respectively 31%, 16%, -24%, 34%, 31% and 90% of the result of each period.

Justification of the Bid Price

The Bidder offers a Bid Price of EUR 203.38 for each Share (coupon n°28 and following attached). Article 53 of the Royal Decree on Takeover Bids provides that the Bid Price should be at least the highest of the two following amounts:

- (A) **Highest price paid over the last 12 months** - The highest price paid by the bidder or a person acting in concert with the bidder for a Rosier share over the last 12 months prior to the announcement of the offer.

The highest price paid over the last 12 months amounts to EUR 192.00 per Share (coupon n°28 and following attached), i.e. the price per Share that Borealis paid to Total on 28 June 2013 in the context of the Pre-Transaction. Neither Borealis, nor any person acting in concert with Borealis has made any other trade or transaction in Rosier shares during such 12 months period.

- (B) **Volume weighted average stock exchange price over the last 30 days** - The volume weighted average stock exchange price during the last 30 calendar days before the event that triggered the obligation to make a mandatory bid.

With respect to the calculation period for the volume weighted average stock exchange price, the Bidder has obtained a derogation from the FSMA to have the end date of such calculation period on 6 February 2013, i.e. the date on which Borealis announced in accordance with article 8 of the Royal Decree on Takeover Bids that it had made a firm offer for Total's 56.86% interest in Rosier. This derogation was granted based on the fact that the Total group, in the context of the potential sale of its interest in Rosier and GPN, was required under French law to comply with an employee consultation process, before any binding agreement in respect of the sale of these interests was entered into. As a result, Borealis submitted on 6 February 2013 a firm offer to the Total group to acquire the interest in Rosier and GPN, based on which the employee consultation process referred to above was undertaken by the Total group. Taking into account the risk of speculation on the Rosier stock during the employee consultation process, the FSMA agreed to have the end date of such calculation period on 6 February 2013.

Such volume weighted average stock exchange price of a Rosier share on NYSE Euronext Brussels for the 30 calendar days period ending on, and including, the day of announcement of the proposed transaction, amounts to EUR 211.38 per Share (coupon n°27 and following attached). As coupon n°27 was detached on 25 June 2013 in relation to a dividend payment of EUR 8.00 per share which took place as from 28 June 2013, the Bid Price has been adjusted to EUR 203.38 per Share (coupon n°28 and following attached). As this price is higher than the price referred to under paragraph (A) above, Borealis has made the Bid against such price.

This means that the Bid Price is higher than the price that Borealis has paid to Total for the acquisition of the 56.86% interest in Rosier (EUR 192.00). As the price paid to Total is the result of a negotiation between Rosier's largest shareholder and Borealis, Borealis believes that the Bid Price is an attractive price which allows the Rosier shareholders to exit at a price that is even better than the price paid to Total for its controlling stake in Rosier.

Although the Target is listed on NYSE Euronext Brussels, it should be noted that the liquidity of the Shares has been fairly weak over the last year prior to announcement of the Pre-Transaction, with an average of 84.9 shares traded on a daily basis. Hence, the Bidder believes that the Bid provides a unique liquidity opportunity for the Target's shareholders to monetize their Shares immediately through the Takeover Bid without any limitation in relation to the liquidity of the Shares.

Valuation framework for the Rosier shares

The Bidder and its financial advisor refer to the following valuation methods which could serve as a benchmark to give context to the Bid Price offered under the Takeover Bid. These valuation methods are not intended to be a Bid Price justification, as the Bid Price is based upon a price negotiated with Total in the context of the Pre-Transaction and results from the application of the applicable regulations on minimum bid price in the context of a mandatory takeover bid.

- (a) Historical price performance of the Target's share: Considering the liquidity of the share, it is assumed that the share price is a relevant valuation reference in order to assess the price per Share. The Target was listed on NYSE/Euronext Brussels in December 1986, following the initial public offering, at a price of EUR 55.2 per share (the introduction price was expressed in Belgian francs and amounted to BEF 2,225). The volume weighted average stock exchange price over the last 30 days of EUR 211.38 as announced on 6 February 2013 represents a 1.7% discount on the closing price as of 6 February 2013 and a discount of 0.9% as compared with the average closing price over the week prior to 6 February 2013 and a premium/(discount) of 1.0%, (3.6%) and (8.3%) as compared to the average share price during the last three, six and twelve months preceding 6 February 2013.

Since the announcement of the Bid, the Bid Price is reflected in the share price developments. The volume weighted average price between 7 February and 28 June amounted to EUR 204.1. On 28 June 2013, shareholders received a EUR 8 dividend per share. On 5 July 2013, the date prior to the announcement of the Mandatory Offer by the FSMA (8 July 2013) in accordance with article 7 of 27 April 2007 of the Royal Decree on Takeover Bids, the Rosier share price closed at EUR 201.1 per share.

- (b) The selected peer group consists, due to a lack of listed fertilizer companies with a particular focus on NPK compound fertilizers, of a broad range of established fertilizer companies with worldwide sales and/or operations, including Acron Group, Agrium, CF Industries, ICL Israel Chemicals, K+S, PotashCorp, The Mosaic Company and Yara International.

On 24 July 2013, the Bid Price represents respectively a premium of 39% and a discount of 4% on the implied share price based on median trading EV/EBITDA multiples of 2013E and 2014E. Based on the EV/EBIT multiples of 2013E and 2014E, the Bid Price reflects a premium of respectively 180% and 36%. Based on the P/E multiples of 2013E and 2014E, the Bid Price reflects respectively a premium of 42% and a discount of 3%.

It should be noted that these companies are not truly comparable to the Target following the difference in (i) size in terms of market capitalisation, revenues and Enterprise Value; (ii) growth trajectory, profitability and margins and (iii) market dynamics of the NPK compound fertilizer production segment compared to vertically integrated fertilizer groups.

- (c) The analysis of the multiples of precedent transactions should take into account general market conditions prevailing at the time of such transactions or company specific conditions. The Bid Price represents a premium of 8%, 269% and 126% on the implied share price based on median EV/EBITDA, EV/EBIT and P/E multiples respectively.
- (d) The discounted cash flow method valuation framework has been based on projections by the management of the target over the period 2013-2023. The projections are based on management estimates detailing revenues, EBITDA, EBIT, tax rate, working capital and capital expenditures over the considered period (together referred as the "business plan"). The Bidder believes that the business plan contains several assumptions for the period 2013-2023 which can be considered optimistic, especially in relation to continued future sales growth and margin development in relation to the historic cyclicity of the business. However, no adjustments were made to the business plan received from the Target, except for changes discussed with the Target's management in relation to projected capital expenditures and working capital.

In view of other valuation parameters, a discount rate of 9.05% and a long term growth rate of 1.25%-1.75% has been applied. Based on these assumptions, the discounted cash flows valuation results in a share price value between EUR 196.9 and EUR 202.3, without accounting for any illiquidity discount related to the smaller size of the Target or the lower liquidity of the Shares. The

Bid Price per Share of 203.38 EUR represents a 2% premium to the midpoint of the DCF valuation outcome range. The detailed DCF valuation section also contains a broader sensitivity analysis.

In conclusion, taking into account the premium offered above the price paid to Total to acquire the controlling stake and having analysed different valuation methodologies, the Bidder believes that a Bid Price of 203.38 EUR per Share constitutes an attractive offer to the Shareholders and is also of the opinion that in view of the restricted liquidity for their shares over the last year, the Bid offers a unique liquidity opportunity for the Target's shareholders to monetize their shares immediately without any limitation in relation to the liquidity of the Shares.

Other information relevant in the context of the Takeover Bid

On 26 October 2012, Rosier issued an interim declaration, on the 3rd trimester of 2012. The press release dated 26 October 2012 is available on www.rosier.eu.

On 22 March 2013, Rosier announced and published its results (as at 31 December 2012). The press release dated 22 March 2013 is available on www.rosier.eu.

On 16 May 2013, Rosier published a first quarter 2013 management update. The press release dated 16 May 2013 is available on www.rosier.eu.

On 1 August 2013, Rosier announced and published its results for the first semester of 2013. The press release is available on www.rosier.eu.

In addition, reference is made to Annex 2, which contains an overview of the documents which are incorporated into this Prospectus by reference.

Paying Agent Bank

ING België NV/SA will provide the services of paying agent for the purposes of the Bid.

Acceptance of the Takeover Bid may be done free of charge at the Paying Agent Bank by submitting the Acceptance Form, duly completed and signed. Any expenses possibly charged by other financial intermediaries will be for the account of holders tendering their Shares.

The Prospectus

The Prospectus has been approved by the FSMA on 27 August 2013, in accordance with article 19 §3 of the Law on Takeover Bids and has been published in Belgium in French, which is its official version.

The Prospectus and Acceptance Form may be obtained free of charge at the counters of the Paying Agent Bank ING, or by telephone (+32(0)2 464 60 01 (Dutch), +32(0)2 464 60 02 (French) and +32(0)2 464 60 04 (English)). This Prospectus is also available on the internet at www.ing.be, www.rosier.eu and www.borealisgroup.com.

A Dutch and English translation of the Prospectus are made available in electronic form on the above-mentioned websites. In case of any inconsistencies between the Dutch and/or English translation on the one hand and the official French version on the other hand, the French version shall prevail. The Bidder has verified and are responsible for the consistency between the versions.

Tax on stock exchange transactions

The Bidder will pay the tax on stock exchange transactions owed by the Shareholders.

Memorandum in reply

The board of directors of the Target has drafted a memorandum in reply in accordance with the Law on Takeover Bids and the Royal Decree on Takeover Bids. This memorandum in reply is dated 22 August 2013 and is attached as Annex 4 to this Prospectus.

This memorandum in reply contains as annex a copy of the fairness opinion rendered by KBC Securities in relation to the fairness of the Bid Price. In that context, KBC Securities was appointed by Rosier's board of directors to issue a fairness opinion for the benefit of Rosier's board of directors only, and in doing so, KBC Securities did not act as an independent expert within the meaning of articles 20 to 23 of the Royal Decree on Takeover Bids.

Governing law and Jurisdiction

The Takeover Bid is governed by Belgian law and in particular the Law on Takeover Bids and the Royal Decree on Takeover Bids.

The Court of Appeal of Brussels has the exclusive jurisdiction to settle any dispute arising out of or in connection with this Takeover Bid.

1. DEFINITIONS

Acceptance Form means the form attached as Annex 1 to the Prospectus, which must be completed by those wishing to tender their Shares into the Takeover Bid.

Acceptance Period means the Initial Acceptance Period and the subsequent acceptance period(s) of any reopening(s) of the Bid (including in the context of a squeeze-out).

Announcement Date means 8 July 2013, ie the date on which the FSMA announced, in accordance with article 7 of the Royal Decree on Takeover Bids, that it had received the Bidder's notice of its intention to launch the Bid.

Bid Price means the cash consideration offered by the Bidder for each Share tendered in the Takeover Bid, as set out in section 7.1(d)(i) of the Prospectus.

Borealis or **Bidder** means Borealis AG, an *Aktiengesellschaft* incorporated in Austria, with registered offices at IZD Tower, Wagramerstraße 17-19, 1220 Vienna (Austria), registered with the Commercial Court of Vienna under number FN269858a.

Business Day means any day on which the Belgian banks are open to the public, excluding Saturdays, as defined in article 3, §1, 27° of the Law on Takeover Bids.

CAGR means compounded annual growth rate.

Companies Code means the Belgian Companies Code of 7 May 1999, as amended from time to time.

Corporate Governance Charter means the corporate governance charter adopted by the board of directors of Rosier.

EV/EBIT reflects the relation between the value of a company and the EBIT the company is able to realise. Such a ratio allows for comparison between different companies.

EV/EBITDA reflects the relation between the value of a company and the EBITDA the company is able to realise. Such a ratio allows for comparison between different companies.

EV/Sales reflects the relation between the value of a company and the sales that the company can generate. Such a ratio allows for comparison between different companies.

FSMA means the Belgian Financial Services and Markets Authority.

Initial Acceptance Period means the initial period during which Shareholders can tender their Shares into the Takeover Bid, commencing on 2 September 2013 and closing on 4 October 2013 at 4PM CET.

Initial Settlement Date means the date on which the Bid Price is paid by the Bidder to the Shareholders who have tendered their Shares into the Bid during the Initial Acceptance Period and on which title to said Shares is transferred to the Bidder.

Law on Takeover Bids means the Belgian Law on public Takeover Bids of 1 April 2007.

Law of 2 August 2002 means the Belgian Law of 2 August 2002 on the supervision of the financial sector and financial services, as amended.

P/E reflects the relation between the share price of a company (or market capitalisation) and the earnings per share (or net income) the company is able to realise. Such a ratio allows for comparison between different companies.

Paying Agent Bank means ING België NV/SA, a limited liability company ("*naamloze vennootschap*" / "*société anonyme*") under Belgian Law, having its registered office at Marnixlaan 24, 1000 Brussels, registered under number 0403.200.393 LRE (Brussels).

Pre-Transaction means the closing of the sale and purchase of an 56.86% interest in Rosier by Borealis from Total pursuant to the SPA.

Prospectus means this Prospectus describing the terms of the Takeover Bid, including its annexes and any amendments that may be published during the Acceptance Period.

Rosier or **Target** means Rosier SA, a limited liability company ("*société anonyme*") under Belgian law, with registered office at Route de Grandmetz 11a, 7911 Moustier (Hainaut), Belgium, RLE (Tournai) 0401.256.237.

Royal Decree on Takeover Bids means the Belgian Royal Decree on public Takeover Bids of 27 April 2007.

Settlement Date means the Initial Settlement Date and the subsequent settlement date(s) of any reopening(s) of the Bid (including in the context of a squeeze-out).

Share means any of the 110,000 currently outstanding shares in Rosier for which the Takeover Bid is made (ie all shares in Rosier, excluding the shares in Rosier already held by the Bidder – see section 5.5(c) for more details).

Shareholder means any holder of one or more Shares.

SPA means the share purchase agreement entered into on 17 June 2013 between Borealis as purchaser and Total as seller relating to the sale and purchase of an 56.86% interest in Rosier.

Takeover Bid or **Bid** means the mandatory public takeover bid for cash launched by the Bidder in respect of all Shares not already held by the Bidder in accordance with chapter III of the Royal Decree on Takeover Bids, as described in more detail in section 7.1(b) of this Prospectus.

Total means Elf Aquitaine, a *société anonyme* under French law with its registered offices at La Défense 6, 2 place Jean Millier, 92400 Courbevoie, France, registered with the registry of commerce under number 552 120 784 R.C.S. Nanterre, which is a wholly owned subsidiary of Total SA, a *société anonyme* under French law with its registered offices at La Défense 6, 2 place Jean Millier, 92400 Courbevoie, France, registered with the registry of commerce under number 542 051 180 R.C.S. Nanterre.

Total Bid Consideration means the aggregate amount to be paid by the Bidder in consideration for all Shares tendered in the context of the Takeover Bid, whether tendered during the Initial Acceptance Period or in any subsequent Acceptance Periods.

2. IMPORTANT NOTICES

2.1 Information contained in this Prospectus

The Bidder has not authorized any person to provide any information to the Shareholders other than the information contained in this Prospectus. The information contained in the Prospectus is accurate as of the date of the Prospectus. Any new significant fact or any material error or inaccuracy concerning the information contained in the Prospectus which is liable to influence the assessment of the Takeover Bid and which arises or comes to note between the date of the Prospectus and the close of the final Acceptance Period for the Takeover Bid shall be made public in Belgium, by means of a supplement to the Prospectus, in accordance with article 17 of the Law on Takeover Bids.

The Shareholders must carefully read the Prospectus in its entirety and shall base their decision on their personal analysis of the terms and conditions of the Takeover Bid, taking into account the advantages and disadvantages that the Takeover Bid entails. Any summary or description in the Prospectus of statutory provisions, company operations, restructurings or contractual relations is provided for information purposes only and should not be construed as legal or tax advice as to the interpretation or enforceability of such provisions. In the event of doubt concerning the content or meaning of information contained in the Prospectus, the Shareholders should consult a licensed advisor or professional specialised in providing advice on the sale and purchase of financial instruments.

With the exception of the FSMA, no other authority of any other jurisdiction has approved the Prospectus or the contemplated Takeover Bid. The Takeover Bid is only made in Belgium, and no steps whatsoever have been or will be taken in order to obtain the authorisation to distribute the Prospectus in jurisdictions outside Belgium.

2.2 Restrictions

This Prospectus does not constitute an offer to purchase or to sell securities or a solicitation of an offer to purchase or sell securities (i) in any jurisdiction in which such offer or solicitation is not authorised or (ii) to any person to whom it is unlawful to make such offer or solicitation. It is the responsibility of any person in possession of the present Prospectus to obtain information on the existence of any such restrictions and to be sure to conform therewith where appropriate.

No action has been or will be taken to permit a public offer in any jurisdiction other than in Belgium. Neither this Prospectus, nor the Acceptance Form nor any advertisement nor any other material may be supplied to the public in any jurisdiction outside Belgium in which any registration, qualification or other requirements exist or would exist in respect of any offer to purchase or to sell securities. In particular, neither the Prospectus, nor the Acceptance Form or any other advertisement or material may be distributed to the public in the United States, the Netherlands, Canada, Australia, the UK or Japan. Any failure to comply with these restrictions may constitute a violation of U.S. securities

laws or the securities regulation of other jurisdictions such as Canada, Australia, the Netherlands, the UK or Japan. The Bidder expressly declines any liability for breach of these restrictions by any person.

2.3 Forward-looking statements

This Prospectus includes forward-looking statements, including statements containing the following words: "believe", "plan", "expect", "anticipate", "intend", "continue", "seek", "may", "can", "will", "should" and similar expressions. Such forward-looking statements involve uncertainties and other factors that may cause the actual results, financial condition, performance or achievements of the Bidder and Rosier, their subsidiaries or affiliated entities or industry results to be materially different from future results, financial condition, performance or achievements expressed or implied in such forward looking statements. These forward-looking statements speak only as of the date of the Prospectus. The Bidder expressly disclaims any obligation to update any such forward-looking statements in this Prospectus to reflect any change in its expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based, except where such update is required pursuant to article 17 of the Law on Takeover Bids.

3. GENERAL INFORMATION

3.1 Approval by the FSMA

The French version of the Prospectus has been approved by the FSMA on 27 August 2013, in accordance with article 19 §3 of the Law on Takeover Bids. This approval does not imply any assessment or judgment on the merits and the quality of the Bid and neither does it render any judgement on the position of the Bidder or the Target.

A formal takeover filing was introduced by the Bidder with the FSMA in accordance with article 5 of the Royal Decree on Takeover Bids. The notification of the Bidder's intention to launch the Takeover Bid, to be issued pursuant to article 7 of the Royal Decree, was made public on 8 July 2013.

With the exception of the FSMA, no other authority of any other jurisdiction has approved the Prospectus or the Takeover Bid. The Takeover Bid is only made in Belgium and no steps whatsoever have been or will be taken in order to obtain the authorisation to distribute the Prospectus in jurisdictions outside Belgium.

3.2 Responsibility for the Prospectus

The Bidder, represented by its boards of directors, is responsible (and assumes all responsibility) for the content of this Prospectus in accordance with article 21 of the Law on Takeover Bids, except for (i) the memorandum in reply ("*memorie van antwoord*" / "*mémoire de réponse*") which is prepared in accordance with articles 22 through 30 of the Law on Takeover Bids and is attached to this Prospectus as Annex 4, and (ii) the position of the works council, which is prepared in accordance with Annex 1, point 7, of the Royal Decree on Takeover Bids and attached as Annex 5 to this Prospectus.

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

The information contained in this Prospectus with regard to Rosier and its affiliated companies is based on publicly available information, with the exception of the valuation framework for the Shares in section 7.2 which is partly based on forward-looking statements contained in a long term

business plan for the period 2013-2023 prepared in March 2013 by the management of Rosier (but not discussed and hence not approved by the board of directors of Rosier). This long-term business plan is not publicly available. The Bidder notes that this long-term business plan was not disclosed to it prior the completion of the acquisition of the 56.86% stake in Rosier by the Bidder and as such was not used by the Bidder to agree on the price paid to Total for the 56.86% stake in Rosier

3.3 Practical information

The Prospectus has been published in Belgium in French, which is its official version.

The Prospectus and Acceptance Form may be obtained free of charge at the counters of the Paying Agent Bank, or by telephone (+32(0)2 464 60 01 (Dutch), +32(0)2 464 60 02 (French) and +32(0)2 464 60 04 (English)). This Prospectus is also available on the internet at www.ing.be, www.rosier.eu and www.borealisgroup.com.

For ease of reference, the exact links to the ING website where the Prospectus is available, are:

- Dutch: https://www.ing.be/nl/retail/investments/shares-and-bonds/Pages/shares.aspx?WT.xmenusource=LEFTNAVIGATION_Aandelen
- French: https://www.ing.be/fr/retail/investments/shares-and-bonds/pages/shares.aspx?WT.xmenusource=LANGUAGE_FR&WT.xac=category
- English: https://www.ing.be/en/retail/investments/shares-and-bonds/pages/shares.aspx?WT.xmenusource=LANGUAGE_EN

A Dutch and English translation of the Prospectus are made available in electronic form on the above-mentioned websites. In case of any inconsistencies between the Dutch and/or English translation on the one hand and the official French on the other hand, the French version shall prevail. The Bidder has verified and are responsible for the consistency between the versions.

3.4 Financial and legal advisors to the Bidder

ING has advised the Bidder on certain financial aspects in connection with the Takeover Bid. These services have been rendered exclusively to the Bidder and no other party can rely on them. ING does not accept any liability for the information in the Prospectus, and nothing in the Prospectus can be considered as an advice, promise of guarantee given by ING.

Allen & Overy LLP has advised the Bidder on certain legal aspects in connection with the Takeover Bid. These services have been rendered exclusively to the Bidder and no other party can rely on them. Allen & Overy LLP does not accept any liability for the information in the Prospectus, and nothing in the Prospectus can be considered as an advice, promise or guarantee given by Allen & Overy LLP.

3.5 Memorandum in reply

A copy of the memorandum in reply adopted by Rosier's board of directors on 22 August 2013 and approved by the FSMA on 27 August 2013 in accordance with article 22 of the Law on Takeover Bids, is attached as Annex 4.

This memorandum in reply contains as annex a copy of the fairness opinion rendered by KBC Securities in relation to the fairness of the Bid Price. In that context, KBC Securities was appointed by Rosier's board of directors to issue a fairness opinion for the benefit of Rosier's board of directors

only, and in doing so, KBC Securities did not act as an independent expert within the meaning of articles 20 to 23 of the Royal Decree on Takeover Bids.

3.6 Governing law and jurisdiction

The Takeover Bid is governed by Belgian law and in particular the Law on Takeover Bids and the Royal Decree on Takeover Bids.

The Court of Appeal of Brussels has exclusive jurisdiction to settle any dispute arising out of or in connection with this Takeover Bid.

4. THE BIDDER

4.1 Identification of the Bidder

Corporate Name:	Borealis AG
Registered Address:	IZD Tower, Wagramerstraße 17-19, 1220 Vienna (Austria)
Date of Incorporation and duration:	5 November 2005 – indefinite duration
Register of Legal Entities:	registered with the Commercial Court of Vienna under number FN269858a
Corporate Form:	<i>Aktiengesellschaft</i> under Austrian law
Financial year:	1 January – 31 December
Date of Annual Meeting:	With respect to any given financial year, within the first five months of the next financial year
Auditor:	Ernst & Young Wirtschaftsprüfungs-gesellschaft m.b.H with registered office at IZD Tower, Wagramer Strasse 19, 1220 Vienna, Austria

4.2 Corporate purpose

According to §3 of Borealis' articles of association, its corporate purpose comprises, the development, the manufacture, distribution, marketing and sale of chemical products and plastic materials, directly and indirectly, and granting and acquisition of related licenses, to hold shares in companies, directly or indirectly, in particular in companies operating in the chemical and plastic field, as well as to manage and provide services to such companies.

Borealis is entitled to carry out all business activities which are considered necessary or useful to achieve its objects as set out above, in particular the opening of national and foreign branch offices and subsidiaries, purchase and sale of real estate, conclusion of leasing contracts, and the acquisition of investments in other companies doing business in related areas.

According to §3 of Borealis' articles of association, it is not entitled to do business as a bank and to provide financial services.

4.3 Activities and assets of the Bidder

Borealis is a leading provider of innovative solutions in the fields of polyolefins, base chemicals and fertilizers. Borealis is headquartered in Vienna, Austria, and in 2012 operated in over 120 countries with around 5,300 employees worldwide, generating EUR 7.5 billion in sales revenue. The International Petroleum Investment Company (IPIC) of Abu Dhabi owns 64% of Borealis, and the remaining 36% is owned by OMV Aktiengesellschaft, a leading European energy group.

Borealis provides services and products to customers around the world in collaboration with Borouge, a joint venture with the Abu Dhabi National Oil Company (ADNOC). Building on the unique Borstar® and Borlink™ technologies and 50 years of experience in polyolefins, Borealis and Borouge support key industries including infrastructure, automotive and advanced packaging. The Borouge plant expansion in Abu Dhabi will be fully operational by mid-2014 with a total annual capacity of 4.5 million tonnes. After this Borealis and Borouge will have approximately 8 million tonnes of polyolefin capacity.

Borealis offers a wide range of base chemicals, including melamine, phenol, acetone, ethylene and propylene servicing a wide range of industries. Together with Borouge, the two companies will produce approximately 6 million tonnes of base chemicals in 2014.

Borealis also creates real value for the agricultural industry with a large portfolio of fertilizers. It distributes approximately 2.1 million tonnes of fertilizers per year (in 2012).

Borealis has a clear growth strategy in the fertilizer business. Its objective is to remain the largest producer in the fertilizer business in Central and Eastern Europe, and to become the second largest in Europe as a whole with targeted sold volumes of 10 million tonnes by 2020 (in 2012, the sold volumes amounted to approximately 2.1 million tonnes), both through internal growth and external growth (through partnerships and acquisitions). Production sites today are operated through its wholly owned subsidiaries Borealis Linz (Austria) and Borealis Pec-Rhin (France), while LAT (Linzer Agro Trade) (also a wholly owned subsidiary) is managing the sales, in-house logistics, distribution and warehousing. LAT employs approximately 200 people in ten different countries, and operates warehouses in eight countries. Borealis addresses all participants of the value chain: farmers, retailers and wholesalers. It selectively uses agents and traders. Borealis' products and technologies have been designed to meet global challenges in the fields of climate and nutrition. Since its integration into Borealis in 2008, Borealis' fertilizer business has delivered excellent results.

Borealis has recently acquired Total group's 100% interest in GPN (France), as well as a controlling stake (56.86%) in Rosier. These acquisitions are in line with Borealis' strategy to expand its fertilizer business. GPN is France's leading manufacturer of nitrogen fertilizers and nitrogen oxide reducers. It supplies about 25% of the French market, with revenue of EUR 500 million. GPN has 760 employees in France. Its production facilities are located in Grandpuits in the greater Paris region and Grand-Quevilly in Normandy. More information on GPN can be found on www.gpn.com.

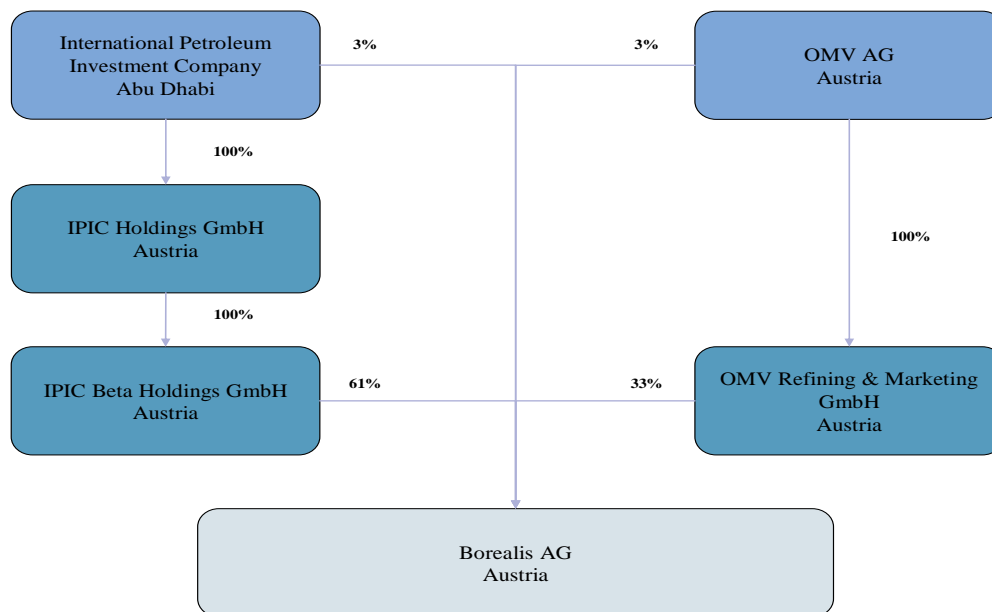
4.4 Shareholder and capital structure of the Bidder

At 31 December 2012, Borealis' share capital (*Grundkapital*) amounts to EUR 300,000 and is divided into 300,000 registered shares without par value (*nennbetragslose Namensaktien*). The share capital of Borealis is fully paid-in.

As of 31 December 2012, Borealis has the following two shareholders: International Petroleum Investment Company (IPIC) of Abu Dhabi with a direct (3 per cent) and indirect (61 per cent via IPIC Beta Holdings GmbH) participation of in total 64 per cent, and OMV Aktiengesellschaft with a direct (3 per cent) and indirect (33 per cent via OMV Refining & Marketing GmbH) participation of

in total 36 per cent. The graph below gives a graphic overview of the ownership structure of Borealis.

Graph 1: Ownership structure Borealis



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4.5 Governance structure of the Bidder

At the date of this Prospectus, the management board of Borealis comprises the following five persons:

Name	Expiration of term	Function
Mark Garrett	30 June 2015	Chief executive officer
Daniel James Shook	31 December 2015	Chief financial officer
Herbert Willerth	30 June 2014	Deputy chief executive; executive vice president, operations
Alfred Stern	31 December 2015	Executive vice president, polyolefins
Markku Korvenranta	31 October 2015	Executive vice president, base chemicals

At the date of this Prospectus, the supervisory board of Borealis comprises the following five persons:

<u>Name</u>	<u>Expiration of term</u> ⁽¹⁾
Khadem Al Qubaisi	2017
David Charles Davies	2017
Mohamed Al Mehairi	2017
Mohamed Abdulla Al-Azdi	2017
Manfred Leitner	2017

(1) The term of the mandate of the director will expire immediately after the Annual Meeting held in the year set forth next to the director's name.

4.6 Shareholding in Target

(a) Direct shareholding by the Bidder

On the date of this Prospectus, Borealis holds 145,000 (or 56.86%) of the shares in Rosier.

These shares were acquired following the announcement by Borealis on 6 February 2013 of its firm offer to acquire the 56.86% interest (145,000 shares) in Rosier held by Total against a price per share of EUR 200.00 (coupon n°28 and following attached). On 17 June 2013, the SPA was signed between Elf Aquitaine, a *société anonyme* with its registered offices at La Défense 6, 2 place Jean Millier, 92400 Courbevoie, registered with the registry of commerce under number 552 120 784 R.C.S. Nanterre (**Total**) (a wholly owned subsidiary of Total SA) on the one hand, and Borealis on the other hand. Pursuant to completion of the transactions contemplated by the SPA, the 145,000 shares in Rosier were acquired by Borealis on 28 June 2013 at a price per share of EUR 192.00, taking into account the gross dividend of EUR 8.00 per share declared by the Annual Meeting on 20 June 2013 and paid out to Total on 28 June 2013 immediately prior to completion of the transactions contemplated by the SPA. The gross dividend of EUR 8.00 per share was deducted from the initial price per share of EUR 200.00 agreed with Total, as per the terms and conditions of the SPA.

(b) Shareholding by affiliates of the Bidder

On the date of this Prospectus, Rosier is already an affiliate of the Bidder, given the control that Borealis has over Rosier. Rosier does not currently hold any treasury shares.

(c) Recent acquisitions

In the twelve months preceding the date of the Prospectus, the Bidder has acquired 145,000 (or 56.86%) of the shares issued by Rosier at a price of EUR 192.00 per share on 28 June 2013 pursuant to completion of the transactions contemplated by the SPA with Total described in (a) above.

4.7 Financial Information

The statutory annual accounts of the Bidder as of 31 December 2012 have been established in accordance with Austrian Law and the consolidated annual accounts of the Bidder as of 31 December 2012 have been established in accordance with Austrian Law. These accounts have been approved by the board of directors of the Bidder on 18 February 2013 and were presented to and approved by the general shareholders' meeting of the Bidder held on 19 February 2013.

The statutory and consolidated annual accounts as at 31 December 2012 are available of the web site of the Bidder (<http://www.borealisgroup.com>) and the consolidated annual accounts are attached to the Prospectus as Annex 3.

The statutory auditor of the Bidder is Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. The statutory accounts of the Bidder were audited by the statutory auditor, who has not formulated any reservations with these accounts.

5. THE TARGET

5.1 Identification of Target

Corporate Name:	Rosier
Registered Office:.....	Route de Grandmetz 11a, 7911 Frasnes-lez Anvaing (Moustier)
Date of Incorporation:	10 June 1926
Register of Legal Entities:.....	RLE (Tournai) 0401.256.237
Corporate Form:	Limited liability company (" <i>naamloze vennootschap</i> " / " <i>société anonyme</i> ") under Belgian law
Listing:.....	NYSE Euronext Brussels
Financial year:	1 January – 31 December
Date of Annual Meeting:	Third Thursday of June of each year (10.30 am)
Auditor:	KPMG Bedrijfsrevisoren CVBA, represented by Mr Olivier Declercq, auditor with registered office at Avenue du Bourget 40, 1130 Haren

5.2 Corporate purpose of Target

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

The manufacturing of chemical products, in particular the manufacturing of sulphuric acid, superphosphate, and chemical fertilizers. It may conduct all commercial or industrial operations relating to its main purpose, such as the purchase and sale of raw materials and manufactured products, and the manufacture and sale of all accessory products, as well as all works and undertakings that relate to its industry.

It may acquire factories, land and other goods that are necessary or useful for the installation and operation of its industry and commerce.

It may participate in Belgium and abroad, through contributions, transfer, merger, participation or otherwise, in all businesses, associations or companies with a similar or related purpose, or a purpose that directly or indirectly relates to its corporate purpose or is likely to promote it.

It may also, on an ancillary basis, finance companies in which it has a direct or indirect participation, whether through loans, credit lines, guarantees, grants of security or otherwise.

In general, it may in Belgium and abroad, conduct all acts, transactions or operations of a commercial, industrial, financial, movable and immovable nature, which relate directly or indirectly, in whole or in part to its purpose, or which would be likely to facilitate or develop the achievement thereof.

5.3 Activities and History of Target (from the website of Rosier, www.rosier.eu)

In 1880, Alfred Rosier establishes a lime superphosphate manufacturing workshop in Moustier.

In 1926, Superphosphate Rosier SA is incorporated. The company, by the name of Superphosphate Rosier SA, focuses on the production and marketing of sulphuric acid, superphosphate and compound fertilisers in powder form.

In 1963, the name of the company is changed from Superphosphate Rosier SA into Engrais Rosier SA. In 1974, CdF Chimie (Carbonnages de France) acquires a majority shareholding in Engrais Rosier SA. Following a number of successive mergers, the majority shareholding is finally held by the chemical division of TOTAL SA.

In 1986, Engrais Rosier SA is listed on the cash market double fixing of the Brussels Stock Exchange (now NYSE-Euronext).

In 1992, Rosalco, a subsidiary of Engrais Rosier SA, trading farming supplies is contributed to SCAM (Société Coopérative Agricole de la Meuse) in exchange for 32% of the share capital of this co-operative company. The stake in SCAM is sold in 2004.

In 1995, Engrais Rosier SA starts an international expansion by acquiring a stake in Cedena, a company located at Beaumetz-Lez-Loges (France). Cedena specialises in foliar fertiliser distribution on the French market. After the acquisition Engrais Rosier SA enters into the industrial chemical product processing business and establishes a boron trifluoride (BF₃) production and packaging facility.

In 1998, Engrais Rosier SA acquires a stake of 30% in Northern Shipping Bulk Blending for a total consideration of circa EUR 97,000. Northern Shipping Bulk Blending is located in the Port of Antwerp and has advanced equipment to mix granulating fertilisers. On 28 December 2012, Northern Shipping Bulk Blending is liquidated.

In 2000, Engrais Rosier SA builds a new production and packaging facility for water-soluble NPK fertilisers in powder form. One year later Engrais Rosier SA 's name is changed into Rosier SA. During the same year, Rosier receives the ISO 9001: 2000 certification for all lines of business. In 2003, Rosier also obtains the OHSAS 1800:1999 certification. This certification was a result of the implementation of Rosier's Quality Management System (QMS).

In 2006, Rosier acquires 100% of the shares of Zuid-Chemie BV in the Netherlands. Zuid-Chemie BV benefits from an excellent location alongside the ship canal Gent-Terneuzen. Moreover it has its own loading quay which offers new and interesting logistical possibilities. Zuid-Chemie BV has its own granulation plant consisting of 2 different production units.

In 2009, Rosier decides to rename its subsidiaries: Zuid-Chemie BV becomes "Rosier Nederland" and Cedena becomes "Rosier France".

In 2012, Rosier acquires 100% of Union pour le Négoce en Produits Chimiques SA. Financial figures reflecting the 2012 activity can be considered as minor.

As of today, Rosier is specialised in the production and marketing of mineral fertilisers. The group is present in more than 100 countries throughout the world. Its product portfolio encompasses a large number of products which offer fertiliser solutions for a broad range of plants and agricultural crops to increase their economic yield. In 2012, Rosier generated EUR 278 million of sales and a net result of EUR 2.3 million.

Rosier offers three main product ranges:

- The Rosafert® granulated fertilisers are Rosier’s core business. Different types of granulated fertilisers are offered consisting of superphosphate, PK and NPK formulae. The formulae include directly available nitric and ammoniated nitrogen and are tailor-made to the needs of the customer.
- The Rosaliq® specialty liquid fertilizers cover a wide spectrum of nutritional needs and conditions of application. Four sub-product groups can be identified within the Rosaliq® range: greenhouse products, nutritional complements, bio-stimulants and natural defense stimulators.
- The Rosasol® specialty NPK water-soluble fertilisers are primarily used in fertirrigation: drip-irrigation, micro-sprinklers, capillary tubes, sprinklers, central pivot and others. Products of the Rosasol® range products are packed in controlled-atmosphere and are produced using heavy metal-free and insoluble residue-free raw materials.

Rosier manufactures/distributes its products at/from three locations:

- Rosier Belgium (Moustier): The headquarters are located in Moustier, where the Rosier group has a NPK and specialty fertiliser manufacturing plant. The industrial facilities consist of one granulator, one superphosphate production unit, two packaging units, one water-soluble NPK production unit, two liquid fertilizers, two bottling units for liquid fertilizers, various storage and blending facilities and an ammonia storage facility.
- Rosier Nederland (Sas Van Gent): Rosier has a NPK manufacturing plant in Sas Van Gent in the Netherlands. The industrial facilities consist of two granulators, one superphosphate and TSP production unit, two packaging units and a phosphoric acid storage capacity.
- Rosier France (Arras): Rosier distributes specialty fertilisers in France from Arras.

Rosier's total staff on 31 December 2012 was equal to 242, with 123 staff on the Moustier site, 112 staff on the Sas Van Gent site and 7 staff on the Arras site.

5.4 Shareholder structure of Target

Based on the most recent disclosures of important shareholdings in Rosier, dated 20 August 2013, in accordance with the law of 2 May 2007, the current shareholding in Target is, as at the date of this Prospectus, as follows:

Shareholder	Number of Shares	% of total
Borealis	145,000	56.86%
Michel Limelette	7,018	2.75%
Public	102,982	40.39%

Shareholder	Number of Shares	% of total
Total	255,000	100%

5.5 Share capital of Target

(a) Share capital

On the date of the Prospectus, the share capital of Rosier amounts to EUR 2,550,000 and is divided into 255,000 shares without nominal value which are fully paid up.

(b) Authorised capital

The articles of association of Rosier do not provide for the possibility for the board of directors to increase the share capital.

(c) Treasury shares

On the date of this Prospectus, Rosier does not hold any treasury shares.

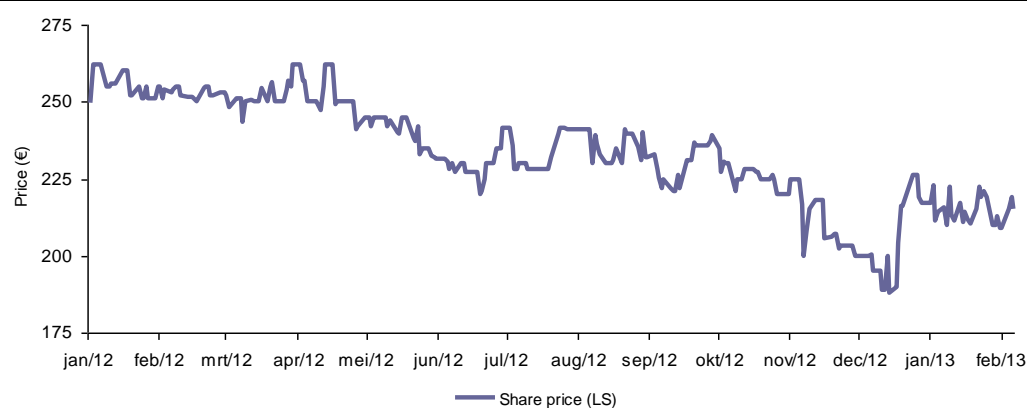
(d) Other securities with voting rights or giving access to voting rights

On the date of this Prospectus, the Target has not issued any securities with voting rights or giving access to voting rights, other than the shares referred to in the section 5.5(a) of the Prospectus.

(e) Fluctuation of Target's share price on NYSE Euronext Brussels

The graph below illustrates the evolution of Rosier's share price on NYSE Euronext Brussels, and this for a period commencing on 2 January 2012 through 6 February 2013.

Graph 2: Share price development since 2 January 2012



Source: Thomson Reuters Datastream per 6 February 2013

5.6 Governance structure

The governing bodies of the Target are its board of directors on the one hand and the Managing Director (CEO of the Target) on the other hand.

(a) Board of directors

The board of directors, whose members are appointed by the general shareholders' meeting, must consist of minimum seven (7) members.

Their respective term of office may not exceed four (4) years, but they may be re-elected.

The board of directors is currently composed as follows:

Name	Expiration of term	Function
Mr Willy Raymaekers	15 June 2017 ⁽¹⁾	Non-executive director / Chairman of the board of directors
Mr Simon Jones	19 June 2014 ⁽¹⁾	Non-executive director
Mr Benoît Taymans	19 June 2014 ⁽¹⁾	Non-executive director
Mr Thierry Kuter	15 June 2017	Non-executive director
Mr Daniel Richir	15 June 2017	Executive Director / Managing Director
Mr Robert-J.F. Semoulin	19 June 2014	Independent director
Mr Nicolas David	15 June 2017	Independent director
Mr Laurent Verhelst	19 June 2014	Independent director

(1) Co-opted by the board of directors on 28 June 2013 in accordance with article 519 of the Companies Code as representatives of Borealis at the level of the board of directors of the Target. The mandate of the director will have to be confirmed at the next general shareholders' meeting of Rosier in accordance with article 519 of the Companies Code.

Below is an overview of the *curriculum vitae* of each of the directors of Rosier co-opted by the by the board of directors on 28 June 2013 in accordance with article 519 of the Companies Code as representatives of Borealis at the level of the board of directors of the Target.

(i) Willy Raymaekers

Mr. Willy Raymaekers is a Electromechanical Civil Engineer (Catholic University of Louvain, 1980) and holds a degree in Business Economics from the University of Antwerp (1984). He began his career with Exxon Chemicals where he held various positions. Since 1990, he has been working for the Borealis group where he holds the position of Vice President Projects & Technical Support since April 2011. He is also Chairman of the board of directors of the Belgian entities of the Borealis group.

(ii) Simon Jones

Mr. Simon Jones is a Chemical Engineer (ETH Zurich, Switzerland, 1981) and holds a PhD in Chemical and System Engineering from the ETH Zurich (1987). He has held various positions within the BASF group from 1987 to 2002 and was Director at KPMG from 2004 to 2008 before joining the Borealis group as Vice President Business Development, Strategy and Development, a position he still holds today.

(iii) Benoît Taymans

Mr. Benoît Taymans holds a degree in Law (Catholic University of Louvain, 1997) and in International Politics (Free University of Brussels, 2001) as well as a Master in Insurance Law and Economics (Catholic University of Leuven, 2005). He was a member of the Brussels Bar from 1998 to 2006 and worked for the law firms Oppenheimer Wolff & Donnelly and Allen & Overy. Since 2006, he works for the Borealis group. Until March 2013, he was a member of the Legal Department and, since April 2013, he is Project Manager in the Base Chemicals Department.

Further information on the board of directors can be found in the annual report on the financial year 2012, available on the website of the Target (www.rosier.eu).

(b) CEO

The Managing Director is the only executive director in the Target. The Company does not have an executive committee within the meaning article 524bis of the Companies Code.

Currently, Mr Daniel Richir is Managing Director and CEO. He was appointed on 18 June 1999. His mandate as director was last renewed on 20 June 2013 for a period of four years. His mandate as Managing Director and CEO was renewed on 20 June 2013 and confirmed on 28 June 2013 for a period of four years.

(c) Audit Committee

The audit committee consists of members of the board of directors and has a minimum of three (3) members. All members of the audit committee are non-executive directors, and at least two of its members are independent directors. The audit committee currently consists of:

- Mr Thierry Kuter (chairman);
- Mr Nicolas David; and
- Mr Laurent Verhelst.

Further information on the audit committee can be found in the annual report on the financial year 2012 and the Corporate Governance Charter, available on the website of the Target (www.rosier.eu).

(d) Nomination and Remuneration Committee

The nomination and remuneration committee consists of members of the board of directors and has a minimum of three (3) members. All members of the nomination and remuneration committee are non-executive directors, and the majority of its members are independent directors. The nomination and remuneration committee currently consists of:

- Mr Willy Raymaekers (chairman);
- Mr Nicolas David; and
- Mr Robert-J.F. Semoulin.

Further information on the nomination committee can be found in the annual report on the financial year 2012 and the Corporate Governance Charter, available on the website of the Target (www.rosier.eu).

(e) Corporate Governance Charter

The board of directors of Rosier has adopted a Corporate Governance Charter in accordance with the Belgian Corporate Governance Code dated 9 December 2004, as amended on 12 March 2009. The Charter was last updated on 31 December 2011.

The corporate governance charter can be found on the website of the Target (www.rosier.eu).

5.7 Most important participations

A list of the Target's fully consolidated subsidiaries can be found in the annual report on the financial year 2012, available on the website of the Target (www.rosier.eu).

Rosier holds participations in the following entities on a consolidated level:

Company name and address	Ownership
Rosier France S.A.S.U. Z.A. La Courthillière, 62123 Beaumetz-Les-Loges (France)	100%
Rosier Nederland B.V. Westkade 38A, 4551 Sas Van Gent (Netherlands)	100%
Union pour le Négoce en Produits Chimiques S.A. Grand Vivier 2, 7911 Buissenal (Belgium)	100%

5.8 Recent Developments

For the recent developments with respect to Rosier reference is made to the press releases which have been published on the website of the Target (www.rosier.eu):

- (a) On 26 October 2012, Rosier issued an interim declaration, indicating that the consolidated turnover of the Rosier group over the 3rd trimester amounted to EUR 72.8 million, which represented an increase of 14% compared with the 3rd trimester of 2011, due to an increase in volumes (+ 11%) and an increase in prices (+ 3%).
- (b) In 2012, Rosier acquired 100% of Union pour le Négoce en Produits Chimiques SA. Financial figures reflecting the 2012 activity can be considered as minor.
- (c) On 22 March 2013, Rosier announced for the financial year 2012, its consolidated turnover (EUR 278.4 million, or up 5% compared with the financial year 2011), its consolidated profit (EUR 3.3 million, or down 66% compared with the financial year 2011) and its consolidated net profit (EUR 2.3 million, or down 66% compared with the financial year 2011), and announced a gross dividend of EUR 8 per share, which was unchanged from the dividend paid in the previous two financial years. Rosier also announced that NYSE Euronext Brussels had announced that the Rosier share had switched from “continuous trading” to “double fixing” as from 11 March 2013 due to the low volume of annual transactions.
- (d) On 16 May 2013, Rosier issued an interim declaration on the first quarter year of 2013, announcing that compound fertiliser consumption was showing signs of recovery in its main European markets in 2012 / 2013, and indicating that the consolidated turnover of the Rosier group over the 1st quarter amounted to EUR 81.8 million compared with EUR 78.6 million for the first quarter of 2012.

- (e) On 1 August 2013, Rosier announced its results for the first half of 2013, indicating that the consolidated turnover of the Rosier group over the first half of 2013 amounted to EUR 139.7 million, which represented an increase of 8% compared with EUR 129.2 million for the first half of 2012. The operating profit amounted to EUR 2.2 million, compared with EUR 0.6 million for the first half of 2012 and the net profit amounted to EUR 1.6 million, compared with EUR 0.3 million for the first half of 2012.

5.9 Financial Information

Rosier's statutory accounts have been established in accordance with Belgian GAAP, and its consolidated accounts in accordance with IAS/IFRS regulations. The statutory annual accounts per 31 December 2012 were approved by the general shareholders' meeting of Rosier held on 20 June 2013.

The statutory and consolidated accounts have been audited by KPMG Bedrijfsrevisoren, having its registered office at Avenue du Bourget 40, 1130 Haren, RLE (Brussels) 0419.122.548, represented by Mr. Benoît Van Roost, which is a member of the Institute of Company Auditors ("*Instituut der Bedrijfsrevisoren*" / "*Institut des Réviseurs d'Entreprises*"), who has not formulated any reservations with respect to these accounts.

Rosier's statutory and consolidated annual accounts per 31 December 2012 can be found on the website of the Target (www.rosier.eu).

On 16 May 2013, Rosier published a first quarter 2013 management update which can be found on the website of the Target (www.rosier.eu).

On 1 August 2013, Rosier announced and published its results for the first semester of 2013 which can be found on the website of the Target (www.rosier.eu).

5.10 Documents incorporated by reference

The following documents have previously been published by the Target, are available on the website of Target (www.rosier.eu) and are incorporated by reference in this Prospectus, in accordance with article 13, §3 Law on Takeover Bids *juncto* article 50 of the Belgian law of 16 June 2006 on the public offering of securities and the admission of securities to trading on a regulated market:

- Rosier's annual report for the financial year 2012;
- Press releases on Rosier since 2008; and
- Rosier's annual accounts for the financial year 2012.

The information so incorporated by reference herein shall form an integral part of the Prospectus, save that any statement contained in a document that is incorporated by reference herein, shall be modified or superseded for the purposes of this Prospectus to the extent that a statement contained in this Prospectus modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified shall not, except as so modified or superseded, constitute a part of this Prospectus. A cross-reference list is attached to the Prospectus as Annex 2.

6. OBJECTIVES AND INTENTIONS OF THE BIDDER

6.1 Background: the acquisition by Borealis of the 56.86% interest held by Total

Borealis announced on 6 February 2013 that it had made a firm offer to acquire the 56.86% interest in Rosier held by Total against a price per Share of EUR 200. The SPA was signed on 17 June 2013 and following completion of the transactions contemplated by this SPA, Borealis acquired the 56.86% interest in Rosier on 28 June 2013 (the **Pre-Transaction**). The final price per Share paid to Total amounts to EUR 192.00, taking into account the gross dividend of EUR 8.00 per share declared by the Annual Meeting on 20 June 2013 and paid out to Total on 28 June 2013 immediately prior to completion of the transactions contemplated by the SPA, which was deducted from the initial price per share of EUR 200.00 agreed with Total, as per the terms and conditions of the SPA.

6.2 Objectives

- (a) Through the mandatory bid, Borealis complies with its legal obligations following the Pre-Transaction

As a result of the Pre-Transaction, Borealis now holds in excess of 30% of the total outstanding share capital of Rosier and in accordance with article 50 of the Royal Decree on Takeover Bids, this triggers the legal obligation for Borealis to launch a mandatory takeover bid on all remaining Shares of Rosier in accordance with chapter III of the Royal Decree on Takeover Bids.

By making this Takeover Bid, Borealis complies with its legal obligation set forth in the previous paragraph. It will give the Rosier shareholders an opportunity to sell their Shares and exit the shareholder structure of Rosier at a price which is even higher than the price agreed with Total in the context of the Pre-Transaction (see section 6.1 above).

- (b) Obtaining a delisting of Rosier

In the context of the Bid, Borealis is also seeking to obtain a delisting of Rosier. Borealis is of the opinion that a further listing of Rosier is no longer useful to raise capital, finance acquisitions or enhance employee retention (for instance by issuing warrants, as is typically done in listed companies).

In this respect, the Bidder intends to proceed with a squeeze-out bid in accordance with article 42 and 43 *juncto* article 57 of the Royal Decree on Takeover Bids if it obtains 95% or more of the outstanding shares in Rosier by the end of the Takeover Bid. As a result of such squeeze-out bid, the Bidder will hold all outstanding Shares and the Shares will be delisted from NYSE Euronext Brussels and will no longer be traded on any public market or multi-trading facility.

Even if the Bidder would not be successful in acquiring all outstanding Shares, it reserves the right to request such delisting, in order to avoid the costs related to the listing. NYSE Euronext Brussels may refuse such a request for delisting and the FSMA may oppose this as well.

6.3 Intentions of the Bidder

- (a) Position of Rosier

Rosier will strengthen Borealis' core fertilizer business, a market on which Borealis is already active through Borealis Linz (Austria), Borealis Pec-Rhin (France) and GPN (France), recently acquired. The acquisition of Rosier will allow Borealis to extend its range of fertilizer activities by adding specialty fertilizers to its current portfolio.

At this stage, Borealis has no plans to further integrate Rosier within the other fertilizer activities. It is however possible that partial integration of specific functions will be required (for example because such functions have been provided for by the Total group in the past). If relevant, such integration shall be subject to appropriate corporate decision making and procedures, including application of the procedure set forth in article 524 of the Companies Code for as long as Rosier remains listed on NYSE Euronext Brussels.

Furthermore, at this stage, Borealis has no plans to further integrate and/or achieve synergies between Rosier and GPN, or create additional commercial relations between Rosier and GPN other than those in existence prior to the Pre-Transaction.

- (b) Intentions of the Bidder regarding the continuation of the activities of Rosier and/or the implementation of restructurings

Except for what is set forth in the previous paragraph (a), Borealis does not have at present any plans to change or restructure the activities of Rosier. In this respect, the Bid will have no impact on the interests of the employees, the employment conditions or on the employment as such.

Borealis will examine the possibility to further enhance the production facilities of Rosier by developing and implementing a significant multi-year capital investment plan. Borealis believes that such increased investment will put Rosier in the best position possible to further strengthen its position on the fertilizer market. However, should such capital investment plans be implemented, this could have a negative impact on the profitability of Rosier during the first years of such investment plan, and the expected dates and amounts of the economic gains of such investment plan cannot be estimated at this time. Should the Rosier cash flows and reserves not be sufficient to bear the cost of such capital investment plan, Borealis will propose to Rosier to consider various methods of financing, and Borealis will further consider stepping up its own investment in Rosier.

- (c) Expected economic gains

As described in the previous paragraph (b), Borealis will examine the possibility to further enhance the production facilities of Rosier by developing and implementing a significant multi-year capital investment plan. This means that Borealis will only be able to realize economic gains after a period of further investment. This also means that it is not possible to quantify economic benefits from the Bid separate from the anticipated investment.

- (d) Organizational structure

In the event of a delisting of Rosier, the Bidder will install a simpler and lighter governance and management structure. Other than this, the Bidder currently does not have any specific intentions with regard to the retention or replacement of members of the board of directors and senior management of Rosier.

- (e) Intended amendments to the articles of association of Rosier

In the event of a delisting of Rosier, the Bidder will provide in the articles of association that all Rosier shares must be registered shares. In such case, the Bidder will also remove any reference relating to the fact that Rosier makes or has made a public call on savings and remove any articles which have become redundant taking into account the non-listed status of Rosier.

- (f) Dividend policy

As a strategic investor, Borealis' investment in Rosier is not driven by set expectations regarding an annual dividend. Borealis will assess the future dividend policy in light of the further investment

requirements of Rosier, as set out in paragraph (b) above. Shareholders should not assume a continuation of any previous dividend policy. Since 2007, the annual gross dividend amounts to EUR 8.0 per share, except for 2009 when the dividend was reduced to EUR 6.0 per share. In its annual report, Rosier mentions that “there is no defined policy for the allocation of the result. Nevertheless, the distributed dividend takes into account the results, the financial situation and the prospects of the company.” During the period 2007-2012, the gross dividend amounted to respectively 31%, 16%, -24%, 34%, 31% and 90% of the result of each period.

6.4 Benefits for Rosier and its shareholders

The most important benefit of the Bid for the Shareholders is the Bid Price, and in this respect reference is made to section 7.1(d) ("Bid Price"). The Bid also implies an immediate liquidity opportunity of the Shareholders.

The bidder believes that it is a credible long term reference shareholder for Rosier and that Rosier will also benefit from Borealis' rapid expansion on the fertilizer market.

6.5 Benefits for the Bidder and its shareholders

The Takeover Bid enables the Bidder to strengthen its control over Rosier. While the Takeover Bid (and the Bid Price) is primarily the result of a legal obligation triggered by the Pre-Transaction, the Bidder believes that there is additional value in a potential delisting of Rosier (see section 6.2(b)). Such delisting is however uncertain and the Takeover Bid is neither directly nor indirectly conditional upon the possibility to delist.

7. THE BID

7.1 Characteristics of the Bid

(a) Nature of the Bid

The Takeover Bid is a mandatory bid made in accordance with chapter III of the Royal Decree on Takeover Bids. The Takeover Bid is in cash.

(b) Scope of the Bid

The Takeover Bid relates to all Shares issued by Rosier, which are not already held by the Bidder.

The Shares are listed on NYSE Euronext Brussels under ISIN code BE0003575835.

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

(c) Conditions attaching to the Takeover Bid

The Takeover Bid is unconditional.

(d) Bid Price

(i) General

The Bid Price is EUR 203.38 for each Share (coupon n°28 and following attached).

A justification of the Bid Price is included in section 7.1(d)(ii) of the Prospectus.

If, after the publication of the Takeover Bid but before the publication of the results, the Bidder acquires Shares outside the Bid at a price higher than the Bid Price, or has committed itself to do so, then the higher Bid Price applies. In that case, the Initial Acceptance Period will be extended so that Shareholders may accept the Bid at the modified price during a period of five (5) Business Days after the publication of the increase of the Bid Price. The increased Bid Price also applies to the Shareholders who have already accepted the Bid.

Under article 45 *juncto* article 57 of the Royal Decree on Takeover Bids, in case of a direct or indirect acquisition of Shares to which the Bid relates, by the Bidder and by persons who are acting in concert with the Bidder during one (1) year after the end of the bid period, against conditions which are more favourable for the transferors than those of the Bid, the price difference is awarded to all Shareholders who accepted the Bid.

The total Bid Price for all Shares amounts to EUR 22,371,800.00. As required by article 3 of the Royal Decree on Takeover Bids, the required funding for the payment of all Shares included in the Bid (including the tax on stock exchange transactions borne by Borealis) are irrevocably and unconditionally available under the confirmation letter from ING Bank NV/SA dated 8 July 2013.

The Bidder shall monitor that Rosier does not pay out any dividends during the Takeover Bid procedure.

(ii) Justification of the Bid Price

The Bidder offers a Bid Price of EUR 203.38 for each Share (coupon n°28 and following attached). Article 53 of the Royal Decree on Takeover Bids provides that the Bid Price should be at least the highest of the two following amounts:

- (A) **Highest price paid over the last 12 months** - The highest price paid by the bidder or a person acting in concert with the bidder for a share if Rosier over the last 12 months prior to the announcement of the offer.

In 2012, Borealis was invited by the Total group to negotiate a sale transaction for Total group's shares in GPN and its controlling stake of 56.86% in Rosier. Following discussions with the Total group, the Bidder submitted a binding and irrevocable offer on 5 February 2013 to acquire Total's controlling stake of 56.86% in Rosier at a price per share of EUR 200.00. On 6 February 2013, Total acknowledged receipt of the binding and irrevocable offer.

It should be noted that the Bidder has based its binding and irrevocable offer ("put option") on publicly available information (mainly annual reports, company press releases, etc) and no access has been granted by the Target to any non-public information, the board members or management of Rosier, nor to Rosier's production sites, prior to the date of the put option.

The proposed sale of GPN and of the controlling interest in Rosier was presented to the employee representatives of GPN (*Comité Central d'Entreprise*) as well as the competent works councils of the Total group (*Comité Européen and Comité Central d'Entreprise UES Amont Holding*) as part of the information and consultation process, and their opinion was obtained early June 2013. Subsequently, the SPA was signed on 17 June 2013 and the transactions contemplated by the SPA were completed between the Bidder and Total on 28 June 2013 after obtention of antitrust clearance.

On 28 June 2013 Rosier paid out a dividend of EUR 8.00 per share to its shareholders, including Total. In order to determine the final acquisition price paid by the Bidder to Total, the paid-out dividend was deducted from the acquisition price as per the terms of the SPA. The final acquisition price paid to Total for the sale of the controlling stake in Rosier therefore amounted to EUR 192.00 per share (coupon n°28 and following attached). As a majority stake was sold by Total, such acquisition price incorporates a control premium.

On the same date as the completion of the acquisition of the 56.86% stake in Rosier, Borealis has also acquired from the Total group 100% of the shares of GPN, one of France's largest nitrogen fertilizer manufacturers. While both the controlling stake in Rosier and the shares of GPN were part of the same bid process and the bidding process rules provided that a bid was to be made on both GPN and the controlling stake in Rosier, Borealis confirms that both acquisitions were negotiated separately and independently, in particular with respect to the price paid for the shares of GPN on the one hand and those of Rosier on the other hand.

Neither Borealis, nor any person acting in concert with Borealis has made any other trade or transaction in Rosier shares during such 12 months period.

As described above, the highest price paid over the last 12 months amounts to EUR 192.00 per share (coupon n°28 and following attached), i.e. the price per Share that Borealis paid to Total for acquiring the stake of 56.86% in Rosier triggering the Bid.

- (B) **Volume weighted average stock exchange price over the last 30 days** - The volume weighted average stock exchange price during the last 30 calendar days before the event that triggered the obligation to make a mandatory bid.

With respect to the calculation period for the volume weighted average stock exchange price, the Bidder has obtained a derogation from the FSMA to have the end date of such calculation period on 6 February 2013, i.e. the date on which Borealis announced in accordance with article 8 of the Royal Decree on Takeover Bids that it had made a firm offer for Total's 56.86% interest in Rosier. This derogation was granted based on the fact that the Total group, in the context of the potential sale of its interest in Rosier and GPN, was required under French law to comply with an employee consultation process, before any binding agreement in respect of the sale of these interests was entered into. As a result, Borealis submitted on 6 February 2013 a firm offer to the Total group to acquire the interest in Rosier and GPN, based on which the employee consultation process referred to above was undertaken by the Total group. Taking into account the risk of speculation on the Rosier stock during the employee consultation process, the FSMA agreed to have the end date of such calculation period on 6 February 2013.

Such volume weighted average stock exchange price of a Rosier share on NYSE Euronext Brussels for the 30 calendar days period ending on, and including, the day of announcement of the proposed transaction, amounts to EUR 211.38 per Share (coupon n°27 and following attached). As coupon n°27 was detached on 25 June 2013 in relation to a dividend payment of EUR 8.00 per share which took place as from 28 June 2013, the Bid Price has been adjusted to EUR 203.38 per Share (coupon n°28 and following attached). As this price is higher than the price referred to under paragraph (A) above, Borealis has made the Bid against such price.

As a result, it should be noted that the Bid Price represents a premium of 5.93% compared to the price of EUR 192.00 paid in cash for each Share by the Bidder to Total for the controlling stake of 56.86% in Rosier.

Although the Target is listed on NYSE Euronext Brussels, it should be noted that the liquidity of the shares was fairly weak with an average of 84.9 shares traded on a daily basis over the year prior to announcement of the firm offer for Total's 56.86% interest in Rosier. Hence, the Bidder believes the offer provides a unique liquidity opportunity for the Target's shareholders to monetize their shares immediately through the Bid without any limitation in relation to the liquidity of the Shares. It should be noted that due to the small market capitalisation no equity analysts cover the share. Therefore, no regular company reports or target prices are available. In view of limited coverage and low liquidity, the Bidder is not convinced that the share price reflected an accurate view as to the value of the Company at any point in time. This view is confirmed by the fact that the controlling shareholder agreed to sell its controlling stake at a consideration of 6.98% below the share price on 6 February 2013.

7.2 Valuation framework for the Rosier shares

(a) Introduction

This paragraph 7.2 sets forth a valuation framework for the Rosier shares. It is not intended to be a Bid Price justification, as the Bid Price is based upon a price negotiated with Total in the context of the Pre-Transaction and results from the application of the applicable regulations on minimum bid price in the context of a mandatory takeover bid (see paragraph 7.1 above).

The aim of this paragraph 7.2 is to provide investors in Rosier shares a benchmark which gives context to the Bid Price offered by Borealis.

(b) Bid made on the basis of publicly available information and no access to forward looking information

Borealis negotiated the Pre-Transaction with Total on the basis of publicly available information (historical information, mainly annual reports and trading updates). Borealis and its advisers had no access to any sort of forward looking information. No equity analyst covers the Rosier share or provides guidance as to future financial performance. Borealis only received after closing of the Pre-Transaction a long term business plan prepared by the management of Rosier. Borealis has not participated in elaborating this business plan and has relied on the business plan without questioning its assumptions, performing a due diligence on its underlying elements or altering it (except for changes referred to in paragraph 7.2(c)(D) in relation to projected capital expenditures and working capital. Furthermore, it should be noted that this business plan was prepared in March 2013 and has not yet been discussed, nor approved by the board of directors of Rosier.

(c) Valuation methods

The Bidder and its financial adviser have used the following valuation methods which could serve as a benchmark for the Bid Price:

- (i) Historical price performance of the Target's share;
- (ii) Trading multiples of comparable listed companies;
- (iii) Transaction multiples for comparable transactions; and

- (iv) Discounted cash flow method.

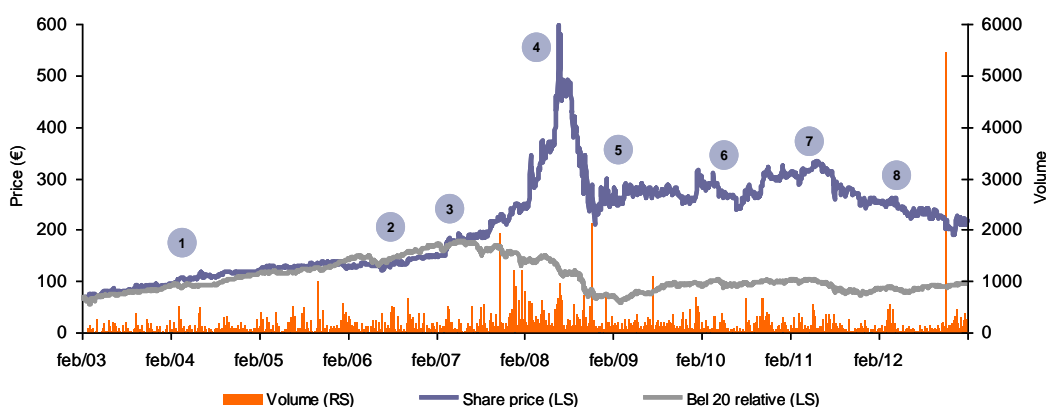
To the extent these valuation methods require forward looking financial information in order to apply them to the Target, the Bidder and its financial advisor have applied these generally accepted valuation methods to the business plan as received from the management of Rosier, without however performing any due diligence on such business plan. However, the Bidder would like to point out that it considers that the business plan contains several assumptions for the period 2013-2023 which it considers optimistic, especially in relation to continued future sales growth and profitability margin improvement when taking into account the historic cyclical nature of the Target's business. However, no adjustments were made to the business plan received from the Target, except for changes discussed with Rosier management.

(A) Historical price performance of the Shares

The Target was listed on NYSE/Euronext Brussels in December 1986, following the initial public offering (IPO), at a price of 55.2 EUR per share (the introduction price was expressed in Belgian francs and amounted to BEF 2,225). Overall, based on the volume weighted average stock exchange price over the last 30 days of EUR 211.38 as announced on 6 February 2013, the Target has generated an annual compounded share price return of 5.3% during the period from IPO up to 6 February 2013. Furthermore, the Target has distributed a total aggregate gross dividend of EUR 151.6 per share as of the IPO, resulting in an annual compounded return of 7.5% when taking into account the share price evolution and historical dividend streams since IPO.

The graph below demonstrates the Target's share price development over the last 10 years as well as the main events during this period. Overall, based on the volume weighted average stock exchange price over the last 30 days prior to the date of announcement of the binding and irrevocable offer of Borealis (EUR 211.38 per Share), the annual compounded share price return over the last decade amounted to 12.2%. This share price performance stands out when compared to an annual compounded return of 3.5% posted by the Bel-20 since 2003.

Graph 1: Share price development over the past 10 years (from February 2003 to February 2013)



Source: Thomson Reuters Datastream per 6 February 2013

As illustrated in the graph above, the Target's share price has been volatile and largely driven by sector or company related events or press release:

1. In March 2004, the share price rises for the first time since its IPO in 1986 above EUR 100.

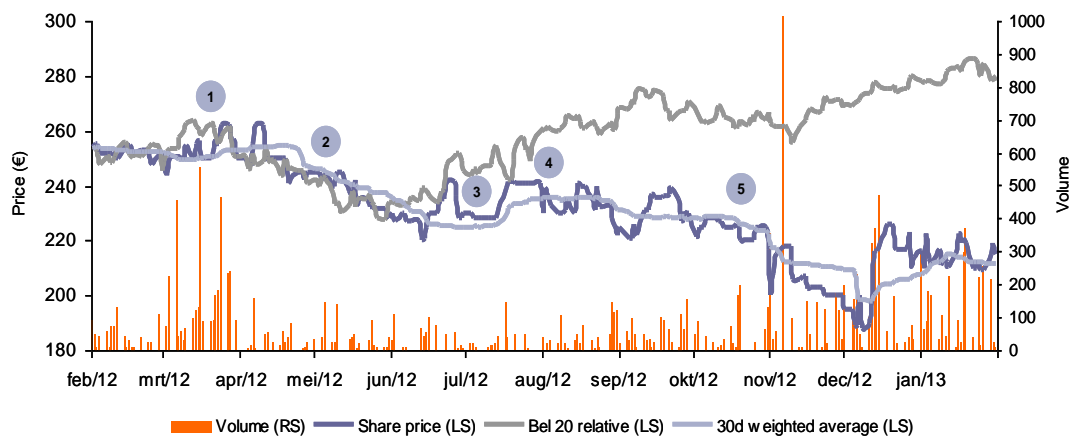
2. The Target acquired Zuid-Chemie B.V. (currently named Rosier Nederland B.V.) in July 2006. The purchase was part of its development strategy in the area of compound fertilizers.
3. 16 March 2007: the Target announced its 2006 results, for the first time following IFRS standards instead of Belgian GAAP. The Target realised sales of EUR 122.0 million and an EBIT of EUR 4.1 million. The acquisition of Zuid-Chemie B.V. helped the Target to resist in the difficult economic situation at the end of the year. While the Western European market faced a 5% decline in fertilising element consumption in 2006, more favourable financials were expected for 2007.
4. The Target announced its 2007 results on 21 March 2008: sales reached EUR 186.1 million and EBIT EUR 6.7 million, representing a margin of 3.6%. The share price peaked up to EUR 598 per share combined with high traded volumes, following exceptionally strong outlooks given the unique situation of an accelerating demand for fertilizers on the one hand and successive bad harvests in major producing regions on the other hand which led to scarcity and general price increases. At the beginning of 2008 demand remained strong and granulation production units were running on full capacity. Given the sales order backlog at that moment in time, the Target expected demand to remain stable in the first half of 2008.
5. Following the outbreak of the financial crisis in August 2008, the share price fell back significantly. The combination of the overall market sentiment at the end of 2008 and the economic reality in the fertilisers industry resulted in a decrease of the share price back to the level of January 2008. Announcement of the 2008 results took place on 10 March 2009. Despite the downward trend, the Target more than doubled its sales (+ c.70%) to EUR 315.9 million and increased its EBIT margin to 6% (EBIT of EUR 19.1 million) thanks to the favourable conditions in the first three quarters. However, outlooks were weak as the unfavourable environment was expected to continue in 2009. The activities and results of the Target were expected to be impacted by the difficult economic environment as buyers suspended their purchases and reduced the consumption of fertilisers following the sharp fall of prices of agricultural productions, while raw materials for fertilisers remained expensive.
6. 26 March 2010: the Target announced that sales over 2009 fell by 57% in volume compared to 2008. This reduced consumption was caused by an imbalance between the cost of fertilisers and the price of farming products at the same time. The Target faced margin pressure due to a decrease in the selling prices of its products. Sales amounted to EUR 113.7 million and EBIT was negative and amounted to an operational loss of EUR -10.1 million. The outlook for 2010 was more promising as demand recovered early 2010 and a gradual return to the long term trends of global fertilizer consumption was expected.
7. The general context gradually improved in 2010. On 25 March 2011, the Target announced that 2010 sales doubled to EUR 223.4 million and volume increased with 127% compared to the previous year, due to a more favourable context and recovery in fertiliser demand. As increasing commodity prices could be passed through in the selling prices, the Target was able to recover its margins. However, margins still remained below 2008 levels. In 2010, EBIT amounted to EUR 9.4 million, representing a margin of 4.2%. Sustained activity was expected for 2011 following favourable elements for fertilizer consumptions (a.o. high cereals prices). However, the Target warned for rising commodity prices.

8. 21 March 2012: the Target announced its 2011 results and referred to the overall favourable environment in 2011. Even though volumes declined by 6%, sales increased with 18.9% to EUR 265.0 million, thanks to strong price levels. EBIT amounted to EUR 9.6 million, a margin of 3.6%.

In the graph below, the share price evolution over the last twelve months prior to announcement of the Bid is reflected, showing mainly a negative share price evolution largely influenced by company press releases, trading updates and dividend payment.

During the 12 month period preceding the announcement, the share price decreased by 15.4% (based on a closing price of EUR 215 on 6 February 2013), thereby underperforming the Bel-20 index which generated an annual return of 9.5% over the same period.

Graph 2: Share price development since 7 February 2012 till 6 February 2013



Source: Thomson Reuters Datastream per 6 February 2013 and the Target website

1. Announcement of 2011 results dated 21 March 2012: during the first months of 2012 demand declined sharply, being negatively influenced by poor climate conditions. For the rest of the year, the Target hoped that the probability of strong prices for the main grain crops would further support the fertilizer market.
2. The Q1 2012 quarterly trading update on 9 May 2012 indicated stable margins per unit and a small decrease in turnover (-2.5% to EUR 78.6 million compared to EUR 80.6 million in Q1 2011) due to a decline in consumption (-15%) (mainly of compound fertilisers (NPK)) offset by average price increases. As traditionally, the second quarter is weaker than the first quarter, the Target expected the operating result for Q2 2012 break-even. Moreover, the Target indicated that some players were expecting lower prices and distributors were unwilling to build up stocks for fear of price volatility.
3. The Target paid a gross dividend of EUR 8 on 29 June 2012
4. 3 August 2012: announcement of the H1 2012 semi-annual results. Rosier's operations for H1 2012 posted a significant sales decline, from EUR 132.7 million in the first half of 2011 to EUR 129.2 million in the first half of 2012 (-15% in volume and -2.6% in sales). Sales declined as consumption reduced (despite high/stable cereal prices and weak autumn fertiliser price in Europe) due to poor climate conditions and reluctance to build up inventory. However, The Target focused on export to compensate sales decline and to maintain margins. In the first half of 2012 EBIT amounted to EUR 633,000, representing a margin of 0.5%

compared to 3.9% during the same period in the year before. The outlook for the second year half was prudent, the results were expected to improve compared to the first half, but to be less compared to 2011.

5. The Q3 quarterly trading update on 26 October 2012 indicated a volume increase in the third quarter, bringing the overall change in volume YTD to a 7% decrease and an increase in turnover of 2% to EUR 72.8 million. For Q4 2012 higher volumes were expected compared to Q4 2011, leading to higher results compared to Q3 2012 but lower than Q4 2011. The Target confirmed 2012 results would be positive but significantly lower than over 2011.

Table 1 hereunder demonstrates the lowest, highest and the average prices as well as the volume weighted average prices (VWAP) of the shares over a number of historical trading periods prior to 6 February 2013.

Table 1 : Share price evolution and Bid premiums over specific periods								
Period	Share price				Premium/(Discount)			
	Low	High	Average	VWAP	Low	High	Average	VWAP
Periods preceding 6 February 2013								
06 February 2013	215.00	215.00	215.00		-1.7%	-1.7%	-1.7%	
Last week	209.00	218.97	213.41	211.42	1.1%	-3.5%	-0.9%	0.0%
Last 30 days	209.00	222.49	214.69	211.38	1.1%	-5.0%	-1.5%	0.0%
Last 3 months	188.11	226.00	209.35	209.40	12.4%	-6.5%	1.0%	0.9%
Last 6 months	188.11	240.95	219.33	212.87	12.4%	-12.3%	-3.6%	-0.7%
Last 12 months	188.11	262.00	230.61	223.27	12.4%	-19.3%	-8.3%	-5.3%

Source: Bloomberg 6 February 2013

As for the fiscal year 2012, Rosier paid out a gross dividend of EUR 8.0 to its shareholders as from 28 June 2013. The Bidder has used the Bid Price and the dividend of EUR 8.0 (together the volume weighted average stock exchange price over the last 30 days as announced on 6 February 2013) as a reference point for calculating the premia/discounts.

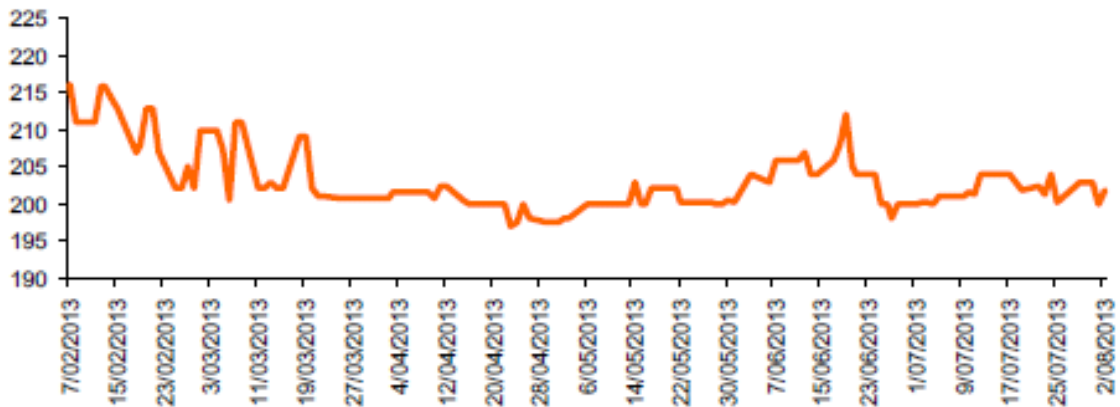
The figures in Table 1 show that the volume weighted average stock exchange price over the last 30 days (coupon 27° and following attached) as announced on 6 February 2013 offered for the Shares in the Takeover Bid:

- represents a discount of 1.7% to the closing price of 6 February 2013 and is in line with the volume-weighted average price over last week and last 30 days.
- represents a premium of 0.9% to the volume-weighted average price over the last three months; and
- represents a discount of respectively 0.7% and 5.3% to the volume-weighted average share price over the last six and twelve months

As indicated above, the shareholders of the Target witnessed a restricted liquidity for their shares over the last year. On average 85 of the Target's shares were traded daily over the year prior to the Announcement Date. Based on these volumes, it would take approximately 5 years for the shares not held by the Bidder and its affiliated parties to turn over. Hence, the Bidder believes that Bid provides a unique liquidity opportunity for the Target's shareholders to monetize their shares immediately without any limitation in relation to the liquidity of the Shares.

Since the announcement of the Bid, the Bid Price is most likely reflected in the share price developments. The figure below illustrates the share price evolution since the announcement of the Takeover Bid at EUR 211.38 per share (coupons n° 27 and following attached) on 6 February 2013. The volume weighted average share price between 7 February 2013 and 28 June 2013 amounted to EUR 204.1. As of 28 June 2013, shareholders received a EUR 8.0 dividend per share. On 5 July 2013, the Business Day prior to the announcement of the Bid by the FSMA (8 July 2013) in accordance with article 7 of 27 April 2007 of the Royal Decree on Takeover Bids, the Rosier share price closed at EUR 201.1.

Graph 3: Share price evolution since announcement on 6 February 2013 until closing price on 2 August 2013



Source: Thomson Reuters per 2 August 2013

During this period a number of announcements have been made:

- 22 March 2013: The Target announced its 2012 results. Despite resilient crop prices, fertiliser consumption is slowing down in order to compensate decreasing sales in home markets. The Target increased its sales on export markets. Overall, sales increased with 4.9%, due to rising average prices in the first half of 2012 offset by declining volumes and price stability in the second half of the year. Rosier announced that a EUR 8 per share dividend would be proposed to the Annual Meeting, corresponding to 90% of the net profit of the year.
- 16 May 2013: Announcement of the H1 2013 semi-annual results. Recovery of the compound fertiliser consumption in the Target's main European markets, positively influenced the results. Turnover increased to EUR 81.8 million, an increase of 4% compared to the same period in the year before. Volume increase (+11%) compensated for the price erosion (-6%). Operating profit amounted to EUR 2.2 million, representing a margin of 2.7%.
- 1 July 2013: Borealis announced that it closed an agreement with Total to acquire its majority interest of 56.86% in Rosier. Borealis paid EUR 192 per share (coupons n° 28 and following attached) for Total's majority interest. The gross dividend of EUR 8 per share – approved by the Annual Meeting on 20 June 2013 (paid as of 28 June 2013) and represented by coupon n°27 - was deducted from the price of EUR 200 per share offered to Total (as mentioned in the press release dated 6 February 2013).
- 8 July 2013: Announcement by FSMA in accordance with article 7 of the Royal Decree of 27 April on Takeover Bids.

- 1 August 2013: Rosier announced its results for the first half of 2013, indicating that the consolidated turnover of the Rosier group over the first half amounted to EUR 139.7 million, which represented an increase of 8% compared with EUR 129.2 million for the first half of 2012. The operating profit amounted to EUR 2.2 million, compared with EUR 0.6 million for the first half of 2012 and the net profit amounted to EUR 1.6 million, compared with EUR 0.3 million for the first half of 2012.

(B) Trading multiples and comparable listed companies

Trading multiples of comparable listed companies are determined on the basis of financial data, consensus financial projections prepared by the equity research analysts and share prices of a set of comparable listed companies.

When determining the Target's peer group, it should be noted that no company is an ideal comparable to the Target in terms of specific activities, size, profitability, growth potential and geographical presence. The Target is strongly specialised in producing NPK speciality fertilisers and sources its main input products from third party suppliers. Many established fertiliser companies are much more vertically integrated, having their own mines for potash and phosphate production and their own nitrogen production facilities. Furthermore, the Target's size is much more limited when compared to worldwide fertiliser producers, as is its geographical presence, which is predominantly focused on Europe (accounting for 51% of its 2012 turnover, it being understood however that the non-European activities of Rosier are also important and generate higher margins than the European activities).

Due to a lack of listed fertiliser companies with a particular focus on NPK compound fertilisers, the peer group of comparable listed companies comprises a broad range of established fertiliser companies with worldwide sales and/or operations, including the industry leaders in the field.

Below a short description is given of the peer group companies (in alphabetical order):

- Acron Group is a company headquartered in Russia engaged in the manufacturing, distribution and sales of mineral fertilisers, including ammonia, nitrogen, as well as organic and non-organic compounds. Its business segments expressed as a percentage of the total Group's assets can be broken down into: 32% production, 43% mining, 4% logistics, 5% distribution and 16% portfolio investments (Uralkali & Azoty Tarnav). Active on its domestic market and abroad in countries such as Finland, the United States, Belgium, China and Thailand, the company realised a turnover of over EUR 1.5 billion in 2012.
- Agrium is a producer and marketer of agricultural nutrients and industrial products and a major retail supplier of agricultural products and services in both North America and Argentina. The company is divided in three different business units: retail, wholesale and advanced fertiliser technologies. Agrium is one of the top nitrogen producers in the world, having approximately three percent of the nitrogen market. Agrium has 14 production facilities in North America and Argentina, and has the capacity to produce, market and distribute approximately seven million tonnes of nitrogen, two million tonnes of potash and one million tonnes of phosphate. In 2012, the company generated sales of more than EUR 12 billion.
- CF Industries is active in the manufacturing and distribution of nitrogen and phosphate fertiliser products throughout North America. It operates through two segments, the nitrogen fertiliser and the phosphate fertiliser segment. The nitrogen

fertiliser segment provides ammonia, urea, and urea ammonium nitrate solutions. The phosphate fertiliser segment provides diammonium phosphate and monoammonium phosphate. The company markets and distributes its products primarily to co-operatives and independent fertiliser distributors in agricultural areas in the United States and Canada. In 2012, CF Industries realized a turnover of EUR 4.7 billion.

- ICL Israel Chemicals is an Israel-based company that develops, manufactures, markets, and sells fertilisers and specialty chemicals. The company operates in three segments: fertilisers, industrial products and performance products. The fertilizers segment is engaged in the production of potash and a variety of products based on phosphate rock, including phosphate fertilizers, phosphoric acid, specialty fertilizers and feed phosphates. The industrial products segment produces flame retardants and a variety of bromine compounds as well as other chemicals based primarily on rich mineral resources. The performance products segment is a phosphate producer which manufactures a number of downstream products for food and industrial applications. The three segments together generated near EUR 5.0 billion sales in 2012.
- K+S is a German company which is active in the chemical sector. The company divides its activities into three main business segments. The potash and magnesium products segment is engaged in the crude potash and magnesium salts extraction and in processing raw materials into products for the industrial, pharmaceutical, cosmetics and food industries sector. The nitrogen fertilizers business segment distributes fertilizers for almost all agricultural crops and products for home and garden. The salt segment offers food grade salt, industrial salt and salt for chemical use, as well as de-icing salt applied to ensure road safety. The company's consolidated sales amounted to approx. EUR 4.0 billion in 2012.
- PotashCorp is an integrated fertilizer products company, producing potash, phosphates and nitrogen. It owns and operates in Canada five potash mines in the province of Saskatchewan and one in the province of New Brunswick. It also holds mineral rights at the Esterhazy mine in Saskatchewan where potash is produced under a mining and processing agreement with a third party. Its phosphate operations include the manufacturing and sale of solid and liquid phosphate fertilizers, animal feed supplements and industrial acid, which is used in food products and industrial processes. Its nitrogen operations include the production of nitrogen fertilizers, nitrogen feed and industrial products, including ammonia, urea, nitrogen solutions, ammonium nitrate and nitric acid. Sales for the year 2012 amounted to some EUR 6.0 billion.
- The Mosaic Company is a producer and marketer of concentrated phosphate and potash crop nutrients for the global agriculture industry. The company is organised in a phosphates and potash business segment. The phosphates business segment owns and operates mines and processing plants which produce phosphate fertilizers and feed phosphates. The potash business segment mines and processes potash in Canada and the United States. The company has four mines in Canada within the province of Saskatchewan and two in the United States located in New Mexico and Michigan. Both phosphate and potash are sold internationally and throughout North America. Mosaic generated sales of some EUR 8.0 billion in 2012.
- Yara International is a Norwegian company engaged in the business of crop nutrition and industrial solutions. The company supplies mineral fertilizers, natural

minerals and nitrogen from the air into products for farmers and industrial customers. Its operations are divided into three operating segments, namely downstream, industrial and upstream. Downstream offers a range of fertilizer products and services, ranging from standard nitrogen products to complete crop nutrition solutions. Industrial develops and markets chemical products and carbon dioxide to non-fertilizer industries. Upstream produces ammonia, urea, nitrates, nitrogen-phosphorus-potassium (NPK) fertilizers and other nitrogen-based products, as well as phosphoric acid and feed phosphates. Having operations in 51 countries and selling products to approximately 150 countries, Yara International realised sales of approx. EUR 11 billion in 2012.

Table 2 provides an overview of the (expected) key financial metrics of the selected peer group for 2013E, based on equity research analysts' consensus as per 24 July 2013. The enterprise value of the comparable listed companies has been determined as follows: market capitalisation increased with net financial debt position, minorities and pension liabilities; reduced with investments in associates as per the latest company publications.

As previously mentioned, these peer companies are not fully comparable with the Target as the average size of the comparable companies is significantly higher (in comparison to the Target) in terms of market capitalisation, sales and enterprise value. Furthermore, the peer companies have higher EBITDA, EBIT and net income margins than the Target.

Table 2 : Peer Group – Overview of key financials for the selected peer group in EURm

Name	Market cap ⁽¹⁾	Enterprise value (EV)(2)	Sales 2013E	EBITDA 2013E(%) ⁽³⁾	EBIT 2013E (%) ⁽⁴⁾	Net income 2013E (%)
Acron Group	1,154	2,267	1,672	24.6%	20.8%	13.8%
Agrium	9,964	12,084	12,067	17.1%	14.1%	9.3%
CF Industries	8,549	7,783	4,261	49.6%	41.8%	26.1%
ICL Israel chemicals	9,878	11,191	5,101	27.7%	23.0%	18.3%
K+S	4,946	5,335	4,088	25.6%	19.7%	13.2%
PotashCorp	24,879	26,618	6,277	49.9%	42.8%	31.2%
The Mosaic Company	16,851	14,654	7,559	29.3%	23.0%	18.2%
Yara International	9,410	8,370	10,780	16.9%	12.6%	10.1%
Average	10,704	11,038	6,476	30.1%	24.7%	17.5%
Target	52	74	289 (5)	3.4% (5)	1.7% (5)	1.2% (5)

Source: Thomson One dated 24 July 2013, annual reports and quarterly reports for the comparable listed companies – – Target's H1 2013 reporting

Notes: All amounts denominated in million EUR

(1) Market capitalisation based on share price 24 July 2013

(2) Enterprise value = market capitalisation increased with net financial debt position, minorities and pension liabilities; reduced with investments in associates as per latest company publication

(3) EBITDA = Earnings before Interest & Taxes, Depreciations and Amortization, – margin over sales

(4) EBIT = Earnings before Interest & Taxes – margin over sales

(5) Target's last twelve months financials at 30 June 2013

The median multiples over the financials for 2013E and 2014E of the peer group (as shown in table 3) are applied to the financial projections made by the Target's management for the years 2013 and 2014 in order to determine its implied enterprise value. Furthermore, the financial debt position (including pension liabilities) of the Target at the end of the first half of 2013 amounts to EUR 21.9 million¹ and is used to deduct from the enterprise value to determine the equity value of the Target and the total number of outstanding shares amounting to 255,000 shares is used to determine the value per Share.

¹ The financial debt position of EUR 21.9 million as of 30 June 2013 takes into account interest bearing debt liabilities of EUR 22.5 million, increased with pension related provisions of EUR 1.6 million and reduced with cash and cash equivalents of EUR 2.3 million

Table 3: Peer Group – Overview of trading multiples and premiums/(discounts) of the Bid Price

Name	EV/Sales		EV/EBITDA		EV/EBIT		P/E	
	2013E	2014E	2013E	2014E	2013E	2014E	2013E	2014E
Acron Group	1.4x	1.3x	5.5x	6.3x	6.5x	8.0x	5.0x	6.6x
Agrium	1.0x	1.0x	5.8x	5.9x	7.1x	7.2x	8.9x	9.0x
CF Industries	1.8	1.9x	3.7x	4.0x	4.4x	4.9x	7.7x	8.8x
ICL Israel Chemicals	2.2x	2.1x	7.9x	7.3x	9.5x	8.8x	10.6x	9.7x
K+S	1.3x	1.3x	5.1x	5.0x	6.6x	6.4x	9.2x	9.1x
PotashCorp	4.2x	4.0x	8.5x	7.8x	9.9x	8.8x	12.7x	11.4x
The Mosaic Company	1.9x	1.9x	6.6x	6.1x	8.4x	7.7x	12.3x	11.9x
Yara International	0.8x	0.8x	4.6x	4.8x	6.1x	6.5x	8.7x	8.9x
Median	1.6x	1.6x	5.7x	6.0x	6.9x	7.5x	9.0x	9.0x
Average	1.8x	1.8x	6.0x	5.9x	7.3x	7.3x	9.4x	9.4x
Implied Enterprise Value (EUR m)			59.1⁽¹⁾	75.7⁽¹⁾	40.4⁽¹⁾	63.1⁽¹⁾	58.5	75.4
Implied Equity value (EURm)			37.2	53.9	18.5	41.2	36.6⁽²⁾	53.5⁽²⁾
Implied value per Share (EUR)			145.9	211.2	72.7	161.6	143.6	209.8
Bid Price premium/discount			39%	(4%)	180%	26%	42%	(3%)

Source: Thomson One 24 July 2013, equity research analysts' report, Target's business plan 2013 -2023

Notes: (1) Implied Enterprise Value is derived by using median EV/EBITDA or EV/EBIT multiple

(2) Implied equity value is derived using median P/E multiple

As set out in Table 3, as compared to the implied share price based on median trading EV/EBITDA multiples, the Bid Price reflects respectively a premium of 39% and a discount of 4% on the implied share price based on the medium trading EV/EBITDA multiple on 2013E and 2014E of the peer group.

Based on the medium trading EV/EBIT multiple, the Bid Price reflects a premium of respectively 180% and 26% on the implied share price based on the medium trading EV/EBIT multiple on 2013E and 2014E of the peer group.

To the extent the EBIT could be considered a proxy for free cash flow generation (assuming D&A is a benchmark for maintenance capex), it can be observed that Rosier's free cash flow generation is fairly low as compared to its peers.

Based on the medium trading P/E multiple on 2013E and 2014E of the peer group, the Bid Price reflects respectively a premium of 42% and a discount of 3% on the implied share price.

The EV/Sales multiple has not been retained for the valuation of the Target. The EV/Sales multiple was not retained as the peer group shows a significantly higher profitability than the Target (Table 2 shows an average EBITDA margin of 30.1% for the peer companies versus 3.4% for the Target)². According to the Bidder, this difference can be explained by the level of vertical integration of the peer group. As mentioned before, most peers have their own mines compared to the Target which has to purchase its raw materials from third parties.

(C) Multiples of comparable transactions

² In this case, we note a clear difference in terms of profitability between the Target and peer companies. As a result of these discrepancies, EV/Sales multiples can not be applied directly. In order to apply these EV/Sales multiples a regression analysis could be used to adjust for these differences to the extent that such regression is statistically relevant. In this case, a regression analysis between EV/Sales and EBITDA margin results in a R2= 0,6026 and implies an EV/Sales multiple 2013E for the Target close to 0.1x. It should be noted that such regression is no standard valuation methodology and has not been retained.

This analysis consists in comparing the Bid Price per Share with the implicit price of the share derived from the use of median multiples observed in a representative sample of M&A transactions which were realised in the fertilizer industry.

When determining the Target's comparable transactions sample, it should be noted that for many comparable transactions, no multiples are available as the transaction value is not always disclosed, or financial information on the target is not provided. Obviously, such transactions cannot be employed for this analysis. In addition, transactions with a company value that is significantly below that of the Target were not taken into account. In practice, only transactions (i) with a company value over EUR 30 million (for 100% of the company) and, (ii) which took place over last 5 years (the spring of 2008 being considered the actual breakthrough of the financial crisis, with the following decrease of stock markets worldwide, and the difficult macro-economic circumstances that persist until today).

In addition, the Bidder would like to note that (i) the acquisition price is sometimes less transparent in terms of underlying financials of the target or the exact deal structure; (ii) the price offered for each transaction also depends on other transaction dynamics (e.g. transaction structure, representations and warranties in the share purchase agreement, valuations made prior to the announcement of the transaction, etc.); (iii) the analysis of the multiples of precedent transactions should take into account general market conditions prevailing at the time of such transactions; and (iv) the relevance of this analysis is limited by the scarce number of transactions involving companies with activities truly comparable to those of the Target.

The Bidder has retained transactions for which the deal details have been disclosed and transaction multiples can be calculated. The relevant target companies which are included in the comparable transaction sample are:

- Biolchim SpA is an Italian producer of water-soluble fertilizers. Its revenues for the year 2011 amounted to EUR 38 million. In November 2012, the management agreed to acquire the company, in a secondary management buyout transaction backed by Wisequity III, an Italian private equity fund, for a consideration of EUR 30 million.
- Grupo Azoty is a Polish producer of polyamides, acetal copolymers, fluorine plastics and caprolaktam. Its revenues for the year 2011 amounted to EUR 1,289 million. In July 2012, Acron Group, the global mineral fertiliser producer closed the purchase of a 12.03% stake in the company through a tender offer.
- Minudobreniya is a Russian producer of mineral fertilizers and was previously a subsidiary of Yara International. The company is specialised in the production of ammonia, ammonia nitrate, NPK and weak nitric acid and sells most of its products to the domestic market. Its revenues for the year 2010 amounted to EUR 465 million. In August 2011, the company was acquired by the Cyprus based Laguz Management.
- JSC Silvinit is a listed Russian manufacturer of potassium fertilizers and table salts. Its revenues for the year 2009 amounted to EUR 773 million. In August 2010, Forman Commercial Ltd. and Feguard Limited, two Russian based holding companies, acquired respectively a stake of 24% and 20% in the company.
- Terra Industries, a US based company, is a producer and marketer of nitrogen products, serving agricultural and industrial markets. Terra Industries realised revenues of EUR 2.1 billion in 2008. CF Industries acquired the company in April 2010.

- Saskferco is a Canadian based producer of nitrogen fertilizer. Yara International acquired 100% of the shares from The Mosaic Company. Saskferco employed approximately 150 employees and has generated revenues of EUR 327 during the fiscal year ending 31 May 2008.
- Common Market Fertilizers was a Belgian distributor of fertilizers, which generated revenues of EUR 340 million in 2007 and crop nutrient sales volumes of 2 to 2.5 million tonnes. The acquisition in 2008 of a 70%- stake was in line with Agrium's strategy to expand its whole distribution segment. CMF counted with 60 employees and operated through subsidiaries in France, Germany, Belgium, the UK, Italy and Bulgaria, and had sales in Spain, the Netherlands, Ireland, Greece, Denmark and South America. In 2010, Agrium acquired the remaining 30%- stake.
- Minudobreniya is a Russian producer of mineral fertilizers and is specialised in the production of ammonia, ammonia nitrate, NPK and weak nitric acid. Its revenues for the year 2007 amounted to EUR 117 million. CI-Chemical Invest Ltd, a Russian investment holding company which owned already 44.27%, acquired the remaining 55.73% stake in the company.

Table 4 : Comparable transaction multiples and premiums/(discounts) of the Bid Price

Closing date	Bidder	Target	Enterprise Value (€m)	EV/Sales	EV/EBITDA	EV/EBIT	P/E
Nov-12	Wisequity III	Biolchim SpA	30	0.8x	7.5x	na	na
Jul-12	Acron JSC	Grupo Azoty SA	839	0.7x	4.6x	6.0x	4.7x
Aug-11	Laguz Management	Minudobreniya	908	2.1x	10.2x	11.6x	15.8x
Aug-10	Forman Commercial Ltd.	JSC Silvinit	4,037	4.6x	6.5x	7.2x	12.6x
Apr-10	CF Industries	Terra Industries	3,716	1.7x	6.7x	7.7x	7.6x
Oct-08	Yara International	Saskferco products	996	3.1x	7.8x	na	na
Jul-08	Agrium	Common Market Fertilizer	102	0.3x	12.9x	14.2x	na
Mar-08	CI-Chemical Invest Ltd.	Minudobreniya	259	2.4x	5.7x	6.0x	19.5x
Median				1.9x	7.1x	7.5x	12.6x
Average				2.0x	7.7x	8.8x	12.0x
Financials of the Target 30 June 2013							
LTM ⁽¹⁾					9.8	4.8	3.6
Implied enterprise value (EURm) (based on median)					69.8	35.9	44.8
Implied equity value (EURm)					47.9	14.1	23.0
Implied Share price (EUR)					187.9	55.1	90.0
Mandatory Offer Price premium/(discount)					8%	269%	126%

Source: Mergermarket, annual reports of target companies, Rosier annual report 2012 and H1 2013 results

Note: (1) Multiples have been applied on the Target's last twelve months financials at 30 June 2013 as acquisition multiples are calculated on the most recent publicly available financials for the target companies as per closing date

As shown in table 4, the transaction multiples result in a fairly broad price range for the Target based on the median EV/EBITDA multiples and EV/EBIT multiples of the sample of comparable transactions. The Bid Price of EUR 203.38 represents a premium of 8%, 269% and 126% respectively on the implied Share price for the Target based on the median EV/EBITDA, EV/EBIT and P/E multiple of the sample of comparable transactions. It should be noted that the median transaction multiple has been applied on the last twelve months financials at 30 June 2013.

The EV/Sales multiple has not been applied due to differences in the underlying profitability of the target companies. In this case a statistically relevant EV/Sales regression versus EBITDA margin could not be performed due to the limited sample and lack of homogeneity in the sample. The target companies have an average EBITDA margin of 28.1%, compared to 3.4% of the Target.

(D) Discounted cash flow method ("DCF")

Discounted cash flow analysis (“DCF”) aims at determining the enterprise value of a company by discounting its future free cash flows. The equity value is obtained by deducting from the enterprise value the company’s net financial debt and debt like items.

The estimated free cash flows of the Target rely on the projections made by the Target’s management with regard to the future performance of the Target. It should be noted that these financial projections cover the period 2013 up to 2023 and include views on future evolutions at the level of revenues, EBITDA, EBIT, tax rate, working capital and capital expenditures (together referred as ‘the business plan’). It should be noted that this business plan was prepared in March 2013 and has not yet been discussed, nor approved by the Board of Directors of Rosier. Furthermore, the Bidder would like to point out that the business plan contains several assumptions for the period 2013-2023 which can be considered optimistic, especially in relation to continued future sales growth and profitability margin improvement when taking into account the historic cyclicity of the Target’s business.

However, no adjustments were made to the business plan received from the Target’s management, except for changes discussed with the Target’s management in relation to projected capital expenditures and working capital .

The business plan was driven by a long term strategic review carried out by Rosier’s management and contains among others the following hypotheses over the period 2013-2023:

- The projected sales evolution refers to the forecasts of the International Fertiliser Industry Association (IFA). Following the forecasts of the IFA (International Fertiliser Industry Association), the global fertiliser consumption is estimated between 1.5% and 2.5% per year, in line with demographic growth and the evolution of the alimentation habits in Asian countries. Fertilizer prices are expected to remain stable between 2013 and 2017 and are expected to slightly increase afterwards. It should be noted that it is difficult to compare this projected sales growth used in the business plan with the sales growth realized over the last years, as sales has been fairly volatile due to price evolution (as an example consolidated sales amounted to EUR 315.9 million in 2008, EUR 113.7 million in 2009, EUR 223.4 million in 2010, EUR 265 million in 2011 and EUR 278.4 million in 2012);
- The EBITDA margin projected in the business plan gradually improves in the coming years from the current 3.4% EBITDA margin over last twelve months to profitability levels above the historic average (i.e. average EBITDA margin of 3.7% over the last 3 years) in order to reflect Rosier’s managements’ ambitions to optimize product mix, improve capacity utilization and realize economies of scale ;
- Working capital as percentage of sales gradually decreases throughout the business plan period at a level below the historic average working capital as percentage of sales (working capital amounted on average to 19% of sales over the period 2009-2012);
- Yearly capital expenditures over the period 2013-2023 is projected to be higher than the average yearly capital expenditure of some EUR 5 million over the past 3 years. Besides the maintenance capex or revamp of major equipment, most expenses relate to (i) the replacement of old equipment, (ii) inventory and (iii) work safety and work environment.

Terminal value is calculated by applying the Gordon and Shapiro method to a normative free cash flow based on the following assumptions:

- A normative EBITDA margin in line with profitability at the end of the forecasting period;
- A perpetual growth rate of 1.25%-1.75%. In that respect, it should be noted that the Conference Board Global Economic Outlook as released in May 2013 reflects long term GDP growth forecasts for the period 2019-2025 of 1.3% for Europe (European region accounting for some 60% of sales in the Target's business plan) or 1.6% across all advanced economies (including a.o. Europe, US, Japan, Australia) or 2.6% globally;
- The terminal value realised by free operational cash flows after 2023 represents 49% of the actual enterprise value.

The free cash flows and the terminal value are discounted to 30 June 2013 using a discount rate of 9.05%. This discount rate has been determined using among others the CAPM approach for calculating the cost of equity and the underlying assumptions adopted in determining the discount rate are based on:

- An unlevered beta of 1.12 consistent with the median of the unlevered beta's as estimated by equity research analysts for a sample of comparable companies as used for the trading multiples analysis;
- A risk-free rate of 2.6% representing the yield on 10 year Belgian government bonds dated 26 July 2013;
- A market risk premium of 6.0% based on the equity risk premium for Belgium;
- A cost of debt (pre-tax) of 3.6%, based on the yield on 10 year Belgian government bonds plus a margin of 100 basis points;
- An effective tax rate of 30% has been applied in line with management projections used in the business plan.
- A gearing ratio (financial debt/market value of equity) of 14% consistent with the financial structure of a sample of comparable companies as used for the trading multiples analysis. The latter also corresponds with the gearing ratio derived from the average net financial debt in the business plan as over the period 2013-2023.

Based on these assumptions, the discounted cash flows valuation results in an enterprise value between EUR 72.1 million and EUR 73.4 million, an implied equity value between EUR 50.2 million and EUR 51.6 million, corresponding to a share price between EUR 196.9 and EUR 202.3 (see table5).

The Bid Price of 203.38 EUR represents a 2% premium to the midpoint of the DCF outcome (Price per share of EUR 199.5).

Table 5 : Sensitivities on the DCF valuation method

Discount rate	Enterprise value (€m)			Equity Value (1) (€m)			Equity Value per Share (1) (€)		
	Long term growth			Long term growth			Long term growth		
	1,25%	1,50%	1,75%	1,25%	1,50%	1,75%	1,25%	1,50%	1,75%
8,05%	83,6	84,6	85,8	61,7	62,8	63,9	242,1	246,2	250,7
8,55%	77,4	78,3	79,2	55,6	56,4	57,3	217,9	221,2	224,7
9,05%	72,1	72,7	73,4	50,2	50,9	51,6	196,9	199,5	202,3
9,55%	67,4	67,9	68,5	45,5	46,0	46,6	178,5	180,5	182,7
10,05%	63,2	63,6	64,1	41,3	41,8	42,2	162,2	163,8	165,5

Note (1): Please refer to Table 3 with regard to enterprise value adjustments to derive the equity value and the number of outstanding shares to derive the equity value per share

In the table 5 above, the Bidder also provides the outcome of a sensitivity analysis on the discount rate by increasing or decreasing it with 1% (i.e. resulting in a discount rate ranging between 8% and 10%) and varying the long term growth rate between 1.25% and 1.75%. The Bidder believes that the upper range of the discount rate (i.e. discount rate ranging between 9%-10%) is more applicable in view of:

- The average discount rates applied by equity analysts (based on recent equity notes for most of the comparable companies as used in the trading multiples methodology) range between 8.4% and 11.4%, with an overall average discount rate of 9.75%. Whereby these comparable companies have a larger market capitalization and liquidity as compared to the Target.
- The DCF valuation methodology and the determination of the discount rate as described above do not contain any illiquidity discount to reflect the lower liquidity of the Rosier share and the smaller size of the Target. In order to reflect the risk of holding a less liquid share, it could be assumed that the retained cost of equity should be increased to reflect such higher risk. When assuming for example an additional small cap premium of 1% in the cost of equity to reflect such smaller size and lower liquidity of the Target, the discount rate would amount to 9.93% (as compared to 9.05% as referred to above).

Based on the upper end of the discount rate range (i.e. discount rate between 9.0-10.0%), the discounted cash flows valuation results in an enterprise value between EUR 63 million and EUR 73 million, an implied equity value between EUR 41 million and EUR 52 million, corresponding to a share price between EUR 162.2 and EUR 202.3 (see table 5 above).

(E) Valuation parameters of Rosier as compared to GPN transaction

As mentioned before, on the same date as the completion of the acquisition of the 56.86% stake in Rosier, Borealis also acquired from the Total group 100% of the shares of GPN. GPN is France's leading manufacturer of nitrogen fertilizers and nitrogen oxide reducers. It supplies about 25% of the French market, with revenue of EUR 500 million. GPN has 760 employees in France. Its production facilities are located in Grandpuits in the greater Paris region and Grand-Quevilly in Normandy. Borealis confirms that both acquisitions were negotiated separately and independently, in particular with respect to the price paid for the shares of GPN on the one hand and those of Rosier on the other hand.

On 28 June 2013, Borealis closed a transaction with the Total group for its 100% interest in GPN. The total acquisition costs for 100% of the share capital of GPN comprised a cash payment of EUR 113 million (subject to adjustment based on the working capital and net financial indebtedness figures as at 30 June 2013) and a contingent consideration liability. In

relation to the latter, Borealis agreed with the Total group to pay a maximum amount of EUR 75 million to the Total group if an agreed earnings target, over a three year period as from the date of acquisition, is met. The additional consideration shall be transferred to the Total group no later than seven months after the third anniversary of the acquisition date (28 June 2016).

Due to confidentiality restrictions, Borealis is not in a position to disclose full details on the GPN transaction financials and valuation. However, Borealis would like to highlight that the total consideration agreed for GPN with the Total group, resulted in a lower EV/EBITDA multiple on expected 2012 and forecasted financials at the moment of the GPN transaction as compared to the EV/EBITDA multiple implied by the Bid Price for Rosier. Furthermore, the total consideration for GPN was in line with the DCF valuation outcome applied on a business plan that was provided in the context of the GPN transaction. Such DCF valuation assumed (i) a discount rate of 10.0% and (ii) a long term growth rate of 1.5% to derive the terminal value in 2023. Borealis has presented less conservative parameters in the DCF valuation made for Rosier as set forth in section (D) above. Should one apply the same parameters for the Rosier DCF valuation as used for the GPN DCF valuation, this would result in a value per Rosier share of 165.3 EUR per Share.

(d) Conclusion

(i) by reference to historical share price performance:

- The volume weighted average stock exchange price over the last 30 days of EUR 211.38 as announced on 6 February 2013 represents a 1.7% discount to the closing price per 6 February 2013 and a discount of 0.9% to the average share prices over the week prior to 6 February 2013 and represents a premium/(discount) of respectively, 1.0%, (3.6%) and (8.3%) when compared to the average closing price during the last three, six and twelve months.
- Since the announcement of the Bid, the Bid Price is reflected in the share price developments. The volume weighted average price between 7 February and 28 June amounted to EUR 204.1. On 28 June, shareholders received a EUR 8 dividend per share. On 5 July 2013, the date prior to the announcement of the Bid by the FSMA (8 July 2013) in accordance with article 7 of 27 April 2007 of the Royal Decree on Takeover Bids, the Rosier share price closed at EUR 201.1 per share.

(ii) by reference to multiples from comparable companies:

- The selected peer group consists, due to a lack of listed fertilizer companies with a particular focus on NPK compound fertilizers, of a broad range of established fertilizer companies with worldwide sales and/or operations, including Acron Group, Agrium, CF industries, ICL Israel Chemicals, K+S, PotashCorp, The Mosaic Company and Yara International.
- On 24 July 2013, the Bid Price represents respectively a premium of 39% and a discount of 4% on the implied share price based on median trading EV/EBITDA multiples of 2013E and 2014E. Based on the EV/EBIT multiples of 2013E and 2014E, the Bid Price reflects a premium of respectively 180% and 26%. Based on the P/E multiples of 2013E and 2014E, the Bid Price reflects respectively a premium of 42% and a discount of 3%.
- It should be noted that these companies are not truly comparable to the Target following the difference in (i) size in terms of market capitalisation, revenues and

Enterprise Value; (ii) growth trajectory, profitability and margins and (iii) market dynamics of the NPK compound fertilizer production segment compared to vertically integrated fertilizer groups.

(iii) by reference to multiples from comparable transactions

- The analysis of the multiples of precedent transactions should take into account general market conditions prevailing at the time of such transactions or company specific conditions.
- The Bid Price represents a premium of 8%, 269% and 126% on the implied share price based on median EV/EBITDA, EV/EBIT and P/E multiples respectively.

(iv) by reference to discounted cash flow method

- The discounted cash flow method valuation framework has been based on projections by the management of the target over the period 2013-2023. The projections are based on management estimates detailing revenues, EBITDA, EBIT, tax rate, working capital and capital expenditures over the considered period. The Bidder believes that the business plan contains several assumptions for the period 2013-2023 which can be considered optimistic, especially in relation to continued future sales growth and margin development in relation to the historic cyclicity of the business, however, no adjustments were made to the business plan received from the Target, except for changes discussed with the Target's management in relation to projected capital expenditures and working capital.
- In view of other valuation parameters, a discount rate of 9.05% and a long term growth rate of 1.25%-1.75% has been applied. Based on these assumptions, the discounted cash flows valuation results in a share price value between EUR 196.9 and EUR 202.3, without accounting for any illiquidity discount related to the smaller size of the Target or the lower liquidity of the Shares. The Bid Price per Share of 203.38 EUR represents a 2% premium to the midpoint of the DCF valuation outcome range. The detailed DCF valuation section also contains a broader sensitivity analysis.

In conclusion, taking into account the premium offered above the price paid to Total to acquire the controlling stake and having analysed different valuation methodologies, the Bidder believes that a Bid Price of 203.38 EUR per Share constitutes an attractive offer to the Shareholders and is also in the opinion that in view of the restricted liquidity for their shares over the last year, the Bidder believes the Bid offers a unique liquidity opportunity for the Target's shareholders to monetize their shares immediately without any limitation in relation to the liquidity of the Shares.

7.3 Compliance and validity of the Bid

(a) Boards of directors' resolutions to proceed with the Takeover Bid

On 15 January 2013, the supervisory board of Borealis has granted its approval to acquire the controlling stake in Rosier and launch the follow-on Takeover Bid on the Target. The supervisory board of Borealis is the competent body to decide on such matter in accordance with the articles of association of Borealis and Austrian law.

(b) Requirements of article 57 *juncto* article 3 of the Royal Decree on Takeover Bids

The Takeover Bid complies with the relevant requirements set out in article 57 *juncto* article 3 of the Royal Decree on Takeover Bids:

- the Takeover Bid relates to all Shares, ie all outstanding securities issued by Rosier that carry voting rights or give access to voting rights other than those securities that are 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 ING Bank NV/SA;
- the conditions of the Takeover Bid are in compliance with the applicable laws, in particular with the Law on Takeover Bids and the Royal Decree on Takeover Bids. The Bidder considers that these conditions, notably the Bid Price, are such that they will allow the Bidder to achieve their goal;
- the Bidder undertakes, as far as it is concerned, to pursue its best efforts to complete Takeover Bid, albeit without prejudice to the conditions set out in section 7.1(c); 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 Takeover Bid is not subject to any statutory approval, other than the approval of this Prospectus by the FSMA.

7.4 Indicative timetable

Event	(Anticipated) date
Announcement of intention of Bidder to launch a Bid in accordance article 8 of the Royal Decree on Takeover Bids	6 February 2013
Regulatory filing of Takeover Bid with FSMA	8 July 2013
Announcement Date in accordance article 7 of the Royal Decree on Takeover Bids	8 July 2013
Approval of the Prospectus by FSMA	27 August 2013
Approval of the Memorandum in Reply by FSMA	27 August 2013
Publication of offer announcement	31 August 2013
Publication of the Prospectus	2 September 2013
Opening of the Initial Acceptance Period	2 September 2013
Closing of the Initial Acceptance Period	4 October 2013
Announcement of the results of the Initial Acceptance Period	9 October 2013

Event	(Anticipated) date
Initial Settlement Date	11 October 2013
Mandatory reopening of the Takeover Bid (should the Bidder hold at least 90% but cannot proceed with a simplified squeeze-out)	14 October 2013
Closing of the Acceptance Period of the mandatory reopening	28 October 2013
Announcement of the results of the mandatory reopening	31 October 2013
Settlement Date of the mandatory reopening	5 November 2013
Opening of simplified squeeze-out period (if the mandatory reopening did not already have the effect of a squeeze-out)	12 November 2013
Closing of the Acceptance Period of the simplified squeeze-out	29 November 2013
Announcement of the results of the simplified squeeze-out	5 December 2013
Settlement Date of the simplified squeeze-out	10 December 2013

7.5 Initial Acceptance Period

(a) Initial Acceptance Period

The Initial Acceptance Period runs from 2 September 2013 to 4 October 2013 at 4PM CET.

(b) Extension of the Initial Acceptance Period

Pursuant to article 31 *juncto* article 57 of the Royal Decree on Takeover Bids, the Initial Acceptance Period may be extended by five (5) 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 Takeover Bid, Shares at a price higher than the Bid Price. In such case, the Bid Price will be adjusted so that it will correspond to this higher price and the Initial Acceptance Period will be extended by five (5) Business Days, after publication of this higher price, in order to allow all Shareholders to accept the Takeover Bid at this higher bid price.

7.6 Reopening of the Bid

The Takeover Bid may or must be reopened in the following cases:

(a) The Bidder acquires less than 90% of the shares

If the Bidder holds less than 90% of the shares of the Target after the Initial Acceptance Period, the Bidder reserves the right to reopen the Takeover Bid, at its discretion. Such voluntary reopening will commence within ten (10) Business Days from the announcement of the result of the Initial Acceptance Period for a subsequent Acceptance Period of at least five (5) and maximum 15 Business Days. In no event shall the aggregate duration of the Initial Acceptance Period and any voluntary reopening of the Bid exceed ten (10) weeks.

- (b) The Bidder acquires at least 90% of the shares

If the Bidder holds at least 90% of the shares following the Initial Acceptance Period, there will be a mandatory reopening of the Takeover Bid pursuant to article 35, 1° *juncto* article 57 of the Royal Decree on Takeover Bids.

The mandatory reopening pursuant to article 35, 1° *juncto* article 57 of the Royal Decree on Takeover Bids will also be applicable if the aforementioned threshold of 90% has not been immediately reached following the Initial Acceptance Period, but only after a voluntary reopening (as described in section 7.6(a) of the Prospectus).

In case of a mandatory reopening pursuant to article 35, 1° *juncto* article 57 of the Royal Decree on Takeover Bids, the Takeover Bid will reopen, within ten (10) Business Days after the announcement of the results of the last preceding Acceptance Period, for a subsequent Acceptance Period of at least five (5) and maximum 15 Business Days.

- (c) The Bidder acquires at least 95% of the shares

If after the Initial Acceptance Period or any subsequent Acceptance Period, the Bidder holds at least 95% of the shares in Rosier, the Bidder will have the right to proceed with a simplified squeeze-out in accordance with article 513 of the Companies Code and article 42 and 43 *juncto* article 57 of the Royal Decree on Takeover Bids, in order to acquire the Shares not yet acquired by the Bidder, under the same terms and conditions as the Takeover Bid.

The simplified squeeze-out proceedings shall be initiated within three (3) months from the end of the Initial Acceptance Period, for an additional Acceptance Period of at least 15 Business Days.

If a squeeze-out is effectively carried out, then, upon completion thereof, all Shares which have not been tendered to the squeeze-out will be deemed transferred to the Bidder by operation of law with consignment of the funds necessary for the payment of their price to the Deposit and Consignation Office ("*Caisse des Dépôts et Consignations*" / "*Deposito-en Consignatiekas*").

If a squeeze-out bid is made, the Shares shall be automatically delisted from NYSE Euronext Brussels upon the close of the squeeze-out (for more details see section 7.7 of the Prospectus).

7.7 Delisting and possible mandatory reopening of the Takeover Bid

Following the end of the Takeover Bid, the Bidder will consider requesting the delisting of the Shares from NYSE Euronext Brussels.

In accordance with article 7, §4 of the Law of 2 August 2002, NYSE Euronext Brussels may delist financial instruments if (i) it considers that, due to exceptional circumstances, a normal and regular market can no longer be maintained for these financial instruments, or (ii) these financial instruments would fail to comply with the rules of the regulated market, except if such a measure is likely to significantly harm investors' interests or to impair the proper functioning of the market. NYSE Euronext Brussels must inform the FSMA of any proposed delisting. The FSMA may, in consultation with NYSE Euronext Brussels, oppose the proposed delisting in the interest of investor protection.

The delisting formalities regarding the Shares will typically entail (i) the filing by the issuer of a delisting request with NYSE Euronext Brussels stating the grounds for such delisting (usually, because of low trading volumes and relatively high costs associated with the listing), (ii) the absence of opposition to such request by NYSE Euronext Brussels and the FSMA, (iii) the determination by NYSE Euronext Brussels of the effective date of the delisting, and (iv) the publication by NYSE Euronext Brussels of the date on which the delisting will be effective as well as the conditions for such delisting and any other relevant information concerning the delisting.

If Rosier files (upon direction of the Bidder) a request for delisting within three (3) months following closing of the last Acceptance Period and if, at that moment, the squeeze-out, as set out in section 7.6(c), has not yet been launched, the Bidder must reopen the Takeover Bid within ten (10) Business Days following such filing for a subsequent Acceptance Period of at least five (5) Business Days and not more than 15 Business Days, in accordance with articles 35,2° *juncto* article 57 of the Royal Decree on Takeover Bids.

Should a squeeze-out, as set out in section 7.6(c), be launched, the delisting will automatically occur following the closing of the squeeze-out.

7.8 Sell-out right

If (i) as a result of the Takeover Bid, the Bidder holds at least 95% of the shares, and (ii) the Bidder does not launch a squeeze-out as set out in section 7.6(c) then each Shareholder may require the Bidder to purchase its Shares, under the terms and conditions of the Takeover Bid, in accordance with article 44 *juncto* article 57 of the Royal Decree on Takeover Bids.

Shareholders wishing to exercise their sell-out right must submit their request to the Bidder within three months following the end of the Initial Acceptance Period, by registered letter with acknowledgement of receipt.

7.9 Acceptance of the Takeover Bid and payment

(a) Withdrawal of acceptance

Pursuant to article 25, 1° *juncto* article 57 of the Royal Decree on Takeover Bids, Shareholders who have accepted in the framework of the Takeover Bid, may always withdraw their acceptance during the relevant Acceptance Period.

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, with reference to the number of Shares that are being withdrawn. Shareholders holding Shares in registered form will be informed by Rosier of the procedure to be followed to withdraw their acceptance. In the event the Shareholder notifies its withdrawal to a financial intermediary other than the Paying Agent Bank, then it will be the obligation and the responsibility of such financial intermediary to timely notify such withdrawal to the Paying Agent Bank. Such notification must be made to the Paying Agent Bank at the latest on 4 October 2013, before 4PM CET (with respect to the Initial Acceptance Period), or, if applicable, the date further specified in the relevant notification and/or press release.

(b) Acceptance Form

(i) General

Shareholders can accept the Takeover Bid and sell their Shares by completing and submitting the Acceptance Form attached hereto in Annex 1 at the latest on the final day of

the Initial Acceptance Period, or as the case may be of the subsequent Acceptance Period of any reopening of the Bid, duly completed and signed.

The duly completed and executed Acceptance Form can be deposited free of charge directly with 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.

These 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 (book-entry) 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 completed and duly signed Acceptance Form or by otherwise registering their acceptance with the Paying Agent Bank, either directly, or indirectly, through other financial intermediaries. Other financial intermediaries must transfer the thus tendered Shares to the account of the Paying Agent Bank immediately.
- Shareholders holding Shares in bearer form ("*aandelen aan toonder*" / "*actions au porteur*") are invited to go directly to the Paying Agent Bank or another financial intermediary with the Shares to ensure that the dematerialization process can be performed and that in addition, the thus converted Shares can be timely transferred to the account of the Paying Agent Bank.
- Shareholders holding Shares in registered form will receive from Rosier a letter evidencing the ownership of the number of Shares and describing the procedure to be followed to deposit their completed and duly signed Acceptance Form.

(iii) Legal title to the Shares

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

In the event Shares are owned by two or more persons, the Acceptance Form must be executed jointly by all such persons.

In the event Shares are subject to usufruct ("*usufruit*" / "*vruchtgebruik*"), the Acceptance Form must be executed jointly by the beneficial owner ("*usufruitier*" / "*vruchtgebruiker*") and the bare owner ("*nupropriétaire*" / "*naakte eigenaar*").

In the event Shares are pledged, the Acceptance Form must be executed jointly by the pledgor and the pledgee, with the pledgee explicitly confirming the irrevocable and unconditional release of the relevant Shares from the pledge. In the event the 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 execute the Acceptance Form and all such beneficiaries must irrevocably and unconditionally waive any and all such encumbrance, claim or interest relating to such Shares.

(c) Announcement of the results of the Bid

In accordance with articles 32 *juncto* article 57 of the Royal Decree on Takeover Bids, the Bidder will announce within five (5) Business Days following the end of the Initial Acceptance Period the results of the Initial Acceptance Period as well as the number of Rosier shares the Bidder holds following the Takeover Bid. Such announcement will be made via a press release that will be published on the website of the Paying Agent Bank (www.ing.be) and on the website of the Target (www.rosier.eu). If the announcement of the results of the Initial Acceptance Period is combined with any transaction which requires a publication in accordance with article 11 of the Law on Takeover Bids, the results of the Initial Acceptance Period will also be announced in a publication in accordance with article 11 of the Law on Takeover Bids.

If the Takeover Bid is reopened as described in section 7.6, the Bidder will announce, within five (5) Business Days from the end of the relevant subsequent Acceptance Period, the results of the relevant reopening, as well as the number of Rosier shares the Bidder holds following the relevant reopening. Such announcement will be made via a press release that will also be published on the website of the Paying Agent Bank (www.ing.be) and on the website of the Target (www.rosier.eu).

(d) Date and method of payment

If the Takeover Bid is successful, the Bidder shall pay the Bid Price to the Shareholders who have validly tendered their Shares during the Initial Acceptance Period, within ten (10) Business Days following the publication of the results of the Initial Acceptance Period.

If there are subsequent Acceptance Periods due to any reopening(s) of the Bid, as described in sections 7.7, the Bidder shall pay the Bid Price within ten (10) 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 Takeover Bid will be made free of any condition or restriction, by wire transfer to the bank account specified by such Shareholder in its Acceptance Form.

The Bidder shall bear the tax on stock exchange transactions owed by the Shareholders (see section 8.2 for more details). The Paying Agent Bank will not charge the Shareholders any commission, fee or any other cost for the purpose of 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 will be liable for any additional costs that may be charged by such institutions.

The risk associated with and the title to the Shares that were validly tendered during the Initial Acceptance Period or any subsequent Acceptance Period will pass to the Bidder on the Initial Settlement Date or the relevant subsequent Settlement Date at the time when payment of the Bid Price is made by the Paying Agent Bank on behalf of the Bidder (ie the time when the Bidder's account is debited for these purposes).

(e) Counter-bid and higher bid

In the event of a counter-bid and/or higher bid (which price shall be at least 5% above the Bid Price) in accordance with articles 37 to 41 *juncto* article 57 of the Royal Decree on Takeover Bids, the Initial Acceptance Period will be extended until the expiry of the acceptance period of that counter-bid (unless the Bidder elects to withdraw the Takeover Bid). In the event of a valid and more favourable counter-bid and/or higher bid, all Shareholders who had already tendered their Shares under the Takeover Bid are entitled to use their withdrawal right in accordance with article 25 *juncto* article 57 of the Royal Decree on Takeover Bids and the procedure described under section 7.9.

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

7.10 Other aspects of the Bid

(a) Work's council

The Target's work's council has taken a position in accordance with article 44 of the Law on Takeover Bids. This position is in its entirety attached to the present Prospectus as Annex 5.

(b) Financing of the Takeover Bid

(i) Availability of the necessary funds

As required by article 3 of the Royal Decree on Takeover Bids, the funds required for the payment of all Shares under the Takeover Bid are irrevocably and unconditionally available under the confirmation letter of ING Bank NV/SA dated 8 July 2013.

(ii) Details of financing

The financing of the Takeover Bid will exclusively take place with existing funds available to the Bidder. As a result, the financing put in place for the Takeover Bid will not have an impact on the assets and liabilities, results or activities of the Target. The impact of the Takeover Bid on the assets and liabilities and profit and loss account of the Bidder is estimated to be limited.

8. BELGIAN TAX TREATMENT OF THE BID

This Chapter summarizes certain tax considerations applicable at the date of the Prospectus, under the laws of Belgium, to the transfer of the Shares in the Bid and does not purport to be a comprehensive description of all tax considerations that may be relevant to a decision to tender the Shares in the Bid. It does not address specific rules, such as Belgian federal or regional estate and gift tax considerations or tax rules that may apply to special classes of holders of financial instruments, and is not to be read as extending by implication to matters not specifically discussed herein. As to individual consequences, including cross-border consequences, each Shareholder should consult its own tax advisor. This summary is based on the laws, regulations and applicable tax treaties as in effect in Belgium on the date of this Prospectus, all of which are subject to change, possibly on a retroactive basis. It does not discuss or take into account tax laws of any jurisdiction other than Belgium, nor does it take into account individual circumstances of a Shareholder. The summary below is not intended as and should not be construed to be tax advice.

For purposes of this summary, (i) 'Belgian individual' means any individual subject to Belgian personal income tax (ie an individual having its domicile or seat of wealth in Belgium or assimilated individuals for purposes of Belgian tax law; (ii) 'Belgian company' means any company subject to Belgian corporate income tax (ie a company having its registered seat, principal establishment or effective place of management in Belgium); and (iii) 'Belgian legal entity' means any legal entity subject to the Belgian legal entities tax (ie a legal entity other than a company subject to corporate income tax having its registered seat, principal establishment or effective place of management in Belgium). A 'non-resident individual, company or legal entity' means an individual, company or legal entity that does not fall in any of the three previous classes.

This summary does not address the tax regime applicable to Shares held by Belgian tax residents through a fixed basis or a permanent establishment situated outside Belgium.

8.1 Taxation upon transfer of the Shares

(a) Belgian individuals

For Belgian individuals holding shares as a private investment, capital gains realized upon the transfer of the shares are generally not subject to Belgian income tax. Capital losses are not tax deductible.

However, Belgian individuals may be subject to income tax at a separate 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 be speculative or outside the scope of the normal management of their private estate. Capital losses arising from such transactions are not tax deductible.

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

(b) Belgian companies

Belgian companies (not being small companies within the meaning of article 15 of the Belgian Companies Code (**Small Companies**)) are subject to Belgian corporate income tax at a separate rate of 0.412% on gains realised upon the disposal of shares provided that (i) the conditions relating to the taxation of the underlying distributed income, as described in article 203 of the Belgian Income Tax Code are met (the **Article 203 ITC Taxation Conditions**) and (ii) the shares have been held in full legal ownership for an uninterrupted period of at least one year. The 0.412% separate capital gains tax rate cannot be off-set by any tax deductions, provided for in articles 199 to 206 of the Belgian Income Tax Code (such as the notional interest deduction), nor by tax losses or tax credits.

Belgian resident companies qualifying as Small Companies are normally not subject to Belgian capital gains taxation on gains realised upon the disposal of shares provided that (i) the Article 203 ITC Taxation Conditions 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 Article 203 ITC Taxation Conditions are met) then the capital gains realised upon the disposal of shares by Belgian companies (both non-Small Companies and Small Companies) will be taxable at a separate corporate income tax rate of 25.75%.

Capital losses on shares incurred by Belgian companies (both non-Small Companies and Small Companies) are as a general rule not tax deductible.

If the shares form part of the trading portfolio ("*handelsportefeuille*" / "*portefeuille commerciale*") of companies which are subject to the Royal Decree of 23 September 1992 on the annual accounts of credit institutions, investment firms and management companies of collective investment institutions ("*jaarrekening van de kredietinstellingen, de beleggingsondernemingen en de beheervennootschappen van instellingen voor collectieve belegging*" / "*comptes annuels des établissements de crédit, des entreprises d'investissement et des sociétés de gestion d'organismes de placement collectif*"), the capital gains realised upon the disposal of shares will be subject to corporate income tax at the standard rates, and capital losses will in that event be tax deductible.

(c) Belgian legal entities

Capital gains realised upon transfer of the shares by Belgian legal entities are in principle tax exempt and capital losses are not tax deductible.

(d) Non-resident individuals or companies

Non-resident individuals or companies are, in principle, not subject to Belgian income tax on capital gains realised upon transfer of the shares, unless the shares are held as part of a business conducted in Belgium through a Belgian establishment. In such a case, the same principles apply as described with regard to Belgian individuals (holding the shares for professional purposes) or Belgian companies.

Non-resident individuals who do not use the shares for professional purposes and who have their fiscal residence in a country with which Belgium has not concluded a tax treaty or with which Belgium has concluded a tax treaty that confers the authority to tax capital gains on the shares to Belgium, will be subject to tax in Belgium if the capital gains are deemed to be speculative or outside the scope of the normal management of one's private estate and the capital gains are obtained or received in Belgium. Capital losses are generally not deductible.

8.2 Tax on stock market transactions

A tax on stock market transactions will be payable on any cash consideration paid for Shares tendered in 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 EUR 740 per taxable transaction. The tax is separately due from each party to any such transaction, ie, the seller (transferor) and the purchaser (transferee), both collected by the professional intermediary.

This tax is not payable by:

- (a) professional intermediaries described in articles 2, 9° and 10° of the Law of 2 August 2002, acting for their own account;
- (b) insurance companies described in article 2, § 1 of the law of 9 July 1975 on the supervision of insurance undertakings, acting for their own account;
- (c) pension institutions described in article 2, 1° of the law of 27 October 2006 on the supervision of pension institutions, acting for their own account;
- (d) collective investment undertakings, acting for their own account; and
- (e) non-residents, acting for their own account, provided that they deliver a certificate to the financial intermediary in Belgium confirming their non-resident status.

The Bidder shall bear the tax on stock exchange transactions owed by the Shareholders

ANNEX 1

ACCEPTANCE FORM

The attached Acceptance Form concerning the Shares must be completed in two copies: one (1) copy for the Shareholder; one (1) copy for the financial intermediary that records the offering of Shares in the framework of the Offer.

ACCEPTANCE FORM
FOR THE MANDATORY PUBLIC TAKEOVER BID IN CASH
BY BOREALIS

**ON ALL THE SHARES ISSUED BY ROSIER SA THAT ARE NOT ALREADY HELD BY THE
 BIDDER OR BY PERSONS AFFILIATED WITH THE BIDDER**

TO BE SUBMITTED AT THE LATEST BY 4 OCTOBER 2013 BEFORE 4PM CET

I, the undersigned (name, first name or company name):

Residing at / Having its registered office at (full address): _____

Declare, after having had the possibility to read the Prospectus, that:

- (a) I accept the terms and conditions of the Takeover Bid described in the Prospectus;
- (b) I hereby agree to transfer the Shares identified in this Acceptance Form, and which I fully own, to the Bidder, in accordance with the terms and conditions of the Prospectus, for a price consisting of a payment in cash of:

EUR 203.38	for each Share
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- (i) I transfer the Shares in agreement with the acceptance process described in the Prospectus; and
- (ii) I acknowledge that all representations, warranties and undertakings deemed to be made or given by me under the Prospectus are incorporated in this Acceptance Form with respect to the transfer of my Shares.

Shares		
Number	Form	Instructions
.....	Shares in dematerialized form (book-entry form)	These Shares are available on my securities account and I authorize the transfer of these Shares from my securities account to the Paying Agent Bank.
.....	Shares in registered form	The Company's letter confirming the ownership of the Shares is attached herewith. I hereby request that these Shares be transferred to the Bidder and I hereby appoint each director of Rosier SA as attorney-in-fact (" <i>mandataire</i> " / " <i>lasthebber</i> "), acting individually and with the right of substitution, to register such transfer of shares in the shareholders register and to conduct

		all actions relevant to that end.
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I hereby request that on the Settlement Date, the Bid Price of the transferred Shares be credited to my account IBAN Nr _____; BIC/SWIFT code _____ opened with bank (designation) _____.

I am aware that:

- (1) to be valid, this Acceptance Form must be submitted, in accordance with the applicable acceptance procedure as set out in the Prospectus, at the latest on the last day of the Initial Acceptance Period (or extended, as the case may be), i.e. 4 October 2013 before 4PM CET, in accordance with section 7.9(b)(i) of the Prospectus;
- (2) (a) in the event Shares are owned by two or more persons, the Acceptance Form must be executed jointly by all such persons; (b) in the event Shares are subject to usufruct (“*vruchtgebruik*” / “*usufruit*”), the Acceptance Form must be executed jointly by the beneficial owner (“*vruchtgebruiker*” / “*usufruitier*”) and the bare owner (“*naakte eigenaar*” / “*nu-propriétaire*”); (c) in the event Shares are pledged, the Acceptance Form must be executed jointly by the pledgor and the pledgee, with the pledgee explicitly confirming the irrevocable and unconditional release of the relevant Shares from the pledge; (d) in the event the 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 execute the Acceptance Form and all such beneficiaries must irrevocably and unconditionally waive any and all such encumbrance, claim or interest relating to such Shares.
- (3) I will not bear any costs, fees and commissions in case (a) of depositing the Acceptance Form directly in accordance with point (1) with the Paying Agent Bank and (b) I have an account with the afore-mentioned Paying Agent Bank.
- (4) I will bear all costs that would be charged by a financial intermediary other than the Paying Agent Bank, as set out in (1).
- (5) I may withdraw my acceptance during the Acceptance Period during which I tendered my Shares and that for the withdrawal of such acceptance to be valid, it must be notified in writing directly to the financial intermediary with whom I have deposited my Acceptance Form, with reference to the number of Shares that are being withdrawn. To the extent I hold Shares in registered form, I will be informed by Rosier of the procedure to be followed to withdraw my acceptance. In the event I notify my withdrawal to a financial intermediary other than the Paying Agent Bank, then it will be the obligation and the responsibility of such financial intermediary to timely notify such withdrawal to the Paying Agent Bank. Such notification must be made to the Paying Agent Bank at the latest on 4 October 2013, before 4PM CET (with respect to the Initial Acceptance Period), or, if applicable, the date further specified in the relevant notification and/or press release.

I acknowledge to have received all information to make an informed decision as to whether or not to tender my Shares to the Takeover Bid. I am fully aware of the legality of the Takeover Bid and the risks related to it and I have inquired about the taxes I could owe in the framework of the transfer of my Shares to the Bidder, which – if necessary – I will exclusively bear.

Except where otherwise indicated, the wordings of this Acceptance Form will have the same meaning as in the Prospectus.

Made in two originals at (*place*) _____

On (*date*): _____

The Shareholder

The Paying Agent Bank / other financial intermediary

(signature)

(signature)

(name, first name, company name)

(financial intermediary)

ANNEX 2

CROSS – REFERENCE LIST

Paragraph to Annex I to the Royal Decree on Takeover Bids	Reference
3.1 Information on Rosier	
Subsidiaries	Annual report FY 2012: page 70 (Filiales et entreprises associées) (Under 'Financial informations' on www.rosier.eu)
Recent Developments	Press releases of 26 October 2012, 22 March 2013 and 16 May 2013 and 1 August 2013 (Under 'Financial informations' on www.rosier.eu)
Board of directors: identities	Annual report FY 2012: page 16 (Under 'Financial informations' on www.rosier.eu) Under 'Financial informations – Corporate Governance' on www.rosier.eu
Board committees	Annual report FY 2012: page 19 (Comité d'Audit) and page 19 (Comité de Nomination et de Rémunération) (Under 'Financial informations - Corporate Governance ' on www.rosier.eu)
3.2.1 Financial statements of Rosier	
Rosier's statutory and consolidated annual accounts per 31 December 2012	Annual report FY 2012: page 73 and page 29; Annual accounts 2012 (Under 'Financial informations' on www.rosier.eu)
Rosier's interim accounts dated 30 June 2013	Interim Financial Report for the first 6 Months ended 30 June 2013 (Under 'Financial informations' on www.rosier.eu)

ANNEX 3

CONSOLIDATED ACCOUNTS BOREALIS DATED 31 DECEMBER 2012

Consolidated income statement as per 31 December 2012

EUR million	2012	2011
Net sales	7,545	7,096
Production costs	-6,557	-5,991
Gross profit	988	1,105
Sales and distribution costs	-554	-543
Administration costs	-180	-186
R&D costs	-96	-91
Operating profit	158	285
Net results in associated companies after tax	391	333
Financial income	12	10
Financial expenses	-73	-71
Profit before taxation	488	558
Taxes	-8	-51
Net profit for the year	480	507
Attributable to:		
Non-controlling interest	1	1
Equity holders of the parent	479	506

Consolidated statement of comprehensive income as per 31 December 2012

EUR million	2012	2011
For the period ended December 31		
Net profit for the year	480	507
Net gain/loss on translation of financial statements of foreign operations	-6	33
Reclassifications during the period to the income statement	0	0
Tax effect recognised in other comprehensive income	0	0
Net gain/loss on long-term loans to foreign operations	8	0
Reclassifications during the period to the income statement	0	1
Tax effect recognised in other comprehensive income	-2	0
Net gain/loss on loans and financial contracts to hedge investments in foreign operations	-1	-11
Reclassifications during the period to the income statement	0	0
Tax effect recognised in other comprehensive income	0	3
Fair value adjustment of cash flow hedges	-35	-76
Reclassifications during the period to the income statement	51	4
Tax effect recognised in other comprehensive income	-4	18
Actuarial gains and losses	-53	15
Tax effect recognised in other comprehensive income	14	-5
Net income/expense recognised in other comprehensive income	-28	-18
Total comprehensive income	452	489
Attributable to:		
Non-controlling interest	1	0
Equity holders of the parent	451	489

Consolidated balance sheet as per 31 December 2012 and 31 December 2011 - Assets

EUR million	31.12.2012	31.12.2011
Assets		
Non-current assets		
Intangible assets	273	220
Tangible assets		
Production plants	2,383	2,243
Machinery and equipment	29	34
Construction in progress	192	168
	2,604	2,445
Investments in associated and jointly controlled companies	1,751	1,382
Other investments	15	16
Other receivables and other assets	15	13
Deferred tax assets	191	175
Total non-current assets	4,849	4,251
Current assets		
Inventories	1,053	938
Receivables		
Trade receivables	584	352
Receivables from associated companies	95	227
Income taxes	10	33
Other receivables and other assets	300	231
	989	843
Cash and cash equivalents	65	96
Total current assets	2,107	1,877
Total assets	6,956	6,128

Consolidated balance sheet as per 31 December 2012 and 31 December 2011 – Equity and liabilities

EUR million	31.12.2012	31.12.2011
Total Equity and Liabilities		
Shareholders' equity		
Share capital and contributions by shareholders	1,619	1,799
Reserves	-62	-34
Retained earnings	2,060	1,511
	3,617	3,276
Non-controlling interest	10	10
Total equity	3,627	3,286
Liabilities		
Non-current liabilities		
Loans and borrowings	1,236	1,016
Deferred tax	293	301
Employee benefits	284	224
Provisions	49	68
Government grants	23	25
Other liabilities	22	24
	1,907	1,658
Current liabilities		
Loans and borrowings	374	222
Trade payables	754	620
Income taxes	7	11
Provisions	5	5
Other liabilities	282	326
	1,422	1,184
Total liabilities	3,329	2,842
Total equity and liabilities	6,956	6,128

Consolidated statement of changes in equity

EUR million	Share capital* and contributions by shareholders	Reserve for actuarial gains/losses recognised in equity	Hedging reserve	Reserve for unrealised exchange gains	Retained earnings	Total attributable to the equity holders of the parent	Attributable to non-controlling interest	Total equity
Balance as of December 31, 2010	1,799	-73	20	36	1,105	2,887	11	2,898
Profit of the period	0	0	0	0	506	506	1	507
Other comprehensive income	0	10	-54	27	0	-17	-1	-18
Total comprehensive income	0	10	-54	27	506	489	0	489
Dividend payment by subsidiaries	0	0	0	0	0	0	-1	-1
Dividend payment	0	0	0	0	-100	-100	0	-100
Transfer of reserves	0	0	0	0	0	0	0	0
Balance as of December 31, 2011	1,799	-63	-34	63	1,511	3,276	10	3,286
Profit of the period	0	0	0	0	479	479	1	480
Other comprehensive income	0	-39	11	0	0	-28	0	-28
Total comprehensive income	0	-39	11	0	479	451	1	452
Dividend payment by subsidiaries	0	0	0	0	0	0	-1	-1
Dividend payment	0	0	0	0	-110	-110	0	-110
Transfer of reserves	-180	0	0	0	180	0	0	0
Balance as of December 31, 2012	1,619	-102	-23	63	2,060	3,617	10	3,627

* Share capital of Borealis AG (parent company) amounts to EUR 300,000.

ANNEX 4
MEMORANDUM IN REPLY

I

<p>MEMORANDUM IN REPLY - ROSIER SA</p> <p>ON THE</p> <p>PROSPECTUS RELATED TO THE MANDATORY PUBLIC TAKEOVER BID OF BOREALIS ON THE ROSIER SHARES</p> <p>22 AUGUST 2013</p>
--

The French version of the Memorandum in Reply has been approved by the FSMA on 27 August 2013, in accordance with article 19 §3 of the Law on Takeover Bids and has been published in Belgium in French, which is its official version. This document constitutes the English translation of the Memorandum in Reply and is also made available in electronic form on the above-mentioned websites. In case of any inconsistencies between this English translation on the one hand and the official French version on the other hand, the French version of the Memorandum in Reply shall prevail.

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*

I. GENERAL PROVISIONS

1. Definitions

Unless otherwise defined in this Memorandum in Reply, words and expressions used in this Memorandum in Reply that are capitalised, have the same meaning as those mentioned in section I of the draft prospectus.

2. Context

On 6 February 2013, Borealis AG, limited liability company (*Aktiengesellschaft*) under Austrian law, having its registered office at Wagramerstraße, 17-19A -1220 Vienna, Austria registered with the Commercial Court of Vienna under the number FN269858a (hereafter, "**Borealis**" or the "**Bidder**") has made a firm offer to Elf Aquitaine, limited liability company under French law, having its registered office at La Défense 6, 2 place Jean Millier, 92400 Courbevoie, France, and registered with the Trade and Companies Register (*Registre de Commerce et des Sociétés*) of Nanterre under the number 552.120.784, a 100 % subsidiary of Total, limited liability company under French law, having its registered office at 2 Place Jean Millier, La Défense 6, 92400 Courbevoie, France, registered with the *Registre de Commerce et des Sociétés* of Nanterre under number 542,051,180 (hereafter "**Total**") for its majority stake in Rosier, limited liability company under Belgian law, having its registered office at 11A Route de Grandmetz 7911 Moustier (Hainaut), Belgium, registered with the Banque Carrefour des Entreprises under the number 401,256,237 (hereafter, "**Rosier**" or the "**Company**"), i.e. 56.86 % of the Rosier shares.

On 28 June 2013, Borealis has acquired the Total's majority stake at the price of EUR 192 per share.

Pursuant to Article 5 of the Law of 1 April 2007 on public takeovers bids (the "**Takeover Law**"), where, a person directly holds more than 30% of the voting securities of a company with its registered office in Belgium and with at least a portion of its voting securities admitted to trading on a regulated market, that person shall launch a takeover bid for all of the company's voting securities or securities conferring access to voting rights.

3. Procedure

On 8 July 2013, Borealis communicated to the FSMA the notification announcing the launching of the mandatory public takeover bid on the Rosier shares which are still remaining in the public (hereafter, the "**Bid**") as well as a draft prospectus in accordance with Articles 5 and 6 of the Royal Decree of 27 April 2007 on takeover bids (hereafter the "**Royal Decree**").

In accordance with Article 7 of the Royal Decree, the FSMA announced this notification on 8 July 2013.

On 10 July 2013, Rosier received the draft prospectus by a registered letter dated 8 July 2013.

Afterwards, the Board of Directors of Rosier reviewed the draft prospectus within the five working days and issued a first opinion in accordance with article 26, subparagraph 2 of the Royal Decree providing that if the *“Board of Directors is of the opinion that the draft prospectus lacks information or contains information that is likely to mislead holders of securities of the offeree company, it shall advise the FSMA”*.

The Board of Directors informed the FSMA accordingly by a registered letter and by e-mail dated 16 July 2013 in accordance with Article 26 subparagraph 2 of the Takeover Decree. It informed Borealis on the same date.

On 11 July 2013, the draft prospectus was submitted to the Works Council of Rosier. After having reviewed the draft prospectus, the Works Council determined on 16 July 2013 its position on the Bid and its consequences regarding the employment within Rosier.

On 31 July 2013, Rosier has received a second version of the draft prospectus¹ amended on some points.

On 16 August 2013, Rosier received a third draft of the prospectus² taking into account most of Rosier's comments.

On 21 August 2013, Rosier received a fourth draft of the prospectus³, further amended on some aspects.

Rosier's Board of Directors has analysed the draft prospectus⁴ in order to draft the Memorandum in Reply pursuant to Articles 22 to 30 of the Takeover Law and Articles 26 to 29 and 57 of the Royal Decree (hereafter, the *“Memorandum in reply”*).

During its meeting of 22 August 2013, the Board of Directors has approved this draft Memorandum in Reply. During this meeting, all members of the Board of Directors were present or represented and have unanimously approved this draft Memorandum in Reply.

On 5 and 14 August 2013, Rosier has communicated a draft Memorandum in Reply (in French) to the FSMA and to Borealis.

On 22 August 2013, Borealis has submitted the draft prospectus with, as a schedule, the Memorandum in Reply, for approval by the FSMA.

On 27 August 2013, the FSMA has approved the prospectus (the *“Prospectus”*) and the Memorandum in Reply.

¹ Email of 31 July 2013 at 19.44.

² Email of 16 August 2013 at 17.30.

³ Email of 21 August 2013 at 20.10.

⁴ Corresponding to the fourth draft prospectus.

4. Financial advisor

The Board of Directors of Rosier has appointed KBC Securities as financial advisor in order to be assisted in the assessment of the price of the Bid. KBC Securities has issued a *fairness opinion* regarding the proposed price (hereafter, the « *fairness opinion* » or fairness certificate). This *fairness opinion* is attached hereto in its entirety as Schedule A.

The Board draws the attention on the fact that KBC Securities has only acted as the financial advisor of Rosier although the draft prospectus refers to KBC Securities. KBC Securities has not acted as financial advisor of Borealis. The *fairness opinion* issued by KBC Securities is exclusively for the use of the Board of Directors of Rosier with a view to assess the fairness of the price of the Bid and for these purposes and aims only.

5. Composition of the Board of Directors

The composition of the Board of Directors at the date of this Memorandum in Reply is as follows:

- Mr. Willy Raymaekers, chairman;
- Mr. Nicolas David, independent director;
- Mr. Simon Jones, non executive director;
- Mr. Thierry Kuter, non executive director;
- Mr. Daniel Richir, managing director;
- Mr. Robert-J.F. Semoulin, independent director;
- Mr. Benoît Taymans, non executive director;
- Mr. Laurent Verhelst, independent director.

Mr. Willy Raymaekers, Mr. Simon Jones and Mr. Benoît Taymans, co-opted at the meeting of the Board of Directors of 28 June 2013 further to the acquisition of the stake of Total in Rosier, as well as Mr. Thierry Kuter, state that they *de facto* represent Borealis.

II. DESCRIPTION OF THE BID

6. Description

The Bid is made pursuant to Chapter III of the Takeover Decree as a result of the completion of the acquisition by Borealis of the Total majority stake in Rosier on 28 June 2013, as described above.

A. Terms and conditions of the Bid

7. The shares

At the date of this Memorandum in Reply, Rosier has issued 255,000 ordinary shares, without nominal value, each representing an equal part of the capital, fully paid-up.

Currently, Borealis holds 145,000 shares representing 56.86% of the total number of the shares issued by Rosier. The 110,000 remaining shares, representing 43.14 % of the capital of Rosier, are held by the public.

The Bid relates to the 110,000 shares not yet owned by Borealis at the date of this Memorandum in Reply.

8. The consideration

The consideration offered to the Rosier shareholders consists of EUR 203.38 per share with coupon n° 28 and following attached.

9. Conditions of the Bid

The Bid is mandatory and unconditional.

B. Squeeze-out

10. Conditions

If, as a result of the Bid (or any reopened Bid described in the sections 6.2. and 7.6. of the draft prospectus) Borealis holds at least 95 % of the Rosier shares, Borealis will contemplate proceeding with a follow-on squeeze-out on all of the Rosier shares that Borealis does not hold at that time, in accordance with Articles 42, 43 and 57 of the Royal Decree.

III. COMMENTS ON THE DRAFT PROSPECTUS

11. Procedure

The first draft prospectus has been transmitted by the FSMA to Rosier on 8 July 2013. Rosier received this draft prospectus on 10 July 2013.

On 15 July 2013 the Board of Directors of Rosier issued a first opinion in accordance with article 26, subparagraph 2 of the Royal Decree providing that if the "*Board of Directors is of the opinion that the draft prospectus lacks information or contains information that is likely to mislead holders of securities of the offeree company, it shall advise the FSMA*".

12. Comments

The Bidder has taken into consideration the Board of directors' comments (subject to the comment stating that Rosier issues a "*déclaration intermédiaire sur le premier semestre*" and not a "*rapport de gestion intermédiaire*").

IV. CONSIDERATION OF THE BID AND REPERCUSSION OF THE IMPLEMENTATION OF THE BID ON THE SHAREHOLDERS INTERESTS

13. Draft prospectus

The Board of Directors takes note of the price offered by Borealis (hereafter, the « Price ») to the Rosier shareholders which consists of EUR 203.38 per share, coupons n° 28 and following attached as referred to in section 7.1. of the draft prospectus.

The article 53, subparagraph 1 of the Royal Decree provides that : *“The price of the mandatory bid shall be at least equal to the higher of the two following amounts: 1° the highest price paid for the securities concerned during the twelve months preceding the announcement of the bid, by the offeror or a person acting in concert with him/her; 2° the weighted average of the trading prices of the securities concerned, on the most liquid market, over thirty calendar days before the obligation to launch a bid was triggered”.*

In the draft prospectus, Borealis indicates that the highest price paid over the last 12 months amounts to EUR 192.00 per Share (coupon n°28 and following attached), i.e. the price per Share that Borealis paid to Total and that the *“volume weighted average stock exchange price of a Rosier share on NYSE Euronext Brussels for the 30 calendar days period ending on, and including, the day of announcement of the proposed transaction, amounts to EUR 211.38 per Share (coupon n°27 and following attached). As coupon n°27 was detached on 20 June 2013 in relation to a dividend payment of EUR 8.00 per share which took place on 28 June 2013, the Bid Price has been adjusted to EUR 203.38 per Share (coupon n°28 and following attached). As this price is higher than the price referred to under paragraph (A), Borealis has made the bid against such price”.*

In the draft prospectus, Borealis also specifies that *“regarding the reference period for the calculation of the weighted average of the negotiation price, the Bidder has obtained a derogation from the FSMA in order to make the ending date of such reference period coincide with 6 February 2013, i.e. the date on which Borealis has announced, pursuant to article 8 of the Royal Decree on public takeover bids, that it has launched a binding offer on the 56.86% stake in Rosier held by Total. This derogation was granted on the grounds that Total, in the context of the possible sale of its stake in Rosier and GPN, had to abide by a consultation process vis-à-vis the employees before that any binding agreement regarding the sale of such stake could be entered into. Hence, on 6 February 2013, Borealis has communicated to the Total group a binding offer to the acquisition of the stake in Rosier and GPN; on this basis, Total has launched the consultation process vis-à-vis the employees as referred to above. Taking into account the risk for speculation on the Rosier shares during the consultation process vis-à-vis the employees, the FSMA accepted that the end of the reference period for the calculation be determined as of 6 February 2013”.*

Borealis did not use the discounted cash flow (DCF) method to determine the price. However, in section 7.2 of the draft prospectus pertaining to the *“Valuation framework of the Rosier Share”*, Borealis indicates afterwards the price to which the implementation of such method would lead. To implement this method, Borealis relied *inter alia* on the business plan drafted in March 2013 by Rosier’s management (which includes forecasts in relation to the 2013-2023 period) that it received after the acquisition of its stake in Rosier and after the launching of the Bid. This plan, which contains confidential data pertaining to Rosier and which was unavailable at the moment on which the price was set, has not been approved yet by Rosier’s Board of Directors.

The independent directors further state that the way the price is set as provided by law (average of the last 30 stock prices) cannot be deemed to be leading to an unfair price.

14. The weighted average

In accordance with article 53, subparagraph 1, 2° of the Royal Decree, if account were taken of "the weighted average of the trading prices of the securities concerned, on the most liquid market, over thirty calendar days before the obligation to launch a bid was triggered", i.e. 28 June 2013, this weighted average would amount to EUR 204.289 (coupon n° 27 and followings attached), so that this amount has to be compared with the non adjusted price of the Bid, i.e. EUR 211.38.

Consequently, the weighted average may be considered as lower than the price of the Bid and the calculation of the weighted average until 6 February 2013 does not cause any prejudice to the shareholders and is in their advantage.

However, the announcement of the Bid (and the price of the Bid) on 6 February 2013 may have had an effect on the Rosier share quotation.

15. Fairness opinion of KBC Securities

KBC Securities has issued a *fairness opinion* for the exclusive use of the Board of Directors on the consideration offered by Borealis in the framework of the mandatory public takeover bid.

KBC Securities wishes to further specify that the mission assigned to it was limited to the drafting of a fairness opinion and that its own liability in this respect does not extend to the valuation exercises that it has carried out internally with a view to issuing this fairness opinion.

On the grounds of the tasks listed and under the conditions, limitations and assumptions (the "assumptions") specified in the fairness opinion, KBC Securities' opinion is that, from a financial point of view, the consideration offered by Borealis is fair to minority shareholders.

The fairness opinion is attached (without the preparatory works) as Schedule A.

16. Parallel transaction

The acquisition by Borealis of the majority stake of Total in the Company having been realized in parallel with the acquisition of the stake of Total in GPN, a limited liability company under French law, the Board of Directors wishes to ensure that each of these transactions have been negotiated separately and independently.

In this respect, Borealis has been asked several questions related to the valuation methods and assumptions for both transactions, the manner the negotiations were conducted with Total and the existence of reason for concern that there was a transfer of value / price between the GPN transaction, on the one hand, and the Rosier transaction or the envisaged transaction on the shares held by the minority shareholders of Rosier, on the other hand. These questions are attached as Schedule B with, under each question, Borealis' written answer, to the extent that these answers were not sealed by a confidentiality duty of Borealis.

It comes out from the answers provided by Borealis to the Board of Directors that Borealis has confirmed that both transactions were entered into on an independent basis and that there was no reason for worry about a transfer of value / price between the GPN transaction, on the one hand, and on the Rosier transaction or the envisaged transaction on the shares held by the minority shareholders of Rosier, on the other hand.

The directors who *de facto* represent Borealis confirm on behalf of Borealis that the answers provided by Borealis are correct, complete, and accurate and that, to their best knowledge, Borealis does not dispose of any other element qualifying the provided answers.

Except Mr Kuter who took part in the administrative preparation of the assignment as administrative and financial officer of GPN (collection of informations, constitution of a data room, answer to the questions asked by the potential buyers) and Mr. Simon Jones and Mr. Benoît Taymans who have signed some contractual documents related to the GPN transaction, the other directors would like to underline that, with the exception of the answers provided by Borealis, they do not dispose of any information related to the GPN transaction. Therefore, the latter are not able to verify the accuracy of the answers of Borealis for which they do not take any liability.

17. Assessment

The directors who *de facto* represent Borealis believe that the offered consideration ranges in the top of the valuation scope that was taken into account to issue the present Memorandum in Reply and that the price is fair.

The directors who *de facto* represent Borealis within the Board of Directors of Rosier also believe that the price is attractive and provides a unique liquidity opportunity for the shareholders. This consideration relies on the following:

- The price of the Bid mainly results from professional negotiations "seller-buyer" conducted by Borealis with the Total Group within the framework of the sale by Total of its majority stake in Rosier. The price of the Bid (EUR 203.38) is even higher than the one paid to Total (EUR 192), stressing the opinion of these directors that the price is attractive.
- On the grounds of the tasks listed and under the conditions, limitations and hypotheses ("assumptions") set out in its fairness opinion, KBC Securities, in this fairness opinion, believes that the consideration proposed by Borealis to the Rosier shareholders is fair from a financial point of view.
- The liquidity of the Rosier shares has been fairly weak over the last years, with an average of 84.9 shares traded on a daily basis between 6 February 2012 and 6 February 2013 (i.e. the year preceding the announcement of the Bid). In the light of these quantities, five years would be approximately required for the market to totally absorb the shares which are not held by Borealis.

The managing director believes that the offered consideration reflects the value of the Company. He notes that the valuations that he has taken into account to issue the present opinion, *inter alia* these based on the business plan prepared by the management (which includes forecasts in relation to the 2013-2023 period), were performed professionally. He added that a distinction has

to be made between the fair value of a share and its psychological assessment or quotation which is not always related to the intrinsic value of the Company.

The three independent directors note that KBC Securities is of the opinion that the price offered by Borealis is fair. Nevertheless, they believe that other financial assumptions, slightly more favourable, fully justified and in line with some market practices (discount rate of the DCF) as well as more aggressive commercial perspectives of Rosier lead to a different valuation, far above the offered price. They also note that the moment chosen by Total and Borealis to enter into the aforementioned transactions takes place at a date where the quotation was not favourable to the shareholders on a historical point of view.

V. CONSEQUENCES OF THE BID

18. Principles

In this Memorandum in Reply, the Board of Directors sets out the consequences of the completion of the Bid in light of the entirety of the interests of Rosier, of the shareholders, of the creditors and of the employees, including the employment, as well as the strategic plans of the Bidder and their potential repercussions on the results and the locations of the Company, with a view to, as much as possible, explaining and summarizing the essential consequences of the Bid.

Such explanations and summary are by nature incomplete. Therefore, the reader of this Memorandum in Reply is requested to consult, together with this Memorandum in Reply, the whole Prospectus.

Rosier has only verified the factual information in the draft prospectus, as far as this information directly relates to Rosier and is objectively verifiable on the basis of publicly available information.

19. Repercussion of the implementation of the Bid in light of the interests of Rosier; opinion on the strategic plans

The Board of Directors takes notes of the strategic plans and the intentions of Borealis, as described in section 6 of the draft prospectus. These strategic plans can be summarized as follows:

- Borealis does not have at present any plans to change or restructure the activities of Rosier. Borealis has no plans to further integrate Rosier within the other fertilizer activities. It is however possible that partial integration of specific functions will be required (for example because such functions have been provided for by the Total Group in the past);
- Borealis will examine the possibility to further enhance the production facilities of Rosier by developing and implementing a significant multi-year capital investment plan;
- Borealis believes that the increased investment mentioned hereinabove will put Rosier in the best possible position to further strengthen its position on the fertilizer market. However, should such capital investment plans be implemented, this could have a negative impact of the profitability of Rosier during the first years of such investment plan, and the

expected dates and amounts of the economic gains of such investment plan cannot be estimated at this time. Borealis indicates that it will only be able to realize economic gains after a period of further investment. This would also mean that it is not possible to quantify economic benefits from the Bid separately from the anticipated investment.

- The Bidder believes that it will be a credible long term reference shareholder for Rosier and that Rosier will also benefit from Borealis' rapid expansion on the fertilizer market.

Furthermore, should the Rosier cash flows and reserves not be sufficient to bear the cost of such capital investment plan, Borealis will propose to Rosier to consider various methods of financing, and Borealis will further consider stepping up its own investment in Rosier.

Borealis also indicated that the shareholders should not assume a continuation of any previous dividend policy.

The Board of Directors takes note of these statements. It believes that it can not include, in the analysis of the strategy, any thought related to the potential synergies between Borealis and Rosier. The visibility of the Board of Directors regarding the identification of potential synergies within a next integration phase is weak (and this, particularly regarding the agenda, the costs and the necessary resources to successfully implement these synergies).

The investors should also take into account the legal framework governing the relations between Borealis (as the majority shareholder) and Rosier (as a listed company on NYSE Euronext Brussels). This framework restricts the extent in which Rosier could be further integrated in the Borealis group. Moreover, the fact that any integration is submitted to an important number of legal procedures (for instance, procedure provided by article 524 of the Belgian Company Code related to the transactions with linked parties).

20. Repercussion of the implementation of the Bid on the shareholders interests

It is referred to section 14 of the Memorandum in Reply as well as to the fact that the price of the Bid represents an additional exit opportunity for the minority shareholders.

The Board of Directors refers to section 18 related to its opinion on the offered price.

The Board of Directors draws the attention to the fact that the Bidder has also indicated that it will assess the future dividend policy of Rosier in light of the further investment requirements of Rosier and that the shareholders should not assume a continuation of any previous dividend policy (section 6.3. of the draft prospectus). Furthermore, the Bidder, as the majority shareholder and through the control it holds within the Board of Directors, will consider to obtain the delisting of the shares from NYSE Euronext if the Bid is successful, without indicating as from which threshold it will ask the delisting.

21. Repercussion of the implementation of the Bid on the creditors interests

The Board of Directors takes note that, as a part of the Borealis Group, Rosier will retain its commercial and strategic position and will benefit from Borealis rapid expansion on the fertilizer market and that Borealis will examine the possibility to further enhance the production facilities of

Rosier by developing and implementing a significant multi-year capital investment plan. In this case, Borealis could increase its investment in Rosier.

As stated in section 7.10 of the draft prospectus, the financing of the Bid will be exclusively based on existing funds available to the Bidder. The draft prospectus states that, as a result, the financing put in place for the Takeover Bid will not have an impact on the assets and liabilities, results or activities of the Target.

The Board of Directors is of the opinion that there is no reason to believe that the Bid would be contrary to the interests of the creditors of Rosier. Borealis has confirmed in the draft prospectus that it does not intend using the financial resources of Rosier to fund the Bid. Borealis has refinanced the debt of Rosier to Total on the occasion of the acquisition of the majority stake held by Total, and, accordingly, has become the main creditor of Rosier.

22. Repercussion of the implementation of the Bid on the interests of the employees and the employment

Borealis indicated that the Bid will have no impact on the interests of the employees, the employment conditions or on the employment as such.

The Board of Directors, in particular in the light of the opinion of the Works Council on the Bid (*infra*, nr 24), has no reason to believe that the Bid would be prejudicial to the interest of the Rosier employees or that it would negatively impact the employment.

VI. POSITION OF ROSIER EMPLOYEES ON THE BID

23. Procedure

In accordance with Article 42 and following of the Takeover Law, the Works Council has been informed of the Bid and its main terms at the occasion of the announcement of the Bid.

The draft version of the Prospectus has been communicated to the Works Council and the Works Council has been informed of its right to hear representatives of the Board of Directors of Borealis at the latest 10 days after the start of the acceptance period, unless the members of the Works Council unanimously waive this right. In this respect, taken into account the meetings held on 18 April 2013 and 2 July 2013 with the representatives of Borealis, the Works Council has unanimously decided to waive to this hearing.

24. Opinion of the Works Council

At the extraordinary meeting of the Works Council on 16 July 2013, the members of the Works Council unanimously issued a positive position on the mandatory public takeover bid, as described in the draft of prospectus.

The opinion of the Works Council is attached as Annex 5 to the Prospectus.

VII. SHARES HELD BY THE MEMBERS OF THE BOARD OF DIRECTORS AND THE COMPANY

25. Number of shares held by the members of the Board of Directors or by the persons who they *de facto* represent

On the date of this Memorandum, the following Rosier shares are held by the members of the Board or by the persons they *de facto* represent and who express their opinion vis-à-vis the Bid hereafter:

- As mentioned below, Borealis holds 145.000 shares and is the author of the Bid on the shares it does not own yet;
- The directors who *de facto* represent Borealis state that they do not hold shares;
- Mr Daniel Richir states that he holds 20 shares and, in so far as necessary, that he is the father of a minor child who holds 30 shares. He will transfer these shares to the Bidder in the framework of the Bid;
- Mr Nicolas David states that he does not hold any shares and, in so far as necessary, that he does not *de facto* represent other shareholders of the Company;
- Mr Semoulin states that he holds 710 shares in full ownership and 241 shares in joint bare ownership. He won't transfer the shares held in full ownership to the Bidder in the framework of the Bid. With respect to the shares held in joint bare ownership, he does not wish them to be transferred to the Bidder in the framework of the Bid, but the decision pertaining to the fate of these shares will have to be taken together with the other interest holders in these shares, in accordance with the applicable rules of inheritance and joint ownership law. Moreover, Mr Semoulin states, in so far as necessary, that he does not *de facto* represent other shareholders of the Company.
- Mr Verhelst states that he holds 217 shares and that he won't transfer these shares to the Bidder in the framework of the Bid. Furthermore, Mr Verhelst states, in so far as necessary, that he does not *de facto* represent other shareholders of the Company.

Mr. Semoulin and Mr. Verhelst indicate that they wish to take part in the new development of the Company announced by Borealis.

If, after the approval of the Memorandum in Reply, these persons change their position regarding their intention to transfer their shares, they shall have to notify the Board of Directors of the Company which will draft an addendum to the Memorandum in Reply. This addendum shall have to be submitted to the FSMA approval. As the case may be, if (part of) the 241 shares held by Mr Semoulin in joint bare ownership were transferred to the Bidder in the framework of the Offer, such circumstance should be mentioned in an addendum to the Memorandum in Reply.

26. Transfer of the shares by the members of the Board of Directors or by the persons who they de facto represent

Subject to the acquisition by Borealis of the stake of Total in Rosier on 28 June 2013, no transfer of Rosier shares by the directors or by the persons who they *de facto* represent has occurred since the launching of the Bid (i.e., on 6 February 2013).

27. Shares held by the Company

The Company does not hold any own share.

VIII. APPLICATION OF THE APPROVAL AND PREEMPTION CLAUSES

28. Articles of association of the Company

The articles of association of the Company do not include any approval or pre-emption clause.

IX. FINAL PROVISIONS

29. Responsible persons

Rosier, having its registered office at 11A Route de Grandmetz 7911 Moustier (Hainaut), Belgium, represented by its Board of Directors, states that, to its knowledge, the information in this Memorandum in Reply corresponds to the reality and no information has been omitted which would alter the scope of this Memorandum in Reply. Rosier does not take any other responsibility with respect to this Memorandum in Reply. The individual members of the Board of Directors do not take any responsibility with respect to this Memorandum in Reply.

30. Approval of the Memorandum in Reply by the FSMA

This Memorandum in Reply has been approved by the FSMA on 27 August 2013 in accordance with Article 28, § 3, of the Takeover Law.

This approval implies no assessment by the FSMA of the opportunity, nor of the quality of the Takeover.

31. Availability of the Prospectus and the Memorandum in Reply

The Prospectus is available in French and English and Dutch. In the event of discrepancies between the Dutch and English translations on the one hand and the French version on the other hand, the French version shall prevail. In Belgium, the Prospectus will be made available at no cost by simple request to ING Belgium SA/NV or at the registered office of Rosier.

The Prospectus is also available on the internet websites of ING (www.ing.be), Borealis (www.Borealisgroup.com) and on the Rosier website (www.rosier.eu).

This Memorandum in Reply is available in French, English and Dutch. The Company has verified the different version and is responsible for the consistency of these versions. In Belgium, this Memorandum in Reply will be made available at no cost by simple request to at the registered office of Rosier. Shareholders can order, free of charge, a copy of this Memorandum in Reply at the registered office of Rosier, or by request to Rosier (tél.: 32 (0)69.87.15.30 ; didier.leurs@rosier.eu).

In accordance with Articles 23 and 12 of the Law, this Memorandum in Reply is also available on the website of Rosier (www.rosier.eu).

Schedules:

- A. KBC Securities' *fairness opinion*
- B. Questions asked by Rosier to Borealis

SCHEDULE A
KBC SECURITIES' FAIRNESS OPINION

Corporate Finance



Private and Confidential

To the Board of Directors
 Rosier SA
 Route de Grandmetz, 11A
 B-7911 Moustier

Brussels, 5 August 2013

Dear Sirs,

You have requested our opinion as to the fairness, from a financial point of view, of the consideration offered by Borealis AG ("**Borealis**") in the mandatory tender offer to be launched subsequent to Borealis directly acquiring a majority stake in Rosier SA ("**Rosier**" or the "**Company**") from Elf Aquitaine SA (the "**Operation**" or the "**MITO**"), i.e. 203.38 EUR per share of Rosier.

For the purpose of the opinion set forth herein, we have *inter alia* performed the following actions:

- (i) performed a valuation analysis of the Company;
- (ii) reviewed certain publicly available information (financial and other) concerning the business of the Company;
- (iii) analysed the financial projections prepared by the management of the Company (the "**LT Plan**");
- (iv) discussed the past and current operations, financial conditions and the prospects of the Company with senior executives thereof;
- (v) reviewed the audited annual reports of the Company for the financial years ended 2012 and 2011, as well as the 1Q2013 interim reporting by the Company and 1H2013 unaudited figures;
- (vi) compared current and historical market prices of the shares of the Company.

We have furthermore reviewed the price justification section of a draft prospectus received on 1 August 2013, as prepared by Borealis (the "**Prospectus**").

With regard to rendering our opinion, we have used the following valuation methodologies which we have deemed necessary or appropriate for the purposes hereof: comparable trading multiples, comparable transaction multiples and a discounted free cash flow (DCF) valuation based upon the LT Plan as provided by management, as well as sensitivities to the underlying assumptions to the LT Plan.

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Corporate Finance



We have further assumed and relied upon, without independent verification, the accuracy and completeness of the information reviewed by us for the purposes of this opinion, including certain statements by the Company's management, and we do not assume any responsibility or liability therefor. Without limiting the generality of the foregoing, we have assumed, based on assurances we have received from the Company's management, that (a) there are no agreements, documents or arrangements, whether written or verbal, between (i) the Company and (ii) Borealis, the Total Group or any other party, in respect of or in connection with the Operation or any of the preceding transactions that could have a bearing upon our conclusions; (b) there are no change of control provisions or other similar provisions in any of the feedstock agreements or any other material agreement that would materially affect our conclusions; and (c) current feedstock supply contracts are market conform and at arm's length conditions.

We have not conducted any evaluation or appraisal of any assets or liabilities (including for avoidance of doubt pension liabilities, contingent or otherwise), nor have any such evaluations or appraisals been commissioned or received by us for the purpose of this opinion. We were not granted access to any of the commercial contracts of Rosier, including any of the feedstock agreements.

Our opinion is necessarily based upon market, economic, financial and other conditions, as well as the information made available to us as of the date hereof. Any change in such conditions may require a re-evaluation of this opinion, but we do not have any obligation to update, revise, or reaffirm this opinion. Our view is based upon the consummation of the Operation taking place within the time periods contemplated in the Prospectus. We express no opinion as to the price at which the shares of the Company will trade in the future. Similarly, we express no opinion herein as to the tax or accounting treatment of the Operation.

For its services to the Board of Directors of the Company in assessing the fairness of the price offered in the Operation KBC Securities will receive a fee from the Company.

In the ordinary course of business, we and our affiliates may actively trade debt and equity securities of the Company for our own account; or for the account of customers and, accordingly, we or they may at any time hold long or short positions in the Company's securities. KBC Securities and KBC Group have internal policies in place for managing conflicts of interest and the sharing of information.

For the avoidance of doubt, KBC Securities was not requested and did not provide services other than the delivery of this opinion. KBC Securities was not authorized to and did not solicit any expressions of interest from any parties with respect to the sale of all or any part of the shares of the Company, nor was involved in any of the precedent transactions between Borealis and the Total Group. Furthermore, KBC Securities did not participate in negotiations with respect to the Operation.

Based on and subject to the foregoing, it is our opinion that as at the date hereof, the price of 203.38 EUR per share offered by Borealis in the Operation reflects the economic value of the Company on a standalone basis and is fair to the minority shareholders of the Company from a financial point of view.

2/3

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Corporate Finance



This opinion letter is provided solely for the benefit of the Board of Directors of the Company strictly in connection with and for the purposes of its evaluation of the Operation and the preparation of its memorandum of reply in the context of the MTO and may not be used for any other purpose, nor distributed to any other person (or quoted) without the prior written consent of KBC Securities. No person other than the Board of Directors may rely on this opinion.

Yours faithfully,

KBC Securities NV
here represented by

A handwritten signature in blue ink, appearing to read 'Bart Delusinne', written over a horizontal line.

Bart Delusinne
Head of CEE Corp Fin

A handwritten signature in blue ink, appearing to read 'Koen Hoffmann', written over a horizontal line.

Koen Hoffmann
Managing Director

SCHEDULE B
QUESTIONS ASKED BY ROSIER TO BOREALIS⁵

QUESTIONS	
I.	In terms of the valuation exercise on GPN and Rosier performed by Borealis, kindly indicate if there were significant differences in the underlying valuation methods and/or assumptions used (e.g., discount rate) and if so kindly explain the reasons why you have used different methods and/or assumptions.
Answer	<p><u>GPN</u></p> <p>The GPN transaction was valued by Borealis mainly based on the DCF valuation methodology as Borealis had developed a detailed business plan for GPN based on information received from Total on GPN. The key valuation parameters used for the DCF valuation methodology were:</p> <ul style="list-style-type: none"> - A detailed business plan 2013E-2015E provided by Total. This business plan was adjusted by Borealis based on internal due diligence on Total's plan. The main changes related to (i) product mix (ii) slower ramp-up of critical plants until operational performance is similar as to Borealis' plants and (iii) increased capex forecasts; - Assumptions for the period 2016E-2022E relating to overall sales growth in line with inflation and stable profitability; and - A discount rate of 10% and a long term terminal growth rate of 1.5% applied as 2023 in order to determine terminal value. <p><u>Rosier</u></p> <p>In relation to the irrevocable and binding offer as announced on 6 February 2013 for the 56.86% stake held by Total in Rosier, Borealis only had access to publicly available information and no business plan was made available to the Bidder. Furthermore, no access was granted to the board of directors, the Rosier management or the Rosier sites prior to the date of the irrevocable and binding offer. As no forward looking financials were available, the DCF methodology was not applied to determine the value of Rosier. Borealis has nevertheless prepared a valuation framework for the Rosier shares for inclusion in the prospectus governing the mandatory public takeover bid, as a reference point for shareholders. This section refers to several valuation methodologies a.o. trading multiples for comparable listed companies and transaction multiples and Discounted</p>

⁵ Unofficial translation of the English original text.

		<p>Cash Flow (DCF) valuation.</p> <p>With regard to the <u>trading multiples valuation methodology</u> in the prospectus, a comment is made that no real comparable companies for Rosier are listed, as significant differences exist in terms of geographic presence, activity mix, degree of vertical integration, size & profitability between selected listed fertilizer companies and Rosier. To that extent, a broad range of listed companies active in the fertilizer industry have been retained, including Acron Group, Agrium, CF Industries, ICL Israel Chemicals, K+S, The Mosaic Company, PotashCorp, Yara International.</p> <p>With regard to the <u>DCF valuation methodology</u> in the prospectus, a comment is made that this valuation methodology was based on a long term business plan prepared by the management of Rosier. Borealis has not participated in elaborating this business plan and has relied on the business plan without questioning its assumptions or performing a due diligence on its underlying elements. The Bidder believes that this business plan contains optimistic assumptions for sales & profitability evolution of Rosier going forward, however, no adjustments were made to the business plan received from Rosier, except for changes discussed with Rosier management in relation to capital expenditures over the last years of the business plan in order to ensure normalized financial figures underlying terminal value calculation and an adjustment calculation of the net working capital forecasts.</p>
2.		Kindly confirm that the final pricing for (i) GPN and (ii) the majority stake in Rosier is consistent with the valuation exercises performed and the valuation assumptions used.
	Answer	<p>The transaction consideration agreed between Total and Borealis in relation to GPN is in line with the DCF valuation methodology applied by Borealis to GPN, it being understood that such transaction consideration partially mitigates selected risks through a partial deferred payment to Total based on future financial performance of GPN.</p> <p>The price paid for the 56.86% stake acquired from Total was not based on valuation exercises performed, but nevertheless mostly results in a premium over the implied share value based on trading , transaction multiples and DCF valuation methodologies as described in the prospectus.</p>
3.		Kindly indicate if there is a difference in price or other conditions offered to the minority shareholders under the takeover bid and the price paid or granted to Total for the majority stake in Rosier, and if possible elaborate upon the same.
	Answer	Total received a price per Rosier share that is lower than the price offered to the minority shareholders in the context of the mandatory takeover

	<p>bid.</p> <p>The reason for this is the fact that the minimum offer price required in the context of the Belgian takeover regulations is higher than the price per Rosier share paid to Total. The share purchase agreement with Total contains certain clauses that are typical for a private sale and purchase, but from an economic viewpoint Borealis confirms that except for the lower price, there are no conditions in this share purchase agreement which would be substantially different from the conditions offered to the free float shareholders.</p>
4.	<p>Were the negotiations with Total on GPN and the majority stake in Rosier conducted separately and independently? Were price discussions held with separate teams/persons or were these conducted for both transactions between the same people?</p>
Answer	<p>Borealis confirms that the negotiations were conducted separately and independently. Part of the Borealis and external legal and financial teams that worked on the Rosier transaction also worked on the GPN transaction, but there have been separate negotiation sessions on both transactions and there is separate legal documentation on both transactions.</p> <p>ING worked on the Rosier transaction as financial advisor. Allen & Overy Paris worked on the GPN and Rosier transaction and Allen & Overy Brussels worked on the Rosier transaction.</p>
5.	<p>Other than the industrial/commercial relations that were already in force as at the announcement date (6 Feb 2013) between GPN and Rosier, are there any elements of substance that would imply an interaction between the valuation of GPN and Rosier as performed by Borealis and by consequence would imply an interaction between pricing of the GPN transaction and the transaction on the majority stake in Rosier or the price offered to minority shareholders of Rosier under the takeover bid?</p>
Answer	<p>No, the existing relationships between GPN and Rosier continue as conducted before closing (note: Borealis may not have a view in any changes between 6 February 2013 and closing of the transactions on 28 June 2013 (Closing) as it had no access to anything other than public information, but there is to this date no reason to believe that anything changed in such period).</p> <p>As (i) the Total cash pooling arrangements with Rosier (see also annual report of Rosier) and (ii) Total umbrella insurance policies lapsed on Closing due to the resulting change of control over Rosier, Borealis concluded, as of Closing, with Rosier, an intercompany loan and treasury management agreement and at the same ensured that Rosier was covered</p>

		by the Borealis umbrella insurance policies. The Rosier board applied the procedure provided by article 524 Belgian Company Code where required when approving these transactions between Rosier and Borealis.
6.	Is there any reason for concern that there was any transfer of value / price between the GPN transaction on one hand and the transaction on the majority stake in Rosier or the envisaged transaction on the shares held by minority-shareholders in Rosier on the other hand?	
	Answer	No, Borealis re-confirms that GPN and Rosier have been negotiated and executed as independent transactions.

ANNEX 5

POSITION WORK'S COUNCIL



EXTRAORDINARY MEETING OF THE WORKS COUNCIL
-
OPINION ON THE MANDATORY TAKEOVER BID OF BOREALIS ON ROSIER

Minutes of the meeting of the Works Council held on 16 July 2013 at 10.30 am

Are present: Daniel Richir, *Chairman*
Geoffrey Delbecq, *Secretary*
Pierre Decamps, Georges Delcoigne and André Midi, *Members*

I. Preamble

In accordance with article 42 of the law of 1 April 2007 on takeover bids (the "Takeover Law"), Rosier's Board of directors has informed the staff member's representatives of the mandatory takeover bid launched by Borealis on Rosier's shares, as from the announcement of the publication of the offer.

The Board of directors has provided the Works Council with the draft prospectus on 11 July 2013.

Moreover, the Works Council has been made aware of its right to hear the representatives of Borealis' administration body at the latest ten days after the beginning of the bid acceptance period. In that respect, and taking into account the meetings held between the staff member's representatives and Borealis' representatives on 18 April and 2 July 2013, the Works Council resolves unanimously to waive this hearing.

The Works Council has taken notice of Borealis' intentions, as they were explained during the presentation given by Borealis' representatives at the above-mentioned meetings, and as described in the draft prospectus.

The Works Council is keen to underline that "Rosier" refers to the various legal Entities that form the Rosier Group: Rosier SA (Belgium), Rosier Nederland BV (the Netherlands) and Rosier France SASU (France).

Mr Daniel Richir, Chairman of the Works Council, summarizes the items of the prospectus that will be of particular interest to staff members.

2. Consequences of the bid on Rosier's positioning

The Works Council takes notice of:

- The commercial and industrial synergies, which will be made possible through Borealis' positioning in [the] fertilizers [industry] and through the development strategy that Borealis clearly announces (on the long run, Borealis aims to become the second European fertilizer's maker – the recent acquisition of (i) GPN, and (ii) the majority of Rosier, are in line with that statement);
- Borealis' disclosed intention to improve Rosier's production plants through the development and implementation of a significant investment plan over several years. Borealis believes that these significant investments will put Rosier in the best possible position in order to strengthen its positioning on the market of fertilizers;
- Borealis' past success, due *inter alia* to its commercial and industrial organisation, as e.g. achieved at Borealis Linz (Austria), Borealis Pec-Rhin (France) and LAT (Linzer Agro Trade);
- The commercial purpose of Borealis' fertilizers: "Borealis' products and technologies are designed to address the worldwide challenges in terms of climate and food" – those values are close to Rosier's;
- The diversity of Rosier's products (granules that address the particular needs of plants – and not commodities – and specialties) and Rosier's strong international presence (those represent major assets for the development of the fertilizer division of Borealis Group, in which Rosier has a significant role to play).

3. Consequences of the bid on Rosier's staff members

The Works Council takes notice of the position taken by Borealis during (i) the meeting of Rosier's Board of directors of 31 May 2013 and (ii) the information meetings organized for the staff members on 18 April and 2 July 2013, according to which:

- All ongoing employment contracts (as at the date of transfer) will automatically stay in force, without any changes;
- Borealis commits to Rosier's employees not to proceed to any dismissal based on economic motives during a two-year period as from the acquisition;
- The transfer will not have any impact on the applicable sector-level collective labour agreement, company-level collective labour agreements, uses or commitments existing at Rosier;
- Rosier's staff members will be part of a European organisation (*i.e.* Borealis) that has strong corporate values;
- Borealis is a financially strong and stable company;
- Borealis offers to Rosier's employees a long-term oriented working environment;
- Borealis' fertilizers division is profitable and has achieved excellent results since its integration into Borealis in 2007;
- Borealis is an investor committed on the long run for the development of Rosier's activity.

4. Conclusion

Having taken the foregoing into account, the members of the Works Council issue unanimously a positive opinion on the mandatory takeover bid, as described in the draft prospectus that was provided to them on 11 July 2013, and of which some excerpts will remain attached to these minutes.

Done in Moustier, on 16 July 2013

[five names and their signature on the last page]
[five initials on each page]