WDP SPACE FOR GROWTH

Annual Report 2005

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Risk factors

Anyone who invests in property is above all seeking security. WDP's strategy consequently aims to guarantee investors stability in terms of both the dividend and longer-term income. This strategy goes hand in hand with the management of various risks, to mitigate them as far as possible.

The primary risk is inherent to property as an investment instrument. Property is not an indexed bond with a pre-defined return. Profit – or loss – is determined by two indissociable factors. The first is the recurrent annual rental income, which constitutes the return of the invested capital. For the cepic, this is expressed in the income statement through the "operating results". The second factor results from the variations in the medium to long-term property value, known as "capital gain" or "capital loss" on the property. In the cepic's income statement, these appear in the "portfolio result" item. It is the combination of these two factors which determines the quality of the investment and the total long-term profit.

As a niche player in a highly specific segment of the property market, WDP also has to take into account various risks inherent to the specific to semi-industrial property.

The economic quality of property assets

The economic quality of property assets is expressed by the duration of the building's useful lifetime – the period during which it can be leased – and by the risk of it remaining unoccupied. For warehouses, this depends essentially on two factors.

The principal one is the geographic location of the site, at logistics intersections or in secondary locations with growth potential. The quality of the location is in all cases determined by the site's accessibility – by road, rail or waterways and air transport – and by the proximity of a vast market which guarantees the continued demand for semi-industrial premises.

The technical qualities of storage and distribution areas are also important, with such parameters as headroom, the floor carriage capacity, fire safety with sprinklers and the accessibility of loading and unloading wharves. This factor is becoming increasingly important, notably owing to the fact that the sector is evolving towards versatile, multi-functional warehouses which comply with legal norms and highly specific quality standards.

Demand in the logistics sector

Here also, the location of the property plays a crucial role. Good accessibility and proximity to consumers are indispensable conditions for the presence of logistics companies. However attractive it may be, a building which does not fulfil these two basic conditions will not attract interest among potential tenants.

The quality of tenants

It is extremely important to have customers who are stable, solvent tenants. The rental activity offers the advantage that rents have to be paid monthly or at least quarterly. It is therefore possible to quickly identify a tenant's potential payment problems and find appropriate solutions. The customary rental guarantee of at least three months' rent paid to WDP as the owner also constitutes a security. Finally, property owners in Belgium benefit from extensive legal protection.

As non-occupation or a tenant's insolvency can never be totally ruled out, the reletting potential of a building is extremely important. Here again, the location and technical qualities are preponderant.

The interest rate and financing risk

The extent to which WDP can finance its own projects also has a major impact on profitability. Property investments go hand in hand with a relatively high degree of debt servicing. In order to optimally reduce this risk, WDP adopts an extremely cautious, conservative hedging strategy. The debts are distributed evenly between treasury notes and long-term bank loans. And in terms of interest, the following distribution pattern has been adopted: one third is payable within three years, one third over three to five years, and one third over more than five years.

The secret of a good property investment lies in its correct appreciation and the minimisation of all these risk factors. It is only then that a balance can be found between short-term operating profit and potential long-term capital gains. Everything depends of course on the quality of the people called upon to take decisions. In this respect, WDP can rely on an experienced management team and Board of Directors, as demonstrated by the results achieved over recent years.

Presentation of WDP

A highly personal approach

Warehouses De Pauw (WDP) is currently the leading operator in the Belgian semi-industrial property market. True to its motto “we give you the space to invest”, the WDP Closed-End Property Investment Company focuses its activities on building up a high quality logistics and semi-industrial property portfolio, which is reflected in practice by:

- the development of specific storage and distribution premises;
- customised projects at the user’s request;
- investment in existing spaces for customers who wish to engage in “sale and rent back” operations.

The multifunctional nature of the building plays a crucial role for each investment. The lifetime of the building is in fact determined by the potential for leasing it again, after the departure of the existing tenant. Furthermore, after completion, WDP retains the projects within its portfolio, so that the added value achieved by it remains within the Closed-End Property Investment Company. In terms of the geographic location of premises, WDP systematically selects strategic intersections for storage and distribution.

WDP attaches great importance to the development of a long term relationship with its clients, for whom it above all aims to be considered as their property partner.

Portfolio

On 31st December 2005, WDP had 58 sites in its portfolio, across four countries: Belgium, France, the Netherlands and the Czech Republic. The total surface area of land at the sites in the portfolio was 1.44 million m^2, along with 701.484 m^2 of buildings, to which 50.000 m^2 should be added for buildings under construction.

The market value of WDP’s property portfolio at the end of 2005, calculated according to the new IAS 40 fair value model, was 343 million EUR.

Stock market listing and capitalisation

The WDP cepic has been listed on the Euronext Brussels Premier Marché since 28th June 1999. Since 2003 it has been included in the “next prime” segment of European mid-caps and the VLAM21 index, as well as the EPRA (European Public Real Estate Association) index since 2004. In 2005, WDP was also included in the Euronext Bel Mid and Next 150 indexes.

Since 17th December 2004, WDP shares have also been listed on the Euronext Paris Second Marché.

At the end of 2005, the Closed-End Property Investment Company's market capitalisation amounted to almost 350 million EUR.

Shareholders

WDP developed from the assets of the family group, Jos De Pauw of Merchtem, which remains the reference shareholder with a 30% strategic stake in the Closed-End Property Investment Company.

2006: a critical year in terms of strategy

Priority markets

Alongside Belgium, the Netherlands and France have traditionally constituted WDP's principal priority markets. Most of the properties and projects are therefore in prime locations in the Breda-Antwerp-Brussels-Lille logistical heartland. WDP is aiming to have a dominant presence in this Western European logistical heartland in order to be able to provide optimal service to its clients. WDP is continuing to expand its portfolio in order to be able to meet the extensive demand, which will be sustained in the future owing to the presence of major ports such as Antwerp and Rotterdam and the high purchasing power of this densely populated region.

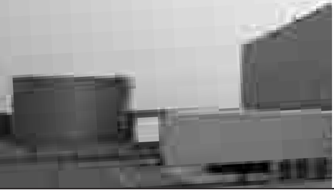
The second pillar of WDP's growth is the Czech Republic, which is developing rapidly as a logistical heartland for Central and Eastern Europe.

2006 and subsequent years

At the end of 2005, WDP's Board of Directors took a crucial strategic decision. With its uninterrupted growth since its floatation on the stock market in June 1999, the cepic had reached a stage where a choice had to be made between consolidation or pursuing growth. In other words, it was both too large to remain a small player and too small to join the European big boys. WDP has resolutely opted to pursue its growth.

This decision was supported by the current low level of the cepic's gearing.

The new objective which WDP has set itself therefore is to double its current property portfolio to 700 million EUR by 2010. The way in which the cepic would like to achieve this objective is presented in the boxed text on the next page.



This new leap forward goes hand in hand with a strengthening of the executive management. The management team has now been joined by a commercial director since March 2006. It will shortly be further reinforced and will then be composed of a CEO, a CFO, a commercial and a technical director. It will also be able to count on the support and professional experience of the chairman of the Board of Directors, who will work on a part-time basis in his capacity as executive chairman.

2006 will therefore be a truly crucial year. Current projects will be completed. At the same time, all the preparations will be made – in terms of both the financial and management structure – and the cepic will seek new opportunities so that the portfolio can begin its second major growth phase.

Towards a portfolio worth 700 million EUR in three stages

WDP is intending to double the value of its portfolio between now and 2010 and thereby increase from its current level of 343 million EUR to 700 million EUR. The cepic is intending to achieve this objective in three ways.

1. By directly investing between 100 and 150 million EUR in current strategic markets. The approximate breakdown of these investments – depending on the opportunities which present themselves, will be as follows:
   - **25 million EUR in the Netherlands;**
   - **50 to 75 million EUR in Belgium;**
   - **25 million EUR in France;**
   - **25 million EUR in the Czech Republic.**

2. By purchasing an existing company or property portfolio worth 100 to 150 million EUR.

3. By investing an additional 50 million EUR in access to new markets. This will be achieved in one of the following ways:
   - **connecting current strategic markets through a presence in Germany;**
   - **developing the current Central European market with one or several of the following countries: Slovakia, Romania, Hungary or Poland.**

Key figures
Consolidated annual accounts

	in EUR m 31/12/2005 IFRS	in EUR m 31/12/2004 IFRS
ASSETS		
LAND and BUILDINGS* (including development projects)	342,88	340,39
LIQUID ASSETS	4,54	3,37
OTHER CURRENT ASSETS	6,56	5,60
TOTAL ASSETS	**353,98**	**349,36**
LIABILITIES		
SHAREHOLDERS' EQUITY	227,33	226,75
PROVISIONS AND DEFERRED TAXES	2,96	6,39
DEBTS	123,69	116,22
TOTAL LIABILITIES	**353,98**	**349,36**
NAV**/SHARE before profit distribution	28,83	28,76
after profit distribution	27,48	26,29
PRICE	44,00	35,00
PREMIUM/DISCOUNT before profit distribution	52,62%	21,71%
DEBT RATIO*** (dividend as a proportion of debt)	37,96%	38,84%
DEBT RATIO*** (dividend in shareholders' capital)	34,94%	33,27%

**: IAS 40 assessment of fair value. See also the press release of 6th February 2006 on www.beama.be*
***: NAV = Net Asset Value = shareholders' equity*
****: debts/balance sheet total*

	EUR (1.000) 2005	EUR (1.000) 2004
NET RENTAL INCOME	27.124,95	27.602,52
OPERATING CHARGES	-3.175,71	-3.514,73
OPERATING PROFIT	23.949,24	24.087,79
FINANCIAL RESULTS	-3.581,69	-3.860,40
INCOME TAXES**	404,23	-53,15
OPERATING RESULTS* **	**20.771,79**	**20.174,24**
NET UNREALISED CAPITAL GAIN ON THE PORTFOLIO	**8.170,00**	**2.800,00**
ANNUAL PROFIT	**28.941,79**	**22.974,24**
PROPOSED DISTRIBUTION	19.481,20	19.481,20
DIVIDEND PAYOUT RATIO (in relation to the operational results)	93,79%	96,56%
NUMBER OF SHARES AT THE END OF THE PERIOD	7.885.249	7.885.249
OPERATING PROFIT/SHARE	2,63	2,56
GROSS DIVIDEND/SHARE	2,47	2,47
NET DIVIDEND/SHARE	2,10	2,10
NAV GROWTH/SHARE (after profit distribution)	1,19	0,34*
% EBIT in relation to intrinsic value at the end of the last financial year	**10,02%**	**9,40%**
% annual profit in relation to intrinsic value at the end of the last financial year	**13,96%**	**10,34%**

**: no IFRS impact*
***: does, compared to the profit and loss account, not take into account the exit tax*
****: the operational result shown in the key figures differs from the operational result shown in het profit and loss account (p. 85), as the operational result shown in het key figures takes into account the financial result and the taxes, however not the result on the real estate portfolio*

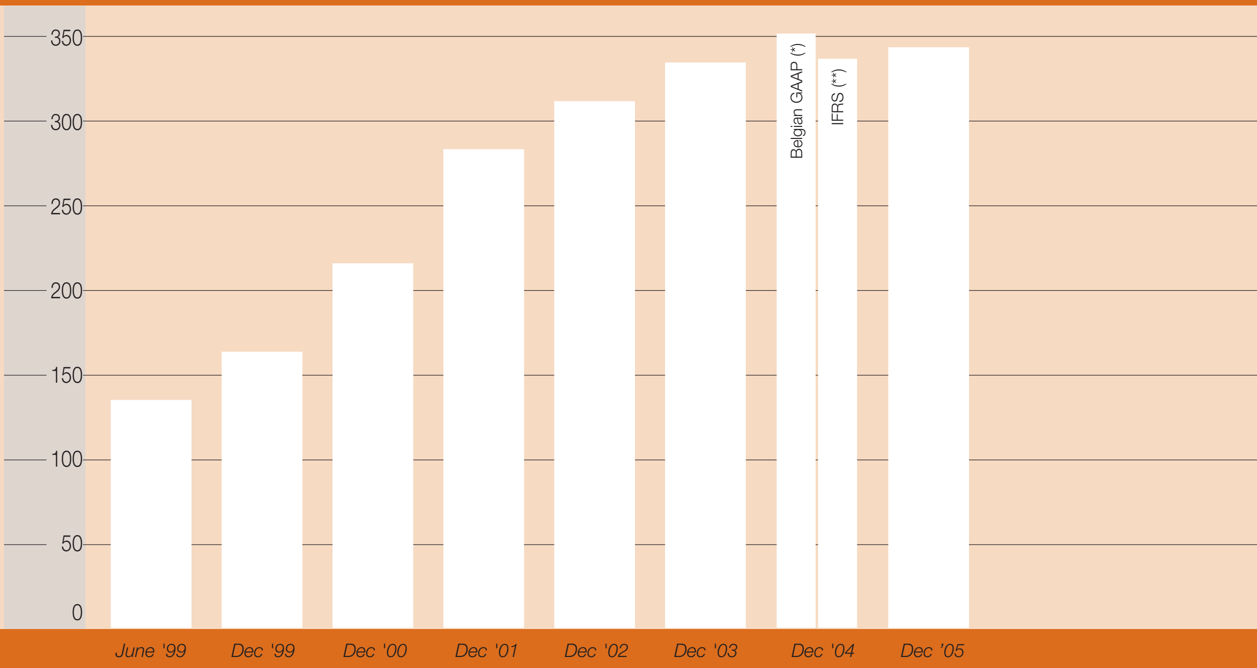
Evolution of a few key figures

Evolution of the property portfolio

	EUR m
June '99	134,80
Dec '99	163,23
Dec '00	215,33
Dec '01	282,62
Dec '02	310,93
Dec '03	333,56
Dec '04	350,02 (*)
Dec '04	340,39 (**)
Dec '05	342,88

increase: 154%

cumulative annual growth: 16,05%

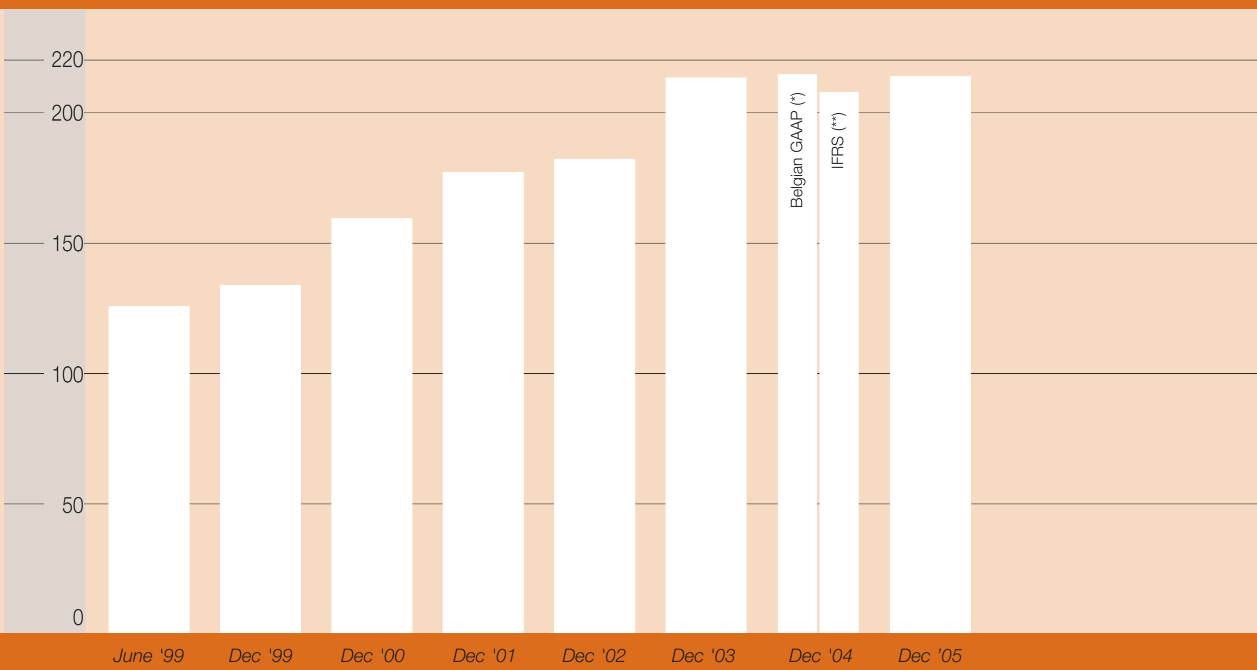


Evolution of shareholder's equity, after distribution of profits

	EUR m
June '99	125,65
Dec '99	133,80
Dec '00	159,45
Dec '01	177,14
Dec '02	182,22
Dec '03	214,53
Dec '04	217,21 (*)
Dec '04	207,27 (**)
Dec '05	216,66

increase: 72%

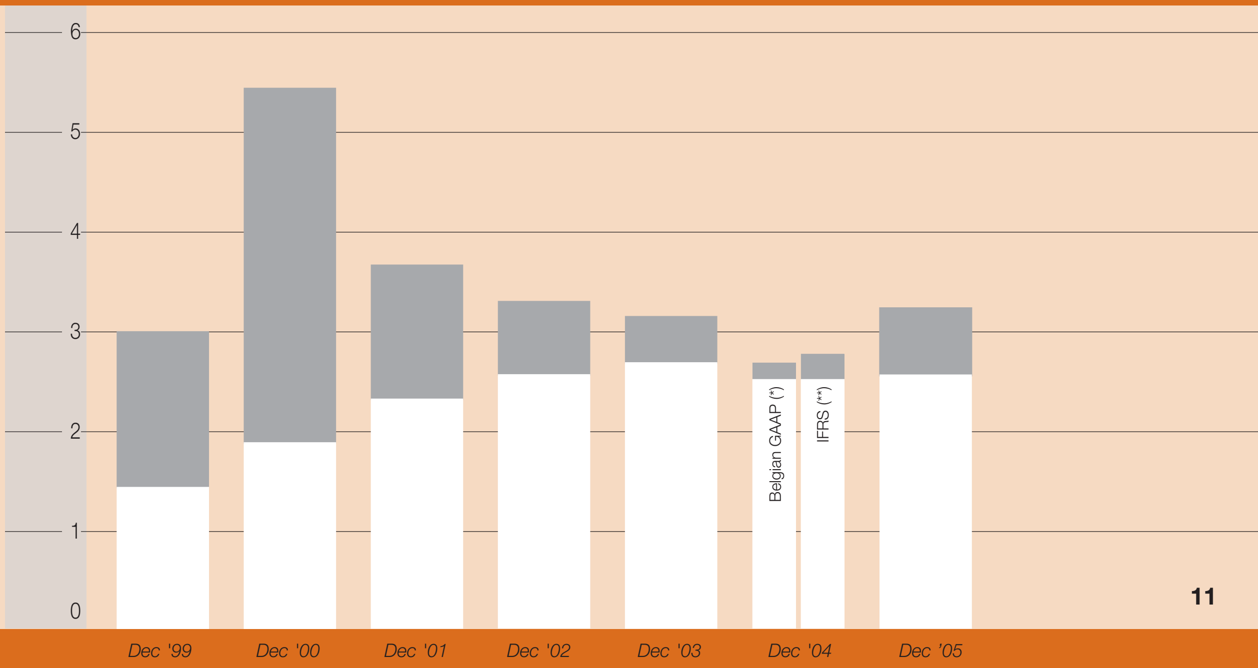
cumulative annual growth: 9%



Evolution of earnings per share

EUR	Operating profit	Portfolio capital gains and extraordinary result
Dec '99	1,46	1,62
Dec '00	1,92	3,66
Dec '01	2,37	1,39
Dec '02	2,62	0,76
Dec '03	2,75	0,47
Dec '04 (*)	2,57	0,24
Dec '04 (**)	2,56	0,36
Dec '05	2,63	1,04

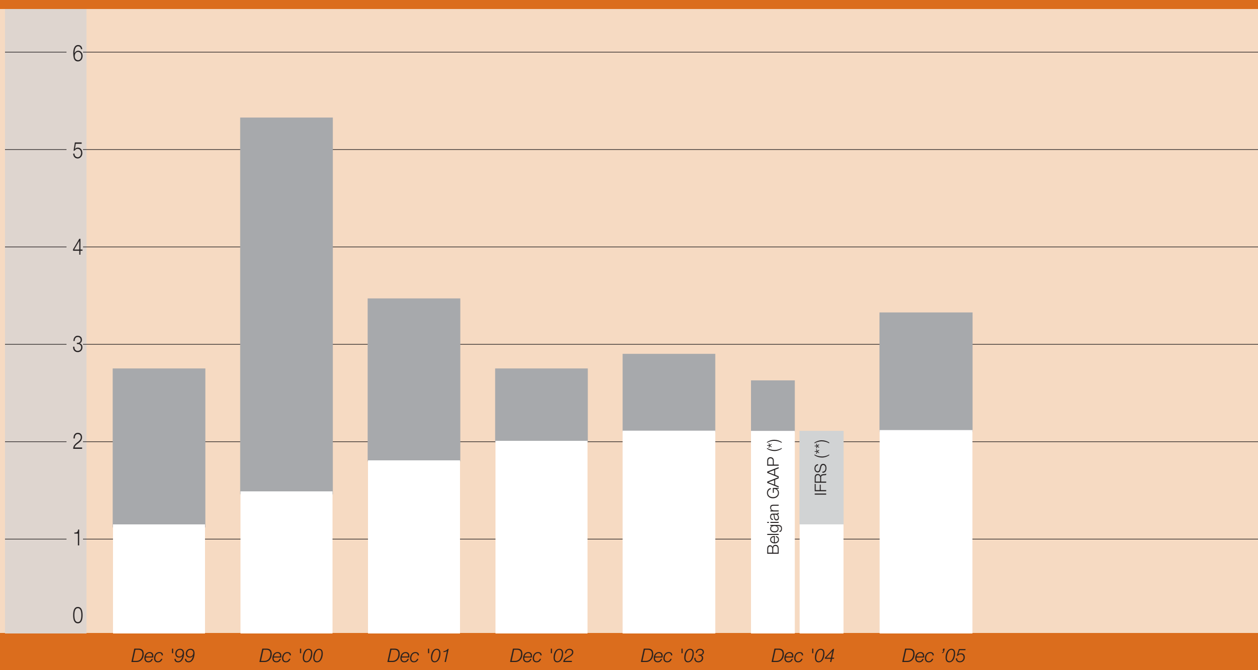
total portfolio capital gains and extraordinary result (EUR): 9,3



Evolution of net income per share

EUR	Net dividend	Growth in Net Asset Value
Dec '99	1,12	1,70
Dec '00	1,46	3,86
Dec '01	1,80	1,66
Dec '02	2,00	0,74
Dec '03	2,10	0,76
Dec '04 (*)	2,10	0,34
Dec '04 (**)	2,10	-0,92
Dec '05	2,10	1,19

total growth in Net Asset Value (EUR): 8,99



WDP took an important decision at the end of 2005. The portfolio's continued growth since floatation on the stock market in 1999 has finally presented the cepic with a fundamental choice: to consolidate and reinforce its position as the Belgian market leader, or to pursue its expansion to become one of the leading European players in the semi-industrial property market. The Board of Directors and the reference shareholder unanimously decided in favour of the second option. The time has now come to take the plunge.

This decision was not taken hastily. It has come at the end of an entire year of preparation. 2005 will have been a year of reflection for WDP, during which not only the property portfolio but also the company's financial and operational structures have been subjected to considerable internal scrutiny.

In terms of the property portfolio, it was notably decided to withdraw from the Italian property market. The initial reason for this withdrawal was WDP's decision to focus on its principal regions: the Breda-Antwerp-Brussels-Lille axis on the one hand, and the geographic region surrounding the Czech Republic on the other. The sale of the property in Milan also offered a substantial saving as up until then, this site alone required the maintenance of an entire administrative structure. The Italian tax system was also less advantageous for WDP. In addition to this, the fact that the sale could be undertaken based on the revised (higher) estimate of 30th June made the transaction even more worthwhile.

The launch of a treasury note programme worth 150 million EUR constituted a second strategic decision. During an initial phase, 105 million EUR were withdrawn. This alternative, which is less costly than traditional bank loans, will enable WDP to reimburse its current loans and thereby reduce its financing costs. In practical terms, this operation accounts for a saving of over 400.000 EUR per year.

Also regarding its financial structure, WDP adopted a new hedging strategy in the second half of the year. From now on, one third of its loans will be contracted over the short term (less than three years), one third over the medium term (three to five years) and one third over the long term (more than five years). For 2006, this effectively means that the average interest rate for borrowing is 3,5%.

In other words, WDP's basic financing structure has been significantly improved. One condition was nevertheless outstanding before it became possible to resolutely opt for growth. No future portfolio growth along with its additional related costs could take place until there were a sufficient number of promising new projects.

Four modest but nevertheless strategic acquisitions were made in 2005 in Belgium and the Czech Republic. Construction and renovation work is already under way now at the new sites at Aalst, Nivelles and Vilvoorde. All of the projects currently in progress in the portfolio at the end of December require an additional investment of 10 million EUR in 2006. Various other projects have of course also been completed in 2005 and are now generating a return.

There remained a third condition which WDP had to fulfil before it could move on. Even the best projects remain a dream if the people who can accomplish them are lacking. This is why it was notably decided to strengthen the management team with a commercial and a technical director.

I shall personally be contributing two days per week as executive chairman, which will enable me to place my professional experience at the service of the management team.

Stronger and more flexible than ever, WDP is now ready to move onward and upward. The practical details of how we aim to pursue our growth in Belgium and Europe are laid out in the multi-annual strategic plan approved by the Board of Directors and presented on page 7.

The point which I would nevertheless like to emphasise from the outset is that WDP will remain faithful to its basic strategy. The cepic will therefore continue in the future to specialise in the niche market of logistic and semi-industrial property. The method it will follow to achieve this will also remain unchanged: developing its own projects, undertaking customised projects at the user's request and investing in spaces for clients who wish to conduct "sale and rent back" operations.

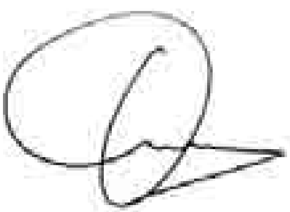
WDP will more than ever focus itself as a property partner with a long term vision, capable of proposing its customers solutions to all logistical challenges. Having more buildings available in certain prime locations will effectively enable us to provide our customers with an even better service.

In short, WDP is looking to the future with confidence. 2006 has also begun favourably. First of all because the problems associated with the Breda site now – at last – belong to the past. Since 1st April, the entire building has been leased for a period of 10 years. Together with the other lettings in the portfolio, this means that the occupancy rate "has been restored" to 95%. Another advantage in 2006 is the low number of lease expiries, especially compared with the two previous years. The principal risk remains limited to current short-term contracts, which at the present time represent less than 3% of the total.

To conclude, I am pleased to be able to announce that WDP managed to maintain its share dividend for 2005 at the same level as in 2004, i.e. 2,47 EUR gross and 2,10 EUR net per share. May I take this opportunity to briefly remind you that WDP's dividend policy has been altered since the beginning of 2005. Apart from the traditional distribution of a dividend in May, in accordance with legal stipulations, an advance payment of the previous six months' profits will now be systematically paid out in September in the form of an interim dividend.

The only thing which remains for me is to express my thanks to the members of the management team and personnel at WDP for their continued commitment, and to my colleagues on the Board of Directors for their greatly appreciated cooperation.

May I wish all of them every success in 2006 and over the coming years.



Mark Duyck
Chairman of the Board of DIrectors

Since 1st January 2005, Belgian companies listed on the stock exchange are subject to the Belgian Enterprise Governance Code, also known as the “Lippens Code”. This code, which defines the various principles of good governance and transparency, was drawn up by the Corporate Governance Commission, established on 22nd January 2004 upon the initiative of the Banking, Finance and Insurance Commission (CBFA), the Federation of Enterprises in Belgium (FEB) and Euronext Brussels.

WDP adheres entirely to the principles in the Lippens Code and makes every effort to comply at all times with the strictest standards in this area. Integrity and correctness in the conducting of business is a priority for the Closed-End Property Investment Company, and always has been. In this respect, WDP attaches considerable importance to the pursuit of a harmonious balance between the interests of its shareholders on the one hand and also those of other parties who are involved either directly or indirectly with the company, the “stakeholders”.

This chapter of the 2005 Annual Report notably includes the contents of the WDP Corporate Governance Charter, which can also be found on its website www.wdp.be. With regard to the Board of Directors and the executive management, it describes the situation as at 31st December 2005. The text nevertheless frequently makes reference to the modifications in the Board of Directors and the executive management planned for the spring of 2006.

On 27th November 2005, the Board of Directors decided that is should shortly add a commercial and a technical director to the current team. Furthermore, the chairman of the Board of Directors will extend his tasks by two days a week to cover the Executive chairman’s function. As he will thereby formally lose his independent director status, another independent director will be appointed. Following a recommendation from the appointments committee, the limited liability partnership M.O.S.T., represented by Mr. Frank Meysman,
will be proposed as a new independent director at the General Meeting of 26th April 2006.
The new director can boast a sound knowledge and extensive international marketing experience, and is able to further support WDP’s customer orientation. Mr. Meysman has held senior functions in various international companies such as Procter & Gamble, Douwe Egberts and Sara Lee.
The candidature of the new independent director will also be submitted to the Banking, Finance and Insurance Commission for approval.

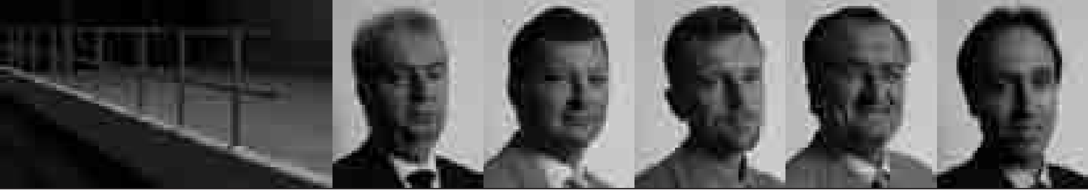
The passages in this text which will consequently require modifications in the near future or relating to the future situation are shown in italics.

1. The Board of Directors

1.1. A few words about the context: the limited partnership with share capital

Warehouses De Pauw is a limited partnership with share capital (Comm.VA). The limited partnership has two types of partners. The first consists of the general partners, whose name appears in the company’s commercial name, who have unlimited responsibility for the commitments it makes. The general partner of WDP Comm.VA is De Pauw NV. Then there are limited or “sleeping” partners, who are shareholders and whose liability is limited to the extent of their investment, without being jointly or severally liable.

It is characteristic of a limited partnership with share capital (Comm.VA) to be managed by a managing company, which needs to have the capacity of limited (general) partner which, for all intents and purposes, can not be dismissed and holds the veto right against all important



Board of Directors
Mark Duyck, Dirk Van den Broeck, Alex Van Breedam, Tony De Pauw, Joost Uwents

decisions by the General Meeting. The managing company is free to resign at any time. However, its mission can only be withdrawn by the decision of a judge called upon for this purpose by the General Meeting of shareholders, for legal reasons. The managing company can not take part in the vote on this General Meeting resolution.

The General Meeting can only deliberate and take decisions when the managing company is represented. It has to agree to any modification in the articles of association and the General Meeting resolutions on actions concerning the company's interests with regard to third parties, such as the distribution of dividends and any decision which has an impact on the company's capital.

1.2. The Board of Directors of the managing company, De Pauw NV

<u>1.2.1. Missions of the Board of Directors</u>

The Board of Directors undertakes various missions for the Closed-End Property Investment Company. It:

- defines its strategy and policy;
- approves all major investments and significant transactions;
- monitors the quality of its management, notably through an in-depth analysis and detailed discussion of the annual financial statements, as well as by an annual assessment of its operations;
- ensures that the company's management is coherent with its strategy;
- is responsible for informing the press and analysts about the company's financial information;
- deals with such matters as:
  - *drawing up the budget and the annual and interim financial statements;*
  - *proposing the dividend to the General Meeting of WDP Comm.VA;*
  - *the allocation of authorised capital;*
  - *calling ordinary and extraordinary General Meetings;*

<u>1.2.2. Current composition of the Board of Directors</u>

The Board of Directors of the Managing Company is responsible for ensuring that the corporate governance rules are respected at all times. In this context, WDP has expressly opted for the presence of a sole representative from the reference shareholder on the Board, and for at least as many independent directors as non-independent directors.

The Board of Directors currently has 3 independent directors and 2 non-independent directors.

The following provisions apply to the composition of the Board of Directors:

- the Board of Directors is composed of a minimum of 4 members – at least 3 of whom should be independent – and a maximum of 10 members;
- one or several directors, accounting for no more than half of the total number, can be executive directors and in other words, can exercise an operational function within WDP;
- the individual expertise and experience of the Board members have to be complementary;
- the individual contribution of each of the directors guarantees that no individual or group of directors can influence the decision-making;
- directors should bear in mind the company's interests, forge an entirely independent opinion and contribute to decision-making;
- any independent director who ceases to comply with the criteria of independence (as defined by the Board of Directors) is obliged to inform the Board.

1.2.3. Functioning of the Board of Directors

The Board of Directors meets at least four times a year, on the invitation of the chairman. One of these meetings is set aside for deliberating the company's strategy. The dates of the meetings are established in advance for the entire year, in order to limit the risk of absences as far as possible.

Additional meetings also have to be organised each time that the Closed-End Property Company's interests so require or at least 2 directors so request.

The chairman is responsible for the management and smooth running of the Board meetings and sets out the agenda of the meetings in consultation with the CEO. This agenda contains a closed list of points to be discussed, which are prepared in depth and are the subject of detailed documentation, so that all the directors have the same information well in advance. These documents are sent to all the Board members by the Friday before the week during which the Board Meeting is to take place at the latest, so that each of them can prepare for it appropriately.

The functions of the chairman of the Board of Directors and the CEO can not be exercised by the same person.

The Board of Directors appoints a company secretary. This person is responsible for monitoring and respecting Board procedures and the relevant laws and regulations.

Only the members of the Board of Directors can take part in the deliberations and cast their votes. The Board's vote is only valid if the majority of its members are present or represented.

Resolutions of the Board are passed by simple majority of votes. In the event of a tied vote, no decision is taken.

On the chairman's invitation, executive managers who are not Board members and specialists in a particular field may attend a Board meeting in order to inform or advise the Board.

The Board of Directors may also seek the advice of an independent expert at any time. For matters concerning financial information or administrative organisation, the Board can call upon the internal auditor and/or independent auditor directly.

1.2.4. Appointment, remuneration and evaluation of the Board of Directors

Appointments

Directors are appointed by the general Meeting of Shareholders of De Pauw NV, following a recommendation from the Appointments Committee of the Board of Directors which assesses all the candidatures. Depending on whether the appointment is for an executive or non-executive director, the non-independent and independent directors have a greater respective influence.

The selection of a new director is undertaken in a context and in accordance with a professional, objective selection procedure. Care is taken during all appointments so that the capacities and know-how within the Board of Directors is guaranteed.

A new director is appointed as soon as a directorship becomes vacant.

The General Meeting of the managing company De Pauw NV can dismiss directors at any time.

Directors are appointed for a period of 6 years. Their mandate can then be renewed as many times as the General Meeting so wishes, as long as the age limit of 65 years is respected. A director’s mandate consequently ends at the end of the General Meeting of the year during which he reaches the age of 65 years.

Directors are authorised to hold directorships in other companies, listed or otherwise. They should nevertheless inform the chairman of the Board of Directors.

The directors must respect agreements relating to discretion and mutual confidentiality. They should also strictly comply with all the legal principles and practices relating to conflicts of interest, inside information, etc. When a transaction presenting a potential conflict of interest is envisaged, the corresponding provisions of the Companies Code are applied. With regard to share transactions conducted by directors on their personal behalf, WDP’s rules of procedure have to be respected (see also “4.1. Code of conduct regarding financial transactions”, page 28).

Remuneration

The General Meeting does not currently allocate any fixed remuneration to its directors. No remuneration is linked to performances or results.

The Board of Directors can decide to grant additional remuneration to the chairman for additional work, such as a part-time executive mission. Remunerations can also be granted to directors who are assigned special functions or missions. They are posted as general expenses.

The Remuneration Committee meets once a year to debate the budget for directors’ remuneration.

With regard to the envisaged modifications of the management team and the Board of Directors, executive directors will in future receive both a fixed salary and remuneration linked to performance and results.

Publication of the amount of remuneration

Once the new structure comes into effect, joint remuneration costs for the Board of Directors will be published in the Annual Report. This information will therefore be presented for the first time in the Annual Report for the 2006 financial year.

Evaluation

The evaluation of directors is conducted on the one hand on a continuous basis, i.e. by their colleagues. When a director has any doubts to express concerning the contribution of one of their colleagues, they can request it to be included as a point on the agenda of a meeting of the Board of Directors, or notify the chairman, who may then, at his own discretion, take any necessary steps.

In addition, directors are also assessed each year by the Board of Directors. Interim assessments can be conducted if circumstances so require.

1.2.5. Current members of the Board of Directors

The Board is made up of the following 5 members:

- **Mark Duyck** has been a director since 1999 and has been chairman of the Board of Directors since 2003. He is an economist and has an MBA. After exercising various functions, notably in European and American companies, he is currently a strategic advisor to several companies, amongst other roles (attendance rate: 100%).
- **Dirk Van den Broeck** has been an independent director since 2003. He has been a partner of Petercam since 1988 and a director there since 1994. He represents Petercam on several Boards of Directors of property companies involved in the issuing of mortgage debentures. He is also the independent director of several Belgian companies, including the stock exchange listed company, Resilux SA. Dirk Van den Broeck graduated in law and economic sciences (attendance rate: 100%).
- **Alex Van Breedam** has been an independent director since 2003. He holds a PhD in applied economic sciences and several masters degrees. After gaining experience with KPMG, since 2000 he has coordinated the launch of the Flanders Institute of Logistics and is an independent expert in Supply Chain Management, specialising in strategic assistance for logistics companies. He has held the post of director general of the Flemish Institute of Logistics since 2003. He is also a part-time lecturer and is a guest professor at three Flemish universities (attendance rate: 80%).
- **Tony De Pauw**, managing director since 1999, represents the principal group of shareholders, i.e. the Jos De Pauw family (attendance rate: 100%).
- **Joost Uwents**, director since 2002, together with Tony De Pauw, completes the WDP management team. He is a commercial engineer and holds an MBA (attendance rate: 100%).

A new independent director will be proposed at the General Meeting of 26th April 2006, following the recommendation by the Appointments Committee.

1.2.6. Conflicts of interest

Conflicts of interest resulting from a directorship

The legal regulation relating to conflicts of interest for directors applies to decisions arising from the competences of the Board of Directors which comply with the following conditions:

- it has to be a property interest, i.e. which has a financial impact;
- the interest has to be conflicting. The "conflicting" interest relates to the decision to be taken and the position of the director concerned, but not necessarily the company.

In accordance with this regulation, directors are obliged to point out any potential conflicting property interest to the Board of Directors before the decision is taken. They should leave the meeting during the discussion of the relevant point on the agenda. They can not take part either in the debate or the decision taken on this point of the agenda.

Functional conflicts of interest

If a director is also a director or manager of a client or supplier, or permanently employed there, he should point this out to the Board of Directors prior to the deliberation of a point on the agenda which is directly or indirectly related to this client or supplier.

This obligation also applies to any director whose close relative is a manager of the client or supplier concerned, or is permanently employed there.

It also applies when a director or one of their relatives directly or indirectly owns over 5% of the shares (which confer a voting right) in the client or supplier company. Exceptions are nevertheless made to this rule if the following two conditions are fulfilled:

- the client or supplier concerned is a listed company;
- the participation of the director or their close relatives has been purchased in the context of assets whose management is entrusted to a private equity manager, who invests in such resources at their own discretion, without taking into account any information from the director or their close relatives.

If a potential conflict of interest arises, the director concerned will leave the meeting when the corresponding point on the agenda is discussed. They may not take part in either the debate or the decision taken on this point.

1.3. Specialist committees established by the Board of Directors

With a view to the application of the Lippens Code, WDP's Board of Directors had set up four specialist committees as from the autumn 2004: a strategic committee, an audit committee, an appointments committee and a remuneration committee. These committees are not statutory, but have been established in accordance with the Enterprise Governance Code.

All of these committees can invite people who are not members of them to attend their meetings. They can also request, at the company's expense, external professional advice on subjects relating to the committee's specific competences. They are nevertheless bound to inform the chairman of the Board of Directors beforehand.

After each committee meeting, all of the members of the Board of Directors receive a copy of the minutes of the meeting and its conclusions.

WDP organisation chart

Jos De Pauw Family 30%

Public 70%

Jos De Pauw Family 100%

Independent experts/ supervisory authorities
- Banking, Finance and Insurance Commission
- Chartered Surveyor
- Statutory Auditor

WDP Comm.VA

Management

De Pauw NV
Board of Directors

Management-team
Tony De Pauw
Joost Uwents

Investments
Commercial policy
Finance and administration
Investor relations
Technical management
- management of the buildings
- construction site supervision

1.3.1. The strategic committee

The strategic committee deals with subjects which may influence the company's strategy.

Given the limited number of directors and the importance of strategic discussions, this mission is undertaken permanently by the entire Board of Directors.

1.3.2. The audit committee

The audit committee aims to assist the Board of Directors in its control function, more specifically regarding the financial information released to the public and the internal and external audit.

The committee is made up of the chairman, independent directors and an internal auditor who has access to all the information relating to the company and its operation. Before each meeting of the Board of Directors, a quarterly report is drawn up and submitted to the audit committee by the internal auditor.

The audit committee is chaired by the chairman of the Board of Directors, who makes sure that it runs smoothly. The chairman can invite members of the management team and the independent auditor to take part in the meetings in their capacity as experts.

The audit committee meets four times a year, each time prior to the meeting of the Board of Directors.

1.3.3. The appointments committee

The appointments committee was established to advise the Board of Directors on the appointments to be proposed to the General Meeting of shareholders. It also gives its opinion on recruitments for key posts, even if they do not have to be approved by the General Meeting.

It is made up of the entire Board of Directors and is chaired by the chairman of the Board of Directors. The chairman can not however chair the appointments committee meeting to choose his successor.

The appointments committee meets at least once a year, before the final meeting of the Board of Directors of that year. It also meets at other times if circumstances so require.

1.3.4. The remuneration committee

The remuneration committee is responsible for formulating proposals for the remuneration of directors and the company's remuneration policy regarding its executive management.

It is made up of all the independent directors and the chairman of the Board of Directors.

Given the limited number of directors and members of the management team, the remuneration committee meets at least once a year, before the final meeting of the Board of Directors for the year. It also meets at other times if circumstances so require.

2. The executive management

The WDP Closed-End Property Investment Company is a "self-managed fund". It does not delegate the management of its property assets to a third party, but manages them itself in consultation with the managing company. The management is therefore not involved in any other property activity, but works exclusively for WDP's stakeholders.

2.1. Executive management missions

WDP's executive management, under the responsibility of the managing director of the managing company, is responsible for:

- the preparation, proposal and execution of the strategic objectives of the group's general policy plan, as approved by the Board of Directors;
- defining the standards that must be observed in implementing this strategy;
- the implementation of Board resolutions, monitoring performance and results;
- reporting to the Board.

2.2. Current composition and division of tasks

Tasks are divided amongst the executive management as follows:
Tony De Pauw *is the managing director. His responsibilities include:*

- general management;
- the purchase and sale of property assets in Belgium and abroad;
- managing the property portfolio;
- commercial policy.

Joost Uwents *is an executive director. His tasks include:*

- financial policy;
- marketing and external communication;
- internal reporting;
- investor relations.

As a result of the plans to extend WDP, the management team will be enlarged. It has now been joined by a commercial director, Mrs. Fanny Schaeverbeke, since March 2006. Mrs. Schaeverbeke has several years of experience in property management, notably with Cora. Her responsibilities include the rental of existing properties, the marketing of new sites, account management and prospecting. The management team will be further enlarged to ultimately have a CEO, a CFO, a commercial and a technical director. It will also be able to count on the support and professional experience of the chairman of the Board of Directors, who will work on a part-time basis (two days a week) in his capacity as executive chairman.

2.3. Functioning of the executive management

The members of the executive management work together closely and in constant consultation. Major decisions on day-to-day management are taken unanimously in accordance with agreements made with the Board of Directors. If the executive management does not reach an agreement, the decision is passed to the Board of Directors.

External representation of the company is conducted in accordance with procedures established by the executive management in consultation with the Board of Directors.

The planned new structure of the management team envisages a weekly management meeting, attended by both the members of the management team and the chairman of the Board of Directors in his role as executive chairman. The Board of Directors is entitled to see the agenda and minutes of these meetings.

An agenda is drawn up before each meeting and is sent well in advance to all the management team members and the executive chairman so that it can be prepared appropriately. This agenda notably contains operational decisions relating to day-to-day operations, the situation of projects in progress and the evaluation of new projects which are under consideration.

With regard to the company's day-to-day operations, decisions are taken by a majority of votes. Decisions regarding new projects or new acquisitions however require a unanimous agreement. If this is not achieved, the decision is left to the Board of Directors.

2.4. Responsibility to the Board of Directors

The executive management submits all the relevant financial and business information to the Board of Directors every three months. The following information is provided: key figures, an analytical presentation of the results in relation to the budget, an overview of the evolution of the property portfolio, the consolidated annual financial statements and any relevant details.

The members of the executive management who are also executive directors also report on the exercising of their responsibilities to their colleagues on the Board of Directors.

2.5. Appointments, remuneration and evaluation

2.5.1. Appointments

The CEO is selected and proposed by the Board of Directors.

The CEO and the chairman jointly submit their selection and nominations for the executive management to the appointments committee for approval.

2.5.2. Remuneration

WDP's salary policy with regard to its executive management is the responsibility of the remuneration committee, which formulates proposals in relation to the Board of Directors. The remuneration of the CEO and executive managers is assessed annually.

With a view to the planned enlargement of the management team, the committee is currently working on an amendment of the remunerations policy, under the supervision of the chairman of the Board of Directors, which will in future be comprised of four elements:

- *basic remuneration;*
- *variable remuneration linked to the operating results of the previous year;*
- *an insurance and pension contribution;*
- *long-term profit-sharing.*

2.5.3. Publication of the amount of remuneration

Once the new structure comes into effect, joint remuneration costs for the executive management will be published in the Annual Report. This information will therefore be presented for the first time in the Annual Report for the 2006 financial year.

2.5.4. Evaluation

The executive management is assessed by the Board of Directors on the basis of objectives and performance.

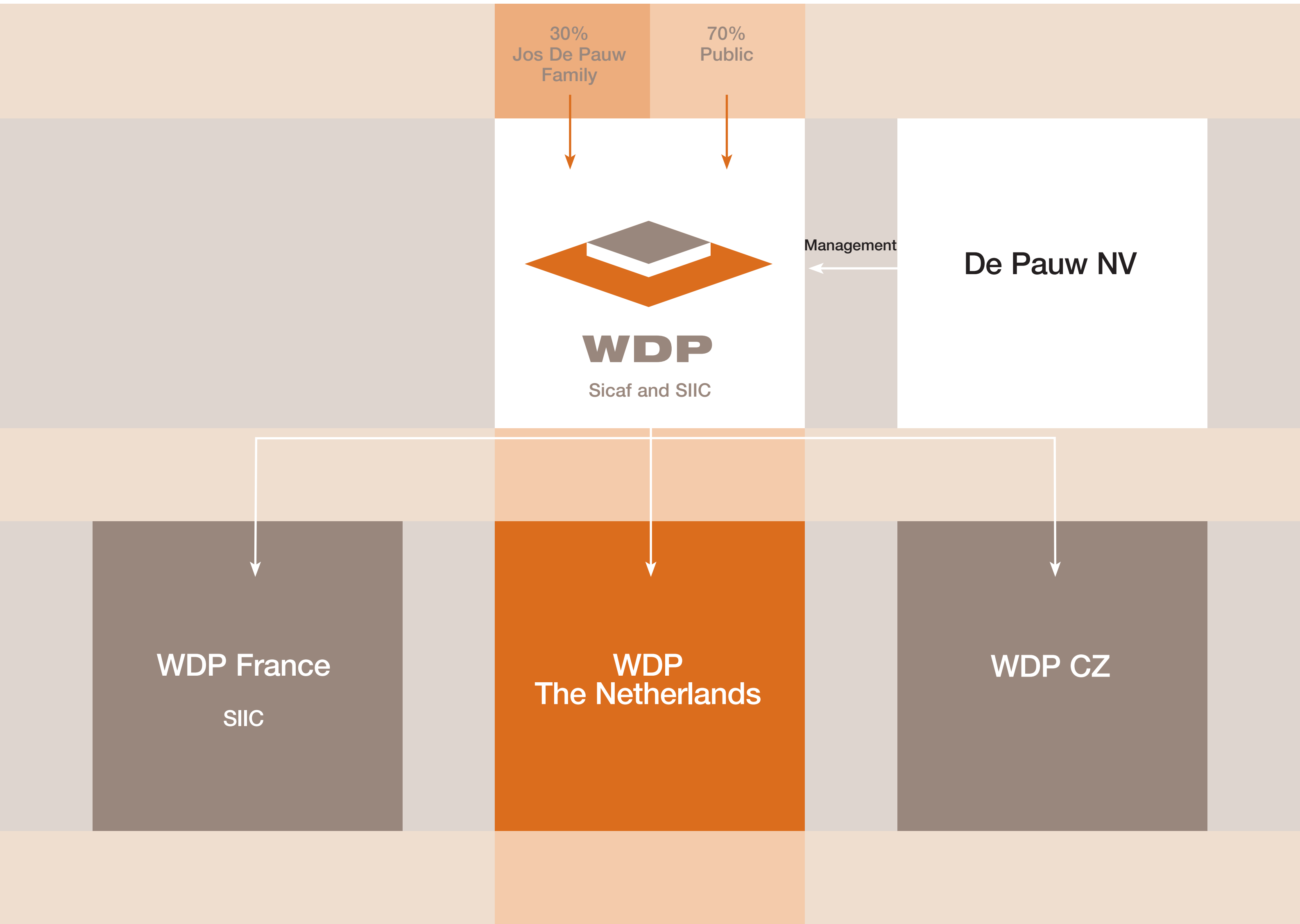
Under the new structure, the evaluation of the CEO will be conducted by the Board of Directors. The other executive managers will be assessed by the CEO and the remuneration committee. The objectives used as a basis for the evaluation are defined by the CEO and the executive managers, in consultation with the remuneration committee.

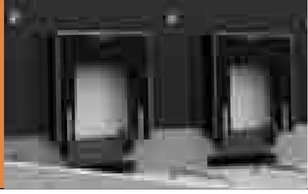
2.6. Conflicts of interest

Transactions between the company or an affiliated company on the one hand, and a member of the executive management on the other, are always conducted under normal market conditions. This also applies to transactions conducted with the close relative of a member of the executive management.

Each member of the executive management has to do their utmost to prevent conflicts of interest from arising. If however a conflict of interest arises relating to an issue for which the executive management is responsible, and on which it has to take a decision, the member of the executive management concerned should inform his colleagues. They will then decide whether or not their colleague can take part in the vote on the point affected by the conflict of interests and whether they can be present at the debate on this point.

We speak of “a conflict of interest for a member of the executive management” if:
- the member or one of their close relatives has a property interest which conflicts with a company decision or transaction;
- another company which does not belong to the group, in which the member or one of their close relatives exercises a directorship or management function, has a property interest which conflicts with a company decision or transaction.





3. Structures abroad

In order to optimally manage its foreign property assets, WDP CVA has subsidiaries in several European countries (*):

- in the Netherlands: WDP Nederland b.v., Postbus 128, 5300 AC Zaltbommel;
- in the Czech Republic: WDP CZ s.r.o., Belehradska 18, 140 00 Prague;
- in France: WDP France SARL, Rue Cantrelle 28, 36000 Châteauroux.

As well as the uniformity of the companies' names, they have other common characteristics.

- The company structure is the local equivalent of a private limited company (BVBA).
- WDP has a 100% stake in the companies abroad, apart from a single share held by De Pauw NV, owing to the prohibition of 100% shareholding.
- Subsidiaries' results are subject to local corporate taxation, except WDP France, which benefits from SIIC status, which envisages exemption from corporate taxation and capital gains tax. Net profits can be paid to WDP, so that exemption from tax deduction at source can be claimed on the grounds of parent-subsidy legislation. The profits of foreign subsidiaries are included in the consolidation, after deduction of depreciation on the property and deferred taxes payable on capital gains.
- The companies are managed by the Belgian management. Bookkeeping and administration are undertaken by local accountancy firms:
  - *for the Czech Republic: VGD, Podzimek & Suma, in Prague;*
  - *for France: Barachet, Simonet, Roquet, in Châteauroux;*
  - *for the Netherlands: Administratiekantoor Witteveen, in Zaltbommel.*
- The financing strategy: in principle, WDP's foreign investments are financed as far as possible with foreign capital, as these companies are subject to local corporate tax – unlike WDP Comm.VA in Belgium, which is a Closed-End Investment Company, and WDP France, which has SIIC status. This is arranged through a combination of bank loans and market-conform, direct or indirect subordinated group loans between WDP Comm.VA and the various subsidiaries. Two important tax principles that vary from country to country must be taken into account here:
  - *the rules relating to thin capitalisation of companies;*
  - *the percentage of taxation deducted at source charged on interest for group loans paid to the country of origin.*
- The statutory audit, entrusted in the Netherlands and the Czech Republic to the local subsidiary of KPMG, and in France to S&W Associés. In Belgium, the statutory auditor is Luc Van Couter. He is a partner of KPMG but carries out this task in his own name. No other auditor provides services to WDP.

(*) The Italian subsidiary, WDP Italia s.r.l., was sold during the course of 2005 following WDP's strategic decision to sell the Italian property assets in its portfolio.

4. Other corporate governance provisions, as published in the Corporate Governance Charter

4.1. Code of conduct regarding financial transactions

4.1.1. Compliance officer

The “compliance officer” is responsible for checking that the rules set out in the Charter with regard to market abuse are respected. He should have a sufficient number of years of experience within the company. At WDP, the executive director Joost Uwents has been appointed as the compliance officer.

4.1.2. Directives relating to transactions involving the company’s shares

The following directives apply to all the members of the Board of Directors, members of the executive management, all the members of WDP’s personnel who have access to sensitive information as a result of their function in the company and colleagues of the independent chartered surveyor and of the internal auditor. The statutory auditor is subject to the legal provisions and code of ethics of the “Institut des Reviseurs d’entreprises” (IRE/IBR).

These directives also apply to transactions concluded under the company’s programmes to acquire its own shares.

Information which is considered “sensitive” refers to anything which, if it became public, would have an impact on the share price or derivative financial instruments.

Obligation of disclosure
When the aforementioned people purchase or sell WDP shares, they are bound to declare such transactions to the compliance officer within 8 days. They should declare the quantities, prices, order date and transaction date. This obligation is however subject to a restrictive condition: the transaction has to enable the people concerned to acquire a number of shares which can be considered to be “significant”, i.e. more than 1% of the total number of the company’s shares. Various transactions conducted within a 3-month period are considered to be cumulative.

As soon as the people referred to have exceeded the 1% threshold, they are obliged to declare any purchase or sale of WDP shares involving 0.5% or more of the total number of WDP shares, within 8 days of the transaction.

The compliance officer should similarly be informed within 8 days of any allocation of share options, and any exercising of share options involving members of the Board of Directors, members of the executive management and other members of personnel.

All the people subject to the disclosure obligation should submit an update of their situation each year to the compliance officer.

If someone envisages a transaction based on potentially sensitive, non-public information, they are obliged to contact the compliance officer beforehand, who will decide whether the transaction can take place.

Communication of sensitive information
The Board of Directors undertakes to communicate any sensitive information as quickly and clearly as possible. All of the members of the Board of Directors, the executive management and personnel who obtain potentially sensitive information regarding WDP are obliged to inform the compliance officer.

The directors undertake to preserve the confidential nature of sensitive information and not to disclose it under any form whatsoever, nor enable anyone to gain access to it, unless the prior consent of the chairman of the Board of Directors has been granted.

Ban on the misuse of inside information
In this respect, WDP operates in accordance with article 25, §1, 1° of the Act of 2nd August 2002 relating to the control of the finance and financial services sector.

Ban on market manipulation
WDP complies with the provisions of article 25, §1, 2° of the Act of 2nd August 2002 relating to the control of the finance and financial services sector.

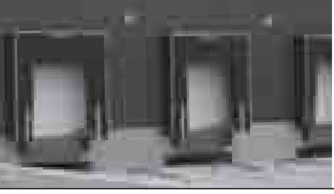
Closed periods
As from the second working day prior to the end of each quarter, until the publication of the results for the quarter ("closed periods"), it is forbidden to sell or purchase the company's shares or other financial instruments. The partial sale of shares with a view to financing the exercise price or any tax payable on the capital gain is also forbidden during these periods.

The compliance officer can authorise derogations to this principle in exceptional cases. He can also impose occasional closed periods on the basis of significant sensitive information known by the Board of Directors and the executive management. In such cases, it has to be information which is to be made public.

These occasional closed periods begin at the moment when the information is communicated to the Board of Directors and the executive management. They last until the moment when the information is released to the public.

The fixed and occasional closed periods apply to WDP's Board of Directors, executive management and all members of its personnel. The compliance officer will systematically draw up a list of all the other people who have knowledge of the results and/or occasional sensitive information.

Transactions which are always prohibited
Short-term, speculative transactions are always prohibited. This means that short-term option transactions, so-called "short selling" and the hedging of options granted under share option schemes are not allowed.



Transactions which are always authorised, including during closed periods

- Purchases and sales are possible even during closed periods on condition that purchase and sale orders have been sent outside these periods. Restricted purchase and sale orders can not be altered during closed periods.
- The exercising of options granted under a share option scheme. The sale of shares acquired through this exercise is nevertheless prohibited.
- The acquisition of shares in the context of distributing the dividend.
- Transactions undertaken in the context of discretionary capital management entrusted to third parties.

4.2. Shareholder relations and the General Meeting

The company will treat all WDP shareholders equally. Shareholders have access to the Investors section of the website, where they are provided with all the information they need to act in full knowledge of the facts. They can also download any documents required to take part in the voting at the Annual General Meeting. This part of the website also includes the most recent version of the coordinated articles of association and the Enterprise Governance Charter.

Once shareholders own over 3% of the company's shares, they have to declare this in accordance with the statutes and legal provisions on this matter. These will also be included in the "Enterprise Governance" chapter of the annual report. No special control rights are granted to any specific categories of shareholders. WDP currently has only one reference shareholder, which has a (sole) representative on the Board of Directors.

He is the chairman who chairs the Annual General Meeting. He sets aside sufficient time to answer all questions that the shareholders wish to ask about the annual report or points on the agenda. The results of the votes are published on the website as soon as possible after the General Meeting.

Shareholders who wish to have certain points placed on the agenda of a General Meeting have to submit them to the Board of Directors at least two months in advance. This period of notice is required so that the company's interests can be taken into account, legal deadlines are met for convening the Annual General Meeting and to give the Board of Directors reasonable time to examine the proposals.

Shareholders representing over one fifth of the share capital can request an extraordinary general meeting to be convened.

4.3. Misuse of company property and corruption

WDP directors, executive management and personnel are prohibited from using WDP property or solvability for their private purposes. They can only do so if they have been duly mandated for this purpose.

They also undertake not to accept any advantage in the form of a gift or entertainment from clients or suppliers, except where this is compatible with customary, admissible commercial practices.

In the event of a breach of this rule, the Criminal Code will be applied.

When a director, executive manager or member of personnel is unsure whether or not an act constitutes “misuse of company property” or “corruption”, they should request prior authorisation from the chairman of the Board of Directors. Such authorisation however will clearly not exempt them from any potential criminal liability.

1. Introduction

In 2005, WDP successfully completed its current projects in line with the forecast plan. Only the completion of projects begun at the sites of Asse (Mollem) and Boortmeerbeek were postponed, for practical reasons, until 2006.

It has been possible to maintain the portfolio's overall occupancy rate at 90% throughout the year, in spite of the less favourable economic situation and the vacating of the Breda premises. Several new contracts were nevertheless signed at the end of 2005, the main one of which is for the lease of the entire Breda site. Taking these new rentals into account, the occupancy rate has returned to its 95% level.

2. Projects

2.1. Completed projects

2.1.1. Belgium

Beersel (Lot) - Stationstraat 230

The existing site will be extended by 800 m^2 of warehouses for Lyfra, which already leases

the rest of the site. The car park has also been extended.

Jumet - Allée Centrale (Zoning Industriel)
An initial section (1.768 m²) of the warehouse acquired in 2004 was renovated during the first half of the year and has been adapted to the specific industrial activities of Conway – formerly Sügro-Caritas – the site's tenant. In the second half of the year, a building at the rear of the property was demolished in order to make way for a new 2.600 m² warehouse also for Conway. The new building was completed in autumn 2005. The total investment was worth 2 million EUR.

Zele - Lindestraat 7
During the first half of 2005, 13.000 m² of warehouses and adjoining offices were renovated at a total cost of 1,75 million EUR. The work was undertaken under a lease contract signed in early February 2004 with DSC, in respect of the entire surface area.
The Flanders Opera still occupies the new areas in the part of the building which was renovated in 2003, under a long-term lease contract signed in the first half of 2004 for 7.000 m², to be occupied progressively between September 2004 and June 2005. At the end of May 2005, a short-term flexible lease signed with the firm Goodwill expired. Some 4.000 m² of premises which had become vacant again were leased under a long-term contract to Somnis, which will eventually occupy 5.500 m². Part of the available area is also occupied by the Flanders Opera under a separate agreement.

The remaining warehouse (4.000 m^2) was also refurbished during the first half of 2005. It has been let since 1st July to the company Eraerd from Lokeren. The premises on Lindestraat have also been entirely renovated and leased. Potential for extension remains, for a project of approximately 10.000 m^2.

Miscellaneous
Several minor alterations have also been made in order to meet the tenant's requirements.

- Asse (Mollem) - Assesteenweg 25: renovation of the existing site has been completed. Minor modifications have been made at the request of Vemoflex and AMP, and the vacant part, with a total surface area of 3.500 m^2, is now ready to be leased. It has been partly let since early January 2006.
- Vilvoorde - Havendoklaan 12: various modifications have been made so that the premises comply as far as possible with the standards and requirements of the new tenant, Umicore Building Products, a subsidiary of the Umicore Group. The warehouse has been extended by 900 m^2 and the offices by 190 m^2.
- Vilvoorde - Willem Elsschotstraat: the Intertrans offices have been extended by 300 m^2.

2.1.2. Abroad

Mlada Boleslav - Neprevazka (Czech Republic)
After the successful handover, in mid-2004, of an initial semi-industrial complex of 4,000 m^2 to SAS, WDP signed the contract for a second project in early 2005. Some 8.000 m^2 of production and storage areas and 1.300 m^2 of offices were built for the British group TI Automotive on the additional 4 hectares purchased in summer 2004. The total investment is worth 5 million EUR. The lease is for a fixed-term of eight years.
WDP has also reserved an additional 10.000 m^2 of land on the site for TI Automotive Group, for a period of eight years. Production and storage areas could be extended by 5.000 m^2 during a subsequent phase.

2.2. Projects in progress

2.2.1. Belgium

Asse (Mollem) - Assesteenweg 25
In 2003, AMP, the tenant at the site, signed a contract with WDP for the construction of 7.500 m^2 of warehouses and 700 m^2 of offices on the unoccupied land alongside the existing warehouses. The work is currently in progress. At AMP's request, completion was postponed by several months (from the end of 2005 to the first quarter of 2006). The project is worth 1,75 million EUR.

Boortmeerbeek - Leuvensesteenweg 238
An existing 11.700 m^2 of premises alongside the road has been transformed into 1.800 m^2 of commercial premises with a car park and behind it, 2.500 m^2 of warehouses. The total investment is worth 600.000 EUR. As the permit procedure has been delayed, completion of the works has been postponed for practical reasons, from mid-2005 to the end of 2006.

Londerzeel - Nijverheidstraat 13-15

Following the departure of the current tenant, Scott International, on 1st September 2005, the warehouse has been subdivided into two areas of 12.500 m^2 and 6.000 m^2 respectively. This second area is to be leased by the sheltered workshop Bouchout, and the works will also include the conversion of 500 m^2 into offices and social areas. The facade of the building has also been renovated.
4.000 m^2 are currently let on a temporary basis to Toyota Belgium, whilst awaiting their move to Vilvoorde - Havendoklaan 13 (cf. also below).

Rumst (Terhagen) - Polder 3

WDP is building new, 2.800 multi-functional premises on the site of the former Landuyt brickworks, at a cost of 500.000 EUR. The soil remediation imposed by the OVAM was conducted at the end of 2002. This is a smaller project, which WDP will conduct using its own personnel. For reasons related to the organisation of work, it has been decided to postpone the completion of the building from mid-2005 until a later date.

Vilvoorde - Havendoklaan 13

A 3-6-9-year lease was signed with Toyota Belgium as soon as the 2 hectare plot of land was purchased (cf. point 3.1.). The project consists of a new 3.200 m^2 warehouse and a 1.500 m^2 building intended for bodywork activities. Completion of the work is scheduled for summer 2006. The total investment for the acquisition of the land and the new constructions is worth 4 million EUR.
Toyota Belgium will be concentrating several of its activities at the site, notably those which the company previously conducted in the WDP premises at Nivelles - Rue de l'Industrie, and which are currently housed on a temporary basis at the Londerzeel - Nijverheidstraat property, whilst awaiting the definitive move to Vilvoorde (cf. above).

2.2.2. Abroad

Lille (Templemars) - Route de l'Epinoy, parcelle 237 bis

The complex, in the Templemars industrial estate, was built in 1997-1998 and currently has 572 m^2 of offices and 2.935 m^2 of warehouses. It is fully let to Polystyl SA, a subsidiary of the Tarkett Group. The construction of a new 450 m^2 warehouse and the conversion of 760 m^2 of offices in the existing warehouse began at the end of 2005. The work should be completed by the end of the first quarter of 2006. Various internal developments and works around the complex bring the total investment to 600.000 EUR. Following this extension work, Polystyl's lease, which initially expired at the end of 2006, has been prolonged for 6 years until the end of 2012.

3. Acquisitions in 2005

3.1. Belgium

Aalst - Denderstraat-Tragel

At the end of August 2005, WDP acquired the Hudson-Sharp buildings, with a surface area of 7.500 m^2. The buildings are dilapidated, but adjoin two existing WDP properties. This new acquisition further increases the site's accessibility, thereby enabling its optimal development in the future.
Various conversions and modernisation work will be conducted in 2006 under a six-year fixed-term lease signed with The Post, which will take possession of the buildings in the autumn. The acquisition and renovation works jointly represent an investment of 2 million EUR.

Nivelles - Rue du Bosquet

A 2 hectare plot of land in the Nivelles-Sud industrial estate was acquired for a sum of over 1 million EUR. WDP already had interests in this location with some 25.000 m² of warehouses and offices. A 11.000 m² project will be developed on the new plot, on the company's own initiative. Completion of the work is scheduled for September 2006.

Vilvoorde - Havendoklaan 13

In the Cargovil business park, WDP acquired a 2 hectare plot of land alongside the "Vilvoorde - Havendoklaan 19" site, which is entirely leased to The Post (cf. point 2.2.1).

3.2. Abroad

Mlada Boleslav - Neprevazka (Czech Republic)

WDP acquired 3 additional hectares here in the spring. The site now has a total, uninterrupted surface area of 11 hectares (cf. point 2.1.2.).

N.B. In 2006, the projects mentioned in points 2 and 3 will require an additional investment of 10 million EUR.

4. Sales in 2005

4.1. Belgium

Buggenhout - Kalkestraat 19
A small, non-strategic building was sold to a final user at the price of 3 million EUR.

Leuven - Kolonel Begaultlaan
Several old buildings on the edge of the site have been sold to a final user for 89.000 EUR.

4.2. Abroad

An agreement in principle containing several suspensive conditions was signed in July for the sale of the Milan - San Giuliano Milanese site. The transaction was completed in November through the sale of WDP’s Italian subsidiary for the exchange value of the building, i.e. 20 million EUR, including transaction costs.
The Italian site now no longer fits in with WDP’s strategy, which is currently focusing on the one hand on the Breda-Antwerp-Brussels-Lille axis (the “Western European logistical heartland”), and the Czech Republic on the other (the future “Eastern European logistical heartland”). The savings that it has generated and its favourable effect in fiscal and financing terms also influenced the decision to sell the site.

5. New projects in 2006

As mentioned previously, the projects in progress and the projects envisaged on the land acquired in 2005 jointly represent an additional investment of 10 million EUR. A number of other investments are nevertheless also envisaged for 2006 under the multi-annual strategic plan (on this subject, see also “2006: a critical year in terms of strategy”, page 7).

6. Lettings in 2005

6.1. First half of the year

During the first quarter, WDP successfully found new short-term tenants for several properties and converted contracts into long-term leases. Part of the Bornem - Rijksweg 19 building (4.000 m^2) in particular was in this way leased to Lidl under a long-term lease. This is also the case for the Vilvoorde - Willem Elsschotstraat building, which was let as from the end of 2005 to Deny Cargo, when the contract with Essers expired.

In the second quarter, two new leases were signed for Zele - Lindestraat. Le site is currently entirely let. WDP has also signed several other short-term contracts, notably for the sites at Bornem - Rijksweg 19, Aalst - Wijngaardveld and Lille (Roncq) - Avenue de l’Europe. A second short-term tenant was found for 5.000 m^2 to occupy the Breda (Hazeldonk) - Industrieterrein site on a flexible basis. The search for a definitive tenant had not yet been successful.

6.2. Second half of the year

In the third quarter, the Toyota Belgium lease at Nivelles - Rue de l’Industrie 30 (6.000 m^2) expired at the end of September. Toyota then moved to Londerzeel - Nijverheidstraat, whilst awaiting its definitive move to the new premises at Vilvoorde - Havendoklaan 13. Hospithera, a division of Docpharma, has taken over the spaces vacated at Nivelles under a long-term lease.

The fourth quarter was very busy. A long-term lease was signed with The Post for the rental of the newly acquired premises at Aalst - Denderstraat-Tragel. In Antwerp - Lefebvredok, the lease for 18.000 m^2 of warehouses with Steinweg ended on 1st November. The vacated area was almost immediately taken over by Katoennatie under a short-term contract.

The main contract for the fourth quarter involved Breda (Hazeldonk) - Industrieterrein. Since the bankruptcy of Deventer Logistic Services in June 2004, it had only been possible to lease part of the building to a number of tenants on a flexible basis. Negotiations nevertheless began at the end of 2005 with Lidl with a view to letting the entire site. The contract was signed in early 2006. It has a fixed term of 10 years and will enter fully into effect on 1st April 2006.

The following leases have also been signed in the fourth quarter:

- in Aalst - Wijngaardveld and Lebbeke (Wieze) - Kapittelstraat, two tenants have exchanged properties. VPK Packaging now rents the Aalst site in a long-term lease, whilst Intergarden is renting the entire Lebbeke property under a flexible, short-term contract;
- in Lille (Roncq), Frans Maas, which vacated the second building in 2005, renewed its lease for the entire site under a new 3-6-9-year lease. In the interim, the vacated property was let under a series of temporary, flexible contracts;
- in Asse (Mollem) - Assesteenweg, 1.000 m^2 of warehouses have been let on a flexible basis;
- finally, at Beringen (Paal) - Industrieweg, a short-term contract for the rental of 1.800 m^2 was extended.

These new leases brought the portfolio occupancy rate up from 90 to 95% and reduced the percentage of short-term leases from 5 to 2,8%.

1. Basis of operating results in 2006

The operating results in 2006 will essentially be determined by current leases in the existing portfolio and by the projects completed in 2005 which have been subsequently leased.

2006 offers the additional advantage of only having a few leases which are due to expire: only a very limited surface area will become available for lease. These are almost exclusively current short-term contracts, accounting for 2,8% of the portfolio.

Furthermore, certain decisions taken in 2005 will become fully effective in 2006.

The first of these is the sale of the Milan - San Giuliano Milanese site. In the short term, the sale of the Italian assets had a negative impact on the operating results, by depriving WDP of 350.000 EUR of profits over the last four months of 2005. But it became positive as from 2006. This was in fact the result of a strategic decision motivated by the concentration of the cepic's efforts on the Breda-Anvtwerp-Brussels-Lille axis on the one hand, and the Czech Republic on the other. The transaction also led to a reduction in operating costs and was also accompanied by various tax benefits.

Secondly, the decision to set up a 150 million EUR treasury note programme made the cepic's financing less burdensome, making it possible to achieve an annual saving of over 400.000 EUR on banking costs.

2. Growth factors within the existing portfolio and for current projects (*)

2.1. New leases for buildings which are currently vacant

The principal site in this respect is unquestionably the Hazeldonk - Industrieterrein premises in Breda. Until the end of 2005, only a part of the 37.000 m^2 leased to Deventer Logistic Services (DLS) prior to its bankruptcy had been relet, on a flexible basis. In early 2006, a lease was nevertheless signed with Lidl for the entire site. It has a fixed duration of 10 years and enters fully into effect as from 1st April 2006.

Taking this lease into account – along with the various other leases signed at the end of 2005 –, the occupancy rate increases from 90 to 95% (**). WDP nevertheless remains cautious and is expecting to maintain the current occupancy rate of at least 90% in 2006.

(*) For further details on the various projects and premises, please see the "Report on Activities", on page 32.

(**) The occupancy rate is calculated on the basis of the ratio between the rental value of m^2 rented out and the rental value of rentable m^2. Projects currently under construction and/or renovation are not included in this calculation. For the list of these projects, see page 34.

2.2. Leases in buildings completed in 2006

Investments of 6 million EUR of the total investment programme worth 17 million EUR and presented in September 2005 were already completed by the end of the year. Two projects completed in early 2006 have already been let: Asse (Mollem) - Assesteenweg 25 and Mlada Boleslav - Neprevazka in the Czech Republic. The programme will continue in 2006 with the completion of the work in Aalst - Denderstraat-Tragel, Nivelles - Rue du Bosquet and Vilvoorde Havendoklaan 13. Tenants have already been found for the entirety of the Aalst and Vilvoorde sites.

In total, 55% of all the projects for 2006 have already found tenants.

2.3. Future investments

As part of the multi-annual strategic plan 2006-2010, WDP has set itself the objective of doubling its current property portfolio to reach the 700 million EUR milestone. The first stage aims to invest the available 100 million EUR in WDP’s existing markets. Depending on the opportunities which arise, several projects will be launched in 2006 and could still generate income this year. On this subject, see also “2006: a critical year in terms of strategy”, on page 7.

3. Operating results and dividend

As mentioned previously, WDP is planning to maintain occupancy rates in 2006 at least at their 2005 level. The loss of profits resulting from the disposal of WDP Italia – approximately 1 million EUR per year – is offset by a more effective cost structure, the adaptation of the international financing structure and the launch of a treasury note programme.

In practical terms, this means that the operating results in 2006 will be at least as high as in 2005, i.e. profits of 20,5 to 21 million EUR. It should be possible to increase this to 25 million EUR following the investment of 100 million EUR as mentioned above. The calculation is based on an interest rate of 4%.

These forecasts are of course based on projects of which we are currently aware. New projects undertaken in accordance with the multi-annual strategic plan could further increase the operating results for 2006.

Taking the same cautious line, the Board of Directors is aiming primarily to maintain the dividend at its current net level of 2,10 EUR per share.

1. Trends in the European semi-industrial market

The European distribution sector has become increasingly complex over recent years. Economic globalisation combined with the still relatively weak world economic climate is making competitiveness even more crucial than ever. Each link in the supply chain is consequently analysed in depth, revealing various new trends.

- If the choice of geographic location of semi-industrial property has until now almost exclusively been based on the proximity of ports, airports and motorways, the availability of skilled labour is now beginning to be included in the decision-making process, which is leaning in favour of Central Europe. In Western Europe, this trend is further reinforced by the fact that the authorities in certain countries do not look favourably on the establishment of major new distribution complexes at traffic intersections, as these complexes generate even more traffic. However these two developments in no way change the "European banana" phenomenon – a name given to the best European semi-industrial property locations owing to their geographic distribution. The illustration below also indicates the emergence of logistics routes in Central Europe.
- The size of distribution centres is also changing. If national distribution centres are currently still the norm in Europe, "multinational" European or regional distribution centres are beginning to appear, especially for the Central European market. At the same time, we are nevertheless seeing a trend towards decentralisation which is explained by the increase in fuel prices, the problem of queues and European directives in relation to

European semi-industrial prime locations

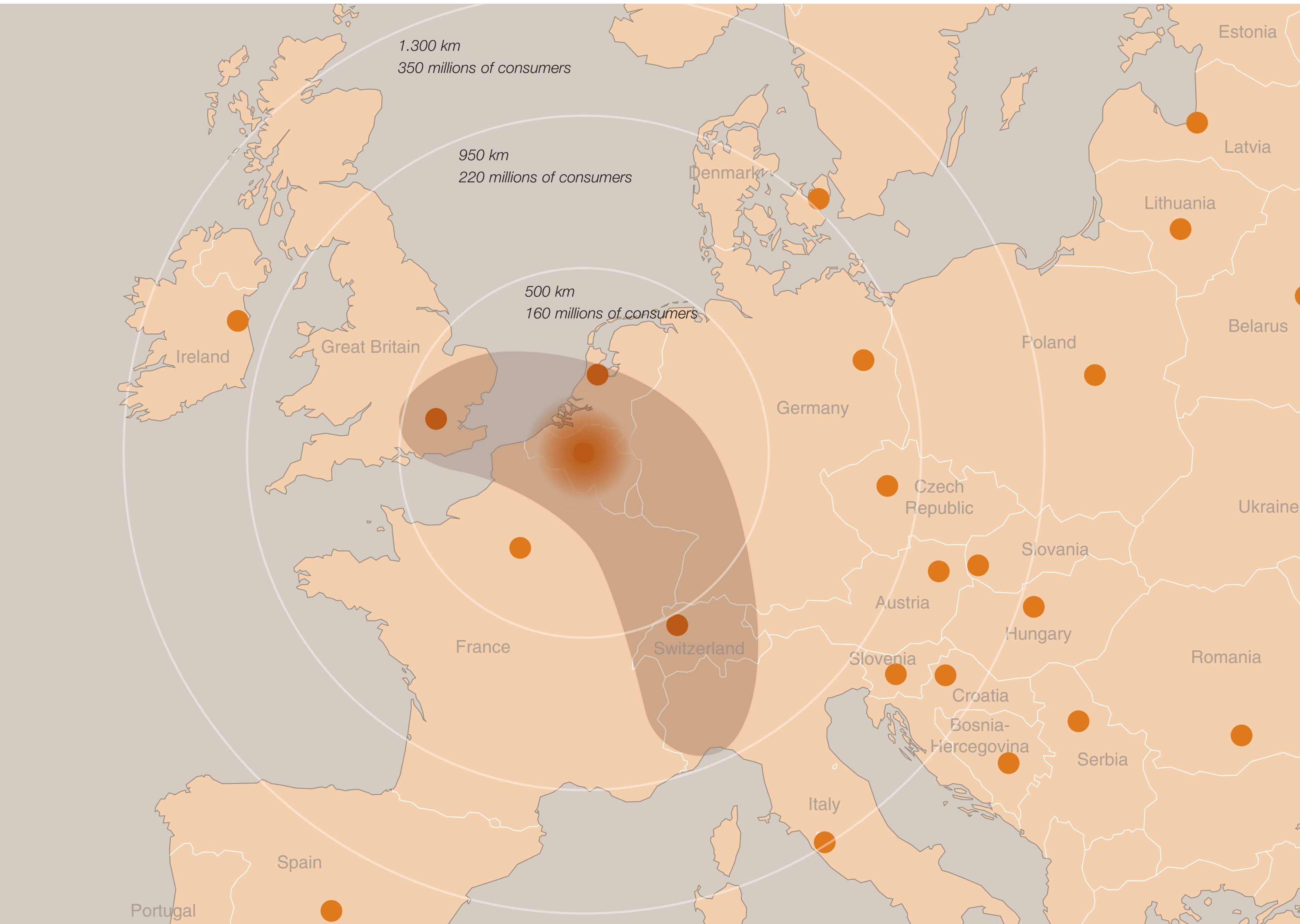
Because of their location on the map, the top European sites for semi-industrial premises are sometimes referred to as the "European banana".

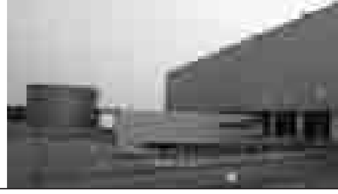
(Source: Cushman & Wakefield Healey & Baker™)

the return of electrical and electronic goods. Smaller and more flexible distribution centres also make it possible to adapt the supply chain faster, when imports from certain regions are threatened.

The semi-industrial market has stood up well over recent years. Even if it is true that there has been a slow-down since 2003 and that demand fell – as forecast – owing to the effect of consolidation and rationalisation drives in the distribution sector, semi-industrial property has continued to perform honourably compared with other property sectors. Demand is also increasing in line with European economic performance. Forecasts for the coming years therefore point to continuing growth. The accessibility of sites, along with cost reductions, will be crucial. Tenants and buyers are increasingly seeking less well-known and consequently cheaper locations to establish their activities, which has brought about a relative stabilisation of rents in prime locations.

Investors are still provisionally the driving force behind growth in the sector. The number of investments has grown steadily since 2003, in spite of falling demand and occupancy rates. Almost all the markets and locations are considered to be worthwhile, as long as the lease is suitably long, the tenants are reliable and demand continues to rise. In practice, prime locations always offer the best support for growth in the semi-industrial property market, but as mentioned above, less ideal locations are gaining in importance.





Returns will fall still further in the future. Over recent years, returns in Central Europe have fallen most, even if they have also been far lower in Western Europe. France, Poland and Denmark were placed under the most pressure. In Germany on the other hand, returns increased, as this market has generated less interest over recent years.

The European market is increasingly operating at two-speeds, with unequal development in Central and Western Europe. These two regions are therefore dealt with separately in the following paragraphs.

2. Western European trends

2.1. Demand

After several difficult years, demand seems to be following the upturn in the economic climate. Until recently, activity was essentially determined by moves to more modern premises, sometimes associated with a reduction in costs. It now seems that extension projects which had long been shelved are gradually returning to the forefront of priorities. In this context, companies are mainly seeking large surface areas. At the same time, leases are becoming shorter or preference is being given to traditional 3-6-9-year contracts, as tenants are seeking greater flexibility.

2.2. Supply

In recent years, the gap between “available space” and “first-class available space” has widened in Western Europe. As has already been emphasised, numerous tenants are seeking more modern, less burdensome premises, encouraged by stability, relatively low rents and incentives offered by lessors. Overall vacancies have consequently increased – up to 20% in the Netherlands for example – but at the same time, high quality spaces have become rare.

At the present time, vacancies have nevertheless fallen across Western Europe. New projects in progress have almost all been pre-let. At the same time, the economic climate has improved to such an extent that initial risky projects are beginning to appear.

2.3. Rents

Generally speaking, rents have only increased very slightly over recent years. There are exceptions of course. In Amsterdam for example, rents for prime locations increased by 7% in 2005, owing to the aforementioned shortage in this segment of the Dutch market. In Central Europe, results in Moscow were excellent.

The general trend remains the association of various incentives to the rents charged.

3. Trends in Central Europe

3.1. Demand

In contrast to developments in Western Europe, demand has risen increasingly rapidly in Central Europe over the past two years, and has remained very high since the accession of the new European Union member States in May 2004. It has been supported by the presence of a relatively inexpensive workforce and a high number of consumers. If salaries are higher than those in Eastern Europe, Central European countries have the geographic and cultural advantage of being closer to Western European businesses and benefit from greater political stability. Demand is nevertheless moderated by certain factors, such as inadequate infrastructure and the relative immaturity of the industrial property market.

Owing to insufficient supply in capital cities, demand is quickly moving to secondary towns and traffic intersections.

The Czech Republic is further reinforcing its position as the logistical heartland of Central Europe. The semi-industrial property market is continuing to expand rapidly there. Occupancy in the second quarter of 2005 reached a record level of 110.000 m^2, and this performance was repeated in the third quarter, with 109.000 m^2. The increase in occupancy was particularly spectacular in the Prague region, where it rose from 27.200 to 77.500 m^2 between the first and third quarters of 2005. In terms of the surface areas of rented properties, a net difference could be seen between the Prague region (2.500 m^2 on average) and the entire country (8.000 m^2 on average).

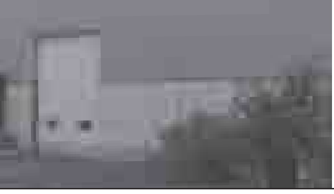
3.2. Supply

Supply remains quite limited at present in Central Europe. In certain places, vacancies are scarcely 1%. The situation has improved however, for various reasons. The first is the gradual shift mentioned previously to less important cities and traffic intersections, where space is still available. Furthermore, a number of high-risk projects are in progress for the next two to three years, which will also increase supply.

In the Czech Republic, supply is continuing to follow demand. The record occupancy rates also led to in an increase in projects in progress: 120.000 m^2 in the second quarter and 166.000 m^2 in the third quarter of 2005. An ever larger proportion of them are high-risk constructions, not only in the Prague region, but also increasingly in other regions. This increase in supply at the end of the third quarter resulted in a slight increase in vacancies compared with the same period in the previous year: from 5,3 to 5,9% in Prague and its outskirts, and from 0,5 to 2,3% for the entire Czech Republic.

3.3. Rents

Compared with rents in Western Europe, which have remained stable, Central European rents have generally fallen over recent years. This fall is notably explained by the increasing competition between the various Central European markets and between Central and Western European locations. Rents have only remained stable or increased slightly in a few smaller towns where supply is limited. Analysts agree that rents have reached their lowest level in many markets.



In the Czech Republic, rents remained stable in 2005. "Headline rents" – excluding incentives such as rent-free periods – varied between 4 and 5,25 EUR/m² per month in the Prague region, and between 4 and 4,50 EUR for the country as a whole.

4. The main European centres

The Cushman & Wakefield Healey & Baker™ table published in February 2006 illustrates the continued good performance of traditional European centres, with Central Europe becoming increasingly important. It shows the strengths and weaknesses of the fifteen main European countries.

As in previous years, Belgium remains in the lead. Its advantages are the relatively low level of rents, its favourable geographic position in the heart of the European purchasing power and the openness offered by its road, rail and waterways networks. The remaining positions at the top of the table have changed a little. France has moved up from third to second place. Land prices and construction costs are significantly lower than in Belgium. In third position is the Netherlands, which has become more competitive in cost terms.

Strengths and weaknesses of various European countries as locations for establishing distribution centres

	Rents	Labour costs	Acces-sibility	Road traffic congestion	Freight	Supply of buildings and land	2005 Ranking	2004 Ranking
Belgium	3	9	1	11	7	11	1	1
France	5	10	6	10	3	2	2	3
The Neth.	11	11	3	13	4	11	3	4
Czech Rep.	2	4	2	9	14	11	4	6
Poland	1	2	7	6	9	6	5	9
Germany	12	12	4	15	2	14	6	2
Hungary	4	3	8	2	15	6	7	8
Italy	8	7	10	8	6	9	8	10
Austria	7	15	5	4	13	1	9	5
UK	15	13	9	14	1	9	10	7
Ireland	13	8	11	3	9	2	11	13
Portugal	6	5	13	12	12	2	12	11
Russia	8	1	14	1	8	6	13	15
Sweden	10	14	15	5	9	5	14	14
Spain	13	6	12	7	4	15	15	12

(Source: Cushman & Wakefield Healey & Baker™)
**The number 1 signifies the best result, 15 is the worst*

Central and Eastern European countries are gaining in importance. The Czech Republic moved up from sixth to fourth place. Poland is in fifth place and Hungary seventh, both continuing their development. The Czech Republic is particularly popular owing to its accessibility, the attractive prices of building land and its relatively inexpensive workforce. Furthermore, Prague lies just on the North-South axis connecting Berlin with Zagreb.

The attraction of the entire central European region notably lies in the savings which can be made in terms of property and salaries. We are also seeing an increasing flow of Western European products to these new markets where the distribution sector is rapidly developing. If rail and road infrastructures still leave room for improvement compared with the rest of Europe, they will soon catch up now that many of the countries in the region have joined the European Union.

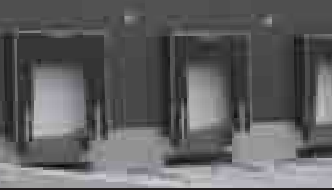
5. The Belgian market

5.1. Demand

The Belgian semi-industrial property market was characterised by its stability in 2005. Demand remained satisfactory, even though overall it fell slightly during the last quarter of the year. Short-term contracts remain predominant, with 3-6-9-year rents tending to become the exception rather than the rule. Positive short-term forecasts have already proved correct in the first quarter of 2006. Total occupancy increased by 50.000 m^2, which could be a sign of a recovery in the market.

The South and West of Antwerp improved significantly in 2005. In South Antwerp, occupancy even increased by 24% to total 82.538 m^2. This would indicate that the Antwerp-Brussels axis remains attractive, in spite of certain logistics firms moving to less expensive locations. Analysts agree that this route will initiate a recovery in the market.

The fall in occupancy does not however exclude an increase in the number of transactions. This was notably the case in East Antwerp, Campine and Flemish Brabant. Demand there has mainly come from small and medium-sized businesses which are seeking areas of up to 2.000 m^2.



5.2. Supply

In spite of falling occupancy, overall supply has continued to fall in the fourth quarter of 2005, notably owing to the absence of new speculative projects. The average vacancy rate has thus continued to fall to 7%.

In South Antwerp, East Antwerp and Western and Northern Limbourg, the fall in supply has been more marked: 30%, 11%, 52% and 33% respectively. In West Antwerp, Campine and Central and Southern Limbourg, supply has increased slightly.

This however does not alter the forecast that the Antwerp-Limbourg-Liège axis will develop in the long term as a second centre for logistics and distribution companies in Belgium, owing notably to its location alongside the E313 and its proximity to Bierset airport. If we are still seeing an excessive short-term supply of semi-industrial premises, an increase in the supply will be required in the longer term, especially when the industrial estates in the Liège region reach saturation point.

5.3. Rents

Rents remained stable for most of 2005 at 47 EUR/m² per year in Brussels, 43 EUR in Antwerp and 35 EUR in Ghent and Liège. Although it was considered that they had reached their lowest level, a further fall was recorded in the final quarter in Antwerp (by 2,3%, falling to 42 EUR), Liège (by 2,9% to 34 EUR) and Ghent (by 2,9% to 34 EUR). The fact that rents in Ghent and Liège are following the developments in Brussels and Antwerp illustrates the phenomenon that investors are also becoming increasingly active outside traditional prime locations.

In West Brussels, in the region between the Scheldt and Mechelen, prices increased slightly in 2005, in spite of low occupancy rates.

A surprising fall was recorded in North-East Brussels, near to Brussels airport. Rents fell to an average price of 43 EUR/m² per year, compared with 50 EUR in 2004. It nevertheless appears that vacancies are going to fall, which should push up prices.

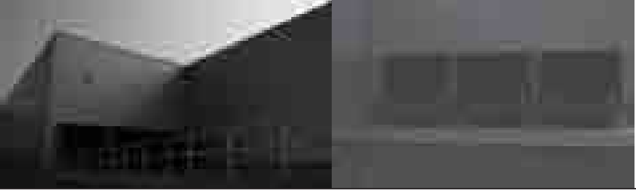
5.4. New investments

Investors remain active in spite of the slight fall in demand and the inertia of rents. Returns are still limited. At the end of 2005, they stood at around 7,25% for Brussels (compared with 8,30% for the previous year), 7,75% for Antwerp (8,50%), 8,50% for Liège (9%) and 9% for Ghent (9,50%).

6. Semi-industrial property as an investment

Property in general and semi-industrial property in particular has retained its popularity among investors. Even at a time when the economic climate is improving and prices are starting to increase, investors are continuing to consider property as a safe investment. Forecasts that long-term interest rates will remain low for some time to come are boosting institutional investors' interest in semi-industrial properties.

(Sources: CB Richard Ellis, Cushman&Wakefield Healey&Baker™, King Sturge, Jones Lang Lasalle and the Flanders Institute of Logistics.)



1. Portfolio Statement as at 31st December 2005

The ex-post annual evaluation undertaken by the independent surveyors Stadim CVBA gave a market value for WDP's property portfolio of EUR 343 million at 31st December 2005, based on fair value in accordance with the new IAS 40 valuation rules. This compares with EUR 340 million at the end of 2004.

Based on the calculation method to be applied until the beginning of 2006, the portfolio value of WDP (including transaction costs) should have amounted to EUR 354 million at 31st December 2005. However, this figure was revised upwards to EUR 344.3 million with the introduction of IAS 40, with portfolios now being calculated at fair value (*). In addition, under IFRS rules, gains on investments in progress and assets under construction are no longer included in the portfolio value. This means a temporary reduction in the value of the WDP portfolio of EUR 1.4 million pending completion of these investments. Together these changes result in a total portfolio value of EUR 342.9 million at 31st December 2005.

Taking into account development potential valued as an investment at EUR 15.94 million (including VAT, margins and fees), the current portfolio has an estimated gross rental value of EUR 31.10 million, after deduction of charges payable for concessions, equating to a gross return on rents at market prices of 8.41%.

2. Main properties in the portfolio

The portfolio contains 58 properties. Of these, 48 are in Belgium and have a combined value of EUR 286.52 million. The Belgian properties thus represent 83% of the portfolio. The ten remaining foreign properties represent EUR 58.51 million, or 17% of the portfolio.

The key property is Boom - Langelei, which accounts for EUR 20.77 million, or 6% of the total portfolio.

Fifteen properties have a value of between EUR 10 to 15 million. In order of importance these are: Nivelles - Rue de l'Industrie 30, Hazeldonk in the Netherlands, Louvain - Vaart 25-35, Aalst - Tragel 11, Machelen - Rittwegerlaan 91-93, Bornem - Rijksweg 19, Zele - Lindestraat 7, Asse (Mollem) - Assesteenweg 25, Londerzeel - Nijverheidstraat 13, Grimbergen - Eppegemstraat 31, Vilvoorde - Willem Elsschotstraat 5, Ternat - Industrielaan 24, Vilvoorde - Havendoklaan 12, Anderlecht - Frans Van Kalkenlaan 9 and Mlada Boleslav in the Czech Republic. Taken as a whole, these properties account for EUR 177.73 million, or 51.5% of the total portfolio.

Five other sites are each valued individually at EUR 7.5 to 10 million: Aalst - Wijngaardveld 3, Sint-Jans-Molenbeek - Delaunoystraat, Lille - Fretin-Sainghin and Vilvoorde - Havendoklaan 19. Their total value amounts to EUR 42.11 million, i.e., a 12.2% share of the portfolio.

The 21 main sites thus account for 69.7% of the portfolio.

The 37 remaining properties therefore have a total value of EUR 104.42 million, and account for 30.3% of the portfolio.

(*) For precise details of the valuation methods we refer you to the press release of the Belgian Association of Asset Managers (Belgische Vereniging van Asset Managers) of 6 February 2006 at www.beama.be/content/index.php.

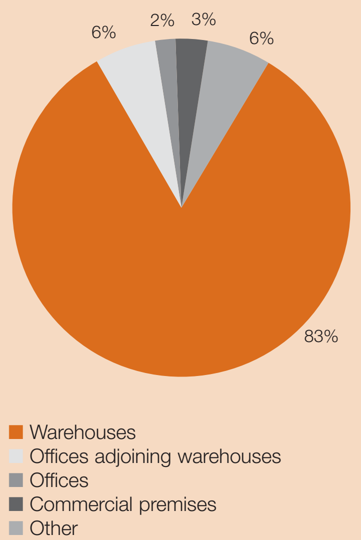
3. Value and composition of the rental portfolio

The total surface area in the portfolio is 144 hectares, including 8.30 hectares granted in concession. The remaining 135.7 hectares have an estimated resale value of EUR 114.8 million, i.e., 33.3% of the total fair value. The average value of the land amounts to EUR 84.6/m^2, excluding transaction costs.

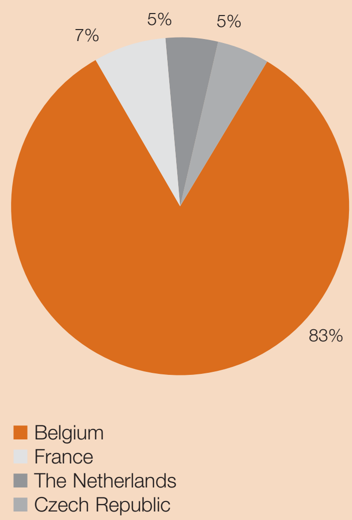
The total rentable surface area of the buildings is 701,484 m^2, with a total estimated rental value of EUR 28.73 million. Warehouses form the lion's share (72.4%), with a surface area of 571,751 m^2 and a total rental value of EUR 20.81 million. Their average rental per m^2 is thus EUR 36.39.

Office areas, either separate or adjoining the warehouses, represent 60,360 m^2, or a rental value of EUR 4.73 million, i.e., an average of EUR 78.44 per m^2. Commercial premises cover 24,406 m^2 and represent a rental value of EUR 1.5 million, i.e. an average of EUR 61.48 per m^2. Finally, various other uses represent a further 44,966 m^2 or EUR 1,69 million, i.e. an average rental value of EUR 37.64/m^2. Charges payable for concessions amount to a total of EUR 0.14 million.

Breakdown of rentable surface area by category



Breakdown of rental value in 2005 per country



Use at 31/12/2005	Constructed surface area (m^2)	Estimated rental value (EUR million)	Estimated average rental value per m^2 (EUR)	% of total rental value
Warehouses	571.751	20,81	36,39	72,4
Offices adjoining warehouses	42.860	3,14	73,35	10,9
Offices	17.500	1,59	90,91	5,5
Commercial premises	24.406	1,50	61,48	5,2
Other (multi-use premises, car parks and archives)	44.966	1,69	37,64	5,9
Total	**701.483**	**28,73**	**40,96**	**100,0%**
Charges payable for concessions		-0,14		
Total		**28,59**		

4. Rental situation of vacant buildings

Based on the leases running at 31st December 2005, the leased buildings generated income of EUR 27.22 million, i.e. an increase of 3.0% compared with the previous financial year. The rental income is the sum generated by all the leases plus the charges paid for the management of the buildings or specific work, less the advance property levy and/or charges payable by the owner for concessions. In total, it is therefore equivalent to 87.5% of the rental value of EUR 31.10 million, based on market prices, indicated in point 1.

The main tenants are: Belgacom at 4.8% of the rental income, Renault (4.0%), The Post (3.9%), Lidl (3.9%), Tech Data (3.8%) and DHL Solutions (3.7%). The ten principal clients jointly represent 35.1% of total rental income. The “top 20” account for 54.8% and the “top 50” for 81.2%.

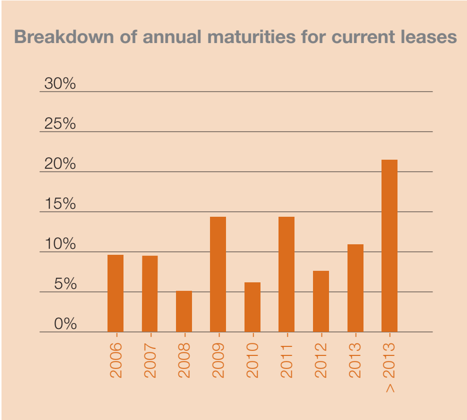
Principal tenants (% of rental income)

1 Belgacom	4,8%		
2 Renault	4,0%		
3 The Post	3,9%		
4 Lidl	3,9%		
5 Tech Data	3,8%		
6 DHL Solutions	3,7%		
7 Inbev-Interbrew	3,2%		
8 Disor	2,7%		
9 Distri-Log	2,6%		
10 MGF Evolutions	2,5%		
Top 10 =	**35,1%**	**Top 20 = 54,8%**	**Top 50 = 81,2%**

Leases maturing in 2006 and 2007 represent 9.6 and 9.7% respectively of the total rental value. By contrast, leases expiring in 2010 at the earliest account for 54.7%.

The vacant areas available for immediate letting represent an additional rental value of EUR 1.59 million, i.e. a vacancy rate of 5.6% for the entire portfolio:

- vacant warehouses represent 27,750 m² or EUR 0.88 million;
- at the end of December 2005, 6,207 m² of offices were available for let, i.e. EUR 0,38 million;
- a commercial area of 1,567 m² is available for let, i.e., EUR 0,06 million;
- the 6,211 m² of 'other' spaces that remain to be let represent EUR 0.27 million.



Overview of vacancy of available buildings

Use	Vacant area (m²)	Estimated rental value (EUR million)
Warehouses	27.750	0,88
Offices	6.207	0,38
Commercial premises	1.567	0,06
Other	6.211	0,27
Total	**41.735**	**1,59**

Vacancy of premises mainly involved the following sites:
- Bornem - Rijksweg 19, with 9,105 m² of buildings;
- Sint-Jans-Molenbeek - Delaunoystraat, with 5,825 m² of available surface area.

These two properties together account for 43.2% of portfolio vacancies in terms of rental value.
The rental value of new-construction or renovation investments amounts to EUR 2.51 million. Leases worth EUR 0.66 million have already been signed. Part of the investment is only undertaken once a lease has been signed.

The total rental income, vacant and rental value of the investments therefore amounts to EUR 31.33 million, or EUR 0.22 million more than the rental value calculated on the basis of market prices.

5. Sites undergoing investment

The estimates cover nine complexes for which there are potential new-construction or renovation programmes. All of these programmes together represent an additional investment of some EUR 14.78 million, including fees, taxes, margins and interim interest. This represents an additional rental potential of EUR 2.05 million, i.e., a return of 13.9% with regard to the outstanding works. Leases have already been signed for EUR 0.66 million, i.e. one third of the lettings.

The principal potential investments concern:
- a new-construction project in Nivelles - Rue du Bosquet;
- a new-construction project in Vilvoorde - Havendoklaan 13;
- a further extension in Asse (Mollem) - Assesteenweg;
- a major transformation of a building in Aalst - Denderstraat;
- works to set up offices in the Asar Towers in Anderlecht, as and when the areas are let;
- a major transformation of a building in Boortmeerbeek - Leuvensesteenweg;
- extensions at Rumst (Terhagen) and Templemars - Lille.

This investment potential relates to a major extent to investments already planned by WDP. More limited programmes bring the total development potential to EUR 15.94 million, with a rental value of EUR 2.51 million (see also the “Report on activities” chapter on page 32).

6. Evolution of the WDP portfolio at 31st December 2004

Since 31st December 2003, the fair value of the total portfolio has increased by EUR 3.77 million, which amounts to growth of 1.1%. The value of the Belgian portfolio has risen by EUR 16.34 million (+6.1%), while the value of the foreign portfolio has fallen by EUR 12.57 million (-17.7%).

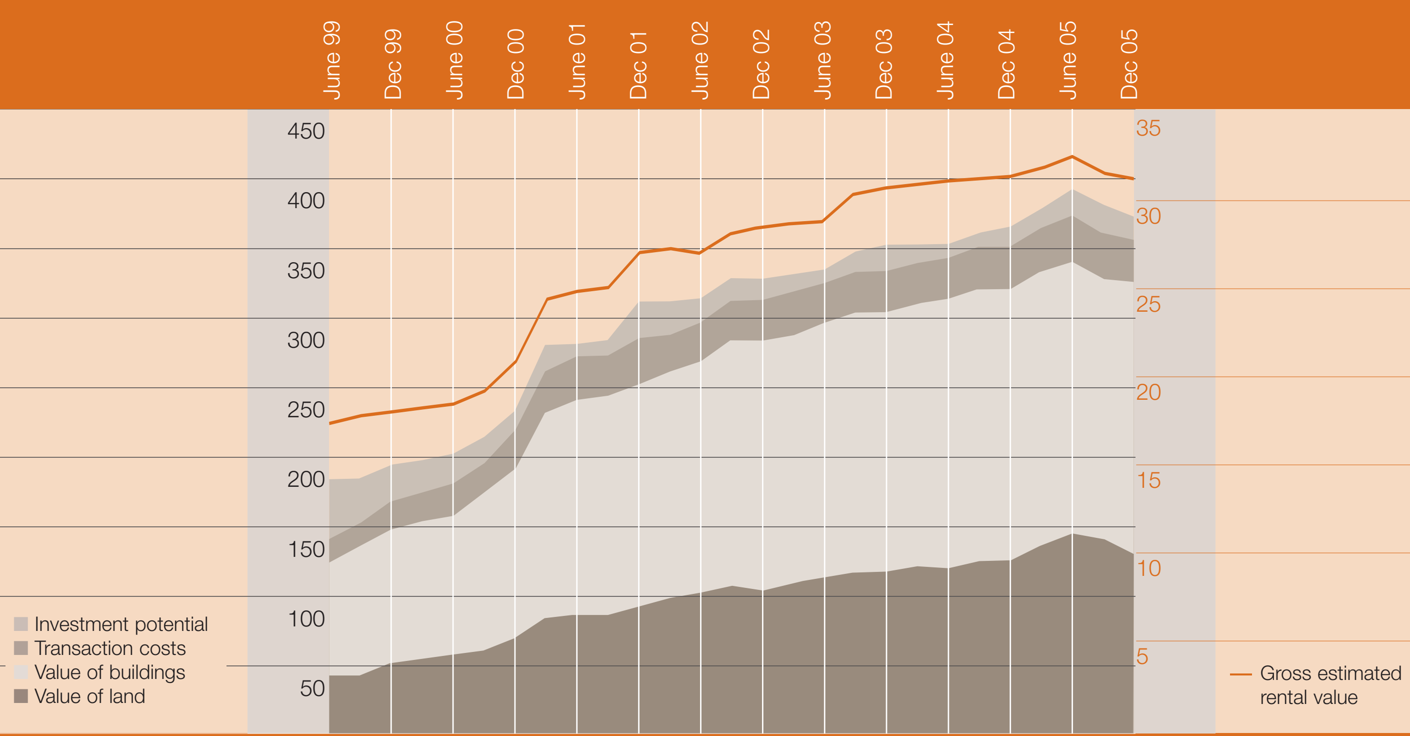
Growth is accounted for by the acquisition of the Vilvoorde - Havendoklaan 13, Nivelles - Rue du Bosquet and Aalst - Denderstraat sites and of an additional 3 ha, as well as further development of the Mlada Boleslav site in the Czech Republic. Together they amount to EUR 10.5 million.

Growth is further accounted for – and valued at a total of EUR 5.2 million – by new construction and building work on sites already in the portfolio:
- Asse (Mollem) - Assesteenweg;
- Jumet - Zoning Industriel;
- Zele - Lindestraat.

There has also been the sale of a property in Italy - San Giuliano Milanese, in Buggenhout - Kalkestraat and in Leuven - Kolonel Begaultlaan amounting to EUR 21.78 million.

These purchases, investments and sales resulted in a total fall of EUR 6.08 million.

Evolution of the WDP portfolio (EUR million)



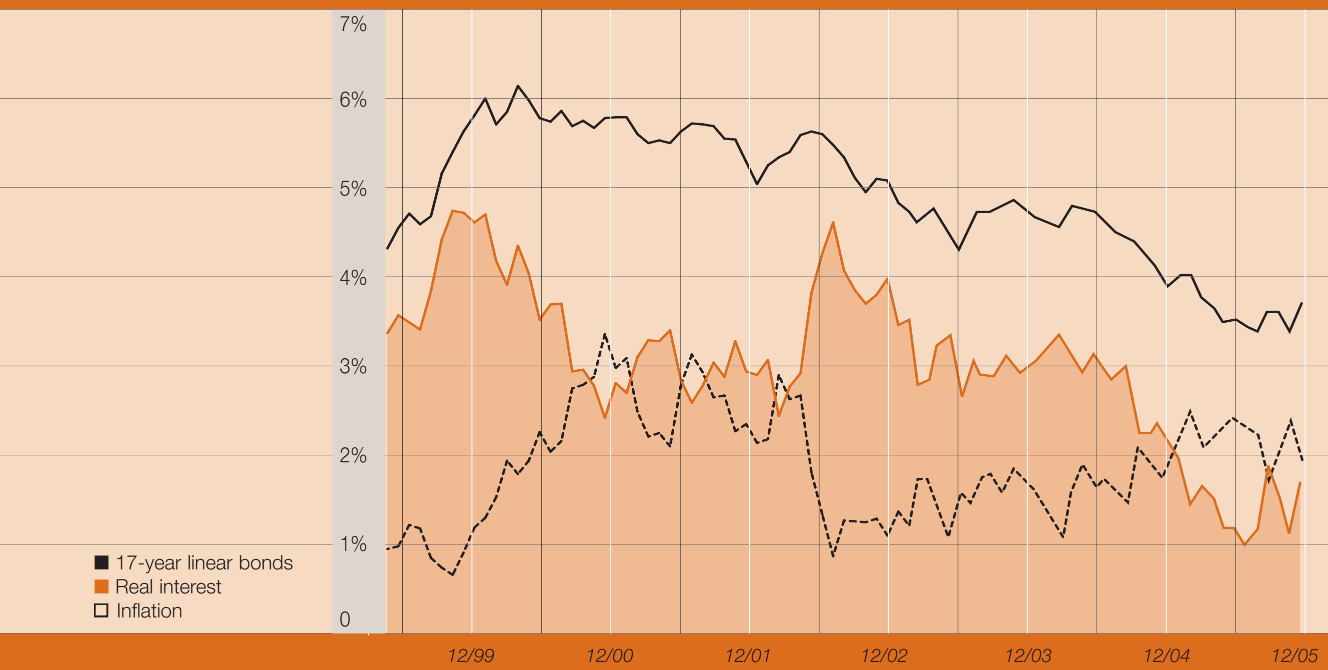
This means that the share of the portfolio in which there has been no investment or dis-investment – i.e., taking into account capital appreciation and loss – rose in net value by EUR 9.85 million.

7. General economic factors

The long term interest rate – for which linear bonds over 15 to 20 years are used as a reference to calculate property investments – fell back once again in 2005. At the end of December 2005, it stood 3.45%, compared with 3.39% at the end of September and 4.00% at December 2004.

At the same time, the inflation rate increased slightly, from 1.72% in 2004 to 2.32% in 2005. The real interest rate, i.e. the difference between the long-term rate and inflation, thus fell again: from 2.28 to 1.13%. This is an all-time low. This portfolio estimate is based on a future inflation rate of just 0.50% (in line with current interest rates), giving a real interest rate of 1.95%. We also include an additional financial risk margin of + 1.50%. This reflects the uncertainty felt by long-term investors about whether the current financial parameters will continue. A second specific margin for each property is defined according to the illiquidity risk. These two margins combined amount to 3.86% of the portfolio.

Change in the real interest rate



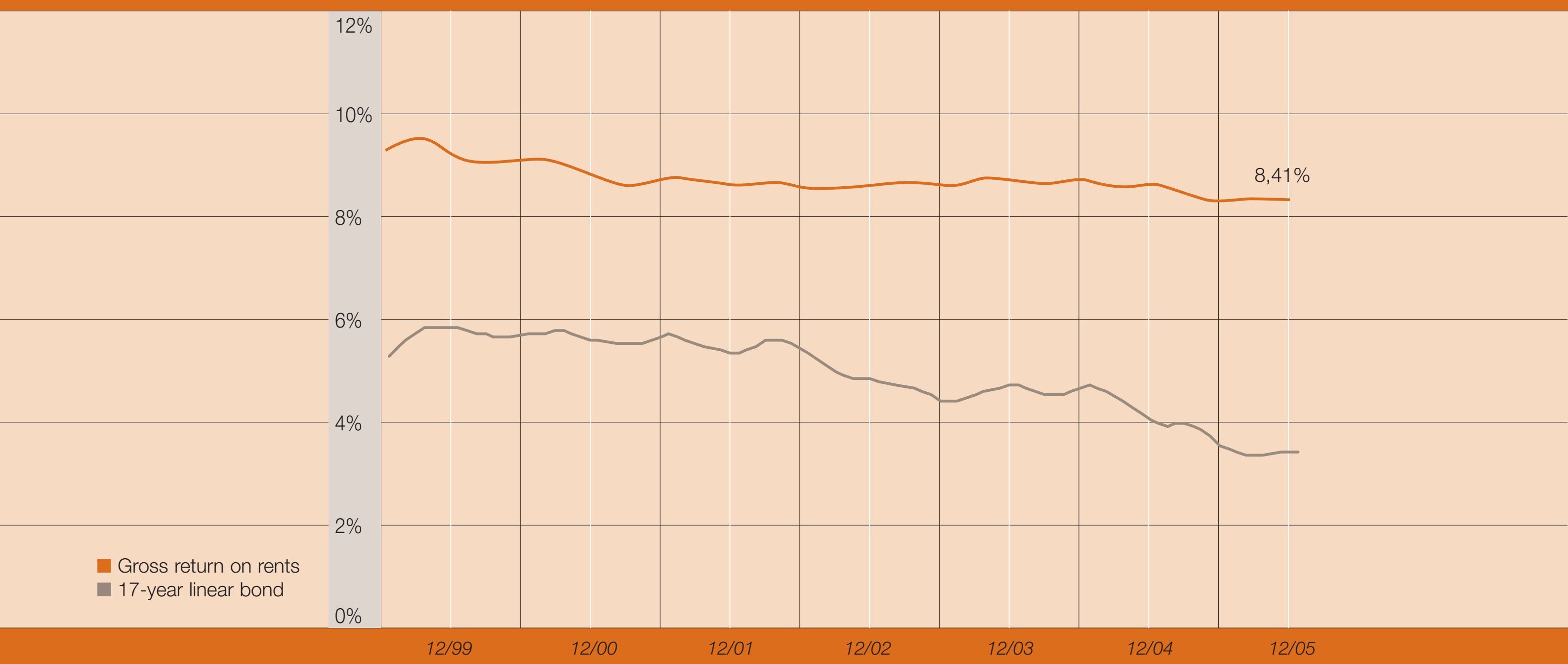
The real interest rate, which plays a preponderant role in financial analysis, therefore dipped from 6.05% at the end of 2004 to 5.81% at the end of 2005.

8. Valuation methods

The chartered surveyors Stadim CVBA has visited the various properties, taken the necessary measurements, drawn up a description of the properties and the plant and has examined the existing documents and plans sent to them.

The methods used by Stadim CVBA incorporate several, traditional approaches. The gross rental value (31,10 million EUR) is compared with the project value (370,49 million EUR), producing an average return on capital of 8,40% for the entire portfolio. This capitalisation varies from one property to another, in a range of between 7,4 and 11,75%. The project value is calculated including transaction costs, construction or renovation expenses, fees and VAT.

Evolution of gross rental income compared with 17-year linear bonds



The valuation also takes into account, for each property, any foreseeable annual expenses and provisions, current lettings and the lead time for the completion of construction and renovation work and their impact on the effective collection of rents. The net present values of these income flows and resale values ("discounted cash flow"), excluding transaction costs, are calculated on the basis of the interest rates in the capital markets (linear bonds over 17 years = 3,45%), plus a specific margin for the individual property investment (financial margin and illiquidity margin of 3,86% on average). This method also makes it possible to include the impact of expected interest rate fluctuations in the valuation (assumption: 1,50%), on a conservative basis.

Finally, the value of each property, each plot of land and the capitalisation rate are also checked by means of comparisons of various points.

With regard to properties abroad, market valuations have been made for the Czech Republic by the Chartered Surveyors, Cushman & Wakefield Healey & Baker™.

Definitions used in the property overview

Capitalisation or return on rents:
the ratio between potential gross rent and the project's value.
Potential gross rent is calculated as follows:
the rent stipulated in the contract for the year 2005 plus the estimated value of the unlet parts, less the advance property tax payable by the owner and less any fees payable, e.g. when the land has been granted in concession.
The project's value is calculated as follows:
the value of the property in its present state plus transaction costs (registration and legal fees), plus anticipated investments, including VAT and legal fees.
▲ Value:
the increase or fall in the fair value, expressed as a percentage, as at 31st December 2005, compared with the fair value at 31st December 2004.

1. Properties with a value of over 7,5 million EUR

Aalst, Tragel 11-12 - Garenstraat

Location
A plot of 44.163 m^2 in the industrial zone, near the centre and the main traffic arteries.

Buildings
A new construction built in 1998-1999, with 3.630 m^2 of offices and workshops and 20.905 m^2 of warehouses with headroom of 8 to 12 metres. The warehouses are equipped with air heating and sprinklers.

Lettings
The entire site is let until 2007 to Tech Data, which is paying an additional charge for the investment in a cooling system.

Changes in 2005
None.

Prospects for 2006
None.

Capitalisation
8,10%
Occupancy on 31/12/2005
100%
▲ Value compared with 31/12/2004
+ 4,49%

Aalst, Wijngaardveld 3 - Dijkstraat 7

Location
A plot of 39.822 m^2 in the industrial estate of Wijngaardveld, between the Aalst-Dendermonde road and the Dender.

Buildings
Two warehouses with a total surface area of 17.319 m^2, built in 1992, with headroom of 8 metres, also containing offices and social facilities. A project with 4.750 m^2 of warehouses and offices was completed on a plot which remained vacant.

Lettings
Fully let to Alldeco, Intergarden, VPK and Spanolux.

Changes in 2005
Intergarden moved into the warehouses which had become vacant.

Prospects for 2006
None.

Capitalisation
8,27%
Occupancy on 31/12/2005
100%
▲ Value compared with 31/12/2004
+ 1,11%

Anderlecht, Boulevard Frans Van Kalken 9

Location
One fully-owned 15.152 m^2 plot of land, a jointly-owned 2.240 m^2 plot and a third 5.486 m^2 plot which has not yet been purchased in the municipality of Anderlecht. The three plots are in the Anderlecht-Forest industrial estate, alongside the Brussels-Charleroi canal, between the Boulevard de l'Industrie and the Chaussée de Mons. This site is close to the goods station, the Brussels Zuid station and the Brussels motorway ring.

Buildings
A 1969 construction which is undergoing a general renovation programme. The first plot comprises 19.638 m^2 of warehouses, partly equipped with a heating installation and sprinklers, divided into 8 units. The two main units (7.172 m^2) have headroom of 7 to 8 metres. The height of the other units varies between 3,5 and 5 metres. The 8-storey "Asar Tower" is on the second plot. WDP owns floors 3 to 8 (a total of 2,016 m^2 of offices), along with 40 parking spaces and 359 m^2 of archive space.

Lettings
The Post is the main tenant (57%), with a lease until 2012. The renovated seventh and eighth floors are let at market rates until June 2011.

Changes in 2005
None.

Prospects for 2006
The finalisation of the offices will be carried out subject to lettings, at an estimated budget of approximately 875.000 EUR.

Capitalisation
8,88%
Occupancy on 31/12/2005
68,21%
▲ Value compared with 31/12/2004
+ 0,67%

Property overview (continued)

Asse (Mollem), Assesteenweg 25

Location
A plot of land of approximately 47.800 m² in the SME park at Mollem, which is currently accessed from the centre of Asse. The plan to build a ring road around Asse will greatly improve accessibility, both to the ring road around Brussels and to the E40.

Buildings
A complex built in three phases: 1967, 1988 and 1996. It has been extensively enlarged and renovated. The existing buildings include 15.508 m² of warehouses with headroom of 6,8 metres and 9 metres, equipped with 26 (un)loading wharves. There are also 2.111 m² of offices and 905 m² of workshops and business areas. A new, adjacent building with 7.175 m² of warehouses, 660 m² of offices and 330 m² of miscellaneous areas is under construction.

Lettings
Vemoflex, AMP and Dandoy have already signed leases which run until 2013, 2017 and 2018 respectively.
Only a part of the Warehouse A (2.504 m²) remains to be let. AMP will also occupy the extension.

Changes in 2005
The extension work has begun.

Prospects for 2006
The new construction will be completed in April 2006 and immediately let to AMP.

Capitalisation
7,82%
Occupancy on 31/12/2005
91,96%
▲ Value compared with 31/12/2004
+ 19,44%

Boom, Langelei 114-120 - Industrieweg

Location
A 71.412 m² plot of land bordering the A12 in the – fully developed – Krekelenberg industrial estate, on the former “Boomse Metaalwerken” site. This site is particularly suitable for distribution companies owing to its position on the Antwerp-Brussels route and its easy access to Sint-Niklaas and Mechelen.

Buildings
A complex built in 2000-2001 including 2.129 m² of offices equipped with air conditioning and 34.236 m² of warehouses. The warehouses have headroom of 10,50 metres and 40 (un)loading wharves. They have been equipped with sprinklers, interior firewall partitions and external fire doors, anti-dust concrete 2,5T/m² flooring and air heating.

Lettings
Most of the site is let at market rates to No Limit and Renault. Only the office storey in the second office building is vacant. Two unused strips of land have also been let.
The main leases run until 2009 and 2010.

Changes in 2005
None.

Prospects for 2006
None.

Capitalisation
8,24%
Occupancy on 31/12/2005
97,00%
▲ Value compared with 31/12/2004
+ 2,36%

Bornem, Rijksweg 19

Location
A plot of 38.000 m² next to the road alongside the Willebroek-Temse-Sint-Niklaas national trunk road. Easy access to the A12 and the E17. Several large companies are located nearby. Several distribution centres are concentrated in this area, notably for Lidl, H&M and Pfizer.

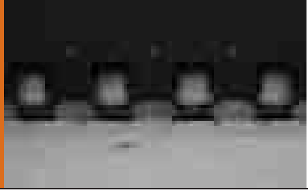
Buildings
The former Reco offices, production workshops and warehouses, have been entirely renovated and converted. The industrial premises have headroom of 5,94 to 8 metres. A new building has been constructed at the back of the site, increasing the total surface area of the offices to 1.714m² (1.454 m² existing and 260 m² new), with 343 m² of service areas and technical areas and 20.337 m² of warehouses and (un)loading wharves.

Lettings
3.346 m² of existing warehouses are leased to DSL Logistics and 566 m² of offices on the ground floor are let to Azerti. Most (9.377 m²) of the new building is let under a long-term lease to Disor.
Some 7.874 m² of warehouses and 1.231m² of offices still have to be let.

Changes in 2005
None.

Prospects for 2006
None.

Capitalisation
8,62%
Occupancy on 31/12/2005
59,09%
▲ Value compared with 31/12/2004
+ 0,63%



Grimbergen, Eppegemstraat 31

Location
A plot of land of approximately 121.260 m^2 in concession from the Port of Brussels until 2017. WDP's concession covers half of the land. The plot is situated alongside the Willebroek canal, in an industrial estate whose access has been greatly improved, and forms an extension of the Cargovil SME park. The estimate takes account of a prolongation of the concession, but includes a risk premium.

Buildings
The 5.096 m^2 of offices and social areas were built in 1978 and the 48.017 m^2 of warehouses were built in 1996. The warehouses have a headroom of 7,10 to 10,73 metres and are entirely geared towards wholesale distribution. WDP is also the joint owner of the buildings, holding a 50% share.

Lettings
The entire site is let to Danzas until 2013 and the rent is not index-linked. Current market prices are approximately 16% higher.

Changes in 2005
The concession charge for the entire complex is 83.278,51 EUR instead of 146.244 EUR.

Prospects for 2006
None.

Capitalisation
8,10%
Occupancy on 31/12/2005
100%
▲ Value compared with 31/12/2004
+ 12,72%

Leuven, Vaart 25-35

Location
A 3.170 m^2 plot between the Leuven canal basin, which was redeveloped into a marina, and the raised viaduct which forms part of the Leuven ring road. The plot faces the Interbrew site, and is excellently positioned for advertising.

Buildings
The former "Moulins Hungaria" have been completely renovated into a complex with 10.300 m^2 of offices, 3.500 m^2 of commercial premises and 1.505 m^2 for other purposes and 63 parking spaces.

Lettings
Inbev accounts for 71% of the rental income, with leases that will expire on 31st March 2009. The Department for Employment (ONEM) is the second largest tenant with a 10% share and a lease which expires in 2013.

Changes in 2005
None.

Prospects for 2006
None.

Capitalisation
8,96%
Occupancy on 31/12/2005
100%
▲ Value compared with 31/12/2004
+ 4,20%

Londerzeel, Nijverheidsstraat 13-15

Location
A 42.115 m^2 plot of land in the industrial estate alongside the A12, close to the centre of Londerzeel with direct access to the railway.

Buildings
Two industrial buildings built in 1989-1991. Work was carried out in 2005 on n° 15 (additional offices and split into 3 units). The current rentable area therefore includes 1.601 m^2 of offices and social areas and 26.086 m^2 of warehouses with a headroom of 6,40 and 3,25 metres, equipped with 18 (un)loading wharves.

Lettings
Disor is renting n° 13 until 2007. At n° 15, Toyota has a lease until April 2006 and the Bouchout sheltered workshops have a lease until June 2014. Some 238 m^2 of offices on the first floor and 7.504 m^2 of warehouses are vacant.

Changes in 2005
Renovation and continued development of n° 15.

Prospects for 2006
Finishing and letting.

Capitalisation
7,67%
Occupancy on 31/12/2005
94,68%
▲ Value compared with 31/12/2004
+ 2,05%

Machelen, Rittwegerlaan 91-93 - Nieuwbrugstraat

Location
A 12.360 m² plot in the Haren-Buda district, between Woluwelaan and the centre of Vilvoorde, immediately alongside the Brussels ring road. Several construction and renovation projects are currently under way in this area.

Buildings
An industrial complex with 7.150 m² on the ground floor and the same surface area on the first floor. It has been completely renovated and transformed into an "internet hotel", in accordance with the current tenant's specific requirements. The investment is worth some 6 million EUR.

Lettings
Entirely let to Belgacom until 30th June 2013. The rent takes into account the specific conversions. The outdoor car park has 50 spaces and is let to Initial Security.

Changes in 2005
None.

Prospects for 2006
The property will be extended with ± 1.100 m² of warehouses at the tenant's request.

Capitalisation
10,37%
Occupancy on 31/12/2005
100%
▲ Value compared with 31/12/2004
+ 0,28%

Nivelles, Boulevard de l'Industrie 30

Location
A 60.959 m² plot in phase two of the Nivelles-Sud industrial estate, close to the ring road. Easy access to the E19. The industrial estate also notably houses Westinghouse, Roto, Belgacom, Marklin and Parker installations.

Buildings
The buildings date from 1991 and include 2.435 m² of offices on two floors and 20.633 m² of reinforced concrete warehouses equipped with 8 gates, 10 (un)loading wharves, fire doors and air heating systems. A new building with 4.243 m² of warehouses and 633 m² of offices has also been constructed on the site.

Lettings
In 2002, 9-year leases were signed with Duchesne and Editor Belgium. Hospithera is renting the remaining part until 2014. WEG Europe is renting the new building until 2013.

Changes in 2005
None.

Prospects for 2006
Potential remains for a 2.000 m² warehouse extension, reserved for WEG.

Capitalisation
9,27%
Occupancy on 31/12/2005
99,03%
▲ Value compared with 31/12/2004
+ 2,63%

Molenbeek Saint-Jean, Rue Delaunoy 34-36 & 58-94

Location
Two plots of 10.271 m² and 3.253 m² respectively, in a densely built-up district between Ninoofsesteenweg and Gentsesteenweg.

Buildings
An industrial building – the former Belle-Vue brewery – with approximately 21.061 m² of rentable surface area in the basement (931 m²), ground floor (7.128 m² + 2.040 m² car park) and six floors. Most of this property has already been renovated and reorganised into multi-purpose areas for shows, exhibitions and work-shops. It is currently known as the "De Bottelarij" (Bottling shop). The second plot contains a 1.616 m² hangar with headroom of 6 metres.

Lettings
The principal tenants are RL-Tex and Brussels Event Brewery (BEB). Additional contracts were also signed with cultural associations in 2005.

Changes in 2005
The windows above the passage to the car park and those looking out onto the rue de l'Indépendance have been replaced.

Prospects for 2006
None.

Capitalisation
8,56%
Occupancy on 31/12/2005
64,59%
▲ Value compared with 31/12/2004
+ 5,02%

Ternat, Industrielaan 24

Location
A 28.274 m² plot in the SME park close to junction 20 of the E40. The location offers distribution companies ideal access to the Brussels motorway ring.

Buildings
One half of the original complex dates from 1977-1978, and the other from 1985. Half of the offices and a warehouse were entirely renovated in 2000-2001. A new building has also been constructed. In total, there are 3.125 m² of offices and service areas and 13.913 m² of warehouses with headroom of 7 to 9,5 metres, equipped with 21 (un)loading wharves.

Lettings
The main tenants are Carrefour and Exbo, each accounting for around 30%.

Changes in 2005
Mitiska Ventures left the offices, a part of which is now rented to Exbo.

Prospects for 2006
None.

Capitalisation
8,32%
Occupancy on 31/12/2005
93,94%
▲ Value compared with 31/12/2004
+ 2,31%

Vilvoorde, Havendoklaan 12

Location
A 27.992 m² plot in the Cargovil business park, between Woluwelaan and the Insteekdok, within easy access of the E19 and Luchthavenlaan.

Buildings
The existing buildings, which were built in 1994, have been renovated and extended. The first phase involved 790 m² of offices, 4,243 m² of warehouses with headroom of 11 metres and 145 m² for other purposes. The second phase, completed at the end of 2002, involved an additional 850 m² of offices and 7.875 m² of storage space with headroom of 11 metres.

Lettings
The phase one buildings have been rented since June 2005 by Umicore Building Products, a subsidiary of the Umicore Group. DLS Belgium has rented the phase two premises since 1st July 2002. Both leases run for a fixed period of 9 years.

Changes in 2005
The phase one buildings were enlarged and adapted to Umicore's Building Products specific requirements.

Prospects for 2006
None.

Capitalisation
8,87%
Occupancy on 31/12/2005
100%
▲ Value compared with 31/12/2004
+ 9,22%

Vilvoorde, Havendoklaan 19

Location
A 19.189 m² plot in the Cargovil business park, between Woluwelaan and the Insteekdok, within easy access of the E19 and Luchthavenlaan.

Buildings
A construction project for 10.677 m² of warehouses with a reinforced concrete structure and headroom of 10,50 metres was completed on this site. The buildings are equipped with air heaters, sprinklers and 14 (un)loading wharves. The site also includes two separate office buildings with a total surface area of 879 m².

Lettings
Entirely let to Taxipost since 1st July 2003.

Changes in 2005
None.

Prospects for 2006
None.

Capitalisation
7,87%
Occupancy on 31/12/2005
100%
▲ Value compared with 31/12/2004
+ 2,75%

Vilvoorde, Willem Elsschotstraat 5 - Jan Frans Willemsstraat

Location
A 47.203 m² plot of land alongside the Senne. It is in a recently developed industrial estate, within easy access of the Brussels motorway ring and the E19, immediately next to the Cargovil land, where several large logistics and distribution companies are based.

Buildings
The existing buildings were entirely renovated in 1996-1997. New constructions were completed in 1999, 2004 and 2005. The complex currently has a total of 1.875 m² of offices and 19.180 m² of warehouses with headroom of between 6 and 8 metres.

Lettings
The main tenants are Intertrans (37%), Deny Cargo (22%), Group 4 Courrier (16%) and VBD Express (16%).

Changes in 2005
The 300 m² office extension was completed.

Prospects for 2006
None.

Capitalisation
8,55%
Occupancy on 31/12/2005
95,73%
▲ Value compared with 31/12/2004
+ 4,52%

Zele, Lindestraat 7 - Baaikensstraat

Location
A 71.415 m² plot in the industrial estate alongside the road between Lokeren and Dendermonde, near to the E17.

Buildings
The complex has largely been renovated. The project includes 2.146 m² of offices and 29.971 m² of warehouses with headroom of between 6,5 and 7,5 metres. It will still be possible to build another warehouse at a later date.

Lettings
The Flanders Opera is renting 9.419 m² for a fixed term of 9 years (which can be terminated every 3 years). DSC is renting 13.458 m² of warehouses and offices, which were renovated at its own expense. The other tenants are Somnis Bedding (5.565 m²) and United Promotions (3.117 m²).

Changes in 2005
Some 558 m² remains vacant, mainly basic offices.

Prospects for 2006
None.

Capitalisation
8,77%
Occupancy on 31/12/2005
97,14%
▲ Value compared with 31/12/2004
+ 13,46%

FRANCE

Lille, Aix-en Provence, ZAC Gustave Eiffel II - Lot 22 - Rue G. Fraysinnet

Location
A 31.179 m² plot of land in the Aix-en-Provence activity pole, close to the A15 and the A8.

Buildings
A new construction completed in early 2000. The building includes 894 m² of offices, 534 m² of technical spaces and 7.863 m² of warehouses with headroom of 7 metres. The site also has 16.399 m² of stabilised land intended for open-air storage.

Lettings
Entirely let to Electricité de France-Gaz de France (EDF-GDF) until 2009.

Changes in 2005
None.

Prospects for 2006
None.

Capitalisation
8,08%
Occupancy on 31/12/2005
100%
▲ Value compared with 31/12/2004
+ 8,28%

FRANCE

Lille, Fretin - Sainghin-en-Mélanois, Rue des Hauts de Sainghin, plots 179 and 180.

Location
Two plots with a total surface area of 31.689 m² located in an extension of the Centre de Gros de Lesquin (250 ha in total), the main logistics platform to the North of Paris. The Centre forms part of the Lille Métropole economic pole. The plots are immediately alongside the Lille-Valenciennes (A23) motorway junctions and are easily accessible from the A1, A22, and A27. The Lille-Lesquin airport is 4 kilometres away.

Buildings
The buildings, constructed in 1999, offer 16.720 m² of storage space with headroom of 10 metres, split into two equal parts. The two parts are separated by a firewall and each have their own structure. The warehouse has sprinklers, 17 (un)loading wharves and a large gate.

Lettings
The existing building is entirely let to MGF Evolutions, which has taken over ABX France, until July 2008.

Changes in 2005
None.

Prospects for 2006
None.

Capitalisation
8,18%
Occupancy on 31/12/2005
100%
▲ Value compared with 31/12/2004
+ 6,56%

THE NETHERLANDS

Hazeldonk, Breda Industrieterrein, n° 6462 and 6464

Location
Two plots with a total surface area of 53.172 m², bordering on three streets with boundaries of 220, 223 and 226 metres respectively. They are in the Hazeldonk SME park (phase I), alongside the A1-E19, close to the Belgian-Netherlands border, 8 km from the centre of Breda. The following two phases and the nearby Meer transport area have also been entirely accepted and/or built. The area has several major distribution complexes, mainly rented to Dutch and international transport and logistics companies. There is currently an excess supply of industrial premises, which is causing rents to fall.

Buildings
A distribution complex built in the early 1990s, with 1.320 m² of offices and 35.998 m² of warehouses with headroom of between 8,13 and 10,60 metres, equipped with sprinklers, air heaters, 16 (un)loading wharves and 10 additional access gates for lorries.

Lettings
The property is rented to Lidl for 5 years under a renewable lease. Maintenance and management costs are paid by Lidl.

Changes in 2005
Part of the warehouses are rented on a flexible basis. The complex is currently entirely leased to Lidl.

Prospects for 2006
None.

Capitalisation
7,02%
Occupancy on 31/12/2005
100%
▲ Value compared with 31/12/2004
- 16,53%

CZECH REPUBLIC

Mlada Boleslav - Neprevazka

Location
Two plots of land with a total surface area of 30.612 m², near the Skoda factories. The region's development is increasingly focusing on logistics in general, and the automobile sector in particular.

Buildings
On an initial plot, a new construction of 1.008 m² of offices, 3.880 m² of warehouses and 1.416 m² of sheltered areas and annexes have been completed. The new construction built on a second plot has 1.300 m² of offices and 7.114 m² of warehouses and annexes.

Lettings
Entirely let to SAS, a subsidiary of the Siemens Group, and TI Automotive until 2014 and 2015 respectively. Some 67.965 m² on this site still remains in the portfolio for other projects.

Changes in 2005
Completion of the second project.

Prospects for 2006
Continuing the site's development as leases are signed for new projects.

Capitalisation
9,84%
Occupancy on 31/12/2005
100%
▲ Value compared with 31/12/2004
+ 118,89%

2. Properties valued at between 2,5 and 7,5 million EUR.

Aalst, Tragel 5 - Gheeraertstraat 15-16

A 16.546 m^2 plot of land in the industrial estate between the Dender, Dendermondse-steenweg and Ringlaan. It is a former industrial complex with 12.317 m^2 of warehouses with headroom of 5 metres, adjacent to two other WDP sites, on the Dendermondse-steenweg and the Denderstraat respectively.

Capitalisation
8,84%
Occupancy on 31/12/2005
79,54%
▲ Value compared with 31/12/2004
+ 2,46%

Antwerpen, Lefebvredok - Grevendilf - Vrieskaai

A 22.513 m^2 plot of land in concession from the Port of Brussels until 31st December 2007, with the possibility for its renewal subject to further investments. The complex has 7 units with a total of 64 m^2 of offices and 18.677 m^2 of warehouses with headroom of 4,11 to 8,42 metres.
It is entirely let to Antwerp Stevedoring International (897 m^2 until 30th April 2008) and Katoennatie (17.953 m^2 until 31st October 2006).

Capitalisation
10,31%
Occupancy on 31/12/2005
100%
▲ Value compared with 31/12/2004
+ 34,87%

Beersel (Lot), Heideveld 3 - 4

A 22.459 m^2 plot in the Heideveld industrial estate, between the main Brussels-Mons road, the Brussels-Charleroi canal and the E19.
A new construction was completed in 2001. The complex includes 456 m^2 of offices and business areas, a main warehouse of 6.450 m^2 with headroom of 8.20 metres and a second one of 253 m^2 with headroom of 6 metres. The office floor (with social areas) on the ground floor and all of the warehouses have been let since 1st September 2003 to TDS Logistics (the lease expires at the end of August 2007).
In 2005, a small part (53 m^2) of the office floor on the 1st floor was completed and also let to TDS. 176 m^2 of offices still have to be completed.

Capitalisation
10,29%
Occupancy on 31/12/2005
100%
▲ Value compared with 31/12/2004
+ 0,48%

Beringen (Paal), Industrieweg 135 - Rijsselstraat

A 21.438 m^2 plot of land in an industrial estate between Beringen-Paal and Tessenderlo. A recent construction including two warehouses. The first one is 870 m^2, with 336 m^2 of offices, and the second is 4.074 m^2, with 451 m^2 of offices. A third warehouse complex, with a surface area of 4.564 m^2, was completed in 2002. The first two warehouses are let to ISS and Alcoa until the end of 2007. The new building is partly let under a short-term lease.

Capitalisation
8,09%
Occupancy on 31/12/2005
74,60%
▲ Value compared with 31/12/2004
+ 4,95%

Boortmeerbeek, Industrieweg 16

Four plots with a total surface area of 40.151 m^2, in a small SME park alongside the Mechelen-Leuven road. The complex is on one of the largest plots (28.028 m^2) and dates from the early 1990s.
It includes 3.250 m^2 of offices on three floors which can be rented separately and 14.335 m^2 of warehouses with a headroom of 7,50 metres, in which an additional 130 m^2 of office space has been developed.
Distri-Log rents the warehouses and the 130m^2 of offices through a fixed, nine-year lease which will expire in 2009. The other offices are vacant.

Capitalisation
7,71%
Occupancy on 31/12/2005
71,80%
▲ Value compared with 31/12/2004
+ 4,30%

Bornem, Rijksweg 17

A plot of 31.100 m^2 next to the road alongside the Willebroek-Temse-Sint-Niklaas national trunk road. The complex was built in 1996. It includes a 1.616 m^2 office building with 323 m^2 of archive space, and 9.973 m^2 of steel-framed warehouses with a headroom of 9,40 metres. The entire site is leased by Alvo, on the basis of an index-linked lease contract until 2016. At the end of this contract, Alvo will have a preferential right to buy it at 90% of the market value at that time. The selling price cannot be less than 3,347 million EUR, even if the market price -10% is not this high.

Capitalisation
8,77%
Occupancy on 31/12/2005
100%
▲ Value compared with 31/12/2004
- 0,89%

Brussels - Neder-Over-Heembeek, Chaussée de Vilvorde 146 – Rue Meudon

Two fully-owned plots with a total surface area of 7.140 m² and another 3.548 m² plot owned jointly with a one third share. The plots are situated in an industrial estate alongside the Brussels-Willebroek canal. The constructions were renovated and adapted in 1988. They include three warehouses with a total surface area of 3.998 m² and headroom of 7,50 to 8,50 metres, 676 m² of offices and 321 m² available for other purposes. The area used for commercial purposes was sold to the tenant in 2004. It is leased to GT-Trans until 2013, except for the offices which became vacant after the bankruptcy of the tenant CES. They will probably be taken over partly by GT-Trans, which sub-let the offices to CES.

Capitalisation
8,66%
Occupancy on 31/12/2005
75,64%
▲ Value compared with 31/12/2004
- 0,01%

Jumet, Zoning industriel - 2nd street

A 9.941 m² plot of land in the industrial estate, close to junction the A54, the R3 and the airport. The entire premises include two industrial buildings of 4.477 m² in total, a part of which has an upper floor. They have been entirely renovated and extended.
The property is entirely let to Conway (formerly Sügro) until 2016.

Capitalisation
7,63%
Occupancy on 31/12/2005
100%
▲ Value compared with 31/12/2004
+ 149,17%

Leuven, Kolonel Begaultlaan 9, 17-21, corner of Lefevrelaan

After the 1.894 m² plot was sold, there remains an area of 13.526 m² alongside the Louvain canal. The site is a former industrial complex which was redeveloped and modernised in the mid-1980s. The entire premises include 20.538 m² of rentable areas, which are leased to 57 different tenants at market rates.

Capitalisation
12,40%
Occupancy on 31/12/2005
100%
▲ Value compared with 31/12/2004
+ 2,77%

Merchtem, Wolvertemsesteenweg 1 - Bleukenweg 5

A 13.241 m² plot of land on the road between the A12 and the centre of Merchtem. A former industrial building which has been renovated and transformed into a discount store of 1.160 m² with 8.515 m² of warehouses and cellars. The main tenants are Frajodis, Delfipar (Profi) and Alfor, whose leases expire in 2007 at the earliest.

Capitalisation
9,19%
Occupancy on 31/12/2005
60,07%
▲ Value compared with 31/12/2004
+ 0,27%

Puurs, Lichterstraat 31 - Meersmansdreef

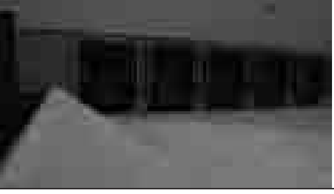
A 23.569 m² plot of land on the edge of the Rijksweg 2 industrial estate.
The complex was built in 1974 and has 1.316 m² of offices and business spaces and 14.199 m² of warehouses with a headroom of between 6,15 and 6,38 metres.
Fully let to Distri-Log and Fortis Bank.

Capitalisation
8,35%
Occupancy on 31/12/2005
100%
▲ Value compared with 31/12/2004
+ 1,93%

Rumst (Terhagen), Polder 3 - Kardinaal Cardijnstraat 65

A 47.435 m² plot of land alongside the Rupel, mid way between the E19 (Rumst) and the A12 (Boom). The complex has a total of 18.549 m² of warehouses with headroom of between 4,6 and 6,9 metres, 170 m² of offices and 3 residences.
An additional warehouse will be built as part of the site's ongoing planned redevelopment.

Capitalisation
10,57%
Occupancy on 31/12/2005
97,49%
▲ Value compared with 31/12/2004
+ 10,77%



Temse, Kapelanielaan 10

A 16.419 m² plot of land near to the E17. The buildings, built in 1982, include 1.184 m² of offices and 8.913 m² of warehouses with headroom of between 6,36 and 7,35 metres. Transport Bruno Meersman has rented 3.467 m² of the warehouses. The other areas are vacant following the termination of the Sügro lease and extensive renovation.

Capitalisation
9,59%
Occupancy on 31/12/2005
39,45%
▲ Value compared with 31/12/2004
- 3,36%

Tienen (Oorbeek), Getelaan 100 - Nieuw Overlaar

A 7.650 m² plot alongside the road connecting the E40 to the town and the Tirlemont-Hoegaarden road. The renovated complex consists of two discount stores with a total surface area of 1.852 m², leased to Profi and Fabrimode, and a 1.882 m² block that has been entirely converted into offices, which are leased to Sunnyland Distribution until 2010.

Capitalisation
8,52%
Occupancy on 31/12/2005
100%
▲ Value compared with 31/12/2004
+ 2,65%

Vilvoorde, Jan Frans Willemsstraat 95

A 13.853 m² plot of land in a recent industrial estate immediately alongside the Cargovil land. It is a former industrial complex, half of which was replaced in 2004 by new constructions, whilst the other half was renovated and transformed into 6.200 m² of warehouses with headroom of between 5,96 metres and 10 metres, and 180 m² of offices.
The new warehouse has been let to Walon Nellessen. The renovated part of the site is let to Heytrans until 2013.

Capitalisation
9,29%
Occupancy on 31/12/2005
100%
▲ Value compared with 31/12/2004
+ 6,35%

Zaventem, Fabriekstraat 13

A 14.501 m² plot of land within easy access of the Brussels ring road. It has a 701 m² office building constructed in 1984. The warehouses cover 6.811 m² and date from 1980, 1987 and 1993. Their headroom varies between 4,41 and 5,22 metres.
Entirely let to the United States Embassy until 2008.

Capitalisation
9,04%
Occupancy on 31/12/2005
100%
▲ Value compared with 31/12/2004
+ 1,37%

FRANCE

Lille, Roncq, Avenue de l'Europe, plots 33 and 34

The two plots have a total surface area of 27.948 m^2 and are located in the Centre International de Transport, close to the E17. A 6.315 m^2 warehouse with headroom of 9,80 metres and 310 m^2 of offices were built in 1994 on plot 33. A similar building was built on plot 34. It includes 5.868 m^2 of warehouses and 504 m^2 of offices which were completed in March 2003. Both complexes are leased to Frans Maas.

Capitalisation
8,54%
Occupancy on 31/12/2005
100%
▲ Value compared with 31/12/2004
+ 6,03%

FRANCE

Lille, Templemars, Route de l'Epinoy 237/bis

A 12.000 m^2 plot of land near the E17 and the airport. At the request of Tarkett, the tenant, the buildings are being extended and will include 2.935 m^2 of warehouses and 1.412 m^2 of offices. Completion is envisaged for the end of April 2006. A new lease has been signed for the entire property. It will run until the end of 2014.

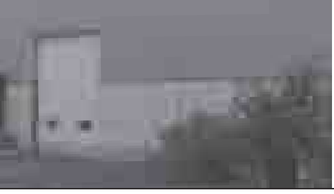
Capitalisation
7,76%
Occupancy on 31/12/2005
100%
▲ Value compared with 31/12/2004
+ 34,25%

CZECH REPUBLIC

Pruhonice-Praha, Uhrineveska 734, 25243

This is a 13.189 m^2 plot of land, in one of the main commercial complexes in the outskirts of Prague. It includes a new 4.605 m^2 building completed at the end of 1999 with 100 parking spaces. The premises are fully let to Hilti and Okay.

Capitalisation
8,63%
Occupancy on 31/12/2005
100%
▲ Value compared with 31/12/2004
+ 18,28%



Property overview (continued)

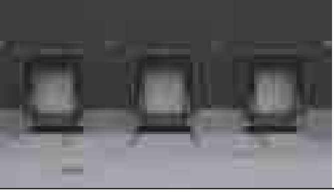
3. Principal details of properties with a value of less than or equal to 2,5 million EUR

	Surface area (m²) Land	Warehouses	Offices	Commercial	Capitalisation (%)	Occupancy on 31/12/05 (%)	▲ Value (%) compared with 31/12/2004
Belgium							
Aalst Dendermondsesteenweg 75	9.195	-	-	4.459	8,26	100,00	+12,42
Aalst Denderstraat 54 (project)	7.518	-	-	-	-	-	-
Beersel (Lot) Stationstraat 230	15.922	4.388	673	-	8,43	100,00	+19,08
Bierbeek Hoogstraat 35-35A	12.137	6.443	-	-	10,71	100,00	+0,84
Boom Groene Hofstraat 13	1.733	-	2.548	-	8,97	93,56	-4,05
Boom Kapelstraat (to be divided into plots)	4.292	-	-	-	-	-	+2,72
Boortmeerbeek Leuvensesteenweg 238 (project)	11.739	597	3.593	646	6,90	-	+5,09
Haacht (Wespelaar) Dijkstraat 44	17.229	7.991	1.046	767	13,01	83,86	+5,13
Lebbeke (Wieze) Kapittelstraat 31	8.619	5.652	-	-	13,02	100,00	+8,04
Mechelen Olivetenvest 4-8	4.272	1.783	-	2.367	9,92	49,44	+0,42
Merchtem Kattestraat 27	7.473	11.678	-	-	11,08	85,23	+5,95
Nivelles Rue du Bosquet (land)	19.429	-	-	-	-	-	-
Vilvoorde Havendoklaan 13 (project)	18.066	-	-	-	-	-	-
Vilvoorde Steenkade 44	5.148	8.745	-	-	12,06	97,87	+9,69
Willebroek Breendonkstraat (land)	45.416	-	-	-	-	-	+14,57
Abroad							
Czech Republic Hradec Kralove Pilmarova 410	8.289	-	-	2.403	8,41	100,00	+11,05
Jablonec Ostry Roh 466 02	2.750	-	-	1.075	9,22	100,00	+10,04
Mlada Boleslav I Jicinska 1329	4.477	-	-	1.598	8,74	100,00	+22,39
Mlada Boleslav - Neprevazka (extension)	67.965	-	-	-	-	-	+191,28

The property portfolio is structured as follows (EUR):			
	fair value*	insured value**	acquisition value***
warehouses	288.931.600	251.247.319	203.742.273
offices	15.095.800	17.926.018	7.915.811
commercial	11.507.400	11.319.019	12.171.706
miscellaneous	28.795.400	32.320.201	18.427.821
TOTAL	344.330.200	312.812.558	242.257.611

** fair value = including the value of the land and transaction costs 31/12/05*
*** insured value = new construction value of the buildings*
**** acquisition value = historic purchase price + completed investments (capitalised own work, agency commissions for the initial rental and interim interest).*

Development projects are also recorded here at their estimated fair value. This differs from the value posted in the balance sheet, given that IAS 40 does not apply to development projects (cf. also accounting rules).



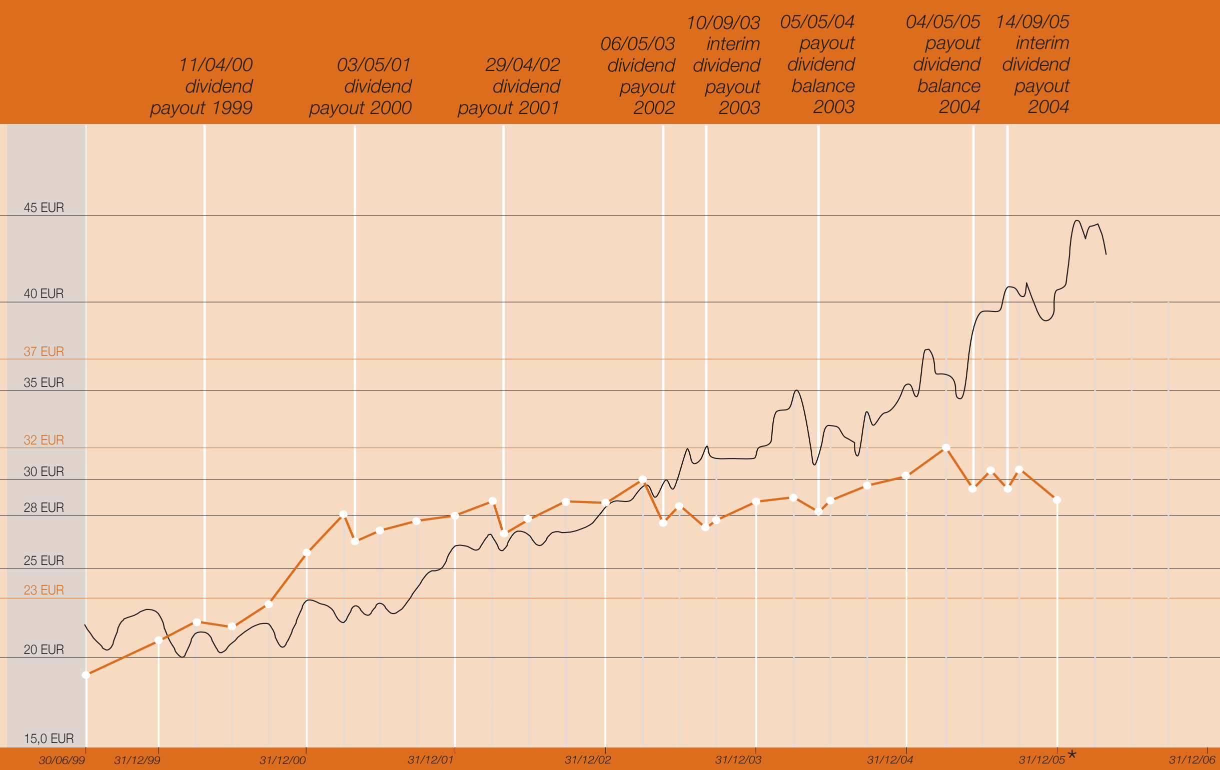
Share price

WDP share prices increased once again in 2005, from 35 EUR at the start of the year to 44 EUR at the end of December. This increase took place in two stages. The share price remained steady at 35 EUR until June, and then increased to 40 EUR within a month. After a further period of relative stability, it entered a new phase in mid-December, this time moving up to 44 EUR, which has been maintained since then. The evolution of the price – and its stability – is notably explained by the fact that since 2005, WDP has been paying out an interim dividend, which makes it possible to distribute the share in the profits faster to shareholders. This distribution cushions the impact of the dividend payout on the share price.

Compared with the share's intrinsic value, i.e. 28,8 EUR, the closing price of 44 EUR on 31st December represents a premium of 52,6%. This is notably explained by the very low interest rates in Europe and by the fact that investors are seeking stable dividends.

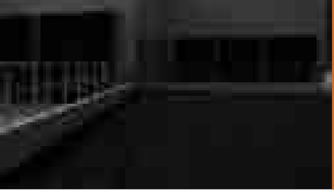
But another factor is also involved: shareholders and potential investors are increasingly aware of the added value offered by WDP, which greatly exceeds its intrinsic value, i.e. the purely arithmetic figure of the investment value of the various property assets. This added value arises notably from WDP's position as the market leader in Belgian semi-industrial

WDP share price since IPO (28/06/99) in relation to NAV



■ Price of WDP share
■ NAV WDP
(incl. dividend up to date of payout and incl. interim result of current financial year)

*Valuation in accordance with the new IFRS rules



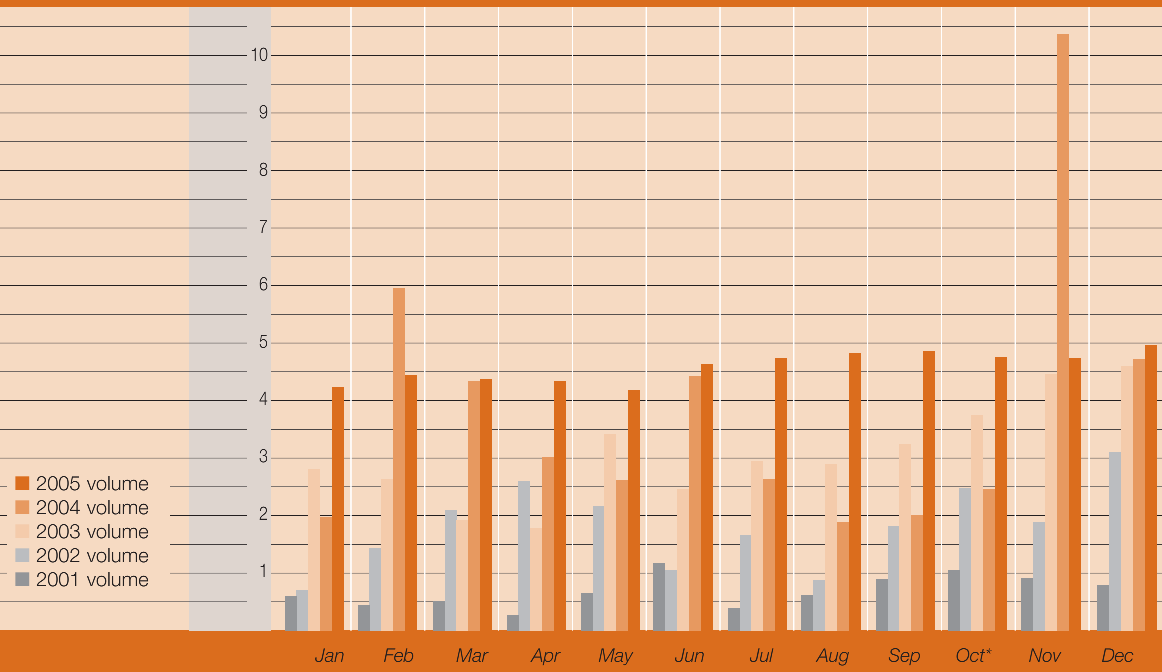
property and the favourable tax system under which the cepic operates in both Belgium and France. The fact that WDP is a “self managed fund” – with a management board in the company which is entirely at the service of its shareholders – is also highly appreciated by investors.

Turnover velocity and liquidity

The share turnover velocity – i.e. the number of shares traded in one year divided by the total number of shares at the end of the year – thus increased to 34,5%, which amounts to over 10.000 shares per day.

This doubling of its liquidity is explained by several factors. The first is the increasing interest in WDP shares, with property investments gaining further ground as an investment instrument. For institutional investors and private investors alike, these investments increasingly constitute an essential element in a diversified investment portfolio. There is also the increase in free float, which rose from 50 to 70% after the 20% private placement of Jos De Pauw family shares in October 2004. Finally, the decision to pay an interim dividend has also had a favourable influence on share liquidity.

Evolution of the WDP share volume on Euronext Brussels (M EUR)



**Not including the private placement of one and a half million shares in October 2004*

Return

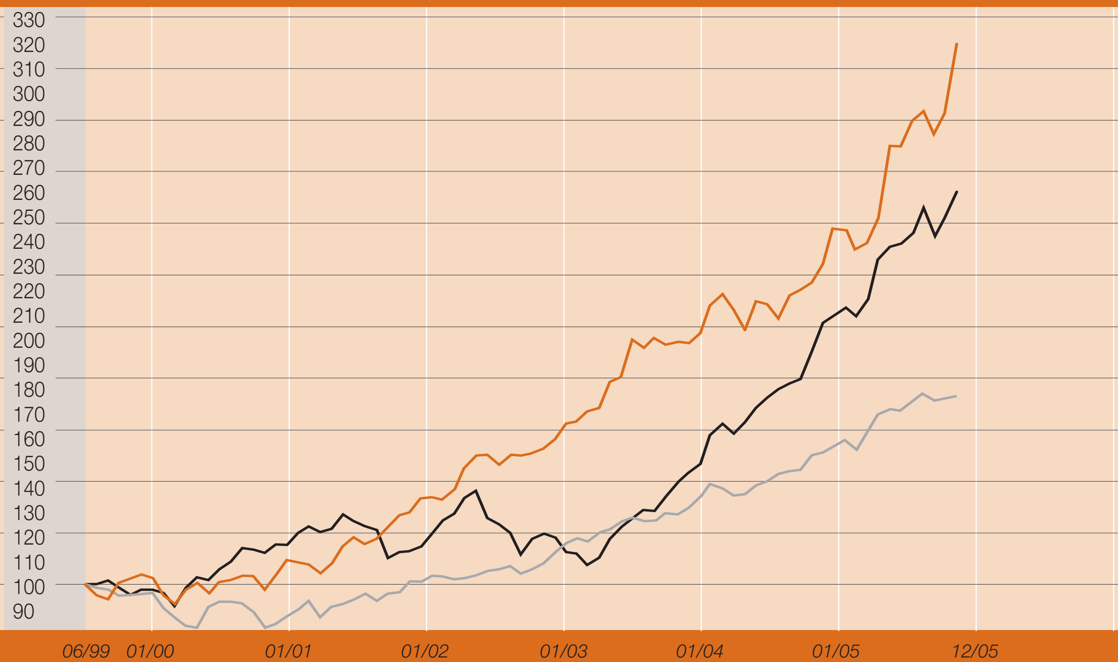
The gross return for WDP shares in 2005 was 38,20%, an improvement on its average result of 18,8% on an annual basis since its stock market floatation in June 1999. WDP shares are also performing better than most other Belgian and European property securities. According to the Global Property Research GPR 250 EUROPE index, the average return on European listed property was 25,51% in 2005. According to the GPR 250 BELGIUM index, the average return on Belgian property shares over the same period was 14,92%, i.e. a significantly lower return than that of WDP shares. See also the diagram on this page and the monthly updates of figures on the website: www.wdp.be.

WDP therefore continued to outperform the Bel20 index in 2005, whose gross return was 21,03%.

Conclusion

The share's sound performance in 2005 confirms WDP's reputation as a stable investment. WDP combines the solid reputation of property shares in general with an extremely coherent niche strategy. Through the attention it focuses on the desiderata and specific requirements of European distributors and logistics firms, the cepic guarantees its continued growth in the semi-industrial property market. For its investors, this provides a guarantee of a stable dividend and long-term income.

Comparison of return on WDP shares with GPR 250 Belgium and GPR 250 Europe*



WDP
GPR 250 Europe
GPR 250 Belgium

*This table compares the return on WDP shares with that on the GPR 250 indexes, using the situation on 30/06/99 as reference point (100)

EURONEXT BRUSSELS - First Market
IPO: 28/06/99
trading: continuous
ISIN-code: BE0003763779
liquidity provider: Petercam

EURONEXT PARIS - Second Market
trading: 17/12/04
trading: continuous

NP
euronext
NextPrime

Figures per share (in EUR)	31/12/2005 fair value	31/12/2004 fair value	31/12/2003 including transaction costs
Number of shares	7.885.249	7.885.249	7.885.249
Free float	70%	70%	50%
Market capitalisation	346.950.956	275.983.715	247.596.819
Traded volume in shares per year	2.717.445	2.914.667	1.235.299
Average daily volume in EUR	411.094	367.354	142.643
Velocity*	34,46%	36,96%	15,67%
Stock exchange price			
highest	44,96	35,50	32,50
lowest	34,30	30,75	28,10
closing	44,00	35,00	31,40
Net asset value after profit distribution	27,41	27,44	27,21
Dividend payout ratio	94%	96%	90%
	12m	12m	12m
Operating profit/share	2,63	2,56	2,75
Gross dividend/share	2,47	2,47	2,47
Net dividend/share	2,10	2,10	2,10

**The number of shares traded per year divided by the total number of shares at the end of the year*

Agenda (for update: see www.wdp.be)

General meeting	Wednesday 26th April 2006 10 a.m. (annually on the last Wednesday in April)
Payout of dividend 2005 on coupon n° 10	from Wednesday 3rd May 2006
Publication of 1st quarter results	Tuesday 30th May 2006
Publication of half-yearly results 2006	Tuesday 5th September 2006
Payout of interim dividend 2006 on coupon n° 11	Tuesday 12th September 2006
Publication of 3rd quarter results	Tuesday 28th November 2006
Announcement of annual results 2006	week 9 2007

What is a Closed-End Investment Company?

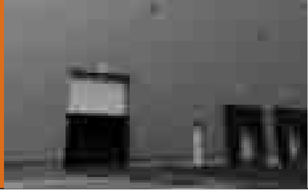
A Closed-End Investment Company is a company with fixed capital. It can be set up as a limited company (NV) or in the form of a partnership limited by shares (Comm.VA).
Thus Closed-End Investment Companies have the same structures as traditional companies. In particular, NVs have a General Meeting of Shareholders, a Board of Directors and an auditor, whereas the Comm.VA has a General Meeting of Shareholders, a management board and a statutory auditor.
Unlike an Open-End Investment Company – an Investment Company with variable capital – the capital of a Closed-End Investment Company is fixed. While capital can be brought in or taken out of an Open-End Investment Company without too many formalities, the capital of a Closed-End Investment Company can only be raised by a “formal” capital increase.
The Closed-End Investment Company’s capital results from new public issues of shares.

Closed-End Property Investment Companies: increasingly popular in Europe

Closed-End Investment Companies can make use of a variety of investment strategies to achieve a return on their capital. In the case of a Closed-End Property Investment Company, investments take place directly or indirectly in property assets. They often select a specialist niche, such as offices, commercial premises or semi-industrial properties.
In Belgium, the legal structure for Closed-End Property Investment Companies has been in place since 1990, although the rights and obligations of this instrument were not defined in concrete terms until 1995. This investment instrument was created by the public authorities to also enable private investors to have access to the professional property market and to invest in property projects, which were previously the reserve of institutional investors. Comparable structures already existed in the United States, in the form of Real Estate Investment Trusts (REIT) and in the Netherlands, where they are known as Fiscale Beleggingsinstellingen (FBI).
Since then, other countries have also taken an interest in this structure. In 1994, Italy created the Fondi di Investimento Immobiliare (FII). In autumn 2003, France also followed the lead of Belgium and other countries with the creation of Sociétés d’Investissement Immobilier Cotées (SIIC). Since then, Great Britain and Germany have also established legal provisions to create similar investment companies. Property Investment Funds (PIF) and “German REIT” or “G-REIT” should be created in these countries respectively in the near future.

WDP: both sicaf and SIIC

Since 17th December 2004, WDP has also been listed on the Euronext Paris Second Marché, its second listing after Euronext Brussels. In 2005, WDP opted for SIIC status for WDP France, in order to be able to enjoy fiscal advantages there related to the Closed-End Investment Company status.
The fiscal characteristics of sicafs and SIICs are quite similar (see also the comparative table): for example, they are both exempt from corporate taxation on annual income and capital gains. On the other hand, the profits related to activities other than the leasing or sale of property assets are indeed subject to corporate taxation. On changing to the sicaf or SIIC status, a one-off conversion charge known as an “exit” charge is paid by the company. It is calculated on the basis of the difference between the market value of the portfolio and the fiscal book value of the property. Since 1st January 2005, the exit charge applicable to sicafs was fixed at 16,5% (17% if we include the additional emergency tax). The payment of the exit charge for SIICs is made in instalments over four years, with an initial 15% tranche paid at the end of the first year.



In Belgium, at least 80% of the operating profits have to be distributed. In France, the percentage is 85%, albeit after deduction of amortisation. However, provisions relating to the distribution of capital gains resulting from the sale of property assets differ considerably. In Belgium, a minimum of 80% has to be distributed unless it is reinvested. For SIICs however, at least 50% of the profit has to be distributed at the end of the year following that in which it was earned. Also with regard to SIICs, dividends from subsidiaries which are exempt from corporate taxation have to be entirely distributed in the year when they were received.
In terms of the shareholding structure, at least 30% of the shares in sicafs have to be "free float", i.e. shares which are available for trading. France does not impose any restriction in this respect, nor with regard to the level of debt, which in Belgium is fixed at a maximum of 50% for the sicaf.

	Belgium (sicaf)	**France (SIIC)**
Year of creation	1990	2003
Corporate taxation	0%	0%
Exit charge	16,5% (+ additional emergency tax)	16,5%
Minimum percentage of the operating profits which have to be distributed	80%	85% (after amortisation)
Minimum percentage of the capital gains to be distributed	80% (if not reinvested)	50% (payable in two years)
Restrictions in terms of the shareholding structure	30% minimum of free float	None
Maximum authorised gearing ratio	50% maximum	No restriction

The landscape of sicafs and SIIC's

At the end of December 2005, there were 11 Cosed-End Property Investment Companies operating in various sectors of the Belgian property market.

office buildings:	Befimmo and Cofinimmo
commercial premises:	Intervest Retail and Retail Estates
residential:	Home Invest Belgium and Serviceflats Invest
semi-industrial:	WDP
mixed:	Intervest Offices, Leasinvest RE, Warehouses Estates Belgium and Wereldhave Belgium

In France, most French and foreign SIICs operate both in the office premises market and in commercial spaces, sometimes even in combination with residential property. They rarely invest in industrial or semi-industrial premises.

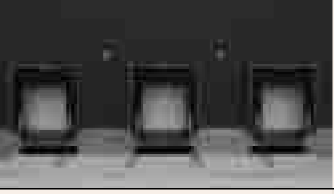
Advantages of sicafs for the investor

Sicafs not only enable private investors to invest in large scale property projects, but also offer many other advantages:
- a larger portfolio enabling better cost management and a more balanced spread of risks;
- portfolio management is conducted by specialists;
- their liquidity is far higher than that of "real" property or property income certificates;
- the investor is kept constantly informed of the evolution of their investment through the press and websites;
- there are also tax benefits for private individuals, as the tax deducted at source on dividends is charged at 15% instead of the usual 25% for shares.

WDP

SUPPLYING SPACE

Annual financial statements



Balance sheet - Assets

	31-12-2005 EUR (x 1.000)	31-12-2004 EUR (x 1.000)
FIXED ASSETS	**344.326**	**341.278**
B. Intangible assets (note III)	23	40
C. Investment property (note IV)	333.980	333.503
D. Development projects (note IV)	8.901	6.884
E. Other tangible assets (note IV)	525	415
I. Trade receivables and other non-current assets	166	235
J. Deferred tax assets	731	201
CURRENT ASSETS	**9.657**	**8.080**
D. Trade debtors	3.014	3.028
E. Tax benefits and other current assets	1.552	1.335
- Other	1.552	1.335
F. Cash and cash equivalents	4.537	3.371
G. Deferred charges and accrued income	554	346
TOTAL ASSETS	**353.983**	**349.358**

Balance sheet - Liabilities

	31-12-2005 EUR (x 1.000)	31-12-2004 EUR (x 1.000)
CAPITAL AND RESERVES (note VI)	**227.330**	**226.749**
A. Capital	79.498	79.498
D1. Reserves (note VII)	8.316	21.222
D2. Revaluation surpluses on the property portfolio	116.714	107.112
E. Result (note VIII)	32.296	28.049
F. Impact on the fair value of costs and transfer taxes estimated at the time of the notional transfer of the investment property and of the valuation of development projects at cost	-9.494	-9.132
LIABILITIES	**126.653**	**122.609**
I. Non-current liabilities	5.466	94.007
A. Provisions (note IX)	1.762	1.802
B. Interest-bearing loans and borrowings (note X)	2.505	87.621
- Credit institutions	2.505	87.621
F. Deferred tax liabilities	1.199	4.584
- Other	1.199	4.584
II. Current liabilities	121.187	28.602
A. Interest bearing loans and borrowings due within one year	110.434	22.172
- Credit institutions	110.434	22.172
D. Trade payables and other current debts	6.636	3.861
- Suppliers	4.083	2.600
- Tax, salary and social security	2.553	1.261
E. Other current liabilities	3.186	129
- Other	3.186	129
F. Accrued charges and deferred income	931	2.440
TOTAL LIABILITIES	**353.983**	**349.358**

Income statement

	31-12-2005 EUR (x 1.000)	31-12-2004 EUR (x 1.000)
I. Rental income	**27.139**	**27.711**
Rents	26.473	27.193
Indemnification for early termination of lease	666	518
III. Rental charges	**-182**	**-902**
Rent to be paid for leased premises	-141	-137
Valuation allowances for trade receivables provisions	-41	-765
Reversal of trade receivables provisions		
NET RENTAL RESULT	**26.957**	**26.809**
V. Recovery of rental charges normally paid by the tenant for leased properties	**3.055**	**2.685**
Re-invoicing of rental charges paid out by the owner	1.247	913
Re-invoicing of advance property levy and taxes on leased properties	1.808	1.772
VII. Rental charges and tax normally paid by the tenant for leased properties	**-3.528**	**-3.211**
Rental charges paid out by the owner	-1.340	-1.035
Advance levies and taxes on leased property	-2.188	-2.176
VIII. Other rental income	**323**	**298**
Property management costs	323	298
PROPERTY RESULT	**26.807**	**26.581**
IX. Technical costs	**-636**	**-83**
Recurrent technical costs	-836	-377
- Maintenance	-483	-21
- Insurance premiums	-353	-356
Non recurring technical costs	200	294
- Major maintenance	206	252
- Accidents	-48	-212
- Compensation claims by insurers	42	254
X. Commercial costs	**-250**	**-253**
Agency commissions	-111	-60
Advertising	-108	-92
Lawyers fees and legal costs	-31	-101
XII. Property management costs	**-160**	**-131**
Fees paid to (external) managers	-39	-37
(Internal) property management charges	-121	-94
PROPERTY CHARGES	**-1.046**	**-467**
PROPERTY OPERATING RESULT	**25.761**	**26.114**
XIV. “Corporate” operating charges	**-1.812**	**-2.026**
Costs related to the fund	-533	-684
Other current operating income and charges	-1.279	-1.342
OPERATING RESULT BEFORE PORTFOLIO RESULT	**23.949**	**24.088**
XVI. Result from sale of investment property	**-206**	**106**
Net property sales	3.089	383
Book value of properties sold	-3.117	-277
Result from the sale of a subsidiary outside the group	-178	0

	31-12-2005 EUR (x 1.000)	31-12-2004 EUR (x 1.000)
XVIII. Variations in the fair value of investment property	**9.665**	**2.694**
Positive variations in the fair value of investment property	13.537	16.865
Negative variations in the fair value of investment property	-5.859	-12.216
Deferred tax on market value fluctuations	-675	-1.762
Impairment of assets under construction	1.343	-193
Reversal of deferred tax on market value fluctuations	1.318	0
OPERATING RESULT	**33.408**	**26.888**
XIX. Financial income	**672**	**170**
Interest and dividends received	72	122
Capital gains from the revaluation of financial instruments	582	0
Other financial income	18	48
XX. Interest charges	**-4.210**	**-3.972**
Nominal interest on loans	-3.547	-3.863
Reconstituted nominal value of financial debts	-555	0
Other interest charges	-108	-109
XXI. Other financial charges	**-44**	**-59**
Bank charges and other commissions	-32	-29
Other financial charges	-12	-30
FINANCIAL RESULT	**-3.582**	**-3.861**
PRE-TAX RESULT	**29.826**	**23.027**
XXIII. Corporate taxation	**405**	**-53**
Corporate taxation	-125	-85
Future tax benefits resulting from recoverable losses	530	32
XXIV. Exit tax	**-1.289**	**0**
TAXATION (note XIV)	**-884**	**-53**
NET RESULT (EUR)	**28.942**	**22.974**
NUMBER OF SHARES	**7.885.249**	**7.885.249**
PROFIT PER SHARE (EUR)	**3,67**	**2,91**

I. CONSOLIDATION METHOD CRITERIA

Global consolidation criteria

The companies in which the group directly or indirectly has a participating interest of at least 50% are fully included in the consolidated financial statements of the group.
This means that the assets, liabilities and the results of the group are fully reflected.
Intergroup transactions and profits are 100% eliminated.

II. INFORMATION ABOUT THE SUBSIDIARIES

A. Fully consolidated subsidiaries

Name and address of the subsidiary's registered office	Participating interest owned
WDP CZ s.r.o. - Belehradska 18 - 140 00 Prague - Czech Republic	100%
WDP France s.a.r.l. - Rue Cantrelle 28 - 36000 Châteauroux - France	100%
WDP Nederland b.v. - Postbus 128, 5300 AC Zaltbommel - The Netherlands	100%

III. STATEMENT OF INTANGIBLE ASSETS (asset item B) (in EUR thousands)	Software	Specific tax charged on the loan in Italy
ACQUISITION COST		
At the end of the previous period	77	18
Movements during the period:		
- Acquisitions, including produced fixed assets	10	
- Disposals and retirements		-18
At the end of the period	**87**	**0**
DEPRECIATION AND AMOUNTS WRITTEN DOWN		
At the end of the preceding period	55	0
Movements during the period:		
- Acquisitions, including produced fixed assets	9	0
- Sales and disposals		
At the end of the period	**64**	**0**
NET BOOK VALUE AT THE END OF THE PERIOD	**23**	**0**

IV. STATEMENT OF TANGIBLE FIXED ASSETS (asset item C, E) (in EUR thousands)	Property investments	Plant, machinery and equipment	Furniture and vehicles
a) ACQUISITION COST			
At the end of the preceding period	237.375	427	618
Movements during the period:			
- New acquisitions		22	182
- Subsequent expenditure capitalised	10.670		
- Transfers from one heading to another	4.963		-116
- Sales and disposals	-17.891		
At the end of the period	**235.117**	**449**	**684**
b) REVALUATION SURPLUSES			
At the end of the preceding period	137.497		
Movements during the period:			
- Recorded	13.538		
- Transfers from one heading to another			
- Reversals	-4.943		
At the end of the period	**146.091**		
c) DEPRECIATION AND AMOUNTS WRITTEN DOWN			
At the end of the preceding period	41.369	167	488
Movements during the period:			
- Recorded or reversed in the income statement	5.859	20	68
- Transfers from one heading to another			
- Reversals			-110
At the end of the period	**47.228**	**187**	**446**
d) NET BOOK VALUE AT THE END OF THE PERIOD	**333.980**	**262**	**238**

IV. STATEMENT OF TANGIBLE FIXED ASSETS (asset item D, E) (in EUR thousands)	Other tangible assets	Develop-ment projects
a) ACQUISITION COST		
At the end of the preceding period	42	9.515
Movements during the period:		
- New acquisitions		3.744
- Construction costs		1.893
- Transfers from one heading to another		-4.963
- Sales and disposals		
At the end of the period	**42**	**10.189**
b) REVALUATION SURPLUSES		
At the end of the preceding period		
Movements during the period:		
- Recorded		
- Transfers from one heading to another		
At the end of the period		**0**
c) DEPRECIATION AND AMOUNTS WRITTEN DOWN		
At the end of the preceding period	17	2.631
Movements during the period:		
- Recorded or reversed in the income statement		-1.343
- Transfers from one heading to another		
- Written down after sales and disposals		
At the end of the period	**17**	**1.288**
d) NET BOOK VALUE AT THE END OF THE PERIOD	**25**	**8.901**

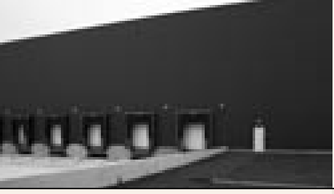
V. STATEMENT OF OTHER FIXED ASSETS (in EUR thousands)	Other companies
2. Amounts receivable	*(post V.B.2)*
NET BOOK VALUE AT THE END OF THE PRECEDING PERIOD	9
Movements during the period:	
- Additions	7
NET BOOK VALUE AT THE END OF THE PERIOD	**16**

VI. STATEMENT OF CHANGES IN CONSOLIDATED SHAREHOLDERS' EQUITY (liabilities item A) (in EUR thousands)

	Subscribed capital	Reserves and result	Revaluation surpluses	Total shareholders' equity
OPENING BALANCE AT 01-01-2004 BELGIAN ACCOUNTING LAW	**79.498**	**29.763**	**105.273**	**214.534**
Corrections of the opening balance	**0**	**19.651**	**-9.915**	**9.736**
Deferred tax assets	0	170	0	170
Adaptation of the valuation of property to fair value - gross	0	0	-10.218	-10.218
Adaptation of the valuation of property to fair value - deferred tax	0	0	303	303
Shareholders' dividends (for 2003)	0	19.481	0	19.481
OPENING BALANCE AT 01-01-2004 (IFRS)	**79.498**	**49.414**	**95.358**	**224.270**
Dividends paid out	**0**	**-19.481**	**0**	**-19.481**
Shareholders' dividends (for 2003)	0	-19.481	0	-19.481
Directly from shareholders' equity on 31-12-2004	**0**	**-1.014**	**0**	**-1.014**
Fair value of financial instruments in Belgium	0	-733	0	-733
Fair value of financial instruments in the Netherlands	0	-153	0	-153
Fair value of financial instruments in France	0	-128	0	-128
Resultat	**0**	**20.352**	**2.622**	**22.974**
Operating results	0	20.174	0	20.174
Profit from the sale of property assets	0	106	0	106
Realisation of the net unrealised capital gain on the sale of property assets	0	72	-72	0
Increase in the net value of the property portfolio	0	0	4.456	4.456
Deferred tax on the increase in value of the property portfolio	0	0	-1.762	-1.762
SHAREHOLDERS' EQUITY ON 31-12-2004 (IFRS)	**79.498**	**49.271**	**97.980**	**226.749**
Dividends paid out	**0**	**-28.294**	**0**	**-28.294**
Shareholders' dividends (for 2004)	0	-19.481	0	-19.481
Interim dividend	0	-8.813	0	-8.813
Result	**0**	**19.702**	**9.240**	**28.942**
Operating results	0	20.772	0	20.772
Increase in the net value of the property portfolio	0	0	9.021	9.021
Deferred tax on the increase in value of the property portfolio	0	0	-675	-675
Deferred tax reversal on the increase in value of the property portfolio (SICC status)	0	0	1.318	1.318
Exit tax in France	0	-1.288	0	-1.288
Realisation of net unrealised capital gain in Italy	0	424	-424	0
Profit from the sale of property assets	0	-206	0	-206
Other	**0**	**-67**	**0**	**-67**
SHAREHOLDERS' EQUITY ON 31-12-2005 (IFRS)	**79.498**	**40.612**	**107.220**	**227.330**

VII. RESERVES (in EUR thousands) (liabilities item D)

	2005	2004
Available reserves in Belgium	0	12.881
Legal reserves in Belgium	0	25
Unavailable reserves in Belgium	7.954	7.954
Available reserves in the Netherlands	286	286
Legal reserves in the Czech Republic	76	76
	8.316	**21.222**



VIII. RESULT CARRIED FORWARD FROM 2004 AND 2005 (in EUR thousands) (liabilities item E)	2005	2004
Result carried forward from previous years	28.049	28.192
Annual result	28.942	22.974
Fair value of financial instruments		-1.014
Increase in value of the property portfolio after deferred tax	-8.346	-2.694
Reversal of deferred tax on the increase in value of the property portfolio in France (SIIC status)	-1.318	
Realisation of the net unrealised capital gain on the disposal in Italy	424	
Realisation of the net unrealised capital gain on the sale of property assets		72
Shareholders' dividends (for 2004)	-19.481	-19.481
Shareholders' interim dividends (for 2005)	-8.813	
Transfer from available reserves and legal reserves	12.906	
Other	-67	
	32.296	**28.049**

IX. PROVISIONS (in EUR thousands) (liabilities item I, A)

Nature of the liabilities	Belgium			
	Taxation (exit tax)	Reme-diation	Disputes	Guarantees associated with the sale of the holding in Italy
Opening balance	704	817	250	-
Other provisions				131
Amounts used		-2		
Unused amounts reversed		-75	-78	
Transferred to other entities outside the group				
CLOSING BALANCE	**704**	**740**	**172**	**131**
Expected deadline for utilisation of provisions	uncertain	< 5 years	uncertain	< 5 years

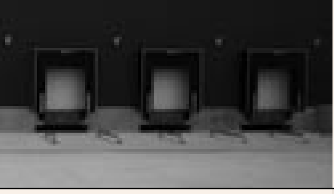
Nature of the liabilities (continued)	France	Italy	
	Provision for potential tax adjustment	Maintenance of buildings	TOTAL
Opening balance	-	31	1.802
Other provisions	15		146
Amounts used			-2
Unused amounts reserved			-153
Transferred to other entities outside the group		-31	-31
CLOSING BALANCE	**15**	**-**	**1.762**
Expected deadline for utilisation of provisions	< 5 years	-	-

X. STATEMENT OF AMOUNTS PAYABLE (in EUR thousands) (liabilities item I, B, II A)	Amounts payable current portion: not more than 1 year	between 1 and 5 years	over 5 years
A. Breakdown of debt initially payable after more than one year, according to their remaining duration (liabilities item X)			
Financial debts			
4. Credit institutions	313	1.253	1.253
TOTAL	**313**	**1.253**	**1.253**

XI. RESULTS OF THE YEAR (in EUR thousands)	Year	Previous year
A2. Global rental income of the group in Belgium *(item 70 of the income statement)* Amount from sales undertaken by the companies in the Group in Belgium	22.066	21.069
B. Average number of persons employed and personnel costs		
1. Within the fully consolidated companies		
Average number of employees	**12,3**	**11,5**
a) Workers	4,0	5,0
b) Employees	8,3	6,5
Personnel charges	**676**	**662**
a) Remuneration and direct social benefits	415	420
b) Employer 's contribution for social security	177	168
c) Employer 's contribution for extra-legal insurance	33	30
d) Other personnel charges	51	44

XII. RELATIONSHIP BETWEEN PROFITS FOR 2004 IN ACCORDANCE WITH BELGIAN ACCOUNTING LAW AND IFRS RULES (in EUR thousands)	Balance at 31/12/2004 Belgian accountancy law	Balance at 31/12/2004	Explanation of the difference
Net sales and services	27.603	27.603	0
Net cost of sales and services (1)	-3.374	-3.515	141
Operating result	24.229	24.088	141
Financial result (2)	-3.858	-3.860	3
Taxation (3)	-85	-53	-32
Operating results	20.286	20.174	112
Portfolio result (4)	2.018	2.800	-782
Extraordinary result (5)	-144	0	-144
PROFIT	**22.160**	**22.974**	**-814**

(1) Reclassification of the extraordinary result as a cost of sales and services
(2) Reclassification of the extraordinary result as the financial result
(3) Deferred tax asset following tax losses in the Netherlands (-201) – Reversal of deferred tax assets in the Czech Republic (77) – Reversal of deferred tax assets in Italy (92)
(4) Application of IAS 40
(5) Reclassification of expenses associated with floatation on the Euronext Paris stock market from the extraordinary result to costs of sales and services and the financial result



XIII. SALES

The (parts of) the following building(s) were sold during the course of 2005:

ITALY
Milan, San Giuliano Milanese, Via Tolstoj 63-65
A plot with a total surface area of 34.529 m² to the East of Milan, close to the intersection of the motorway ring and the Bologna motorway. This motorway crosses the Po valley and takes traffic to Florence and Rome, as well as the Adriatic coast.
The site includes existing buildings and new constructions. One half of the existing buildings was constructed in 1970 (179 m² of offices and 4.495 m² of warehouses with headroom of 7,10 metres), whereas the other dates from 1984 (1.516 m² of warehouses with headroom of 5,60 metres). The new constructions include an 8.515 m² warehouse (headroom of 8,50 metres) completed in 1999 and 4.253 m² of offices and service areas completed in March 2000.

BELGIUM
Buggenhout, Kalkestraat 19
A 32.374 m² plot of land in a small business area. The buildings mostly date from the 1965-1975 period, but were renovated in 2002 and some of them have been replaced by new constructions. The project includes 320 m² of offices and 12.520 m² of warehouses with headroom of between 4.6 and 5.9 metres.

Leuven, Kolonel Begaultlaan 9, 17-21, corner of Lefevrelaan
Plots with a total surface area of 15.420 m² alongside the Leuven canal. 1.894 m² have been sold. These are several older office buildings near the boundary of the site.

XIV. TAXATION (in EUR thousands) (Income statement XXIII, XXIV)	Year
Potential taxation charges (income)	-1.352
Adjustments recognised during the year on taxation due relating to previous years	-21
Amount of the deferred tax charge (income) resulting from the origination and reversal of timing differences	-11
Amount of the deferred tax charge (income) resulting from changes in the taxation rate or for new taxes imposed	500
TOTAL	**-884**

XV. TRANSACTIONS BETWEEN ASSOCIATED COMPANIES (in EUR thousands)	Year
Director indemnification invoiced by the management board De Pauw NV to WDP	275
Management fees (invoiced by WDP to its subsidiary)	246
Interco loans	37.925
Interest invoiced on interco loans	1.345
Indemnities for project monitoring	61
TOTAL	**39.852**

XVI. OFF-BALANCE-SHEET RIGHTS AND COMMITMENTS

- Commitment in favour of Dexia and Fortis Bank not to further mortgage fixed assets in Belgium or establish proxies for this purpose ("negative pledge").
- Financial securities worth 1,17 million EUR pledged in favour of the Flemish waste management company (OVAM).
- The estimated investment cost for the completion of projects in progress is 10 million EUR for Belgium and 1 million EUR for abroad.
- In December 2003, the risk of rising interest rates was hedged as follows in Belgium:
  - *a forward Interest Rate Swap agreement (IRS) with the following characteristics:*
    amount: 25.000.000 EUR
    remaining lifetime on 1st January 2006: 1 year
    interest rate: 3,35%
- In September 2005, the risk of rising interest rates was hedged as follows in Belgium:
  - *a forward Interest Rate Swap agreement (IRS) with the following characteristics:*
    amount: 20.000.000 EUR
    remaining lifetime on 1st January 2006: 10 years
    interest rate: 3,19%
- In December 2005, the risk of rising interest rates was hedged in Belgium:
  - *a forward Interest Rate Swap agreement (IRS) with the following characteristics:*
    amount: 10.000.000 EUR
    remaining lifetime on 1st January 2006: 3 years
    interest rate: 2,98%
  - *a forward Interest Rate Swap agreement (IRS) with the following characteristics:*
    amount: 10.000.000 EUR
    remaining lifetime on 1st January 2006: 5 years
    interest rate: 3,16%
  - *a forward Interest Rate Swap agreement (IRS) with the following characteristics:*
    amount: 15.000.000 EUR
    remaining lifetime on 1st January 2006: 7 years
    interest rate: 3,35%
  - *a forward Interest Rate Swap agreement (IRS) with the following characteristics:*
    amount: 5.000.000 EUR
    remaining lifetime on 1st January 2006: 8 years
    interest rate: 3,39%
  - *a forward Interest Rate Swap agreement (IRS) with the following characteristics:*
    amount: 10.000.000 EUR
    remaining lifetime on 1st January 2006: 8 years
    interest rate: 3,39%
- In France, the following interest rate hedge was contracted:
  - *a forward Interest Rate Swap agreement (IRS) with the following characteristics:*
    amount: 9.350.000 EUR
    remaining lifetime on 1st January 2006: 1 year
    interest rate: 3,23%
- In 2003, WDP granted the ASBL Ligue d'entraide islamique a call option worth 100.000 EUR for a warehouse with adjacent land in St.-Jans-Molenbeek, Delaunoystraat 34-36. The selling price was fixed at 750.000 EUR. The option initially matured on 30th June 2005. It was nevertheless decided to prolong it for an unlimited duration, whilst awaiting the requisite environmental certificates. If the buyer exercises the option, the 100.000 EUR paid will be considered to be a down payment on the selling price.

ANALYTICAL PRESENTATION BY GEOGRAPHIC SEGMENT	Western Europe 2004	Western Europe 2005	Eastern Europa 2004	Eastern Europe 2005	TOTAL 2004	TOTAL 2005
Operating income	**26.715**	**26.013**	**888**	**1.112**	**27.603**	**27.125**
Net rental income	25.170	24.728	888	1.097	26.058	25.825
Other operating income	1.545	1.285	0	15	1.545	1.300
Operating charges	**-3.438**	**-3.049**	**-80**	**-125**	**-3.518**	**-3.174**
Property management costs	-1.061	-1.086	-42	-51	-1.103	-1.137
General incidental expenses	-2.377	-1.963	-38	-74	-2.415	-2.037
Operating result	**23.277**	**22.964**	**808**	**987**	**24.085**	**23.951**
Financial income	118	660	31	11	149	671
Financial charges	-3.975	-4.223	-32	-31	-4.007	-4.254
Pre-tax operating result	**19.420**	**19.401**	**807**	**967**	**20.227**	**20.368**
Taxation	24	404	-77	0	-53	404
Operating results	**19.444**	**19.805**	**730**	**967**	**20.174**	**20.772**
Portfolio result	**1.928**	**6.406**	**872**	**1.764**	**2.800**	**8.170**
Reversal of unrealised capital gain	0	0	0	0	0	0
Disposal in Italy	0	-178	0	0	0	-178
Realised capital gains and losses	106	-28	0	0	106	-28
Unrealised capital gains	15.442	10.846	1.423	2.691	16.865	13.537
Unrealised impairment capital losses	-12.216	-5.859	0	0	-12.216	-5.859
Impairment (posted)	-2.631	-1.288	0	0	-2.631	-1.288
Impairment (reversed)	2.438	2.631	0	0	2.438	2.631
Deferred tax on market value fluctuations	-1.211	1.570	-551	-927	-1.762	643
Exit tax (change in the tax system)	0	-1.288	0	0	0	-1.288
TOTAL PROFITS	**21.372**	**26.211**	**1.602**	**2.731**	**22.974**	**28.942**

ASSETS AND LIABILITIES PER GEOGRAPHIC SEGMENT	Western Europe	Eastern Europe	TOTAL
Assets			
Intangible assets	23	0	23
Investment property	315.464	18.516	333.980
Development projects	8.901	0	8.901
Other tangible assets	292	233	525
Amounts receivable after more than one year	166	0	166
Deferred tax assets	731	0	731
Trade receivables	2.847	167	3.014
Other receivables	1.062	490	1.552
Cash and cash equivalents	2.890	1.647	4.537
Deferred charges and accrued income	553	1	554
TOTAL ASSETS	**332.929**	**21.054**	**353.983**
Shareholders' equity			
Capital	79.498	0	79.498
Revaluation surpluses	107.156	131	107.287
Reserves	38.830	2.147	40.977
Changes in the fair value of financial instruments	-432	0	-432
TOTAL SHAREHOLDERS' EQUITY	**225.052**	**2.278**	**227.330**
Liabilities			
Provisions	1.762	0	1.762
Deferred tax	-534	1.733	1.199
Non-current financial debts	2.505	0	2.505
Current financial debts	106.334	4.100	110.434
Current trade debts	2.576	1.507	4.083
Social security and fiscal debt	2.504	49	2.553
Other current debts	3.185	1	3.186
Accrued charges and deferred income	899	32	931
TOTAL LIABILITIES	**119.231**	**7.422**	**126.653**
Difference owing to consolidation items	-11.354	11.354	0

GROSS RENTAL INCOME
PER GEOGRAPHIC SEGMENT

Gross rental income, Western Europe	25.376
Gross rental income, Eastern Europe	1.105
TOTAL	**26.481**

ASSETS PER OPERATIONAL SEGMENT	Storage	Non-storage
Assets per operational segment		
Investment assets	282.236	51.744
Development projects	8.207	694
Customer receivables	2.867	309
	293.310	**52.747**
Other tangible assets	525	
Intangible assets	23	
Other receivables	2.285	
Cash assets	4.532	
Short-term investments	6	
Deferred charges and accrued income	555	
TOTAL ASSETS	**353.983**	

GROSS RENTAL INCOME PER OPERATIONAL SEGMENT	Storage	Non-storage
	22.153	4.328

BREAKDOWN OF THE STORAGE/NON-STORAGE RESULT	Total storage	Total non-storage
Net rental income	22.212	3.612
Indemnities received for rental damage	534	40
Other operating income	191	23
Management fee	156	167
Net re-invoicing result	189	0
TOTAL OPERATING INCOME	**23.282**	**3.842**
Maintenance and repairs	-381	-67
Water, gas and electricity	-41	-43
Insurance	-292	-62
Taxes	-6	-1
Employee vehicles	-57	-12
Commissions	-95	-21
Amortisation of installations	-8	-2
Land orientation study	-6	-1
External property charges	-27	-17
TOTAL PROPERTY MANAGEMENT CHARGES	**-913**	**-226**
GENERAL EXPENSES	**-1.700**	**-338**
Directors' remuneration	-204	-42
Remuneration for administration	-324	-57
Accommodation expenses	-82	-17
Pre-contract expenses	-4	-4
Administration expenses	-68	-14
Service received	-568	-116
Representation expenses	-14	-4
Advertising expenses	-207	-41
Expenses related to stock market floatation	-256	-53
Depreciation of furnishings and other assets	-31	-10
Provisions for bad debt or amounts written off trade receivables	110	21
Other general incidental expenses	-52	-1
OPERATING RESULT	**20.669**	**3.278**
Financial income	597	74
Financial charges	-3.779	-474
PRE-TAX OPERATING RESULT	**17.487**	**2.878**
Taxation	419	-14
OPERATING RESULTS	**17.906**	**2.864**
PORTFOLIO RESULT	**6.335**	**1.837**
Disposal in Italy	-178	0
Realised capital gains and losses	21	-49
Unrealised capital gains	11.189	2.349
Unrealised capital losses	-5.805	-53
Reversal of impairment	1.343	0
Exit tax	-1.288	0
Deferred tax on market value fluctuations	1.053	-410
RESULT	**24.241**	**4.701**

Intangible assets

Intangible assets refer to the capitalization of management and accounting software (23.297 EUR).

Tangible assets

For the first time this year, tangible assets have been valued at their fair value in accordance with IFRS rules, as noted by the independent chartered surveyor, Stadim CVBA on 31st December 2005. For further details on the precise valuation method, please refer to the press release of 6th February 2006 issued by the Belgian Asset Managers Association on the website www.beama.be. For the entire portfolio, we thus arrive at a value of 342.880.731 EUR, compared with 340.386.908 EUR at the end of 2004 (amount converted to its fair value).

The portfolio's overall value has increased by 2,494 million EUR. For further details, see "6. Evolution of the WDP portfolio at 31st December 2004", in the chapter "Valuation of the portfolio by the chartered surveyor", on page 56.

After posting of investments and disinvestments undertaken during the past financial year, at a net sum of -6,528 million EUR, there was a net unrealised capital gain of 7,679 million EUR, which is the balance of unrealised capital gains (13,537 million EUR) and unrealised capital losses (5,859 million EUR) recorded on property in the portfolio.

Total variation of the fair value of investment property amounted to 9,665 million EUR, after deduction of:

- deferred tax of 0,675 million EUR in the Netherlands and the Czech Republic, where WDP does not benefit from the cepic status. In the event of an effective sale, the capital gains on the property portfolio are therefore not exempt from tax in these two countries, unlike in Belgium and France where WDP has this status;
- the net posting of capital losses for projects in progress, whilst awaiting their definitive completion ("impairment of projects in progress" envisaged by the new IFRS rules), of 1,343 million EUR;
- the posting of deferred tax of 1,32 million EUR in France owing to the payment of an exit charge on the changeover to the untaxed status of SIIC.

This net increase is reflected in the equity capital of the Closed-End Property Investment Company under the "Revaluation surpluses" item.

The construction and/or renovation projects in progress on the balance sheet date and therefore unavailable for lease are included under a separate item: "Assets under construction and advance payments". At the end of 2005, these items were estimated at 8,550 million EUR, including transaction costs.

Cash and cash equivalents

This item amounts to 4.537 (000) EUR and is made up of an investment of 5.870 (000) EUR in Water Company and liquid assets of 4.531 (000) EUR.

Provisions for liabilities and charges

Analyses, monitoring activities and remediation in progress were continued during the year in order to satisfy all the local legal obligations for soil remediation. At the end of 2005, the "provisions" item still included the 0,741 million EUR of provisions specifically reserved for the potential remediation of the land at Beersel - Stationstraat, Haacht (Wespelaar) - Dijkstraat, Temse - Kapelanielaan and Vilvoorde - Willem Elsschotstraat.

Furthermore, there is notably another provision of 0,171 million EUR for current disputes and another 0,704 million EUR for taxes. The last provision results from an additional exit charge payable on WDP's floatation on the stock market and its approval as a Closed-End Property Investment Company. Another provision of 0,131 million EUR was established in 2005 owing to guarantees made upon the sale of WDP Italia.

Financial debts

Warehouses De Pauw was able to greatly simplify its debt structure in 2005, which was made possible owing to the sale of WDP Italia, the entry into force of the new tax legislation in the Netherlands, the changeover to SIIC status in France and the entry of the Czech Republic into the European Union.

WDP thus no longer operates with separate bank borrowing per country and per company. It has been possible to convert almost all debts into a single, consolidated debt payable by the Belgian parent company, with intra-group loans in line with market conditions to the various subsidiaries. This operation offers the major advantage of enabling WDP to negotiate more efficient financing at more advantageous conditions. In autumn 2005, a commercial paper programme worth 150 million EUR was thus launched with Dexia and Fortis Bank. All foreign bank loans – except one – were also repaid.

At the end of 2005, WDP's debt was structured as follows:
- a long-term loan of 2,5 million EUR in France;
- treasury notes worth 94,74 million EUR;
- "straight loans" worth a total of 12,6 million EUR.

The gearing at the end of the year was 37,96% (including the dividend recognised as a debt).

At the consolidated level, WDP has the following unused lines of credit:
- an additional 55 million EUR can be borrowed under the commercial paper programme;
- lines of credit with Dexia, Fortis Bank, ING and Banca Monte Paschi worth over 50 million EUR.

Interest rate hedge

The fact that the sources of WDP's funding are now essentially short-term commitments has not prevented the cepic from hedging the risk of interest rate changes. WDP uses the following breakdown for this: one third is hedged for less than three years, one third over three to five years, and one third over more than five years.

The entire debt position was hedged in 2005 based on this conservative, cautious strategy. Some 105 of the 110 million EUR of debts (rounded-up figure) have thus been permanently hedged in various instalments, over periods of 1 to 10 years. Given the forecast that the short-term interest rate (1-month Euribor) may vary from 2,5 to 3% maximum, existing debts result in a total interest rate charge of 3,53% in 2006.

Once new investments are approved, WDP will re-examine its interest rate position and will continue to hedge risks in line with the strategy described above.

No significant event which is likely to have any major influence on the company's assets as presented to you have taken place since the end of the financial year on 31st December 2005.

Summary of the results

	31-12-2005 EUR (x 1.000) fair value	31-12-2004 EUR (x 1.000) fair value
OPERATING INCOME	**27.125**	**27.603**
Net rental income	25.825	26.058
Other operating income	1.300	1.545
Recurrent	324	278
Non-recurrent	976	1.267
OPERATING CHARGES	**-3.176**	**-3.518**
Property management costs	-1.137	-1.103
General operating costs	-2.039	-2.415
Management	-246	-221
Administration	-464	-430
External services	-684	-677
Costs related to listing	-575	-727
Amounts written off on trade debtors	131	-219
Other charges	-201	-141
OPERATION PROFIT	**23.949**	**24.085**
Financial income	672	149
Financial charges	-4.253	-4.007
Income tax	404	-53
RESULT FOR THE PERIOD (available for appropriation)	**20.772**	**20.174**
RESULT ON THE PORTFOLIO	**8.170**	**2.800**
- Result from sale of investment property	-206	106
• Net property sales	3.089	383
• Book value of properties sold	-3.117	-277
• Disposal in Italy	-178	0
- Variations in the fair value of investment property	8.376	2.694
• Positive variations in the fair value of investment property	13.537	16.865
• Negative variations in the fair value of investment property	-5.859	-12.216
• Deferred tax on market value fluctuations	-675	-1.762
• Impairment of assets under construction (establishment and reversal)	1.343	-193
• Reversal of deferred tax on market value fluctuations	1.318	0
• Exit tax in France	-1.288	0
TOTAL RESULT	**28.942**	**22.974**

1. Operating results

Current net operating profits amounted to 20,77 million EUR, an increase of 3% compared with the 2004 financial year.

1.1. Operating income

Total operating income fell by 2% in 2005, from 27,6 million EUR in 2004 to 27,1 million EUR in 2005.

Net rental income
WDP's net rental income – i.e. rental income less the advance property levy and concession charges payable by WDP Comm.VA – fell by 235.000 EUR in 2005, to 25,82 million EUR.

This fall is explained on the one hand by the loss of rental income in the Netherlands, which were still worth 900.000 EUR in 2004, and on the other by the sale of WDP Italia on 31st August 2005, which led to the disappearance of 609.000 EUR of rental income. The fact that it was nevertheless possible to limit the reduction in net rental income resulted from the completion and rental of new projects and the high occupancy rate in the rest of the portfolio.

Other income
WDP has other types of income resulting from specific services provided to clients:
- recurrent management fees, worth 323.000 EUR. These increase each year. Since 2000, it has almost always been agreed with tenants that WDP – in accordance with its objective to offer them global solutions – also manages premises and invoices a fee for this service;
- the gross margin earned from specific conversion work organised and carried out by WDP at the request of its tenants, amounting to 189.000 EUR;
- isolated payments, such as various payments for renunciation and breach of contract paid by tenants who terminated their lease in advance, payments for expenses incurred during the examination of new projects, etc. In 2005, these payments made a positive contribution to results worth 787.000 EUR.

Thus, 96% of operating results are accounted for by long-term recurrent income: rental income and management fees.

1.2. Operating charges

Operating charges fell by 10% during the 2005 financial year, to 3,176 million EUR. They fall into two categories: costs relating to property on the one hand and general operating expenses on the other.

Expenses relating to property
These are costs related to maintenance, management, shares in water, gas and electricity bills and insurance premiums payable by the owner, as well as agents' fees for re-letting property. They are proportionate to the size of the portfolio and are generally calculated on the basis of the gross rental value of the completed, and therefore rentable, portfolio.

At the end of 2005, these expenses had increased by 3% to 1,137 million EUR or 3,65% of gross rental value, compared with 1,103 million EUR or 3,77% at the end of 2004.

Property charges relating to the building in the Netherlands, which remained partially vacant in 2005, amount to 0,169 million EUR.

General operating charges

The 15,5% reduction in general operating charges, which fell from 2,415 million EUR in 2004 to 2,039 million EUR in 2005, is explained by two factors:

- charges relating to stock market quotation have been reduced to their 2003 level. In 2004, the second listing resulted in an exceptional increase;
- several disputes for which a provision had been established during the previous financial year ended with favourable outcomes.

Personnel charges also increased slightly in 2005 following the expansion of WDP's technical-administrative team.

1.3. Financial charges

As the gearing ratio increases, the proportion of financial charges in the WDP's total costs also increases. Financial charges account for approximately 57% of total operating charges.

Given the importance of this cost factor, WDP is striving to develop the most effective possible debt structure. All the local debts in the foreign companies were therefore converted in 2005 into a single, consolidated debt payable by the Belgian parent company, with intra-group loans in line with market conditions to the various subsidiaries. This operation makes it possible to negotiate more effective financing at more advantageous conditions. In autumn 2005, a commercial paper programme worth 150 million EUR was thus launched with Dexia and Fortis Bank. All foreign bank loans – except one – were also repaid.

This optimisation of the banking margin goes hand in hand with a conservative, cautious interest rate strategy through which WDP strives to achieve maximum benefit from interest rate curves. In its interest rate hedging, the cepic has divided its risk as follows: one third is hedged for less than three years, one third over three to five years, and one third over more than five years.

2. Portfolio result

2.1. Capital gains and losses

In 2005, two Belgian properties were sold for a total value of 3,089 million EUR:

- the Buggenhout - Kalkestraat building was sold for 3 million EUR. As its book value at the end of 2004 was 2,979 million EUR, this means that a capital gain of 0,021 million EUR was realised;
- a small part of the Wilsele - Kolonel Begaultlaan building was sold for 0,089 million EUR. A capital loss of 0,049 million EUR resulted from this sale.

Total realised capital losses on the sale of these two buildings thus amounted to 0,028 million EUR.

In Italy, the San Giuliano Milanese property was sold. The transaction was achieved by selling the Italian subsidiary for the exchange value of the building and resulted in a consolidated loss of -0,178 million EUR.

2.2. Unrealised capital gains

New acquisitions in 2005
For the acquisitions at Vilvoorde - Havendoklaan 13, Nivelles - Rue du Bosquet, Aalst - Denderstraat and Mlada Boleslav - Neprevazka, WDP did not recognise increases in the value of the new investments which were still in progress at the reporting date. The IAS 40 rule (fair value estimation) does not apply here, and the estimate has to be made using the purchase price until the project is completed.

Conversely, WDP recorded an unrealised gain of 1,5 million EUR on the part of the Mlada Boleslav - Neprevazka site where extension work was completed in 2005.

Construction and renovation work in the existing portfolio
WDP reported an unrealised capital gain of 0,17 million EUR on the fraction of the existing portfolio where it operated in its capacity as owner-investor. In practical terms, this capital gain can be imputed to three projects: Asse (Mollem) - Assesteenweg, Zele - Lindestraat and Jumet - Zoning Industriel.

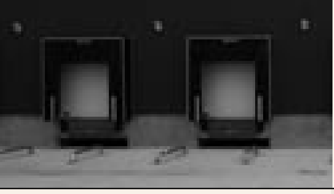
Sales of property during the 2005 financial year
Two entire sites were sold in 2005: Buggenhout - Kalkestraat and San Giuliano Milanese in Italy (cf. also 2.1.). An unrealised capital gain of 0,96 million EUR was posted for the part of the financial year during which these properties still formed part of the portfolio.

The remainder of the existing portfolio
A net capital gain totalling 6,38 million EUR was recorded for the rest of the existing property portfolio.

After deduction of 0,68 million EUR of deferred taxation and the reversal of 1,32 million EUR of deferred taxation in France owing to the payment of an exit charge on the changeover to the tax-exempt status of the SIIC, the total variation was 9,67 million EUR of the fair value of the investment property.

Cash flow statement

(asset item F)	31-12-2005 EUR (x 1.000)	31-12-2004 EUR (x 1.000)
Cash and cash equivalents at the start of the year	**3.371**	**2.453**
Operating activities		
Operating profit of the financial year	20.772	20.174
Costs related to the increase in capital		
Operational deferred tax	-530	-32
Result of the evolution in the market value of financial instruments	-582	-
Profit from the sale of property assets	-28	106
Result in Italy	246	-
Depreciations, provisions and impairments	100	1.117
Variation in working capital requirements (excl. exit tax provision)	-2.883	-1.114
Share of the exit tax paid in France	-321	-
OPERATIONAL CASH FLOW	**16.774**	**20.251**
Investments		
Property investments	-16.730	-12.866
Price paid for the acquisition of properties	2.702	-
Sale of property assets (excluding capital gains or losses)	22.834	277
Purchase and sale of other property assets	-193	-29
INVESTMENT CASH FLOW	**8.613**	**-12.618**
Financing		
Increase in shareholders' equity		
Modification of financial debts > 1 year	-85.116	2.690
Modification of financial debts of up to 1 year	88.844	357
Dividends paid out for previous financial years and interim dividend	-27.949	-9.762
FINANCING CASH FLOWS	**-24.221**	**-6.715**
Cash and cash equivalents at the end of the year	**4.537**	**3.371**



Rental income overview

		2005 (EUR)	2004 (EUR)
BELGIUM		**22.066.314,31**	**21.068.529,38**
Aalst	Dendermondsesteenweg 75	159.149,89	181.352,01
Aalst	Tragel 5	228.907,40	191.663,61
Aalst	Tragel 11-12	1.068.409,69	1.053.715,61
Aalst	Wijngaardveld 3, Dijkstraat 7	611.394,43	638.251,50
Anderlecht	Frans Van Kalkenlaan 9	769.259,96	789.585,21
Antwerpen	Lefebvredok, Kaai 59	535.597,25	387.425,70
Beersel (Lot)	Heideveld 3-4-4A	425.650,44	439.456,88
Beersel	Stationstraat 230	156.219,07	150.297,66
Beringen (Paal)	Industrieweg 135	334.311,13	237.924,63
Bierbeek	Hoogstraat 35-35A	170.890,24	167.539,92
Boom	Groene Hofstraat 13	133.533,47	130.761,94
Boom	Langelei 114-116	1.490.767,68	1.315.556,61
Boortmeerbeek	Leuvensesteenweg 238	8.740,00	1.240,00
Boortmeerbeek	Industrielaan 16	433.862,58	478.859,49
Bornem	Rijksweg 17	576.766,86	565.492,36
Bornem	Rijksweg 19	698.509,38	914.438,11
Neder-O.-Heembeek	Steenweg op Vilvoorde 146	182.104,57	223.370,03
Buggenhout	Kalkestraat 19	249.145,47	231.893,57
Grimbergen	Eppegemstraat 31	1.012.135,92	1.012.135,92
Haacht (Wespelaar)	Dijkstraat 44	183.133,91	179.403,60
Jumet	Zoning Industriel	100.580,16	24.999,99
Lebbeke (Wieze)	Kapittelstraat 31	110.595,19	98.382,99
Leuven	Kol. Begaultlaan 9+17-21	604.623,39	584.102,31
Leuven	Vaart 25-35	1.235.447,19	1.191.678,02
Londerzeel	Nijverheidstraat 13-15	714.346,61	882.558,79
Machelen	Rittwegerlaan 91-93	1.316.836,26	1.289.764,19
Mechelen	Olivetenvest 4-6-8	42.970,12	109.648,84
Merchtem	Kattestraat 27	140.079,10	134.490,62
Merchtem	Stoofstraat 11	0	-1.260,57
Merchtem	Wolvertemse Steenweg 1	169.240,85	242.837,22
Mollem	Assesteenweg	644.928,63	442.566,55
Nivelles	Rue de l'Industrie	1.340.801,16	980.434,57
Puurs	Lichterstraat 31	413.150,65	405.478,71
Rumst (Terhagen)	Polder 3	389.036,51	323.605,24
Molenbeek Saint-Jean	Rue Delaunoy 35-36 + 58-60	486.329,59	561.555,52
Temse	Kapelanielaan 10	97.537,50	315.230,88
Ternat	Industrielaan 24	849.891,86	860.746,86
Tienen	Getelaan 100	247.919,68	242.069,50
Vilvoorde	W. Elsschotstraat 5	813.299,79	863.508,84
Vilvoorde	Havendoklaan 12	742.780,74	688.171,62
Vilvoorde	Havendoklaan 19	619.294,02	607.343,28
Vilvoorde	Steenkade 44	181.246,25	175.859,80
Vilvoorde	Jan Frans Willemsstraat 95	340.195,06	213.747,15
Willebroek	Breendonkstraat	2.280,62	4.561,24
Zaventem	Fabriekstraat 13	373.518,99	367.783,44
Zele	Lindestraat 7	660.895,05	168.299,42
FRANCE		**1.847.328,05**	**1.816.630,47**
Aix-en-Provence	ZAC Gustave Eiffel II	645.274,38	613.976,01
Lesquin	Rue des Hauts de Sainghin, plots 179 and 180	672.473,61	646.448,42
Roncq	Avenue de l'Europe, plots 33 and 34	376.125,30	410.761,58
Templemars	Route de l'Epinoy, plot 237 bis	153.454,76	145.444,46
ITALY		**1.257.555,52**	**1.866.239,23**
Milan	San Giuliano Milanese Via Tolstoj 63-65	1.257.555,52	1.866.239,23
CZECH REPUBLIC		**1.104.519,44**	**891.688,43**
Pruhonice	Uhrineveska 734, 25243	397.212,31	370.086,77
Hradec Kralové	Pilmarova 410, 500 03	184.064,96	178.331,49
Jablonec	Nad Nisou, Ostry Roh, 466 02	51.167,49	50.978,84
Mlada Boleslav	Jicinska 1329/III, 29 301	124.819,11	124.053,13
Mlada Boleslav	Neprevazka	347.255,56	168.238,20
THE NETHERLANDS		**204.794,00**	**1.555.527,00**
Hazeldonk	Breda Industrieterrein n° 6462 and 6464	204.794,00	1.555.527,00
TOTAL		**26.480.511,32**	**27.198.614,51**

Profit appropriation

The unconsolidated profits for the financial year in the corporate financial statements amounted to 28.752.339 EUR. Taking into account the profit brought forward from the previous financial year (23.600 EUR), the profit available for distribution is 28.775.939 EUR.

After allocation of the revaluation surpluses of the net unrealised capital gain resulting from the impact of market fluctuations on the portfolio (6.613.612 EUR), profits of 22.162.327 EUR still remain to be allocated.

Under the new dividend policy, it was proposed to transfer the available reserves to the profit balance to be carried over. After subtracting 12.905.915 EUR allocated to available reserves, the profit available for distribution is 35.068.242 EUR.

We propose to allocate the result as follows:

Redemption of capital	*19.481.203 EUR*

i.e. 7.885.249 shares x 2,1 EUR net dividend, plus the tax deducted at source.
Of this amount, a total of 8.812.925 EUR, i.e. 7.885.249 shares x 0,95 EUR plus the tax deducted at source, has already been distributed through an interim dividend.

Profit carried forward	*15.587.039 EUR*

These dividends are payable as from Wednesday 3rd May 2006 from your financial institution, upon presentation of coupon n° 10 for bearer shares.

The consolidated accounting rules of Warehouses De Pauw Comm.VA have been established in accordance with the International Accounting Standards (IAS) and the International Financial Reporting Standards (IFRS), as applicable on the reporting date and approved by the European Commission.

1. General principles

1.1. Entities included in the consolidation

The annual consolidated financial statements include financial information on WDP Comm.VA and its subsidiaries. WDP Comm.VA owns no entity which is jointly controlled, nor any joint participation.

Subsidiaries are recorded at the time when control was acquired.

All operations conducted within the group, and all open balance sheet items within the group are eliminated in the consolidation.

1.2. Foreign currencies

The annual consolidated financial statements are drawn up in EUR.

Assets and liabilities in foreign currencies and the financial statements of foreign subsidiaries are converted using the monetary/non-monetary method. In this method, non-monetary assets and liabilities and the depreciation, valuation impairments and adjustments relating to these assets are converted using the historical exchange rate. The assets, liabilities, monetary rights and obligations are converted at the reporting date exchange rate. Income and charges are converted using the average exchange rate over the financial year. Unrealised exchange gains or losses are recorded in the income statement. The part that is attributable to other companies is included in the income statement under the item “Share of minority interests in the result”.

At the end of the financial year during which the cepic has acquired a property, it directly deducts the proportion of the registration fees relating to the property from its shareholders’ equity. Any subsequent increase or decrease in this proportion – both in absolute terms and as a percentage of the value including all costs – is also respectively deducted from or added to the shareholders’ equity.

1.3. Sector or segment reporting

WDP Comm.VA first uses the breakdown by country for its segmented reporting, and the distinction between storage and non-storage for its secondary segmentation.

The geographic segment is defined on the basis of the location of the property. A distinction is made between buildings in Western Europe (Belgium, Netherlands, France (and Italy)) and Eastern Europe (Czech Republic).

For each site, it is determined whether a building is used for storage (warehouses) or other activities (offices and others), on the basis of the “essentials first, incidentals later” principle.

2. Balance Sheet

2.1. Formation expenses

In principle, formation expenses are immediately included as charges. Expenses relating to increases in capital are deducted from shareholders’ equity.

2.2. Intangible assets other than goodwill

An intangible asset is only recognised in assets if:

- it is probable that any future economic advantages which may be imputed to the asset will flow to the company, and that
- its purchase price can be reliably determined.

Intangible assets are valued at their purchase price.

Intangible assets with a limited lifetime are amortised using the straight-line method over the duration of their estimated lifetime.

Intangible assets with an unlimited lifetime are not amortised, but each year are subjected to an impairment test (cf. “2.9. Specific valuation allowance test”, on page 112).

2.3. Positive goodwill

Goodwill represents the positive difference, on the takeover date, between the purchase price of the group of companies included and the group share in the fair value of identifiable acquired assets and (contingent) liabilities.

No amortisation is recorded on goodwill, but all the items of goodwill are subjected at least once a year to an impairment test (cf. “2.9. Specific valuation allowance test”, on page 112).

2.4. Negative goodwill

Negative goodwill is the excess of the fair value of the group’s share of the identifiable net assets when they were acquired compared with the cost of their acquisition, for the group of companies included.

After a revaluation of net identifiable assets and the purchase price of the group of companies, any surplus will immediately be recognised in the income statement.

2.5. Investment property

Land and buildings held in order to generate rental income (investment property) are initially valued at their acquisition price, including the transaction costs and expenses which can be directly imputed to them. Financing costs which can be directly imputed to the acquisition of investment property are also capitalised.
If specific financial resources have been borrowed for a particular property, the effective financing costs of this loan are capitalised over the period, minus any income obtained from the temporary investment of such borrowings.

When general financial resources are borrowed and used to acquire assets, the amount of the financing costs to be capitalised is determined based on the weighted-average financing cost associated with general loans to companies established during the acquisition period.

Apart from the financing costs, the following expenditure which can be directly imputed is also included (non-exhaustive list):

- building site insurance;
- agency fees associated with the initial rental.

The valuation of buildings used for investment purposes is established at their fair value. This represents the amount for which the property could be exchanged between well-informed parties, who agree and operate under normal competitive conditions. From the seller’s perspective, the valuation should be established after deduction of registration fees.

Independent surveyors conducting regular valuations of cepic properties consider that for transactions applying to buildings with an overall value of less than 2,5 million EUR in Belgium, registration fees of between 10 and 12,5% should be included, according to the region in which the property is situated.

For transactions concerning properties with an overall value of more than 2,5 million EUR, property experts have established the weighted-average cost at 2,5%, owing to the range of property transfer methods available in Belgium. This percentage will be revised each year as necessary by increments of 0,5%. The surveyors will confirm the agreed percentage to be deducted in their regular reports to shareholders.

The deduction of registration fees upon the first application of the IAS/IFRS standards will be included under the specific item of shareholders’ equity.

Project developments

This section covers construction and/or renovation projects in progress which are still being conducted at the reporting date. These property investments conducted by the cepic itself are valued at the purchase price of raw materials, direct labour costs and any expenditure which can be directly imputed to them.

Financing costs which can be directly imputed to the construction of investment property are also capitalised.
If specific financial resources have been borrowed for a given property, the effective financing costs of this loan are capitalised over the period, minus any income obtained from the temporary investment of such borrowings.

When general financial resources are borrowed and used to acquire assets, the amount of the financing costs to be capitalised is based on the weighted-average financing cost associated with general loans to companies established during the construction period.

These project developments are subjected at the end of each quarter to a specific valuation allowance test (cf. “2.9. Specific valuation allowance test”, on page 112).

When a project development is completed, it is transferred into the investment property item and valued at its fair value in accordance with the IAS 40 standard.

2.6. Property other than investment property and development projects

Other property is recognised as assets if:
- it is probable that any future economic benefits which may be imputed to the asset will flow to the company;
- its purchase price can be reliably determined.

Property which is not included under land or buildings is posted at its acquisition value, after deduction of any accumulated depreciation and specific accumulated valuation allowances.

The acquisition value is the acquisition price or potentially the production cost. Apart from the purchase price, the acquisition price also includes costs which can be directly imputed to the asset. Apart from the acquisition cost of the raw materials, the manufacturing cost also includes direct labour costs and a proportional fraction of overhead expenses.

Subsequent expenditure for repairs are immediately posted as charges, except if they result in an increase in the future economic utility of the part of the property concerned.

Property is systematically depreciated over the estimated useful lifetime of the asset. The depreciation is calculated on the acquisition value minus the residual value. This residual value is determined when the asset is acquired.

Property is amortised using the straight-line method in accordance with the following percentages:
- plant, machinery and equipment: 10-33%;
- vehicles: 10-33%;
- office furniture and fittings: 10-33%.

The depreciation period and method will be evaluated each year and revised in the event of a significant modification of estimates.

Tangible assets will be subject when necessary to additional specific depreciation (cf. “2.9. Specific valuation allowance test”, on page 112).

2.7. Leasing

A lease contract transferring almost all of the liabilities and advantages inherent to the ownership of an asset is considered as a financing lease.

Assets acquired under a financing lease are recognised at the fair value of the leased asset. If their value is lower, they are recognised at the cash equivalent value of the minimum leasing repayments, less the accumulated depreciation and the specific accumulated valuation allowances.

2.8. Receivables

Amounts receivable after more than one year and within one year are valued at their face value, after deduction of bad debt allowances.

2.9. Specific valuation impairment test

On the reporting date, for all of the group's assets except for receivables resulting from remuneration of personnel and expenses and deferred tax assets, if there is an indication that the book value of an asset exceeds its realizable value.

Every year, goodwill is subjected to a specific valuation impairment test.

A specific valuation impairment is recognised when the book value of an asset, or the cash-generating unit to which the asset belongs, is higher than its realisable value.

The recoverable value is the higher of the following values: the intrinsic value and the realisable amount of the asset.

The intrinsic value is the estimated amount of future cash flows which should result from the prolonged use of an asset and its disposal at the end of its useful lifetime, discounted at a rate which takes into account the current market assessment of the time value of the money and the asset's inherent risks.

The realisable amount is the sum which can be obtained from the sale of an asset in the context of an objective business transaction between independent parties who are well informed and agree, after deduction of any assignment fees.

For an asset which does not generate significant income itself, the realisable value is determined on the basis of the cash-generating unit to which it belongs.

The recoverable value of project developments is determined quarterly by the chartered surveyor.

Specific valuation impairments, i.e. the difference between the book value and the recoverable value, are recognised in the income statement.

Specific valuation impairments recognised for previous years are reversed if a subsequent increase in the recoverable value can be objectively connected with circumstances or an event arising after the recognition of the specific valuation allowance.

Specific valuation impairments on goodwill are in general not reversed.

2.10. Provisions

A provision is established when:
- the group has to fulfil a commitment – legal or de facto – resulting from a prior event;
- it is probable that financial resources will have to be spent to accomplish this commitment; and that
- the amount of the commitment can be reliably estimated.

The provision for soil remediation is adapted each year on the basis of the environmental expert's revised report, in consultation with OVAM (the Flemish public waste management company).

2.11. Pensions and similar commitments

The group only takes part in defined contribution-type pension plans.

The contributions paid under these defined contribution pension plans are recorded in the income statement at the time when they fall due.

2.12. Interest-bearing debts

Interest-bearing debts are initially recognised at their face value, after deduction of any transaction costs. They are subsequently valued at their amortised purchase price, which is defined using the effective interest rate method. The difference is recorded in the income statement.

2.13. On-interest-bearing debts

Non-interest-bearing debts are valued at their purchase price.

2.14. Derivative financial instruments

Interest rate swaps are valued at their fair value. Until the end of 2004, the impact was recognised directly in shareholders' equity at 31-12-2004. As from 2005, the variation has been posted in the income statement.

3. Income statement

3.1. Recognition of income

Income is recognised once it becomes probable that the economic benefits associated with a transaction will flow to the entity.
Income is estimated at the fair value of the remuneration received or over which a right is obtained, minus any reductions, VAT and other taxation associated with the sale.

3.2. Tax on profits

Tax on profits includes current and deferred tax.

Current tax includes the amount of tax to be paid on the profits for the reporting period and adjustments of previous years' taxes.

Deferred taxes are calculated on the basis of all the temporary differences between the value of assets and liabilities for tax purposes used for the calculation of current taxation and the carrying value of these assets and liabilities in the consolidated financial statements. Deferred taxes are valued on the basis of tax rates which will probably apply during the period when the assets are realised or liabilities are settled.

Deferred tax assets are only recognised if it is probable that sufficient taxable profit will be generated in the future to make use of the fiscal benefit. Deferred tax assets are reversed when it becomes unlikely that it will be possible to make use of the fiscal benefit related to it.

Statutory Auditor's Report to the General Shareholders' Meeting of the limited partnership with share capital "Warehouses De Pauw" on the consolidated financial statements for the year ended 31 December 2005

We have audited the accompanying consolidated balance sheets of Warehouses De Pauw and its subsidiaries ("the Group") as of 31 December 2005 and 31 December 2004, and the related consolidated income statements, statements of changes in equity and cash flows statements for the years then ended, with a balance sheet total of EUR 353.983(000) and a profit for the year of EUR 28.942(000). These consolidated financial statements are the responsibility of the Company's managing director. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

Unqualified audit opinion on the consolidated financial statements

We conducted our audits in accordance with International Standards on Auditing. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, based on our audits, the consolidated financial statements give a true and fair view of the financial position of the Group as of 31 December 2005 and 31 December 2004, and of the results of its operations and its cash flows for the years then ended in accordance with International Financial Reporting Standards as adopted by the EU.

Additional information

The following additional information is provided in order to complete the audit report but does not alter our audit opinion on the consolidated financial statements:

- As statutory auditor we are also responsible for examining the consolidated managing director's report in accordance with auditing standards generally accepted in Belgium. The managing director is responsible for the preparation and assessment of the information to be included in the consolidated managing director's report. The consolidated managing director's report contains the information required by law and is in accordance with the consolidated financial statements. We are, however, unable to express an opinion on the description of the principal risks and uncertainties which the group is facing, on its state of affairs, its foreseeable evolution or the significant influence of certain facts on its future development. We can nevertheless confirm that the matters disclosed do not present any obvious contradictions with the information of which we became aware during our audit.

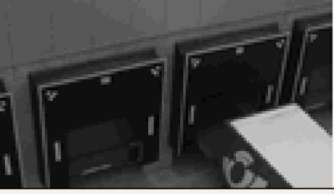
Luc Van Couter
Statutory auditor
Wolvertem, 30 March 2006

Balance sheet - Assets

	Year ended 31-12-2005 EUR (x 1.000)	Year ended 31-12-2004 EUR (x 1.000)
FIXED ASSETS	**325.027**	**293.368**
II. Intangible assets	**23**	**22**
III. Tangible assets	**284.914**	**277.318**
A. Land and buildings	276.071	269.804
B. Plant, machinery and equipment	30	17
C. Furniture and vehicles	238	130
E. Other tangible assets	25	25
F. Assets under construction and advance payments	8.550	7.342
IV. Financial assets	**40.090**	**16.028**
A. Affiliated enterprises	40.074	16.019
1. Participating interests	9.755	4.850
2. Amounts receivable	30.319	11.169
C. Other financial assets	16	9
2. Amounts receivable and cash guarantees	16	9
CURRENT ASSETS	**6.013**	**5.243**
V. Amounts receivable after more than one year	**150**	**225**
B. Other amounts receivable	150	225
VII. Amounts receivable within one year	**2.996**	**3.591**
A. Trade debtors	2.111	2.436
B. Other amounts receivable	885	1.155
VIII. Investments	**0**	**0**
B. Other investments and deposits	0	0
IX. Cash and cash equivalent	**2.458**	**1.181**
X. Deferred charges and accrued income	**409**	**246**
TOTAL ASSETS	**331.040**	**298.611**

Balance sheet - Liabilities

	Year ended 31-12-2005 EUR (x 1.000)	Year ended 31-12-2004 EUR (x 1.000)
CAPITAL AND RESERVES	**207.912**	**206.480**
I. Capital	**79.498**	**79.498**
A. Issued Capital	79.498	79.498
III. Revaluation surplus	**104.873**	**106.098**
IV. Reserves	**7.954**	**20.860**
A. Legal reserve	0	25
B. Reserves not available for distribution		
2. Other	7.954	7.954
D. Reserves available for distribution	0	12.881
V. Profit carried forward	**15.587**	**24**
PROVISIONS AND DEFERRED TAXATION	**1.747**	**1.772**
VII. A. Provisions for liabilities and charges	**1.747**	**1.772**
2. Taxation	704	704
3. Major repairs and maintenance	741	818
4. Other liabilities and charges	302	250
CREDITORS	**121.381**	**90.359**
VIII. Amounts payable after more than one year	**0**	**50.000**
A. Financial debts	0	50.000
4. Credit institutions	0	50.000
IX. Amounts payable within one year	**120.852**	**38.836**
A. Current portion of amounts payable after more than one year	0	0
B. Financial debts	103.238	16.000
1. Credit institutions	8.500	16.000
2. Other loans	94.738	
C. Trade debts	2.389	2.357
1. Suppliers	2.389	2.357
E. Taxes, remuneration and social security	1.377	872
1. Taxes	1.316	823
2. Remuneration and social security	61	49
F. Other amounts payable	13.848	19.607
X. Accrued charges and deferred income	**529**	**1.523**
TOTAL LIABILITIES	**331.040**	**298.611**



Income statement

	Year ended 31-12-2005 EUR (x 1.000)	Year ended 31-12-2004 EUR (x 1.000)
INCOME STATEMENT		
I. Operating income	**27.789**	**27.590**
A. Turnover	22.066	21.069
B. Own construction capitalised	400	380
C. Other operating income	5.323	6.141
II. Operating charges	**-7.582**	**-8.241**
B. Services and other goods	4.805	4.871
C. Remuneration, social security costs and pensions	722	662
D. Depreciations	86	69
E. Increase (+), Decrease (-) in amounts written off stocks, contracts in progress and trade debtors	36	148
F. Increase (+), Decrease (-) in provisions for liabilities and charges	-156	468
G. Other operating charges	2.089	2.023
III. Operating profit	**20.207**	**19.349**
IV. Financial income	**915**	**795**
A. Income from financial fixed assets	859	706
B. Income from current assets	45	84
C. Other financial income	11	5
V. Financial charges	**-2.773**	**-2.198**
A. Interest and other debt charges	2.754	2.184
C. Other financial charges	19	14
VI. Income taxes	**-84**	**-37**
A. Income taxes	84	37
B. Adjustment of income taxes and write-back of tax provisions		0
VII. Net current profit (-loss)	**18.265**	**17.909**
RESULT ON THE PORTFOLIO		
VIII. Gain or loss on disposal of elements of the portfolio (by reference to their historical value)	**3.873**	**179**
A. Property assets (within the meaning of the Royal Decree of 10/04/95)	3.873	179
1. Buildings and real rights on buildings	3.873	179
- Gains	3.980	179
- Losses	-107	
VIII bis. Withdrawal of formerly recorded changes in the market value on disposed elements of the portfolio	**-**	**-94**
- Gains	-	-94
IX. Change in market value of elements of the portfolio	**6.614**	**3.933**
A. Property assets (within the meaning of the Royal Decree of 10/04/95)	6.614	3.933
1. Buildings and real rights on buildings	6.614	3.933
- Gains	8.275	6.667
- Losses	-3.004	-2.734
- Impairment (posted/reversed)	1.343	
X. Profit (-loss) on the portfolio	**10.487**	**4.018**

	Year ended 31-12-2005 EUR (x 1.000)	Year ended 31-12-2004 EUR (x 1.000)
EXTRAORDINARY RESULT		
XI. Extraordinary income	**0**	**0**
B. Other extraordinary income	0	0
XII. Extraordinary charges	**0**	**0**
B. Provisions for extraordinary liabilities and charges	0	-31
C. Other extraordinary charges	0	31
XIII. Extraordinary profit (Extraordinary loss)	**0**	**0**
RESULT FOR APPROPRIATION		
XIV. Profit for the period	**28.752**	**21.927**
XVI. Appropriation of the changes in market value of elements in the portfolio		
A. Reserves unavailable for distribution	6.614	3.839
XVII. Profit for the period available for appropriation	**22.138**	**18.088**

Appropriation account	Year ended 31-12-2005 EUR (x 1.000)	Year ended 31-12-2004 EUR (x 1.000)
A. Profit (-loss) to be appropriated	**22.162**	**19.505**
1. Profit (-loss) for the period available for appropriation	22.138	18.088
2. Profit (-loss) brought forward	24	1.417
B. Deduction from shareholders' equity	**12.906**	
2. Deduction from reserves	12.906	
D. Result to be carried forward	**-15.587**	**-24**
1. Profit to be carried forward	15.587	24
F. Distribution of profit	**-19.481**	**-19.481**
1. Dividends	19.481	19.481

II. STATEMENT OF INTANGIBLE ASSETS (in EUR thousands)	Concessions, patents, licences, etc.
a) ACQUISITION COST	
At the end of the preceding period	57
Movements during the period:	
- Acquisitions	10
At the end of the period	67
c) DEPRECIATION AND AMOUNTS WRITTEN DOWN	
At the end of the preceding period	35
Movements during the period:	
- Recorded	9
At the end of the period	44
d) NET BOOK VALUE AT THE END OF THE PERIOD	23

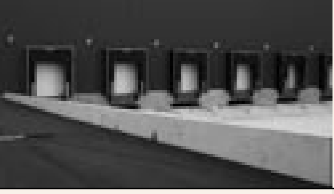
III. STATEMENT OF TANGIBLE FIXED ASSETS (in EUR thousands)	Land and buildings	Machinery and equipment	Furniture and vehicles
a) ACQUISITION COST			
At the end of the preceding period	171.171	145	618
Movements during the period:			
- Acquisitions, including produced fixed assets	6.456	22	182
- Sales and disposals	-1.966		-116
- Transfers from one heading to another	5.117		
At the end of the period	180.778	167	684
b) REVALUATION SURPLUSES			
At the end of the preceding period	132.925		
Movements during the period:			
- Recorded	8.275		
- Transfers from one heading to another			
- Reversals			
- Adjustment for fair value conversion	-8.611		
At the end of the period	132.589		
c) DEPRECIATION AND AMOUNTS WRITTEN DOWN			
At the end of the preceding period	34.292	128	488
Movements during the period:			
- Recorded	3.004	9	68
- Transfers from one heading to another			
- Reversals			-110
At the end of the period	37.296	137	446
d) NET BOOK VALUE AT THE END OF THE PERIOD	276.071	30	238

III. STATEMENT OF TANGIBLE FIXED ASSETS
(in EUR thousands)

	Other tangible assets	Assets under construction and advance payments
a) ACQUISITION COST		
At the end of the preceding period	42	8.441
Movements during the period:		
- Acquisitions, including produced fixed assets		6.514
- Transfers from one heading to another		-5.117
At the end of the period	**42**	**9.838**
b) REVALUATION SURPLUSES		
At the end of the preceding period		836
Movements during the period:		
- Recorded		
- Transfers from one heading to another		
- Reversals		-836
At the end of the period		**0**
c) DEPRECIATION AND AMOUNTS WRITTEN DOWN		
At the end of the preceding period	17	1.935
Movements during the period:		
- Recorded		1.288
- Reversed		-2.631
- Transfers from one heading to another		
- Adjustment for fair value conversion		696
At the end of the period	**17**	**1.288**
NET BOOK VALUE AT THE END OF THE PERIOD	**25**	**8.550**

IV. STATEMENT OF FINANCIAL FIXED ASSETS
(in EUR thousands)

	Affiliated enterprises	Others
1. Participating interests and shares		
a) ACQUISITION COST		
At the end of the preceding period	4.850	
Movements during the period:		
- Acquisitions	6.000	
- Transfer and retirements	(1.095)	
At the end of the period	**9.755**	
NET BOOK VALUE AT THE END OF THE PERIOD	**9.755**	
2. Amounts receivable		
NET BOOK VALUE AT THE END OF THE PRECEDING PERIOD	**11.169**	**9**
Movements during the period:		
- Additions	19.500	7
- Reimbursements	(350)	
NET BOOK VALUE AT THE END OF THE PERIOD	**30.319**	**16**



NAME and REGISTERED OFFICE	Social rights held by the company in its subsidiaries		Information from the last available financial statements			
			Financial statements at	Currency	Capital and reserves (+) or (-)	Net result (+) or (-)
	Number	%				
WDP CZ s.r.o. Belehradska 18 PRAGUE, CZECH REPUBLIC	100	100,00	31/12/2005	EUR	2.667	86
WDP France s.a.r.l. Rue Cantrelle 28 36000 CHÂTEAUROUX, FRANCE	770	100,00	31/12/2005	EUR	400	(469)
WDP Nederland b.v. Postbus 128 5300 AC ZALTBOMMEL THE NETHERLANDS	180	100,00	31/12/2005	EUR	3.841	(1.594)

VII. DEFERRED CHARGES AND ACCRUED INCOME (in EUR thousands)	Period
Breakdown of item 490/1 of assets if it includes important amounts for:	
amounts recoverable:	
- management fees recoverable	17
- commissions recoverable on re-letting	179
- interest charges on treasury notes carried forward	160
- commercial communications carried forward	23
revenues received:	
- damages and interest received	

VIII. STATEMENT OF CAPITAL	Amounts (x EUR 1.000)	Number of shares
A. CAPITAL		
1. Issued capital (heading 100 of liabilities)		
- At the end of the preceding period	79.498	
- Changes during the period		
At the end of the period	**79.498**	
2. Structure of capital		
2.1. Different categories of shares		
Ordinary shares, without mention of par value	79.498	7.885.249
2.2. Registered shares and bearer shares		
Registered		2.921.776
Bearer		4.963.473

G. STRUCTURE OF SHAREHOLDERS OF THE ENTERPRISE AT YEAR-END CLOSING DATE

As it appears from the statements received by the enterprise:	Number of shares	%
Robert De Pauw	592.000	7,5
Anne De Pauw	592.000	7,5
Tony De Pauw	592.000	7,5
Kathleen De Pauw	592.000	7,5

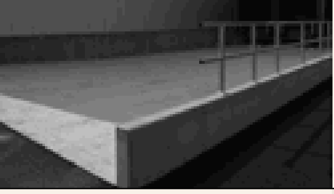
IX. PROVISIONS FOR OTHER LIABILITIES AND CHARGES (in EUR thousands)	Period
Analysis of heading 163/5 of liabilities if the amount is material:	
- provisions for disputes	171
- provisions for taxes in Italy	131

X. STATEMENT OF AMOUNTS PAYABLE (in EUR thousands)	Period
C. AMOUNTS PAYABLE FOR TAXES, REMUNERATION AND SOCIAL SECURITY	
1. Taxes (item 450/3 of the liabilities)	
b) Non expired taxes payable	1.316
2. Remuneration and social security (item 454/9 of the liabilities)	
b) Other amounts payable relating to remuneration and social security	61

XI. DEFERRED INCOME AND ACCRUED CHARGES (in EUR thousands)	Period
Analysis of the heading 492/3 of liabilities if the amount is material:	
- Rental income accrued	
- Income from damages, interest and lease termination compensation accrued	241
- Advance payments for works	
- Interest costs accrued	75
- CBI tax and CBFA fees	152
- Custodial fees	

XII. OPERATING RESULTS (in EUR thousands)	Period	Preceding period
C1. WORKERS RECORDED IN THE PERSONNEL REGISTER		
a) Number of workers at the closing date	14	14
b) Average number of employees in full-time equivalents	12,6	11,5
c) Number of actual working hours	21.149	19.672
C2. PERSONNEL CHARGES		
a) Remuneration and direct social benefits	465	420
b) Employers' contribution for social security	173	168
c) Employers' premium for extra-statutory insurance	33	30
d) Other personnel charges	51	44
D. AMOUNTS WRITTEN OFF		
2. On trade debtors		
- Recorded	123	195
- Reversals	-87	-47
E. PROVISIONS FOR LIABILITIES AND CHARGES (item 635/7)		
Increases		475
Decreases	-156	-7
F. OTHER OPERATING CHARGES		
Taxes related to operations	2.088	2.015
Other charges	1	8

XIII. FINANCIAL RESULTS (in EUR thousands)	Period	Preceding period
A. OTHER FINANCIAL INCOME (item 752/9)		
Interest received on sale of property		
Interest on current account	8	
Other	3	5
C. CAPITALISED INTERESTS (of 4,5%)	**78**	**245**
D. OTHER FINANCIAL CHARGES		
Bank charges	19	13
Other		1



XV. INCOME TAXES
(in EUR thousands)

	Period
A. ANALYSIS OF HEADING 670/3	
1. Income taxes of the current period:	81
a. Taxes and withholding taxes due or paid	60
c. Estimated tax supplements	21
2. Income taxes on previous periods	3
a. Additional charges for income taxes due or paid	3

XVI. VALUE ADDED TAX AND TAXES BORNE BY THIRD PARTIES
(in EUR thousands)

	Period	Preceding period
A. Value added tax		
1. To the enterprise	2.078	1.729
2. By the enterprise	5.102	4.752
B. Amounts retained on behalf of the third parties for		
1. Company withholding taxes	119	109
2. Withholding taxes on investment income	4.037	1.424

XVII. OFF-BALANCE-SHEET RIGHTS AND COMMITMENTS

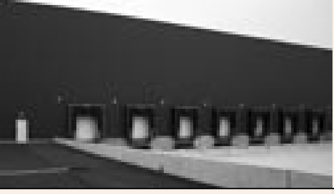
- Commitment in favour of Dexia and Fortis Bank not to further mortgage fixed assets in Belgium or establish authorizations for this purpose ("negative pledge").
- Financial securities worth 1,17 million EUR pledged in favour of the Flemish waste management company (OVAM).
- The estimated investment cost for the completion of projects in progress is 10 million EUR for Belgium.
- In December 2003, the risk of rising interest rates was hedged as follows in Belgium:
  - *a forward Interest Rate Swap agreement (IRS) with the following characteristics:*
    amount: 25.000.000 EUR
    remaining lifetime on 1st January 2006: 1 year
    interest rate: 3,35%
- In September 2005, the risk of rising interest rates was hedged as follows in Belgium:
  - *a forward Interest Rate Swap agreement (IRS) with the following characteristics:*
    amount: 20.000.000 EUR
    remaining lifetime on 1st January 2006: 10 years
    interest rate: 3,19%
- In December 2005, the risk of rising interest rates was hedged in Belgium:
  - *a forward Interest Rate Swap agreement (IRS) with the following characteristics:*
    amount: 10.000.000 EUR
    remaining lifetime on 1st January 2006: 3 years
    interest rate: 2,98%

- *a forward Interest Rate Swap agreement (IRS) with the following characteristics:*
  amount: 10.000.000 EUR
  remaining lifetime on 1st January 2006: 5 years
  interest rate: 3,16%
- *a forward Interest Rate Swap agreement (IRS) with the following characteristics:*
  amount: 15.000.000 EUR
  remaining lifetime on 1st January 2006: 7 years
  interest rate: 3,35%
- *a forward Interest Rate Swap agreement (IRS) with the following characteristics:*
  amount: 5.000.000 EUR
  remaining lifetime on 1st January 2006: 8 years
  interest rate: 3,39%
- *a forward Interest Rate Swap agreement (IRS) with the following characteristics:*
  amount: 10.000.000 EUR
  remaining lifetime on 1st January 2006: 8 years
  interest rate: 3,39%

- In 2003, WDP granted the ASBL Ligue d'entraide islamique a call option worth 100.000 EUR for a warehouse with adjacent land in St.-Jans-Molenbeek, Delaunoystraat 34-36. The selling price was fixed at 750.000 EUR. The option initially matured on 30th June 2005. It was nevertheless decided to prolong it for an unlimited duration, whilst awaiting the requisite environmental certificates. If the buyer exercises the option, the 100.000 EUR paid will be considered to be a down payment on the selling price.

XVIII. RELATIONSHIPS WITH AFFILIATED ENTERPRISES AND ENTERPRISES LINKED BY PARTICIPATING INTERESTS (in EUR thousands)	Affiliated enterprises	
	Period	Preceding period
1. FINANCIAL ASSETS		
- Investments	9.755	4.850
- Other receivables	30.319	11.169
2. AMOUNTS RECEIVABLE		
- Within one year	36	25
7. FINANCIAL RESULTS		
- Income from financial fixed assets	859	706

XIX. FINANCIAL RELATIONSHIPS (in EUR thousands)	Period
Direct and indirect remuneration and pensions for directors and executives included in the income statement	275



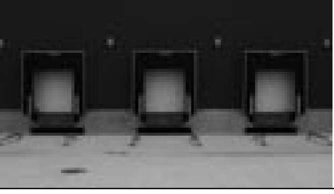
4. SOCIAL REPORT*	Full-time period	Part-time period	Total (T) or total in full-time equivalents period	Total (T) or total in full-time equivalents preceding period
I. STATEMENT OF THE PERSONS EMPLOYED				
A. EMPLOYEES RECORDED IN THE PERSONNEL REGISTER				
1. During the financial period and the preceding financial period				
Average number of employees	10,3	4,0	12,6	11,5
Actual number of hours worked	16.894	4.255	21.149	19.672
Amount of the benefits in addition to personnel costs (in EUR thousands)	577	145	722	662
2. At the closing date of the financial period				
a. Number of employees recorded in the personnel register	10	4	12,3	
b. By nature of the employment contract				
Contract of unlimited duration	10	4	12,3	
c. By sex				
Male	8	1	8,8	
Female	2	3	3,5	
d. By professional category				
Employees	6	4	8,3	
Workers	4		4,0	
II. LIST OF PERSONNEL MOVEMENTS DURING THE FINANCIAL PERIOD				
A. ENTRANTS				
a. Number of employed persons recorded in the personnel register during the financial period	1		1,0	
b. By nature of the employment contract				
Contract of unlimited duration	1		1,0	
c. By sex and level of education				
Male:				
primary education				
higher education (non-university)				
Female:				
primary education	1		1,0	
B. LEAVERS				
a. Number of staff whose contracts were terminated in the personnel register during the period	1		1,0	
b. By nature of the employment contract				
Contract of unlimited duration	1		1,0	
c. By sex and level of education				
Male:				
primary education	1		1,0	
Female:				
higher education (non-university)				
d. By reason of termination of contracts				
Pension				
Dismissal	1		1,0	
Voluntary departure				

**The directors exercise their mandates within the statutory management company De Pauw NV and for that reason have not been included in this entry*

In the annual statutory financial statements, the new valuation rules for investment property (land and buildings) and development projects (assets under construction) were only applied for the figures at the end of 2005. The figures on 31/12/2004 have been maintained as they were published last year (valuation including transaction costs).

For the purposes of comparison, the impact is nevertheless restated below (in EUR thousands):

Impact on land and buildings	
Land and buildings on 31/12/2004 (including transaction costs)	**269.804**
Impact of the inclusion of transaction costs on the fair value for 2004	-7.381
Land and buildings on 31/12/2004 (fair value)	**262.423**
Net investment	8.377
Unrealised capital gains 2005	8.275
Unrealised capital losses 2005	-3.004
Land and buildings on 31/12/2005 (fair value)	**276.071**
Impact on assets under construction	
Assets under construction on 31/12/2004 (including transaction costs)	**7.342**
Impact of the inclusion of transaction costs on the fair value for 2004	-458
Assets under construction on 31/12/2004 (LOCM)	**6.884**
Net investment	323
Unrealised capital gains 2005	0
Net impairment (posted/reversed)	1.343
Assets under construction on 31/12/2005 (LOCM)	**8.550**
Impact on revaluation surpluses	
Revaluation surpluses on 31/12/2004	**106.098**
Impact of the inclusion of transaction costs on the fair value 2004 (directly on revaluation surpluses)	-7.839
Unrealised capital gains 2005	8.275
Unrealised capital losses 2005	-3.004
Net impairment (posted/reversed)	1.343
Revaluation surpluses on 31/12/2005	**104.873**
The impact on the result for 2004 amounts to 0,654 million EUR, and breaks down as follows:	
Net unrealised capital gain (fair value)	4.566
Net unrealised capital gain (including transaction costs)	-3.933
Net realised capital gain (fair value)	106
Net realised capital gain (including transaction costs)	-85
Impact on the result as at 31/12/2004	**654**



The accounts and annual financial statements are prepared in accordance with the spirit and objectives of the provisions in the Royal Decree of 10th April 1995 relating to Closed-End Property Investment Companies. The principal accounting rules established by the Board of Directors are summarised below.

Formation expenses

The formation expenses, costs associated with increasing the capital and amending the articles of association, etc. are included as expenses for the year in which they were incurred.

Tangible assets

Investment property

Land and buildings retained in order to generate rental income (investment property) are initially valued at their acquisition price, including the transaction costs and expenses which can be directly imputed to them. Financing costs which can be directly imputed to the acquisition of investment property are also capitalised.
If specific financial resources have been loaned for a given property, the effective financing costs of this loan are capitalised over the period, less any income obtained from the temporary investment of this loan.
When general financial resources are borrowed and used to acquire assets, the amount of the financing costs to be capitalised is determined based on the weighted-average financing cost associated with general loans to companies established during the acquisition period.

Apart from the financing costs, the following expenditure which can be directly imputed is also included (non-exhaustive list):
- building site insurance;
- agency fees associated with the initial rental.

The valuation of buildings used for investment purposes is established at their fair value. This represents the amount for which the property could be exchanged between well-informed parties, who agree and operate under normal competitive conditions. From the seller's perspective, the valuation should be established after deduction of registration fees.

Independent surveyors conducting regular valuations of cepic properties consider that for transactions applying to buildings with an overall value of less than 2,5 million EUR in Belgium, registration fees of between 10 and 12,5% should be included, according to the region in which the property is situated.

For transactions concerning properties with an overall value of more than 2,5 million EUR, property experts have established the weighted-average cost at 2,5%, owing to the range of property transfer methods available in Belgium. This percentage will be revised each year as necessary by increments of 0,5%. The surveyors will confirm the agreed percentage to be deducted in their regular reports to shareholders.

Project developments
This section covers construction and/or renovation projects in progress which are still being conducted at the reporting date. These property investments conducted by the cepic itself are valued at the purchase price of the materials, direct labour costs and any expenditure which can be directly imputed to them.

Financing costs which can be directly imputed to the construction of investment property are also capitalised.
If specific financial resources have been borrowed for a given property, the effective financing costs of this loan are capitalised over the period, minus any income obtained from the temporary investment of such borrowings.

When general financial resources are borrowed and used to acquire assets, the amount of the financing costs to be capitalised is based on the weighted-average financing cost associated with general loans to the companies established during the construction period.

At the end of each quarter, checks based on the surveyor's opinion are made to ensure that the fair value is not lower than the capitalised acquisition price. If this is the case, an additional (Lower Of Cost or Market - LOCM) impairment is recognised.

When a project development is completed, it is transferred into the investment property item and valued at its fair value in accordance with the IAS 40 standard.

Property other than investment property and project developments
Other property is posted in assets if:
- it is probable that any future economic advantages which may be imputed to the asset will be received by the company;
- the purchase price of the asset can be reliably determined.

Property which is not included under land or buildings is posted at its acquisition value, after deduction of any accumulated depreciation and specific accumulated valuation impairments.

The acquisition value is the acquisition price or potentially the production cost. Apart from the purchase price, the acquisition price also includes costs which can be directly imputed to the asset. Apart from the acquisition cost of the raw materials, the manufacturing cost also includes direct labour costs and a proportional fraction of fixed overhead costs.

Subsequent expenditure for repairs are immediately posted as charges, except if they result in an increase in the future economic utility of the part of the property concerned.

Property is systematically depreciated over the estimated period of use of the asset.
The depreciation is calculated on the acquisition value minus the residual value. This residual value is determined when the asset is acquired.

Property is depreciated using the straight-line method in accordance with the following percentages:

- plant, machinery and equipment: 10-33% ;
- vehicles: 10-33% ;
- office furniture and fittings: 10-33%.

Financial assets

Financial assets are valued on the basis of their market value. In the event of purchase, financial assets are valued at their acquisition cost, excluding additional charges which are charged to the income statement. The Board of Directors will decide on the capitalisation of additional costs and where appropriate, the period over which they will be depreciated.

In derogation of articles 66 §2 and 57 §1 of the Royal Decree of 30th January 2001 relating to the implementation of the Companies' Code, valuation impairments and revaluation surpluses for financial assets owned in the context of Property Companies and Property Investment Companies will be included in the inventory every time it is established. The valuation surpluses recorded are directly posted under item III of liabilities: "Revaluation surpluses".

Articles 10 and 14 §1 of the Royal Decree of 8th March 1994 relating to the accountancy and annual financial statements of certain collective investment institutions with a variable number of participation rights apply in the valuation of financial assets held in affiliated Property Companies and Property Investment Companies. Article 57 §2 of the Royal Decree of 30th January 2001 relating to the implementation of the Companies Code is not applicable.

Receivables

Amounts receivable after more than one year and within one year are valued at their face value, after deduction of bad debt allowances.

Short-term investments

Short-term investments are valued at their acquisition value or their market value if this is lower, excluding incidental expenses which are posted in the income statement.

Provisions for liabilities and charges

Each year, the Board of Directors examines the need to make provisions to cover the liabilities and charges facing the cepic.

Provisions for repairs and major maintenance are established based on the Board of Directors' decisions to carry out repair and maintenance work.

Debts

Debts are valued at their face value.

Derogation

A renewal of the derogation was requested on the basis of article 15 of the Act of 17th July 1975 relating to the accountancy and annual financial statements of companies in order to present the annual information in another format so that unrealised capital gains and losses on items in the portfolio resulting from market fluctuations could be included in parallel in the income statement. If it is positive, the unrealised results on items in the portfolio are not actually distributed, but are posted in a reserve which is not available for distribution. This particular presentation, used by most cepics, has been adopted by WDP since its stock market floatation in 1999. The Minister of Economic Affairs has not yet replied to the renewal request.

Statutory Auditor’s Report to the Shareholders’ General Meeting of the limited partnership with share capital “Warehouses De Pauw” on the financial statements for the year ended 31 December 2005

In accordance with the legal and statutory requirements, we report to you on the performance of the mandate which has been entrusted to us.
We have audited the financial statements for the year ended 31 December 2005, prepared in accordance with the legal and regulatory requirements applicable in Belgium, which show a balance sheet total of EUR 331.040(000) and a profit available for appropriation for the year of EUR 22.138(000). We have also carried out the specific additional audit procedures required by law.
The preparation of the financial statements, the assessment of the information to be included in the managing director’s report, as well as the compliance by the company with the Company Code and the company’s bylaws, are the responsibility of the managing director.
Our responsibility as statutory auditor is to examine the financial statements in accordance with legal requirements and general auditing standards applicable in Belgium.

Unqualified audit opinion on the financial statements

Our audit was carried out in accordance with the auditing standards of the Institut des Réviseurs d’Entreprises/Instituut der Bedrijfsrevisoren. These auditing standards require that we plan and perform our audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.
In accordance with those standards we considered the company’s administrative and accounting organization, as well as its internal control procedures. The company’s management have provided us with all explanations and information which we required for our audit. We have examined, on a test basis, the evidence supporting the amounts included in the financial statements. We have assessed the accounting policies, the significant accounting estimates made by the company and the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
In our opinion, taking into account the legal and regulatory requirements applicable in Belgium, the financial statements for the year ended 31 December 2005 give a true and fair view of the company’s assets, liabilities, financial position and results of operations.

Additional certifications and information

We supplement our report with the following certifications and information which do not modify our audit opinion on the financial statements:

- The managing director's report includes the information required by law and is consistent with the financial statements. We are, however, unable to express an opinion on the description of the principal risks and uncertainties which the company is facing, of its state of affairs, its foreseeable evolution or the significant influence of certain facts on its future development. We can nevertheless confirm that the matters disclosed do not present any obvious contradictions with the information of which we became aware during our audit.
- The appropriation of results proposed to the general meeting complies with the legal and statutory provisions.
- We do not have to report to you any transactions undertaken or decisions made in violation of the bylaws or the Company Code.
- Without prejudice to formal aspects of minor importance, the accounting records were maintained in accordance with the legal and regulatory requirements applicable in Belgium.

Luc Van Couter
Statutory auditor
Wolvertem, 30 March 2006

1. Basic information

1.1. Company name
"Warehouses De Pauw", abbreviated to "WDP"

1.2. Legal form, formation and publication (*)
The company was established as a company limited under the name "Rederij De Pauw" by a deed executed in the presence of the notary public, Paul De Ruyver, in Liedekerke, on 27th May 1977, published in the Annexes of the Belgian Bulletin of Acts and Decrees of 21st June 1977, under number 2249-1. This limited company served as a holding in which, by means of a general series of mergers and splits, the property assets of 9 companies were combined. At the same time, the name of the company was changed to "Warehousing & Distribution De Pauw" and it was converted into a limited partnership with share capital. The articles of association were amended conditionally in line with this change by a deed executed on 20th May 1999 in the presence of the notary public, Siegfried Defrancq, in Asse-Zellik, and published in the Annexes to the Belgian Bulletin of Acts and Decrees under numbers 990616-1 to 22 inclusive and confirmed by two deeds dated 28th June 1999 executed in the presence of the same notary public and published in the Belgian Bulletin of Acts and Decrees under numbers 990720-757 and 758. Since 28th June 1999, WDP CVA has been registered with the Banking, Finance and Insurance Commission as a "Closed-End Investment Company" under Belgian law. Consequently it is now subject to the statutory system for Closed-End Investment Companies provided in article 118 of the Act of 4th December 1999 relating to financial transactions and financial markets, and also the Royal Decree of 10th April 1995 relating to Closed-End Property Investment Companies.

The company name was changed to "Warehouses De Pauw" at the extraordinary General Meeting of 25th April 2001, by a deed executed in the presence of the aforementioned notary public Defrancq, published in the Annexes to the Belgian Bulletin of Acts and Decrees of 18th May under number 20010518-652.

On 12th December 2001, the company took over the limited company Caresta NV, and the articles of association were amended accordingly by deed executed in the presence of the notary public Siegfried Defrancq, at Asse-Zellik, and published in the Annexes of the Belgian Bulletin of Acts and Deeds on 5th January 2002 under the number 20020105-257, with a subsequent rectification published in the Belgian Bulletin of Acts and Deeds of 25th July 2002 under the number 20020725-299.

On 5th September 2003, the management company decided to increase the capital through a public share issue up to a maximum value of 30.000.000,00 EUR, including the issue premium, with a pre-emptive right and in the context of authorised capital, through a deed executed in the presence of the aforementioned notary public Siegfried Defrancq, published in the Annexes of the Belgian Bulletin of Acts and Decrees on 25th July 2002, under the reference 20031021-0109193. On 10th October 2003, it was recorded that the capital had increased to 27.598.368,00 EUR, including the issue premium, whereby 985.656 new shares were issued. This deed was published in the Annexes of the Belgian Bulletin of Acts and Decrees of 6th November 2003 under the reference 20031106-0116631.
On 27th April 2005, the management board's authorisation to increase the capital was renewed in the context of authorised capital, along with its authorisation to acquire and sell its own shares in order to avoid any serious damage which may threaten the company.

(*) See also "7. Key dates in the history of WDP", on page 144.

The threshold for the transparency declaration has been further reduced to three per cent (3%), and the articles of association have been duly amended. This was enacted by a deed executed in the presence of the aforementioned notary public Defrancq, published in the Annexes to the Belgian Bulletin of Acts and Decrees of 25th May 2005 under number 20050525-73117.

1.3. Registered offices of the company and administrative domicile

The company has its registered office at 1861 Meise/Wolvertem, Blakenberg 15. The registered office can be transferred within Belgium without amending the articles of association by decision of the management board, provided the language laws are duly respected.

1.4. Trade Registration number

The company is registered in the Brussels trade register under the number 0417.199.869.

1.5. Duration

The company has been formed for an indefinite duration.

1.6. Corporate object

Article 4 of the articles of association:

"The sole object of the company is the collective investment of publicly raised funds in property as defined in article 122, 1§ paragraph one, 5° of the Act of the fourth December nineteen hundred and ninety, relating to financial transactions and financial markets".

Property is taken to mean:

1. property as defined in articles 517 and thereafter of the Civil Code and rights in rem on the said property;
2. voting shares issued by associated property companies;
3. options on properties;
4. participation rights in other property investment companies registered in the list envisaged in article 120 § 1, paragraph two or article 137 of the Act of the fourth December nineteen hundred and ninety, relating to financial transactions and financial markets;
5. mortgage debentures as defined in article 106 of the Act of the fourth December nineteen hundred and ninety, relating to financial transactions and financial markets and article 44 of the Royal Decree of 10th April nineteen hundred and ninety-five relating to Closed-End Property Investment Companies;
6. rights arising from contracts giving the company leasehold of one or several properties;
7. and all other assets, shares or rights defined as property by the Royal Decrees implementing the Act of the fourth December nineteen hundred and ninety, relating to financial transactions and financial markets which are applicable to collective investment institutions investing in property. Within the boundaries of its investment policy, as defined in article 5 of the articles of association and in accordance with the applicable legislation for Closed-End Property Investment Companies, the company may involve itself in:
   - *the acquisition, alteration, fitting out, letting, sub-letting, management, exchange, sale, dividing up, and inclusion of properties as described above into a system of joint ownership;*
   - *the acquisition and lending of securities without prejudicing the application of article 51 of the Royal Decree of the tenth April nineteen hundred and ninety-five relating to Closed-End Property Investment Companies;*
   - *take on leases of properties, with or without option to buy, in accordance with article 46 of the Royal Decree of the tenth April nineteen hundred and ninety-five relating to Closed-End Property Investment Companies;*

- *and on an incidental basis, grant leases on properties, with or without option to buy, in accordance with article 47 of the Royal Decree of the tenth April nineteen hundred and ninety-five relating to closed-end property investment companies;*
- *the company may only occasionally act as a property developer, as defined in article 2 of the Royal Decree of the tenth April nineteen hundred and ninety-five.*

In accordance with the applicable legislation on Closed-End Property Investment Companies, the company may also:

- *on an incidental or provisional basis, undertake investments in securities other than fixed assets and liquid assets it holds in accordance with article 41 of the Royal Decree of the tenth April nineteen hundred and ninety-five relating to Closed-End Property Investment Companies. Ownership of securities must be compatible with the short and medium-term goals of the company's investment policy, as defined in article 5 of the articles of association. The securities must be listed on a stock exchange of a European Union member State or be traded on a regulated, regularly trading, recognised European Union market that is accessible to the public. The liquid assets may be held in any currency in the form of deposits on demand or term deposits, or any money-market instrument whose funds are readily available.*

- *grant mortgages, or any other securities or guarantees in the context of property financing in accordance with article 53 of the Royal Decree of the tenth April nineteen hundred and ninety-five relating to Closed-End Property Investment Companies;*
- *grant loans and stand surety for a subsidiary of the company that is also an investment institution as defined in article 49 of the Royal Decree of the tenth April nineteen hundred and ninety-five relating to Closed-End Property Investment Companies.*

The company may acquire, take on or grant leases, sell or exchange all moveable or immovable property, materials and accessory items and generally perform all commercial or financial actions that are directly or indirectly related to its corporate object and the exploitation of all intellectual rights and commercial properties related to it.

In so far as it is compatible with the articles of association of Closed-End Property Investment Companies, the company can participate in all existing or companies and enterprises, or those yet to be formed, in Belgium or abroad, which have an identical corporate object to its own, or which by its nature furthers the accomplishment of its own object, through cash contributions or contributions in kind, merger, subscription, participation, financial intervention or any other method.

Any alteration of the corporate object has to be submitted for prior approval by the Banking, Finance and Insurance Commission.

The investment policy with a view to implementing the corporate object is as follows:
"In order to minimise the investment risk and spread risk properly, the company will gear its investment policy to a diversified property portfolio, investing in high-quality projects, principally in semi-industrial buildings intended for distribution, storage and various other logistic functions. The company will also invest to a lesser extent in industrial, commercial and office buildings. The potential buildings may be geographically spread throughout Belgium, the European Union member States and candidate countries.
Investments in securities will be undertaken in accordance with the criteria stipulated in articles 56 and 57 of the Royal Decree of the fourth March nineteen hundred and ninety-one relating to certain collective investment institutions."

1.7. Places where documents can be consulted by the public

In accordance with statutory provisions, the company's consolidated and corporate financial statements should be deposited with the National Bank of Belgium. Financial notices concerning the company, along with notifications of General Meetings also appear in the financial dailies, newspapers and information magazines. The company's articles of association can be consulted at the Commercial Court clerk's office in Brussels.

The company's annual reports and articles of association are available at the head offices and can be consulted for information purposes on the website www.wdp.be. However, the printed version in Dutch is the only legally valid version of the annual report. The company declines all liability in terms of the accuracy of the annual report as it appears on the internet. Other information found on the company's website or on any other Internet site does not form part of the annual report. The electronic version of the annual report can not be reproduced or made available to anyone in whatever location, and neither can the text of this version be printed in order to be circulated. Registered shareholders and any other person who so requests will receive a copy of the annual report every year.

2. Capital stock

2.1. Subscribed capital

The subscribed capital of Warehouses De Pauw Comm.VA amounts to 79.498.368,00 EUR and is represented by 7.885.249 shares, with no indication of their par value, each representing 1/7.885.249th share of the capital.

2.2. Authorised capital

The management is authorised to increase the authorised capital on one or several occasions, on the dates and under the conditions which it will determine, by 79.498.368,00 EUR.
This authorisation is valid for five years as from the publication of the minutes of the General Meeting of 27th April 2005. This authorisation can be renewed.

This (these) increase(s) in capital can be achieved through cash subscription, a contribution in kind or through the conversion of reserves, in accordance with the rules decreed by the Companies Code, article 11 of the Royal Decree of 10th April 1995 relating to Closed-End Property Investment Companies and the current articles of association.

In the event of an increase in capital decided by the management board, the share premiums should where appropriate be placed by the management board in an unavailable account after deduction of any charges. This account will constitute the guarantee for third parties in the same way as the capital, and can only be reduced or removed through a decision of the General Meeting sitting under the conditions stipulated in Article 612 of the Companies Code, except in the event of a capital conversion as envisaged above.

2.3. Buyback of shares

The management board is authorised to acquire its own shares if this acquisition is necessary to protect the company from a threat of serious damage. This authorisation is valid for three years as from the publication of the minutes of the extraordinary General Meeting of 27th April 2005 and can be renewed for a similar period.

The company can acquire its own shares that are fully paid-up in cash and retain them following a decision by the General Meeting and in accordance with the provisions of the Companies Code.

The same General Meeting can decide the conditions for the disposal of these shares. The conditions for the disposal of the securities acquired by the company are, depending on the circumstances, determined in accordance with article 622, paragraph 2 of the Companies Code, by the General Meeting or the management board.

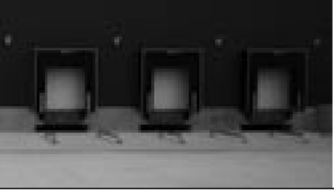
On 31st December 2005, WDP Comm.VA did not hold any of its own shares, and the De Pauw NV management board held 438 WDP shares.

2.4. Modification of the capital

Subject to the possibility of using the authorised capital by a management decision, the increase or decrease in subscribed capital can only be decided by an extraordinary General Meeting in the presence of a notary public with the management's consent. The company should also observe the rules stipulated for a public issue of shares in the company, in article 25 of the Act of 4th December 1990 and articles 28 and thereafter of the Royal Decree of 10th April 1995 relating to closed-end investment companies.

Furthermore, pursuant to article 11, paragraph 2 of the Royal Decree of 10th April 1995 relating to Closed-End Property Investment Companies, the following conditions should be respected:

1. the identity of the party making the contribution should be mentioned in the reports required by article 602 of the Companies Code, as well as the notifications of General Meetings which will resolve on the capital increase;
2. the issue price can not be lower than the average price over the thirty days prior to the capital contribution;
3. the report envisaged in point 1 above should also indicate the repercussions of the proposed contribution on existing shareholders and more specifically, the effect on their share of the profit and in the capital.



The capital is broken down as follows (EUR):

Formation of Rederij De Pauw NV	49.579
Capital increase through incorporation of reserves	12.395
Capital increase through public issue (including share premium)*	69.557.950
Capital increase through mergers/divisions**	
Industriegebouwen NV	5.627
Union Commerciale Belge NV	2.975
Leuvense Stapelplaatsen NV	6.931
Immobilière du Canal NV	5.172
Tony De Pauw NV	1.200
Olivetenvest NV	1.215
Immobiliënvennootschap van Buggenhout NV	337
Immobiliënvennootschap van Merchtem NV	29.909
Capital increase through incorporation of reserves for rounding up in euros	326.710
Capital reduction to defray losses	-20.575.000
Capital increase resulting from the takeover of Caresta NV***	2.429.356,54
Capital increase through incorporation of reserves for rounding up in euros	45.643,46
Capital increase through public issue (including share premium)****	27.598.368
Total	**79.498.368**

** 3.115.000 shares at the issue price of 22,33 EUR*
*** Prior to recognition as a Closed-End Property Investment Company*
**** 259.593 shares at the issue price of 26,45 EUR (= NAV on 30/06/2001, including interim profit)*
***** 985.656 shares at the issue price of 28,00 EUR (including share premium of 20,48 EUR)*

In accordance with article 11 paragraph 1 of the Royal Decree of 10th April 1995 relating to closed-end property investment companies, the pre-emptive rights of shareholders as envisaged in articles 592 and 593 of the Companies Code can not be disregarded in the event of cash contributions.

2.5. Controlling interest in the company

The controlling interest in WDP Comm.VA is held by the De Pauw NV management company, represented by its permanent representative, Tony De Pauw, who was appointed in this capacity following a Board of Directors' decision on 20th January 2003, with retroactive effect as from 1st September 2002, in accordance with Article 61§2 of the Companies Code.
The shares of De Pauw NV are entirely owned by the Jos De Pauw family, represented on the Board of Directors of De Pauw NV by Tony De Pauw.

For an explanation of the notion of control, see "1.1. A few words about the context: the limited partnership with share capital", in the chapter "Corporate Governance", on page 14.

3. Statutory Auditor

The statutory auditor of WDP Comm.VA for the consolidated and corporate financial statements is Mr. Luc Van Couter, whose offices are located in 9052 Ghent, Bollebergen 2B box 13.

The annual remuneration of the current auditor is 14.000,00 EUR for auditing the annual consolidated and corporate financial statements. The mandate runs for a period of three years. It will expire at the end of the end of the 2007 General Meeting and can be renewed.

For each of the foreign subsidiaries, a local auditor was appointed, namely:
- for WDP France s.a.r.l.: the company S&W Associés (Paris), represented by Mr. Young;
- for WDP CZ s.r.o.: the company KPMG Ceská Republika (Prague), represented by Mr. Pavel Kliment;
- for WDP Nederland b.v.: the company KPMG ('s-Hertogenbosch), represented by Mr. R.P.A.M. Engelen.

4. Depository bank

Fortis Bank is the depository bank for WDP Comm.VA.
Its annual remuneration is 10.000 EUR.

5. Financial agent

For Belgium:
Petercam SA (C. Liégois +32 2 229 65 31)
Securities department
Place Sainte Gudule 19
1000 Brussels

CBC Banque
Securities administration department/VBW/VBV/8815
Avenue du Port 2
1080 Brussels

For France:
Euro Emetteurs Finance (C. Bourdier +33 1 55 30 59 68)
48 Boulevard des Batignolles
75850 Paris Cedex 17

6. Chartered surveyor

6.1. Identity

The chartered surveyors appointed by WDP Comm.VA is the company Stadim CVBA.

6.2. Task

In accordance with article 56 of the Royal Decree of 10th April 1995, the chartered surveyor determines the value of all the buildings belonging to the Closed-End Property Investment Company and its subsidiaries at the end of each financial year. The book value of the buildings shown in the balance sheet is adjusted to these values.

At the end of the first three quarters of the year, the surveyor updates the total valuation from the previous year, based on market developments and the specific features of the property in question.

Each property to be acquired or sold by the Closed-End Property Investment Company or a company it controls is valued by the surveyor before the transaction takes place. The valuation conducted by the surveyor is binding for the Closed-End Investment Company when the other party is a promoter or investor in the Closed-End Property Investment Company, when the other party is a company with which the Closed-End Property Investment Company, promoter or investor is associated, or when the proposed transaction confers any advantage on the aforementioned parties.

7. Key dates in the history of WDP

Origins

WDP developed from the assets of the family group Jos De Pauw de Merchtem, whose activities were limited, during the first half of the twentieth century, to vinegar making. Their activities were then diversified to barrel conditioning, sand extraction, river navigation and finally property. The group then gradually placed greater emphasis on the creation of an industrial property portfolio.

1977

Creation of SA Rederij De Pauw, grouping together the property assets of the nine companies in the group. One of the principal properties in the new company was the warehouses of SBT, the logistics subsidiary of Unilever subsequently taken over by Danzas/DHL Solutions. At present, the site still accounts for 50% of WDP's portfolio.

The 1980s and 1990s

With his children Tony and Anne, Jos De Pauw developed the Jos De Pauw group into a Property Company specialising in semi-industrial properties. The company acquired old, disused industrial sites and transformed them into warehouses. New warehouses were then built at customers' requests.

1998
The value of the property portfolio passed the 100 million EUR milestone.

1999
The company was renamed “Warehousing & Distribution De Pauw”. Its legal form was also changed: the limited company became a limited partnership with share capital (Comm.VA).

The assets were grouped into a Closed-End Property Investment Company in order to guarantee growth and the financing of the business.

The Jos De Pauw group was floated on the stock market in June with a capital increase of some 40 million EUR. The first listing of the WDP cepic on Euronext Brussels took place on 28th June 1999, with a property portfolio worth 135 million EUR.

The first acquisitions in Italy and the Czech Republic were accompanied by the creation of WDP Italia and WDP CZ.

2000
WDP entered the French market through the acquisition of a project in Aix-en-Provence. Formation of WDP France.

2001
The company name was changed to “Warehouses De Pauw”, its current name.

Merger following the takeover of Caresta SA.

Start of activities in the Netherlands through a “sale and rent back” operation at Hazeldonk (Breda). Creation of WDP Nederland.

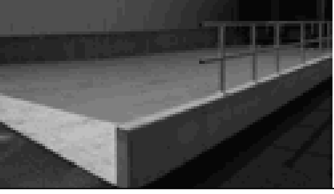
In the middle of the year, the portfolio doubled its value at the time of its stock market floatation: 270 million EUR

2003
30 million EUR is amassed through a successful increase in capital.

2004
The Jos De Pauw family sells 20% of its WDP shares through private placement. The family remains the reference shareholder with a 30% strategic holding. The operation enables the free float to be increased to 70%.

2005
WDP sells WDP Italia and focuses on its two main regions: the Breda-Antwerp-Brussels-Lille axis and the Czech Republic.

2006
WDP announces the 2006-2010 long-term strategic plan, whose objective is to double the portfolio value to 700 million EUR over four years.



Agenda (for update: see www.wdp.be)

General meeting	Wednesday 26th April 2006 10 a.m. (annually on the last Wednesday in April)
Payout of dividend 2005 on coupon n° 10	from Wednesday 3rd May 2006
Publication of 1st quarter results	Tuesday 30th May 2006
Publication of half-yearly results 2006	Tuesday 5th September 2006
Payout of interim dividend 2006 on coupon n° 11	Tuesday 12th September 2006
Publication of 3rd quarter results	Tuesday 28th November 2006
Announcement of annual results 2006	week 9 2007

This annual report has been prepared under the responsibility of the Board of Directors of De Pauw SA (management board). The annual report has been published on the company's website since the end of March.