



ANNUAL FINANCIAL STATEMENTS 2008

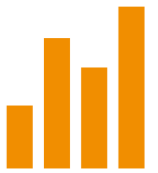
Presented by the Board of Directors to the
Shareholders' Meeting held on 27 May 2009

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Introduction



Company presentation

Infrabel, the Belgian railway infrastructure manager, was established on 29 October 2004 as a public limited company following the European Directives on separation of railway infrastructure management and railway transport service operation. Its articles of association were published in the Royal Decree of 19/10/2004.

The company's registered office is located at Rue Bara 110 in 1070 Brussels.

Financial year

The financial year runs from 1 January to 31 December of each year.

Capital

The capital consists of 16,609,845 registered shares without indication of nominal value.

During the 2008 financial year, the capital was increased by € 40,248,437.54 as a result of the contribution in kind by SNCB Holding of works realised on the Brussels-Luxembourg axis in view of the SPV 162. This capital increase was accompanied by the issuance of 55,050 new shares.

In accordance with a specific programme law, the amount of this capital increase was fully transferred to the category investment grants.

On 31.12.08, the situation of the shareholding structure is as follows:

- the Belgian state holds 1,064,746 shares, i.e. 6.41% of the capital;
- the SNCB Holding holds 15,545,099 shares, i.e. 93.59% of the capital.

Although the Belgian State is a minority shareholder, the articles of association entitle it to 80% +1 votes in decisions of the company's management bodies.

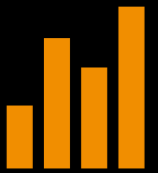
The annual accounts are submitted to the National Bank of Belgium.

Printed copies of the annual report are available from the company's registered office and will be sent to anyone requesting them.

The annual report is also available on the company's website: www.infrabel.be.

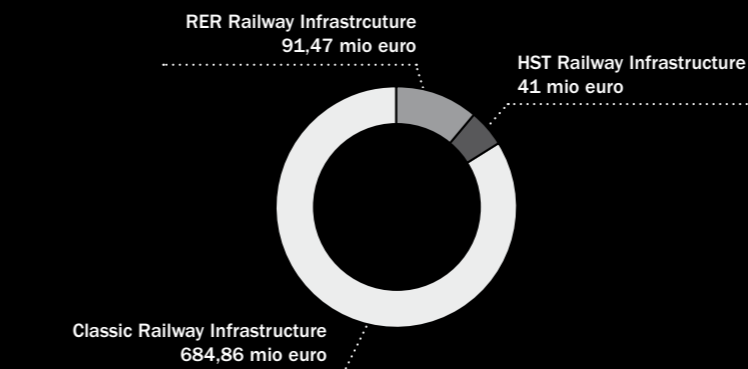


Key figures 2008

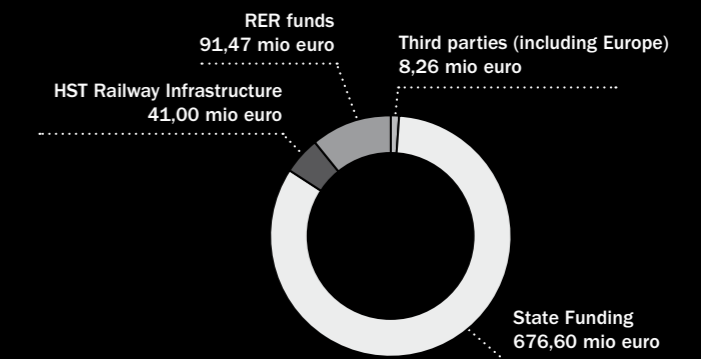


Key figures

Investments made in 2008



Financing of the investments made



Income statement

In million €

Operating income	1524,07
Operating charges	1440,13
Gross operating result (EBITDA)	83,95
Depreciations, write-downs and provisions	112,03
Net operating result (EBIT)	- 28,08
Financial result	138,48
Extraordinary result	- 11,64
Overall result (EBT)	98,76

Balance Sheet

Infrabel's balance sheet shows a total of € 13,279,198,781.52 on 31.12.2008 against a total of € 6,203,955,692.73 on 31.12.2007.

The balance sheet showing the amounts, by headings, of assets and of liabilities, is presented on the following pages.



**Annual report by
the board of directors**

Annual report by the board of directors presented to the general shareholders' meeting held on 27 may 2009

It is with great pleasure that the Board of Directors, in accordance with legal and statutory requirements, presents to you this report regarding the situation and the results of the company during the 2008 financial year.

1. Company Situation

1.1.

The inauguration of the federal government on 21 December 2007 marked the start of negotiations about the second management contract as from January 2008.

This contract was ratified by Royal Decree of 3 July 2008 and includes a few new aspects as compared to the first management contract: to support strong rail transport growth while maintaining a high quality level, variabilisation of the operation appropriation in function of accuracy, development of a quality handbook and of an environment policy, formalisation of the intra-group relations by Service Level Agreements, maintenance of a high investment level, special attention for accessibility, level crossings and prevention of suicides.

At the start of 2008, the Minister of Public Enterprises ordered the Roland Berger consultancy agency to evaluate the collaboration between the three companies in the SNCB group.

The evaluation contained a number of recommendations. The authorities launched several initiatives as a result. Infrabel immediately presented suitable answers to the issues relating to it.

On 26 June 2008, the European Commission declared the Belgian State in default for failure of proper transposition of the first railroad package.

The law of 22 December 2008 containing various provisions is a first step towards resolving the shortcomings formulated by the European Commission.

This law specifies new incompatibilities for members of the Infrabel management bodies and for higher executive officers of the special service charged with the essential functions.

Following the restructuring of the Railway Infrastructure Fund (RIF), all railway assets of the RIF were transferred to Infrabel on 31 December 2008 by way of a transfer in kind without any quid pro quo. The total on the balance sheet consequently rose by 6.2 billion euros. Infrabel has become the sole owner of the whole of the Belgian rail assets as a result.

Despite this operation and an additional capital increase connected with the pre-financing mechanism for the works on the Brussels-Luxembourg axis, SNCB Holding's percentage of Infrabel shares remained stable at 93.59%.

The social agreement protocol 2008-2010 was signed on 10 June 2008.

In the investment area, the homologation of the L4 from Antwerp to the Dutch border meant a great step forwards on the issue of high speed.

Electrification on the track Montzen-Aachen West was an important accomplishment. Since 14 December 2008, electrically driven freight trains run directly from Belgium to Germany, without having to change locomotives.

After the PPP (public-private partnership) operation Diabolo in 2007, Infrabel concluded a second PPP operation for the "Liefkenshoek Rail Link". Despite the economic downturn, Infrabel managed to finalise

the financial funding of the link between the railway installations on both banks of the Scheldt of the Antwerp port. This operation involved a capital expenditure of 690 million euros. Infrabel received two international awards for its second PPP deal.

Furthermore, 25 April 2008 saw the inauguration of the Gentboog in the port of Antwerp. This "arc" establishes a direct connection between Antwerp Left Bank and the railroad junction around Ghent.

A large number of building permits were obtained in 2008, in particular for the Brussels Capital Region.

Implementation of Plan BRIO II is now running at a constant pace, which implies a much higher use of the signal box concentration and the LCI.

Thanks to the new project management principles we succeeded in bringing the investments financed by state contributions at an almost 100% level.

As a result of all actions taken, 2008 saw an improvement in the highly sensitive area of punctuality as compared to 2007 (94.3% versus 93.6%).

On 30 October 2008 Infrabel joined the not-for-profit organisation CAREX, which aims to build a freight network between the most important Western European airports.

Infrabel concluded a partnership with Electrabel and two municipalities for the construction and operation of wind turbines along the high-speed line Louvain-Liège. The project was christened "Zeiltrein" ("Sail train").

On an international level, Infrabel took the lead to speed up achievements regarding interoperability on the whole of the large trans-European axes.

This initiative led to the designation of three priority projects on 20 November, which will be coordinated by the European Task Force for Interoperability, under supervision of the High Level Infrastructure Steering Committee.

At the beginning of December, the European Commission confirmed the allocation of a number of grants within the scope of the Multi Annual Work Programme 2007-2013, such as 89 million euros for the EEIG Corridor C.



1.2

Company's positioning

Since the beginning of the liberalisation of the transport market in 1991, initiated by the European Commission, Infrabel has been faced with a growing multi-operator environment.

Infrabel, the Belgian railway infrastructure manager, served six customers on 1 January 2008: SNCB, Crossrail, SNCF-Fret, Veolia, Transport and ERS.

The first ERS train was taken into operation on 9 March 2008.

ACTS and CFL Cargo obtained their safety certificates from the Secretary of State for Mobility on 23 January and 22 May 2008 respectively, and thus become the seventh and eighth operators.

To deal with these new challenges in a non-discriminatory fashion, the Directorate for Access to the Network aims to develop top-quality relations with all customers, i.e. all railway companies.

The rates ensure a competitive position compared to the surrounding and competing infrastructure managers.

Expressed in train kilometres, railway activity has increased in both passenger and freight transport. It must be noted however that starting November, the economic downturn has greatly disturbed the freight market.

The continuous rationalisation of the operators' production processes translates into a slight decrease in the number of railway tracks, however without affecting the general transport volumes.

The income from the fee for infrastructure use is clearly tending upward.

Besides the fee for infrastructure use, operational contributions from the State are the second most important source of income in Infrabel's figures.

The classic investments are paid via allowances from the federal Government, in accordance with the management contract. Additional means are deployed through separate agreements to finance the High Speed Train works and a few priority projects, among which are the two PPS operations Diabolo and Liefkenshoek Rail Link and the composition of 2 Special Purpose Vehicles (SPVs) by SNCB Holding.

The RER works are funded by the RER funds, whose management the State has entrusted to the SNCB Holding.

1.3

Important events since the end of the financial year

The intensification of the economic downturn confirms the decrease in freight transport since November 2008. By contrast, we note a steady growth of the passenger numbers in domestic transport.

In accordance with the Law on various provisions of 22 December 2008 the members of the Infrabel management bodies have resigned their mandates in the SNCB Holding branches as per February 2009.

On 28 January 2008 Infrabel launched the website "Railtime" to inform travellers about train traffic in real time. The website met with general approval.

The preparations for the transfer to the IFRS rules as per 1 January 2010 are running at full speed. "Personnel remunerations" (IAS 19) are among the subjects investigated. The SNCB Holding is currently responsible for provision of personnel in its capacity as legal employer. The basis of IFRS however, lies in observance of the economic reality, where that responsibility is vested in the body that carries the (current and future) costs. This requires, among other things, a thorough analysis of the convention on the provision of personnel. In addition, attribution of the costs must take into account the European context in the scope of railway transport liberalisation. These issues will be studied further in view of the IFRS preparation.

1.4

Circumstances that might have a marked influence on the company's development

The elements that may have an important effect on Infrabel's operations most certainly include any fundamental revision of the strategy of its major client SNCB, particularly as a result of the economic downturn. Any hypothetical evolution of the institutional framework in the area of transport as a result of, among other things, the declaration of default by the European Commission with regard to the improper transposition of the first railroad package, may affect Infrabel's operations considerably.

The "recast" of the first railway package by the European Commission could, in the long run, also have repercussions for the company's business operations.

Finally, a number of structural measures involving the company's organisation could become necessary as a result of the liberalisation of international traveller's transport as per 1 January 2010, e.g. with respect to the stations.

1.5

Research and Development

Thanks to its membership of various international organisations, Infrabel is able to use internationally developed tools with respect to research and development.

In addition, Infrabel makes systematic innovation efforts in the areas that fall under its own responsibility.

1.6

Subsidiaries

Besides 319 work units, Infrabel has 2 direct subsidiaries: TUC RAIL NV and Creosoteer Centrum van Brussel NV (Brussels Creosote Centre), active in the field of research and rail infrastructure work and in the area of creosoting respectively.

Infrabel also has a participation in the EEIG (European Economic Interest Grouping) Corridor C.

1.7

Key indicators

Infrabel uses several key indicators; this list was completed in 2006 in connection with the implementation of the BRIO strategic plan. The values in the table below that apply to the years prior to 2005 are provided on an indicative basis, the reason being that certain values apply to a reality that has changed markedly since the transition from the old to the new rail group structure.

	2003	2004	2005	2006	2007	2008
A						
Number of tracks (million)	-	-	1,897	1,856	1,854	1,844
Corresponding train kilometres (million)	106,281	106,756	102,613	104,946	112,120	113,668
B						
EBT (overall result) in million €	-	-	+49,01	+40,14	+65,87	+98,76
C						
Punctuality of passenger trains domestic transport:						
- with neutralisation	95,3%	95,7%	94,8%	94,0%	93,6%	94,3%
- without neutralisation	92,6%	93,2%	91,9%	90,6%	89,2%	90,2%
D						
Quality barometer relating to travellers carried in domestic services (*)						
a) General satisfaction	7,25	7,44	7,44	7,33	7,23	6,93
b) Train punctuality	6,74	7,00	6,99	6,64	6,29	5,99
c) Quality of information at the stations	7,28	7,39	7,38	7,27	7,24	7,14
E						
Employees expressed in full-time equivalents as per 31 December 2008	-	14 350	13 655	13 488	12 266 (**)	12.153

(*) Source SNCB

(**) Effect of the transfer of employees to SNCB as a result of the operation "New Passengers"



2. Financial data for 2008

2.1

Balance Sheet

The following represents the balance sheet as per 31.12.2008 compared to the situation on 01.01.2008

Assets (in million €)

	01-01-2008	31-12-2008
FIXED ASSETS	4,992.15	11,975.67
I. Formation expenses	0.05	0.03
II. Intangible fixed assets	1,349.11	1,351.38
III. Tangible fixed assets	3,639.63	10,620.95
IV. Financial fixed assets	3.36	3.31
CURRENT ASSETS	1,211.81	1,303.53
V. Amounts receivable after more than one year	7.78	7.78
VI. Stocks and contracts in progress	169.93	183.17
VII. Amounts receivable within one year	428.65	521.56
VIII. Investments	575.92	564.99
IX. Cash at bank and in hand	0.47	6.21
X. Deferred charges and accrued income	29.06	19.82
TOTAL ASSETS	6,203.96	13,279.20

Liabilities (in million €)

	01-01-2008	31-12-2008
SHAREHOLDERS' EQUITY	5,431.95	12,423.11
I. Capital	1,450.06	1,450.06
II. Share premium account	299.32	299.32
IV. Reserves	7.75	12.69
V. Accumulated profit	147.28	241.10
VI. Investment grants	3,527.54	10,419.94
PROVISIONS	90.16	94.06
VII. Provisions	90.16	94.06
DEBTS	681.85	762.03
VIII. Amounts payable after more than one year	0.50	0.50
IX. Amounts payable within one year	508.52	589.73
X. Deferred charges and accrued income	172.83	171.80
TOTAL LIABILITIES	6,203.96	13,279.20

The company's balance sheet total on 31 December 2008 amounts to € 13,279.20 million as compared to € 6,203.96 million on 1 January 2008. The growth can be mainly attributed to the integration of the railway activities originating from RIF on 31 December 2008.

The fixed assets increased by 6,981.32 million euros, mainly with respect to the tangible fixed assets. By contrast, an increase of the investment grants is obviously noted on the liability side of the balance sheet.

Besides the integration of the RIF railway assets in the amount of € 6,207 million, other important investments in new railway infrastructure during the financial year include:

- € 73 million for the High Speed Train works;
- € 94 million for the RER;
- € 255 million for capacity maintenance;
- € 146 million for concentration of the signal boxes;
- € 138 million for expansion works.

Another € 27 million were invested in Infrabel IT projects (intangible fixed assets) including the launch of an ERP project referred to as "MIND³".

The total amount of investments realised in 2008 is € 845.2 million.

The current assets increased by € 91.72 million. The difference is mainly related to the amounts receivable.

The company's shareholders' equity amounts to € 12,423.11 or 93.55 % of the balance sheet total.

The company's financial situation can be described as very healthy.

2.2

Income statement

The 2008 financial year ends with a positive operating profit (EBITDA) of € 83.95 million and a positive overall result (EBT) of € 98.76 million.

It can be summed up as follows:

INCOME STATEMENT (in million €)

	2007	2008
OPERATING INCOME	1,501.15	1,524.08
Turnover	1,246.69	1,213.12
- infrastructure fee	584.19	609.50
- state funding	435.20	433.11
- other	227.30	170.51
Mutations of contracts in progress	-1.93	-0.85
Produced fixed assets	246.01	30 1.50
Other operating income	10.38	10.31
OPERATING CHARGES	1,432.32	1,440.13
Raw materials and consumables	96.28	133.37
Services and other goods	1,331.09	1,299.19
- payroll charges	701.46	668.05
- RIF indemnity	300.00	300.00
- other	329.63	331.14
Other operating charges	4.95	7.56
GROSS OPERATING PROFIT (EBITDA)	68.83	83.95
Depreciations, write-downs and provisions	101.86	112.03
Financial result	103.62	138.48
Extraordinary result	-4.72	-11.64
OVERALL RESULT (EBT)	65.87	98.76



2.3

Risk management with respect to use of financial instruments

Acting as "in house bank", SNCB Holding has been entrusted by Infrabel with the day-to-day management of its cash resources.

It looks after the cash pooling within SNCB group and, if appropriate, uses financial instruments on behalf of Infrabel.

On 31.12.08, Infrabel did not show any risks relating to the use of financial instruments.

2.4

Appropriation of the earnings

The profit to be appropriated amounts to:

financial year profit to be appropriated	98,759,339.79 €
profit/loss carried forward from previous financial years	147,277,498.71 €
profit to be appropriated	246,036,838.50 €

The Board of Directors proposes the following appropriation of the earnings:

appropriation to the capital and to the premium on shares	0.00 €
funding of the legal reserve	4,937,966.99 €
funding of the available reserve	0.00 €
carried forward to the following financial year	241,098,871.51 €
remuneration of the capital (dividends)	0.00 €
payment to the directors	0.00 €
payment to other beneficiaries	0.00 €
Total:	246 036 838,50 €

The proposed appropriation of earnings is inspired by the desire to guarantee sufficient financial resources for the company and to enable normal and sound management of the business.

2.5

Auditors' additional assignments

During the financial year the Auditors, besides their usual mandate, have accomplished the following:

Report regarding the capital increase by contribution in kind of fixed assets by SNCB Holding, in the amount of € 16,000;

Report regarding the transfer of the railway assets by the Railway Infrastructure Fund, in the amount of € 77,940.

2.6

Valuation rules

The valuation rules applied at the close of the annual accounts on 31 December 2008, were presented for information purposes to the executive committee on 10.03.09 and to the Board of Directors on 20.04.09. They are unchanged compared to the rules applied to the annual accounts on 31 December 2007.

The summary of the valuation rules is attached to the annual financial statements.

2.7

Conflict of interest

No conflicts of interest in the sense of section 523 of the Company Code arose during the 2008 financial year.

There was, however, a functional conflict in 2008. This involved the approval of a convention to be concluded between Infrabel, the Belgian Buildings Agency and Beliris on renovation of the multi-mode junction Schuman and of two Residence Palace buildings.

The Director involved holds a Director's position at Infrabel and is Administrator-General with the Buildings Agency at the same time.

Although the law does not provide a specific procedure, the director involved, as a gesture of good director's practices and in consultation with the Board of Directors, decided not to take part in the deliberations on this issue at the Board meeting of 4 September 2008.

2.8

Proposed discharge from liability of the Directors and the Supervisors

The Shareholders' Meeting is requested to discharge the directors as well as the supervisors from liability, and to approve the annual financial statements presented to you.

Drawn up in Brussels on 7 May 2009.

On behalf of the Board of Directors,

Antoon Colpaert
Chairman of the Board of Directors

Luc Lallemand
Chief Executive Officer





Balance sheet 2008

TELESCOPAGE
ORIENTATION

Balance sheet 2008

1. Assets

BALANCE SHEET FINANCIAL YEAR 2008 (en euro)

	Balance as of 31-12-07	Balance as of 31-12-08
A FIXED ASSETS	4,992,148,206.35	11,975,673,264.57
I. FORMATION EXPENSES	44,371.79	35,282.63
II. INTANGIBLE FIXED ASSETS	1,349,109,377.68	1,351,378,698.29
Concession fee	1,318,787,878.78	1,305,050,505.04
Intangible fixed assets without concession fee	30,321,498.90	46,328,193.25
III. TANGIBLE FIXED ASSETS	3,639,629,023.93	10,620,952,368.13
A. Lands and buildings	505,069,908.48	2,648,171,311.86
Acquisition value	575,572,478.61	3,274,648,204.96
Depreciation	-70,502,570.13	-626,476,893.10
B. Installations, machinery and equipment	979,220,378.39	4,562,323,318.01
Acquisition value	1,608,132,144.15	9,402,375,400.94
Depreciation	-628,911,765.76	-4,840,052,082.93
C. Furniture and vehicles	19,904,821.29	23,937,069.36
Acquisition value	118,603,322.24	123,141,270.37
Depreciation	-98,698,500.95	-99,204,201.01
D. Other tangible fixed assets	176,842,629.15	213,123,419.67
Acquisition value	191,816,262.78	264,285,854.02
Depreciation	-14,973,633.63	-51,162,434.35
Fixed assets under construction and advance payments	1,958,591,286.62	3,173,397,249.23
IV. FINANCIAL FIXED ASSETS	3,365,432.95	3,306,915.52
A. Affiliated company		
1. Shares	2,764,174.77	2,855,657.34
- Chantier de créosotage de Bruxelles	1,276,813.62	1,368,296.19
- TUC RAIL	1,487,361.15	1,487,361.15
2. Accounts receivable (wood protect)	600,000.00	450,000.00
C. Other financial fixed assets		
1. Shares	750.00	750.00
2. Accounts receivable and securities in cash	508.18	508.18

BALANCE SHEET FINANCIAL YEAR 2008 (in euro)

	Balance as of 31-12-07	Balance as of 31-12-08
CURRENT ASSETS	1,211,807,486.38	1,303,525,516.95
V. ACCOUNTS RECEIVABLE OVER MORE THAN ONE YEAR	7,781,285.39	7,777,697.53
A. Trade accounts receivable	6,130.49	2,542.63
B. Other accounts receivable		
- Historic soil pollution	7,775,154.90	7,775,154.90
VI. VI SHARES AND CONTRACTS IN PROGRESS	169,926,536.95	183,168,610.26
A. Shares	167,199,470.44	179,165,267.64
1. Raw materials and auxiliaries	150,652,715.35	167,423,573.94
2. Goods in process	14,202,843.70	11,741,519.70
3. Advance payments	2,343,911.39	174.00
B. Contracts in progress	2,727,066.51	4,003,342.62
VII. VII. ACCOUNTS RECEIVABLE AT ONE YEAR AT MOST	428,649,242.17	521,556,638.78
A. Trade accounts receivable	150,635,229.10	147,945,842.28
B. Other accounts receivable	278,014,013.07	373,610,796.50
- Railway Investments Fund	94,000,000.00	180,520,000.00
- Recoverable VAT	20,511,478.86	34,569,103.09
- State funding	160,553,710.75	154,121,710.71
- Other	2,948,823.46	4,399,982.70
VIII. VIII INVESTMENTS	575,922,000.00	564,987,804.11
A. Own shares		
B. Other investments	575,922,000.00	564,987,804.11
IX. CASH AT BANK AND IN HAND	474,991.58	6,214,906.04
X. DEFERRED CHARGES	29,053,430.29	19,819,860.23
- Reportable personnel charges	25,233,419.52	16,779,477.71
- Reportable charges insurance premiums	460,746.46	452,149.23
- Reportable other charges	1,476,955.61	1,277,766.69
- Obtained income	1,882,308.70	1,310,466.60
TOTAL ASSETS	6,203,955,692.73	13,279,198,781.52



2. Liabilities

BALANCE SHEET FINANCIAL YEAR 2008 (in euro)

	Balance as of 31-12-07	Balance as of 31-12-08
OWN CAPITAL	5,431,943,708.13	12,423,114,880.09
I. Capital	1,450,061,500.00	1,450,061,500.00
A. Issued capital	1,604,125,000.00	1,604,125,000.00
B. Uncalled capital (-)	-154,063,500.00	-154,063,500.00
II. SHARE PREMIUM ACCOUNTS	299,317,752.80	299,317,752.80
IV. RESERVES	7,751,447.29	12,689,414.28
A. Legal reserves	7,751,447.29	12,689,414.28
V. REPORTED PROFITS (REPORTED LOSS) (-)	147,277,498.71	241,098,871.51
VI. INVESTMENT GRANTS	3,527,535,509.33	10,419,947,341.50
- Tangible and intangible fixed assets	2,824,188,509.77	10,419,947,341.50
- Balance HST-project	703,346,999.56	
PROVISIONS AND DEFERRED TAXES	90,158,736.76	94,055,702.81
VII. PROVISIONS AND DEFERRED TAXES		
A. Provisions for liabilities and charges		
3. Major repairs and maintenance	14,253,752.59	14,640,582.21
- Painting works of art	12,941,541.46	13,151,050.09
- Revision big vehicles	1,312,211.13	1,489,532.12
4. Other liabilities and charges	75,904,984.17	79,415,210.60
- Soil pollution	36,808,956.47	36,014,864.23
- Move CLI Etterbeek	15,000,000.00	14,793,878.60
- Not insured liabilities on tangible fixed assets and intangible fixed assets	23,580,259.70	27,961,293.61
- Clearance non-recyclable wood scrap	515,768.00	645,084.16

BALANCE SHEET FINANCIAL YEAR 2008 (in euro)

	Balance as of 31-12-07	Balance as of 31-12-08
DEBTS	681,853,247.84	762,028,198.62
VIII. ACCOUNTS PAYABLE OVER MORE THAN ONE YEAR	499,969.27	499,969.27
D. Dettes financières	499,969.27	499,969.27
IX. ACCOUNTS PAYABLE WITHIN ONE YEAR	508,524,368.14	589,726,231.71
C. Trade accounts payable	410,968,209.73	403,736,470.48
1. Suppliers	410,968,209.73	403,736,470.48
2. Bills of exchange payable		
D. Advance payments received on contracts in progress	2,841,708.94	2,890,653.35
E. Accounts payable in relation with taxes, remunerations and social charges	13,859.18	13,500.49
1. taxes	2,224.77	4,540.96
2. Remunerations and social charges	11,634.41	8,959.53
F. Other accounts payable	94,700,590.29	183,085,607.39
- Railway Investment Fund	94,000,000.00	180,520,000.00
- Other	700,590.29	2,565,607.39
X. DEFERRED CHARGES	172,828,910.43	171,801,997.64
- Charges imputable personnel	64,355,831.43	55,468,058.22
- Charges imputable others	485,938.18	483,373.55
- Reportable income infrastructure fee	97,837,514.52	101,257,461.88
- Reportable products – other	10,149,626.30	14,593,103.99
TOTAL LIABILITIES	6,203,955,692.73	13,279,198,781.52



3. Explanation of the balance sheet

3.1

Intangible fixed assets

The intangible fixed assets include, on the one hand, the right to operate the Belgian network with a book value of € 1,305,050,505.04. This operating right is depreciated on a straight-line basis over a period of 99 years. On the other hand, they include the investments in specific IT applications developed by the SNCB Holding on behalf of Infrabel. The book value of this software amounts to € 46,328,193.25.

See also the comments to the annual financial statements - Statement 2.

3.2

Tangible fixed assets

Infrabel annually avails of a considerable investment budget that is largely funded by contributions from the Federal Government. The company's investments particularly relate to further expansion, modernisation and maintenance of the traditional infrastructure. Substantial amounts are invested in the completion of the High Speed Train border to border infrastructure, in projects aiming at improved accessibility of Brussels (RER), in projects for maintenance and extension of the infrastructure capacity, and in investment projects provided for in the BRIO II strategic plan, such as the GSM-R project, signal box concentration, the ETCS system, etc. A couple of large projects such as the access to the National Airport (project Diabolo) and the Liefkenshoek railway connection in the port of Antwerp are realised through a Public-Private Partnership (PPP).

The net increase in tangible fixed assets compared to the situation on 31 December 2006 amounts to € 6,981,323,344.20. This involves the difference between investments and disinvestments coming to € 11,785,132,485.12 on the one hand, and recorded depreciations at an amount of € 4,803,809,140.92 on the other.

The new investments were mainly realised in the following categories:

(in million euros)

Assets SPVs	RIF	Classic investments (excl. RIF)	HST investments	RER investments	Total
0.00	0.02	13.92	1.05	7.96	22.95
0.00	125.11	65.72	7.76	14.39	212.98
2.53	2,578.66	67.82	2.73	26.15	2,677.88
26.96	5,491.85	242.02	13.78	34.45	5,809.05
2.18	70.01	177.26	16.71	4.97	271.12
0.56	2,505.34	23.56	-0.51	0.04	2,528.97
0.00	4.36	27.37	0.08	0.02	31.83
8.03	79.46	54.00	-0.29	3.49	144.69
0.00	0.01	0.92	0.00	0.00	0.93
0.00	71.21	21.88	-0.23	0.00	92.86
40.25	10,926.02	694.45	41.06	91.47	11,793.25

See also the comments to the annual financial statements - Statement 4.

3.3

Financial fixed assets

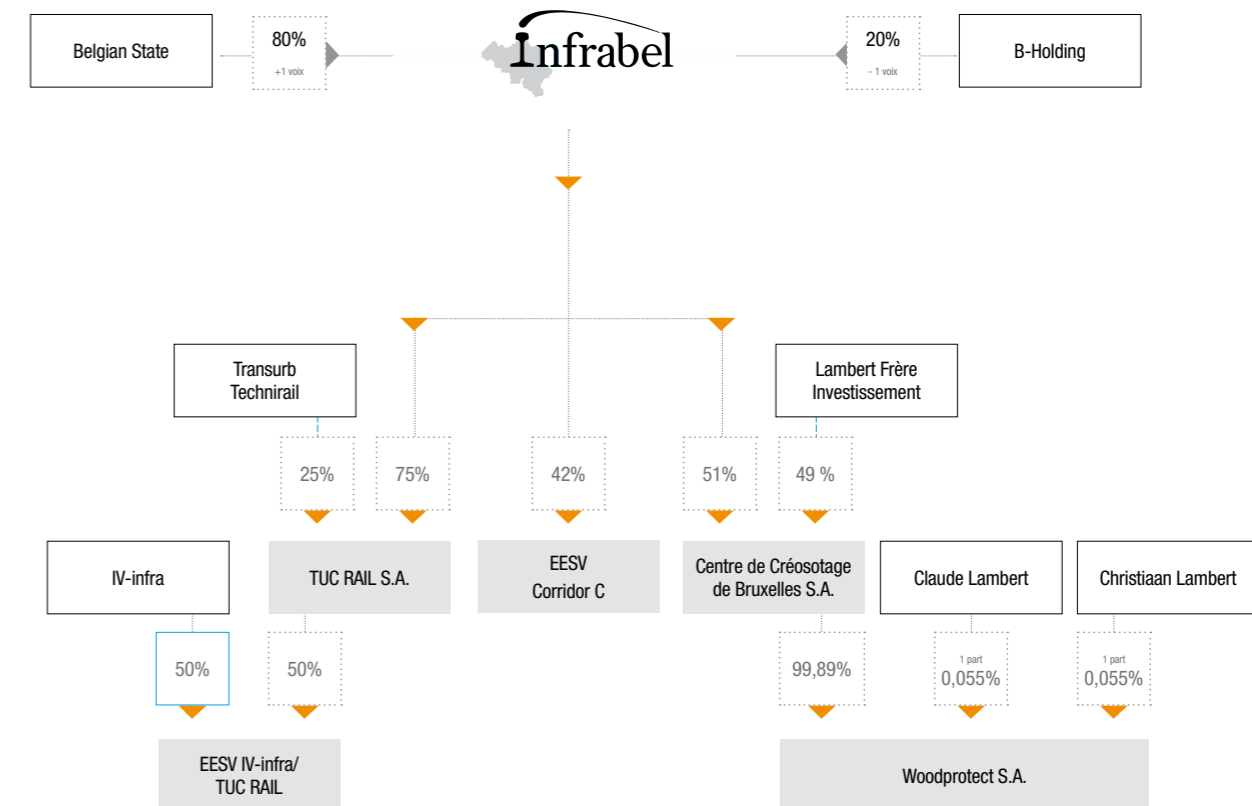
The company holds an interest amounting to € 2,855,657.34 in its subsidiaries, broken down as follows:

- TUC RAIL N.V.: € 1,487,361.15
- Brussels Creosote Centre: € 1,368,296.19

In addition, Infrabel has a claim amounting to € 450,000.00 on Woodprotect N.V.

The structure of the participation in the subsidiaries' capital is shown in the following diagram.

See also the comments to the annual financial statements - Statement 6.



3.4

Stocks and contracts in progress

The company has a total amount of € 179,165,267.64 in stocks on its balance sheet. Special supplies for the infrastructure, particularly rails, switches, attachment means, etc., amounting to € 111.94 million, form a substantial part of those stocks.

The unused stock products on the various sites alongside the tracks amount to € 28.68 million.

Other stock products include oils, metals, electrical equipment, solid and liquid fuels, etc., totalling € 38.55 million.

The contracts in progress for third parties amount run up to € 4 million.

See also the comments to the annual financial statements - Statement 5.

3.5

Amounts receivable within one year

The amounts receivable within one year amount to € 521,556,638.78, consisting of trade receivables amounting to € 147,945,842.28 and other receivables in the amount of € 373,610,796.50.

The trade receivables on the SNCB amount to € 77.30 million. This relates mainly to the February 2009 invoice for the infrastructure fee. The infrastructure fees are invoiced two months in advance. The trade receivable on the RER fund for the works on the Regional Express Net, amounts to € 34.55 million.

The other receivables include, in particular, a trade receivable on the SNCB Holding in an amount equaling the investment subsidies not used as per 31 December 2008 (€ 180.52 million), a receivable on the State in the outstanding amount of € 154.12 million for operating and investment funding, and a VAT-amount of € 34.57 million to be recovered from the Ministry of Finance.

3.6

Investments and cash at bank and in hand

As per 31.12.08, Infrabel held cash amounting to € 571,202,710.15. The available cash resources have been invested with the SNCB in the scope of cash pooling, as well as with financial institutions.

See also the comments to the annual financial statements - Statement 6.

3.7

Shareholders' equity

The shareholders' equity amounts to € 12,423,114,880.09. This amount includes:

Issued capital	1,604,125,000.00 €
Uncalled capital	-154,063,500.00 €
Share premium account	299,317,752.80 €
Legal reserve	12,689,414.28 €
Accumulated profit	241,098,871.51 €
Investment grants	10,419,947,341.50 €

See also the comments to the annual financial statements - Statement 8.

The growth of investment grants is mainly due to the integration of the railway assets originating from the RIF on 31 December 2008.

3.8

Provisions and deferred taxes

To cover for all important known future obligations and risks, Infrabel has included a provision in the balance sheet totalling € 94,055,702.81.

These provisions refer to:

Provisions for paint Works on large bridges	13,151,050.09 €
Provisions for revision of heavy equipment (e.g. ballast ploughs, packing machines)	1,489,532.12 €
Provisions for sanitation of polluted soils	36,014,864.23 €
Provisions for cleaning up non-reusable timber debris	645,084.16 €
Provisions for relocation of the Logistics Centre Infrastructure Etterbeek:	14,793,878.60 €
Provision for uninsured risks and legal disputes	27,961,293.61 €

See also the comments concerning the annual financial statements - Statements 9, 10 and 11.

3.9

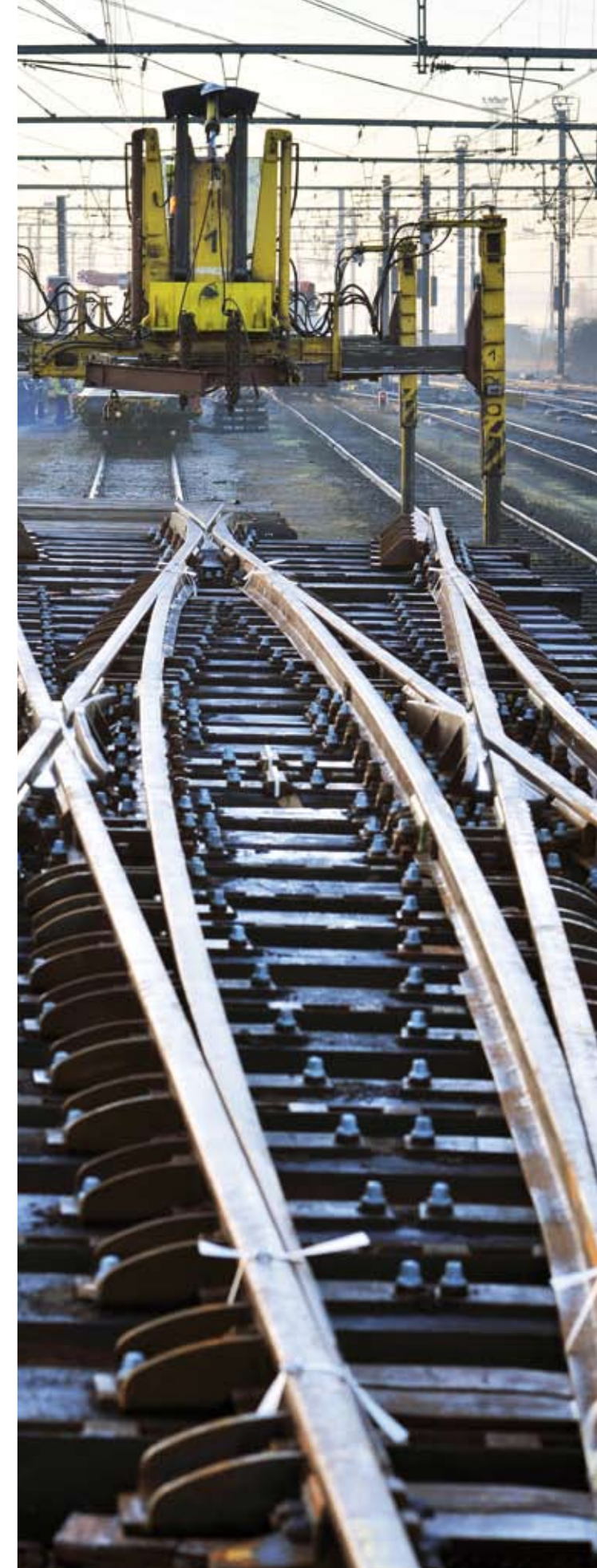
Debts

Infrabel has no financial debts as per 31.12.08. The activities are of a public service nature and are funded with public means.

The short- and long-term debts amount to € 590,226,200.98 and can be broken down as follows:

Trade debts amounting to	403,736,470.48 €
Advances received amounting	2,890,653.35 €
Tax liabilities amounting to	13,500.49 €
Other liabilities	183,585,576.66 €

The other liabilities are mainly due to application of the programme law of 26 December 2006, which specifies that the investment subsidies not used during the financial year must be temporarily returned to the State.





Income statement

Income statement

1. Detailed Income statement

	Cumul 31-12-2007	Cumul 31-12-2008	Variation
I. OPERATING INCOME	1,501,155,407.68	1,524,074,154.72	22,918,747.04
A. Turnover		1,213,115,034.43	-33,577,787.08
Sales and services		1,213,115,034.43	-33,577,787.08
- State funding	435,201,000.00	433,108,000.00	-2,093,000.00
- Infrastructure fee	584,195,567.02	609,500,992.80	25,305,425.78
- Energy for traction and buildings	98,702,556.68	108,276,722.36	9,574,165.68
- Investments for third parties	44,195,029.87	30,490,303.20	-13,704,726.67
- Materials for third parties	948,578.66	1,612,363.14	663,784.48
- New-Passenger Activities	47,574,003.76	0.00	-47,574,003.76
- Intra-group other	5,308,587.94	7,866,172.22	2,557,584.28
- Other	30,567,497.58	22,260,480.71	-8,307,016.87
Accorded discounts, returns and rebates	0.00	0.00	0.00
B. Variation in stock of products in process, finalized products and of contracts in progress (increase +, decrease -)	-1,929,693.34	-852,421.83	1,077,271.51
C. Produced fixed assets	246,013,479.05	301,499,926.23	55,486,447.18
D. Other operating income	10,378,800.46	10,311,615.89	-67,184.57
II. OPERATING CHARGES	1,534,186,492.97	1,552,154,280.90	17,967,787.93
A. Commodities, raw materials and auxiliaries	96,281,656.65	133,374,529.57	37,092,872.92
1. Purchases	118,709,216.05	152,181,377.67	33,472,161.62
2. Variations in stock (increase +, decrease -)	-22,427,559.40	-18,806,848.10	3,620,711.30
B. Services and various goods		1,299,190,070.08	-31,903,045.86
- Infrastructure fee	300,000,000.00	300,000,000.00	0.00
- Personnel charges	701,459,460.60	668,045,981.54	-33,413,479.06
- Other	329,633,655.34	331,144,088.54	1,510,433.20
C. Remunerations, social charges and pensions	0.00	0.00	0.00
D. Depreciations and write-downs on formation expenses, intangible and tangible fixed assets	88,926,976.66	105,106,770.13	16,179,793.47
E. Write-downs on stocks, contracts in progress and trade accounts receivable (additions +, withdrawals -)	4,046,742.67	3,024,241.06	-1,022,501.61
F. Provisions for liabilities and charges +, spendings and withdrawals -)	8,887,155.37	3,896,966.05	-4,990,189.32
G. Other operating charges	4,950,845.68	7,561,704.01	2,610,858.33
III. BÉNÉFICE (PERTE) D'EXPLOITATION	-33,031,085.29	-28,080,126.18	4,950,959.11

	Cumul 31-12-2007	Cumul 31-12-2008	Variation
IV. FINANCIAL INCOME	131,865,746.92	154,139,646.48	22,273,899.56
A. Income from financial fixed assets	43,582.50	35,460.00	-8,122.50
B. Income from current assets	30,322,320.81	38,953,712.19	8,631,391.38
- interests HST-project	6,144,959.75	1,306,797.99	-4,838,161.76
- Other	24,177,361.06	37,646,914.20	13,469,553.14
C. Other financial income	101,499,843.61	115,150,474.29	13,650,630.68
V. FINANCIAL CHARGES	28,246,429.89	15,661,435.46	-12,584,994.43
A. Charges of debts	519,037.32	868,150.73	349,113.41
B. Write-downs of current assets others than those referred to in II.E (additions+, withdrawals)	4,809,619.59	2,271,818.74	-2,537,800.85
C. Other financial charges	22,917,772.98	12,521,465.99	-10,396,306.99
- assignment HST-project	5,223,215.78	1,306,797.99	-3,916,417.79
- Other	17,694,557.20	11,214,668.00	-6,479,889.20
VI. CURRENT PROFITS (LOSSES) before taxation	70,588,231.74	110,398,084.84	39,809,853.10
VII. EXCEPTIONAL INCOME	38,257,563.31	12,273,325.67	-25,984,237.64
A. Adjustments to depreciations and write-downs on intangible and tangible fixed assets	1,487,238.51	11,220,798.02	9,733,559.51
B. Adjustments to write-downs on financial fixed assets	96,281.28	91,482.57	-4,798.71
C. Adjustments to provisions for exceptional liabilities and charges	0.00	0.00	0.00
D. Surplus value on realization of fixed assets	16,436.19	662,566.50	646,130.31
E. Other exceptional income	36,657,607.33	298,478.58	-36,359,128.75
VIII. EXCEPTIONAL CHARGES	42,973,642.98	23,912,070.72	-19,061,572.26
A. Exceptional depreciations and write-downs on formation expenses on the intangible fixed assets	12,538,991.75	23,903,178.94	11,364,187.19
B. Write-downs on financial fixed assets	0.00	0.00	0.00
C. Provisions for exceptional liabilities and charges	0.00	0.00	0.00
D. Loss on realization of fixed assets	30,434,651.22	0.00	-30,434,651.22
E. Other exceptional charges	0.01	8,891.78	8,891.77
IX. PROFIT (LOSS) FOR FINANCIAL YEAR BEFORE TAXATION	65,872,152.07	98,759,339.79	32,887,187.72

2. Explanation of the income statement

2.1

Turnover

The total turnover as presented in detail opposite, amounts to € 1,213,115,034.43.

The infrastructure fee amounts to € 609.50 million or 50% of the turnover.

Infrabel receives a fee from the various rail operators calculated per train kilometre for use of the Belgian rail network, both for national and international passenger transport and for freight transport. The share of passenger transport in the infrastructure fee is 93.34% compared to 6.66% for freight transport. Besides the SNCB, six operators were active in the field of freight transport by rail as per 31 December 2008.

In addition to offering a high quality and safe railway infrastructure, maintenance of this infrastructure is included in Infrabel's public assignment. To that end, the company obtained State funding amounting to € 433.11 million, equal to 36% of the turnover.

Infrabel is also responsible for purchase and supply of electric energy on behalf of the entire SNCB group. This implies that the other SNCB group entities are invoiced both for the traction energy and the energy for the buildings. The income from these activities amounted to € 108.28 million in 2008.

The investments for third parties, equipment for third parties and the intragroup services relate to invoices to the other group entities. This intra-group income totals € 20.45 million.

Other turnover comes to a total of € 22.26 million. A considerable part thereof is generated by scrap sales through the Purchase Department.

Amounts in €		79.60%
I.	I. Operating income	1,524,074,154.72
A.	A. Turnover	1,213,115,034.43
	Infrastructure fees	609,500,992.80
	State funding	433,108,000.00
	Electricity for traction and buildings	108,276,722.36
	Investments and equipment sales for SNCB Holding	6,208,838.35
	Investments and equipment sales for SNCB	6,373,663.01
	Other intragroup services for SNCB Holding	3,897,641.64
	Other intragroup services for SNCB	3,968,530.58
	Scrap sales	11,147,830.47
	Services in connection with the construction of the HST lines	1,185,335.35
	Contractual compensations	2,054,110.19
	Services in connection with specific investment projects (SPVs)	19,520,164.98
	Services delivered to the Rail Infrastructure Fund	1,000,000.00
	Work of various types such as maintenance of various installations	2,722,991.75
	Work of various types such as welding and rail cutting	4,150,212.95

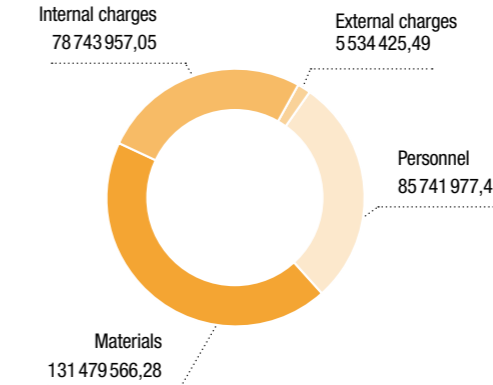
2.2

Produced fixed assets

Each company has its own resources that, within the framework of its economic activities, it may use for the building up tangible and intangible fixed assets. These durable assets, investments made with the help of internal resources, are referred to as produced fixed assets.

The charges for works carried out under the entity's own management are neutralised by an income entry on the balance sheet, whereas the investments made are placed in the tangible or intangible fixed assets category.

The charges thus leading to an income entry under the "produced fixed assets" category can be detailed as follows:



2.3

Financial income

The financial income totals € 154.14 million and mainly relates to the investment grants activated in the course of the financial year in the amount of € 115.08 million. In addition, an amount of € 38.95 million is generated by interest on investments.

Amounts in €		
IV.	Financial income	154,139,646.48
	A. Income from financial fixed assets	35,460.00
	B. Income from current assets	38,953,712.19
	C. Investment grants and interest subsidies	115,075,654.23
	D. Conversion foreign currencies	108,276,722.36



2.4.

Raw materials and consumables

The raw materials and consumables amount to € 133.37 million and include purchases of specific supplies for the infrastructure in an amount of € 125.11 million. Purchases of general supplies add up to € 27.07 million.

Amounts in €		8.59%
II.	II. Operating charges	1,552,154,280.90
A.	Raw materials, consumables and goods for resale	133,374,529.57
1.	Purchases	152,181,377.67
	Tracks	25,768,516.66
	Ballast bed	9,434,083.48
	Sleepers	19,520,489.88
	Attachment means	6,534,103.32
	Items for overhead wiring	15,989,650.10
	Other specific railway equipment	47,862,946.35
	Other supply items	27,071,587.88
2.	Variation in stock	-18,806,848.10
	Variation des stocks des articles spécifiques d'infrastructure	-15,513,701.15
	Variation des stocks des autres articles d'approvisionnement	-3,293,146.95

2.5.

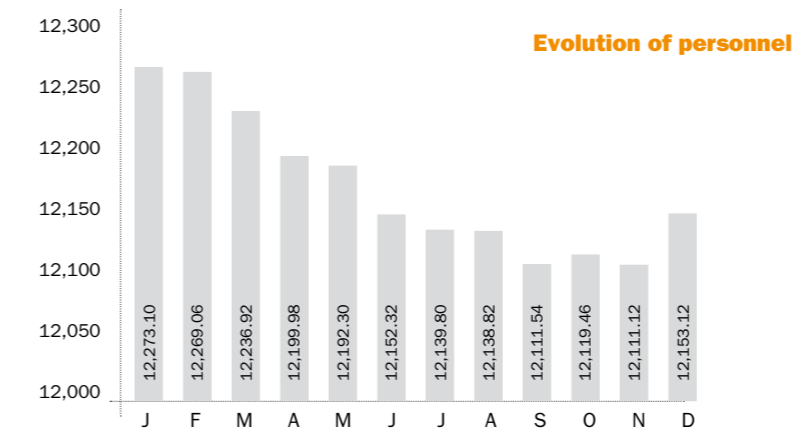
Services and various goods

The services and various goods, as presented in detail opposite, amount to € 1 299,19 million.

All Infrabel personnel (12,153 on 31 December 2008 on a full-time equivalent basis) is seconded by SNCB Holding. The charges connected with said staff are invoiced by SNCB Holding on a monthly basis. For 2008 these charges run up to € 667.05 million, equivalent to 51% of the costs connected with services and various goods.

Amounts in €		83.70%
II.	Operating charges	1,552,154,280.90
B.	Services and various goods	1,299,190,070.08
	Payroll charges	668,045,981.54
	RIF allocation	300,000,000.00
	Electricity	118,455,574.56
	Maintenance infrastructure	64,815,918.95
	Investments for third parties	8,967,317.22
	SNCB Holding intragroup services	82,537,598.36
	SNCB intragroup services	7,480,035.14
	Other charges	48,887,644.31

The graph below shows the evolution during the financial year in Full-time Equivalents.

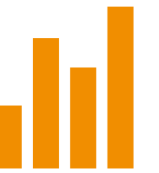


Fund (RIF) for the provision of railway assets amounts to € 300 million.

The Royal Decree of 3 July 2005 determines that Infrabel must annually pay this fixed amount to the RIF in view of the takeover of the historic debt of the former SNCB (€ 7.4 billion), in return for the takeover of a considerable part of the assets of the railway infrastructure.

As a result of a resettlement of the fund, all assets were returned to Infrabel on 31 December 2008 and the annual compensation no longer applies as from 2009.

Within the SNCB Group, Infrabel is charged with the coordination of electrical energy purchases for the entire group. These purchases involve both required traction energy and energy for buildings. The respective amounts of the purchased electrical energy total € 103.34 million for the traction energy and € 15.12 million for the energy for buildings.



2.6.

Depreciations, write-downs and provisions for risks and charges

Amounts in €		%
II. Operating charges	1,552,154,280.90	
D. Depreciation of and other amounts written off formation expenses, on intangible and tangible fixed assets	105,106,770.13	6.77
- formation expenses	9,089.16	
- concession fee	13,737,373.74	
- other intangible fixed assets (mainly software)	3,190,535.77	
- tangible fixed assets	88,169,771.46	
E. Amounts written off stocks, contracts in progress and trade debtors	3,024,241.06	0.19
F. Provisions for liabilities and charges	3,896,966.05	0.25

The depreciations are entered on a monthly basis and commence on the first day of the month following that in which the asset can be activated, all in accordance with the approved valuation rules.

The depreciation of tangible and intangible fixed assets is largely compensated by the depreciation of the connected investment grants. The latter are entered as financial income.





**Comments to the annual
financial statements**

Comments to the annual financial statements

1. Statement of formation expenses

Amounts in €	
Net book value at end of previous financial year	44,371.79
Transfers during the financial year:	
Depreciations	-9,089.16
Net book value at end of financial year	35,282.63
Of which: Formation or capital increase expenses, charges on borrowings, backwardations and other formation expenses	35,282.63

2. Statement of intangible fixed assets

Amounts in €		Concessions, patents, licences, etc.
A. Acquisition value		
At the end of the previous financial year		1,409,896,688.42
Transfers during the financial year:		
Acquisitions, including own construction	29,091,970.29	
At the end of the financial year		1,438,988,658.71
B. Depreciation and write-downs		
At the end of the previous financial year		60,787,310.74
Transfers during the financial year:		
Entered in the balance sheet	25,501,178.79	
Write-backs due to surpluses	-0.06	
Acquired from third parties	1,321,470.95	
At the end of the financial year		87,609,960.42
C. Net book value at the end of the financial year		1,351,378,698.29

3. Statement of tangible fixed assets

Amounts in €	Lands and buildings	Plant, machinery and equipment	Furniture and rolling stock
A. Acquisition value			
At the end of the previous financial year	575,572,478.61	1,608,132,144.15	118,603,322.24
Transfers during the financial year:			
Acquisitions, including own construction	2,542,573,210.29	7,478,593,839.79	236,226.50
Transfers and disposals	-293,720.35	-2,418,202.31	-3,035,367.65
Transfers from one heading to another	156,796,236.41	318,067,619.31	7,337,089.28
At the end of the financial year	3,274,648,204.96	9,402,375,400.94	123,141,270.37
C. Depreciations and write-downs			
At the end of the previous financial year	70,502,570.13	628,911,765.76	98,698,500.95
Transfers during the financial year:			
Entered in the balance sheet	9,449,975.74	87,235,692.67	3,757,406.65
Write-backs due to surpluses	-395,789.77	-10,609,667.23	-193,499.94
Acquired from third parties	544,668,862.42	4,140,183,953.96	12,411.22
Transfers and disposals	-270,555.26	-2,369,611.72	-2,983,705.20
Transfers from one heading to another	252,182,984.84	-3,300,050.51	-86,912.67
At the end of the financial year	626,476,893.10	4,840,052,082.93	99,204,201.01
D. Net book value at the end of the financial year	2,648,171,311.86	4,562,323,318.01	23,937,069.36

Amounts in €	Other tangible fixed assets	Assets under construction and advance payments
A. Acquisition value		
At the end of the previous financial year	191,816,262.78	1,958,591,286.62
Transfers during the financial year:		
Acquisitions, including own construction	71,188,909.84	1,700,894,773.78
Transfers and disposals	-2,607,184.77	
Transfers from one heading to another	3,887,866.17	-486,088,811.17
At the end of the financial year	264,285,854.02	3,173,397,249.23
C. Depreciations and write-downs		
At the end of the previous financial year	14,973,633.63	
Transfers during the financial year:		
Entered in the balance sheet	3,056,606.06	
Write-backs due to surpluses	-21,841.02	
Acquired from third parties	34,896,087.11	
Transfers and disposals	-2,607,184.77	
Transfers from one heading to another	865,133.34	
At the end of the financial year	51,162,434.35	
D. Net book value at the end of the financial year	213,123,419.67	3,173,397,249.23

4. Statement of financial assets

Amounts in €	Affiliated companies	Other companies
1. Participations and shares		
A. A. Acquisition value		
At the end of the previous financial year	3,284,093.42	750.00
Transfers during the financial year:		
Acquisitions		
At the end of the financial year	3,284,093.42	750.00
C. Depreciations		
At the end of the previous financial year	519,918.65	
Transfers during the financial year		
Write-backs due to surpluses	-91,482.57	
At the end of the financial year	428,436.08	
Net book value at the end of the financial year	2,855,657.34	750.00
2. Receivables		
Net book value at end of previous financial year	600,000.00	508.18
Transfers during the financial year:		
Increases		508.18
Repayment	-150,000.00	
Net book value at the end of the financial year	450,000.00	508.18

5. Stock and contracts in progress

Amounts in €	
Analyse des stocks	
Special supply items for infrastructure	133,211,119.12
Deprecations on the special supply items for infrastructure	-21,269,862.34
Supply items unused at work sites	28,682,939.91
Manufactures	11,992,232.29
General supply items	27,038,211.74
Special supply items for transport equipment	1,403,304.33
Solid and liquid fuels	490,180.70
Packaging to be returned	705,288.30
Deprecations on the supply items other than the special items for infrastructure	-3,088,320.41
Advance payments	174.00
Total stocks as per 31/12/2008	179,165,267.64
Contracts in progress:	
Manufacture price	4,871,000.19
Deprecations	-867,657.57
Total of contracts in progress as per 31/12/2008	4,003,342.62

6. Cash investments and other investments

Amounts in €	
Fixed-income securities	217,857,804.11
Time deposits with financial institutions	
- at one month at most	173,774,000.00
Other investments not included above	173,356,000.00

The available cash is placed, on the one hand, with the SNCB Holding in connection with cash pooling (heading "other cash investments not included above"), and, on the other hand, is placed with financial institutions.

7. Asset adjustment accounts

Amounts in €	
Deferred charges	18,509,393.63
Prepayments of the annual bonus for staff	16,779,477.71
Down payment for traction energy	1,235,000.00
Insurance premiums	452,149.23
Financial ratings	42,766.69
Accrued income	1,310,466.60
Interest	1,310,466.60



8. Statement of the capital

Amounts in €		
A. Capital	Amounts in €	Number of shares
1. Issued capital		
At the end of the previous financial year	1,604,125,000.00	16,554,795
Changes during the financial year		
- capital increase by contribution in kind	40,248,437.54	55,050
- transfer to investment grants (programme law of 20/07/2006)	-40,248,437.54	
At the end of the financial year	1,604,125,000.00	16,609,845
2. Composition of the capital		
2.1. Kinds of shares		
Registered shares without par value	1,604,125,000.00	16,609,845
3. Capital not paid		
Uncalled capital	154,063,500.00	
Shareholders having yet to pay up in full		
- SNCB Holding	154,063,500.00	

9. Provisions for major maintenance

Amounts in €	
Provisions for major maintenance	
At the end of the previous financial year	14,253,752.59
Increases	386,829.62
At the end of the financial year	14,640,582.21

10. Environmental provisions

Amounts in €		
	provisions for soil remediation	other provisions for protection of the environment
At the end of the previous financial year	36,808,956.47	579,876.00
Increases	-794,092.24	65,208.16
At the end of the financial year	36,014,864.23	645,084.16

11. Provisions for other liabilities and charges

Amounts in €	
Provisions for other liabilities and charges	
At the end of the previous financial year	38,516,151.70
Increases	4,239,020.51
At the end of the financial year	42,755,172.21

The provisions for other liabilities and charges cover the uninsured risks on assets, pending legal actions and restructuring expenses for the workshop in Schaerbeek.



12. Liability adjustment accounts

Amounts in €	
Accrued charges	55,951,431.77
Holiday bonus payments and staff bonuses	55,468,058.22
Miscellaneous	483,373.55
Deferred income	115,850,565.87
Infrastructure fees	101,257,461.88
Third-party interventions in investment work	14,593,103.99

13. Off balance sheet rights and commitments

Amounts in €	
Important liabilities for the purchase of fixed assets	
- tangible fixed assets (for railway infrastructure)	928,876,435.16
Other important liabilities	
- for purchase of materials and equipment	70,772,791.41
- for provision of services	74,786,566.47

14. Relations with the affiliated companies and the companies with which a participation liaison exists

Amounts in €		
	2008	2007
1. Financial fixed assets	3,305,657.34	3,364,174.77
Participations	2,855,657.34	2,764,174.77
Receivables: other	450,000.00	600,000.00
2. Receivables	269,941,935.58	187,117,033.32
After more than one year	7,775,154.90	7,775,154.90
Within one year	262,166,780.68	179,341,878.42
3. Cash investments	173,356,000.00	574,710,000.00
Receivables	173,356,000.00	574,710,000.00
4. Amounts payable	211,867,417.00	183,117,353.35
After more than one year	472,983.50	472,983.50
Within one year	211,394,433.50	182,644,369.85
7. Financial results	19,432,618.22	17,249,805.58
Income from financial fixed assets	35,460.00	43,582.50
Income from current assets	19,384,613.02	17,205,325.92
Charges on liabilities	12,545.20	897.16

15. Social balance sheet

Infrabel does not have staff on its payroll. All personnel, statutory or on a contract basis, is seconded by SNCB Holding.

Expressed in full-time equivalents, 12,153 employees were seconded by the SNCB Holding as per 31/12/2008.





**Report of the college
of auditors**

Report of the college of auditors on the financial statements for the year ended 31.12.08



Ladies,
Gentlemen,

In accordance with the legal and statutory requirements and particularly with sections 143 and 144 of the Company Code, applicable to Infrabel as a corporation under public law by virtue of section 37 of the law of 21 March 1991 on the reformation of certain economic public companies, the College of Auditors has the honour of reporting to you on the performance of its mandate for the 2008 financial year. The report includes its opinion of the annual financial statements as well as the required additional statements and information

1.

Opinion on the financial statements without reservations

The College of Auditors has audited the financial statements for the financial year ended 31.12.08, prepared in accordance with the financial reporting framework applicable in Belgium, which show a balance sheet total of 13,279,198,782 EUR and a profit for the financial year of 98,759,340 EUR.

The company's Board of Directors is responsible for the preparation of the financial statements. This responsibility includes: set up, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selection and application of appropriate accounting policies; delivery of accounting estimates that are reasonable given the circumstances.

It is the responsibility of the College of Auditors to express an opinion on these financial statements based on its audit. The College of Auditors conducted its audit in accordance with the legal requirements and the auditing standards applicable in Belgium. Those standards require planning and performance of the audit suitable to obtain reasonable assurance that the financial statements are free from material misstatement, whether due to fraud or error.

In accordance with the above-mentioned auditing standards, the College of Auditors considered the company's accounting system, as well as its internal control procedures. The College of Auditors has obtained from the Board of Directors and the company's officials, the explanations and information necessary for executing its audit procedures. The College of Auditors has examined, on a sample basis, the evidence supporting the amounts included in the financial statements. It has assessed the appropriateness of accounting policies, the reasonableness of the significant accounting estimates made by the company and the overall financial statement presentation. The College of Auditors believes that these procedures provide a reasonable basis for its opinion.

It is the opinion of the College of Auditors that the financial statements for the year ended on 31.12.08 give a true and fair view of the company's assets and liabilities, its financial position and results of its operations in accordance with the financial reporting framework applicable in Belgium.

2.

Additional statements and information

The preparation of the annual report and its content, as well as the company's compliance with the Company Code and its Articles of Association are the responsibility of the Board of Directors.

It is the responsibility of the College of Auditors to include in its report the following additional statements and information, which do not modify its audit opinion on the financial statements:

- The Director's report includes the information required by law and is consistent with the financial statements. The College of Auditors is, however, unable to comment on the description of the principal risks and uncertainties which the company is facing, and on its financial situation, its foreseeable evolution or the significant influence of certain facts on its future development.

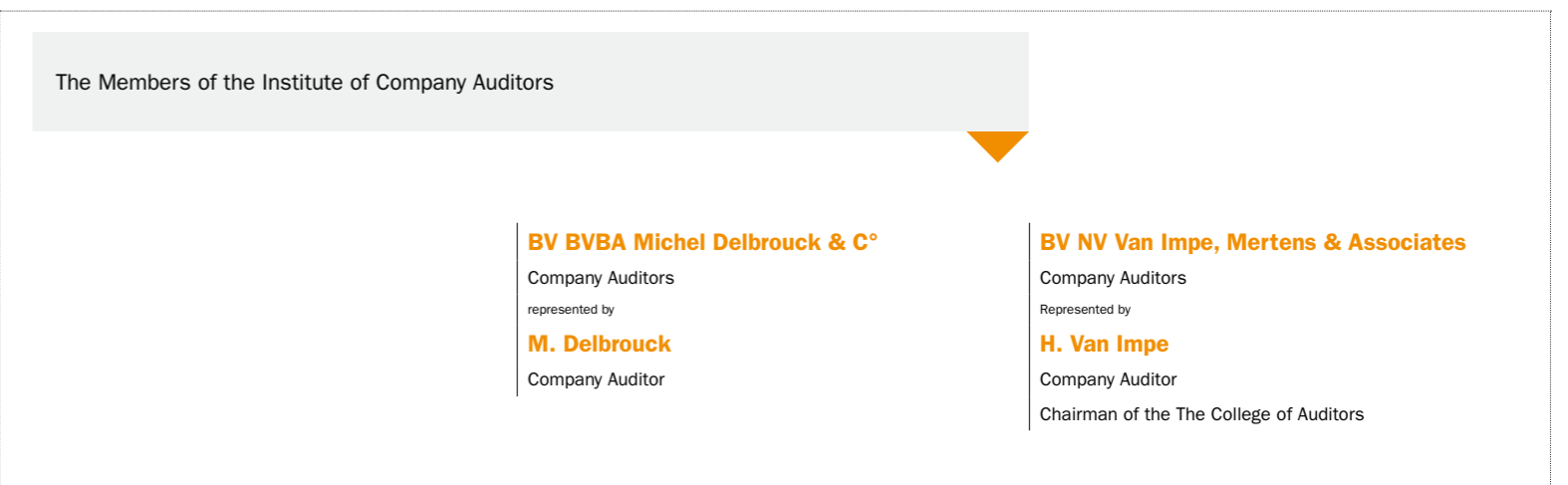
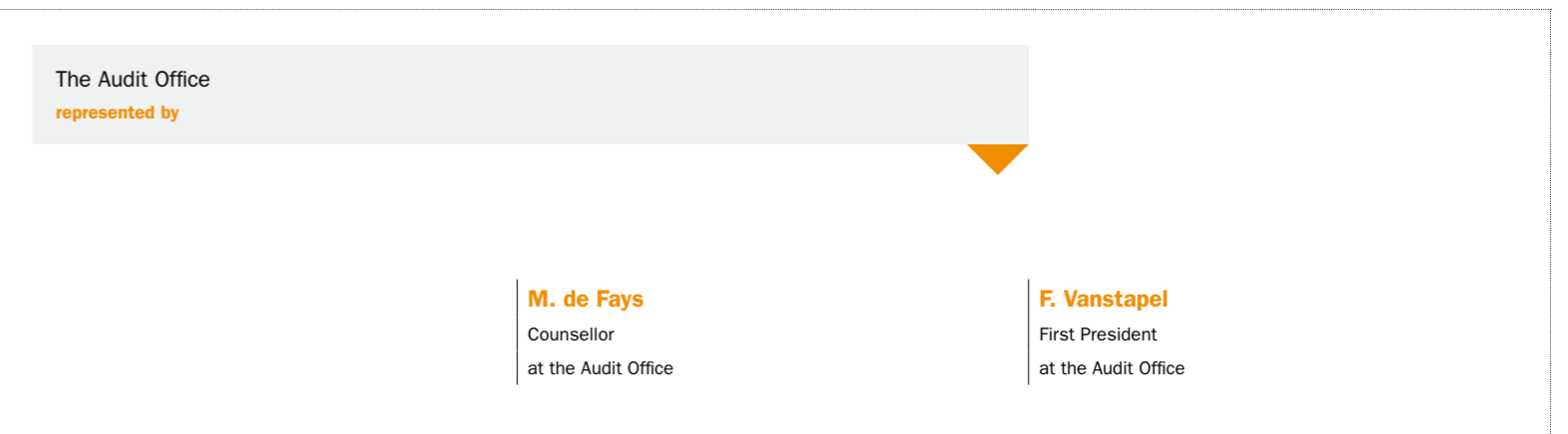
The College of Auditors can nevertheless confirm that the matters disclosed do not present any obvious inconsistencies with the information that it became aware of during the performance of its mandate.

- Without prejudice to formal aspects of minor importance, the accounting records were maintained in accordance with the legal and regulatory requirements applicable in Belgium.
- No transactions have been made or decisions taken in violation of the company's Articles of Association, or of the Company Code, or of law of 21 March 1991 that the College of Auditors should report.
- The appropriation of the results, proposed to the Shareholders' Meeting, is in compliance with the legal and statutory provisions.

Done at Brussels on 11 May 2009.

The College of Auditors
La Cour des comptes

The College of Auditors



Corporate Governance



Corporate Governance

Introduction

This chapter is dedicated to what is generally known as Corporate Governance. The aim is to provide information about the company's internal rules and regulations in the light of the principles of Corporate Governance.

3.1.

Board of Directors

A COMPOSITION

The Board of Directors is made up of 10 members, one of which is the Chief Executive Officer. At least one third of its members must be women (Article 207 § 1 of the Act of 21 March 1991). The number of Directors has been set at 6 by the King following a Royal Decree deliberated on by the Council of Ministers (Art. 1 Royal Decree of 28 October 2004). The principle of linguistic parity has been complied with.

The Board of Directors is currently made up of the following members:

- Mr Antoon COLPAERT, Chairman of the Board
- Mr Luc LALLEMAND, Chief Executive Officer
- Mr Jan KERREMANS, Director
- Mrs Mieke OFFECIERS, Director
- Mr Laurent VRIJDAGHS, Director,
- Mrs Vanessa MATZ, Director (until 10/07/2008),
- Mrs Fabienne GORLLER, Director (from 10/07/2008).

Changes in 2008

Mrs Vanessa MATZ was co-opted as Senator on 10 April. This mandate is, however, irreconcilable with the mandate of Director of Infrabel. In line with the Act of 21 March 1991 and the Articles of Association, Mrs Matz is automatically deemed to have renounced her mandate at Infrabel.

In application of Article 207 § 3 of the Act of 21 March 1991 and Article 21 of the Articles of Association and upon the recommendation of the competent Minister, the Board of Directors decided on 10 July 2008 to temporarily appoint Mrs Fabienne GORLLER

Director, until a final appointment by means of a Royal Decree, deliberated on within the Council of Ministers, in order to complete Mrs Vanessa MATZ's mandate.

Under the Royal Decree of 30 August 2008, published in the Belgian Official Journal of 3 September 2008, Mrs Fabienne GORLLER was appointed Director in order to complete Mrs Vanessa MATZ's mandate.

Main occupation of non-executive Directors, exercised in 2008, outside Infrabel

- Mr Antoon COLPAERT, Port Commissioner – Ministry of the Flemish Community
- Mr Jan KERREMANS, Director of the Policy Unit of the Minister of the Interior, Mr Patrick Dewael
- Mrs Mieke OFFECIERS, manager of MDL bvba
- Mr Laurent VRIJDAGHS, Administrator-General of the National Buildings Agency / Regie der Gebouwen,
- Mrs Vanessa MATZ, Director of the general policy unit of the Employment Minister, Mr Josly PIETTE,
- Mrs Fabienne GORLLER, Deputy Director, in charge of the Budget and the Secretariat of the Cabinet of the Minister of Health, Youth and Youth Assistance, Mrs Catherine Fonck.

B. APPOINTMENT OF THE DIRECTORS

In accordance with article 207 of the Act of 21 March 1991, His Majesty the King, by Royal Decree deliberated on in the Council of Ministers, appoints a number of Directors proportional to the number of votes associated with the shares owned by the State. The other shareholders then appoint the remaining directors.

Given that the Belgian State owns 80 % vote of the voting rights + 1 vote in Infrabel, five of the Board's six directors are appointed by His Majesty the King, by Royal Decree deliberated on in the Council of Ministers. The General Meeting of shareholders appointed a Director on the recommendation of SNCB Holding, which holds the remaining voting rights. Directors are selected on the basis of the complementary nature of their skills in the field of finance and accounting, legal affairs, knowledge of the transport sector, expertise in mobility, human resources strategy and social relations.

The mandates of the current members of the Board of Directors shall expire on 29 October 2010.

C. FUNCTIONING

Frequency of the meetings

“The Board shall convene at least six times a year” (Article 24 of the Articles of Association). The Board of Directors in principle meets on the last Thursday of the month. Extraordinary meetings are held to deal with specific issues. In 2008, the Board of Directors met 14 times.

Powers

The Board's powers have been laid down in Article 17 of the Act of 21 March 1991: “§1. The Board of Directors is empowered to carry out all necessary or useful acts to the realisation of the public corporation's mission. The Board of Directors oversees the Management Committee's policy-making. The Management Committee reports regularly to the Board. The Board or its Chairperson may, at any moment and without prejudice to the powers conferred upon him by Article 18 §5 (of the Act of 21 March 1991), request that the Management Committee report on the activities or some of the activities of the Corporation.”

Decision-making by the Board of Directors

Quorum

“Deliberations and decisions reached by the Board of Directors are only valid if a quorum consisting of a majority of its members is present or represented. Failing this a new meeting may be convened. The Board of Directors is empowered to discuss and reach decisions on points appearing on the agenda of the previous meeting if one third of its members are present or represented.

Directors may take part in Board meetings by means of telephone conference calls or similar means of communication, enabling all those taking part in the meeting to hear each other simultaneously. Any person taking part in a meeting in accordance with § 2 shall be deemed to be present at said meeting.

Any Director may give any other Director power of proxy, either in writing or by any other means of communication represented in a material form, to represent them at a given Board meeting and to vote on their behalf. A Director may only exercise the proxy vote of one other Director. Any proxy representation shall be considered as a presence when determining the quorum.” (Article 26 of the Articles of Association).

Majority

“The decisions of the Board of Directors are taken by simple majority of the votes cast. As an exception to the above, the following decisions are taken by a two-thirds majority of the votes cast:

1. approval of the management contract between the State and the Corporation, and any modification to that contract;
2. equity investments exceeding one of the limits set out in Article 13, § 2, first paragraph, of the aforementioned Law of 21 March 1991;

In the event of a tied vote, the Chairperson or the Director replacing the Chairperson shall have the deciding vote.” (Article 27 of the Articles of Association).

In extraordinary circumstances duly justified by the urgency of the matter and the social interests of the Corporation, decisions of the Board of Directors may be made by the directors' unanimous consent in writing, by their signatures affixed either to a single document or to several copies of the same document.

The first paragraph does not apply to the annual financial statements, to the use of authorised capital or approval of the management contract between the State and the Corporation, or any modification to that contract.” (Article 28 of the Articles of Association).

In the year 2008, the Board of Directors did not have recourse to this method.

Directors' charter

In order to assist the Directors in fulfilling their mission in accordance with the requirements of independence, competency, ethics and integrity, at its meeting of 25 November 2004 the Board adopted as part of its internal bylaws the “Directors' Charter”.

This Charter is applicable to all members of the Board of Directors of Infrabel and to any Director appointed by Infrabel at any Corporation.

Under the terms of this Charter, Directors undertake in the exercise of their functions to:

1. Act independently in all circumstances
2. Actively protect the Corporation's interests
3. Ensure the effective functioning of the Board of Directors
4. Protect the interests of all shareholders
5. Take into account the legitimate expectations of all of the Corporation's partners (the community, clients, executives, employees, suppliers and creditors)
6. Ensure that the Corporation respects its obligations and commitments, and the laws, regulations and codes of good practice
7. Avoid any conflict between direct or indirect personal interests and those of the Corporation
8. Avoid any improper use of information or insider trading
9. Permanently develop his or her professional capacities
10. Adhere to the spirit of the present Charter.

Board Committees

In accordance with Articles 210 and 211 of the Act of 21 March 1991, the Board of Directors has established two committees, the Audit Committee and the Nominations and Remuneration Committee to assist and advise the Board in the execution of its functions.

3.2.

Audit Committee

The establishment of an Audit Committee is set out in Article 210 of the Law of 21 March 1991.

A. COMPOSITION

The Committee is composed of four Directors - excluding the Chief Executive Officer - appointed by the Board of Directors. There is linguistic parity on the Committee.

The Committee is currently composed of:

- Mr Laurent VRIJDAGHS, Chairperson of the Audit Committee
- Mr Toon COLPAERT
- Mrs Mieke OFFECIERS
- Mrs Vanessa MATZ (until 10/07/2008),
- Mrs Fabienne GORLLER (from 10/07/2008).

The Audit Committee may invite the Chief Executive Officer to attend its meetings in an advisory capacity. Government Commissioners also take part in Audit Committee meetings in an advisory capacityThe Audit Committee may similarly invite any competent person to assist it in performing the tasks assigned to it by the Board of Directors.

Changes in 2008

On 10 July 2008, the Board of Directors appointed Mrs Fabienne GORLLER in replacement of Mrs Vanessa MATZ.

B. FUNCTIONING

Frequency of meetings

The Audit Committee meets at regular intervals, usually once every three months. Its chairperson may convene extraordinary meetings to enable the Committee to duly perform its duties.

The Audit Committee met four times in 2008.

Powers

The Audit Committee carries out the tasks entrusted to it by the Board of Directors. Moreover, it is responsible for assisting the Board of Directors in examining all financial information, particularly the annual accounts, annual report and interim financial reports. The Audit Committee is also competent for the reliability and integrity of the financial reports as regards risk management.

At least 14 days prior to the meeting at which the annual financial statements are established, the Board of Directors will submit the financial statements to the Audit Committee for examination.

The Audit Committee assists the Board of Directors mainly by performing the following tasks:

- in conjunction with senior management and the Commissioners' College, overseeing the reliability and integrity of the annual accounts and consolidated financial statements of Infrabel, and of the half-yearly accounts, prior to their submission to the Board of Directors.
- examining financial information, mainly the annual accounts, and advising the Board of Directors as to this information.
- in conjunction with the Commissioners' College and the head of Internal Audit, evaluate, supervise and issue advice as to the internal control system applied by Infrabel and on the related recommendations and findings notified by the Commissioners' College, and on the replies provided by management.
- examining and approving the audit programme drawn up by the head of Internal Audit.
- overseeing the conclusions and key recommendations made in the audit reports; overseeing follow-up of these recommendations and implementation by management of those actions agreed with Internal Audit I-IA; requiring Internal Audit I-IA to intervene with the Management Committee in the event of any significant failings / delays in the implementation of these recommendations.

- assessing the procedures for identifying, evaluating and managing the risks (financial, operational and other) to which Infrabel is exposed, ensuring the reliability and integrity of financial reports as regards risk management.
- overseeing the coordination of internal audit work, of work assigned to external consultants and of the work of the Commissioners' College.
- approving the Internal Audit structure within Infrabel, and the Internal Audit budget in respect of components relating to staff, staff training and material support.
- submitting to the Board of Directors an argued opinion on the appointment and replacement of the head of Internal Audit at Infrabel after consulting the Nominations and Remuneration Committee; overseeing the independence and objectivity of Internal Audit.
- approving Infrabel's Internal Audit Charter and any subsequent revisions thereof.
- submitting to the Board of Directors an argued opinion on the appointment or reappointment of Infrabel's audit commissioners and the fees payable to them.
- verifying and drawing up any specific file that the Board of Directors may deem necessary.

3.3.

Nominations and Remuneration Committee

The creation of the Nominations and Remuneration Committee is laid down in Article 211 of the Act of 21 March 1991.

A.COMPOSITION

The Nominations and Remuneration Committee is composed of four Directors, including the Chairperson of the Board, who chairs the Committee, and the Chief Executive Officer. There is linguistic parity on the Committee.

The Committee is currently composed of:

- Mr Toon COLPAERT, Chairperson of the Nominations and Remuneration Committee
- Mr Luc LALLEMAND
- Mr Jan KERREMANS
- Mrs Vanessa MATZ (until 10/07/2008),
- Mrs Fabienne GORLLER (from 10/07/2008).

Changes in 2008

On 10 July 2008, the Board of Directors appointed Mrs Fabienne GORLLER in replacement of Mrs Vanessa MATZ.

B. FUNCTIONING

Frequency of meetings

The Committee meets as often as is required in order to protect the Corporation's interests. The Committee met four times in 2008.

Powers

The Committee issues a recommendation on the candidacies submitted by the Chief Executive Officer with a view to appointing the members of the Management Committee.

The Committee submits proposals to the Board regarding the remuneration and benefits of members of the Management Committee and senior executives. These matters are constantly monitored by the Board of Directors (Article 211 § 2 of the Act of 21 March 1991).

Next to this, the Nominations and Remuneration Committee performs the tasks entrusted to it by the Board of Directors.

3.4.

Attendance rates at meetings and compensation of Directors on an individual basis

The General Meeting of shareholders of 16 May 2006 decided, based on the proposal of the Nominations and Remuneration Committee, to modify the compensation paid to Directors as follows, with retroactive effect to 1 January 2006:

The compensation paid to the Chairperson is composed of a fixed annual component of € 27,200 (Δ + 3,200) and a variable component consisting of attendance fees. These attendance fees are as follows:
-€ 500 per board meeting,
-€ 400 per Committee meeting in which the Chairperson participates.
In addition, the Chairperson is paid an annual fee covering operating expenses of € 2,400 (Δ - 1,600).

The compensation paid to other Directors (with the exception of the Chief Executive Officer) is composed of a fixed annual component of € 13,600 (Δ + 1,600) and a variable component consisting of attendance fees. These attendance fees are as follows:

-€ 500 per board meeting,
-€ 400 per meeting of any Committee of which they are a member.
In addition, Directors will receive an annual fee in respect of operating expenses of € 1,200 (Δ - 800).

Attendance at meetings is mandatory in order to qualify for attendance fees.

Amount in €	Attendance of the meetings of Infrabel's Board and Committees			Gross compensation of Directors
Name	Board (14 in total)	Audit Committee (4 in total)	Nominations and remuneration Committee (4 in total)	Board and other Committees s
Toon Colpaert	13/14	4/4	4/4	36,900.04
Jan Kerremans	11/14		4/4	20,699.96
Vanessa Matz	2/7	0/2	0/2	8,128.01
Fabienne Gorller	5/7	2/2	1/2	10,170.95
Mieke Offeciers	13/14	4/4		21,699.96
Laurent Vrijdaghs	14/14	4/4		22,199.96

3.5.

Management Committee

A. COMPOSITION

Article 208 of the Act of 21 March 1991 stipulates that, “the Management Committee is chaired by the Chief Executive Officer. The Board of Directors establishes the number of the remaining members of the Management Committee.”

Linguistic parity is observed within the Committee in compliance with Article 16 of the Act of 21 March 1991.

In accordance with the law and with the Corporation’s Articles of Association, the Chief Executive Officer must be of a different linguistic background than the Chairperson of the Board of Directors (Article 207 § 4 of the Act of 21 March 1991).

The Management Committee is made up as follows:

- Mr Luc LALLEMAND, Chief Executive Officer,
- Mr Eddy CLEMENT, Director-General Network,
- Mr Jean-Marie RAVIART, Director-General Infrastructure
- Mr Luc VANSTEENKISTE, **Director-General Access to the Network.**

Current rules for appointment and discharge

The Directors-General are appointed by the Board of Directors, upon the recommendation of the Chief Executive officer and after having consulted the Nominations and Remuneration Committee. They are discharged by the Board of Directors (Article 208 of the Act of 21 March 1991).

B. FUNCTIONING

Frequency of meetings

In principle, the Management Committee meets every week, usually on Tuesdays. In 2008 the Management Committee was convened 48 times.

Powers

In accordance with Article 208 of the Act of 21 March 1991, "The Management Committee is responsible for the day-to-day management of the Corporation and for the representation of that management, and also for executing the decisions of the Board of Directors.

The members of the Management Committee work as a team. They can distribute tasks among each other.”

Representation

According to Article 208 of the Act of 21 March 1991, the Corporation is duly represented in its actions, including any legal proceedings, by the Chief Executive Officer and the Director-General nominated for that purpose by the Board of Directors, acting conjointly.

Any acts of management or which are binding upon the Corporation are jointly signed by the Chief Executive Officer and the Director-General nominated for that purpose by the Board of Directors.

The Director-General must be of a different linguistic background from the Chief Executive Officer.

His Majesty the King may determine, by Royal Decree deliberated on in the Council of Ministers, any acts that must be approved by methods other than those set out in this article.

On 8 November 2004, the Board of Directors appointed Mr Luc VANSTEENKISTE as the Director-General holding the power of joint signature.

C. COMPENSATION OF MANAGEMENT COMMITTEE MEMBERS

Compensation of the Chief Executive Officer

The global gross amount, including benefits in kind, which was paid in 2008 to the Chief Executive Officer, was € 452,721.95. The bonuses for the CEO’s performance in 2008 will also be determined in 2009 and are thus not considered in the aforementioned amount. Management bonuses for the CEO’s performance in 2007 are included in this amount.

Evaluation criteria for the Chief Executive Officer

The Board of Directors of 26 June 2008 has established the evaluation criteria for the Chief Executive Director.

Compensation for Directors-General

The Board meeting of 27 January 2005 set the compensation of members of the Management Committee.

The compensation system comprises:

1. a fixed component, comprising:
 - Directors’ base salary;
 - a management allowance paid monthly;
 - job compensation: fixed monthly amount.
2. a variable component, comprising:
 - a management allowance: 0 to 100 % of the base annual salary. The percentage payable is determined by the Nominations and Remuneration Committee, on the proposal of the Chief Executive Officer, in accordance with the degree of difficulty and the social complexity of the person’s job. This percentage is reviewed annually;
 - a productivity bonus: variable in accordance with an assessment coefficient of 0 to 3. The productivity bonus is established annually following publication of the Corporation’s results.

The variable component represents on average some 30 % of total compensation.

Holiday pay, annual bonus and any other allowances and indemnities are determined according to the regulatory provisions applicable. Members under contract are covered by a group insurance policy.

The Board of Directors of 25 October 2007, on the proposal of the Nominations and Remuneration Committee of 4 October 2007, increased the job compensation of the Director-General at Infrabel who holds the power of joint signature from 25% to 30 %.

The global gross amount, including benefits in kind, which was paid in 2008 to the Management Committee, was € 971,015.03. The bonuses for performance in 2008 will only be determined in 2009 and are thus not considered in the aforementioned amount. Management bonuses for Directors’ performance in 2007 are included in this amount.

3.6.

Oversight

GOVERNMENT COMMISSIONERS

Article 213 of the Act of 21 March 1991 stipulates that: “Infrabel is subjected to the supervision of the Minister competent for government corporations and of the Minister competent for the regulation of railway transport. This supervision is implemented by two Government Commissioners, who are appointed and discharged by His Majesty the King, at the recommendation of the Minister concerned.”

The Government Commissioners for Infrabel were Ms Christine SERVATY and Ms Carole MACZKOVICS. They were honourably discharged starting 1 August 2008. Since this date, Mr Rik GOETINCK and Eric PONCIN have served as Government Commissioners for Infrabel.

The Government Commissioners are invited to all meetings of the Board of Directors and of the Management Committee and attend in an advisory capacity (Article 213 § 3 of the Act of 21 March 1991). The Government Commissioners also take part in the Audit Committee’s meetings and attend in an advisory capacity (article 210 § 1 of the Act of 21 March 1991).

The Government Commissioners oversee compliance with the law, with the articles of association and with the management contract. They ensure that Infrabel’s policy, particularly in execution of Article 13, does not prejudice the implementation of public service missions.

Each Government Commissioner reports to his or her competent minister. The Government Commissioners report to the Budget Minister on all decisions by the Board of Directors or the Management Committee, which have an impact on the State’s general expenditure budget.

Each Government Commissioner may, within a period of four working days, exercise a right of recourse to the minister to whom they are responsible in opposition to any decision by the Board of Directors or the Management Committee that they consider to be in breach of the law or of the Corporation’s articles of association or management contract, or of a nature to prejudice the implementation of Infrabel’s public service missions. Each Government Commissioner may, within the same period, exercise the same recourse against any decision to increase the fees payable for the use of the rail infrastructure. All such decisions are suspended while the recourse procedure is under way.

Mr Rik GOETINCK and his substitute, Mrs Veerle STRAETMANS have been appointed Government Commissioners for Infrabel from 1 August 2008, under the Royal Decree of 4 July 2008.

Mr Eric PONCIN and his substitute, Mr Michel BALON, have been appointed Government Commissioners for Infrabel from 1 August 2008, under the Royal Decree of 9 July 2008.

THE COLLEGE OF AUDITORS

Article 25 § 1 of the Act of 21 March 1991 stipulates that:

“A College of Auditors, comprising four members, will be put in charge of verifying the financial situation, the annual accounts and their regularity, from the point of view of the law and of the organic statute, of the transactions to be represented in the annual accounts, in every autonomous government corporation. The members of the College bear the title of Commissioner.”

The College is composed of four members, two of whom are appointed by the Cour des Comptes (Public Audit Office) from among its members, and two of which are appointed by the General Meeting of shareholders from among the members of the Institut des Réviseurs d’Entreprises (Institute of Audit Commissioners).

The members of the College are:

- Mr Herman VAN IMPE, Chairperson of the College, audit commissioner
- Mr Michel DELBROUCK, audit commissioner
- Mr Michel DE FAYS, member of the Public Audit Office
- Mr François VANSTAPEL, Chairperson of the Public Audit Office

Members of the College are appointed for a maximum term of office of six years, renewable. The term of office must be stipulated in the articles of association. The articles of association of Infrabel establish the term of office of members of the Commissioners’ College at three years.

The following mandates will expire:

for Mr VAN IMPE, at the General Meeting of shareholders to be held in 2011
for Mr DELBROUCK, at the General Meeting of shareholders to be held in 2011

3.7.

Mandates held in subsidiaries and equity-invested companies

A. COMPANIES IN WHICH MEMBERS OF MANAGEMENT STRUCTURES OR EMPLOYEES OF INFRABEL HAVE SERVED AS CORPORATE OFFICERS (INDIRECT OR DIRECT PARTICIPATIONS)

Infrabel has only two directly-owned subsidiaries: SA TUC RAIL and SA CENTRE DE CREOSOTAGE DE BRUXELLES CCB). Infrabel also has indirect equity investments in SA Woodprotect Belgium – a subsidiary of SA CCB – and in EESV IV-Infra/TUC – a subsidiary of SA TUC RAIL. In each of these companies, the offices are held by members of Infrabel's management structures or by its employees.

B. MEMBERS OF MANAGEMENT STRUCTURES OR EMPLOYEES OF INFRABEL SERVING AS CORPORATE OFFICERS

- Mr Luc LALLEMAND, Chairperson TUC RAIL;
- Mr Eddy CLEMENT, Director TUC RAIL;
- Mr Jean-Marie RAVIART, Chairperson CCB and Woodprotect, Director TUC RAIL, President of BRUSSELS WOOD RENEWABLE (since 22/12/2008);
- Mr Mr Luc VANSTEENKISTE, Director of TUC RAIL, Manager EEIG Corridor C, President of RNE
- Mr Dirk DEMUYNCK, CEO TUC RAIL;
- Mr Franky VERBRUGGEN, Director of CCB and Woodprotect
- Mr Richard MARCELIS, Director CCB, Woodprotect and of BRUSSELS WOOD RENEWABLE (since 22/12/2008);
- Mr Dirk VANOOTEGHEM, Director EESV Iv-Infra/TUC RAIL;
- Mr Hugo GOOSSENS, Director EESV Iv- and nfra/TUC RAIL (until 04/11/2008);
- Mr Jan MILH, Director EESV Iv-Infra/TUC RAIL (from 04/11/2008).

C. COMPENSATION

No compensation is paid to directors.

The total gross amount of compensation paid to the Chief Executive Officer of TUC RAIL in 2008 can be found in TUC RAIL N.V.'s annual report.

The Chief Executive Officers of CCB and Woodprotect receive no compensation in respect of this office.

Drawn up in Brussels on 7 May 2009.

On behalf of the Board of Directors,

Antoon Colpaert
Chairman of the Board of Directors

Luc Lallemand
Chief Executive Officer



October 2009

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