SUPPLEMENT DATED 27 SEPTEMBER 2013 TO THE BASE PROSPECTUS DATED 17 SEPTEMBER 2013

Eandis CVBA

Brusselsesteenweg 199
B-9090 Melle Belgium
BE 0477,445,084 RLE Ghent
incorporated as a "coöperatieve vennootschap met beperkte aansprakelijkheid" (CVBA) / "société coopérative à responsabilité limitée" (SCRL) under Belgian law
(the "Issuer")

EUR 5,000,000,000
Guaranteed Euro Medium Term Note Programme

Due from one month to 30 years from the date of original issue
Guaranteed on a several but not joint basis by Gaselwest CVBA, IMEA, Imewo, Intergem, Iveka, Iverlek and Sibelgas CVBA (the "Guarantors")

This Supplement (the "**Supplement**") to the base prospectus (the "**Base Prospectus"**) dated 17 September 2013 constitutes a prospectus supplement for the purposes of Article 34 of the Belgian Law of 16 June 2006 on the public offer of investment instruments and the admission of investment instruments to trading on a regulated market (as amended from time to time, the "**Prospectus Law**") and is prepared in connection with the Guaranteed Euro Medium Term Note Programme described in this Base Prospectus (the "**Programme**"), established by the Issuer and guaranteed by the Guarantors on a several but not joint basis. Terms defined in the Base Prospectus or in any document incorporated by reference in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement. This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus.

The English version of this Supplement has been approved on 27 September 2013 by the Belgian Financial Services and Markets Authority (the "**FSMA**") in its capacity as competent authority under the Prospectus Law. The approval by the FSMA does not imply any appraisal of the appropriateness or the merits of any issue under the Programme, nor of the situation of the Issuer or any of the Guarantors. The whole of this Supplement has been translated into Dutch. In the event of any discrepancy between the English and the Dutch version of this Base Prospectus, the English version shall prevail. Each of the Issuer and the Guarantors assumes responsibility for the consistency between the English version and the Dutch version of this Base Prospectus. This Supplement will be published on the website of Euronext Brussels (www.beurs.be) and the Issuer (http://www.eandis.be/eandis/emtn_programma.htm).

The purpose of this Supplement is to incorporate the audited consolidated half year condensed financial statements of the Eandis Economic Group for the half year ended 30 June 2013, which have been prepared in accordance with IFRS into the Prospectus.

The Issuer accepts responsibility for the information contained in this Supplement. The Issuer confirms that, to the best of the knowledge of the Issuer (which has taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

The date of this Supplement is 27 September 2013.

1. *Historical Financial Information of the Issuer for the half year ended 30 June 2013*

The section *Selected Financial Information Concerning the Issuer and the Eandis Economic Group* on page 124 of the Base Prospectus will be supplemented by adding the following paragraph (5.4*bis*):

"5.4*bis* Historical Financial Information of the Eandis Economic Group for the half year ended 30 June 2013

The following tables set out in summary form certain balance sheet and income statement information relating to the Eandis Economic Group. The information has been extracted from the audited consolidated half year condensed financial statements of the Eandis Economic Group for the half year ended 30 June 2013, which have been prepared in accordance with IFRS.

Note that the revised version of IAS 19 (*Employee Benefits*) that outlines the accounting requirements for employee benefits, including short-term benefits (e.g. wages and salaries, annual leave), post-employment benefits issued in June 2011 became applicable to annual periods beginning on or after 1 January 2013. The impact hereof on the accounts of the Eandis Economic Group is set out on page 8 of the audited consolidated half year condensed financial statements of the Eandis Economic Group for the half year ended 30 June 2013 attached as annex to this Supplement. The table below provides a comparison against restated historical financial information of the Eandis Economic Group, assuming the revised version of IAS 19 already applied to such period.

Condensed consolidated income statement

(In thousands of EUR)	**30 June 2013**	**30 June 2012 *Restated***
Operating revenue	**1,525,849**	**1,466,835**
Revenue	1,168,521	1,118,639
Other operating income	32,507	21,823
Own construction. capitalized	324,821	326,373
Operating expenses	**-1,297,509**	**-1,214,380**
Cost of trade goods	-422,165	-433,729
Cost for services and other consumables	-361,302	-349,308
Employee benefit expenses	-220,794	-224,081
Amortization. depreciation. impairment and changes in provisions	-166,971	-123,674
Other operational expenses	-29,770	-41,088
Regulated transfers	-96,507	-42,500
Result from operations	**228,340**	**252,455**
Finance income	26,024	1,534
Finance costs	-84,734	-99,132
Profit before tax	**169,630**	**154,857**
Income tax expenses	-983	-475
Profit for the period	**168,647**	**154,382**

Condensed consolidated statement of comprehensive income

(In thousands of EUR)	30 June 2013	30 June 2012 *Restated*
Profit for the period	**168,647**	**154,382**
Other comprehensive income		
Items not to be reclassified to profit or loss in subsequent periods		
Actuarial gains (losses) on long term employee benefits	82,700	-87,315
Net other comprehensive income not being reclassified to profit or loss in subsequent periods	**82,700**	**-87,315**
Total comprehensive income for the period	**251,347**	**67,067**

Condensed consolidated statement of financial position

(In thousands of EUR)	30 June 2013	31 December 2012 *Restated*
Non-current assets	**7,619,115**	**7,501,636**
Intangible assets	95,622	76,101
Property. plant and equipment	7,519,801	7,421,186
Investments in an associate	5	5
Other investments	988	988
Long term receivables	2,699	3,356
Current assets	**1,202,615**	**1,200,793**
Inventories	33,622	38,294
Trade and other receivables	1,162,893	1,152,161
Current tax assets	1	3,497
Cash and cash equivalents	6,099	6,841
TOTAL ASSETS	**8,821,730**	**8,702,429**
EQUITY	**3,001,997**	**2,779,407**
Total equity attributable to owners of the equity holders	**3,000,918**	**2,778,328**
Capital	1,924,415	1,924,415
Reserves	518,025	497,952
Other components of equity	-183,524	-266,224
Retained earnings	742,002	622,185
Non-controlling interest	**1,079**	**1,079**
LIABILITIES	**5,819,733**	**5,923,022**
Non-current liabilities	**4,522,337**	**4,630,870**
Interest bearing loans and borrowings	3,860,749	3,847,136
Employee benefit liability	492,854	589,546
Derivative financial instruments	138,418	163,453
Provisions	28,031	28,450

Other non-current liabilities	2,285	2,285
Current liabilities	**1,297,396**	**1,292,152**
Interest bearing loans and borrowings	686,815	771,774
Government grants	433	609
Trade payables and other current liabilities	609,537	519,685
Current tax liabilities	611	84
TOTAL EQUITY AND LIABILITIES	**8,821,730**	**8,702,429**

2. New annex

The audited consolidated half year condensed financial statements of the Eandis Economic Group for the half year ended 30 June 2013, attached as annex to this Supplement, form a new Annex to the Base Prospectus. The Issuer confirms that it has obtained the approval from its auditors to include as annex to this Supplement and the Base Prospectus the auditor's reports for the half year ended 30 June 2013 of the Eandis Economic Group.

3. General

Save as disclosed in this Supplement, there has been no significant change in the information in the Base Prospectus and no significant new matter has arisen since 17 September 2013, the date of the publication of the Base Prospectus.

27 September 2013

Name: Nick Vandevelde

Name: Koen Schelkens

ANNEX

This annex includes the consolidated financial statements (prepared under IFRS) and the audit report of the Eandis Economic Group (including the Issuer, its Subsidiaries and the Guarantors) for the half year ended 30 June 2013:

The Issuer confirms that it has obtained the approval from its auditors to include as annex in this Base Prospectus the auditor's reports for the half years ended 30 June 2013 of the Eandis Economic Group.

Economic Group Eandis
IFRS Financial Statements for the six-month period ended 30 June 2013

INTERIM FINANCIAL REPORT
Condensed consolidated income statement

(In thousands of EUR)	Notes	30 June 2013	30 June 2012 *Restated* *
Operating revenue		**1.525.849**	**1.466.835**
Revenue	1	1.168.521	1.118.639
Other operating income		32.507	21.823
Own construction, capitalized		324.821	326.373
Operating expenses		**-1.297.509**	**-1.214.380**
Cost of trade goods	2	-422.165	-433.729
Cost for services and other consumables	3	-361.302	-349.308
Employee benefit expenses	4	-220.794	-224.081
Amortization, depreciation, impairment and changes in provisions	5	-166.971	-123.674
Other operational expenses		-29.770	-41.088
Regulated transfers	6	-96.507	-42.500
Result from operations		**228.340**	**252.455**
Finance income	7	26.024	1.534
Finance costs	8	-84.734	-99.132
Profit before tax		**169.630**	**154.857**
Income tax expenses		-983	-475
Profit for the period		**168.647**	**154.382**

* Concerning. IAS 19 (Revised)

Condensed consolidated statement of comprehensive income

(In thousands of EUR)	Notes	30 June 2013	30 June 2012 *Restated* *
Profit for the period		**168.647**	**154.382**
Other comprehensive income			
Items not to be reclassified to profit or loss in subsequent periods			
Actuarial gains (losses) on long term employee benefits	17	82.700	-87.315
Net other comprehensive income not being reclassified to profit or loss in subsequent periods		**82.700**	**-87.315**
Total comprehensive income for the period		**251.347**	**67.067**

* Concerning. IAS 19 (Revised)

Condensed consolidated statement of financial position

(In thousands of EUR)	Notes	30 June 2013	31 December 2012 *Restated **
Non-current assets		**7.619.115**	**7.501.636**
Intangible assets	9	95.622	76.101
Property, plant and equipment	10	7.519.801	7.421.186
Investments in an associate		5	5
Other investments		988	988
Long term receivables		2.699	3.356
Current assets		**1.202.615**	**1.200.793**
Inventories		33.622	38.294
Trade and other receivables	11	1.162.893	1.152.161
Current tax assets		1	3.497
Cash and cash equivalents	20	6.099	6.841
TOTAL ASSETS		**8.821.730**	**8.702.429**
EQUITY	**12**	**3.001.997**	**2.779.407**
Total equity attributable to owners of the equity holders		**3.000.918**	**2.778.328**
Capital		1.924.415	1.924.415
Reserves		518.025	497.952
Other components of equity		-183.524	-266.224
Retained earnings		742.002	622.185
Non-controlling interest	**13**	**1.079**	**1.079**
LIABILITIES		**5.819.733**	**5.923.022**
Non-current liabilities		**4.522.337**	**4.630.870**
Interest bearing loans and borrowings	14, 20	3.860.749	3.847.136
Employee benefit liability	15	492.854	589.546
Derivative financial instruments	16	138.418	163.453
Provisions	17	28.031	28.450
Other non-current liabilities		2.285	2.285
Current liabilities		**1.297.396**	**1.292.152**
Interest bearing loans and borrowings	14, 20	686.815	771.774
Government grants	18	433	609
Trade payables and other current liabilities	19	609.537	519.685
Current tax liabilities		611	84
TOTAL EQUITY AND LIABILITIES		**8.821.730**	**8.702.429**

* Concerning. IAS 19 (Revised)

Condensed consolidated statement of changes in equity

(In thousands of EUR)	Share Capital	Reserves	Other compre-hensive income	Retained earnings	Total equity attributable to equity holders	Non-controlling interest	Total
Balance at 31 December 2011	**1.924.415**	**446.915**	**-158.475**	**601.790**	**2.814.645**	**1.079**	**2.815.724**
Total comprehensive income for the period	0	0	-87.315	154.382	**67.067**	0	**67.067**
Addition/decrease reserves	0	20.073	0	-21.618	**-1.545**	0	**-1.545**
Dividends paid	0	0	0	-19.732	**-19.732**	0	**-19.732**
Balance at 30 June 2012 ***Restated ****	**1.924.415**	**466.988**	**-245.790**	**714.822**	**2.860.435**	**1.079**	**2.861.514**
Balance at 31 December 2012 ***Restated ****	**1.924.415**	**497.952**	**-266.224**	**622.185**	**2.778.328**	**1.079**	**2.779.407**
Total comprehensive income for the period	0	0	82.700	168.647	**251.347**	0	**251.347**
Addition/decrease reserves	0	20.073	0	-20.073	**0**	0	**0**
Dividends paid	0	0	0	-28.757	**-28.757**	0	**-28.757**
Balance at 30 June 2013	**1.924.415**	**518.025**	**-183.524**	**742.002**	**3.000.918**	**1.079**	**3.001.997**

* Concerning. IAS 19 (Revised)

Condensed consolidated statement of cash flows

(In thousands of EUR)	Notes	30 June 2013	30 June 2012 *Restated* *
Profit for the period	12	168.647	154.382
Amortization of intangible assets	5	19.592	10.869
Depreciation on property, plant and equipment	5	143.694	143.034
Change in provisions (reversal -; recognition +)	5, 17	-419	-15.685
Impairment current assets (reversal -; recognition +)	5	4.104	-14.544
Gains or losses on realization receivables		5.912	15.418
Net finance costs		83.921	82.687
Change in fair value of derivative financial instruments	7, 8, 16	-25.035	14.926
Gains or losses on sale of property, plant and equipment		21.367	23.717
Movement in government grants	18	-177	-15
Income tax expense		983	475
Operating cash flow before change in working capital and provisions for employee benefits		**422.589**	**415.264**
Change in inventories		4.672	1.862
Change in trade and other receivables		-20.090	-24.209
Change in trade payables and other current liabilities		45.834	60.088
Change in employee benefit liability		-13.992	-5.231
Net operating cash flow		**16.424**	**32.510**
Interest paid		-40.240	-47.159
Interest received		299	198
Financial discount		515	915
Income tax paid		3.041	7.173
Net cash flow from operating activities		**402.628**	**408.901**
Proceeds from sale of property, plant and equipment		303	350
Purchase of intangible assets	9	-37.802	-23.297
Purchase of property, plant and equipment	10	-265.290	-277.881
Proceeds from sale of other investments		0	515
Net investments in long term receivables		-2	-10
Proceeds from government grants		0	309
Net cash flow used in investing activities		**-302.791**	**-300.014**
Repayment of borrowings	14	-105.928	-102.690
Proceeds from bonds/borrowings	14	122.852	0
Change in current liabilities	14	-88.746	12.991
Dividends paid	12	-28.757	-19.732
Net cash flow used in financing activities		**-100.579**	**-109.431**
Net decrease in cash and cash equivalents		**-742**	**-544**
Cash and cash equivalents at the beginning of the period		**6.841**	**5.964**
Cash and cash equivalents at the end of the period		**6.099**	**5.420**

* Concerning. IAS 19 (Revised)

Selected explanatory notes

Reporting entity

The consolidated financial statements of the Economic group Eandis comprise – beside the accounts of the 7 mixed Flemish Distribution System Operators (DSOs) Gaselwest, IMEA, Imewo, Intergem, Iveka, Iverlek and Sibelgas – the accounts of the subsidiary, being the operating company Eandis cvba, and its subsidiaries De Stroomlijn cvba, Indexis cvba, Atrias cvba and SYNDUCTIS cvba. The aggregated accounts taken together form the 'Group'.
The DSOs are being managed centrally by the operating company Eandis.

The statutory aim of the DSOs is the distribution system operation as understood by the Electricity and Gas Decrees and their execution resolutions, as well as carrying out each peripheral activity, such as public lighting.
The main activities are subject to the regulation by the Commission for the Regulation of Electricity and Gas (CREG) and the Flemish Regulating Body for Electricity and Gas (VREG). For more information, see chapter of the financial statements of 2012 "Operating in a regulated environment".
The Group can also carry out energy services to local authorities (ESLA). On request of the local public authorities (municipalities, towns, …) Eandis offers support at cost price on planning and implementation in their local policy on energy through efficient measures and projects .

The companies IMEA, Imewo, Intergem, Iveka and Iverlek are mission charged associations according to the provisions of the Flemish Decree on Intermunicipal Cooperation (6 July 2001) and the companies Gaselwest and Sibelgas are intermunicipal associations under the form of cooperative societies with limited liability.

All companies of the Group are registered in Belgium.

The rating agency Moody's Investor Service (Moody's) granted Eandis in October 2011 an 'A1' credit rating (negative outlook) which was confirmed in December 2012.
This is what distinguishes Eandis from other Belgian operating companies for the distribution of electricity and gas. It allows Eandis to issue bonds in the international financial markets.

Statement of compliance

The condensed interim IFRS financial statements for the six-month period ended 30 June 2013 have been prepared in accordance with International Accounting Standard 34 'Interim Financial Reporting', as adopted by the European Union.

They do not contain all the necessary information for a full set of financial statements, and should therefore be read in conjunction with the financial statements of the Group for the year ended on 31 December 2012.

Summary of significant accounting policies

The accounting policies used in the preparation of the consolidated financial statements are consistent to the accounting policies applied in the preparation of the consolidated financial statements for the year ended 31 December 2012 except for the new standards or interpretations in force since 1 January 2013.

The Group applies for the first time certain standards, interpretations and amendments. As required, those amendments on the accounting policies are detailed below:

IAS 19 Employee benefits (revised 2011)
This revised standard contains many amendments.
Since the Group already processed the actuarial differences via Other Comprehensive Income, the following amendments are of interest for the Group: the expected return on plan assets can no longer be recognized in profit or loss, instead, the interest on the net defined benefit liability should be recognizsed in profit or loss. The interest is determined on the basis of the discount rate, which is also used to measure the defined benefit obligation. In addition, the unvested past service costs are now recognized in profit or loss when the amendment in the pension plan occurs. Other amendments include new disclosures, such as quantitative information and sensitivity disclosures.
The impact of this amendment is explained in the note 'Employee benefit liability'.

IAS 1 Presentation of items of Other Comprehensive Income
This amendment requires a presentation amendment introducing the breakdown and grouping of items in Other Comprehensive Income that could or will never be reclassified (or recycled) to profit or loss at a future point in time.
This amendment affected presentation only and has no impact on the Group's financial position or performance.

Several other new standards, interpretations and amendments to standards are mandatory for the first time for the financial year beginning on 1 January 2013. A detailed list of these was included in the IFRS Financial Statements ended 31 December 2012 (see 'Summary of significant accounting policies'). They were not repeated here because they are not applicable or do not have a significant impact on these interim condensed financial statements of the Economic group Eandis.

The Group chose not to early adopt standards, interpretations or amendments that were published but not yet effective.
The Group will apply the new standards and interpretations applicable to its financial statements as soon as they become effective.

Use of estimates and judgments

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, and the amounts of revenue and expenses.
The actual results could differ from these estimates.
In preparing these interim consolidated financial statements, evaluation by management on the application of the accounting policies of the company as well as the sources on uncertainty used, are the same as those applied to the consolidated financial statements for the year ended 31 December 2012.

Notes to the interim financial report

1. Operating revenue
Revenue increases to 1.168.521 k EUR due to the increase in the distribution and transmission grid fee with 57.129 k EUR.

2. Cost for trade goods

The cost for trade goods reduced by 11.564 k EUR compared to June 2012 up to 422.165 k EUR. This decrease mainly concerns the cost for transportation and the purchase of energy.
The cost for Green Power Certificates amount to 121.237 k EUR compared to 119.810 k EUR in June 2012.

3. Cost for services and other consumables

The cost for services and other goods amounts 361.302 k EUR, an increase of 11.994 k EUR compared to June 2012.
This increase is due to the increase in costs for the rational use of energy (RUE) to 48.927 k EUR and the cost related to the contribution 100 kWh free of charge to 52.741 k EUR. On the other hand the costs of purchase network grids and direct purchases decrease (due to the bad weather conditions at the beginning of 2013).

4. Employee benefit expenses

For the first half of 2013, the employee benefit expenses amount to 220.794 k EUR, a decrease of 3.287 k EUR compared to June 2012.

5. Amortization, depreciation, impairment (on current and non-current assets) and changes in provisions

(In thousands of EUR)	30 June 2013	30 June 2012
Amortization of intangible assets	19.592	10.869
Depreciation of property, plant and equipment	143.694	143.034
Total amortization and depreciation	**163.286**	**153.903**
Impairment of inventories and trade receivables	4.104	-14.544
Changes in provisions	-419	-15.685
Total	**166.971**	**123.674**

The amortization of intangible assets and the depreciation of property, plant and equipment increased by 9.383 k EUR to 163.286 k EUR. This increase is due to mainly the amortization of investments for the 'smart projects'.
In the period up to June 2012, the impairment of trade receivables was impacted by an important write back.
In the period up to June 2012, the changes in provisions for rehabilitation costs was impacted by a reversal of the provision, as a result of the sale of various contaminated sites with a rehabilitation obligation for which a provision was recorded.

6. Regulated transfers

The Group reports the additions, recoveries and regularisation for regulated transfers in this separate section as 'Operating expenses'.

(In thousands of EUR)	30 June 2013	30 June 2012
Additional transfers	-96.507	24.894
Recuperation transfers	0	-67.394
Total	**-96.507**	**-42.500**

The amount for the first six months of 2013 is negative, which indicates a decrease of the regulatory asset (see note Working in a regulated environment).

7. Financial income

The financial income increases from 1.534 k EUR to 26.024 k EUR as a result of the recording of a fair value adjustment of the derivative financial instruments amounting to 25.035 k EUR. In June 2012 a loss was recorded amounting to 14.926 k EUR (see Financial costs).
The other financial income contains mainly financial discounts received from suppliers and income from investment grants.

8. Financial costs

The financial costs decrease from 99.132 k EUR in the period to June 2012 to 84.734 k EUR in the period to June 2013. This decrease of 14.398 k EUR is fully due to the recording in June 2012 of a negative fair value adjustment for the derivative financial instruments of 14.926 k EUR.
The interest expenses on non-current and current loans remain almost unchanged.

9. Intangible assets

The intangible assets increase from 76.101 k EUR to 95.622 k EUR.
The additions concern the investments for the projects smart metering, smart grids, smart users (as from 2012) and clearing house.
The distribution system operators' task is to manage the rational use of energy. Various 'smart projects'will allow the network users to better manage their energy consumption in the future.
Since late 2012 the rollout of 40.000 smart meters was launched in well defined pilot areas.
The acquisitions during the first six months of 2013 amount to 37.802 k EUR compared to 23.297 k EUR during the first six months of 2012.

10. Property, plant and equipment

Property, plant and equipment increased by 98.615 k EUR to reach 7.519.801 k EUR.
Investments in the electricity and gas networks are necessary to meet the impact of local production (as for example solar panels), to adjust capacity and to improve quality.
The acquisitions during the first six months of 2013 amount to 265 290 k EUR compared to 277.881 k EUR during the first six months of 2012.

11. Trade and other receivables

Trade and other receivables rose by 10.732 k EUR to 1.162.893 k EUR.
The increase is on the one hand due to the application of the 'banking principle' of the green power and other certificates. Due to the application of banking, being the temporary immobilization of the surplus certificates with a guarantee by the Flemish Region for a certain number of certificates to be sold at an agreed price, this item is increasing further. This receivable amounts to 330.954 k EUR in June 2013 compared to 246.151 k EUR in December 2012.
During the first half of 2013, certificates were sold on the market. The result from the sale amounted to 886 k EUR and was included in the item 'Cost of trade goods'.
On the other hand, the transfers are decreasing with 96.507 k EUR (see operating in a regulated environment).

12. Equity

Equity amounted to 3.001.997 k EUR, an increase of 222.590 k EUR compared to the end of 2012.
This increase is due to the inclusion of the profit for the period amounting to 168.647 k EUR and an actuarial gain related to the defined benefit obligation of 82.700 k EUR, reduced by the dividends paid of 28.757 k EUR.

Below the detail of the remaining balance of 2012 dividends paid in 2013 per distribution system operator:

DSOs	**30 June 2013**
Gaselwest	7.350
IMEA	2.384
Imewo	6.273
Intergem	2.409
Iveka	4.266
Iverlek	5.348
Sibelgas	727
Total	**28.757**

The reserves increased by 20.073 k EUR.

The various components of equity and the movements for the first six months of 2012 and 2013 were reflected in the 'Condensed consolidated statement of changes in equity'.

13. Non-controlling interest

On 17 June 2013 Antwerpse Waterwerken withdrew from De Stroomlijn cvba and SYNDUCTIS cvba has taken over these 77 shares.

14. Interest bearing loans and borrowings, current and non-current

(In thousands of EUR)	30 June 2013	31 December 2012
Long term loans	**3.860.749**	**3.847.136**
Current portion of long term loans	663.653	659.866
Short term loans	23.162	111.908
Short term loans	**686.815**	**771.774**
Total	**4.547.563**	**4.618.910**

All outstanding loans are in euro.

Long term loans

This item includes bank loans and since 2010 also the issued bonds and private placements.
The bonds are listed on the regulated market of the Luxembourg Stock Exchange and the issuances as from November 2012 on the regulated market of Euronext Brussels.

For the bonds issued by Eandis, each of the DSOs is guarantor on a several but non-joint and non-inclusive basis but limited to its proportional share in the capital of Eandis.

Distribution system operators use these funds primarily as funding for their ongoing investments in the networks for electricity and gas.

The following loans were issued during 2013:

(In thousands of EUR)	Book value 30 June 2013	Initial amount	Coupon %	Maturity
EMTN - March 2013	54.285	54.500	3,50	2028
EMTN - March 2013	20.402	20.500	3,75	2033
Private placement - June 2013	48.172	50.000	3,50	2043
Total		**125.000**		

EMTN: Euro Medium Term Note (is a programme to provide the Group with flexibility in terms of bonds placement with varying maturities)

The capital of the debenture is repayable at maturity.

In the framework of the € 5 billion EMTN programme an amount of 1.210.500 k EUR or 24,2 % was issued until 30 June 2013. At the end of 2012 this was 22,7 %.

Loans, current

This item contains the current portion of long-term loans and the bank loans on short-term.

In addition to the amounts reported on the balance sheet, the Group can call on the following credit facilities:

(In thousands of EUR)	30 June 2013	31 December 2012
Borrowing facilities, undrawn	748.838	785.092

The **movements of the long and short term loans** can be analyzed as follows:

(In thousands of EUR)	2013	2012
Total at 1 January	4.618.910	4.235.368
Proceeds from issuance of bonds	122.852	0
Change in long term loans	476	116
Repayment of long term loans	-105.928	-102.690
Proceeds from short term loans and borrowings	23.162	267.617
Repayments of short term loans and borrowings	-111.908	-254.619
Total at 30 June	**4.547.564**	**4.145.792**

The fair value of the loans is disclosed in the note 'Financial instruments: risks and fair value'.

15. Employee benefit liability

The employee benefit liability decreases from 589.546 k EUR (restated) with 96.692 k EUR to 492.854 k EUR. This decrease is mainly explained by the amendments of the actuarial assumptions for 2013 (mainly the mortality tables MR-5/FR, future salary increase 0,5 %-1,0 %, discount rate 2,6 %).

IAS19 (revised 2011) is applicable as from 1 January 2013.
The impact of the transition to IAS19 revised is as follows:

(In thousands of EUR)	31 December 2012
Non-current liabilities	
Increase in the employee benefit liability	4.778
Net impact on equity	**4.778**

(In thousands of EUR)	30 June 2012
Operating expenses	
Employee benefit expenses	-2.656
Net impact on income statement	**-2.656**
Actuarial gains (losses) on long term employee benefits	-2.122
Net impact on other comprehensive income	**-2.122**

16. Derivative financial instruments

The fair value of the derivative financial instruments amounts to 138.418 k EUR, a positive evolution of 25.035 k EUR compared to the end of 2012.

17. Provisions

(In thousands of EUR)	Rehabilitation	Other	Total
Balance at 31 December 2013	**27.854**	**596**	**28.450**
Used	-419	0	-419
Balance at 30 June 2013	**27.435**	**596**	**28.031**

18. Government grants

In the framework of the participation by Eandis in the EVA project, investment grants were obtained for a total amount of 773 k EUR mainly by the 'Agentschap voor Innovatie door Wetenschap en Technologie' (IWT).
During the period up to June 2013, 177 k EUR was recorded as compensation for costs incurred in the item financial income.
The net amount of capital grants outstanding amounts to 433 k EUR.

19. Trade payables and other current liabilities

The increase in trade payables and other current liabilities with 89.852 k EUR to 609.537 k EUR is mainly due to the increase of provisions concerning the solidarity costs related to the green power certificates, the interest payable on the loans, personnel costs and the employee benefit expenses.

20. Financial instruments: risks and fair value

Risks

Information about the risks of the Group is included in the IFRS consolidated financial statements of 31 December 2012 and the prospectus of the Eandis Group (Eandis cvba and its subsidiaries) dated 31 October 2012 concerning the guaranteed Euro Medium Term Note programme that can be consulted on the website www.eandis.be.

Fair value

The fair value is the amount for which an asset could be exchanged or a liability settled between knowledgeable, willing parties that are independent in an arm's length transaction and not in a forced sale or liquidation sale.

(In thousands of EUR)	Level 1	Level 2
Other investments	1.186	
Green power- and cogeneration certificates	330.954	
Cash and cash equivalents	6.099	
Total	**338.239**	**0**
Short term loans	23.162	
Bond loans	1.738.792	
Other interest bearing loans (current loans included)	2.905.478	
Derivative financial instruments		138.418
Total	**4.667.433**	**138.418**

Fair value hierarchy

The Group uses the following fair value hierarchy classification to determine and classify the fair value of the financial instruments by a valuation technique:

Level 1: valuation is based on quoted (unadjusted) prices in an active market for identical assets or liabilities

Level 2: other valuation techniques for which all input with a significant impact on the recorded fair value can be observed either directly or indirectly

Level 3: valuation techniques that use input with a significant impact on the recorded fair value that is not based on observable market data.

The following methods and assumptions were used to estimate the fair values:

Cash and short term deposits, trade receivables (net of impairment), trade payables and other current liabilities approximate the carrying amounts as to the short term maturity of these instruments.

The fair value of the green power certificates are the guaranteed amount, as stipulated in the decision of the Flemish Government amending the Energy Decree and for the other certificates the current price.

The fair value of the unquoted other investments is based on the latest available financial information.

The fair value of the quoted bond loans is based on the price quotations at the reporting date.

The derivative financial instruments are interest rate swaps. The valuation techniques are swap models that use actual value calculations. The models include various kinds of input including forward prices, yield curves that are obtained on the basis of market interest rates and derivatives from market prices of various financial products that are requested to various market participants.

The fair value of the quoted bonds, issued for a total amount of 1.530,5 million EUR, varies according to the market interest rate. The fair value at 30 June 2013 amounts to 1.638,8 million EUR and differs from the amount that will be reimbursed and the carrying value. The fair value was obtained on the basis of the indicative quotations on Bloomberg (Bloomberg is a prominent provider of business and financial market news. It delivers world economic news, quotes for stock futures, stocks and other).

Operating in a regulated environment

The Group operates in a regulated environment and hence revenue is based on rates that were approved by the CREG. A detailed description of this mechanism, the settlement and treatment mechanism was included in the financial statements of 31 December 2012 (see chapter Working in a regulated environment).

As a result of the transfer of the authority concerning the distribution tariffs of the CREG to the VREG, it was decided to prolong the tariffs that were in effect in 2012 into the following years 2013 and 2014.

Overview of the assets of the settlement mechanism

(In thousands of EUR)	30 June 2013	31 December 2012
Recoverable in later years		
Transfer 2008	39.822	39.822
Transfer 2009	67.792	67.792
Transfer 2010	-12.686	-12.686
Transfer 2011	87.347	87.347

Transfer 2012	182.702	182.702
Transfer 2013	-96.507	0
Total amount recoverable	**268.470**	**364.977**
of which reported as Current liability	0	29.344
of which reported as Current assets	268.470	394.321
Total net amount recoverable	**268.470**	**364.977**

Reconciliation of the settlement mechanism.

(In thousands of EUR)	30 June 2013	31 December 2012
Regulatory asset at 1 January	**364.977**	**320.787**
Additional transfers from 2010	0	-1.841
Additional transfers from 2011	0	-1.883
Additional transfers from 2012	0	182.702
Additional transfers from 2013	-96.507	0
Total additional transfers	**-96.507**	**178.978**
Recovered transfers from 2006	0	1.061
Recovered transfers from 2007	0	-41.643
Recovered transfers from 2008	0	-10.847
Recovered transfers from 2009	0	-17.691
Recovered transfers from 2010	0	-65.668
Total recovered transfers	**0**	**-134.788**
Total movements	**-96.507**	**44.190**
of which - movement through the income statement	-96.507	44.190
Regulatory assets at the end of the reporting period	**268.470**	**364.977**

Important events during the reporting period

On 9 January 2013, the Board of Directors of Eandis appointed Walter Van den Bossche, Director-General, as new CEO of Eandis. He is the successor to Luc De Bruycker who has terminated his active career.
The Board of Directors also approved the new composition of the Management Committee. The new structure of the Management Committee officially started as from 1 April 2013.

On 6 March 2013, the Board of Directors of Eandis cvba formulated and approved its vision on future developments and evolutions of the distribution grid management in Flanders.
A timeline has been laid out by the Eandis Board of Directors, based on a number of milestones already known today, for the different steps in its restructuring plan for the energy distribution sector in Flanders.
Eandis has expressed its willingness to discuss and cooperate with all parties concerned in order to reach a consensus on and implement the most efficient structure for tomorrow's energy distribution sector in the Flemish Region.

On 27 March 2013, the shareholders reconstituted the Board of Directors of Eandis, in accordance with the statutory procedure. Piet Buyse was appointed Chairman.

On 23 April 2013, the 'Intercommunale voor Waterbedeling in Vlaams-Brabant' (IWVB) joined SYNDUCTIS and endorsed 52 shares within the water sector.
Belgacom participates for the time being in SYNDUCTIS on a contractual basis for one year and will have an observer in the Board of Directors of SYNDUCTIS.

Related parties transactions

The nature of the transactions with the Management Committee and the directors during the first half of 2013 does not differ substantially from the transactions included in the annual report of 2012.

Subsequent events

No subsequent events occurred which could have a significant impact on the interim condensed consolidated financial statement of the Group per 30 June 2013.

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Report of the statutory auditor to the shareholders of the mixed Flemish Distribution System Operators on the review of the interim condensed consolidated IAS 34 reporting as of 30 June 2013 and for the six month period then ended for the Economic Group Eandis[1]

Introduction

We have reviewed the accompanying interim condensed consolidated statement of financial position of the Economic Group Eandis (the "Company") as at 30 June 2013 and the related interim condensed consolidated income statement, condensed consolidated statement of comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the 6 month period then ended, and explanatory notes, collectively, the "Interim Condensed Consolidated Financial Statements". These statements show consolidated total assets of € 8.821.730 thousand and a consolidated profit for the 6 month period then ended of € 168.647 thousand. Management is responsible for the preparation and presentation of these Interim Condensed Consolidated Financial Statements in accordance with International Financial Reporting Standard IAS 34 *Interim Financial Reporting* ("IAS 34") as adopted for use in the European Union. Our responsibility is to express a conclusion on these Interim Condensed Consolidated Financial Statements based on our review.

Scope of Review

We conducted our review in accordance the International Standard on Review Engagements 2410 "*Review of Interim Financial Information Performed by the Independent Auditor of the Entity*" applicable to review engagements. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the International Standards on Auditing and, consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

[1] The Economic Group Eandis consists of 7 mixed Flemish Distribution Net Owners (DNOs): Gaselwest, IMEA, Imewo, Intergem, Iveka, Iverlek and Sibelgas who have a joint control over Eandis CVBA and its subsidiaries (De Stroomlijn CVBA, Indexis CVBA, Atrias CVBA and Synductis CVBA).

Burgerlijke vennootschap die de rechtsvorm van een coöperatieve vennootschap met beperkte aansprakelijkheid heeft aangenomen
Société civile ayant emprunté la forme d'une société coopérative à responsabilité limitée
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Report of the statutory auditor dated 28 August 2013 on the interim condensed consolidated financial statements of the Economic Group Eandis for the 6 month period ended 30 June 2013 (continued)

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying Interim Condensed Consolidated Financial Statements do not give a true and fair view of the financial position of the Economic Group Eandis as at 30 June 2013, and of its financial performance and its cash flows for the 6 month period then ended in accordance with IAS 34.

We draw your attention to the information, included in the notes of the interim condensed consolidated IAS 34 reporting, which clarifies the specificities of the regulatory framework, tariffs and related accounting treatment. The information also clarifies the uncertainties related to the final balances resulting from the tariff settlement mechanisms which still are to be approved by the responsible authorities.

Ghent, 28 August 2013

Ernst & Young Réviseurs d'Entreprises SCCRL
Statutory auditor
represented by

Jan De Luyck
Partner

Ref: 14JDU0009