

**ADDENDUM TO THE REPLY MEMORANDUM  
OF THE BOARD OF DIRECTORS OF DISTRIGAS NV/DISTRIGAZ SA  
IN ACCORDANCE WITH ARTICLE 28 § 2 OF THE TAKEOVER DECREE**

**Unconditional mandatory mixed takeover bid by**

**ENI GAS & POWER BELGIUM SA**

**for all of the shares of Distrigas NV/Distrigaz SA not yet owned by  
Eni Gas & Power Belgium SA**



**12 March 2009**

## **1. PREPARATION – APPROVAL - DEFINITIONS**

On 11 March 2009, the Board deliberated on the draft addendum to the Reply Memorandum and approved the draft addendum to the Reply Memorandum. All members of the Board present or represented at the Board meeting approved the draft addendum to the Reply Memorandum.

On 11 March 2009, the Board submitted the draft addendum to the Reply Memorandum to the CBFA for approval. The CBFA approved the addendum to the Reply Memorandum on 12 March 2009. This approval implies no assessment by the CBFA of the opportunity, nor of the quality of the Takeover Bid.

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

The Takeover Bid is made pursuant to Chapter III of the Takeover Decree as a result of the completion of Eni Belgium's acquisition of the Majority Stake on 30 October 2008.

## **2. COMMUNICATION MADE BY PUBLIGAS**

According to paragraph 7.2 of the Reply Memorandum dated 7 January 2009, Publigas intended to tender at least 43,941 of its Shares in the Company to Eni Belgium in the context of the Takeover Bid. Publigas did not exclude to tender additional Shares, if not all of its Shares, in the context of the Takeover Bid. To the extent that Publigas would tender more than 43,941 of its Shares in the Company, the Reply Memorandum indicates that a communication would be made by Publigas and an addendum to the Reply Memorandum would be drafted and published in accordance with Article 28 of the Takeover Decree.

On 4 March 2009, the Company received a communication from Publigas indicating that it intends to transfer all of its Shares in the Company to Eni Belgium in the context of the Takeover Bid. As a consequence hereof, this addendum to the Reply Memorandum has been established by the Company.

## **3. FINAL PROVISIONS**

### **3.1. Responsible persons**

Distrigas NV/Distrigaz SA, a public limited liability company with registered office at Rue de l'Industrie 10, 1000 Brussel and registered with the Register of Legal Entities (Brussels) under number 0476.201.605, represented by its Board of Directors, declares that, to its knowledge, the information in this addendum to the Reply Memorandum corresponds to reality and no information has been omitted which would alter the scope of this addendum to the Reply Memorandum if it were mentioned herein. Distrigas does not take any other responsibility with respect to this addendum to the Reply Memorandum. The individual Board members do not take any responsibility with respect to this addendum to the Reply Memorandum

### **3.2. Availability of the addendum of the Reply Memorandum**

This addendum to the Reply Memorandum will be published in accordance with Article 23 and Article 12 of the Takeover Law.

This addendum to the Reply Memorandum is available in Dutch, French and English. In Belgium, this addendum to the Reply Memorandum will be made available at no cost by simple request to Fortis Bank NV/SA at 0800 90 301 (toll-free number) or at the registered office of Distrigas at Rue de l'industrie 10, 1000 Bruxelles. This addendum to the Reply Memorandum is also available on the internet on the Fortis Bank NV/SA website ([www.fortisbanking.be/saveandinvest](http://www.fortisbanking.be/saveandinvest)) and on the Distrigas website ([www.distrigas.be](http://www.distrigas.be)).

Holders of Shares can order, free of charge, a copy of this addendum to the Reply Memorandum at the registered office of Distrigas at Rue de l'industrie 10, 1000 Brussels, or by request to Distrigas (telephone number 0032 2 557 30 37 or [info@distri.be](mailto:info@distri.be)).