LISNAVE
ESTALEIROS NAVAIS, S.A.

SEDE SOCIAL - *REGISTERED OFFICE*: MITRENA - 2910-738 SETÚBAL
CAPITAL SOCIAL - *SHARE CAPITAL*: 5 000 000 EUROS
MATRICULADA NA CONSERVATÓRIA DO REGISTO COMERCIAL DE SETÚBAL
REGISTERED AT THE SETÚBAL COMMERCIAL REGISTRATION OFFICE
SOB O N.º 503 847 151 - *UNDER NUMBER* 503 847 151
PESSOA COLECTIVA N.º 503 847 151 - *COMPANY NUMBER 503 847 151*

RELATÓRIO
DE GESTÃO E CONTAS

MANAGEMENT REPORT
AND ACCOUNTS

2008

Relatório de Gestão e Contas
Management Report and Accounts
2008

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LISNAVE
ESTALEIROS NAVAIS, S.A.

Members of Corporate Bodies

Term of Office: 2005/2008 Four Year Period

Shareholder's General Assembly:

Chairman:
Luís Miguel Nogueira Freire Cortes Martins
Secretary:
Manuel Joaquim Rodrigues
Carlos Fernando Soares Pinheiro

Board of Directors:

Chairman:
José António Leite Mendes Rodrigues
Directors:
Nelson Nunes Rodrigues
Aloísio Fernando Macedo da Fonseca
Frederico José Ferreira de Mesquita Spranger
Marcus Schwaeppe
João Rui Carvalho dos Santos
Manuel Serpa Leitão

Executive Committee:

Chief Executive Officer:
Frederico José Ferreira de Mesquita Spranger
Members of the Committee:
Marcus Schwaeppe
João Rui Carvalho dos Santos

Auditing Committee:

President:
Francisco José da Silva
Committee Members:
Maria Isabel Louro Caria Alcobia
"Patrício, Moreira, Valente & Mendes Jorge, SROC"
-representada por Joaquim Patrício da Silva
Alternate:
Alberto Arnauth Ribeiro - ROC

Company Secretary:

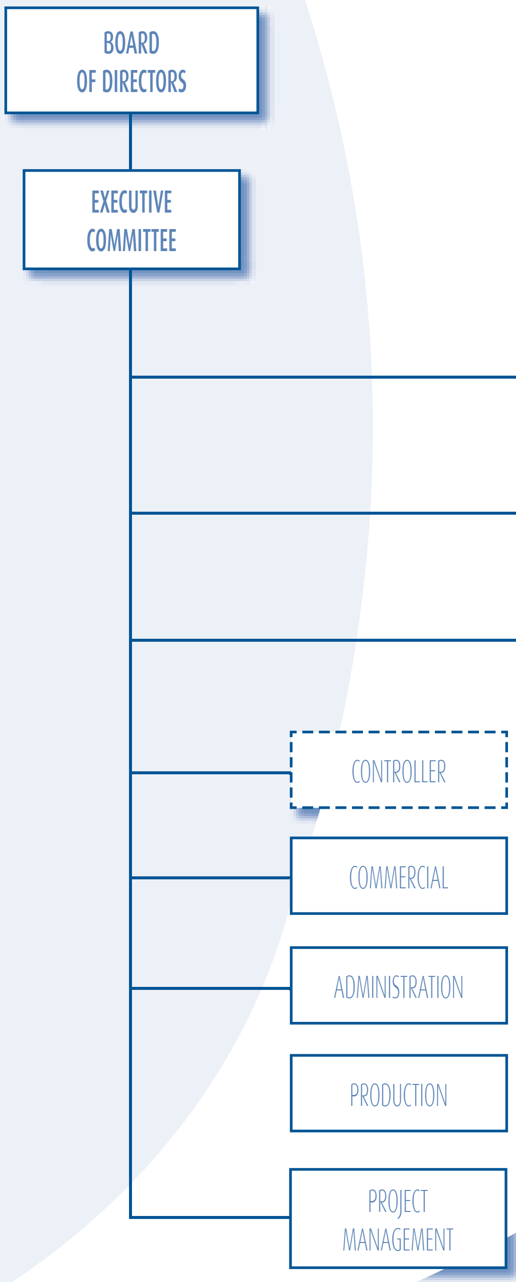
Efective:
Carlos Fernando Soares Pinheiro
Alternate:
Otília Carrega Pires

Remuneration Committee:

President:
Luís Miguel Nogueira Freire Cortes Martins
Secretary:
Walter Klausmann

LISNAVE
ESTALEIROS NAVAIS, S.A.

Company Structure



LISNAVE
ESTALEIROS NAVAIS, S.A.

Annual General Meeting of Shareholders

Notice

Under the terms of the Law and of the Bylaws of the Company, notice is hereby given for the Annual General Meeting of the Shareholders of LISNAVE, ESTALEIROS NAVAIS, S.A., to be held on 26th March at 11:30 Hours, at the Registered Office of the Company, Mitrena Shipyard, Setúbal, with the following Agenda:

1º - Discussion of the Management Report and Accounts for the 2008 Financial Year;
2º - Discussion of the Report of the Auditing Committee;
3º - Discussion of the Proposal for the Appropriation of Profits;
4º - General Assessment of the Management and Supervision of the Company;
5º - Ratification of Mr. Marcus Schwaeppe appointment to the Board of Directors, by co-optation, in Mr. Jürgen Peters replacement;
6º - Election of Members of the Bodies Corporate for the 2009 – 2012 Four-Year periods.

The information referred to in Article 289 of the Code of Commercial Companies relating to the single item on the Agenda is at the disposal of the Shareholders at the Registered Office of the Company and in the Website during the time required by law.

Under the terms of the Law and of the Bylaws of the Company, Shareholders with the right to vote, holding at least one hundred Shares duly registered in their name no later than ten days before the date of the General Meeting of Shareholders may attend the meeting. Each group of one hundred Shares carries one vote.

For that purpose, Shareholders wishing to attend that Meeting shall advise accordingly the Chairman of the General Meeting of Shareholders, by letter, with the respective signature duly notarized or certified by the Company and, in this case, shall request the financial institutions where the Shares are registered to confirm to the Chairman of the Table of the General Meeting of Shareholders the existence of such registration, no later than five business days before the date of the General Meeting of Shareholders.

The General Meeting of Shareholders can only be held on a first call if Shareholders representing at least fifty per cent of the Share Capital are either present or represented. Shareholders without the right to vote cannot attend the General Meeting of Shareholders.

Setúbal, 16th February 2009
The Chairman of the Board of the General Meeting

Dr. Luís Miguel Nogueira Freire Cortes Martins

Board of Directors Report

1. Introduction

For the fourth successive year LISNAVE, ESTALEIROS NAVAIS, S.A., outperformed the goals established by the Board of Directors and, in 2008, returned its best-ever results, confirming the trend shown by the previous years' indicators.

Indeed, the recovery seen at LISNAVE, making it better-prepared to face the challenges of the future has shown that the strategic options defined by the Shareholders towards the end of 2000 and implemented in the subsequent years were correct.

Since the first Year following the conclusion of its Restructuring Plan, and given its importance both at regional and, above all, at national level, the Board of Directors is pleased to announce that LISNAVE has repaired a total of 1.508 ships from around the world since 1997, generating Sales in the sum of more than €1,3 billion (of which €1,24 billion were for export), ensuring a National Added Value of more than 95% in respect of Wages, totalling more than €757 million and payments to the State in the form of Social Security contributions, Income Tax and other Taxes in the sum of approximately €127 million.

Financial Year of 2008

Despite the difficulties seen as a result of the crisis that broke out in the developed countries during 2008, LISNAVE was remarkably successful in outperforming the goals established for the Year by the Board of Directors.

Indeed, there was a sharp drop in demand for Ship Repairs as measured by the number of Enquiries Received (18%) compared to 2007, though this was offset by the high success rate in negotiating orders and by the growth of the average amount of work per ship.

Average daily freight rates during the period under review varied considerably.

Indeed, the rates for a "Modern Suezmax", though falling sharply during the first Quarter taking them down to around US$ 42,000/day, ended the year up at about US$ 72,000/day, after peaking at more than US$ 150,000 per day in July.

The performance of the rates for a "Capesize" Bulk Carrier differed substantially, ranging from US$110,000 to US$ 147,000 per day during the first Half then falling abruptly during the second half to stand at the very low figure of US$ 16,700/day.

In this context of market instability, LISNAVE was very successful in outperforming the previous year's results, closing the Year with Ship-repair Sales standing at €145,5 million, about €27 million more than in 2007, in respect of the repair and maintenance of 138 ships owned by 70 Customers located in 32 Countries.

Total Operating Income amounted to €155,4 million, about €29 million more than in 2007.

Net Profit for the Year amounted to €15,3 million, the Operating Profit was €23,7 million and a Gross Cash Flow was generated in the sum of about €24 million.

Attention is drawn to the fact that Shareholders' Equity amounted to a figure several times greater than the Equity Capital.

The large sum of Rents Payable for the Year is another fact to be underlined. Indeed, the total amount of rent that LISNAVE is to pay to the Concessionaire, LISNAVE, INFRAESTRUTURAS NAVAIS, S.A., is €25 million.

In fact, this sum definitively confirms, as the Board of Directors has stated in recent years, that the rent scheme that was in force from 2003 to 2008 was adequate, in that it allowed the Concessionaire, through the exponential effect of the two components of the variable rent, to meet all its financial liabilities assumed in the wake of the Restructuring Plan.

In this connection, and as was put forward in the 2007 Annual Report, the Board of Directors made the necessary contacts, both with the Board of Lisnave, Infraestruturas Navais, S.A., and also together with the Concessionaire and the Concessor, with a view to agreeing a rent scheme better suited to the present situation, and this came about strictly under the terms of the contract, a fact that the Board is pleased to record.

With regard to Fixed Assets during the Year, emphasis is given to the amount of liabilities for investments, about €2,6 million, of which €1,6 million were in respect of new investments and about €1 million were in respect of major repairs of infrastructure and equipment. The accumulated total of such major repairs since 2000 now stands at about €27,5 million.

During the period under review LISNAVE maintained its traditional characteristics as a strongly exporting Company, having sold abroad €144,4 million in Repair Services, that is, about 96% of the total, only one ship flying the Portuguese flag having been repaired.

On the other hand, the Company also maintained its high employment rate, providing jobs corresponding to a wage bill of over €65 million, nearly €10 million more than in 2007, and to an equivalent average of more than 2.500 people.

Also underlined is the fact that the Year closed with no overdue debt either to Workers or to the State, payments having been made to the latter in the sum of about €10.4 million in respect of Personal Income Tax and Social Security Contributions and other Taxes, to which must be added another €5.8 million in respect of Corporate Income Tax for the Year.

LISNAVE retained its ISO 9001:2000 Certification and also its Protection Certificate under the International Ship and Port Facility Security Code (ISPS Code) and the Environmental Licence for the Mitrena Shipyard.

With regard to Young Worker Vocational Training, the Board of Directors is pleased to note that, despite the difficulties experienced in recruiting personnel and in subsequently keeping them on, 148 Youths are already working as Apprentices at various stages of their professional careers, of which 130 have successfully completed their training course.

This Training Plan, as mentioned by the Board of Directors in the previous Year's Management Report, budgeted at about €6 million and covering, at this stage, the recruiting and training of some 250 Youths, gave rise to a Candidature Process that was submitted to the API (Portuguese Investment Agency). Unfortunately, despite its characteristics as "highly qualifying training", the plan was only granted financial support of up to a maximum of €1 million. For this reason the greater part of the cost of the Plan was taken on by LISNAVE itself. Despite this small part-funding from Public funds, the fact is emphasised that the sum has not yet been received.

In another area, and with a view to minimising the social impacts resulting from the winding up of Gestnave, Heads of Agreement were concluded with the Portuguese State in January 2008.

The Agreement, which calls for several quantitative measures to promote employment by LISNAVE, also includes entering into Employment Contracts with Workers having skills that LISNAVE might come to need in the meantime, in the wake of the conclusion of a Company Agreement essential to making the conditions of the Company's Collective Bargaining Agreement more flexible, brining it into line with the practices of its more direct competitors.

In this connection, and in the wake of guidelines set up earlier, the Board of Directors made further, redoubled efforts with the unions representing the LISNAVE Workers, appealing once more to the imperative need to implement these changes, changes that it considers essential to taking on new-generation Workers. For the purpose, it formally presented a new Proposal for the Company Agreement to the internal Bodies representing the workers last July.

The Board of Directs considers that has its fulfilled the objectives of the Heads of Agreement, although it did not prove possible, for reasons beyond its control, to enter into the said Company Agreement, for alleged difficulties of accreditation of the union representatives.

The Shareholder Structure as at December 31, 2008, was as follows:

NAVIVESSEL, ESTUDOS E PROJECTOS NAVAIS, S.A.	72,82%
THYSSENKRUPP MARINE SYSTEMS AG	20,00%
PORTUGUESE GOVERNMENT	2,97%
OTHERS SHAREHOLDERS	4,21%

In closing, the Board of Directors would like to express its satisfaction for the fact that, in the wake of the approval by the 2008 Annual General Meeting, it proved possible to remunerate the capital invested by the Company's Shareholders as a whole.

The Outlook for 2009

The outlook for the business in 2009 is not good. Indeed, it can be expected that the recession that befell the developed countries during 2008 will extend into 2009, leading to a new downturn in the growth of the global economy and, consequently, to a reduction of trade and of the need for shipping.

Therefore, aware that this progressive deterioration of the global economy will predictably lead to a buyers' market and so condition Shipowners to a significant extent, the Board of Directors feels bound to inform Shareholders, despite the high quality, responsibility and involvement shown by both Management and all Employees at every level, of its sentiment of restrained concern as to the prospects for LISNAVE's business in Fiscal Year of 2009.

In this adverse context, the Board of Directors intends to maintain the strategy of rigour that has been followed, paying special attention to the need, now all the more imperative given the context of crisis in which the business will take place during 2009, to pursue worker flexibility and, where still possible, redimensioning the cost of the production factors, suiting them at all times to the budgeted volume of income.

It will therefore continue its policy of considerable commercial combativeness, of ensuring Customer loyalty and of cost control, particularly in respect of labour overheads, while reinforcing its policy of development of "partnership" relations with the traditional Service Providers and continuing to seek to promote the launch of new business initiatives.

In the meantime, since, despite the efforts made, it has not been possible to close a new Collective Bargaining Agreement – a goal that has become even more indispensible within the present context of global crisis, the Board of Directors, while maintaining its openness in the respective negotiations, is to make a start to making use of the services of a new company set up in the meantime within the scope of the shareholders, directed at taking on Youths obtaining final approval during the Training Plan.

The new Company, named LISNAVEYARDS, has a corporate object similar to that of LISNAVE and it is presently making a start to its business of Providing Services to LISNAVE, a situation that can be expected to be consolidated throughout 2009.

2. General Comments about the Ship Repairing Market

The Economy

In less that a year the housing market crisis that broke out in the United States of American in mid 2007 became a global financial crisis, pushing the economies of the developed countries into recession. Several very big financial institutions in the United States and Europe went bankrupt and the equity and commodity markets collapsed and became highly volatile. The interbank markets of the developed countries practically came to a halt, meaning the companies in the real economy found it increasingly difficult to obtain credit.

The move of the developed countries into recession during the second Half of 2008 caused a sharp reduction of the growth rates of the economies of the developing countries and of those at the transition stage.

Thus, according to the World Bank, the growth rate of the global economy fell from 3,7% in 2007 to 2,5% in 2008, with the biggest growth, 6,3%, seen in the developing countries. Of the latter, the emphasis is on the growth of the Chinese economy at 9,4%, though lower than the 2007 figure of 11,9%.

In the developed economies where the crisis broke out the economy grew by 1,3% in 2008, compared to 2,6% in 2007, with the OECD countries growing by 1,2% compared to 2,4% in 2007. The Euro Area grew by 1,1% compared to 2,6% the previous year, the United States 1,4% compared to 2,0% and Japan just 0,5% compared to 2,1%.

There were also major fluctuations in the prices of energy and other essential commodities during 2008, due sometimes to financial causes and others to the balance between supply and demand. Fundamentally, prices rose during the first Half of 2008 and reversed the trend in the second Half, dropping abruptly. Crude oil prices fell by about 60% between July and November.

The World Bank estimates that as a result of the economic climate described above, the growth of global trade will have slowed to 6,2% in 2008, following the 7,5% growth seen in 2007 and 9,8% in 2006. This decrease was fundamentally due to the reduction of imports by the United States of America, which accounts for about 15% of the world's imports.

The developed economies are at the head of the global economic crisis, and many of them have been in recession since the start of the second Half of 2008. Meanwhile, the crisis is spreading through the international financial channels and, for 2009 a synchronised reduction of the growth of the global economy can be expected.

Changes in the World Merchant Fleet and Freight Rates

According to Fearnley's, the merchant Bulk fleet of more than 25.000 GT by number of ships grew again in 2008, by about 5%, a rate equal to that of 2007. The biggest growths were observed in the Large Tanker Fleet, in the "Panamax" class – 18% – and in the large Dry-Bulk fleet, in the "Handymax" class, 16%.

The value of steel sold for scrap rose from US$ 530 per tonne at the end of 2007 to US$ 800 by mid 2008 and then fell drastically to US$ 275 at the year-end as the offer of ships for scrap increased. Thus, in 2008, 9,1 million GT were sold for scrap, three times the 2007 figure.

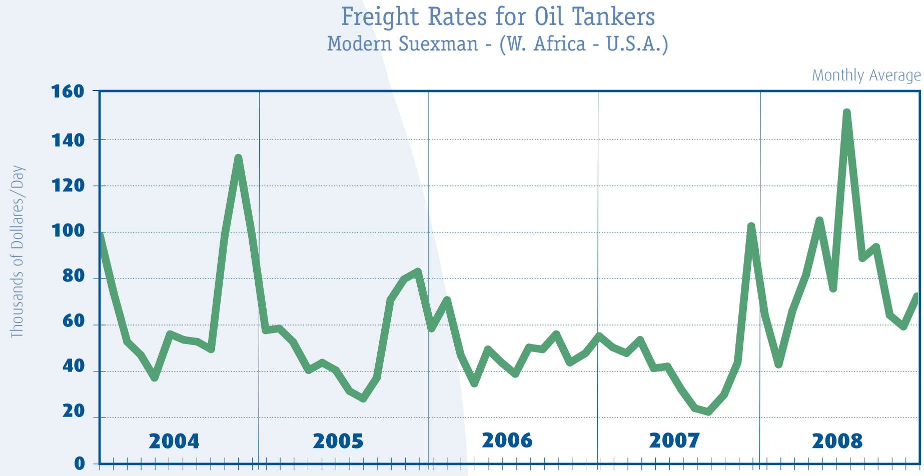
With regard to the number of ships delivered in 2008, the figure for the Tanker fleet was 309, or 9% of the fleet in existence at the year-end and for the Dry-Bulk Carrier fleet 306, or about 5% of the existing fleet at that time.

At the end of 2008, the order book for the Tanker fleet accounted for about 38% of the existing fleet and for the large Dry-Bulk Carrier fleet about 50%. In the Tanker fleet, the greater percentage of ships in the order book as a proportion of the existing fleet of the class in question was 60% for "Panamax-class" ships, 49% for "Suezmax-class" ships and 45% for "VLCC-class" ships. In the Dry-Bulk Carrier fleet, the greater percentage of ships in the order book as a proportion of the existing fleet of the class in question was 117% for "Handymax-class" ships, followed by "Capesize" at 91% and "Panamax" at 43%.

The move of the economies of the developed countries into recession has had a major effect on trade and, consequently, on freight rates.

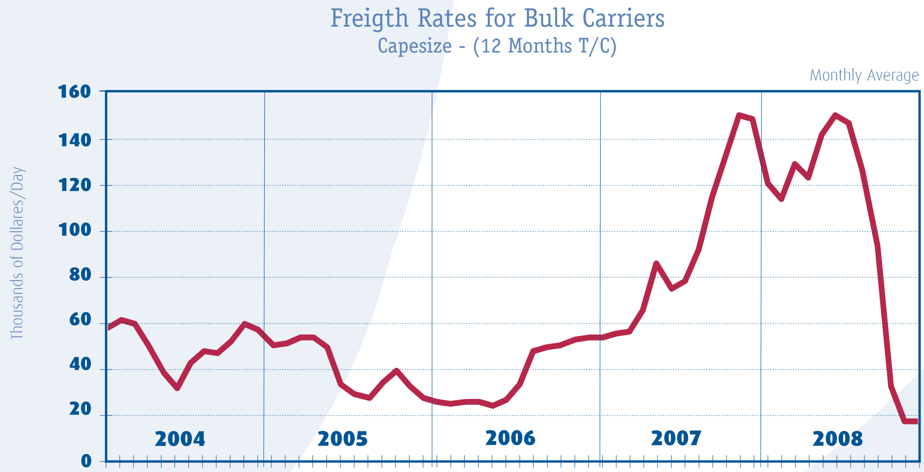
In the case of the Tanker fleet, freight rates charged during 2008, despite the fluctuations seen, were always sufficient to provide a return on the Shipowners' investment.

By way of example, in the case of a "Suezmax" on the West Africa to USA run, the rate fell sharply during the first Quarter of the year to stand, in March, at US$ 42.100 per day, then recovered to US$ 151.000 per day in July, fell sharply to US$ 58.500 in November and closed the year at US$ 72.100 per day.



Source: Fearnleys

In Dry-Bulk Carriers high freight rates were charged during the first Quarter of 2008, and, in the case of a one –year charter of a "Capsize" carrier, the figures were always above US$ 110,000 per day, then rising to US$ 147,000 per day in June, followed by a drastic reduction during the second Half, to close the year at US$ 16,700 per day.



Fonte: Fearnleys

Despite this drastic evolution of the Dry-Bulk Carrier market in average annual terms, the year under review was the second best ever.

3. Ship Repair Activity

Demand for Ship Repairs

As a result of the foregoing, the trend of growth of demand for ship repairs seen over the past two years was reversed in mid 2008, to close the year about 18% down compared to 2007, the number of Enquiries Received having fallen from 694 in 2007 to 568 in 2008.

This reduction took place in every segment of the market, more significantly in the dry-bulk carrier segment given the performance of freight rates in this market. Therefore, owing to the high rates charged during the first Half, Shipowners wanted to take full advantage of the situation, putting off repairs to a later date. During the second Half, given the abrupt fall, Shipowners decided to wait and see how the market would evolve and, once again, postponed their repairs.

In the case of the tanker fleet the situation was similar, though the decline of freight rates was not as drastic.

Headings	2008	2007	2006	2005	2004
Requested for Estimates	568	694	661	644	653
Orders	135	148	146	128	135
Success Rate %	22	22	21	21	20

In this connection, negotiations in respect of Enquiries led to just 135 orders, some 9% less than in 2007, though the commercial success rate remained high at 22%.

Allied to the sharp increase of the average amount of work per ship, and despite the context of recession, this ensured a large volume of business for LISNAVE throughout the year, and the Company was even forced not to accept several potential orders for lack of docking capacity.

Ship Repair Activity

During 2008 the volume of work increased by around 13% compared to 2007, although the number of ships repaired was just slightly bigger – 138 in 2008 and 135 in 2007.

Years	National	Foreign	Total	In Dock
2008	1	137	138	130
2007	4	131	135	127
2006	1	137	138	132
2005	2	121	123	118
2004	2	123	125	112

In market segment terms, LISNAVE's business took place in its traditional segments – tankers and dry-bulk carriers – the latter accounting by number for about 83% of the business more than the 72% achieved the previous year. Mention is made of the continuation of the penetration into other market segments, involving the repair of 9 Container Ships, 6 LPG Tankers and 3 Passenger Ships.

LISNAVE's market is a global one and the ships repaired during 2008 were owned by 70 Customers located in 32 Countries, the larger number from Greece and Singapore, each with 19 ships repaired, followed by Germany with 16, the UK with 12 and Denmark with 8.

As a result of it's customers' recognition of LISNAVE's excellent know-how, emphasis is given to the major repairs undertaken on a Super Tanker which, owing to heavy weather, suffered damage to its propeller shaft and rudder; to the repair of an LPG tanker which, as a result of a major grounding had to replace its entire bottom; to a Container Ship as a result of damage to the main engine, the crankshaft had to be replaced, obliging the engine to be completely dismantled and the engine block to be moved temporarily to a cargo hold; and also to the work on a Ship specialised in laying Pipelines on the sea floor, involving major maintenance work.

4. Special Projects

Notwithstanding the specifics of the special projects market, LISNAVE has continued to accompany its evolution, although it has not yet developed to a point allowing its involvement in this market.

5. Investments

With a view to ensuring that it will retain the Shipyard's necessary operational facilities, LISNAVE, as in previous years, has continued its policy of investment and of renovation of its infrastructure, both in terms of new investments and in major repairs to existing infrastructure and equipment. Here the focus is on that fact that, since 2000, accumulated Investments now amounts to €27,5 million, €18 million of which in new investments and around €10 million in major repairs to existing infrastructure and equipment.

During the Year under review, €2,6 million were invested, of which €1,6 in new investment and about €1 million in major repairs to infrastructure and equipment, with particular emphasis on the acquisition of sundry production, protection and safety equipment and on environmental improvements, allowing the consolidation of good environmental practice, the improvement of which has to be underlined.

Environment Policy

In environmental terms and besides fulfilling its obligations stemming from the Environmental Permit granted in 2007, LISNAVE has continued to improve its environmental practices on a systematic basis.

Within the scope of good environmental practice, it must be pointed out that, with a view to eliminating the residual shot-blasting media from the Shipyard a quantity of media estimated at more than 215.000 tonnes has already been sent to Cement Companies under the terms of Agreements that have been entered into and, in 2008, besides all the residual grit produced during the Year, another 39.000 tonnes were also despatched.

Other Investments and Large Repairs

Insofar as new investments are concerned, attention is called to the conclusion of the renovation of the Company's Canteen, a socially relevant job given the qualitative improvement of its conditions of use, to the acquisition of sundry IT equipment and, in the production area, to the major overhaul of the electricity network, to the construction of new building stock and to the manufacture of gangways.

On the other hand, one must underline, in terms of major repairs, the major overhaul of lifting gear, the repairs to the Docks, the docking and overhaul of the hull of the Cábrea Guinda Floating Crane, the recuperation of a mobile Tool-shop, the reactivation of a Canteen and the major repairs to the Solid Waste Storage Area.

Information Technologies

Within the scope of the updating and ongoing improvement of its Information Technology System, LISNAVE overhauled its Outsourcing in this Area with a view to introducing substantial alteration of its Applications, including replacement of the present SGO, Win4Ges and GTA applications by SAP Modules.

Likewise, in addition to the continuity given to the Wireless project, two Raster Design 2009 licences were acquired, to the development of the Human Resources software, to several migrations of Servers, to the Upgrade of AutoCAD2002 to AutoCAD2009, to the implementation of sundry improvements to the SAP, and to the installation of new Network Management Software and, with a view to improving the Security of LISNAVE's data, minimising the risk of total loss of information, the Vaulting Process was implemented.

At the same time, in terms of hardware renovation, and in addition to renovation of LISNAVE's hardware and to the creation and installation of a new Standard Image, an HP DesignJet 1055C Plotter was acquired, the optic-fibre network was extended and the project to transform the data network from 10 Mbs to 100 Mbs was also concluded.

Research and Development

During 2008 LISNAVE continued its R&D policy, lending continuity to its involvement in six European Research and Development Projects financed by the European Union in the sum of €99.200.

Of the Year's activity attention is also drawn to the close of accounts of the SAFEREL NET (Safety and Reliability of Industrial Products, Systems and Structures) Project and to the conclusion of the CAS (condition assessment of aging ships for real-time structural maintenance decision) and ALERT (Assessment of Life-Cycle Effect of Repairs in Tankers) Projects. The close of accounts of the SHIPMATES (Ship Repair to Maintain Transport which is Environmentally Sustainable) Project, concluded in 2007, is scheduled for 2009.

Still in progress are the SAFECRAFTS (Safe Abandoning of Ships Improvement of Current Life Saving Appliances Systems), SAFE OFFLOAD (Safe Offloading from Floating LNG Platforms), MARSTRUCT (Network of Excellence on Marine Structures) and BAWAPLA (Sustainable Ballast Water Management Plant) Projects scheduled for conclusion in 2009 and 2010.

6. Human Resources

Within the context of the overall framework in which LISNAVE carries on its business, and given the competitiveness of its more direct competitors, the Company considers that the pursuit of more flexible Collective Bargaining Agreement Conditions is essential to its future survival.

Having been unsuccessful in this in 2005 with its proposal for the Company Agreement and in 2007 with its Collective Bargaining Agreement proposal presented to the Unions in question, also involving Tecor, SA, Gaslimpo, SA, and Rebocalis, Lda, LISNAVE has been forced to deviate from its human resources strategy and to find alternative forms of hiring Young Workers finishing their training courses.

Indeed, as a part of the Human Resources strategy that LISNAVE has endeavoured to implement in recent years, a start was made to the implementation of a major Youth Training Programme designed to provide them with the technical skills required to meet the challenges of the future and to allow the necessary rejuvenation of the Company, in that, despite the Pre-Retirement of those aged 55 by 31-12-2007, the average age of the present workers is such that there are relevant limitations as far as the physical characteristics of the business are concerned.

Youth Training

During 2008 LISNAVE continued its Youth Training Programme begun in 2006, involving the submission of a Candidature to the Portuguese Agency for Investment, though only 9 Measures were approved, little more than one third of the Entire Programme.

The financial effort made by LISNAVE in deciding to fulfil the original programme in full must be emphasised, not only for the fact that it obtaining financing support in the form of public funds for little more than a third of the initial Programme, but also for the costs incurred, with no return, with training people who quit either during the course or shortly after starting a professional career.

On October 13, 2008, a start was made to the last of the 22 Courses included in the Youth Training Programme – the 2nd Machine Tool Operators Training Course, scheduled to be concluded in August 2009.

The programme included 10 Naval Fitter, 5 Mechanical Fitter, 2 Machine Tool Operators, 2 Mechanical Operators and Transport and Lifting Drivers and 3 Firemen Training Courses.

At the end of 2008, LISNAVE had 148 Apprentices in the various professions as a result of these Training Courses, 104 of whom were qualified during the Year.

In the light of the final evaluation to be undertaken in 2009, further Courses could well to be started, particularly the Naval Fitter Training Course involving around 48 Youths, should this come about the programme will continue into 2010.

In 2008 LISNAVE continued its policy of staff rejuvenation and, during the Year, it took on another three Young Engineers.

Remuneration Costs

In recent years the Board of Directors has been implementing a vast number of measures that, accompanied by a policy of strict cost containment and control, has allowed a major recovery of the Company, adapting it progressively and adequately to the new challenges that are constantly arising in an open market that is increasingly competitive and in an international situation that provides very poor economic prospects.

It is therefore essential to continue to adopt measures, especially of an organisational nature, and training courses to be able to render its cost structure more flexible, while modernising the Company and making it more competitive through ongoing improvement of its organisation and productivity.

In this connection and in the belief that in-house labour stability must be ensured, the Board of Directors and the Workers' Representative Structures concluded an Internal Agreement to be in force from January 1 to December 31, 2008, stipulating a 3,5% increase of the Wage Scale for the Workers as a whole.

In the meantime, in the wake of the Board of Directors' proposal and of its approval by the General Meeting, all the Company's full-time Workers on the balance sheet date were granted a Balance-sheet Bonus comprising a fixed part, equal to 100% of the Fixed Monthly Remuneration, and a variable part, in the light of the absenteeism of each Worker during 2007, together totalling 175% of the Fixed Monthly Remuneration.

Total Staff Costs amounted to about €12,7 million (€12.705.795), as shown in the following table, a total that reflects the close, in December 2007, of the Social Plan (during 2007 the last 84 Workers covered by the Plan went into Pre-Retirement).

Personnel Costs

(Amounts in Euros)

Headings	2008	2007
Remunerations	7.038.566	7.347.758
Overtime	1.546.140	1.510.413
Bonuses, Subsidies and Other Remunerations	401.213	644.730
Subtotal	**8.985.919**	**9.502.901**
Social Security Contributions	3.719.875	3.698.316
Total	**12.705.795**	**13.201.218**

Training and Development

Besides the Youth Training Programme, several Vocational Training Courses were organised during 2008, covering 465 Employees in areas considered fundamental to the Company both for their technical component and also in comportmental and management terms. This participation was three times that seen the previous year.

External Training – 2008

Areas of Training	Hours Total	Number of Participants
Personal Development	3.172	66
Qualifications / Retraining of Production Tecnhiques	8.018	229
Quality, Safety, Environment and Protection	1.212	112
Hardware and Software	1.448	41
Financial, Tax and Accountancy Management	154	17
Total	**14.004**	**465**

Health, Hygiene and Safety

As customary, LISNAVE continued to have a concern as to the health of its Workers, From this standpoint, and in addition to episodic measures, 441 Exams were undertaken, 286 Periodic and 155 Occasional and Complementary.

In the Safety field, 2008 was marked by a halt to the decline seen in recent years in one of the Company Accident Indices. The Frequency Index, which had worsened up until 2004, maintained the downward trend seen as from 2005 and fell to 34.72, while the Seriousness Index, reversed the downward trend begun in 2004, largely because of an accident not related with unsafe conditions, to stand at 1.14.

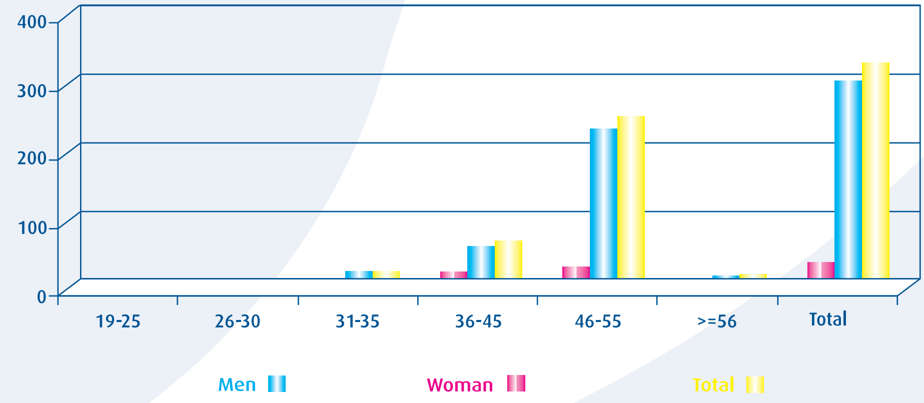
With a view to pursuing ongoing improvement of these indicators and to counteract the upward trend seen in one of the indices LISNAVE is to continue to extend safety measures within the production process, creating awareness as to the use of proper, recommended Collective and Personal Protection Equipment, and of the prior determination of hazards and risk evaluation, increasing worker information and training, particularly that of Foremen and Managers, 129 of whom received Training during the year.

A total of 2,014 Workers of Service-Provider Companies also received Training in Safety, as did 88 Youths of the Multidisciplinary Vocational Training Courses, 6 LISNAVE Trainees and 18 others. Specific training was also directed at 237 Workers in the Surface Treatment Area, all of which means that more Training was given than in the previous year.

Other Indicators

As at December 31, 2008 the LISNAVE personnel totalled 313.

As average age as of that date was 49,58. The age pyramid of the LISNAVE personnel is shown in the table.



7. Economic and Financial Situation

As mentioned in another part of this Report, LISNAVE repaired 138 ships during the Year, generating billing in the sum of €145,5 million.

As shown in the following table, the value of Sales increased 23% in 2008 compared to the previous year, despite the very small increase of the number of ships repaired. As a result the average billing per ship increased by 20,4% over the previous year's figure, to more than €1 million, reflecting, on average, a greater labour content per ship repaired.

Thus, the trend of growth of Ship-Repair Sales seen in previous Years continued during 2008. However, in a context of a sharp downturn of the growth indices of the global economy, the very considerable growth rate of Sales during the Year under review must be underlined, particularly taking into account the growth rates seen in the two preceding years, 7,1% and 9,8% respectively.

Number of Ships and Invoicing

(Amounts in millions of Euros)

Headings	2008	2007	2006	2005	2004
No. of Repaired Ships	138	135	138	123	125
Total Invoicing	145,5	118,3	110,4	100,6	87,7
Average Invoicing per Ship	1,054	0,876	0,800	0,818	0,701

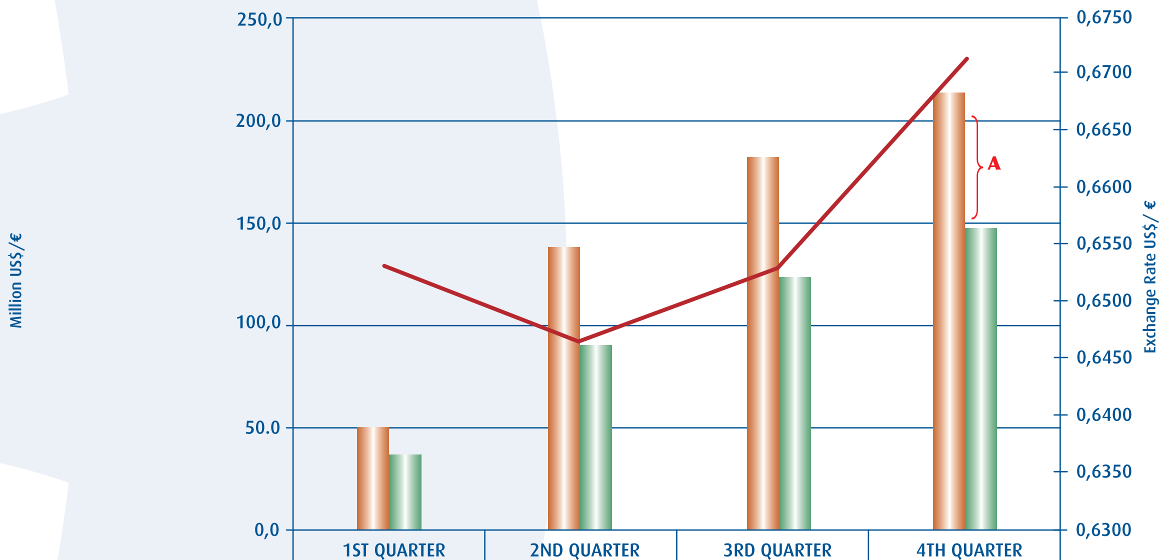
It should also be emphasised that this Sales result was achieved in a year in which the global economy and international trade were highly unstable as a result of the extreme volatility of oil prices, of the US dollar exchange rate and of shipping freight rates. This was further aggravated by the major crisis of the international financial markets unleashed during the middle of the year, impacting negatively on the growth of the global economy.

Of this set of exogenous factors, it is undoubtedly the conduct of the US Dollar that has exerted greatest pressure on Management to take the measures required to adapt the Company to the competitive conditions of the global market of which it forms part, in that its major Customers continue to use the Dollar to a greater extent in their commercial transactions.

Thus, the start of the sharp depreciation of the Dollar seen in 2004, which led to an average annual exchange rate of €0,8014, continued to evolve unfavourably during the following years, falling to an average of €0,6719 in 2008.

The following table shows the impact of the depreciation of the Dollar throughout 2008. So, in average terms, a sum of US$ 216,5 million had to be sold to achieve sales of €145,5 million.

Accumulated Ship Repairs Sales and Exchange Rate US$/€



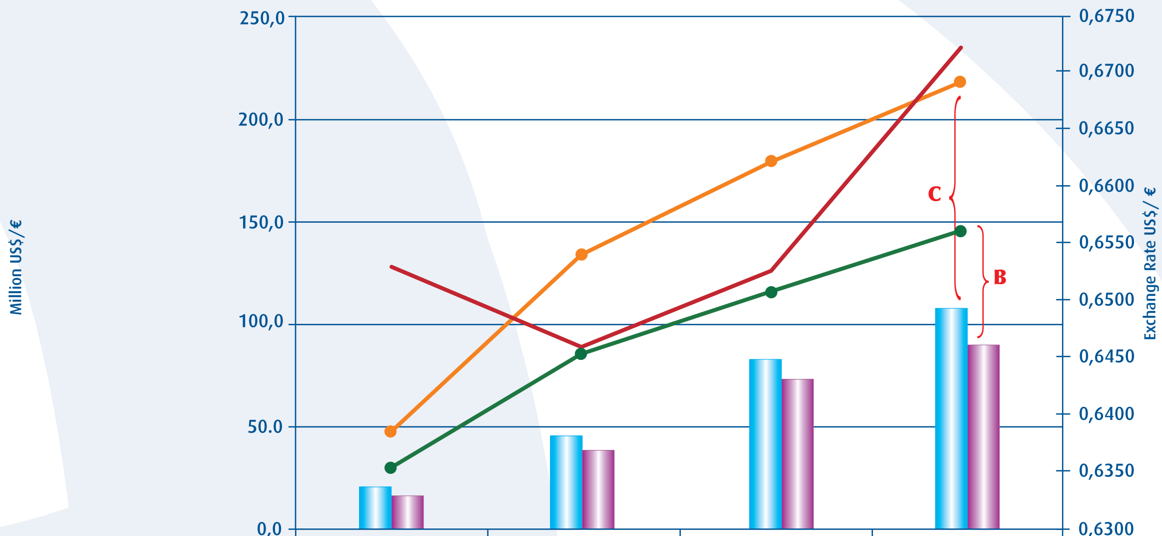
	1ST QUARTER	2ND QUARTER	3RD QUARTER	4TH QUARTER
Sales US$ 2008	49,6	134,0	178,3	216,5
Sales € 2008	32,4	86,6	116,4	145,5
Exchange Rate US$ / € 2008	0,6531	0,6462	0,6527	0,6719

Year 2008

A = 71 millions US$

The following table shows a comparison between 2008 Sales and those in 2004, when the average US$/€ exchange rate stood at 0,8014. It clearly shows the dimension of the commercial effort required to offset the unfavourable exchange-rate effect during the period, that is, to achieve an increase of sales of €57,8 million over the 2004 figure, Sales in dollars had to increase by US$ 107,2 million.

Accumulated Ship Repairs Sales and Exchange Rate US$/€



	1ST QUARTER	2ND QUARTER	3RD QUARTER	4TH QUARTER
Sales US$ 2004	18,5	44,0	75,2	109,4
Sales € 2004	15,0	36,1	61,7	87,7
Sales US$ 2008	49,6	134,0	178,3	216,5
Sales € 2008	32,4	86,6	116,4	145,5
Exchange Rate US$ / € 2008	0,6531	0,6462	0,6527	0,6719

Years 2004 and 2008

B = more 57,8millions €
C = more 197,2 millions US$

Against this background of such adverse conditions, the Company's good performance during the years under review was largely the result of the consolidation of a proactive Commercial policy and of Project Management focused on Customer satisfaction.

The next table shows the evolution of total Sales and Services Rendered over the 2004-08 periods.

Sales and Services Rendered

(Amounts in thousands of Euros)

Headings	2008	2007	2006	2005	2004
Ships Repairs	145.484	118.255	110.433	100.617	87.650
O. Activities	3.824	2.960	677	618	261
Services Rendered	1.234	2.059	1.012	955	1.227
Total	**150.542**	**123.274**	**112.122**	**102.190**	**89.138**

"Sales and Services Rendered" in 2008, in the sum of €150,5 million, were almost all generated by Sales related with Ship Repair.

In turn, "Other Activities" and "Services Rendered" together generated little value, just 3.4% of the total, though showing significant growth compared to the previous Year. This growth was the result of the Sale of Services related with the construction of components for ships.

With regard to the evolution of the Company's economic situation, the table hereunder provides the Profit & Loss Accounts for the period 2004-08, showing, on the one hand, the performance of Sales profitability and, on the other, the relative weight of the production factors as a proportion of total Operating Income.

Statement of Profit and Loss

(Amounts in thousands of Euros)

Headings	2008		2007		2006		2005		2004	
	AMOUNT	%	AMOUNT	%	AMOUNT	%	AMOUNT	%	AMOUNT	%
Sales and Services Rendered	150.542		123.274		112.123		102.190		89.138	
Variation in Production	3.600		1.821		262		-1.029		1.152	
Works fot the Company	4		55		97		434		271	
Others Incomes	1.263		1.485		1.851		2.263		2.611	
Total Operating Revenue	**155.409**	**100**	**126.635**	**100**	**114.334**	**100**	**103.858**	**100**	**93.172**	**100**
Costs of Row Material Consumed	9.284	6,0	7.108	5,6	6.626	5,8	4.637	4,5	6.482	7,0
Supplies and External Services	106.234	68,4	92.446	73,0	80.274	70,2	70.396	67,8	54.923	58,9
Personnel Costs	12.706	8,2	13.201	10,4	15.226	13,3	15.420	14,8	18.584	19,9
Depreciation an Provisions	2.975	1,9	3.331	2,6	3.455	3,0	3.276	3,2	7.333	7,9
Taxes	175	0,1	180	0,1	174	0,2	164	0,2	214	0,2
Others Costs	331	0,2	242	0,2	113	0,1	259	0,2	49	0,1
Total Operating Costs	**131.705**	**84,7**	**116.508**	**92,0**	**105.869**	**92,6**	**94.153**	**90,7**	**87.586**	**94,0**
Operantig Profits	**23.703**	**15,3**	**10.127**	**8,0**	**8.465**	**7,4**	**9.705**	**9,3**	**5.586**	**6,0**
Financial Profits	2.008	1,3	1.226	1,0	674	0,6	1.011	1,0	-666	-0,7
Current Profits	**25.711**	**16,5**	**11.353**	**9,0**	**9.139**	**8,0**	**10.716**	**10,3**	**4.920**	**5,3**
Exceptional Profits	-4.575	-2,9	2.322	1,8	393	0,3	-4.801	-4,6	-4.298	-4,6
Profits Before Taxes	**21.136**	**13,6**	**13.675**	**10,8**	**9.533**	**8,3**	**5.914**	**5,7**	**621**	**0,7**
Taxes (-)	-5.815	-3,7	-3.476	-2,7	-1.427	-1,2	-149	-0,1	-51	-0,1
Net Profit for the Financial Year	**15.321**	**9,9**	**10.199**	**8,1**	**8.105**	**7,1**	**5.766**	**5,6**	**570**	**0,6**

As an overall appraisal, the Company's economic situation improved significantly during 2008, returning a "Net Profit" in the sum of €15,3 million, or 9,9% of "Total Operating Income", that is, about 2 percentage points better than the previous year's figure.

The growth of Sales allied to more rational use of production factors, the result of management by objectives at every level of the organisation, were decisive to the Company's good economic performance, contributing as they did to the ongoing reduction of the cost-to-income ratio, which measures the relative weigh of "Total Operating Costs" as a proportion of "Total Operating Income".

Thus, at the end of 2008 this indicator stood at 84,7%, a significant improvement of the previous year.

The "Financial Results" Heading made a very important contribution to "Current Profits" for the Year under review, with financial gains amounting to €2 million. This sum is chiefly the result of interest on Short-term Financial Placements resulting from the Cash surpluses generated during the period.

Also related with this Heading, it should again be underlined that the exchange-rate risks related with the volatility of the US dollar were fully eliminated as a result of the decision taken at the end of 2003 to replace the US dollar by the euro in billing the Customers. Currency translations differences in 2008 were therefore not materially relevant.

To complete the review of the Company's economic evolution between 2004 and 2008, the following table presents a number of the more relevant economic Indicators and Ratios:

Economic Aggregates

(Amounts in thousands of Euros)

Headings	2008	2007	2006	2005	2004
Overall Aggregates					
Gross Value of Productions (GVP)	154.146	125.150	112.483	101.595	90.561
Gross Value Added (GVA)	64.502	51.898	44.950	39.789	34.863
Personnel Costs	12.706	13.201	15.226	15.420	18.584
Operating Cash Flow	22.103	15.780	12.313	8.180	8.621
Gross Cash Flow	24.111	17.006	12.988	9.191	7.955
Average Number of Employees	**312**	**360**	**437**	**535**	**655**
Ratios					
GVP per Capita	494,1	347,6	257,4	189,9	138,3
Personnel Costs per Capita	40,7	36,7	34,8	28,8	28,4
GVA/ GVP	42%	41%	40%	39%	38%
Personnel Costs / VAB	20%	25%	34%	39%	53%

The table shows that in 2008 every one of the Company's performance indicators and ratios improved significantly when compared to the previous year, maintaining the positive trend of the past four years.

Of the overall Aggregates, mention is made of the performance of the "Gross Cash Flow", up €7 million, or 42%, over the previous Year. By strengthening the financial structure of the Company's Balance Sheet, this allowed the growth of the ship-repair business to be leveraged and, at the same time, allowed the high investment costs related with the recuperation of the Shipyard's infrastructure to be financed.

On the other hand, emphasis is given to the performance of the "Staff Costs/GVA" Ratio which, improving in 2008 continues to show that the Company has gradually become more flexible and that it is better prepared to face a market characterised by great unpredictability.
Lastly, 2008 shows that the "Per Capita Staff Costs" Ratio continued to improve, confirming the positive trend seen in previous Years.

The evolution of "Shareholders' Equity" during the period under review is shown in the following table.

Shareholder's Funds

(Amounts in thousands of Euros)

Headings	2008	2007	2006	2005	2004
Share Capital	5.000	5.000	5.000	5.000	5.000
Shareholders Loans	0	0	0	0	0
L. Reserves and Profits C. Forward	14.701	12.502	6.897	2.321	1.751
Net Profit of the Financial Year	15.321	10.199	8.105	5.766	570
Total Shareholders Funds	**35.022**	**27.701**	**20.002**	**13.087**	**7.321**

It should be pointed out that "Shareholders' Equity" as at December 31, 2008, stood at €35 million, an increase of €7,3 million compared to the figure at the end of last year. Therefore, the book value per Share at the Year-end stood at €35,02, a 600% appreciation over its par value.

An appraisal of the main Headings of the Balance Sheet as at December 31, for the past five Years, as set out in the following table, shows the evolution of the Company's financial structure.

Comparative Summarised Balance Sheets

(Amounts in thousands of Euros)

Headings	2008	2007	2006	2005	2004
Assets					
Total Net Fixed Assets	14.202	9.805	9.216	9.251	20.116
Stocks	8.144	4.334	2.429	2.083	2.962
Clients C/A (net prepayment)	23.245	15.552	17.311	10.381	10.735
Others Debtors	3.444	3.230	3.842	4.830	4.422
Cash and Banks	40.749	29.655	20.596	18.435	14.232
Accruals and Prepayment	1.201	192	1.461	1.186	843
Total Assets	**90.985**	**62.766**	**54.855**	**46.165**	**53.311**
Liabilities					
Provisions	1.717	938	720	763	4.643
Medium and Long Term Credits	0	0	0	7.713	12.873
Bank Loans	0	0	125	125	125
Suppliers C/a (Net Prepayment)	30.822	22.591	20.450	13.759	15.131
Others Creditors	4.670	2.974	4.737	3.027	4.525
Accruals and Prepayments	18.754	8.563	8.820	7.691	8.692
Total Liabilities	**55.963**	**35.065**	**34.853**	**33.078**	**45.990**
Shareholders Funds	**35.022**	**27.701**	**20.002**	**13.087**	**7.321**

To evaluate the Company in terms of its liquidity and debt capacity at the end of the Year under review, we have used a set of indicators that help to characterise the structure of the Balance Sheet. Thus, with regard to:

• Working Capital

With Working Capital standing at about €23 million, and a very comfortable Current Ratio and Quick Ratio, standing at 1,42 and 1,27 respectively, it can be said that the Company's Short-Term Financial Structure has improved and is stronger.

This situation continued to be driven by the following factors: negligible Short-Term Bank Debt owing the to lack of need for bank loans to meet current Cash-management requirements as a result of the large Cash Flow generated during the Year; and the increase of Cash and Balances at Banks, which stood at €40,7 million at the Year-end.

- Indebtedness Capacity

With a Fixed-Asset Financing Ratio of 2.5 and Financial Independence and Self-Financing Ratios at 63% and 39% respectively, the conclusion is that LISNAVE debt capacity continues to be consolidated and is showing signs that its Balance Sheet is becoming better suited to its core business.

Lastly, and in keeping with legal requirements, we declared at as at December 31, 2008, LISNAVE held no treasury Shares and had no Past-Due Debt to the State Public Sector, including Social Security.

8. Prospects for the Activity in 2009

According to the World Bank the recession that began in mid 2008 is expected to last throughout 2009, causing a decrease of the global growth rate to around 0,9%.

Although only the developed Countries are expected to be in recession during 2009, this will affect trade with the developing Nations and those at the transition stage which, also according to the World Bank, will mean that global trade will suffer a 2,1% reduction by volume.

As a result of this decline, the economies of the developing Countries and those at the transition stage will undergo a significant reduction of their rate of growth, with the estimate for the growth of the Chinese economy standing at 7,5% in 2009, compared to 9,4% in 2008 and 11,9% in 2007.

Shiprepair

Against this background, the fact is that Global Shipping will decline, causing Shipowners to take major decisions as to what to do with their ships.

In the case of the Tanker Fleet, 2009 can be expected to see a large part of the single-hull fleet being sold for scrap, thus contributing to a balance between supply and demand in shipping.

Another factor that can be expected to contribute to the balance of this fleet is the alteration of the structure of transport caused by the greater distance between producers and consumers, meaning a greater need for ships to carry the same quantity of merchandise.

On the other hand, since it can also be expected that the large-tanker fleet will continue to act as floating warehouses, this, too, may well contribute to attenuating the imbalance between supply and demand for transport in this market segment.

In the case of the large Dry-Bulk Carriers, and in addition to the expected reduction of cargoes, the great threat to the balance of supply and demand for transport comes from the large number of new ships scheduled for delivery in 2009 and 2010, which amount to some 33% of the fleet in existence at the end of 2008.

Although there are signs of an increase of the sale of ships of this type for scrap, this trend must be maintained and the delivery of many ships will have to be postponed or even cancelled, for otherwise we shall be faced with a mighty imbalance between transport supply and demand in this market segment.

Faced with these scenarios in LISNAVE's traditional market segments, it can be expected that there will be a reduction of demand for ship repairs, given the uncertainty surrounding the evolution of the crisis and the certainty as to the number of ships on order for delivery during the next two years.

Special Projects

Fully aware of the vicissitudes of the market, LISNAVE will keep a close watch on its evolution and will search out every new opportunity that appears on the horizon.

Human Resources

It can be expected that 2009 will be the year of transition to the necessary flexibility of the labour organisation and remuneration systems and, consequently, the year of a start to the process of adjustment of the size of the Company.

Should it finally prove possible to conclude an agreement as to new Employment Conditions Regulations with the Unions, leading to the necessary flexibility of the legal-labour conditions governing the Industry, the Youth Training Plan under way will make a decisive contribution to the start of the Company Rejuvenation Process.

Besides the Youth Training Programme referred to earlier, LISNAVE will continue with the Training of its Employees, and for this reason the External Training Plan approved in 2009, includes 36 Subjects, involving 99 Courses and 740 Trainees, providing a total of 30.116 training hours.

9. Proposal for the Appropriation of Profits

The Board of Directors of LISNAVE, ESTALEIROS NAVAIS, S.A. proposes:

· The approval of this Management Report and Accounts for the 2008 Financial Year;

· The Net Profit, amounting to 15.320.842,59 Euros (profit) to be appropriated as follows:

— Dividends	12.000.000,00 Euros;
— A Profit Share Bonus to the Employees	1.115.000,00 Euros;
— Profits Carried Forward	2.205.842,59 Euros.

10. Closing Remarks

Lastly, in closing the Management Report in respect of the business in 2008, the Board of Directors would like to express its profound gratitude and appreciation to the many people and entities that have directly or indirectly supported it in the pursuit of the established goals, in particular:

· The Customers and Suppliers, for the preference and confidence with which they have continued to distinguish LISNAVE;

· The Shareholders, for the support, co-operation and interest that they have always displayed in their monitoring of the more relevant aspects of the management of the Company;

· The Authorities in general and those of the Port of Setúbal in particular for their understanding and co-operation in resolving issues inherent in the working of the Shipyard;

· The Credit Institutions for the excellent relations they have established with LISNAVE;

· The Audit Committee and the External Auditors for the participative way in which they have performed their duties;

· To all the Company's Employees and their Representative Bodies for their willingness commitment and very considerable professionalism.

Setúbal, 19th February 2009

The Board of Directors

Chairman

José António Leite Mendes Rodrigues

Members of the Board

Nelson Nunes Rodrigues

Aloísio Fernando Macedo da Fonseca

Frederico José Ferreira de Mesquita Spranger

Marcus Schwaeppe

João Rui Carvalho dos Santos

Manuel Serpa Leitão

Analytical Balance Sheet

(Amounts in Euros)

ASSETS	2008 GROSS ASSETS	2008 ADJUSTMENTS & DEPRECIAT.	2008 NET ASSETS	2007
FIXED				
INTANGIBLE FIXED ASSETS:				
START-UP COSTS	**629.450,81**	**483.021,56**	**146.429,25**	**133.222,81**
TANGIBLE FIXED ASSETS:				
LAND AND NATURAL RESOURCES	2.567.100,00		2.567.100,00	2.567.100,00
BUILDING AND OTHER CONSTRUCTIONS	7.263.526,02	5.190.123,07	2.073.402,95	1.268.875,97
BASIC EQUIPMENT	15.029.513,66	11.517.970,20	3.511.543,46	3.697.979,59
TRANSPORT EQUIPMENT	370.719,13	318.926,08	51.793,05	118.943,38
TOOLS AND UTENSILS	5.688.087,20	5.250.389,88	437.697,32	439.588,00
OFFICE EQUIPMENT	4.159.568,65	3.780.613,54	378.955,11	420.650,56
OTHER TANGIBLE FIXED ASSETS	0,00	0,00	0,00	0,00
FIXED ASSETS IN PROGRESS	969.064,85		969.064,85	1.158.385,48
	36.047.579,51	**26.058.022,77**	**9.989.556,74**	**9.671.522,98**
FINANCIAL INVESTMENTS:				
SHAREHOLDINGS IN AFFILIATES AND SUBSIDIARIES	4.066.486,58	0,00	4.066.486,58	0,00
CURRENT				
THIRD PARTY MEDIUM AND LONG-TERM RECEIVABLES:				
CLIENTS, CURRENT ACCOUNT	0,00		0,00	0,00
OTHER DEBTORS	0,00		0,00	0,00
	0,00		**0,00**	**0,00**
STOCKS:				
RAW MATERIAIS, SUBSIDIARY AND CONSUMABLES	2.431.177,52	243.117,75	2.188.059,77	1.977.366,95
GOODS AND WORK IN PROGRESS	5.955.821,35	0,00	5.955.821,35	2.356.188,77
	8.386.998,87	**243.117,75**	**8.143.881,12**	**4.333.555,72**
THIRD PARTY SHORT-TERM DEBTORS:				
CLIENTS, CURRENT ACCOUNT	23.245.846,33		23.245.846,33	15.551.615,72
CLIENTS RECEIVABLES	0,00		0,00	0,00
CLIENTS DOUBTFUL DEBTS	138.563,43	138.563,43	0,00	0,00
PREPAYMENT TO SUPPLIERS	1.402.757,97		1.402.757,97	721.892,34
GOVERNMENT AND OTHER PUBLIC SECTOR	3.199.552,06		3.199.552,06	3.115.795,14
OTHER DEBTORS	244.329,35		244.329,35	113.910,09
	28.231.049,14	**138.563,43**	**28.092.485,71**	**19.503.213,29**
NEGOTIABLE SECURITIES:				
OTHER NEGOTIABLE SECURITIES	0,00		0,00	0,00
BANK DEPOSITS AND CASH:				
BANK DEPOSITS	40.680.151,25		40.680.151,25	29.602.946,39
CASH	68.425,99		68.425,99	51.927,49
	40.748.577,24		**40.748.577,24**	**29.654.873,88**
ACCREUED DIFFEREMENTS				
ACCREUED INCOME	80.874,93		80.874,93	103.322,48
DEFERRED COSTS	53.769,10		53.769,10	88.314,52
ASSETS FOR DIFFERED TAXES	1.066.847,52		1.066.847,52	0,00
	1.201.491,55		**1.201.491,55**	**191.637,00**
TOTAL DEPRECIATION		**26.541.044,33**		
TOTAL PROVISIONS		**381.161,18**		
TOTAL ASSETS	**119.311.633,70**	**26.922.725,51**	**92.388.908,19**	**63.488.025,68**

Analytical Balance Sheet

(Amounts in Euros)

SHAREHOLDERS' FUNDS AND LIABILITIES	FINANCIAL YEARS	
	2008	2007
SHAREHOLDERS' FUNDS		
SHARE CAPITAL	5.000.000,00	5.000.000,00
SHAREHOLDERS' LOANS	0,00	0,00
LEGAL RESERVE	1.398.173,26	888.215,32
FREE RESERVE	0,00	0,00
PROFITS CARRIED FORWARD	13.302.909,61	11.613.708,66
NET PROFIT FOR THE FINANCIAL YEAR	15.320.842,59	10.199.158,89
TOTAL SHAREHOLDERS' FUNDS	**35.021.925,46**	**27.701.082,87**
LIABILITIES		
OTHER PROVISIONS	**1.717.239,41**	**937.525,90**
CREDITORS - MEDIUM AND LONG TERM		
DEBTS TO FINANCIAL INSTITUTIONS	0,00	0,00
SUPPLIERS, CURRENT ACCOUNT	0,00	0,00
OTHER LOANS RAISED	0,00	0,00
	0,00	**0,00**
CREDITORS - SHORT TERM		
DEBTS TO FINANCIAL INSTITUTIONS	0,00	0,00
SUPPLIERS, CURRENT ACCOUNT	29.640.888,03	19.945.399,31
SUPPLIERS, INVOICES UNDER VERIFICATION	2.584.126,66	2.471.633,79
SUPPLIERS BILLS PAYABLE	0,00	895.621,59
PREPAYMENT FROM CLIENTS	1.001,61	0,00
OTHER LOANS RAISED	0,00	0,00
SUPPLIERS OF FIXED ASSETS CURRENT ACCOUNT	0,00	0,00
GOVERNMENT AND OTHER PUBLIC SECTOR INSTITUTIONS	4.524.440,38	2.635.049,39
OTHER CREDITORS	145.284,27	338.532,00
	36.895.740,95	**26.286.236,28**
ACCRUALS AND DEFERRED INCOME		
ACCRUED COSTS	17.596.111,78	7.644.977,42
DEFERRED INCOME	1.157.890,59	918.203,21
	18.754.002,37	**8.563.180,63**
TOTAL LIABILITIES	**57.366.982,73**	**35.786.942,81**
TOTAL SHAREHOLDERS' FUNDS AND LIABILITIES	**92.388.908,19**	**63.488.025,68**

Statement of Profit and Loss

(Amounts in Euros)

HEADINGS	FINANCIAL YEARS			
	2008		2007	
COSTS AND LOSSES				
COST OF GOODS SOLD AND MATERIAL CONSUMED		9.283.534,26		7.108.058,46
SUPPLIES AND EXTERNAL SERVICES		106.234.451,69		92.445.896,05
PERSONNEL COSTS:				
REMUNERATIONS	8.985.919,21		9.502.901,35	
SOCIAL CONTRIBUTIONS:				
PENSION	192.375,92		1.688,94	
OTHERS	3.527.499,42	12.705.794,55	3.696.627,21	13.201.217,50
DEPRECIATION OF TANGIBLE AND INTANGIBLE FIXED ASSETS	2.032.196,75		3.067.003,87	
ADJUSTMENTS	92.824,38		47.160,36	
PROVISIONS	850.000,00	2.975.021,13	217.064,47	3.331.228,70
TAXES	175.334,05		180.082,29	
OTHER OPERATIONS COSTS	331.109,89	506.443,94	241.506,63	421.588,92
(A)		**131.705.245,57**		**116.507.989,63**
INTERESTS AND SIMILAR COSTS:				
OTHERS		90.660,68		113.984,61
(C)		**131.795.906,25**		**116.621.974,24**
EXCEPTIONAL COSTS AND LOSSES		5.772.377,03		423.985,26
(E)		**137.568.283,28**		**117.045.959,50**
CORPORATION TAX FOT THE FINANCIAL YEAR		5.815.267,05		3.475.725,22
(G)		**143.383.550,33**		**120.521.684,72**
NET PROFIT FOR THE FINANCIAL YEAR		**15.320.842,59**		**10.199.158,89**
		158.704.392,92		**130.720.843,61**
INCOME AND GAINS				
SERVICES RENDERED		150.542.408,43		123.274.046,76
VARIATION IN PRODUCTION		3.599.632,58		1.820.962,81
WORK UNDERTAKEN FOR THE COMPANY		3.518,13		54.683,83
ADDITIONAL INCOME	789.460,35		1.083.867,25	
OPERATING SUBSIDIES	0,00		76.467,06	
OTHER OPERATING PROFITS	399.402,46		324.696,56	
ADJUSTMENTS AND DEPRECIATIONS REVERSIONS	74.142,24	1.263.005,05	0,00	1.485.030,87
(B)		**155.408.564,19**		**126.634.724,27**
INCOME FROM SHAREHOLDINGS:				
FROM AFFILIATE COMPANIES	0,00		0,00	
INCOME FROM NEGOTIABLE SECURITIES/OTHER CASH PLACEMENTS				
OTHERS	0,00		0,00	
OTHER INTEREST AND SIMILAR INCOME				
FROM AFFILIATED COMPANIES	0,00		0,00	
OTHERS	2.098.330,12	2.098.330,12	1.340.461,47	1.340.461,47
(D)		**157.506.894,31**		**127.975.185,74**
EXCEPTIONAL INCOME AND GAINS		1.197.498,61		2.745.657,87
(F)		**158.704.392,92**		**130.720.843,61**
SUMARY				
-OPERATING PROFIT: (B) - (A)		**23.703.318,62**		**10.126.734,64**
-FINANCIAL PROFIT: (D - B) - (C - A)		**2.007.669,44**		**1.226.476,86**
-CURRENT PROFIT: (D) - (C)		**25.710.988,06**		**11.353.211,50**
-PRE-TAX PROFIT: (F) - (E)		**21.136.109,64**		**13.674.884,11**
-NET PROFIT FOR THE FINANCIAL YEAR: (F) - (G)		**15.320.842,59**		**10.199.158,89**

Statement of Profit and Loss by Activity

(Amounts in Euros)

HEADINGS	2008	2007
SALES AND SERVICES RENDERED		
SHIP REPARING	145.484.123,88	118.254.724,97
CONVERSIONS	0,00	0,00
OTHER ACTIVITIES	3.824.126,56	2.960.249,46
SERVICES RENDERED	1.234.157,99	2.059.072,33
	150.542.408,43	123.274.046,76
COST OF SALES AND SERVICES RENDERED	-102.940.691,19	-92.098.986,08
GROSS PROFIT	**47.601.717,25**	**31.175.060,69**
OTHER OPERATING INCOME AND GAINS	4.562.351,91	5.625.834,04
DISTRIBUITION COSTS	-3.710.494,45	-2.940.150,25
ADMINISTRATION COSTS	-12.604.942,55	-12.007.714,16
OTHER OPERATING COSTS AND LOSSES	-9.590.662,11	-8.178.106,33
OPERATING PROFIT	**26.257.970,05**	**13.674.923,99**
NET COSTS OF FINANCING	0,00	-39,88
GAINS (LOSSES) IN AFFILIATED AND ASSOCIATED COMPANIES	0,00	0,00
GAINS (LOSSES) IN OTHER INVESTIMENTS	0,00	0,00
SPECIAL SITUACION	-5.122.252,96	0,00
CURRENT PROFIT	**21.135.717,09**	**13.674.884,11**
TAXES ON EXCEPTIONAL PROFITS	-5.815.267,05	-3.475.725,22
CURRENT PROFIT AFTER TAX	**15.320.450,04**	**10.199.158,89**
EXCEPTIONAL PROFITS (LOSSES)	**0,00**	**0,00**
TAXES ON EXCEPTIONAL PROFITS	0,00	0,00
NET PROFIT OF THE FINANCIAL YEAR	**15.320.450,04**	**10.199.158,89**
PROFIT PER SHARE	**15,32**	**10,20**
RATIOS:		
GROSS PROFIT/SALES	**31,62%**	**25,29%**
OPERATING PROFIT/SALES	**17,44%**	**11,09%**
CURRENT PROFIT/SALES	**14,04%**	**11,09%**
PROFIT BEFORE TAX/SALES	**14,04%**	**11,09%**
NET PROFIT FOR THE FINANCIAL YEAR/SALES	**10,18%**	**8,27%**

Cash Flow Statement

(Amounts in Euros)

HEADINGS	FINANCIAL YEAR 2008		FINANCIAL YEAR 2007	
OPERATING ACTIVITIES:				
RECEIVED FROM CLIENTS	148.430.070,24		129.667.948,19	
PAYMENTS TO SUPLLIERS	-121.800.147,32		-109.493.053,90	
PAYMENTS TO EMPLOYEES	-13.601.001.92		-13.208.416,21	
CASH FLOW GENERATED BY OPERATIONS	**-13.028.921,00**		**6.966.478,08**	
PAYMENT/RECEIPT OF CORPORATION TAX	-5.052.652,51		-2.290.583,61	
OTHER RECEIPTS/PAYMENTS RELATING TO OPERATING ACTIVITIES	15.070.591,62		12.880.530,79	
CASH FLOW GENERATED BEFORE EXCEPTIONAL ITEMS	**23.046.860,11**		**17.556.425,26**	
RECEIPT RELATING TO EXCEPTIONAL ITEMS	650.998,00		615.098,00	
PAYMENTS RELATING TO EXCEPTIONAL ITEMS	-100.020,66		-73.774,00	
CASH FLOW OF OPERATING ACTIVITIES (1)				**18.097.749,26**
		23.597.837,45		
INVESTMENT ACTIVITIES:				
RECEIPTS FROM:				
FINANCIAL INVESTMENTS				
TANGIBLE FIXED ASSETS	600,00		12.250,00	
INTANGIBLE FIXED ASSETS				
SUBSIDIES FOR INVESTMENTS				
INTEREST AND SIMILAR INCOME	303.287,84		199.821,60	
DIVIDENDS				
	303.887,84		212.071,60	
PAYMENTS RELATING TO:				
FINANCIAL INVESTMENTS	-4.066.486,58		0,00	
TANGIBLE FIXED ASSETS	-1.745.926,88		-2.538.511,63	
INTANGIBLE FIXED ASSETS	0,00		0,00	
CASH FLOW FROM INVESTMENTS ACTIVITIES (2)		**-5.508.525,62**		**-2.236.440,03**
FINANCIAL ACTIVITIES:				
RECEIPTS FROM:				
LOANS RAISED	0,00		0,00	
INTEREST AND SIMILAR COSTS	0,00		0,00	
PAYMENTS RELATING TO:				
LOANS RAISED	0,00		-4.212.533,08	
INTEREST AND SIMILAR COSTS	0,00		0,00	
DIVIDENDS	-7.000.000,00		-2.500.000,00	
CASH FLOW GENERATED BY FINANCIAL ACTIVITIES (3)		**-7.000.000,00**		**-6.172.533,08**
VARIATION IN CASH AND CASH EQUIVALENTS (4) = (1) + (2) + (3)		**11.089.311,83**		**9.058.776,15**
CURRENCY TRANSLATION DIFFERENCES		-4.391,53		-177,78
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR		-29.654.873,88		-20.595.979,95
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR		40.748.577,24		29.654.873,88
		11.089.311,83		**9.058.776,15**

Appendix to the Cash Flow Statement

Notes 1, 3, 4 and 5 of the Appendix to the Cash Flow Statement required by Accounting Directive number 14, approved by the General Council of the Accounting Standardisation Committee on 7th July 1993, are not applicable to the Financial Year ended on 31st December 2008.

In respect to note 2, it is hereby reported that:

• Cash and cash equivalent components are as follows:

(Amounts in Euros)

HEADINGS	2008	2007
Cash	68.425,99	51.927,49
Readily Available Bank Deposits	980.151,25	352.946,39
Cash Equivalents	39.700.00,00	29.250.000,00
Cash and banks recorded in the Balance Sheet	40.748.577,24	29.654.873,88

Appendix to the Balance Sheet and to the Statement of Profit And Loss

Preliminary Note

LISNAVE, ESTALEIROS NAVAIS, S.A. with Registered Office Mitrena - Setúbal, was created by public deed executed on 12-03-1997 with the name Navenova – Estaleiros Navais, S.A., a name that was subsequently changed by public deed dated 31st July 1997 to LISNAVE, ESTALEIROS NAVAIS, S.A..

The objects of the Company are the operation of shipyards to build and repair ships, and the carrying out of industrial and commercial activities associated with, and similar to those operations.

The financial statements were prepared in accordance with the accounting principles set forth in the "Plano Oficial de Contabilidade" (POC) (Official Plan of Accounts). The financial statements were therefore prepared on the basis of historic cost accounting and as a going concern, in accordance with prudent accounting principles, the segregation of financial years, and consistency and substance of format and material relevance, respecting the qualitative characteristics of relevance, reliability and comparability.

The following notes are numbered in accordance with the sequence set forth in the Official Plan of Accounts. The notes of which numeration is not presented in this Appendix are not applicable to the Company or its presentation is not relevant to the knowledge of the financial statement in appendix. The amounts are presented in Euros.

3. The valuation criteria used were as follows:

3.1 - Intangible Fixed Assets

Valued at cost, net of depreciations made at legally established rates, and applying to such depreciations the concessions granted by Article 19 paragraph 2 of Regulatory Decree 2/90, 12th January.

3.2 - Tangible Fixed Assets

The Tangible Fixed Assets are recorded at costs, net of depreciations made at legally established rates, and applying to such depreciations the concessions granted by Article 19 paragraph 2 of Regulatory Decree 2/90, 12th January, with exception for land, which were object of an economic revaluation during the year 2005 made on basis of are independent entity study, of which resulted a decrease to the cost of Euros 7.606.105,82.

3.3 - Inventories

Inventories are valued at cost, calculated as follows:

Raw materials, subsidiary and for consumption:

Average cost, including all costs incurred until delivery to the Company, for the raw materials with regular rotation.

In the cases of obsolete materials, physical deterioration, breach of prices, as well as the other similar factors that made that the market value be inferior to the acquisition and/or the production cost, the stocks value is adjusted in according of that (market value).

Products and work in progress:

Production costs, including raw materials, labour and the appropriate general industrial costs.

3.4 - Foreign currency debtors and creditors

Transactions denominated in foreign currency were recorded at the exchange rates prevailing on the date of the respective transaction. Exchange differences, both favourable and unfavourable, caused by differences between the exchange rates prevailing on the dates of the transactions and the exchange rates prevailing at the time of collection and payment, or as at the balance sheet date, are recorded as income or costs in the profit and loss account for the financial year. As at 31st December, all balances denominated in foreign currency was adjusted using the rates of exchange prevailing on that date (official fixing of the Bank of Portugal).

3.5 - Cash balances in foreign currency

Balances denominated in foreign currency are valued at the exchange rates prevailing as at 31st December 2008, mentioned in paragraph 4.

3.6 - Income Record

The profit and loss of works in progress are recorded in accordance with the complete contract method, in according of the Accounting Directive Number 3.

In accordance with this method, the profit and respective costs are just recorded when the work is concluded or substantially completes.

3.7 - Third Party Debtors

The risks of collection identified in Third Party Debtors are admitted through an adjustment account, which will be reduced when their causes there are no more.

3.8 - Interest

The interest are admitted in a basis of time proportionality taking in consideration the effective income of assets, whenever be possible that the economic profits with the transaction run to the Company and when the credit amount be trustily measured.

3.9 - Dividends

The Dividends must be admitted when was settled the Shareholder right to the same.

4. The accounts included in the Balance Sheet and in the Statement of Profit and Loss originally denominated in foreign currency are valued as described in Notes 3.4 and 3.5. The exchange rates prevailing at the balance sheet date were as follows:

Currency Code	Name of Currency	Average Fixing
BRL	REAL BRASILEIRO	3.2436
DKK	COROA DINAMARQUESA	7.4506
GBP	LIBRA ESTERLINA	0.9525
NOK	COROA NORUEGUESA	9.7500
USD	DÓLAR AMERICANO	1.3917
PTE	ESCUDO	200.482
RUB	RUBLOS	41.2830
VEB	BOLIVER – VENEZUELA	2.7329

5. The results of the Financial Year were not adjusted as a means of benefiting from tax concessions.

6. Pursuant to the applicable legislation, tax returns are subject to review and adjustment by the tax authorities during a period of four years. The tax returns of the Company in respect of the 2005 to 2008 Financial Years may still be subject to review. The Company is subject to review regarding Social Security for a period of five years. The Company however believes that eventual amendments resulting from the mentioned reviews will not have a significant impact on the financial statements as at 31st December 2008.

The Company has accounted for the consequences due to time differences between the tax and the accounting base (deferred taxes), in accordance with Accounting Direct Number 28 – Corporation Taxes. The situation in the Company due to time differences between the tax and the accounting base and that is understood as relevant to the reading of Financial Statements, run of the constitution of a Retiring Pension Insurance to the Company Employees namely in what concerns to the liability reflected on the Balance.

6.1 – Financial Year Tax and Current Tax Renewal

Description		Operations in S.P.L.	
		2008	2007
I	**Financial Year Tax**	**5.815.267,05**	**3.475.725,22**
II	**Costs (Income) of Financial Year Taxes acceptable in this Financial Year and previously acceptable as Deferred Taxes proceeding from:**		
1.	Deferred Taxes due to time differences	0,00	0,00
2.	Deferred Taxes by reversion due to time differences	0,00	0,00
3.	As sets diminuition due to Deferred Taxes		
		0,00	**0,00**
III	**Costs (Incomes) due to Taxes not previously as Deferred Taxes:**		
5.	Deferred Taxes due to time differences	1.066.847,52	0,00
6.	Others differences not accepted previously as Deferred Taxes	0,00	0,00
		1.066.847,52	**0,00**
IV	**Deferred Tax (II ± III**	**1.066.847,52**	**0,00**
V	**Current Tax (I ± IV)**	**6.882.114,57**	**3.475.725,22**

6.2 – Assets and Liabilities Statement due to Deferred Taxes by class of differences the Balance date

Description	Operations in S.P.L.	
	2008	2007
Assets by Deferred Taxes due to time differences		
Provision not accepted by tax Authorities	0,00	0,00
Reform Benefits	4.025.839,71	0,00
Fiscal damages	0,00	0,00
	4.025.839,71	**0,00**
Liabilities by Deferred Taxes due to time differences		
Fixed Assets reavaluation	0,00	0,00
Positive Profits due to the application of the equality of patrimonial value method	0,00	0,00
	0,00	**0,00**
Values reflected in the Balance Sheet		
Assets due to Deferred Taxes (Total I x rate(s))	1.066.847,52	0,00
Liabilities due to Deferred Taxes (Total II x rate(s))	0,00	0,00
Any Deferred Tax accepted due to time differences		
Fiscal damages not used	0,00	0,00
Provisions for risks and duties	1.717.239,41	937.525,90
Stocks Adjustments	243.117,75	182.319,12

6.3 – Taxes Costs (Incomes) and accounting results and others patrimonial variations (evidencing the effective overage rate)

Descrition		Operation in S.P.L.	
		2008	2007
1.	Profits and others patrimonial varations before Taxes	21.136.109,64	13.674.884,11
2.	Taxes Rate(s)	26,50%	27,50%
3.	Financial Year tax	5.815.267,05	3.475.725,22
4.	Taxable Profit	25.061.225,71	12.558.241,49
5.	Tax on Income	6.641.224,81	3.331.360,72
6.	Independent Contribuitions	240.889,76	144.364,50
7.	Total Tax	6.882.114.57	3.475.725,22
8.	Average Rate	27,46%	27,68%
9.	Effective Rate	32,56%	25,42%

a) The normal rate of 25% keep unchanged in the two exhibit Financial Years, but the Municipal Tax (special tax) in 2008 corresponds to 1,5% of the Taxable Profit, while in 2007 was the result of the application of about 10% on the IRC amount to pay (when applicable).

7. The average number of employees during 2008 was 312.

8. The following table shows the position as at 31st December 2008 of expenditures considered to be Intangible Fixed Assets and the respective depreciation made during the Financial Year.

(Amounts in Euros)

Headings	Value at 31-12-2007	Additions in 2008	Regular. in 2008	Dep. During the Financ. Year
Insp. of Concrete Understructures	0,00	55.628,70	0,00	9.271,45
Dredging	345.043,26	0,00	0,00	29.250,83
Miscellaneous Costs	38.715,15	0,00	0.00	3.899,98
Capital Increase	190.063,70	0,00	0,00	0,00
Total	**573.822,11**	**55.628,70**	**0,00**	**42.422,26**

9. During the Financial Year there were no situations covered by this note relating to the depreciation of 'Goodwill' over a period of more than 5 Years.

10. The variations recorded under the Heading of Fixed Assets and the respective depreciation and provisions were as follows:

10.1 - Fixed Assets

(Amounts in Euros)

Headings	Gross Assets					
	Opening Balance	Increases	Disposals	Transfers	Write-Offs	Close Balance
INT. FIXED ASSETS						
Start-up Costs	573.822,11	55.628,70				629.450.81
	573.822,11	**55.628,70**				**629.450.81**
TANG. FIXED ASSETS						
Land and Nat. Resources	2.567.100,00					2.567.100,00
Build. and O. Structures	5.945.807,72	1.317.718,30				7.263.526,02
Basic Equipment	14.145.075,48	885.566,62			1.128,44	15.029.513,66
Transport Equipment	376.397,08	705,00	4.317,18		2.065,77	370.719,13
Tools and Utensils	5.530.421,19	157.666,01				5.688.087,20
Office Equipment	4.198.434,47	135.849,36			174.715,18	4.159.568,65
Fixed Assets in Progress	1.158.385,48	2.363.813,36		2.553.133,90		969.064,85
	33.921.621,42	**4.861.318,65**	**4.317,18**	**2.553.133,90**	**177.909,39**	**36.047.579,51**
FINANCIAL INVEST.						
O. Financ. Applications		4.066.486,58				4.066.486,58
		4.066.486,58				**4.066.486,58**
Total	**34.495.443,53**	**8.983.433,93**	**4.317,18**	**2.553.133,90**	**177.909,39**	**40.743.516,90**

10.2 - Depreciation and provisions:

(Amounts in Euros)

Headings	Depreciation and Provisions				Net Value
	Opening Balance	Increase	Cancellations/ Reversion	Closing Balance	
INT. FIXED ASSETS					
Start-up Costs	440.599,30	42.422,26		483.021,56	146.429,25
	440.599,30	**42.422,26**		**483.021,56**	**146.429,25**
TANG. FIXED ASSETS					
Land and Nat. Resources					2.567.100,00
Build. and O. Structures	4.676.931,75	513.191,32		5.190.123,07	2.073.402,95
Basic Equipment	10.447.095,89	1.072.002,75	1.128,44	11.517.970,20	3.511.543,46
Transport Equipment	257.453,70	67.855,33	6.382,95	318.926,08	51.793,05
Tools and Utensils	5.090.833,19	159.556,69		5.250.389,88	437.697,32
Office Equipment	3.777.783,91	177.168,40	174.338,77	3.780.613,54	378.955,11
Fixed Assets in Progress					969.064,85
	24.250.098,44	**1.989.774,49**	**181.850,16**	**26.058.022,77**	**9.989.556,74**
FINANCIAL INVEST.					
O. Financ. Applications					4.066.486,58
					4.066.486,58
Total	**24.690.697,74**	**2.032.196,75**	**181.850,16**	**26.541.044,33**	**14.202.472,57**

13. With exception for Land in according of the above referred note 3.2.

14. All Tangible Fixed Assets of the Company excluding Land and Natural Resources are located on properties belonging to others.

Tangible Fixed Assets	Increase Tangible Fixed Assets		Fixed Assets in Progress
	Total	Build and O. Structures	
36.047.579,51	4.861.318,65	1.317.718,30	969.064,85
36.047.579,51	**4.861.318,65**	**1.317.718,30**	**969.064,85**

19. Because of the legal valuation criteria and of the practices followed by the Company to account for items of current assets, there are no differences materially relevant between those costs and the costs equivalent to the respective market prices.

21. Statement of variations occurred in current assets, were as follows:

Adjustments:

Headings	Opening Balance	Increase	Reversion	Closing Balance
Third Party Debtor:				
Clients C/A	182.885,70	30.626,48	74.948,75	138.563,43
Stocks:				
Rm, Subs. and for Consumption	182.319,12	62.197,90	1.399,27	243.117,75
Total	**365.204,82**	**92.824,38**	**76.348,02**	**381.681,18**

23. Doubtful debts amounting to 138.563,43 Euros are recorded under the heading "Doubtful Debtors", adjustment in the some amount (2007= €182.885,70).

24. No advances or loans have been made to members of the Board of Directors and of the Auditing Committee of the Company.

25. Debts to and from Personnel on active service as at the end of the Financial Year, were as follows:

Headings	2008	2007
Debts from Personnel	179.445,30	67.143,57
Debts to Personnel	1.085.045,88	1.020.178,00

Debts to Personnel correspond to holidays and holiday's Subsidy, concerning to Financial Year 2008, which are paid during the Year 2009.

26. As at 31st December 2008, there weren't accounted values in Bills of Exchange.

28. There are no overdue debts to the "Government and Other Public Sector Institutions".

29. At the end of the Financial Year there were no debts to third parties with more than five years to maturity.

30. As at the Balance Sheet date, no rights of third parties covered by pledged assets were known.

31. As at 31st December 2008 no financial commitments other than those duly recorded in the Balance Sheet were known.

32. As at 31st December 2008, the following contingent liabilities (Bank Guarantees and/or Performance Insurance Bonds) were recorded:

Institutions	Currency	Amount	Beneficiary
MILLENNIUM/BCP	EUR	100.000.00	ALFANDEGA DE SETÚBAL
MILLENNIUM/BCP	EUR	115.062,02	APL
MILLENNIUM/BCP	EUR	522.161,33	CH.SERV.FIN.SETUBAL 1
MILLENNIUM/BCP	USD	1.000.000,00	NNPC Nigerian Nat. P. Corp.
MILLENNIUM/BCP	EUR	55.660,96	ALFÂNDEGA DE LISBOA
MILLENNIUM/BCP	EUR	24.939,90	ALFÂNDEGA DE LISBOA
MILLENNIUM/BCP	EUR	5.856,00	APL

34. Variation in provisions:

(Amounts in Euros)

Headings	Opening Balance	Increase	Reduction	Closing Balance
Others Provisions	937.525,90	850.000,00	70.286,49	1.717.239,41
Total	**937.525,90**	**850.000,00**	**70.286,49**	**1.717.239,41**

36. As at 31st December 2008 the Share Capital was divided into 1.000.000 shares of 5 Euros each.

37. As at 31st December 2008, the following Companies held at least 20% of the Share Capital:

Company	Direct Participation of the Capital	
	%	Amount
NAVIVESSEL, ESTUDOS E PROJECTOS NAVAIS, S.A.	72,82	3.641.275,00
THYSSENKRUPP MARINE SYSTEMS AG	20,00	1.000.000,00

40. Summary of the accounts of Shareholders' Funds:

(Amounts in Euros)

Headings	Opening Balance	Increase	Decreases	Closing Balance
Share Capital	5.000.000,00			5.000.000,00
Legal Reserves	888.215,32	509.957,94		1.398.173,26
Prof. C. Forward	11.613.708,66	9.689.200,95	8.000.000,00	13.302.909,61
Net Profit	10.199.158,89	15.320.842,59	10.199.158,89	15.320.842,59
Total	**27.701.082,87**	**25.520.001,48**	**18.199.158,89**	**35.021.925,46**

THE LEGAL RESERVE: It is settled by the Commercial Law that at least 5% of the annual Net Profit must be appointed to the Legal Reserve reinforcement until this represents at least 20% of the Share Capital. This Reserve can't be shared unless in case of the liquidation of the Company, but it can be used to cover losses brought from previous years after the others reserves have been drained, or incorporated in the Share Capital.

41. Statement of cost of goods sold and raw materials consumed:

• Variation in raw materials, subsidiary and for consumption:

(Amounts in Euros)

Headings	2008	2007
Opening stocks	2.159.686,07	2.104.676,17
Purchases	9.555.025,71	7.163.068,36
Stocks Regularization	0,00	0,00
Closing Stocks	2.431.177,52	2.159.686,07
Cost of Sold / Lean Stocks	9.283.534,26	7.108.058,46

42. Statement of variations in production:

• Variation in products and work in progress:

(Amounts in Euros)

Headings	2008	2007
Closing Stocks	5.995.821,35	2.356.188,77
Opening Stocks	2.356.188,77	535.225,96
Increase / Reduction in Financial Year	3.639.632,58	1.820.962,81

• Statement of the Costs of Sales and Services Rendered:

(Amounts in Euros)

Headings	Services Rendered	
	2008	2007
Opening Stocks	2.356.188,77	535.225,96
Receipts of Production	106.540.323,77	93.919.948,89
Closing Stocks	5.955.821,35	2.356.188,77
Costs of Sales and Rendered Services	102.940.691,19	92.098.986,08

43. Remunerations paid in 2008 to Members of the BODIES CORPORATE in relation to their respective duties performed during the Financial Year:

Bodies Corporate	2008	2007
BOARD DIRECTORS	691.468,80	565.987,56
AUDITING COMMITTEE	41.415,00	40.943,00

44. The net value of Sales and Services Rendered is broken-down as follows:

(Amounts in Euros)

Headings	2008	2007
Domestic Market		
Services Rendered	6.152.470,55	6.177.140,76
Supplies and External Services	101.460.544,98	87.827.087,57
E.U. Market		
Services Rendered	69.358.543,60	65.447.262,63
Supplies and External Services	4.625.885,62	4.583.115,75
Out of E.U. Market		
Services Rendered	75.031.394,28	51.649.643,37
Supplies and External Services	148.021,09	35.692,73
Grand Total		
Services Rendered	**150.542.408,43**	**123.274.046,76**
Supplies and External Services	**106.234.451,69**	**92.445.896,05**

45. The statement of Financial Profits and Losses is as follows:

(Amounts in Euros)

Account	Costs and Losses	2007	2006
681	Interest Paid	392,55	39,88
685	Unfavourable Foreign Exchange Differences	11.947,14	47.460,91
688	Other Financial Costs and Losses	78.320,99	66.483,82
	Financial Profits/Losses	2.007.669,44	1.226.476,86
		2.098.330,12	**1.340.461,47**
Account	**Income and Gains**		
781	Interest Received	1.720.764,81	1.015.322,69
785	Favourable Foreign Exchange Differences	33.947,03	51.514,32
786	Discounts Received for Payment at Sight	303.280,84	261.124,85
788	Reversions and O. Except. Income and Gains	40.337,44	12.499,61
		2.098.330,12	**1.340.461,47**

46. The statement of Exceptional Profits and Losses is as follows:

(Amounts in Euros)

Account	Costs and Losses	2008	2007
691	Donations	143.860,00	138.400,00
692	Debits Unrecovered	14.632,97	0,00
693	Losses in Stocks	22.624,59	59.044,45
694	Losses in Fixed Assets	376,41	0,00
695	Fines and Penalties	84,94	3.874,00
696	Increase of Depreciations and Provisions	0,00	0,00
697	Adjustment to previous Financial Years	465.930,92	221.751,04
698	Other Exceptional Costs and Losses	5.124.867,20	915,77
	Exceptional Profits/Losses	-4.574.878,42	2.321.672,61
		1.197.498,61	**2.745.657,87**
Account	**Income and Gains**		
791	Restitution of Taxes	589.678,03	591.136,45
793	Gains in Stocks	102.674,49	40.888,81
794	Gains in Fixed Assets	600,00	12.250,00
796	Reduction in Depreciation and Provisions	70.286,49	0,00
797	Adjustment to previous Financial Years	426.937,79	2.077.506,74
798	Other Exceptional Income and Gains	7.321,81	23.875,87
		1.197.498,61	**2.745.657,87**

47. There is no other information required by law.

1. Under the terms and for the purposes of Article 447 of the Code of Commercial Companies, it is reported that Eng. José António Leite Mendes Rodrigues and Dr. Nelson Nunes Rodrigues, Members of the Board of Directors of LISNAVE, ESTALEIROS NAVAIS, S.A., the only Shareholders of NAVIVESSEL, ESTUDOS E PROJECTOS NAVAIS, S.A., are entitled on 728.257 shares.

As regards the Supervisory Body of the Company, it is stated that it is not in any of the situations set forth in the text of this Article.

2. Under the terms and for the purposes of paragraph 4 of Article 448 of the Code of Commercial Companies, it is reported that, according to the records of the Company, as at the closing date of the Financial Year, the following Shareholders held respectively 72,82% and 20,00% of the Share Capital of LISNAVE:

- **NAVIVESSEL, ESTUDOS E PROJECTOS NAVAIS, S.A.**
  Holder of 728.257 Shrares.

- **THYSSENKRUPP MARINE SYSTEMS AG**
  Holder of 200.000 Shares.

3. As at 31st December 2008, the Shareholding Structure of LISNAVE was as follows:

SHAREHOLDERS	SHARES HELD	% VOTING RIGHTS	% TOTAL
- NAVIVESSEL, ESTUDOS E PROJECTOS NAVAIS, S.A.	728.257	72,82	72,82
- THYSSENKRUPP MARINE SYSTEMS AG	200.000	20,00	20,00
- PORTUGUESE GOVERNMENT	29.666	2,97	2,97
- GENERAL PUBLIC	42.077	4,21	4,21
TOTAL	**1.000.000**	**100,00**	**100,00**

4. Positions held by the Directors of LISNAVE in other Companies:

DIRECTORS	COMPANIES	POSITION HELD
JOSÉ ANTÓNIO LEITE MENDES RODRIGUES	NAVIVESSEL, S.A. NAVALSET, S.A. LISNAVE INFRAESTRUTURAS NAVAIS, S.A. LISNAVE INTERNACIONAL, S.A. LISAPRO, LDA.	Director Chairman B.D. Chairman B.D. Director Manager
NELSON NUNES RODRIGUES	NAVIVESSEL, S.A. NAVALSET, S.A. LISNAVE INFRAESTRUTURAS NAVAIS, S.A. LISNAVE INTERNACIONAL, S.A. REPROPEL, LDA.	Director Director Director Chairman B.D. Manager
ALOÍSIO FERNANDO MACEDO DA FONSECA	CPCOM, S.A.	Director
FREDERICO JOSÉ FERREIRA DE MESQUITA SPRANGER	LISNAVE INTERNACIONAL, S.A. MECNAVIS, S.A. DAKARNAVE, S.A. A.I. MARÍTIMAS FENAME	V/Chairman B.D. Chairman B.D. Chairman B.D. Chairman V/Chairman
JOÃO RUI CARVALHO DOS SANTOS	NAVIVESSEL, S.A. LISNAVE INTERNACIONAL, S.A. NAVALROCHA, S.A GASLIMPO, S.A. MECNAVIS, S.A. DAKARNAVE, S.A. TECOR FUNDENAV A.I. MARÍTIMAS FENAME	Director Director Director Director Director Director Director Chairman A.C. V/Chairman V/ Chairman A.C.
MANUEL SERPA LEITÃO	NAVIVESSEL, S.A. LISNAVE INFRAESTRUTURAS NAVAIS, S.A. GASLIMPO, S.A. TECOR, S.A. REBOCALIS, LDA. LISNAVE INTERNACIONAL, S.A. FUNDENAV A.I. MARÍTIMAS	Chairman Table G.M. Manag. Director Chairman B.D. Chairman Table G.M. Chairman Director Chairman Chairman Table G.M.

48. Other information considered relevant to better acknowledgement of Financial position and Profit and Loss

Profit and Loss Statement by Activity

The Statement of Profit and Loss by Activity was prepared according to Accounting Statement of Practice number 20, which is based on a concept of Exceptional Profits and Losses, and net Financing Costs different from that set forth in the Official Plan of Accounts (POC) for the preparation of the Statement of Profit and Loss by Activity. Consequently, the amount of Exceptional Results (-4.574.878,42 Euros) shown in the Statement of Profit and Loss by Activity was reclassified and transferred to the headings "Other Operating Costs and Losses" and "Other Operating Income and Gains" (Euros 5.772.377,03 and Euros 1.197.498,61 Euros respectively), as well as the Costs and Losses and the Financial Income and Gains, that are not related with Loans Raised by the Company (Euros 90.660,68 and Euros 2.098.330,12 respectively), equivalent to a reclassification of Euros 2.007.669,44.

(Amounts in Euros)

Headings	By Source	Reclassification	By Activity
Operating Profits/Losses	23.703.318,62	2.555.436,53	26.258.755,15
Financial Profits/Losses	2.007.669,44	-2.007.669,44	0,00
Current Profits/Losses	0,00	-5.122.252,96	-5.122.252,96
Exceptional Profits/Losses	25.710.988,06	-4.574.878,42	21.136.109,64
Corporation Tax	-4.574.878,42	4.574.878,42	0,00
Net Profit/Loss for the Financial Year	-5.815.267,05	0,00	-5.815.267,05
Operating Profits/Losses	15.320.842,59	0,00	15.320.842,59

The amount of Euros 5.122.252,96 registered in the Heading "Profits/Losses not Usual or not Frequents" is correspondent to the cost of the Financial Year referring to the constitution of a Retiring Pension Insurance to the Company Employees.

Auditing Committee Report And Advice

- 2008 Financial Year -

Shareholders,

1. In compliance with the law and with the bylaws of the Company, the Auditing Committee of «LISNAVE - ESTALEIROS NAVAIS, S.A.», in the exercise of its responsibilities and after having examined the Balance Sheet, the Statement of Profit and Loss and the other components of the report of accounts prepared by the Board of Directors, included in the Management Report and Accounts for the 2008 financial year, hereby issues its Report and Opinion about the aforementioned components of the report of accounts.

2. The Auditing Committee has followed up throughout the financial year, with the appropriate frequency, the activity of LISNAVE, by examining the documents produced, through contacts maintained with the Departments, through the working papers made available by the external auditors and through the information meetings held on a regular basis with the Board of Directors. The Auditing Committee has also made the verification and the analyses of the accounting information, inspecting the respective supporting documentation and records. In particular, the Auditing Committee has verified the accounting entries relating to the calculation of the results of the Financial Year.

3. It is the belief of the Auditing Committee that the technical procedures followed, leading to the preparation of the financial statements submitted and, in particular, taking into account the explanations included in the Appendix to the Balance Sheet and to the Statement of Profit and Loss, supplemented by the explanations given in the Management Report prepared by the Board of Directors, reflect the amounts shown in the respective documents of support and, as a whole, portray, in financial and economic terms, the true value of the assets of the company and the results recorded.

4. In a separate document, the Official Inspector of Accounts has prepared the Legal Certification of Accounts, and the Auditing Committee has concurred with his opinion that should be taken as part of this Report.

5. The Board of Directors, in the Management Report it has prepared, describes the way in which the activity of the company was carried out during the financial year characterized by a context of not aggravation of the increase of the world economy rate and a expressive decrease of the Shiprepair market demand associated to a strong instability registered in the evolution of the average rate of the Tankers and Bulk Carriers freights.

6. During the year 2008, similarly to the recorded in the preceding Financial Years and notwithstanding the effects caused by the adverse economic and financial conditions, that have affected the world economy, the LISNAVE activity has registered again a good global performance essentially expressed by:

- Well-balanced behaviour registered in the relation: requests for estimates/orders/success rate;
- The number of ships repaired(138), of the same level than was recorded in the last year(135);
- the obtainment of a positive net profit of 15.321 thousand Euros;
- the consolidation of LISNAVE position in the Shiprepair market and of its vocation like a strongly export trader, expressed in sales to the external market of 144,4 millions Euros (96% of total prodution), going on to guarantee itself an uppermost position among the largest repair shipyards in the world.

7. In respect of the amounts recorded in the statements for the Financial Year, the following indicators stand out:

- the total volume of sales and provision of services rendered, amounting 150,5 million Euros, about 22% higher than the correspondent value in 2007;
- the weight of personnel costs, about 12,7 million Euros, which now amounted to 9,7% of total operating costs;
- the value reached by the operating profits, about 23,7 million Euros, representing 15,3% of total Operation Revenue;
- the good performnce recorded in overall financial activity, positive in 2 million Euros;
- the investments fulfilled during the Financial Year, amounting to 2,5 million Euros approximately(increased of 2,4 million Euros of fixed assets in progress);
- the "cash flow" generated during the Financial Year, amounting to 18,3 million Euros;
- the generalised improvement obtained in the management, economic and financial indicators.

8. In view of the foregoing, and as a result of the analyses and of the supervisory activities carried out during the Financial Year, the Auditing Committee, grateful for the cooperation received from the Employees of the Company it needed to contact, and grateful to the Board of Directors for its cooperation and availability and for the references made in its report, and taking into account the foreseen prospects for the activity in 2009, concludes by issuing the following

ADVICE

a) the Management Report and Accounts for the Financial Year should be approved;

b) the proposal for the appropriation of the Net Result of the Financial Year, amounting to a positive figure of €15.320.450,04, made by the Board of Directors, should be approved.

Lisbon, 26th February 2009

THE AUDITING COMMITTEE

Francisco José da Silva
- Chairman -

Maria Isabel Louro Caria Alcobia
- Member of the Auditing Committee -

Joaquim Patrício da Silva (ROC nº 320)
-Member of the Auditing Committee -
for and on behalf of
PATRÍCIO, MOREIRA, VALENTE § ASSOCIADOS
Firm of Official Inspectors of Accounts, number 21

Legal Certification Of Accounts

- 2008 Financial Year -

INTRODUCTION

1. I have examined the attached financial statements of «LISNAVE - ESTALEIROS NAVAIS, S.A.», which comprise the Balance Sheet as at 31st December 2008, (showing a balance sheet total of 92.389 thousand Euros and total shareholders' funds amounting to 35.022 thousand Euros, including a net profit of 15.321 thousand Euros), the Statement of Profit and Loss for the Financial Year and the respective Appendix to the Balance Sheet and to the Statements of Profit and Loss, the cash flow statement and the respective appendix, and the Statement of Profit and Loss by Activity for the Financial Year ended on that date.

RESPONSIBILITIES

2. The preparation of financial statements truly and appropriately portraying the financial situation of the Company and the result of its activities, the usage of adequate accounting policies and criteria, and the maintaining of an appropriate system of internal control, are of the responsibility of the Board of Directors.

3. My responsibility consists of expressing a professional and independent opinion based on my examination of those financial statements.

SCOPE

4. My examination was carried out in accordance with the Rules and the Technical Guidelines of the Society of Official Inspectors of Accounts, which require the examination to be planned and performed with the purpose of obtaining an acceptable degree of safety as to whether or not the financial statements contain materially relevant distortions. To that end, the mentioned examination included:

   - a sample verification of the evidence for the amounts recorded in the financial statements and the assessment of the estimates, based on judgements and criteria set forth by the Board of Directors of the Company, used for the preparation of the financial statements;

   - the evaluation of the adequacy of the accounting policies followed and of their respective disclosure, taking into account the circumstances;

- the verification of the applicability of the going concern concept; and
- the evaluation of the adequacy in overall terms, of the presentation of the financial statements.

5. My examination had included too the verification of the concordance of the financial information constant of the Management Report with the financial demonstrations.

6. I consider that the examination carried out provides an acceptable basis for the issue of my opinion.

OPINION

7. In our opinion, the financial information contained in the mentioned documents truly and appropriately portrays, in all materially relevant aspects, the financial situation of «LISNAVE - ESTALEIROS NAVAIS, S.A.» as at 31st December 2008, the result of its operations and the cash flows recorded in the Financial Year ended on that date, in accordance with the generally accepted accounting principles.

Lisbon, 26th February 2009

Joaquim Patrício da Silva
(Official Inspector of Accounts number 320)
for and on behalf of
PATRÍCIO, MOREIREA, VALENTE & ASSOCIADOS
Firm of Official Inspectors of Accounts number 21

Extract of the Minute of the Annual General Meeting of Shareholders held on 26th March 2009 relating to the approval of documents reporting the accounts for the 2008 Financial Year

Minutes of Meeting Nº 01/2009

The Annual General Meeting of LISNAVE, ESTALEIROS NAVAIS, S.A., was held at the Company's Registered Offices at half past eleven hours on the twenty six day of March two thousand and nine.

Dr. Luís Miguel Nogueira Freire Cortes Martins, Chairman of the Board of the general meeting, chaired the meeting assisted by Secretaries of the Board Dr. Manuel Joaquim Rodrigues and Dr. Carlos Fernando Pinheiro.

....

The Chairman also confirmed, through the respective attendance list, that the following Shareholders having voting rights were present or duly represented:

- NAVIVESSEL, ESTUDOS E PROJECTOS NAVAIS, S. A., represented by Eng. Manuel Serpa Leitão, holder of seven hundred and twenty-eight thousand two hundred and fifty-seven Shares (representing seventy-two point eighty-two percent of the votes);

- THYSSEN KRUPP MARINE SYSTEMS AG, represented by Eng. Marcus Schwaeppe, holder of two hundred thousand shares (representing twenty per cent of the votes);

- THE PORTUGUESE STATE, represented by Dra. Sofia Alexandra Dantas Figueiredo Costa, holder of twenty-nine thousand, six hundred and sixty-six shares (representing two point ninety-six per cent of the votes);

- MR. MANUEL SOUSA PEREIRA, holder of one thousand one hundred shares (representing zero point eleven per cent of the votes);

- MR. NUNO FILIPE PEDRO BAPTISTA, holder of two hundred shares (representing zero point zero two per cent of the votes).

- MR. JOÃO ALEXANDRE DINIS DE SOUSA, holder of ten thousand shares (representing one per cent of the votes).

All the members of the Board of Directors and of the Auditing Committee of the Company were present.

Item 1 – TO DISCUSS AND APPROVE THE 2008 ANNUAL MANAGEMENT REPORT AND ACCOUNTS.
The Chairman of the Board, ..., put to the vote of the Meeting the 2008 Annual Report and Accounts, prepared and submitted by the Board of Directors, which were unanimously approved.

Item 2 – TO DISCUSS AND APPROVE THE AUDIT COMMITTEE REPORT.
..., the Chairman put the Auditing Committee Report to the vote of the Meeting, which was unanimously approved.

Item 3 – TO DISCUSS AND APPROVE THE PROPOSAL FOR THE APPROPRIATION OF PROFITS
...,the Chairman of the Board read aloud the Proposal for the Appropriation of Profits, included in section 9 of the Management Report prepared by the Board of Directors, which was also unanimously approved.

Item 4 – TO CARRY OUT A GENERAL APPRAISAL OF THE MANAGEMENT AND SUPERVISION OF THE COMPANY.
..., the Chairman stated that the Table had received a Proposal subscribed by Shareholder Navivessel, Estudos e Projectos Navais, S.A., which he read out, the contents of which were as follows:

"**Proposal**

Considering the competent and efficient way in which the Company's Corporate Officers had performed their respective duties durin the last four-year period, especially during 2008, Navivessel, Estudos e Projectos Navais, S.A., proposes that the General Meeting approve a vote of praise for the Board of Directors and Audit Committee of Lisnave, Estaleiros Navais S.A..

Caparica, March 26, 2009
The Representative of Shareholder Navivessel"

....

Submitted to the vote, this proposal was approved unanimously.

Item Five – RATIFICATION OF ENGº. MARCUS SCHWAEPPE APPOINTMENT TO THE BOARD OF DIRECTORS, BY CO-OPTATION, IN ENGº. JÜRGEN PETERS REPLACEMENT.

"**Proposal**

... the Board of Directors of Lisnave Estaleiros Navais, S.A., ... proposes, in the terms of the nº. 4, of the Article 393º, of the Companies Commercial Code, that be ratified the co-optation of the Director Marcus Schwaeppe in Engº. Jürgen Peters replacement.

Mitrena, March 10th 2009
The Board of Directors"

Item Six – ELECTION OF MEMBERS OF THE BODIES CORPORATE FOR THE 2009-2012 FOUR-YEAR PERIOD

"**Proposal**
term: Four-Year Period 2009-2012

CHAIR OF THE GENERAL MEETING

Chairman:
Dr. Luís Miguel Nogueira Freire Cortes Martins
Vice-Chairman:
Dr. Carlos Fernando Soares Pinheiro
Secretary:
Dr. Manuel Joaquim Rodrigues

BOARD OF DIRECTORS

Chairman:
Engº. José António Leite Mendes Rodrigues
Voting Members:
Dr. Nelson Nunes Rodrigues
Dr. Aloísio Fernando Macedo da Fonseca
Engº. Frederico José Ferreira de Mesquita Spranger
Engº. Marcus Schwaeppe
Dr. João Rui Carvalho dos Santos
Engº. Manuel Serpa Leitão

AUDITING COMMITTEE

Chairman:
Sr. Francisco José da Silva
Voting Members:
Dra. Maria Isabel Louro Caria Alcobia
"Patrício, Moreira, Valente & Associados, SROC"
- representada por Dr. Joaquim Patrício da Silva
Alternate:
Dr. Alberto Arnauth Ribeiro – ROC

COMAPANY SECRETARY

Dr. Carlos Fernando Soares Pinheiro

REMUNERATION COMMITTEE

Chairman:
Dr. Luís Miguel Nogueira Freire Cortes Martins
Secretary:
Dr. Walter Klausmann

Mitrena, 10 de Março de 2009

(O Representante da Navivessel)"

..., o Presidente then put that proposal to the vote and it was unanimously approved.

....

Having no other matters to discuss, the Chairman of the Board closed the proceedings of which the respective minutes will be written, to be signed by the Chairman and by the two Secretaries of the Board.

Mitrena, 26th March 2008

Carlos Pinheiro
(Company Secretary)

LISNAVE
ESTALEIROS NAVAIS, S.A.

Delegations and Representative Offices

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