PEOPLE, DRIVE, COLLABORATION

Annual report 2014

ICT Automatisering

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People, Drive, Collaboration for better Business

ICT Automatisering is a leading industrial technology solutions and services provider in the Netherlands. The solutions we offer our clients involve the secondment of experienced and highly educated staff, realising system solutions on project basis and offering services to maintain IT systems.

With over 600 dedicated IT professionals in the field, we are able to translate technology into relevant business solutions in key industries. We have a 37-year track record of introducing innovative solutions to the heart of our customers' operations.

Our vertical structure mirrors the key industries we serve: Logistics, Automotive, Industrial Automation, Machine & Systems, Healthcare and Energy. ICT is active from several locations in the Netherlands and has near-shoring teams in Poland. Through its participations and subsidiary, ICT is also active in Traffic & Transport (joint venture with InTraffic) and Testing and Training (Improve Quality Services).

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ICT in figures

(x € 1,000,000)	**2014**	**2013** restated [3]
Net revenue	**63.0**	**60.8**
Added value (Net revenue minus cost of materials and subcontractors)	57.4	55.8
Operating profit from continuing operations	3.2	0.8
Result before taxes from continuing operations	3.5	1.1
Net profit from continuing operations	7.8	-
Net profit (loss)	5.0	(1.1)
Net cash flow from continuing operating activities	3.5	4.0
Personnel		
FTE as at 31 December	632	607
Average number of FTEs for year	618	602
Consolidated balance sheet information		
Shareholders' equity	34.0	30.3
Total equity and liabilities	49.4	46.5
Ratios		
Operating profit from continuing operations / net revenue	5.1%	1.3%
Net profit from continuing operations / net revenue	12.4%	0.0%
Net loss / average shareholders' equity	15.4%	(3.5%)
Solvency (Shareholders' equity / total assets)	68.7%	65.2%
Information per share of a nominal value of €0.10 (in €)		
Net profit from continuing operations) [1]	0.89	-
Net profit (loss) [1]	0.56	(0.13)
Shareholders' equity [2]	3.88	3.47
Cash dividend [2]	0.23	0.15

[1] Based on the average number of issued shares

[2] Based on number of issued shares at year end

[3] 2013 restated: for more details see consolidated financial statements, note 2.2

“We are a stronger company, fit for the future.”

Jos Blejie, CEO

This 2014 annual report is a perfect opportunity for me to reflect on the past year and share our vision, our goals, the challenges we face and the exciting new solutions we launched last year. And it was one of the most challenging years in the history of ICT Automatisering, a year in which we dealt with more change than ever before and a year that demanded an enormous amount of teamwork and commitment from all of us at ICT. Which is why we believe that the theme of this year’s report is a perfect expression of our vision and ambition in these turbulent and yet exciting times: People, Drive, Collaboration.

The cautious economic recovery I referred to in last year’s report did indeed materialise. However, in the new economic reality we can no longer take strong annual growth for granted. What we can take for granted is that our customers will look carefully quarter by quarter to see if they can justify investments in IT. What this means is that the IT industry needs to be flexible enough to adapt quickly to the speed of customer decisions. It is thanks to our ability to respond swiftly that we have been able to manage our business successfully.

Our decision to invest in hiring new young talent in combination with the start-up of a training and talent development program helped us to book the first growth in the Dutch organization. One extremely positive side-effect is this is that these new talents have brought a very welcome injection of drive, fresh ideas and the use of new technologies, all of which we can use to build our future.

Following the decision to expand our business organically in the Netherlands, we are making a definite shift towards becoming a multidisciplinary system integrator. To facilitate this change, we have acquired a minority share in U.S.-based firm LogicNets. Their excellent model-based development tool is helping us to accelerate the growth in solutions and services. Prime examples of new solutions are those we have built on the LogicNets software platform. In the field of healthcare, we have been able to use our synoptic reporting solution to speed up the diagnostic process for the Dutch pathology association and other clients in the medical world.

At the same time, last year we were confronted with additional losses at our German organization, as a result of which we decided to divest our running contracts and to liquidate our German activities. We concluded the sale in the fourth quarter.

In the latter part of the year, we entered into negotiations for the acquisition in early January 2015 of a next generation agile near-shoring company in Bulgaria, Strypes. This company is a key preferred supplier to one of the world's most specialised technology companies, ASML. The acquisition gives us access to lower-cost quality solutions based on rapid development techniques, and a definite edge in today's fiercely competitive market.

Our market driven approach has given us a basis to build market solutions and this in turn has helped our employees to focus and specialise in niche markets and more profitable areas. We have managed to convert the enthusiasm of our professional teams into new solutions and market opportunities. Also in 2014, we developed a number of innovative solutions, every single one of which addresses the needs of existing and potential clients, both today and in the future. Every vertical contributed to one or more of these innovations.

As I stated in last year's report, we critically reviewed our product market combinations and stopped developments in those areas that do not help us to move forward. All combinations have to contribute to the success of the company and they will have to continue to do so in the years ahead.

ICT Automatisering needs to be more resilient in the face of economic volatility. Achieving this will be one of our top priorities in the period ahead. We do this by forging more sustainable relationships with our customers based on long-term agreements, while the shift towards more integrated solutions that we started two years ago will help further reduce our overall exposure to the volatile and highly competitive secondment. At the same time, we will be focusing on growth industries in which we are one of the most reputable suppliers.
We believe our European software distribution agreement with LogicNets will open up the European market for us, without the need to establish a strong presence in every country.
We foresee growth in most of the industries in which we are active thanks to the products and solutions we have developed in recent years.
And we will continue to develop new and innovative solutions and services to stay ahead of the competition. These solutions and services will contribute substantially to the growth of the company.

Irrespective of what the economy brings us in the next year, we have set ourselves challenging targets, and we are ready to meet those challenges head on. After a year with many changes, turbulent times and an extraordinary general meeting of shareholders, investments and divestments, we are a stronger company, fit for the future.

Thanks to the hard work and dedication of our employees, we are making a difference at our customers. The drive of our professional teams has helped us to develop new solutions that help our customers to work on a better world. And it is the collaboration with our partners that helped our customers to respond more quickly to developments in their markets.

I would like to express my gratitude to our shareholders, our customers and our people.
It is all about people, drive and collaboration.

Jos Blejie
CEO ICT Automatisering N.V.

Barendrecht, 4 March 2015

ICT Automatisering will continue its strategy of offering innovative and effective product/market solutions, enriched with state-of-the-art technologies.

Growth requires different behaviour and demands continuous adaption and change. We need to adapt and respond to the market quickly to offer our customers the most added value. Competition is no longer confined to a multinational company, but can be any entrepreneur anywhere in the world. It is no longer possible to innovate solely from the inside; partnering is essential to exponential innovation. In these changing market conditions, ICT collaborates intensively with clients and partners to deliver innovative and effective product/market solutions enriched with the latest technology. We are committed to helping our clients to enhance flexibility and operational simplicity, while improving their business.

The elements of ICT's strategy are part of the management agenda and support the defined theme: People, Drive, Collaboration.

- **Create economic value**
  By translating new and innovative technologies into relevant business solutions for our customers in defined markets we create economic value. ICT is committed to helping its clients to enhance their flexibility and operational simplicity, while improving their business, production and communications processes. We focus on sustainable growth by offering our clients added value, through specialised expertise and top-class solutions based on innovative technology. ICT aims to become a solid system integrator, as it is in this role that it can offer its customers the most added value.

- **Offer replicable and scalable solutions**
  ICT uses an agile approach to provide distinctive repetitive solutions and services for our customers. Another vital factor in ICT's drive to become a multidisciplinary system integrator is the fact that we are increasingly offering our customers project-based solutions directed by ICT. We are meeting the growing demand among our clients for affordable and proven solutions by offering repeatable and scalable innovative solutions that take into account the entire product lifecycle.

- **Deliver innovative solutions and services**
  ICT delivers innovative and effective product/market solutions enriched with the latest technology. We are committed to helping our clients to enhance their flexibility and operational simplicity, while improving their business, production and communications processes. We focus on sustainable growth by offering our clients added value, through specialised expertise and top-class solutions based on innovative technology. ICT aims to become a solid system integrator, as it is in this role that we can offer our customers the most added value.

- **An energizing and inspiring environment**
  Retaining and sharing knowledge within the organisation is another important factor in increasing the added value we can offer our clients. ICT employees are educated and challenged on a continuing basis. Our initiative the 'Council of 20' – a group of young ICT talents – helps us to look beyond boundaries, to find new solutions and think outside the box. This creates a positive environment for our employees and our soon-to-become new colleagues.

Shareholder information

General

ICT Automatisering N.V. (ICT) has been listed on the official market of the NYSE Euronext Amsterdam N.V. Stock Exchange (ICT.AS) since 1997. The nominal value per share amounts to € 0.10. On 31 December 2014, the number of issued ordinary ICT Automatisering N.V. shares amounted to 8,747,544 (2013: 8,747,544).

Major shareholders

The following table provides an overview of equity interests on 19 February 2015.

Shareholders	participation in %
Darlin N.V	10.04
Fidelity Low Priced Stock Fund *)	9.99
Quellhorst A.J.H., Minderhout *)	7.36
Delta Lloyd Deelnemingen Fonds	5.92
Generali Holding Vienna AG	5.55
J.H. Langendoen	5.49
Navitas B.V.	5.26
Mavawe B.V.	5.14
P.C. van Leeuwen	5.12
Decico B.V.	5.01
Lazard Frères Gestion SAS	3.53

*) Source: ABN AMRO 19/5/2014

Other source: percentage presented by AFM (www.afm.nl)

The share in 2014

Closing prices in euro	2014	2013	2012	2011
Highest share price	6.05	4.87	3.45	5.80
Lowest share price	4.62	2.87	2.30	2.60
Share price on 31 December	5.81	4.75	3.22	2.65
Dividend in % price on 31 December	3.96	3.15	-	3.40
Price/earnings ratio (end financial year)	10.38	(36.54)	(5.28)	(2.88)

Dividend policy

ICT has a transparent dividend policy. The Company aims to pay out 40% of its net profit as dividend. The other 60% is added to the retained earnings. ICT uses this retained profit to finance further growth.

Investor relations

ICT pursues an open information policy towards investors and other parties with a (financial) interest in the Company. This is aimed at providing them with clear and timely information on the Company's strategy and the developments relating to the Company.

ICT observes a "silent" period during which no discussions are held with investors and analysts. This pertains to a six-week period prior to the publication of the (half) yearly figures.

The website www.ict.nl (press releases, financial data) provides detailed information. Investors can e-mail questions to info@ict.nl.

Prevention misuse of insider information

ICT has rules governing the reporting of transactions involving ICT Automatisering N.V. securities by its Supervisory Board, Executive Board and other appointed persons, including staff, the management and a number of permanent advisors. ICT has also appointed a compliance officer, who is responsible for supervising compliance with the rules and regulations, and communication with the Dutch Financial Markets Authority.

Financial calendar

30 April 2015	Trading update first quarter
13 May 2015	General Meeting
20 August 2015	Publication of first half year results 2015 and analyst meeting
29 October 2015	Trading update third quarter

Members of the Supervisory Board and the Executive Board

Members of the Supervisory Board

Name:	Mr. Th. J. van der Raadt (1953), chairman (as from 30 May 2011)
Nationality:	Dutch
Position:	Director, Van der Raadt Management BV
Ancillary positions:	Chairman of the Supervisory Board of Veen Bosch en Keuning, Utrecht Member of the Supervisory Board of Remeha Group BV – BDR Thermea
Initially appointed in:	2011
Current term until:	2015

Name:	Mr. F.J. Fröschl (1951)
Nationality:	German
Position:	CEO, HI TEC INVEST
Main ancillary positions:	Chairman of the Supervisory Board of MPHASIS Ltd, Bangalore, India Vice Chairman of the Supervisory Board of PE-International AG, Stuttgart, Germany
Initially appointed in:	2011
Current term until:	2015

Name:	Mr. D. Luthra (1950)
Nationality:	Indian
Position:	Director, Nogunoglor Holding BV
Main ancillary position:	Member of the Board of Advisors, Van Weelde Shipping Group
Initially appointed in:	2012
Current term until:	2016

Name:	Mr. J.A. Sinoo (1953)
Nationality:	Dutch
Position:	Managing Partner at ConQuaestor Executives
Main ancillary positions:	Chairman of the Supervisory Board of MaxGrip BV, Utrecht, Chairman of the Raad van Toezicht of CVO Groep, Driebergen
Initially appointed in:	2010
Re-appointed:	2014
Current term until:	2018

Member of the Executive Board

Name:	Mr. J.H. Blejie (1959)
Nationality:	Dutch
Position:	CEO and Chairman of the Executive Board
Main ancillary position:	Chairman of the Board of Advisors, Prospex BV Member of the Board of Advisors Innocomm BV

Name:	Mr. W.J. Wienbelt (1964)
Nationality:	Dutch
Position:	CFO and member of the Executive Board

Mr. Th. J. van der Raadt

Mr. F.J. Fröschl

Mr. D. Luthra

Mr. J.A. Sinoo

Mr. J.H. Blejie

Mr. W.J. Wienbelt

Introduction

We hereby present ICT Automatisering's 2014 annual report and financial statements. In 2014, ICT's management and staff all once again demonstrated their dedication and commitment to the company and worked hard to build on and improve the results ICT realised in 2013. The Supervisory Board is gratified to note that thanks to the efforts of all involved, ICT managed to take advantage of new market opportunities, winning a number of major contacts from new and existing clients and building a solid foundation for future growth.

Compared with the turbulence of previous years, 2014 might be described as a year of transition, showing the first results of the renewed focus and energy of ICT. It was the first full year under the leadership of a new Executive Board. The appointment of ICT's new Chief Executive Officer, Jos Blejie, near the end of 2013 and of financial director Jan Willem Wienbelt as the new Chief Financial Officer following last years´ Annual General Meeting of Shareholders in May 2014, proved to be positive moves at an important turning point for the company. The strategy was confirmed and further refined, driven by a greater focus on project-based contacts and the shift away from pure secondment. At the same time, there was a strong focus on improving operational management and control of indirect costs. And last but not least, important portfolio decisions were taken, resulting in the sale of the German operations, to liquidate the German holding company and new investments, such as a strategic minority investment in the US, and the acquisition of Strypes in Bulgaria. After several difficult years, the company is now back in profit and on the road to growth. The Supervisory Board devoted substantial time to discussing these developments and the actions taken in depth with the Executive Board and the relevant stakeholders.

Making the right choices

The new Executive Board has demonstrated its ability to make relevant strategic choices. They have put ICT back firmly in the driving seat of its own destiny. One of the most important of these was the decision to pull out of acquisition talks with Brandfort. We were very pleased that ICT's shareholders initially approved the proposed merger at the Extraordinary General Meeting of Shareholders in February 2014, as Brandfort could have been an excellent fit for ICT. However, we believe the Executive

Board's decision to end the talks in April 2014, as no agreement could be reached in the final negotiations, was the right one.
The Executive Board and the Supervisory Board had already discussed and rejected the unsolicited merger proposal from DPA. As we said in last year's annual report, DPA's exclusive focus on secondment was not a good fit with ICT's renewed strategic focus. We believed the merger was not a good idea from a strategic standpoint and not in the interests of our stakeholders.

Back on the road to growth

The new strategic focus had led to a clear improvement in performance and profitability. ICT is gaining momentum and the shift in focus towards more project-based assignments promises to create new market opportunities in the years ahead. The Executive Board made a number of key strategic choices over the past year, aimed at sharpening the company's strategic focus. These included the sale of ICT's German subsidiary ICT Software Services GmbH to Alten GmbH, the German subsidiary of French group Alten S.A. ICT's German business had been underperforming for a number of years. This was largely due to the lack of scale required to achieve sustainable and profitable growth. We believe the decision to sell ICT Software Services GmbH was the right one from a strategic and financial perspective. It also represented a clear sign that ICT is determined to make its own choices, with a clear view to where the best market opportunities can be found.

On the investment side, ICT decided to take a 20% minority participation in LogicNets, Inc., a promising software development venture in the US, with which ICT already had built a fast growing European distribution activity. The partnership forged in early 2014 has already generated various contracts. Later in the year, the strategic competitive need for near shoring facilities, was addressed by the proposed acquisition of Strypes in Bulgaria.

Financial Statements 2014

In a meeting held on 4 March 2015, the Supervisory Board discussed the 2014 financial statements prepared by ICT's Executive Board, in accordance with International Financial Reporting Standards (IFRS, as adopted by the EU). The financial statements and the audit findings were discussed with the auditors at the Audit Committee at a meeting on 20 February 2015. The financial statements were audited by Deloitte Accountants B.V. who issued an unqualified audit opinion, which you can read in full on page 120 of this Annual Report.

The Board will propose to the Annual General Meeting of Shareholders, to be held on 13 May 2015, that the meeting:

- Adopts the financial statements for the year 2014;
- Adopts the proposed dividend;
- Discharges the Executive Board and the Supervisory Board for their management and supervision respectively of the company in the year under review.

Dividend 2014

The company proposes to pay a dividend of € 0.23 per share, which is equivalent to a pay-out ratio of 40%. This dividend will be payable as per 12 June 2015.

Topics discussed during Supervisory Board meetings

In the year under review, the Supervisory Board met 11 times in the presence of the Executive Board. The external auditor attended one Supervisory Board meeting. In addition, the Supervisory Board had regular meetings without the Executive Board present.

With the Executive Board, the implementation of ICT's new strategy was discussed, with its shift towards more project-based contracts, as well as the opportunities to put the strategy into action. As the year progressed, our meetings also covered the various initiatives ensuing from the refined strategy. The Board also discussed the company's operational performance and the improvement in this performance over the year. We were pleased to note on a number of occasions that ICT is regaining the reputation it deserves, with clients and potential clients, in the labour market and in the investment markets, which is attested to by the rise in the company's share price during the year. Thanks to the foundation laid over the past three years and the company's new sense of élan, ICT now has again a reputation as a favoured partner, which is in itself creating opportunities for new business. This hard-earned respect as a partner in large-scale and complex projects is making it easier for ICT to hire the right people. Over the course of the year, the Supervisory Board also discussed the company's financial performance, and devoted a number of meetings to the proposed transaction with Brandfort, plus the performance of the newly-appointed Executive Board. Supervisory board representatives also discussed various strategic and operational matters with representatives from the works council.

In 2014, the Supervisory Board also held two plenary meeting(s) in the absence of the Executive board and senior management, in which the members discussed the performance of the Executive Board, as well as the performance and remuneration of the Supervisory Board and its committees.

During the course of the year, cooperation between the Supervisory Board and senior management, including the new CEO and CFO, has been both constructive and open. The senior management provided the Supervisory Board and its committees with all the information it needed to fulfil their role. The Supervisory Board convened two shareholders meetings, the Annual General Meeting held on 21 May 2014 and an earlier extraordinary meeting held on 11 February 2014 to discuss the proposed merger with Brandfort.

Self-evaluation

In December 2014, on request of the Chairman the members of the Supervisory Board executed a self-evaluation of the functioning of the Supervisory Board facilitated by an external moderator. Topics discussed were education and training requirements, the functioning of the Supervisory Board as a team as well as of the individual members and, the balance between strategic and operational topics and the quality of information for decision making provided by the Executive Board. The discussion took place in a private meeting. Certain areas were identified that could be improved and it was decided that the Chairman would make an action list and would follow-up with individual members and Executive Board to address specific topics. It was concluded that the Supervisory Board is a well-functioning team, existing of members with an adequate mix of experience and competences. The functioning of the Supervisory Board committees (audit committee and appointment/remuneration committee) was considered to be satisfactory.

Remuneration

The annual remuneration of the members of the Supervisory Board was adjusted for the last time at the Annual General Shareholders Meeting of 23 May 2007. In 2011 and 2012 additional remuneration has been determined for the Chairman of the Supervisory Board and the Chairman of both the Audit Committee and the Remuneration and Appointments Committee. The annual remuneration of the members of the Supervisory Board is being reviewed on an annual basis; the latest review has taken place in Q4 2014 by a specialized consultant. In line with the developments with respect to the remuneration of Supervisory Board members in the markets where ICT operates, as well as the level of their involvement, the Supervisory Board will present a proposal to the Annual General Meeting of Shareholders on 13 May 2015 to adjust the annual remuneration of the Supervisory Board.

Composition of the Supervisory Board

The composition of the Supervisory Board was unchanged in the year under review. Mr. Jan Sinoo has been reappointed at the Annual General Meeting of Shareholders on 21 May 2014. The term of the Chairman, Mr. Theo van der Raadt and Mr. Friedrich Fröschl expires in 2015. The Board intends to submit a proposal to the Annual General Meeting of Shareholders on 13 May 2015 to reappoint Mr. Van der Raadt and Mr. Fröschl for an additional four-year term.

The Supervisory Board considers all its members to be independent pursuant to the Dutch Corporate Governance Code. We will continue to pay close attention to applicable independence criteria.

Supervisory Board committees

Audit Committee

Mr. Deepak Luthra (Chairman) and Mr. Jan Sinoo are members of the Audit Committee. In 2014, the Audit Committee held four meetings in the presence of ICT's Chief Financial Officer and group controller. The external auditor also attended these meetings. The Audit Committee also met with the external auditor in the absence of the Executive Board members. The Audit Committee meetings are generally held slightly ahead of the Supervisory Board meeting, where the Audit Committee Chairman reports on the principal issues discussed, on any actions to be taken and the follow up on such actions.

The Chairman of this committee also makes recommendations on matters requiring a decision by the Supervisory Board as a whole. Subjects other than the annual financial statements discussed during the year under review included:

- the 2014 interim (quarterly) financials and the 2015 budget;
- the risk management and internal control framework;
- the management letter, the external auditor reports, the key audit matters and the follow-up by management on the recommendations of the external auditor;
- the performance of the cash generating units, also in the light of the annual goodwill impairment testing;
- discontinued operations in Germany;
- corporate income tax position;
- the processes relating to any strategic alliances under consideration;
- the extension of the audit engagement to the current external auditors.

Remuneration and Appointments Committee

This committee consists of Mr. Jan Sinoo (Chairman) and Mr. Theo van der Raadt. The committee held three formal meetings in the year under review in the presence of ICT's Chief Executive Officer and also met once in his absence. Subjects discussed included the remuneration policy, the composition of the Executive Board and top management bodies, the performance and remuneration of the Executive Board and the HR policy of the company. The committee submitted several proposals regarding the application of the remuneration policy of the company to the Supervisory Board and these proposals were approved. During the past financial year, no changes were made to the existing remuneration policy. You will find more information in the 'Remuneration report' section below and on ICT's corporate website.

Composition of the Executive Board

The Executive Board consists of Mr. Jos Blejie, who was officially appointed as member of the Executive Board (CEO) of ICT on 21 May 2014 and Mr. Jan Willem Wienbelt who was officially appointed as member of the Executive Board (CFO) of ICT on 21 May 2014.

Corporate Governance

The Supervisory Board and the Executive Board share responsibility for ICT´s corporate governance structure. At least once each year, the Supervisory Board discusses corporate governance rules applicable to the Company and advises on possible changes. In the event of any substantial changes in the corporate governance structure and in the compliance of the Company with the Dutch Corporate Governance Code, these changes are put on the agenda of the General Meeting of Shareholders and discussed at the said meeting. A separate section on corporate governance is included on page 53 of this annual report. This section describes the company's approach to corporate governance and explains how the company implements the Dutch Corporate Governance Code.

Diversity

In accordance with recent legislation, Dutch companies are obliged to pursue a policy of having at least 30% of the seats on the Executive Board and the Supervisory Board be held by women. ICT's Executive Board and Supervisory Board do not yet meet these thresholds. ICT is a supporter of diversity, and will do its best to mirror best practices in the future.

Concluding remarks

As a Supervisory Board, we are grateful to observe the positive results of efforts made in the last few years to bring new momentum to ICT. It is obvious that the company will have to further demonstrate its ability to produce improved financial results and significant growth, autonomously as well as by acquisition. With the current spirit and the full support of the whole organisation, we trust that that those goals can be achieved. We would like to thank the Management, the employees, the Works Council and all further stakeholders for their loyalty and significant contribution to the progress already achieved.

Barendrecht, 4 March 2015

The Supervisory Board

Th. J. van der Raadt (Chairman)
F.J. Fröschl
D. Luthra
J. A. Sinoo

Key figures

(x € 1,000,000)	**2014**	**2013** restated *)
Revenue	63.0	60.8
Revenue added value	57.4	55.8
Operating result from ordinary continuing operations (before exceptional items)	5.2	5.6
Exceptional items	(0.8)	(1.4)
Operating result from ordinary continuing operations (after exceptional items) **)	4.4	4.2
Financial income	0.4	0.3
Net loss after taxes from discontinued operations	(2.8)	(1.1)
Impairment	(1.2)	(3.4)
Taxes	4.3	(1.1)
Net profit	5.0	(1.1)
Operating margin from ordinary continuing operations (after exceptional items)	7%	7%
Earnings per share	0.56	(0.13)
Dividend per share (proposal to the AGM)	0.23	0.15

*) Restated for the first time adoption of IFRS 11 and discontinued operations.
For reference see note 2.2a and 2.2b. in the financial statements.

**) Operating profit excluding impairment charges, including exceptional items.

Highlights:

- Revenue up 3.7% at € 63.0 million in 2014, as a result of more licence sales and more direct employees in the Netherlands.
- Operating margin from continuing operations after exceptional items comparable to 2013 at 7%.
- In the second half of 2014, ICT announced and completed the divestment of its German activities to Alten GmbH.
- ICT strenghtened its partnership with LogicNets Inc. through a broadened exclusive distribution agreement for Western Europe and the acquisition of a 20% strategic stake in the US company.
- ICT signed an agreement to acquire 100% of the shares of Strypes Bulgaria, a specialist in embedded software development. In January 2015 ICT obtained control over Strypes.

ICT succeeded in realising organic growth in the Netherlands and was able to maintain profitability at the same level as in 2013, despite some extra outlays on marketing and sales and the recruitment of young professionals.

ICT's focus in 2014 was on the execution of its strategy. ICT has taken additional steps to put its house in order, the most significant of which was the sale of ICT's Germany-based activities. By taking these steps, ICT has created a stable platform for the roll-out of our strategy and business growth on a sustainable basis.

ICT completed the sale of its German operations to Alten GmbH, a German subsidiary of Alten SA. Following the divestment, ICT decided to liquidate its German subsidiary, ICT Software Engineering GmbH. This decision resulted in a deferred tax benefit of € 5.6 million in the Netherlands. Corporate income tax related to normal business activities amounted € 1.4 million in 2014. Taking into account the deferred tax benefit, corporate income taxes came in at € 4.3 million positive in 2014 (2013: € 1.1 million negative). The result from discontinued operations amounted to a loss of € 2.8 million in 2014 (2013: loss of € 1.1 million). In the second half of 2014, ICT strengthened its strategic partnership with LogicNets. The 20% strategic stake ICT took in LogicNets creates attractive commercial opportunities in Western Europe.

In the latter part of the year, we signed an agreement to acquire 100% of the shares of a next generation agile near-shoring company in Bulgaria, Strypes. This company is a key preferred supplier to one of the world's most specialised technology companies, ASML. The acquisition provides us access to lower-cost quality solutions based on rapid development techniques, and a definite edge in today's fiercely competitive market. The acquisition was completed on 6 January 2015.

Organisational development

Effective 2015, ICT started to restructure its business to create a more effective and commercial organization. In the previous organisational structure, ICT devoted too little attention to the acquisition of new business and to the development of new emerging markets. To make sure ICT devotes the required attention to these issues, ICT decided to change the steering concept of the company. Therefore from 2015 onwards, the Executive Board, together with the extended Management Team will steer product/market combinations directly (organised into business units). New business sales in emerging markets will be centralized, while the business units will work together on projects. No business unit will be larger than 100 FTEs and will be fully focused on a particular product/market combination. The KPIs used to monitor and evaluate the performance of the business units will depend on the specific circumstances of the individual business unit.

Each business unit offers market-specific solutions in which ICT has a high level of expertise, which enables the company to offer its clients greater added value. This puts ICT in a position to execute projects for its clients independently, making use of the specialist expertise and experience it has gained from previous assignments for its clients. As a result, ICT will be able to realise innovative solutions for its clients that are also both repeatable and scalable.

Retaining and sharing knowledge across the organisation is another important factor in increasing the added value we can offer our clients. ICT educates and challenges its employees on a continuous basis, which also creates a positive environment from a recruitment perspective.

Financial developments

Revenue and gross margin

ICT Automatisering (ICT)'s revenue came in at € 63.0 million in 2014, compared with € 60.8 million in 2013. As a result of licence sales and the increase in operational hours due to the increased number of direct employees in the Netherlands, ICT was able to realize 3.7% higher revenue than 2013. The license sales were due to the partnership ICT formed with LogicNets.

Revenue at the Machine & Systems Vertical (including Energy and Healthcare) was up 4.4% at €29.5 million, from € 28.2 million in 2013. Revenue growth was due to LogicNets License sales and more demand from customers. On the other hand, last year saw continued strong pressure on secondment rates. The relatively small Healthcare and Energy Verticals are developing in line with expectations, while the Healthcare Vertical acquired a number of interesting contracts.

The revenue at the Logistics Vertical was in line with 2013 at € 9.3 million. During the second and the third quarters of the year, this vertical saw less demand from clients, but this was offset by higher revenues in the first and fourth quarters of 2014.

The Industrial Automation Vertical saw revenue increase by 9.0% to €15.9 million, from € 14.6 million in 2013, due to increased demand for projects, and as a result of project related material sales.

Revenue at the Automotive Vertical and at Improve Quality Services was in line with 2013 (Automotive Vertical: € 5.6 million, Improve Quality Services: € 3.2 million).

The external cost of sales, largely comprising material, expenses and outsourced work, increased to € 5.7 million (2013: € 5.0 million), mainly due to increased LogicNets licence sales.

Operating expenses

Personnel expenses, at € 40.2 million in 2014, were higher than the € 38.4 million recorded in 2013. This was largely due to the growing average number of employees (plus 18 FTEs) and includes an average salary increase of 2.0%.

The focus on the reduction of indirect costs continued. In 2014, we renegotiated rental agreements and reduced personnel costs at support departments in the future.

Operating result

The operating profit from continuing ordinary operations after exceptional items in 2014 was higher than in 2013 and amounted to € 4.4 million. The operating margin was down, due to pressure on secondment rates and outlays made in marketing and sales. The margin was also impacted by the successful recruitment drive for young professionals, who were not as expected immediately fully productive.

As in 2013, ICT incurred exceptional costs in 2014. In 2013, these totalled € 1.4 million, with approximately € 1.0 million of these costs related to investigations of strategic combinations. In 2014, exceptional costs amounted € 0.8 million and were all related to the investigation and realisation of strategic combinations.

Despite numerous attempts in recent years to make its German business profitable, ICT concluded in the first half of 2014 that the German activities would not contribute to a positive result in 2014. In view of this and the fact that in Germany ICT did not have the necessary critical mass to serve the multinational corporations, ICT decided to discontinue its German activities. As a result of the decision to divest, ICT Germany is recognised as "Discontinued operations". The result from these operations amounted to a loss of € 2.8 million in 2014 (2013: loss of € 1.1 million).

Developments within Verticals

Machine & Systems

The Machine & Systems Vertical focuses on the development of total solutions, a significant proportion of which consist of embedded software, together with hardware. This vertical has also built up specific expertise in Calibration, Performance and Diagnostics (CPD), which it offers to the market in the form of outsourcing services. In addition, the vertical has invested structurally in the development and successful delivery of an end-to-end Connected Devices solution, which provides a total solution, from Embedded right through to the Cloud.

The operating result at the Machine & Systems vertical was lower than in 2013 and came in at € 2.6 million (2013: € 3.1 million). The operating margin was lower in 2014, largely as a result of pressure on secondment rates and slightly lower productivity. The drop was partly compensated by increased operating margins as a result of LogicNets license sales.

Logistics

The Logistics Vertical is largely active in port logistics and goods transport. Operating results at Logistics came in at € 0.6 million in 2014 (2013: € 1.0 million). In the second and the third quarters of the year, this vertical saw less demand from customers, which had a negative impact on productivity. This was offset by higher revenues in the first and fourth quarters of this year. In addition, the Logistics vertical saw an increase in the number of direct employees, which combined with less demand from customers in the second and the third quarter of the year, saw a year-on-year drop in productivity.

Industrial Automation

As a system integrator, the activities of the Industrial Automation Vertical are focused entirely on the implementation of software for primary processes. These are largely processes in the field of water management, plant automation in the Food & Feed industry and the continuous flow chemicals sector. The operating result at the Industrial Automatisering vertical improved to €1.5 million in 2014 from € 0.9 million in 2013, due to higher customer demand, which in turn resulted in growth in the number of employees and higher productivity. In addition, this vertical also improved its project execution, which led to improved results compared with 2013.

Automotive

The Automotive Vertical develops, sells and implements products and services throughout the entire automotive supply chain. The vertical's core business is developing embedded software for automotive systems in the infotainment and telematics market. Automotive Netherlands realized an operating result of € 0.3 million, which was lower than in 2013 (€ 0.5 million). Demand from customers was in line with 2013. Productivity was particularly high in the first three quarters of 2014, with a slight drop in the fourth quarter. Results were lower than in 2013 due to the hiring of new young professionals, who were not immediately fully productive. In the fourth quarter of the year, results were also negatively impacted as a result of work transferred to Alten GmbH in Germany, the company to which ICT sold its German Automotive activities.

Improve Quality Services

Improve Quality Services (Improve) is a specialised company dedicated to providing high-quality and innovative solutions in the fields of testing and quality management. Improve provides consultancy, interim services and professional training in these fields. Effective 31 December 2014, ICT Automatisering held 90% of the shares, while the remaining 10% was held by the founder and former owner. ICT purchased the remaining 10% in early 2015.

The operating result at Improve Quality Services came in at € 0.3 million in 2014 (2013: € 0.2 million). The operating result is better than last year, as Improve's training activities picked up in the Netherlands. At the same time, the results lagged behind the assumptions we made in last year's impairment testing. In the previous two years, ICT booked an impairment of € 4.9 million on the goodwill for Improve Quality Services B.V., due to the development of results over the previous years and the expectation that its profitability would improve albeit at a slower pace than previously believed feasible. In 2014 again, the results were lower than our expectations. ICT expects future improvement to be in line with the improvement realised in 2014, and this results in an additional impairment of € 1.2 million.

Result from joint ventures

InTraffic B.V.

InTraffic is dedicated to business in the Traffic & Transport sector. InTraffic is a 50/50 joint venture of ICT Automatisering and engineering firm Movares Nederland B.V. InTraffic works on smart IT solutions aimed at improving mobility: people and goods arrive at their destinations more quickly, more safely, at a lower cost, in a more sustainable manner and with greater predictability. To achieve this, InTraffic addresses the entire chain of transport modes (including rail, road, bus/metro/tram and water). InTraffic's core competencies in this respect are the innovation, development and maintenance of business-critical and safety-critical information systems. In the first half 2014, the performance of InTraffic was lower than expected due to a delay in orders. In the second half of 2014, Intraffic managed to recover enough to match the net profit level achieved in 2013.

Taxes

In the second half of 2014, ICT completed the sale of its German activities. Following this divestment, ICT will liquidate its German subsidiary, ICT Software Engineering GmbH. As a result of the liquidation, ICT will recognize a deferred tax benefit of € 5.6 million in the Netherlands. Corporate income tax related to normal business activities in 2014 amounted € 1.3 million. Combined with the deferred tax benefit, corporate income taxes in 2014 amounted to € 4.3 million positive (2013: € 1.1 million negative).

Net profit and net earnings per share

Net profit for the year amounted to € 5.0 million, compared with a loss of € 1.1 million in 2013. This translates into earnings per ordinary share of € 0.56. The number of outstanding ordinary shares stood at 8,747,544 on 31 December 2014.

Balance sheet structure

Mainly as the result of the addition of the net profit of € 5.0 million for 2014, shareholders' equity increased to € 34.0 million. The balance sheet total increased by € 2.9 million to € 49.4 million at year-end 2014, from € 46.5 million at year-end 2013, as a result of the investment in LogicNets and the deferred tax asset related to the decision to liquidate the German entity. Solvency (shareholders' equity/total assets) improved to 68.7% at year-end 2014 from 65.2% at year-end 2013, which represent a very sound basis.

Cash flow and investments

The group cash (and cash equivalents) position was € 11.3 million at year-end 2014 compared to € 8.6 million 2013. The Company continues to focus on proper cash management. The net cash flow from continuing operations amounted to € 3.5 million positive in 2014 (2013: € 4.0 million positive) as a result of positive operating profit and a low tax burden due to income tax reimbursement. The net cash flow from discontinued operations amounted € 0.3 million positive in 2014 (2013: € 0.7 million positive).

Cash (out) flow from investment activities amounted € 0.2 million in the year 2014 compared to € 0.7 million cash (out) flow in 2013. The cash (out) flow from investment in property, plant and equipment and licenses amounted € 0.8 million in total (2013: € 0.3 million). Also included is the financial investment in LogicNets (€ 1.7 million cash outflow), received dividend from InTraffic (€ 0.8 million cash inflow) and the divestment of ICT's German activities, which were sold to Alten (€ 2.0 million cash inflow). ICT expects the capital expenditures in tangible fixed assets for 2015 to be less than in 2014.

Dividend paid to shareholders of ICT Automatisering N.V. in 2014 amounted € 1.3 million. The net cash flow amounted to € 2.7 million positive in 2014 (2013: € 3.8 million positive).

Proposal for the appropriation of result
On 13 May 2015, ICT will table a proposal at the General Meeting for a dividend distribution. The dividend and reserve policy stipulates a dividend of 40% of the net profit. In 2014, net profit was negatively impacted by exceptional costs related to the investigation of strategic combinations, the acquisition of new business combinations and the impairment loss. Net profit was positively impacted by a deferred tax benefit recognised as a result of the future liquidation of ICT Software Engineering GmbH. For the purposes of determining the dividend, the Executive Board has deemed it appropriate to adhere to the dividend and reserve policy. For the calculation of the proposed dividend, the realised net profit of € 5.0 million was therefore used as a basis for the 40% pay-out. This represents a cash dividend of € 0.23 per share with a nominal value of € 0.10, based on the number of issued shares at year-end 2014.

Capital expenditures

In 2014, investments of € 0.9 million were made on investments in furniture, computer equipment and other fixed assets. Further details are provided in notes 6 and 7 of the Consolidated Financial Statements on page 81 and 82 of this Annual Report. ICT expects capital expenditures for 2015 to be in line with those recorded in 2014.

Financing facilities

ICT's credit facilities are described in note 32 of the Consolidated Financial Statements on page 100 of this Annual Report.

R&D Investment

In general, ICT does not undertake R&D for its own account, though it supports its customers in developing innovative solutions that in several circumstances qualify as R&D expenses for these customers. ICT strives to use specific elements of its acquired knowledge in other projects.

Personnel

The total number of employees at year-end 2014 was 4.1% higher than at year-end 2013. This was mainly due to the recruitment of (young) direct professionals. For 2015, we expect the growth in the number of FTEs to be in line with our revenue development.

Outlook

ICT's focus in 2014 was on the execution of its strategy. ICT took additional steps to put its house in order, the most significant of which was the sale of ICT's Germany-based activities. In the second half of 2014, ICT strengthened its strategic partnership with LogicNets. In January 2015 ICT acquired and obtained control in Strypes, a next-generation agile near-shoring company in Bulgaria. ICT Automatisering will continue its strategy of offering innovative and effective product/market solutions, enriched with state-of-the-art technology, combining autonomous growth with growth through acquisitions. As a result of above-mentioned measures, we expect 2015 to see a further improvement in the operating profit from continuing operations compared with 2014.

Subsequent events

Strypes

On 6 January 2015, the Group acquired 100% of the shares and voting interests in ICT Nearshoring B.V., the Netherlands, which has two operating subsidiaries, being Strypes Nearshoring Limited and Strypes EOOD Limited, both located in Bulgaria (together hereafter 'Strypes'). Strypes Bulgaria is a specialist in embedded software development based on modern agile methodologies.

Taking control of Strypes will enable the Group to respond to the shortage of highly skilled technical staff in the Netherlands and the growing customer demand towards outsourcing using modern development techniques.

The purchase price for Strypes consists of a cash consideration of EUR 4.0 million that will be paid in 2015. Furthermore, contingent consideration will be payable based on the normalized EBITDA that Strypes will achieve in 2015 capped at EUR 1.6 million. As per the acquisition date, the Group has not yet determined the expected total contingent consideration.

As per the date of issuing these financial statements, the 2014 IFRS-compliant financial information for Strypes as well the fair value of identifiable assets acquired and liabilities assumed, including the calculation of the goodwill amount are not yet available. It is expected that this financial information will become available in the first quarter of 2015 and the full IFRS disclosure on the business combinations will be made in 2015.

Improve Quality Services

The remaining 10% of the shares of Improve Quality Services has been acquired on 1 January 2015 for the amount of € 250,000.

Financial and economic risk management and internal control

Risk attitude

As a matter of principle, the Executive Board strives to limit exposures to risks to a minimum and not to enter into any substantial exposure without being able to control and mitigate the related risks.

General

The aim of ICT's long-term strategy is to safeguard the continuity of the Company and to create value for all stakeholders through growth in both revenues and profitability. When carrying out this strategy, ICT is confronted with various risks. It is the responsibility of the Executive Board to identify risks and to minimize those risks by taking appropriate measures. ICT gives a priority to internal control. ICT evaluates its internal controls and takes measures to further professionalise those controls.

Within ICT, we recognize three areas of risks:

- Financial and market risks – these are described in note 4 to the Consolidated Financial Statements on page 78
- Internal control risks – these are described in this section
- Strategic, operational and economic risks – these are also described in this section

Internal control risks

ICT has implemented internal risk management and risk control systems with a view to minimising Its operating and financial risks and to restricting the impact of unexpected events on balance sheet ratios and results. ICT considers risk management to be a continuous process, an essential part of which is to embed policy in control systems and procedures at every level of the organisation.

Risk management is an integral part of the planning and control cycle. This system includes the determination of the strategy and the budget and is the responsibility of the Executive Board. The Executive Board discusses the strategy extensively with the Supervisory Board every year. The Executive Board then translates strategic objectives into business plans and budgets in cooperation with the directors of the Verticals and ICT's subsidiaries. The business plan contains both a financial budget and a number of concrete business objectives per vertical. These objectives are translated into Key Performance Indicators (KPIs), which are measured for progress throughout the year. Important KPIs at ICT include the capacity utilisation rate, tariffs, numbers of direct and indirect FTEs and the efficiency of the processes. The Executive Board assesses the capacity utilisation rate every week. ICT also uses a staff evaluation and appraisal system.

ICT operates on the basis of policies and guidelines on how to undertake business and financial transactions that are binding for staff. ICT provides for optimum monitoring and timely identification of risks and, if necessary, mitigation of any risks that arise, through a constant process of internal controls and measurements. This risk management system with its control mechanisms and mitigating measures is a periodically recurring item on the agenda of the Audit Committee and, by extension, the Supervisory Board. Additionally, as part of the annual independent external audit, the administrative organization and internal controls are reviewed in terms of design, implementation and effective operation.

In 2014, ICT updated its Risk Matrix and at the same time included a more aggregated level of thinking. It did not change ICT's view on Enterprise Risk Management but gives a more adequate overview of types of risks and measures to be taken. In addition, ICT started to perform reviews (both financial and operational) in 2014. ICT performed two reviews in 2014. The first internal review investigated quality in project execution. The goal was to analyse project execution and discover the main root causes in the event of deviations from project plans. The result was several recommendations related to project management organisation. These recommendations are part of the organisational changes ICT implemented in the latter part of 2014. The aim of the second review was to investigate potential fraud in public tenders. ICT initiated the review as a response to the 2014 report by Dutch television program 'Zembla' on potential fraud in public tenders. ICT decided to commission an external third party to conduct an independent review. We would like to expressly state that there was no suspicion or indication that led us to take this initiative. We do not expect that this topic will quickly fade from the public interest.' Therefore it was considered prudent to perform a review to obtain more assurance and to enable a reasoned response to any questions thereon.

In the course of 2015, ICT will continue to explore the issue of positive assurance statements on compliance and control levels that will be required of our senior management. ICT believes that it is necessary to discuss the Positive Assurance process fully with the persons involved, so that they are fully aware of the measures to be taken that will enable them to sign off on the questionnaires. As a result of organisational changes in the second half of 2014, ICT needs to give this process new impetus. This will help provide the assurance that the Executive Board needs to make its own in control statement. As a result of the acquisition of Strypes Bulgaria, ICT needs to incorporate Strypes Bulgaria in the existing internal control processes.

On the basis of activities carried out in 2014 and in accordance with the best practice stipulation II.1. 5, the Executive Board is of the opinion that the risk management and internal control systems as a whole were adequate for ICT's financial reporting in the 2014 financial year. The current status of internal controls gives the Executive Board a reasonable degree of certainty that the financial statements do not contain any material inaccuracies.

Performance risks

Quality management is another important pillar for the organisation. ICT constantly works on improving the services that it provides to customers in whatever form. Providing services in accordance with accepted standards is embedded in the organisation as a regular process. ICT has adopted the following standards:

- ISO 9001:2008; This is the internationally accepted standard for quality management systems. This standard specifies the requirements for a quality management system that can be used by an organisation to improve customer satisfaction, by satisfying the requirements of the customer and of laws and regulations.
- ISO 13485:2003; Specifies requirements for a quality management system when an organisation needs to demonstrate its ability to provide medical devices and related services that consistently meet customer requirements and the regulatory requirements applicable to medical devices and related services.
- CMMI; In simple terms, CMMI is a model for improving and appraising the process maturity of systems and software organisations. A maturity level is an evolutionary rung on the ladder to full process maturity. Therefore, an organisation that has been appraised at CMMI Level 2 is on the "Managed" rung of the process maturity ladder. Each maturity level of CMMI is divided into process areas. Process areas are sets of related practices a company is expected to perform to attain the required goals of each process area. Each process area contains two types of goals that must be fulfilled: specific goals and generic goals.
- VCA; VCA is a safety, health and environment checklist for contractors and is meant to increase safety for employees and reduce the number of accidents. VCA is In fact much more than a checklist. It is a versatile program that forms the basis on which service companies are tested and certified on their VCA management systems of service companies.
- NEN4400-1; This is supposed to make the hiring of external employees easier and more fraud resistant. NEN 4400-1 lays down the hiring requirements that a company must meet. NEN 4400-1 sets strict demands on staff and payroll.

Another major priority at ICT is the continuous improvement of the measurement of and reporting on the effectiveness and efficiency of measures taken. ICT regularly evaluates this via an audit by external parties (on the above mentioned standards), as well as through an internal audit process related to effectiveness, suitability and correspondence with agreed norms. No critical findings have come to light in the various audits.

Strategic, operational and economic risks

ICT has identified the following strategic, operational and economic risks:

Strategic / market risk

The market in which ICT operates is developing rapidly. There is a risk that ICT may be unable to innovate sufficiently and/or respond appropriately on a timely basis. In order to avoid this, ICT seeks to maintain a leading position, in partnership with its customers, in improving its customers' performance. This enables ICT to develop appropriate solutions as effectively and efficiently as possible. An increasing number of customers are looking to enter into a fully-fledged partnership. Organisations depend on IT systems to function optimally to support their business processes. Consequently, customers want a one-stop-shop solution and want ICT to offer in-depth knowledge of the vertical market in combination with a broad range of solutions. This makes it even more critical for ICT to make clear choices regarding its strategic positioning.

Technological developments

Rapid technological progress, changing client requirements and evolving software standards are all features of today's software market. ICT's success hinges on its ability to adapt to these developments and keep the know-how of its staff up-to-date. ICT expects to be able to maintain its position by closely following the changes affecting its clients and the market. These changes are occurring rapidly, which means the company needs to be alert and responsive.

Economic trends

General economic conditions affect the commercial success of ICT's clients. The mature market for IT services in combination with less favourable economic circumstances means there is pressure on prices and margins. For example, decisions to invest may be delayed or the size of R&D budgets may be reduced due to lower profits. This obviously has a negative impact on the demand for ICT's services. ICT has attempted to limit the consequences of the lower demand for ICT services and projects by making efficient and flexible use of its own employees and by reducing the hiring of external staff or outsourcing to a minimum.

Dependence on staff

For its current business operations and planned growth, ICT is to a large extent dependent on the availability of sufficient personnel and in particular on sufficient numbers of highly-qualified staff. Employees are ICT's most important assets. With the exception of periods of temporary downturn, the labour market for personnel with relevant knowledge and expertise is tight and competition is fierce. Due to current economic and social developments, the shortage on the labour market in the Netherlands – and Germany – is on the increase. ICT's Human Resources (HR) policy aims therefore to create a working climate in which there is room for growth, development and new challenges. The retention and recruitment of skilled personnel is an important objective and will remain a key priority in the coming years, together with the recruitment of young new talent.

Dependence on large clients

A relatively small number of clients account for a substantial proportion of ICT's revenue, reflecting the fact that large companies tend to operate in ICT's markets. In addition, as a supplier ICT needs to have a certain amount of scale to build up good relationships and to create a so-called 'preferred suppliership'. The loss of any of these larger clients for any reason may therefore have a negative impact on ICT. In view of this, broadening our client base remains one of ICT's priorities.

Project and assignment control

An important pillar for ICT is carrying out projects and assignments. The quality of the execution of these projects and assignments can have a significant impact on ICT's performance and results. An optimally functioning internal quality and control system is essential to minimise the risks related to execution. When the direct and full impact of a risk on the result to be achieved can be assigned to ICT, ICT will of course assume this responsibility. ICT can bear this responsibility, as it has management with the right breadth and depth of competencies and business and IT knowledge. To ensure continuity in the event of claims, ICT has a general and professional liability insurance.

Acquisitions

In the event that ICT acquires companies, its ultimate objective is to integrate these companies into the ICT organisation. It is important that the integration process is successful, to keep the undesired outflow of staff to a minimum.

Conclusion

The above overview of the principal risk areas for ICT is not exhaustive. It is also possible that risks that have not currently been identified, or that are not regarded as material, will have a significantly adverse effect on ICT's ability to achieve its objectives at a later date. ICT's internal risk management and risk control systems are, in as far as possible, geared to the timely identification of such risks.

Executive Board's in control statement

Based on the evaluations carried out, the Executive Board concludes that the risk management system, as well as the control of the business processes and the internal controls within ICT are sufficiently professional, appropriate and effective. The Executive Board is of the opinion that the risk management system with its controls and measurements offers a sufficient degree of certainty regarding the reliability of the financial information and the management information generated by this system and is in accordance with the relevant laws and regulations.

ICT's Focus on Corporate Social Responsibility

In October 2014, the European Council agreed a policy framework for The European Union's climate and energy goals for the year 2030. In terms of reducing the greenhouse gases emitted in the EU, the European Council favoured a compulsory EU target of at least 40 percent lower emissions in 2030 compared with 1990. And the Council said the percentage of renewable energy in the EU should be at least 27 percent by 2030.

ICT has amended its sustainability policy in line with the growing global need for sustainable solutions. This is partly why we aim to maintain our CO2 Performance ladder certificate level 4. ICT has launched and largely completed a number of CO2 reduction projects across the organisation. This has resulted in considerable steps towards the reduction of CO2 emissions. These initiatives include green offices (green power) and measures in the field of sustainable mobility leading to a growing interest in hybrid cars and the move to energy-efficient (A and B label) lease cars. Providing ICT and its employees with insight into fuel consumption by our employees has also resulted is fuel-conscious driving, which has in turn lowered fuel costs.

Our climate policy will play an increasingly important role in our operations. Our Code of Conduct therefore contains the following paragraph on sustainability:

> "Corporate social responsibility is a natural part of our organisation. ICT wishes to work with integrity and transparency towards all its stakeholders, including shareholders, customers and its employees."

ICT's CSR projects can be translated into the three famous Ps: People, Planet and Profit:

People
ICT recruits and assesses employees exclusively in terms of their potential and capacities for a specific job. We also do our utmost to create a positive working environment based on open and honest lines of communication, and free of discrimination, bullying and/or intimidation. ICT aims to create a multicultural environment and currently employs people of 7 different nationalities. Employees have access to all the available information within ICT they need to help them develop and choose the best training courses for them. ICT also makes free e-books available, and has an online training tool and special programme to help employees take charge of their own development (Professional Leadership).

Planet
Natural resources are finite. By collaborating with other companies and institutions, and participating in dialogues with public sector bodies and NGOs, we come up with ways to reduce CO_2 emissions. In addition to obvious measures, such as motion sensors for lighting, energy-saving light bulbs and the installation of charging points for electric cars, ICT also uses bicycle couriers for its mail, plus sustainable furniture and equipment. We have reduced printed brochures and folder materials to a minimum and we have made everything available in digital format. On top of this, we have signed an agreement with e-book company Bookboon for the supply of e-books. These e-books are available not only to our employees, but also to external parties free of charge via our website.

Profit
ICT has a so-called CO_2 Performance ladder certificate. This not only works to our advantage in terms of winning tender procedures, it also provides with insight into the company's energy consumption and into potential savings. Our efforts aimed at cutting CO_2 emissions revealed that we needed to take a number of measures to reduce our energy consumption, which in turn resulted in a reduction of costs for ICT. These initiatives include the above-mentioned measures to make our buildings more energy efficient.

Projects such as PowerMatching City, USEF and the *Energie Koploperproject* (energy leader project) in Heerhugowaard have worked in ICT's favour in various tender procedures. And having a CO_2 Performance ladder certificate is another prerequisite for submitting bids in tenders for public sector projects. We are participating in a number of projects, such as electric transport solutions with Dutch company GreenFlux (charging points at the ICT offices), and with gConcepts, a joint venture set up to develop an innovative Telematics concept for electric city transport. ICT is also working on Cloud solutions for various clients. ICT recently launched a pilot project in its own organisation – the ICT Energy Community Pilot project – a smart energy service ICT developed in-house. This solution provides participating households with insight into the energy consumption of their own homes. The project will be rolled out externally in the coming period, incorporating insights and improvements from ICT employees who are taking part in the pilot.

ICT's sponsorship policy
In 2014, ICT reviewed its sponsorship policy and decided to link its name to a number of social

organisations from 2015 onwards. The basic premise is that these are officially recognised and certified organisations that can contribute to our brand recognition and have a link with sports, culture or corporate social responsibility.

Dutch ALS Foundation

Amyotrophic Lateral Sclerosis (ALS) is one of the most serious and debilitating conditions of the nervous system. Although research into the disease has been is conducted all over the world, its cause is still unknown. With an average life expectancy of three to five years after diagnosis, there is little hope for a future as yet. The relatively small number of patients means that players in the pharmaceutical industry and governments have low research budgets for this condition. ICT is investigating how it can contribute to the foundation.

Rijksmuseum – Rijksclub member

Following extensive renovations, the Netherlands largest museum, the Rijksmuseum in Amsterdam, reopened in 2013. The museum is home to the Dutch state's collection of art and historical artefacts. Being a Rijksclub member gives us the opportunity to invite our employees and clients to the museum for an outstanding view of Dutch history and culture down the centuries.

Organisation and personnel

Almost 80% of our employees increased their knowledge by learning in classroom trainings, E-learning, studying digital and traditional books and by visiting events and seminars. ICT offers a diverse range of internal and external possibilities in developing personal and technical knowledge and competences. ICT distinguishes itself in a structural investment in developing personal skills. In 2014 the program Professional Leadership started. The aim of the program is to challenge the ICT employees to take control over their own professional development and career.

Personnel

In 2014 there was continued focus on prevention of illness and on care for sick employees. The absence due to illness went further down to less than 2%. This was realized in close cooperation with specialists and the medical service specialist of ICT.

Executive board responsibility statement

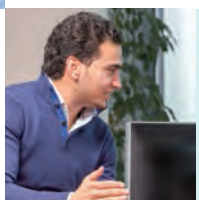
Under the terms of the articles of association, the Company Executive Board is responsible for preparing the financial statements and the annual report in accordance with Dutch law and International Financial Reporting Standards (IFRS). Pursuant to article 5:25c of the Financial Supervision Act, the Executive Board members, taking into account the above, declare that to the best of their knowledge (i) the financial statements give a true and fair view of the assets, liabilities, financial position and profit of ICT Automatisering N.V., and its consolidated subsidiaries; (ii) the annual report gives a true and fair view of the situation on the balance sheet date, developments during the financial year of ICT and its related companies and (iii) that the annual report includes a description of the principal risks ICT faces. ICT's Executive Board members have signed the financial statements pursuant to the legal obligations pursuant to article 2:101, paragraph 2 of the Dutch Civil Code and article 5:25c, paragraph 2c of the Financial Supervision Act.

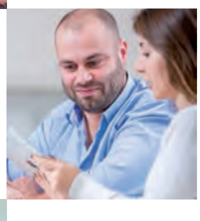
Barendrecht, 4 March 2015

Executive Board

J.H. Blejie
W.J. Wienbelt

PEOPLE, DRIVE, COLLABORATION





YOUNG PROFESSIONALS

Stefano Lisi, *Control Engineer ICT*

“We are constantly preparing for the future.”

ICT is keen to recruit promising young graduates and knows all too well that it has to offer them something quite special to stand out in today's fiercely competitive battle for talent. This is why ICT offers students a wide range of work-study assignments and thesis projects. Not only do these assignments give young potentials a real taste of what it is like to work in the fast-moving world of IT, it gives them a chance to get to know ICT from the inside.

The company also offers graduates and starters on-the-job training through real assignments, both in-house and project-based, with clear goals for future career development. This was one of the things about the company that most impressed recent graduate Stefano Lisi and convinced him that ICT was the company he wanted to work for. Stefano gained his Master's degree in electrical and automation engineering from the University of Florence and did his master's thesis project in control systems at the Eindhoven University of Technology (TU/e), so he was already familiar with the country and the city when he decided to move to apply for a job with ICT in Eindhoven.

"I was immediately impressed by the friendly, open and positive environment. It was obvious right from the start, even at my interview, that ICT is really there for you. If you have any problems, they are always willing to think about solutions, or to simply talk just about what you'd like to do now or in the future. And how to get to where you want to go. Because ICT is a great place to gain experience in a wide range of areas right from the very beginning," Stefano says.

Stefano was also impressed with the fact that ICT had a clearly defined budget for his training and education, something quite rare in Italy and not that common in the Netherlands. "I must admit I really liked the idea of a company that helps me to learn in a really structured way. And ICT really does put its money where its mouth is, as they clearly recognise that we both gain from my training and experience. They're even paying for me to learn Dutch, which is great for me and will be a major advantage in my dealings with Dutch clients in the future."

Like all new recruits, Stefano was immediately assigned an Operations Manager (OM), whose job it is to monitor a new recruit's work and well-being and draw up an annual Career Plan. This plan records Stefano's career wishes and targets and the knowledge and skills he will require in the future. Stefano certainly sees his relationship with his boss as key to his own learning process and his future career at ICT. "My Operations Manager is very hands-on in terms of knowing what I want to do in the future. And remarkably transparent on where he thinks I am right now and what I could do to learn, improve and move onwards and upwards. Remarkably, I get to read his reports on my performance and then we sit down and set very clear targets for the next phase of my career."

ICT offers a variety of training opportunities, including in-house training, external workshops, E-studies and independent study, even giving some employees the opportunity to take second or third degrees. But just as importantly, Stefano stresses, he gets to work in teams of people with a wide array of skills and experience, giving him access to a huge pool of expertise. "Teamwork is always important in this business and what I've found at ICT is that project teams tend to have a lot of varied knowledge. This helps everyone, including the client. But it's also a major benefit for a young person like me, as I can learn so much from lots of different people."

And of course, Stefano adds, the world of IT is changing so quickly that you need a lot of know-how and you need to learn continuously just to keep up and respond to evolving market and client demands. "That's where a learning company like ICT has a real edge. We are constantly preparing for the future, because the future is today, tomorrow and the next day and the next."

MAKING PEOPLE PART OF OUR STRATEGY

Gert Grimbergen, *Business Consultant ICT*

Sharing knowledge

ICT has undergone a major transformation since it was founded in 1978. The company spent well over three decades gaining experience and expertise as a secondment company, with a strong focus on programmers. This meant that ICT's people spent extended periods working with and at other companies, building up knowledge of the companies and the markets they operated in. And this was a very successful strategy, especially in the early years of the 21st Century, because ICT had the right people for the job. "But over the last 10 years, market demand has shifted. We saw that pretty quickly and adapted, reinventing ourselves once again and moving on to the next phase in our evolution," says Business Consultant Logistics Gert Grimbergen. "This meant a switch to offering fixed-price projects and services. Of course, this is a riskier strategy, but it can be extremely profitable if you're good, and you have the right people and training."

This means that recruiting and retaining talented professionals will be a key factor in ICT's future success. At the same time, project-based assignments make better use of the company's experienced professionals and gives them much more responsibility for projects.

This added responsibility is something people really appreciate and that is another huge benefit for ICT. Because the added job satisfaction and career development make it a lot easier to recruit and retain experienced people.

“...learning works both ways...”

“Plus ICT is very good at giving people the opportunity to train and acquire new skills. That’s vital in today’s rapidly changing and evolving IT market. Because it’s not just ICT that has to adapt to changing market demands; the company has to give its people the opportunity to adapt to the changes in its strategy and client focus, certainly when you go through a major strategic rethink,” Gert says.

Gert is a member of ICT’s Works Council and says the council kicked off the discussion of training and re-training more than eight years ago, with both the board and the company shareholders. “Since then, ICT has made this a part of its mission and our new CEO, Jos Blejie, took this into account when he was putting together the new strategy. He recognised that making this change was essential, as ICT has to have a solid pyramid of people and a strong mix of skills and expertise.”

ICT’s new project and services focus has another major advantage, Gert says. The company is finding it a lot easier to recruit younger professionals, because the company can provide extremely varied and exciting on-the-job training under the guidance of older, more experienced professionals. He thinks this is why ICT has been so successful in recruiting young people straight from university. “They like the fact that we have a great mix of projects, which means we can offer a wide range of skills training and on-the-job experience.”

This was certainly one of the things that attracted recently graduated software engineer Ioana Mic to ICT when she joined the company in March 2013. “I didn’t hesitate for a second when I was offered the job. For one, I was new in the Netherlands and ICT was offering the opportunity to train and learn on the job. That was the cherry on the cake for me.”

In fact, Ioana has spent her entire time with ICT working at one of the company major clients, Eindhoven-based chip machine maker ASML. She sees this as a major advantage: “I’ve been able to pick up a lot of experience working at ASML. But it’s more than that. It was obvious very quickly to me that ICT thinks long-term. And that also means listening to its people, either working in-house or seconded elsewhere. That willingness to listen to the ideas people come up with is one of the best things about ICT. That and the company’s willingness to help you grow and develop. For instance, I was thinking about studying for a second master’s degree and when raised it with one of my bosses they were very quick to agree it was great idea. So while this is not the best time, as I’m very busy at ASML, I know that it will be possible at some point in the future.”

And let’s not forget that learning works both ways, Gert says. Our recently graduated young recruits, like Ioana, often have quite a different way of looking at things and can give our experienced professionals a whole new perspective. Not to mention lots of fresh ideas. Plus the mix of experience and youth is a great combination for clients. ICT is now known as a company that can take on major projects, which in turn makes us more attractive as an employer. It’s a win-win situation.”

Ioana agrees that working on complex projects with experienced professionals is definitely another huge advantage to working for ICT. “And again, ICT thinks long term, which means long term for me and other people, as well as the company. ICT is very open and flexible and very willing to invest in your future. After all, your future is their future and ICT know the more knowledge I have, and the more experience I have, the more potential I have as an asset for the company. We both gain from my growth and development. While a lot of

Gert Grimbergen and Ilona Mic *(Software engineer)*

companies talk the talk on their people being their biggest assets, ICT actually walks the walk on that front. Let's face it makes perfect business sense."

Of course, Gert admits, it can be a challenge to maintain that feeling of being an ICT person when your employees spend most if not all of their time working in-house at one of your clients. This makes commitment to your employees and their personal and career development, including training with fellow ICT professionals, even more important. This is why the company organises numerous work-related and social events. And this does help, Ioana says. "Even though I've spent most of my time working at ASML, I still feel like an ICT person. For one, we have a lot of people working at ASML and we all get together for regular work-related meetings, or even just for lunch. And ICT frequently reaches out and brings us all together at one of the head offices for both work-related and social gatherings, like drinks or a barbecue."

The focus of ICT Works Council, Gert says, is to reinforce this sense of belonging and boost the retention of talented employees – both young and experienced – by making sure ICT keeps on improving and updating its training and education right across the organisation, and not just on the technology front. Training has to include so-called soft skills, such as team building and leadership skills. This holistic approach is the only way to create the awareness and transparency needed to help people to realise their full potential, whether this is in tech, consultancy, sales or whatever, and the only way to harness that potential for ICT and its clients. Basically, you have to put people in charge of their own destiny if you want a truly driven, creative and balanced workforce."

The immediate advantage for ICT is that the company has an employee committed to the client, the assignment and ICT itself, Ioana says. "I like what I'm doing, I like my colleagues and I really want to do my job well and complete this assignment to the very best of my ability. And because ICT has proven itself committed to me, I'm equally committed to ICT and its clients."

GETTING WITH THE PROGRAM

ICT recognises that every person is unique. One of the pillars of the company's evolving Professional Leadership program is therefore getting to know each person individually to give them the tailor-made training and tools they need to shape their own future. Another pillar is ICT's aim to create a culture that empowers people, but also instils a sense of accountability. "We can give people the training and the tools, but in the end they have to make their own decisions about their future," says Bart Overgaauw, one of the managers who oversee the leadership development program.

And because every person is unique, ICT's Professional Leadership program has to be remarkably flexible and adaptable. In fact, the initiative may never become a truly fixed program, Bart says. "The world is constantly changing and we need to adapt to those changes quickly and flexibly. This is why we are looking to make this much more of a continuous process of learning and improvement. For instance, we tell recent graduates that their studies have only just begun. Working at ICT is about continuous learning, evolving and developing. What we try to do is create an awareness that our professionals are responsible for their own development and training. Their future – and ICT's future – is in their hands. Our responsibility as operations managers is to make sure they have the tools they need to do that, whether they're young talents just starting out or seasoned professionals with decades of experience," Bart says.

Bart Overgaauw, *ICT BU Manager*

"...achieve a balance between making money and keeping staff interested and engaged..."

Experienced specialists may have all the technical skills they need, although these are continuously updated, but they may still need leadership development skills, teaching skills or teambuilding skills. And those so-called soft skills can make a huge difference, certainly if they want to develop personally, and if ICT wants to take full advantage of their experience to help train and develop ICT's younger employees. "What we try to do is develop training programs to support all our professionals. So we have developed training plans for specific job titles, but we do try to tailor any training to a particular individual's needs and ambitions."

Bart and his colleagues involved in the Professional Leadership program talk to ICT's professionals and find out what motivates them, what their ambitions are and what they think will be important in the future, for themselves *and* for ICT. "Then we track their progress and update that for each person every year. And we inform them, so people know where they are at any given moment, plus what they need to do to move on to the next stage of their career. People find this transparency remarkably helpful," Bart says.

So if a developer is working on a certain kind of programming language, but they want to be able to develop another kind of technology in the future, ICT makes sure they are given the chance to learn that kind of technology, such as HTML5 or Javascript. "Of course, a large part of our training is also aimed at anticipating what our clients will want or what we want to offer our clients in the future. The overall idea is to combine or match our needs and those of our clients with the ambitions of our employees."

This is why ICT is very keen on arranging on-the-job training with clients. "For instance, my team has 39 professionals, and two juniors who joined us last September. I asked them straight away what they wanted and then checked to see whether we could arrange that. One of the new recruits wanted to work in the Microsoft development unit, so I talked to a project manager and it was all arranged in a trice. Our new recruit will now get six months to a year of real hands-on training with one of our development experts."

What makes ICT different, Bart says, is that the company does its best to achieve a balance between making money and keeping its staff interested and engaged. "It sounds clichéd, but it is true. If someone enjoys their job, they do work better. So if I can assign someone to a job he likes he delivers better work and our client sees that. What our approach at ICT has shown is that if you prove you're willing to give, and not just take, you get people who are also willing to give and take. And everyone benefits from that."

Bart Lamot, *Sr. Technical Consultant*

TAKING

One of the very few constants in The New World of Work is change itself, as the new flexible working environment constantly adapts to economic and business trends. The past decade has seen the launch hundreds of new software programs and apps designed to free people from a fixed working environment, but until fairly recently what people could do away from their office or workplace was fairly limited. They could read documents and consult files, but on the whole they couldn't control operating processes or run remote system checks, for instance. And that is exactly what companies are looking for in today's mobile world.

"ICT has a thirty-seven-year history of innovation in embedded IT solutions, with IT hardware that was very firmly 'fixed' in our clients business locations. Then over the past decade we have seen how software and apps have freed people to work much more flexibly, although what they could do was limited to, say, reading or writing documents. Now companies want to be able to do much more, such as dash-boarding from home or in transit. So we have to take embedded technology 'on the road', so to speak, making it available wherever clients want it to be. "People can now work anywhere, but they need to be connected constantly and *that* is the next phase in IT development," says Senior Technical Consultant Bart Lamot.

Anywhere, anyplace, anytime

ICT's challenge is to anticipate and respond to this 'always-on' world with products and services that automate as much low-value work as possible *and* help people work as effectively as possible. "People want access and control anywhere, any place and anytime and that's what we have to give them," Bart says. The next logical step in business IT is embedded systems that are no longer fixed in a particular location. So-called wearables are a perfect example, he says.

TECHNOLOGY ON THE ROAD

"The beauty of smart wearables, smart watches and the like is that they also give us and our clients a chance to really get to know users more intimately, to put ourselves in their shoes."

One of ICT's clients, Greenflux, is the provider of charging stations for electric cars and at the moment none of the IT solutions for chargers includes a user interface. "But by making use of the power of a smart phone we can create an interface without changing the charging station itself. In one of our student projects, for instance, a student produced an app that enables users to identify themselves at a charging station. Knowing who you are gives us all the information we need if you're a registered user. So we can, say, push a message when your car is fully charged, or we can offer you a discount if someone else is waiting to use that charging station. We can also offer discounts for charging at off peak times, or charge more in peak periods. The options are virtually endless."

Basically, the key element of mobile IT solutions in the future will be getting to know end-users and their habits. This is what will enable ICT and its clients to get into the flow of their lives and make products that are much more empathetic and responsive to individual users. "The aim is to give end-users much more control and more choice, no matter where they are. Because people want continuity, certainly on the work front. They want to be able to begin something on, say, their desktop computer and continue in their car or on a train and pick it up again on your laptop when they get to work or on their smart watch if they're with a client."

ICT's job, Bart adds, is to make this as easy and seamless as possible, for clients and the end users of their products and services. End-users want to be in touch constantly, but ICT's clients also need to be able to contact or alert end-users where wherever they may be. "Creating platforms for more effective interaction with end-users opens up all kind of possibilities for us and our clients," Bart says.

USEF AND THE ENERGY SECTOR

Smart energy

The launch of the Universal Smart Energy Framework (USEF) in April 2014 marked the beginning of initiative that is set to transform the energy sector, accelerating the development of smart energy products, services and solutions for use in large-scale smart energy grids. In essence, USEF is about devising a framework that will help us make the shift from a system in dominated by energy companies and major users to a model in which millions of individuals supply the grid with energy from sustainable sources, such as wind or solar power. USEF is an industry initiative driven by Alliander, ABB, DNV GL, IBM, RWE-Essent, Stedin and of course ICT Automatisering. For this annual report, ICT talked to the Alliander CEO and USEF chairman Peter Molengraaf about USEF and future-proofing the energy sector.

What is USEF exactly?
USEF is both an organisation and a product, the framework, that we are aiming to create. The initiative is the offshoot of a group that was called the Smart Energy Collective. When we completed the first phase of that project, the seven companies decided to join forces to develop a market model for smart energy, so people could basically trade local energy flexibility and align demand and supply.

Right now, the national energy trading systems we have are dominated by the energy companies and large industrial users. In the future we will have a lot more two-way traffic, with millions of small-scale producers and consumers of energy. What we want to do is devise an open model that will keep the overall energy supply safe, reliable and affordable, and of course make the whole system more sustainable.

THE FUTURE OF

How do you coordinate millions of energy producers?

These users and producers exchange with the overall energy market. The market itself will take on a new role as an aggregator, grouping the local demand and supply imbalances for a specific market, and balancing that with the amount of supply on the overall power exchange. For instance, on a sunny day in July, we'll have more supply than we need, so a lot of what is produced will go straight to the grid. Then, using USEF, the grid operator will be able to approach all the local market players asking them to bid for flexibility. So the grid operator says I have a shortage of capacity. Who is willing to increase usage or limit supply and at what price?

That will require a lot of automation, I imagine?

Yes, of course, working at such a micro level and with so many small transactions the system will have to be fully automated in terms of data exchange and messaging. In USEF, we're developing this market model or protocol, but we're also developing a reference ID implementation which will be open source, so that you can actually run such a market if you want to. Given the complexity of the market and the number of appliances from different producers hooked up to the system, we want the software to be open source and generic, so it can be adapted for use by as many parties as possible.

Why did these particular companies join forces for the USEF initiative?

We all see the value in developing this new standard market model, because we all believe that it will open the smart energy market. And each of us expects to play a certain role in the future market, with our own range of products and services. And of course, ICT and Essent were also involved in the Hoogkerk PowerMatching project, so they bring a lot of experience from that experiment.

What does ICT bring to this project?

While USEF is a very generic model, in the Hoogkerk project ICT developed solutions that focus on making it work, rather than structuring the problem and making more generic solutions and processes. They bring a lot of value in actually working back from the generic level to a more robust and market model processes and IT solutions. We will reuse some of the software work from Hoogkerk, and also a lot of the expertise that ICT developed in that area, and has already put into existing software products.

So ICT will help take USEF to the market?

Yes. We are develop an open source application, but I think looking forward I expect ICT – and IBM – to help commercial players by tailoring and implementing versions of USEF for their customers, which will increase buy-in for the project. As a grid operator, for I me it's also very important that we develop micro-market products that actually use market forces to balance supply and demand, rather than network companies like Alliander having to constantly expand physical grid capacity.

Are you optimistic that this model will work?

Yes. The Hoogkerk experiment proved that smart energy grids can and do work. Besides, we definitely need a new model given that potentially millions of suppliers will be generating energy. That requires a completely different approach to balancing supply and demand at a much more local level. We fully expect to have larger scale pilots up and running by the middle of 2015 and our ambition is to have more than 10 million users linked up to the system by 2020. Yes, it's ambitious, but we also believe it is very realistic.

For more detailed information on USEF, visit the organisation's website: www.usef.info

HEADING INTO THE CLOUD

Roel van Geffen, *ICT Business Development Manager*

Companies currently expect their IT departments to constantly develop new and better (online) products and services and to do it more quickly than ever before. And they expect them to do this with unchanged or shrinking budgets, despite the investments required in new know-how and skills, such as Big Data analysis. It's no surprise then that more and more companies are outsourcing this part of their business and migrating to the Cloud, often using a pay-per-use or fixed price model. This enables them to both cut costs and farm out non-core tasks, which can make a real business difference in their organisation.

ICT has a great deal of practical experience in the area of Cloud migrations and a number of its clients are already using its Cloud Managed Services. So when Dutch postal operator PostNL decided to migrate its entire IT environment to the Cloud, ICT was the logical choice for a large part of the migration, says PostNL project manager John Geluk. "We'd been working with ICT for a number of years and they had already developed numerous applications for us. ICT had also invested heavily in building up expertise in Cloud architecture, migration and management of application environments. Given that we also wanted a partner to assume responsibility for the management of the cloud-based environment after migration, we also needed to work with a partner we knew we could trust."

ICT's Cloudlane is a package of cloud- based services, but it also encapsulates ICT's vision of what the Cloud can be today and in the future, says ICT Business Development Manager Roel van Geffen. "It serves as a guide for taking a client from an on-premises IT landscape to a Cloud-hosted landscape, and doing that the right way for each individual client. It helps us to ask the right questions, so we can meet very specific needs."

Given the sheer complexity of PostNL's IT environment and the number of applications, migrating the entire .NET environment required a great deal of close collaboration between PostNL and ICT during the migration process. "We have a lot of applications, developed for us by ICT and other providers. And those applications are all part of a larger chain of applications, so integrating all of those into the new system and making sure everything still works smoothly meant we had to work very closely with ICT," Geluk says.

A large part of the migration was adapting current (legacy) software and application coding to make it suitable for the new Cloud environment, most of which ICT did by itself. The challenge was then to actually move the adapted software to the new environment and testing. "We selected an application to a proof of concept. That was the first step to going full cloud within ICT, and we learnt a lot on that particular project. Most importantly, that it worked. We were cutting costs and we had few to no incidents running applications in the Cloud. Then we defined a larger project to transform all the applications that ICT built for us and move them to the cloud. And that project went very, very well."

Cloudlane is about a lot more than simply saving money, Van Geffen adds. Of course it cuts costs, but it also allows you to shift financial resources from capital expenditures to operational expenses, giving you more resources where it matters, in your core business. "It also speeds up your time to market for new products and services, because your infrastructure is already up and running. And you can scale up and down very easily and very quickly. So if you have peak periods or sudden runs it gives you a lot of flexibility," Van Geffen says.

Of course, one of the biggest challenges of the project was that PostNL had to be fully operational during the whole migration. "Yes, we still had a business to run while we were making functional adjustments to applications, so we had to manage that very precisely and very carefully. And of course these applications don't run in isolation. As soon as we cut them over, a lot of other applications have to be made aware of that. So we had to arrange for a couple of changes in other applications as well, and involved some very close collaboration between ICT and the PostNL team," Geluk says.

What ICT offers its Cloud clients is a lot more than a simple migration. It is an opportunity to redefine your business model, making it more scalable and flexible and more cost effective. What it does in fact is lower the total cost of ownership of your IT environment. Everything is there when you need to use it, but you only pay *when* you use it.

"We really focus on partnership in projects like this."

This ability and willingness to think on a strategic level and look beyond the current situation to potential future developments is a key factor in PostNL's choice of IT partners, Geluk says. And now that all the applications that ICT developed for the company have been successfully migrated, PostNL is talking to ICT about migrating other legacy applications to the Cloud. "We really focus on partnership in projects like this. And we only work with companies we can trust. Part of that trust comes from the long-term relationships we have with our IT partners, plus their track record and their willingness to collaborate with us. And like all good partners, ICT thinks along with us and challenges us," Geluk says.

That is exactly what providing long-term solutions is all about, Van Geffen says. Cloudlane is more than a simple product. It can also serve as an enabler and a platform for future PostNL products and services. "Say a PostNL customer doesn't want to receive paper mail any more. So they want PostNL to scan that mail and send it to them in a digital format. Or they want to send PostNL all their own mail in digital format and have PostNL print that and send it to their clients. We can add that kind of capability with Cloudlane. In a sense, we provide our clients with a certain level of future-proofing, by helping them to add new products to meet their client's ever-changing needs or demands. The possibilities are virtually endless," van Geffen says.

MINING COLLABORATION

Nico van Oene, *Sr. Technical Consultant ICT*

When ICT first teamed up with US firm LogicNets in early 2014, not even they saw the full potential of the collaboration. Yet by the end of the year ICT and LogicNets had parlayed the initial contract to produce an expert decision support (EDS) system for PALGA, the Dutch association of pathologists, into numerous contracts and new clients. By late August ICT had even invested around US$ 3 million and acquired a 20 percent stake in the US firm. By then the two companies had ratcheted collaboration up a few notches, taking it outside their own teams to the client before extending it even further to the client's clients.

And all of this was because in late 2013 LogicNets founder and CEO Jelle Ferwerda got a phone call out of the blue from PALGA asking if he thought LogicNets could design and implement a new expert system. “They were tendering their RSP and had read about our company. They had no idea I was Dutch and called us because they were intrigued by our system and platform. Then after a pretty demanding tender process, PALGA came to us and said they thought we had the right system and that they wanted to work with us, but only if we had local representation,” says Jelle.

Given that the project involved patient data, PALGA obviously had to make sure that everything was kept confidential and private, but the organisation also needed IT specialists on the ground to help its clients use the new system. ”They explained that the local pathology labs that would the new PALGA system have a pretty complex local infrastructure and our software would have to be embedded in that. And given that pathologist are not necessarily tech-minded, PALGA would people to help guide the medical specialists through the new system. So we suddenly had to look for a partner in the Netherlands.”

LogicNets did a lot of market analysis looking for potential partners with experience in the medical field and IT technical expertise required and ICT very quickly emerged as the number one candidate, Jelle explains.

"The sky's the limit in terms of what we could do together."

"In terms of its size, its in-house expertise, its reputation and its ability to deliver, ICT was way ahead of the field. So I got in touch with Jan-Willem Doosje (Business Development Manager Healthcare at ICT) and explained the situation. To my surprise, he'd seen the PALGA request for proposal, but immediately saw that developing the technology from scratch would be price prohibitive. However, he was very interested in doing something together. The rest is history," Jelle says.

Nothing is quite that simple of course, but once it emerged that LogicNets was the only player with a platform that had all the building blocks required for the new PALGA EDS system, LogicNets and ICT were awarded the contract. "I pointed out that our system wasn't just used in medical decision processes. It is also used in technical support systems, legal applications, sales automation and other applications. We could combine a lot of functionalities to build exactly what PALGA was looking for. But we also pointed out that PALGA had an enormous amount of expertise that would help us develop something truly cutting edge in the world of medical pathology," Jelle says.

Ground-breaking technology

When ICT's Nico van Oene heard about the PALGA project in late 2013, he knew immediately he wanted to be involved. Now the protocol designer on the project, Nico saw very quickly that the system would be a major breakthrough in synoptic reporting in the field of pathology. "What I really like is that the modelling is very intuitive and it's very easy to make adjustments if the client needs to change something. The system evolves quite naturally. What's been fantastic is that we've all been working very closely on the project; ICT, LogicNets, PALGA, plus the pathologists who are using the system, making it a remarkably collaborative project," Nico says.

A lot of this collaboration flows quite naturally from the agile scrum method ICT has used on the PALGA contract, as this involved working closely the client and the end-users, the pathologists. Nico and his team got together once a week with PALGA at ICT's Eindhoven office, to demonstrate the elements of the system already implemented and discuss the next steps in the process.

"This makes it very easy to adjust to changing or evolving requirements. We know immediately if we're moving in the right direction or whether we need do something differently. Given that we're developing a protocol to be used by 65 pathology labs right across the country, that close collaboration and the resultant flexibility has been a godsend," Nico says.

What PALGA wanted in effect was synoptic reporting or a protocol system that at a very high level guides pathologists through a highly complex process, by asking them the right questions and then providing the right answers in a report that can be reproduced right across the system at all 65 labs. That report has to tell them exactly where they stand in terms of diagnosis and potential treatments and medication.

"It really is the cutting edge in this field. To develop the system, you need to understand how a pathologist would analyse something and then you need to be able to visually model that in a system, so that the system can be used to repeat itself over and over, so that everybody can do it in exactly the same way," LogicNets' Jelle says.

This is why ICT also worked with pathologists on the ground, to get their feedback and input for the system, says Nico. A number of protocols have been up and running since May 2014, and the feedback from pathologists has been remarkably positive. "We have also worked with pathologists at particular hospitals to iron out minor teething problems or simply to demonstrate the most effective use of the system. Just as importantly, the LogicNets platform makes it possible for PALGA and the end-users, the pathologists, to come up with new protocols for new kinds of tissue, constantly extending the system, "Nico says.

The PALGA system is at the cutting edge in pathology at this point and PALGA is spearheading the development in that area worldwide right now, Jelle says. In fact, this system would not have been possible without their collaboration. PALGA made sure that the ICT/LogicNets teams followed Dutch and WHO regulations and guidelines, and helped to assess the existing infrastructure of the labs and the systems we needed to integrate. That made it a truly symbiotic relationship, with everyone involved contributing their knowledge and expertise. PALGA was so impressed with the results that they now have Nico and other people from ICT expanding the number of protocols and adding more content that pathologists can use. "Personally, I've never collaborated with a customer or a partner as successfully as on the PALGA project. I'm looking forward to this cooperation continuing for some time to come. It's been a remarkably positive experience," Nico says.

Jelle is now looking to the future and further joint contacts with ICT. The two companies have already signed several contracts, including a major decision support system for Dutch rail operator ProRail. "Our expert system enables experts to visually model their expertise in our platform, so other people can use that expertise. That will work in any number of sectors. ICT is already looking to sell the partnership on a European level and as far as I can tell the sky's the limit in terms of what we could do together.

"...this system would not have been possible without their collaboration..."

THE A15 AND BOTLEK BRIDGE PROJECT

Pasquale Rinaldi, *Senior Project Manager ICT*

INFRA project

The construction of the new Botlek bridge is part of the project to widen a 37-kilometer stretch of the A15 motorway between the Maasvlakte to the south of Rotterdam and Vaanplein, improving road and rail traffic flows and safety levels. The new bridge will be both wider and higher, which means traffic can potentially double. The bridge will also have to be opened less frequently, as larger vessels will be able to pass beneath. The Dutch Ministry of Public Works has commissioned the A-Lanes-A15 consortium to coordinate the project and ICT was hired by CS-A15 (a partnership of Croon Elektrotechniek and Strabag), the part of the consortium responsible for the bridge's technical installations.

Building bridges

ICT signed up for some pretty exciting projects in 2014, but none of them could hold a candle to the Botlek bridge project in terms of sheer scale. The A-Lanes A15 partnership is currently widening the A15 motorway and installing Europe's largest lifting bridge, with a platform as big as a football pitch. CS-A15, which is responsible for the bridge's technical installations and safety systems, selected ICT because of the company's experience with complex projects involving software operation. "Plus we needed a partner who was willing to work closely with us and who'd be able to produce initial functionalities very quickly. ICT understood the urgency and the importance of really close collaboration," says CS-A15 software engineer Yvo van de Klundert.

ICT and CS-A15 used the 'scrum' approach to develop the initial functionalities for the bridge control and safety systems. "Scrum is an interactive and iterative project approach. Basically, we had specifications at the start of each iteration and every period we delivered a new part of the software.

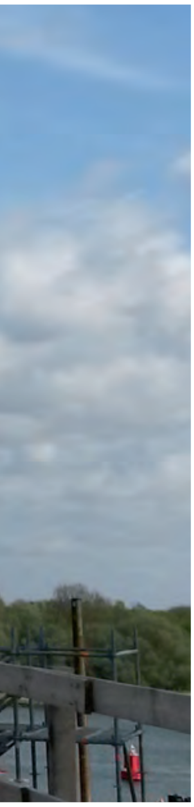
"...sharing responsibility with your client at that level does wonders..."

We tested this internally and then it was tested by CS-A15, before demonstrating it to A-Lanes, says ICT Sr. Project Manager Pasquale Rinaldi.

What this boiled down to, Pasquale adds, is that we worked in iterations to get specific parts of the programming ready. Once each part has been completed and tested, we moved onto the next iteration. "This means you can change direction or adapt very quickly if your client has new requirements or if a better solution emerges. It's an incredibly agile and responsive method, but it does require very high levels of collaboration, both within our team and with our client."

CS-A15's Van de Klundert agrees that scrum is only as good as the people and teams using it, especially working in a high-pressure environment with strict deadlines and financial penalties for overruns. "The discussions and the cooperation with the engineers and the scrum master were excellent. And we were very pleased that ICT was able to show us some level of working functionality almost immediately. That gave us something to build on."

One of the beauties of the scrum approach, Pasquale says, is that can focus on each new target, each new functionality. So you focus completely on what is immediately important. And again you can change and adapt very quickly. "And because you're working so closely with your client, they can see the progress you make. They are full partners in the development process."



Picture by: A.M. van Rheenen

That visible progress is remarkably reassuring on a project as complex as the Botlek bridge, says Van de Klundert. The ICT team was very flexible and adapted very quickly to feedback from CS-A15 and from A-Lanes-A15. "It was also obvious that they knew what they were talking about, so we were always ready to take their advice, too," he says.

Given the huge traffic flows, the Botlek bridge also has to comply with strict safety requirements. In fact, it will be the first structure of its kind in Europe to come with a European safety certification. And the safety systems required a lot of cooperation between ICT's design, programming and testing teams and CS-A15's safety designer, plus a lot of testing in ICT's specially-developed virtual testing environment.

"Yvo (van de Klundert) is the Product owner for the SCRUM team. He and the test team of CSA-15 monitored our tests and gave us feedback on the spot, so by the time we did factory acceptance tests it was pretty much a formality. Sharing responsibility with your client at that level does wonders for the confidence and engagement of your team. It means you produce much better work. As we approached the end of this part of the project, the whole team, including Yvo and his people, were working evenings and weekends to do what we needed to do. You don't get that kind of commitment unless you really feel part of a team," Pasquale says.

Given the Botlek bridge's vital role in the whole A15 expansion project, CS-A15 naturally wanted the software to be built to international ISA standards, and the ICT test environment proved vital in this respect, Van der Klundert says. "We've a 20-year management and maintenance contact for the bridge controls, so we really needed the software built in a structured way and for it to be as transparent as possible. So our maintenance staff can see and deal with any problems quickly and effectively. And we could very well be calling on ICT in the future if any changes are needed."

Pasquale Rinaldi on location: "A project to be proud of."

General

ICT Automatisering N.V., a limited liability company incorporated under Dutch law with its registered office in Barendrecht, the Netherlands (the "Company") is the parent company of the ICT group of companies. The Company's shares have been listed on the NYSE Euronext Amsterdam since 1997.
The Company qualifies as a 'large company' (*structuurvennootschap*) within the meaning of the Dutch Civil Code and applies the relevant rules of Dutch corporate law.

The Company has pursued a consistent policy to improve its corporate governance in line with Dutch law and the Dutch Corporate Governance Code. In the past few years, the Company has strengthened the accountability of the Executive Board and of the Board of independent Supervisory Directors. It has also improved its transparency and increased its communications with investors and other stakeholders in the Company, which can be found on the Company's website (www.ict.eu/investor-relations). The Company is required to comply with Dutch Corporate Governance rules.

In this report, the Company addresses its overall corporate governance structure and states to what extent it applies the principles and best practice provisions of the Dutch Corporate Governance Code. Substantial changes in the Company's corporate governance structure and in the Company's compliance with the Dutch Corporate Governance Code, if any, will depending on the subject be submitted to the General Meeting of Shareholders. More detailed information on ICT's corporate governance and the related rules and regulations can be found on the Company's website (www.ict.eu/investor-relations).

Executive Board

The Company has a two-tier board structure, comprising an Executive Board and a Supervisory Board. The Executive Board is responsible for the management of the Company. According to the Articles of Association, the Executive Board must consist of at least one member. As of 21 May 2014, the Executive Board consisted of the following two members: Jos Blejie, Chief Executive Officer, and Jan Willem Wienbelt, Chief Financial Officer.
In accordance with the company's objectives and Dutch law, the Executive Board manages the Company, taking into account all parties involved in the Company and its related businesses. The Executive Board is supervised by the Supervisory Board. The Executive Board provides the Supervisory Board with all the information the Supervisory Board needs to fulfill its responsibilities. Major decisions of the Executive Board require the approval of the Supervisory Board. Decisions regarding a) the transfer of business b) Joint ventures/ cooperative agreements and c) investments in companies require the approval of the General Meeting of Shareholders. The Executive Board

shall carry out its duties in accordance with the Rules for the Executive Board, which have been placed on the Company's website.

Terms of appointment

The members of the Executive Board are appointed for a term of four years. This term expires at the end of the General Meeting of Shareholders to be held in the fourth year after the year of their appointment. Reappointment is possible for consecutive terms of four years.

Members of the Executive Board are appointed by the Supervisory Board. The Supervisory Board shall inform the General Meeting of Shareholders and the Works Council in advance of a proposed appointment. Members of the Executive Board may be suspended respectively dismissed by the Supervisory Board. In the event of a dismissal, the General Meeting of Shareholders shall be consulted.

Conflicts of interests

Dutch legislation on conflicts of interests, effective 1 January 2013, provides that a member of the Executive Board may not participate in the adoption of resolutions if he or she has a direct or indirect personal conflict of interest with the Company or related enterprise. If all members of the Executive Board have a conflict, the resolution concerned will be adopted by the Supervisory Board. Relevant matters relating to conflicts of interests, if any, shall be mentioned in the Annual Report for the financial year in question. There were no such conflicts of interest in the financial year 2014.

Remuneration of the Executive Board

The remuneration of the members of the Executive Board is determined by the Supervisory Board on the proposal of the Remuneration and Appointments Committee. Said committee closely follows the trends related to the remuneration of members of the Executive Boards of similar organizations. The remuneration must be consistent with the remuneration policy as adopted by the General Meeting of Shareholders. The current remuneration policy applicable to the Executive Board was adopted by the General Meeting of Shareholders in 2012 and is published on the Company's website.

Further insight into the remuneration of the members of the Executive Board is included in the Supervisory Board report. The Supervisory Board has on several occasions commissioned a detailed study of salary structures in the ICT sector. These measures have resulted in a balanced remuneration structure. Pursuant to Dutch law, the remuneration of the members of the Executive Board and the Supervisory Board must be included as a separate agenda item in the convening notice for a general meeting of shareholders and must be dealt with before the meeting can proceed to consider and adopt the financial statements.

The members of the Executive Board are employed by means of a service agreement in accordance with Dutch law.

Supervisory Board

The Supervisory Board is responsible for supervising and advising the Executive Board and overseeing the policies of the Executive Board and the general course of affairs of the company and its business. The supervision by the Supervisory Board, acting in the interests of the Company and its associated companies, and taking into account the relevant interests of the Company's stakeholders, also includes (a) the achievement of the Company objectives, (b) the Company's general strategy and the risks associated with the Company's activities, (c) the set-up and operation of internal risk management and related control systems, (d) the financial reporting processes, (e) compliance with legislation and regulations, (f) the Company-shareholders relationship and (g) corporate social responsibility. Under Dutch law and in accordance with the provisions of the Code, the Supervisory Board is a separate body that is independent of the Executive Board and all its members are independent.

In its report, the Supervisory Board describes the composition and functioning of the Supervisory Board and its committees, the activities of the Supervisory Board and its committees in the financial year, the number of committee meetings and the main items discussed.

The Supervisory Board has set up two separate committees: the Remuneration and Appointments Committee and the Audit Committee. The Supervisory Board as a whole is responsible for the supervisory tasks.

The Supervisory Board Rules of Procedure

The Supervisory Board's Rules of Procedure set forth its own governance rules (including meetings, items to be discussed, resolutions, appointment and re-election, committees, conflicts of interests, trading in securities and the profile of the Supervisory Board). Its composition follows the profile.

The Supervisory Board's Rules of Procedure are published on the Company's website. The rules include the charters of its committees, to which the plenary Supervisory Board, while retaining overall responsibility, has assigned certain tasks: the Remuneration & Appointments Committee and the Audit Committee. Each committee reports, and submits minutes of its meetings to the Supervisory Board.

Terms of appointment

The members of the Supervisory Board are elected by the General Meeting of Shareholders for fixed terms of four years upon a recommendation from the Supervisory Board. The recommendation is drawn up by the Supervisory Board once the General Meeting of Shareholders and the Works Council have been notified of the vacancy in question and have been given the opportunity to recommend individuals for nomination. The Supervisory Board's recommendation may be overruled by an absolute majority of votes cast, representing at least one-third of the subscribed share capital.

For a third of the members of the Supervisory Board, the Supervisory Board must place a person recommended by the Works Council on the nomination, unless the Supervisory Board objects to this recommendation based on the expectation that the recommended person will be unsuitable to fulfill the duties of a Supervisory Director or that the Supervisory Board would not be properly composed if the appointment were made according to said recommendation. The Supervisory Board must inform the Works Council of this objection and consult with the Works Council to reach agreement on the nomination. If no agreement can be reached, the Enterprise Chamber of the Amsterdam Court of Appeal can be asked to render a decision on the objection.

There is no age limit applicable and members may be re-elected for a maximum of three four-year terms in compliance with the Corporate Governance Code.

The individual members of the Supervisory Board can only be dismissed by the Enterprise Chamber of the Amsterdam Court of Appeal. In addition, the entire Supervisory Board shall resign in the event the General Meeting of Shareholders adopts a motion of no confidence against the Supervisory Board.

The Supervisory Board is assisted by the Company Secretary. The Company Secretary shall ensure that correct procedures are followed and that the Supervisory Board acts in accordance with its statutory obligations and its obligations under the Articles of Association. Furthermore, the Company Secretary assists the Chairman of the Supervisory Board in the actual organization of the affairs of the Supervisory Board. The Company Secretary shall, either on the recommendation of the Supervisory Board or otherwise, be appointed and may be dismissed by the Executive Board following the approval of the Supervisory Board.

Following their appointment, all members of the Supervisory Board follow an introductory programme, which covers general financial and legal affairs, financial reporting by the Company, any specific aspects that are unique to the Company and its business activities, and the responsibilities of a Supervisory Board member. Any need for further training or education of the members will be reviewed annually.

Under the Dutch Corporate Governance Code, no member of the Supervisory Board shall hold more than five supervisory board memberships at 'large' companies or foundations as defined under Dutch law, the chairmanship of a supervisory board counting as two regular memberships. During the financial year 2014, all members of the Supervisory Board complied with the limitations on supervisory board memberships described above.

Conflicts of interest

Dutch legislation on conflicts of interests, effective 1 January 2013, provides that a member of the Supervisory Board may not participate in the adoption of resolutions if he or she has a direct or indirect personal conflict of interest with the Company or related enterprise. If all members of the Supervisory Board have a conflict, the resolution concerned will be adopted by the General Meeting of Shareholders. Relevant matters relating to conflicts of interests, if any, shall be mentioned in the Annual Report for the financial year in question. No decisions to enter into material transactions in which there are conflicts of interest with members of the Supervisory Board were taken during the financial year 2014. Given the nature of ICT's activities, it is unlikely that such transactions would take place.

ICT declares that stipulations II.3.2 to II.3.4 and III.6.1 to III.6.3 of the Code (conflicts of interest) have been observed. All transactions of the Company and the natural persons and legal entities holding at least 10% of the Company shares were agreed under the sector's usual conditions. Decisions to effect transactions with these persons that are of material significance to the company and/or to these persons require the approval of the Supervisory Board. These transactions are published in the annual report.

Meetings of the Supervisory Board

The Supervisory Board meets at least four times per year, including a meeting on strategy. The Supervisory Board, on the advice of its Audit Committee, also discusses at least once a year the main risks of the business, plus the result of the assessment of the structure and operation of the internal risk management and control systems, as well as any significant changes to same. In addition to these items, the Supervisory Board, being responsible for the quality of its own performance, discusses, at least once a year, in the absence of the members of the Executive Board, (i) both its own functioning and that of the individual members, and the conclusions that must be drawn on the basis thereof, as well as (ii) both the functioning of the Executive Board and that of the individual members, and the conclusions that must be drawn on the basis thereof. The members of the Executive Board have regular contacts with the members of the Supervisory Board. The Executive Board is required to keep the Supervisory Board informed of all facts and developments related to the Company that the Supervisory Board may need to function as required and to properly carry out its duties, to consult it on important matters and to submit certain important decisions to it for its prior approval.

The Supervisory Board and its individual members each have their own responsibility to request from the Executive Board and the external auditor all information that the Supervisory Board needs to be able to carry out its duties properly as a supervisory body. If the Supervisory Board considers it necessary, it may obtain information from officers and external advisers of the Company. The Company provides the necessary means for this purpose. The Supervisory Board may also require that certain officers and external advisers attend its meetings.

The Chairman of the Supervisory Board

The Supervisory Board's Chairman will see to it that: (a) the members of the Supervisory Board follow their introductory program, (b) the members of the Supervisory Board receive in good time all information which is necessary for the proper performance of their duties, (c) there is sufficient time for consultation and decision-making by the Supervisory Board, (d) the committees of the Supervisory Board function properly, (e) the performance of the Executive Board members and Supervisory Board members is assessed at least once a year, and (f) the Supervisory Board elects a Vice-Chairman. The Vice-Chairman of the Supervisory Board shall deputise for the Chairman when the occasion arises. The Vice-Chairman shall act as the contact for individual members of the Supervisory Board or the Executive Board with regard to the functioning of the Chairman of the Supervisory Board.

General Meeting of Shareholders

Introduction

A General Meeting of Shareholders is held at least once a year to discuss the Annual Report, including the report of the Executive Board, the financial statements with explanatory notes thereto and additional information required by law, and the Supervisory Board report, any proposal related to dividends or other distributions, the appointment of members of the Executive Board and Supervisory Board (if any), important management decisions as required by Dutch law, and any other matters proposed by the Supervisory Board, the Executive Board or shareholders, in accordance with the provisions of the Company's Articles of Association. The Annual Report, the financial statements and other regulated information, such as defined in the Dutch Act on FinancialSupervision (Wet op het Financieel Toezicht), will be published solely in English. As a separate agenda item and in accordance with Dutch law, the General Meeting of Shareholders discusses the discharge of the members of the Executive Board and of the Supervisory Board for the performance of their respective duties in the preceding financial year. However, this discharge only covers matters that are known to the Company and the General Meeting of Shareholders when the resolution is adopted. The General Meeting of Shareholders is held in Barendrecht, Rotterdam or Amsterdam no later than six months after the end of the financial year. Meetings are convened by public notice sent by way of an announcement published electronically, which will be directly and permanently accessible to the general meeting, at least 42 days prior to the (Extraordinary) General Meeting of Shareholders. Extraordinary General Meetings of Shareholders may be convened by the Executive Board or the Supervisory Board if deemed necessary.

Main powers of the General Meeting of Shareholders

All outstanding shares carry voting rights. The main powers of the General Meeting of Shareholders are those to appoint the members of the Supervisory Board, to adopt the financial statements, to determine the profit appropriation, to discuss the reserves and the dividend policy and to discharge the members of the Executive Board for their management and the Supervisory Board for their supervision during the past financial year, to adopt the remuneration policy for the Executive Board, to adopt the remuneration of the members of the Supervisory Board, to pass a motion of no confidence in the Supervisory Board, to appoint the external auditor as required by Dutch law, to adopt amendments to the Articles of Association and proposals to dissolve or liquidate the Company, to issue shares or rights to shares, to restrict or exclude pre-emptive rights of shareholders and to repurchase or withdraw or reduce the value of shares.

In compliance with Dutch law, decisions of the Executive Board that are so far-reaching that they would greatly change the identity or nature of the Company or the business require the approval of the General Meeting of Shareholders. This includes resolutions to (a) transfer the business of the Company, or almost the entire business of the Company, to a third party, (b) enter into or discontinue long-term cooperation by the Company or a subsidiary with another legal entity or company or as a fully liable partner in a limited partnership or ordinary partnership, if this cooperation or its discontinuation is of material significance to the Company, or (c) acquire or dispose of a participating interest in the capital of a company to the value of at least one-third of the amount of the assets according to the balance sheet and notes thereto or, if the Company prepares a consolidated balance sheet, according to the consolidated balance sheet and notes thereto as published in the last adopted financial statements of the Company, by the Company or one of its subsidiaries.

Repurchase and issue of (rights to) own shares

The 2014 General Meeting of Shareholders resolved to authorize the Executive Board subject to approval of the Supervisory Board, to acquire fully paid-up ordinary shares in its own capital to a maximum of 10% of the subscribed capital of the Company within the limits of the Articles of Association for another 18 months as of 21 May 2014. In addition, the 2014 General Meeting of Shareholders resolved to authorize the Executive Board, subject to the approval of the Supervisory Board, to issue shares or grant rights to acquire shares in the Company, as well as to restrict or exclude the pre-emptive right accruing to shareholders. This authorization is limited to a maximum of 10% of the number of shares issued as of 21 May 2014, plus 10% of the issued capital in connection with or on the occasion of mergers and acquisitions.

Anti-takeover measures

As a means to protect the Company and its stakeholders against an unsolicited attempt to obtain (de facto) control of the Company, the Company's Articles of Association allow the Executive Board and the Supervisory Board to issue (rights to) preference shares to a third party, the Stichting Continuïteit ICT. The objective of the Stichting is to safeguard the interests of the Company and its business and all stakeholders. In the event of a hostile takeover attempt, the Stichting can call in the preference shares from the Company under the option agreement entered into between the Company and the Stichting. The Stichting may subscribe for a number of preference shares equal to the number of outstanding ordinary shares in the Company. In the event of a hostile takeover bid, the issuance of preference shares will enable the Executive Board to decide upon its position vis-à-vis the bidder, consider the bidder's plans, examine alternatives, and thus further safeguard the interests of the company and its stakeholders. The current members of the board of the Stichting are Mr. H.R. Okkens, Mr. J.C.M. Schönfeld, Mr. P.F. Plaizier and Mr. R. ter Haar. The Stichting has an independent board.

Overview of corporate governance provisions

ICT complies with the provisions of the Dutch Corporate Governance Code, apart from those listed below. The entire text of the Code is available at www.commissiecorporategovernance.nl.

Best practice provision 1.2

ICT's governance policy was discussed most recently at the 2012 Annual General Meeting. This did not involve any comments from the shareholders.

Best practice provision II.2.5

This stipulation provides that shares granted to members of the Executive Board without financial consideration shall be retained for a period of at least five years or until at least the end of the employment, if this period is shorter. The remuneration policy of ICT provides that under certain circumstances shares may be allotted to members of the Executive Board, which must be held for at least three years or at least until the end of employment. Thus the lock-up period will never be longer than the period of employment.

Principle III.5

The Supervisory Board has two committees: the Audit Committee and the Remuneration and Appointments Committee. The recommendations relating to these committees do not apply in terms of the composition of the core committees as set out in this principle, as the number of Supervisory Board members is four. This means that the committees have been installed on a voluntary basis.

Best practice provision III.6.5

There is no regulation covering private investment by members of the Supervisory Board or members of the Executive Board. Members of these boards are already subject to general legislation and regulations and monitoring private investment is considered to be unnecessarily bureaucratic.

Best practice provision IV. 3.1

This stipulation provides for webcasting analysts' meetings, presentations and press conferences for all shareholders. ICT communicates information relevant to shareholders in press releases and adds presentations to its website (ICT.eu/investor-relations). Given the relatively high costs for providing webcams and/or other technical tools that can be used to follow analysts and other third-party meetings, as well as shareholders' participation in meetings, ICT will not be taking action to make this possible in the foreseeable future.

Corporate governance statement

This is a corporate governance statement, as referred to in article 2a in conjunction with articles 3 through 3b of the Decree on additional requirements for annual reports (Vaststellingsbesluit nadere voorschriften inhoud jaarverslag). The information required can be found in this chapter dedicated to Corporate Governance and elsewhere in this annual report. The sections in question should be regarded as inserted and repeated here. Specifically reference is made to certain sections that have not been included in this chapter, such as:

- composition of the Executive Board and Supervisory Board: see 'Report of the Supervisory Board' and page 12;
- the information required by virtue of article 10 of the Decree pertaining to the takeover guidelines: see this chapter and also page 111;
- the main features of internal risk management and control systems in connection with the group's financial reporting: see chapter 'Risk Management and Internal Control';
- the description of the performance of the General Meeting of Shareholders is provided in the relevant section above.

ICT observes the best practice stipulations of the Dutch Corporate Governance Code with the deviations explained in this chapter.

- Consolidated balance sheet
- Consolidated statement of total comprehensive income
- Consolidated statement of changes in equity
- Consolidated statement of cash flows
- Notes to the consolidated financial statements

Consolidated balance sheet

(before proposed profit appropriation)

		As at 31 December				As at 1 January	
(x € 1,000)	Note	**2014**		2013 restated*		2013 restated*	
Assets							
Non-current assets:							
Property, plant and equipment	6	**1,246**		709		794	
Software and licences	7	**130**		226		348	
Investment in joint venture	8	**1,199**		1,715		1,595	
Investment in associate	9	**1,747**		-		-	
Goodwill	10	**10,881**		13,061		16,441	
Deferred tax assets	11	**4,129**		-		-	
			19,332		15,711		19,178
Current assets							
Trade and other receivables	12	**18,595**		21,761		21,728	
Income tax receivable		**159**		391		1,305	
Cash and cash equivalents	13	**11,346**		8,619		4,802	
			30,100		30,771		27,835
Total assets			**49,432**		**46,482**		**47,013**
Equity and liabilities							
Shareholders' equity	14						
Issued share capital		**875**		875		875	
Share premium		**8,411**		8,411		8,411	
Issued option reserve		**13**		22		155	
Revaluation reserve		**69**		-		1,398	
Retained earnings		**19,539**		21,989		25,654	
Result for the year		**4,934**		(1,095)		(5,327)	
Attributable to shareholders of							
ICT Automatisering N.V.		**33,841**		30,202		31,166	
Non-controlling interest		**132**		127		380	
			33,973		30,329		31,546
Non-current liabilities							
Deferred tax liabilities	11	**1,100**		602		-	
Provisions	15	**-**		-		648	
Share purchase liability	16	**-**		384		-	
Share-based compensation liabilities		**14**		-		-	
Other non-current liabilities	17	**-**		-		125	
			1,114		986		773
Current liabilities	18						
Trade payables		**2,450**		1,237		1,541	
Other taxes and social security liabilities		**5,275**		6,220		4,827	
Other current liabilities		**6,620**		7,710		8,326	
			14,345		15,167		14,694
Total equity and liabilities			**49,432**		**46,482**		**47,013**

* Restated for the adoption of IFRS 11. For reference see note 2.2a.

Consolidated statement of total comprehensive income

(x € 1,000)	Note	2014 Excluding exceptional Items*	2014 Exceptional items*	2014 Total	2013 restated* Excluding exceptional Items*	2013 restated* Exceptional items*	2013 restated* Total
Continuing operations							
Net revenue	20	63,043	-	**63,043**	60,790	-	60,790
Cost of Materials and subcontractors		5,653	-	5,653	4,997	-	4,997
Employee benefit expenses	21	40,163	-	40,163	38,374	400	38,774
Depreciation and amortization	7	302	-	302	359		359
Impairment charges	10	-	1,200	1,200	-	3,380	3,380
Other operating expenses	27	11,753	817	12,570	11,452	980	12,432
Total operating expenses		57,871	2,017	59,888	55,182	4,760	59,942
Operating profit		5,172	(2,017)	**3,155**	5,608	(4,760)	848
Financial expenses	28	(4)	-	(4)	(18)	-	(18)
Financial income	28	134	-	134	-	-	-
Result from joint venture	8	261	-	261	277	-	277
Result from associate	9	(19)	-	(19)	-	-	-
Result before taxes from continuing operations		5,544	(2,017)	3,527	5,867	(4,760)	1,107
Income tax (expense) profit	19	(1,376)	5,642	4,266	(1,461)	345	(1,116)
Net profit (loss) from continuing operations		4,168	3,625	**7,793**	4,406	(4,415)	(9)
Discontinued operations							
Net loss after taxes from discontinued operations	19	(2,837)	-	(2,837)	(1,068)	-	(1,068)
Net profit (loss)		1,331	3,625	**4,956**	3,338	(4,415)	(1,077)
Other comprehensive income (net of tax)		69	-	69	-	-	-
Total comprehensive income		1,400	3,625	**5,025**	3,338	(4,415)	(1,077)
Net profit (loss) attributable to:							
- Shareholders of ICT Automatisering N.V.				**4,934**			(1,095)
- Non-controlling interests				**22**			18
Total comprehensive income attributable to:							
- Shareholders of ICT Automatisering N.V.				**5,003**			(1,095)
- Non-controlling interests				**22**			18
Earnings per share:							
From continuing and discontinued operations							
Basic earnings per share (in €)				0.56			(0.13)
Diluted earnings per share (in €)				0.56			(0.13)
From continuing operations							
Basic earnings per share (in €)				0.89			0.00
Diluted earnings per share (in €)				0.89			0.00

* Restated for the first time adoption of IFRS 11 and discontinued operations. For reference see note 2.2a and 2.2b.

** Represents non-IFRS supplementary financial (disclosure) information. Reference is also made to note 5.

There are no non-recyclable other comprehensive income items.

Consolidated statement of changes in equity

(x € 1,000)	Issued share capital	Share premium	Issued option reserve	Revaluation Reserve	Retained earning	Profit (loss) for the year	Total	Non-controlling interest	Total equity
	Attributable to owners of the parent								
Balance at 1 January 2013	**875**	**8,411**	**155**	**1,398**	**25,654**	**(5,327)**	**31,166**	**380**	**31,546**
Net loss 2013	-	-	-	-	-	(1,095)	(1,095)	18	(1,077)
Other comprehensive income 2013	-	-	-	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	-	-	(1,095)	(1,095)	18	(1,077)
Dividends paid	-	-	-	-	-	-	-	(107)	(107)
Purchase 15% Improve	-	-	-	-	164	-	164	(164)	-
Release revaluation reserve				(1,398)	1,398	-	-	-	-
Exercised options	-	-	(133)	-	100	-	(33)	-	(33)
Allocation of the 2012 loss to the retained earnings	-	-	-	-	(5,327)	5,327	-	-	-
Balance at 31 December 2013	**875**	**8,411**	**22**	**-**	**21,989**	**(1,095)**	**30,202**	**127**	**30,329**
1 January 2014	**875**	**8,411**	**22**	**-**	**21,989**	**(1,095)**	**30,202**	**127**	**30,329**
Net profit 2014	-	-	-	-	-	4,934	4,934	22	4,956
Other comprehensive income 2014	-	-	-	69	-	-	69	-	69
Total comprehensive income for the year	-	-	-	69	-	4,934	5,003	22	5,025
Dividends paid	-	-	-	-	(1,312)	-	(1,312)	(17)	(1,329)
Exercised options	-	-	(9)	-	(43)	-	(52)	-	(52)
Allocation of the 2013 loss to the retained earnings	-	-	-	-	(1,095)	1,095	-	-	-
Balance at 31 December 2014	**875**	**8,411**	**13**	**69**	**19,539**	**4,934**	**33,841**	**132**	**33,973**

Consolidated statement of cash flows

According to the direct method

(x € 1,000)		**2014**		2013 restated*
Cash flow from operating activities				
Receipts from customers	76,714		72,712	
Payments to suppliers and employees	(73,046)		(69,190)	
		3,668		3,522
Interest (paid) received	(4)		(18)	
Income tax (paid) received	(136)		455	
		(140)		437
Net cash flow from continuing operating activities		3,528		3,959
Net cash flow from discontinued operating activities		277		710
Net cash flow from operating activities		**3,805**		**4,669**
Cash flow from investment activities				
Purchases of property, plant and equipment and licences	(844)		(288)	
Purchase LogicNets	(1,697)		-	
Dividend received from joint venture	777		157	
Purchase Improve	-		(580)	
Net cash flow from continuing investment activities		(1,764)		(711)
Net cash flow from divestment of discontinued activities		2,015		(34)
Net cash flow from (investment) divestment activities		**251**		**(745)**
Cash flow from financing activities				
Dividend paid to non-controlling interest	(17)		(107)	
Dividend paid to shareholders of ICT Automatisering N.V.	(1,312)		-	
Net cash flow from continuing financing activities		(1,329)		(107)
Net cash flow from discontinued financing activities		-		-
Net cash flow from financing activities		**(1,329)**		**(107)**
Net cash flow		**2,727**		**3,817**
Cash at bank and in hand as at 31 December	11,346		8,619	
Cash at bank and in hand at 1 January	8,619		4,802	
Increase / (decrease) cash and cash equivalents		2,727		3,817

* Restated for the first time adoption of IFRS 11 and discontinued operations. For reference see note 2.2a and 2.2b.

Notes to the consolidated financial statements

1 General information

ICT Automatisering N.V. ("ICT" or "the Company") is a public limited Company incorporated and established in the Netherlands. In the context of the consolidated financial statements, the Company also refers to the ICT group of companies.

The address of ICT Automatisering N.V. is:

Kopenhagen 9
2993 LL Barendrecht
Telephone: +00 31 (0)889082000
Fax: + 0031 (0)889082500

The consolidated financial statements of ICT Automatisering N.V., Barendrecht for the year ended 31 December 2014 were authorised for issue by the Executive Board on 4 March 2015 and have together with the Supervisory Board been signed on 4 March 2015 and will be submitted for adoption to the General Meeting on 13 May 2015.

ICT Automatisering (ICT) provides high-quality technological solutions in the information and communication technology domain, with a specific focus on the following application areas (verticals): Automotive, Logistics, Machine & Systems, Industrial Automation, Energy & Utilities and Healthcare. The solutions that ICT offers its clients involve the secondment of experienced and highly-educated personnel, the realisation of system solutions on a project basis and the maintenance of ICT systems. Through its participations, ICT is also active in Traffic & Transport (InTraffic), and in Expert Decision Support Software and Solutions (LogicNets).

2 Summary of significant accounting policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union and also comply with the financial reporting requirements included in Part 9 of Book 2 of the Dutch Civil Code.

The financial information relating to ICT Automatisering N.V. is presented in the consolidated financial statements. Accordingly, in accordance with article 2:402 of Dutch Civil Code, the company financial statements only contain an abridged profit and loss account.

ICT's consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS), as adopted by the European Union. The accounting policies applied by ICT comply with IFRS and the pronouncements of the International Financial Reporting Interpretation Committee (IFRIC) effective at 31 December 2014.

The consolidated financial statements have been prepared on the basis of the historical cost convention, unless otherwise stated.

The preparation of financial statements in accordance with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 3.

2.2 Prior year restatement

ICT has restated its previously issued financial statements to reflect the adoption of IFRS 11 'Joint Arrangements' and to account for the discontinued operations following the sale of the German operations:

a) InTraffic B.V.

IFRS 11 'Joint arrangements' effective per 1 January 2014, requires that investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations each investor has rather than the legal structure of the joint arrangement. In addition, this standard removes the option to apply proportionate consolidation for joint ventures and requires that all joint ventures are measured using the equity method. The Company has one joint arrangement, InTraffic B.V. Based on the Company's analysis, InTraffic classifies as a joint venture. Consequently, the Company's share in the gross assets and liabilities of the joint venture are presented in one single line, 'investments in joint ventures', resulting in a decrease of the balance sheet total (i.e. not proportionally consolidated). The Company's share in revenues and expenses is presented in one single line item in the consolidated statement of comprehensive income. The application of this new standard had no impact on the results of the Company. The Company applied the standard as per 1 January 2014. The transition was applied retroactively as required by IFRS 11 and the comparative information for the immediately preceding period (2013) has been restated. The transition did not have any impact on either the Other Comprehensive Income for the period or the basic or diluted EPS.

b) ICT Software Engineering GmbH

During the first half year 2014 reporting ICT decided to divest its German automotive operations. The sale of these operations as per 11 August 2014 meets the definition of Discontinued Operations under IFRS 5 'Non-current assets held for sale and discontinued operations' and is therefore classified as a discontinued operation. Discontinued operations are excluded from the results of continuing operations and are presented separately in the statement of other comprehensive income. The comparative statement of comprehensive income and cash flow statement are presented as if an operation that was discontinued during the financial year had been discontinued from the start of the comparative years (see note 17, Discontinued operations). The classification as held for sale in the consolidated balance sheet was applicable as of 30 June 2014. At 31 December 2014, there were no more assets and liabilities held for sale related to the German Automotive operations.

The table below provides a summary of the adjustments and each impacted financial statement line item:

Restated consolidated balance sheet:

(x € 1,000)	31-Dec-2013 reported	31-Dec-2013 Adj. joint venture, note 2.2a	31-Dec-2013 restated	1-Jan-2013 reported	1-Jan-2013 Adj. joint venture, note 2.2a	1-Jan-2013 restated
Assets						
Non-current assets						
Property, plant and equipment	1,162	(227)	935	1,396	(254)	1,142
Investment in joint venture	-	1,715	1,715	-	1,595	1,595
Goodwill	13,061	-	13,061	16,441	-	16,441
	14,223	**1,488**	**15,711**	**17,837**	**1,341**	**19,178**
Current assets						
Trade and other receivables	22,493	(732)	21,761	22,822	(1,094)	21,728
Income tax receivable	391	-	391	1,305	-	1,305
Cash and cash equivalents	10,136	(1,517)	8,619	5,877	(1,075)	4,802
	33,020	**(2,249)**	**30,771**	**30,004**	**(2,169)**	**27,835**
Total assets	**47,243**	**(761)**	**46,482**	**47,841**	**(828)**	**47,013**
Liabilities						
Non-current liabilities						
Deferred tax liabilities	602	-	602	-	-	-
Provisions	-	-	-	648	-	648
Share purchase liability	384	-	384	-	-	-
Other non-current liabilities	-	-	-	125	-	125
	986	**-**	**986**	**773**	**-**	**773**
Current liabilities						
Trade payables	1,493	(256)	1,237	1,877	(336)	1,541
Other taxes and social security liabilities	5,946	274	6,220	5,047	(220)	4,827
Other current liabilities	8,489	(779)	7,710	8,598	(272)	8,326
	15,928	**(761)**	**15,167**	**15,522**	**(828)**	**14,694**
Total liabilities	**16,914**	**(761)**	**16,153**	**16,295**	**(828)**	**15,467**
Net-assets	**30,329**	**-**	**30,329**	**31,546**	**-**	**31,546**
Total equity	**30,329**	**-**	**30,329**	**31,546**	**-**	**31,546**

Restated consolidated statement of total comprehensive income:

	2013			
(x € 1,000)	reported	Adj. joint venture, note 2.2a	Adj. Discont. Operations, note 2.2b	restated
Net revenue	**79,488**	**(5,171)**	**(13,527)**	**60,790**
Cost of Materials and subcontractors	9,385	(2,025)	(2,363)	4,997
Employee benefit expenses	50,032	(1,952)	(9,306)	38,774
Depreciation and amortization	601	(78)	(164)	359
Impairment charges	3,380	-	-	3,380
Other operating expenses	15,954	(760)	(2,762)	12,432
Total operating expenses	79,352	(4,815)	(14,595)	59,942
Operating profit	**136**	**(356)**	**1,068**	**848**
Financial expenses	(11)	(7)	-	(18)
Result from joint venture	-	277	-	277
Result from associate	-	-	-	-
Result before taxes from continuing operations	125	(86)	1,068	1,107
Income tax expense (profit)	1,202	(86)	-	1,116
Net profit (loss) from continuing operations	**(1,077)**	-	**1,068**	**(9)**
Result after taxes from discontinued operations	-	-	(1,068)	(1,068)
Net profit (loss)	**(1,077)**	-	-	**(1,077)**
Other comprehensive income (net of tax)	-	-	-	-
Total comprehensive income	(1,077)	-	-	(1,077)
Effects on earnings per share:				
Basic earnings per share (in €)	(0.13)	-	-	(0.13)
Diluted earnings per share (in €)	(0.13)	-	-	(0.13)

2.3 Changes in accounting policies

(a) New and amended standards adopted by the Company

The International Accounting Standards Board (IASB) and IFRIC have issued new standards, amendments to existing standards and interpretations, some of which are not yet effective or have not yet been endorsed by the European Union. Where relevant, ICT has applied the new standards and interpretations that became effective in 2014. The adoption of these standards and interpretations did not have a material impact on the Company's financial performance or position, except for IFRS 11 Joint Arrangements. The application of IFRS 12 Disclosure of Interests in Other Entities resulted in additional disclosures in the consolidated financial statements. For the explanation and the impact on the financial statements of IFRS 11, we refer to note 2.2a.

(b) New standards and interpretations not yet adopted

A number of new standards and amendments to standards and interpretations are effective for annual periods beginning after 1 January 2015, and have not been applied in the preparation of these consolidated financial statements. These amendments pertain to: IFRS 9 Financial Instruments, IFRS 15 Revenue from Contracts with Customers, amendments to IFRS 11 and amendments to IAS 16-38-41-19. ICT is currently investigating the impact of these new standards. None of these is expected to have a significant impact on ICT's consolidated financial statements.

(c) changes in presentation

The presentation of, and certain terms used in, the statement of financial position, statement of comprehensive income and certain notes has been changed in 2014 to provide additional and more relevant information. Certain comparative amounts have been reclassified to conform to the current period presentation. None of the changes are significant.

2.4 Consolidation

Basis of Consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interest having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Groups' accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Changes in the Groups' ownership interests in existing subsidiaries

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Groups' interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable IFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under IAS 39, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

Business combinations

The Company applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair value of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Company. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value at the acquisition date. The Company recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of the acquiree's identifiable net assets.

Acquisition-related costs are expensed as incurred.

Any contingent consideration to be transferred by the Company is recognised at fair value at the acquisition date. Subsequent change to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised either in profit or loss or as a change to other comprehensive income. Any contingent consideration classified as equity is not re-measured and its subsequent settlement is accounted for within equity.

Goodwill is initially measured as the excess of the aggregate of the consideration transferred and the fair value of non-controlling interest over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognised in profit or loss.

Inter-company transactions, balances, income and expenses on transactions between group companies are eliminated. Profits and losses resulting from intercompany transactions that are recognised in assets are also eliminated. The financial figures reported by the subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Company.

Investments in associates and joint ventures

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of associates or joint ventures are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with IFRS 5. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interest that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The requirements of IAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate or a joint venture. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 Impairment of Assets as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

The Group discontinues the use of the equity method from the date when the investment ceases to be an associate or a joint venture, or when the investment is classified as held for sale. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset, the Group

measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with IAS 39. The difference between the carrying amount of the associate or joint venture at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities.
Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

The group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

When the Group reduces its ownership interest in an associate or a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

2.5 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Executive Board that makes strategic decisions.

2.6 Foreign currency translation

(a) Functional and presentation currency
Items included in the financial statements of each of the group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in 'Euro' (€), which is the group's presentation currency.

(b) Transactions and balances
Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of total comprehensive income. Foreign exchange gains and losses are presented in the consolidated statement of total comprehensive income within 'financial income or expenses'.

(c) Financial statements of foreign operations
The assets and liabilities of foreign operations (accounted for in the result), including goodwill and fair value adjustments arising on consolidation, are translated to Euros at foreign exchange rates ruling at the balance sheet date. The revenues and expenses of foreign operations are translated to Euros at the date of the transaction. Foreign exchange differences arising on translation are recognised directly in a separate component of equity. Foreign exchange gains and losses arising from a monetary item receivable from or payable to a foreign operation, the settlement of which is neither planned nor likely in the foreseeable future, are considered to form part of a net investment in a foreign operation and are recognised directly in equity in the translation reserve. When a foreign operation is disposed of, in part or in full, the relevant amount in the translation reserve is transferred to the statement of profit and loss.

2.7 Property, plant and equipment

Property, plant and equipment is stated at historical cost less depreciation and impairments. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the consolidated statement of total comprehensive income during the financial period in which they are incurred.

Depreciation on property, plant and equipment is calculated using the straight-line method to allocate their cost or revalued amounts to their residual values over their estimated useful lives, as follows:

- Computer equipment 5 years
- Furniture, fittings and other equipment 5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (note 2.9).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'Other operating expenses' in the consolidated statement of total comprehensive income.

2.8 Intangible assets

Software and licences

Software and licences is stated at historical cost less amortization and impairments. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the consolidated statement of total comprehensive income during the financial period in which they are incurred.

Amortization is calculated using the straight-line method to allocate their cost or revalued amounts to their residual values over their estimated useful lives in 5 years.

The residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (note 2.9).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'Other operating expenses' in the consolidated statement of total comprehensive income.

Goodwill

Goodwill arises on the acquisition of subsidiaries and associates and represents the excess of the consideration transferred over the Company's interest in net fair value of the net identifiable assets, liabilities and contingent liabilities of the acquiree and the fair value of the non-controlling interest in the acquiree.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units (CGUs), or groups of CGUs that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs to sell. Any impairment is recognised immediately as an expense and is not subsequently reversed.
On disposal of the relevant CGU, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

2.9 Impairment of non-financial assets

Property, plant and equipment, software and licenses are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less sales costs and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGUs). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

2.10 Financial assets

Classification
The Company classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables, and available for sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition. The Company only has loans and receivables.

Loans and receivables
Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets.

Recognition and measurement
Loans and receivables are initially recognised at fair value plus transaction costs and are subsequently carried at amortised cost using the effective interest method. Loans and receivables are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

2.11 Impairment of financial assets

The Company assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation, and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

For the loans and receivables category, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in the consolidated statement of total comprehensive income.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the consolidated statement of total comprehensive income.

2.12 Trade and other receivables

Trade and other receivables comprise trade debtors, unbilled revenue relating to projects and other receivables and are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for doubtful receivables.

2.13 Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts. In the consolidated balance sheet, bank overdrafts are shown within borrowings in current liabilities.

2.14 Share capital

Equity instruments that are reacquired (treasury shares) are deducted from shareholder's equity until the shares are cancelled or reissued. When such equity instruments are subsequently reissued, any consideration received, net of income tax effects, is included in shareholders' equity.

2.15 Share based payments

In the past, the Company awarded option-schemes to certain pre-defined employees. An option represents the right to a depositary receipt from Stichting Administratiekantoor ICT or Stichting Personeelsoptieplan ICT. All option schemes are subject to an exercise period of five years from the date an option is awarded. An option is strictly personal and cannot be transferred or traded. Under almost all the option schemes, options lapse when the holder leaves the Company. Options can be exercised for a period of five years at the stipulated exercise price, which is the same as the share price at the time the options were granted or is equal to the average share price over a number of previous years. The option holder is not entitled to dispose of the depositary receipts obtained as a result of exercising options within a period of two or three years from the start of the corresponding option period. After this period of two or three years, the option holder has the opportunity at least twice a year – or as many times as determined by the boards of the foundations, to give instructions to sell the depositary receipts. In the third, fourth and fifth year after the start of the relevant option period, one third of the depositary receipts may be sold each year. The parts which are not sold accumulate and may be sold in any subsequent year.

ICT Automatisering N.V. options granted are classified as equity-settled share-based payments and are measured at their fair value determined at the grant date. Accordingly, the fair value of the option is expensed as an employee benefit expense, based on the estimated numbers of options that will accrue over the vesting period. The options are granted to employees and former board members of ICT Automatisering N.V. as remuneration in the form of rights to purchase depositary receipts for shares in ICT. In some cases, employees may be required to deliver a specific performance in order to receive an unconditional right to depositary receipts for shares. The costs of options granted are recognised, together with a corresponding increase in equity, over the period in which the performance conditions are fulfilled, ending on the date on which the relevant employees obtain full rights ("vesting date"). The cumulative expense for granted options recognised at each reporting date until the vesting date is partly based on the expected number of options that will ultimately vest. No expense is recognised for grants that do not ultimately vest. If vesting depends on a market condition, they are treated as vested irrespective of whether the market condition has been met, provided that all other performance conditions have been met.

The dilutive effect of outstanding options not covered by treasury shares is reflected as share dilution in the computation of diluted earnings per share.

The fair value of the amounts payable to board members in respect of the long term incentive plan, which are intended to be settled in cash, is recognised as an expense with a corresponding increase in liabilities, over the period that the board members become entitled to payment. The liability is re-measured at each reporting date and at settlement date. Any changes in the fair value of the liability are recognised as personnel expenses in profit or loss.

2.16 Share purchase liability

The share purchase liability represents the liability to acquire the remaining 10% (2013: 10%) share in Improve. This liability is initially measured at fair value at the acquisition date. Subsequent changes to the fair value of this liability are recognised in the consolidated statement of total comprehensive income, under financial income or financial expenses.

2.17 Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the consolidated statement of total comprehensive income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill; deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2.18 Employee benefits

With effect from 1 January 2013 all pensions of the Company are qualified as defined contribution plans. For these plans the Company has no other obligations than to pay a contribution into a separate entity. The group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. The regular contributions constitute net periodic costs for the year in which they are due and are included within employee benefit expenses.

2.19 Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and the amount has been reliably estimated.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to the passage of time is recognised as interest expense.

a) Onerous contracts

A provision for onerous contracts is recognised when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting its obligations under the contract.

b) Termination benefits

Termination benefits are payable when employment is terminated by the Company before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Company recognises termination benefits when it is demonstrably committed to a termination without possibility of withdrawal. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

2.20 Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the consolidated statement of total comprehensive income on a straight-line basis over the period of the lease.

Leases in which the Company has substantially all the risks and rewards of ownership are classified as finance leases. The Company has no finance leases.

2.21 Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method.

2.22 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for services provided, stated net of discounts and value added taxes. The Company recognises revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the Company’s activities, as described below.

Revenue is recognised in the accounting period in which the services are rendered.

When the outcome of a project can be estimated reliably and it is probable that the project will be profitable, project revenue is recognised over the period of the project in line with the stage of completion. The stage of completion is measured by reference to the project costs (primarily hours) incurred up to the end of the reporting period as a percentage of total estimated costs for each project. Costs incurred in the year in connection with future activity on a project are excluded from project costs in determining the stage of completion. When it is probable that total project costs will exceed total project revenue, the expected loss is recognised as an expense immediately.

When the outcome of a project cannot be estimated reliably, project revenue is recognised only to the extent of project costs incurred that are likely to be recoverable. Warranty and project losses are recognised immediately. Warranties, if any, are of a short-term nature.

On the balance sheet, the Company reports the net project position for each project as either an asset (under revenues to be invoiced) or a liability (under accruals and deferred income). A project represents an asset where costs incurred plus recognised profits (less recognised losses) exceed progress billings; a project represents a liability when the opposite is the case.

Applying the guidance in IAS 18.IE.20, licence fees are normally recognised in accordance with the substance of the agreement, unless standard contracting and terms and conditions are applied. This means that each individual agreement should be assessed separately. IAS 18.IE.20 provides a number of examples, that need to be considered for recognising revenue:
- When a licensee has the right to use certain technology over a specified period of time, revenue may be recognised over the lifetime of the agreement.
- When licensing agreement for the use of software is agreed where the licensor has no further obligations subsequent to delivery, revenue is recognised at the time of sale.

2.23 Operating expenses

Expenses arising from the Company's business operations are accounted for as operating expenses in the year incurred. Losses are recognised as soon as they are foreseen.

2.24 Depreciation and amortization

Depreciation of property, plant and equipment and amortization of software and licences is calculated on the basis of fixed percentages of the acquisition value less any residual values based on expected useful economic lives.

2.25 Interest income

Interest income is recognised using the effective interest method. When a loan and receivable is impaired, the Company reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loan and receivables is recognised using the original effective interest rate.

2.26 Dividend income

Dividend income is recognised when the right to receive payment is established.

2.27 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Company's financial statements in the period in which the dividends are approved by the Company's shareholders.

2.28 Result from joint venture

Results from joint ventures are recognised as the net profit or loss after income tax.

2.29 Accounting principles for determining the consolidated cash flow statement

The cash flow statement is drawn up using the direct method. Receipts and expenses related to interest, received dividend and corporate income tax are included in the cash flows from operating activities. Paid dividends are included in the cash flows from financing activities.

3 Critical accounting estimates and judgements

In preparing the financial statements, management has to make certain judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenue and expenses. The actual outcome may differ from these judgments, estimates and assumptions. Judgments, estimates and assumptions are reviewed on an ongoing basis and are based on historical experience and various other factors, including expectations about future events, which are believed to be reasonable under the circumstances. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. The Company considers the following accounting policies, judgments, estimates and assumptions as critical:

Measurement of fixed price projects

The use of the percentage-of-completion method requires the Company to estimate the services performed to date as a proportion of the total services to be performed as far as the progress to which services were performed on the balance sheet date can be determined reliably and the incurred expenses to complete the transaction can be estimated reliably.

In the event of circumstances that interfere with the initially estimated revenue, costs or planned activities, estimates will be revised. These revisions might influence future revenue or costs. These revisions are processed in the period in which the circumstances that lead to changed estimates arise.

If the result of an ongoing project on behalf of third parties cannot be estimated reliably, income shall only be accounted for up to the project costs incurred, insofar they are probably covered by the project income.

Acquisitions and fair value estimates

Goodwill arising from the acquisition of a business is valued at cost upon initial recognition, this being the difference between the cost of the business and the interest of the Company in the net fair value of the identifiable assets, liabilities and contingent liabilities. The individual valuation of the identifiable assets, liabilities and contingent liabilities involves estimates (such as the expected cash flows and the discount factor).

Impairment review of goodwill

The Company tests annually whether goodwill has suffered any impairment. The recoverable amounts of cash-generating units (CGUs) have been determined based on value-in-use calculations. These calculations require the use of estimates on expected future cash flows, the CGU and the discount factor. The free cash flow projections and key assumptions are subject to risks and uncertainties that could cause future results to differ materially from current expectations. Our productivity, FTE and tariff growth rates are primarily driven by market demand, which could be impacted by a deterioration in macro-economic conditions or lower demand from our clients. Additionally, the assumptions for the discount rate are based on those for comparable companies and are driven by market conditions. Changes in these measures could have an impact on the value in use of the CGUs. See Note 10 for information on goodwill impairment tests and key assumptions used.

Corporate taxes

The Company is subject to income taxes in different jurisdictions. Judgment is required in determining the deferred tax asset on tax losses carry-forward positions. There are uncertain factors that influence the amount of the tax losses carry-forward. The Company recognises deferred tax assets on tax losses carry-forward based on its best estimates. When the actual results are different from the amounts that were initially estimated, such differences will impact the income tax in the income statement and the deferred tax assets and/or deferred tax liabilities in the period in which these deviations occur.

4 Financial risk management, objectives and policies

General

The Company's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. Company policy is geared towards managing these risks, insofar as relevant.
The Executive Board has overall responsibility for the establishment and oversight of the Company's risk management. The Company's has established risk management policies to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to the aforesaid limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their role and obligations.

The Audit Committee oversees how management monitors compliance with the Company's risk management policies and procedures and reviews the adequacy of risk management in relation to the risks faced by the Company.

The Company does not have significant exposure to financial risks due to the absence of derivatives and long term borrowings. The Company is primarily exposed to financial risks with regards to its working capital. In addition, the Company's financial instruments are primarily measured at amortised cost, with the exception of the share purchase liability, which is measured at fair value.

a) Fair value risk

The Company has no significant exposure to changes in the fair value of its financial instruments. The only financial instrument measured at fair value is the share purchase liability. Management has no formal objective policies for managing this financial risk, because the risk is considered to be limited.

b) Interest rate risk

ICT considers interest rate risks to be limited because the Company does not have any interest-bearing debts nor any significant amount of interest-bearing financial assets. The Company's results are therefore not sensitive to changes in market interest rates. Management has no formal objective or policies for managing this financial risk, because the risk is considered to be limited.

c) Currency risk

The Company is not exposed to any significant currency risks. Virtually all transactions are conducted in Euro's and the Company does not have significant operations in non-Euro countries. The Company's results are therefore not sensitive to changes in currency exchange rates. Management has no formal objective or policies for managing this financial risk, because the risk is considered to be limited.

d) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises from cash and cash equivalents, deposits with banks and financial institutions, as well as credit exposures to customers, including outstanding receivables and committed transactions. The Company's objective is to minimize its credit risk.
The Company's exposure to credit risk is primarily influenced by the individual characteristics of each client. New customers are analysed individually for creditworthiness before payment terms and conditions are offered. The Company's review may include external ratings, the services of a credit insurance institution where relevant and available, and in some cases bank references.

No significant losses have occurred during the last few years and ICT assesses the credit risks to which it is exposed as lower than average because of the good reputation and the creditworthiness of most of its clients. For transactions with banks and other financial institutions, only parties with a good creditworthiness are accepted, significantly reducing the credit risk on liquid assets.
The Company has one customer that accounts for between 12 and 14% (2013: 9 and 11%) of the Company's annual revenues. There have been no collectability issues with respect to this client. The Company establishes an allowance for impairment that represents its estimate of incurred losses in respect of outstanding receivables with customers. See note 10 of the financial statements for further disclosures on credit risk.

e) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it always has sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company performs periodic cash flow forecasting to monitor the Company's liquidity requirements. This is performed to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing at all times, so that the Company does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities. The cash flow forecasts take into consideration any debt financing, if relevant, and covenant compliance.

The Company's liquidity risk is considered to be low given its reasonable cash position and the positive net working capital. However, the Company also has high so-called operational leverage, which involves a risk that makes a cash buffer desirable. ICT has two credit facilities, which mature in June 2015. One facility is advised and is used for providing guarantees and securities. The other is committed and can be used for debit balances on current accounts and acquisitions. This credit facility amounts to € 2 million (2013: € 2 million) and was unused as per year-end 2014 and 2013. The risk of liabilities not being payable from liquid assets in the short term is considered minor, as current assets are approximately twice as high as current liabilities. In 2014, the Company complied with its bank covenant requirements related to adjusted EBITDA.

The table below divides the Company's non-derivative financial liabilities into the relevant maturity groupings based on the remaining period to the contractual maturity date at the balance sheet date. The amounts disclosed in the table are the contractual undiscounted cash flows:

Financial liabilities	31 December 2014		
(x € 1,000)	Less than 3 months	3 months to 1 year	2-5 years
Trade payables	2,450	-	-
Other taxes and social security liabilities	-	5,275	-
Other liabilities	250	4,921	-
Accruals and deferred income	-	1,463	-
Total	2,700	11,659	-

Financial liabilities	31 December 2013 restated		
(x € 1,000)	Less than 3 months	3 months to 1 year	2-5 years
Trade payables	1,237	-	-
Other taxes and social security liabilities	-	6,220	-
Other liabilities	-	5,476	-
Accruals and deferred income	-	2,234	-
Total	1,237	13,930	-

f) Capital management

The Executive Board's policy is to maintain a strong capital base in order to retain investor, creditor and market confidence and to sustain future development of the business. Capital consists primarily of share capital, share premium, revaluation reserve, retained earnings and non-controlling interests of the Company. With regards to capital management, the Company strives to retain sound solvency and liquidity levels.

5 Exceptional items (non-ifrs supplementary financial information)

Exceptional items are items which are exceptional from the view of management and are disclosed separately in the financial statements when it is necessary to do so to provide further elucidation of the Company's financial performance. They are material items of income or expense that have been shown separately due to the significance of their nature or amount.

2014

Overview of exceptional items (pre-tax)

(x € 1,000)	**2014**
Impairment charges	(1,200)
Costs of investigations into potential strategic combinations	(817)
Total	**(2,017)**

Exceptional items in taxes from continuing operations

(x € 1,000)	**2014**
Current profit tax related to costs of investigations	143
Current profit tax related to the divestment of the German activities	768
Deferred tax profit related to the divestment of the German activities (recognition tax asset)	4,129
Deferred tax profit related to the divestment of the German activities (release tax liability)	602
Total	**5,642**

Goodwill impairment

The goodwill impairment is related to Improve. ICT estimates it likely that Improve will be able to continue 2014 positive development. ICT management is well aware of the fact that execution of the strategy needs guidance and time as 2014 has shown. Therefore, it is appropriate to further impair the goodwill of Improve with € 1.2 million. See note 8 for details on the impairment analysis.

Exceptional items in taxes

The current tax related to costs of investigations represents the impact of the tax deductible costs of investigations. The current profit tax, the deferred tax asset and the tax in discontinued operations related to the divestment of the German subsidiary.

2013

Overview of exceptional items (pre-tax)

(x € 1,000)	2013
Termination benefit former CEO	(400)
Goodwill impairment	(3,380)
Costs of investigations into potential strategic combinations	(980)
Total	(4,760)

Impact of exceptional items on taxes

(x € 1,000)	2013
Current profit tax	345
Deferred taxes	-
Total	345

Termination benefit former CEO

The former Chief Executive Officer (CEO) of ICT Automatisering stepped down as CEO of ICT as per 17 November 2013.
The exceptional item pertains to the costs of the termination benefit.

Goodwill impairment

The goodwill related to Improve has been impaired (€ 3.4 million), as a consequence of continuing weak market developments and their effects on forecast results. See note 8 for details on the impairment analysis.

6 Property, plant and equipment

The following table shows the movement of the property, plant and equipment for the years presented:

(x € 1,000)	Computer equipment	Other fixed assets	Total
Total cost as at 1 January 2013*	3,245	1,398	4,643
Total accumulated depreciation and impairments*	(2,679)	(1,170)	(3,849)
Net book value as at 1 January 2013*	**566**	**228**	**794**
Movements in cost*			
Additions	179	74	253
Disposals	(1,459)	(470)	(1,929)
Total movements in cost	(1,280)	(396)	(1,676)
Movements in depreciation*			
Disposals	1,456	499	1,955
Depreciation	(227)	(137)	(364)
Total movements in depreciation	1,229	362	1,591
Net book value as at 31 December 2013*	**515**	**194**	**709**
Total cost as at 31 December 2013*	1,965	1,002	2,967
Total accumulated depreciation and impairments*	(1,450)	(808)	(2,258)
Net book value as at 31 December 2013*	515	194	709
Net book value as at 1 January 2014	**515**	**194**	**709**
Movements in cost			
Additions	194	674	868
Disposals	-	-	-
Disposal of subsidairy	(872)	(643)	(1,515)
Total movements in cost	(678)	31	(647)
Movements in depreciation			
Disposals	-	-	-
Depreciation	(181)	(50)	(231)
Disposal of subsidairy	831	584	1,415
Total movements in depreciation	650	534	1,184
Net book value as at 31 December 2014	**487**	**759**	**1,246**
Total cost as at 31 December 2014	1,287	1,033	2,320
Total accumulated depreciation and impairments	(800)	(274)	(1,074)
Net book value as at 31 December 2014	**487**	**759**	**1,246**

* Restated, see note 2.2a.

No leased items are included in property, plant and equipment. Residual values are considered to be zero. The carrying amount equals the estimated fair value of the assets. Included in other fixed assets are assets (€ 485,000) that will be depreciated as of 1 January 2015.

7 Software and licenses

The following table shows the movement of the software and licenses for the years presented:

(x € 1,000)	software and licenses
Total cost as at 1 January 2013*	1,465
Total accumulated depreciation and impairments*	(1,117)
Net book value as at 1 January 2013*	348
Movements in cost*	
Additions	65
Disposals	(49)
Total movements in cost	16
Movements in depreciation*	
Disposals	21
Depreciation	(159)
Total movements in depreciation	(138)
Net book value as at 31 December 2013*	226
Total cost as at 31 December 2013*	1,481
Total accumulated depreciation and impairments*	(1,255)
Net book value as at 31 December 2013*	226
Net book value as at 1 January 2014	226
Movements in cost	
Additions	-
Disposals	-
Disposal of subsidairy	(764)
Total movements in cost	(764)
Movements in depreciation	
Disposals	-
Depreciation	(75)
Disposal of subsidairy	743
Total movements in depreciation	668
Net book value as at 31 December 2014	130
Total cost as at 31 December 2014	717
Total accumulated depreciation and impairments	(587)
Net book value as at 31 December 2014	130

* Restated, see note 2.2a.

The average remaining amortisation period is between 1 and 2 years.

8 Investment in joint venture

ICT Automatisering N.V. has a 50% interest in the joint venture InTraffic B.V. InTraffic B.V. is an entity in the Netherlands, set up in 2003 and is jointly-controlled by the Company and Movares Nederland B.V. InTraffic B.V. is an IT consultant and project coordinator providing services for public transport companies. The Company's interest in InTraffic B.V. is accounted for using the equity method in the consolidated financial statements.

Summarised financial information of the joint venture, based on financial information prepared in accordance with IFRS as adopted by the EU, and reconciliation with the carrying amount of the investment in consolidated financial statements are set out below:

(x € 1,000)	**2014**	2013
Revenue	14,255	13,859
Net profit from continuing operations	523	554
Other comprehensive income	-	-
Total comprehensive income	**523**	**554**
Share ICT of total comprehensive income	261	277
The above profit (loss) for the year includes the following:		
Depreciation and amortisation	181	156
Interest income	6	13
Interest expense	-	-
Income tax expense (income)	161	171
Current assets	4,455	5,249
Non-current assets	408	453
Current liabilities	(2,465)	(2,273)
Net assets	**2,398**	**3,429**
The above amounts of assets and liabilities include the following:		
Cash and cash equivalents	2,168	3,037
Current financial liabilities (excluding trade and other payables and provisions)	-	-
Non-current financial liabilities (excluding trade and other payables and provisions)	-	-
Dividends received from joint venture during the year	777	157
Group's interest in net assets at beginning of the year	1,715	1,595
Total comprehensive income attributable to the group	261	277
Dividends during the year	(777)	(157)
Group's Interest in net assets at end of the year	1,199	1,715
Carrying amount of the investment at the end of year	**1,199**	**1,715**

There are no contingent liabilities relating to the Company's interest in the joint venture. The Company has no capital commitments related to its interest in the joint venture.

9 Investment in associate

ICT Automatisering N.V. has one associate, LogicNets Inc. The Company's interest in LogicNets Inc. is accounted for using the equity method in the consolidated financial statements. This pertains to a 20% interest in LogicNets Inc., established in the US in Washington and was acquired on 22 October 2014. The investment will be used to increase LogicNets' product development and deployment capacity. By means of this investment, ICT Automatisering N.V. will expand its exclusive distribution rights for LogicNets Inc. to cover all of Western Europe. LogicNets Inc. and ICT's ongoing collaboration has led to the delivery of large-scale expert decision support applications to major healthcare, government, and industrial organisations. These include the Dutch National Pathology Registry, and the Dutch national railway system (ProRail).

The following table shows the summarised financial information based on financial information prepared in accordance with IFRS as adopted by the EU of the Company's investment in LogicNets Inc.:

(x € 1,000)	**2014**
Revenue *	178
Profit from continuing operations *	(93)
Other comprehensive income	-
Total comprehensive income *	**(93)**
Attributable to ICT	(19)
Attributable to investee's shareholder	(74)
Current assets	1,733
Non-current assets	-
Current liabilities	(311)
Non-current liabilities	-
Net assets	**1,422**
Attributable to ICT	284
Attributable to investee's shareholder	1,138
Group's interest in net assets at beginning of the year	-
Acquired	303
Currency translation adjustment	69
ICT's share in the profit or loss	(19)
Dividends during the year	-
Group's Interest in net assets at end of the year	353
Goodwill	1,394
Carrying amount of the investment at the end of year	**1,747**

* during 22 October 2014 until 31 December 2014

There are no contingent liabilities related to the Company's interest in the associate. The Company has no capital commitments related its interests in the associate.

10 Goodwill

The movements in goodwill can be summarised as follows:

(x € 1,000)	2014	2013
Total cost as at 1 January	30,091	30,091
Total accumulated impairment at 1 January	(17,030)	(13,650)
Net book value as at 1 January	13,061	16,441
Movement in cost		
Derecognized on disposal of German operations	(13,130)	-
	(13,130)	-
Impairment losses		
Impairment charges	(1,200)	(3,380)
Derecognized on disposal of German operations	12,150	-
	10,950	(3,380)
Total cost as at 31 December	16,961	30,091
Total accumulated impairment as at 31 December	(6,080)	(17,030)
Net book value as at 31 December	10,881	13,061

The derecognized on disposal of German operations pertain to the sale of the CGU Automotive Germany.

For the purpose of impairment testing, goodwill is allocated to CGUs, which represent the lowest level within the Company at which the goodwill is monitored for internal management purposes. This is not higher than the Company's operating segments as reported in note 18. The following CGUs have goodwill allocated as at 31 December 2014:

(x € 1,000)	2014	2013
Automotive Netherlands	885	885
Automotive Germany	-	980
Industrial Automation	7,807	7,807
Improve	2,189	3,389
Total	10,881	13,061

Impairment test

The recoverable amounts of the cash-generating units (CGUs) have been determined based on value-in-use calculations. These calculations use pre-tax cash flow projections based on a five-year business and financial plan with 2015 as the first year. Cash flows beyond 2019 are extrapolated using a terminal value. The value-in-use is calculated as the net present value of the estimated pre-tax cash flow projections for each CGU, subject to the key assumptions stated below.

Key assumptions

Pre-tax cash flow projections in the value-in-use calculation are mainly dependent on the development of the productivity rate, FTE growth rate and the tariff growth. Management estimated these assumptions based on past performance and its expectations of market developments.

The pre-tax discount rate used to discount the pre-tax cash flows used for impairment testing purposes is determined through a calculation using the projected post-tax-cash flows, expected tax rate for the respective cash generating unit and a post-tax discount rate for the Company. The post-tax discount rate was calculated using a theoretical loan capital – shareholders' equity ratio based on peer companies in the market. The weighted average post-tax discount rate used amounts to 13.2% (2013: 12.5%) for the CGUs Automotive Netherlands and Industrial Automation and 14.0% for the CGU Improve (2013: 13.8%).
The weighted average pre-tax discount rate amounts for the CGUs Automotive Netherlands and Industrial Automation to 17.6% (2013: 16.7%) and 18.7% for the CGU Improve (2013: 18.4%).

A terminal value was calculated on the normalised cash flows beyond management's 5-year forecast period, using an estimated growth rate of 2% (2013: 1%). This growth rate is based on long-term market price trends adjusted for actual ICT experience. The key assumptions (weighted average over 5-year forecast period) per CGU used for the value-in-use calculations are as follows:

	Automotive Netherlands	Industrial Automation	Improve
Management forecast period (5 years)			
Productivity rate	70.8%	69.0%	64.0%
FTE growth rate	5.6%	3.0%	4.0%
Tariff growth rate	1.3%	2.1%	1.2%
Extrapolated period			
Growth rate	2%	2%	2%

Impairment analysis results

The carrying value and headroom per CGU (after goodwill impairment) can be specified as follows:

(x € 1 million)	Carrying value	Value in use	Headroom
Automotive Netherlands	1.5	4.0	2.5
Industrial Automation	9.5	14.5	5.0
Improve	2.4	2.4	0.0

The impairment analysis in 2014 resulted in an impairment for 1 CGU, Improve (€ 1,200,000). The carrying value of Improve after impairment of € 1,200,000 amounts to € 2,444,000. The impairment analysis in 2013 resulted also in an impairment for Improve (€ 3,380,000). This 2013 impairment was primarily driven by deterioration in results and outlook for this CGU. Although Improve realised a modest increase of result in 2014, we learned the past few years that the path to structural performance improvement has been more resilient than expected.

Sensitivity analysis

The impairment analysis for the goodwill allocated to Automotive Netherlands and Industrial Automation shows headroom between the CGUs recoverable amount and its carrying amount according to the table above. The goodwill allocated to Improve has been impaired to its recoverable amount and therefore any negative change in assumptions would lead to an additional impairment. A reasonably possible change in assumptions would have resulted in headroom of nil for the CGUs mentioned below:

	% point change	
	Automotive Netherlands	Industrial Automation
Management forecast period (5 years)		
Productivity rate	-4.1	-3.5
FTE growth rate	-6.9	-5.4
Tariff growth rate	-1.7	-1.5
Discount rate	16.6	5.8
Extrapolated period		
Growth rate	-54.0	-12.9

11 Deferred tax assets and liabilities

Deferred taxes include carry-forward losses for Germany and differences between the carrying values and the tax base of certain assets and liabilities, resulting in temporary differences. The movement in the deferred tax position is as follows:

(x € 1,000)	Deferred tax assets	Deferred tax liabilities	Total
Balance as at 1 January 2013	-	-	-
Movements 2013:			
Charged to the balance sheet:			
Loan to subsidiairies	-	(602)	(602)
Charged to the income statement:			
Gain / (loss)	-	-	-
Balance as at 31 December 2013	-	(602)	(602)
Movements 2014:			-
Charged to the balance sheet:			-
Loan to subsidiairies	-		-
Gain / (loss) charged to the income statement:			
Continued	4,129	602	4,731
Discontinued		(1,100)	(1,100)
Balance as at 31 December 2014	4,129	(1,100)	3,029

The liquidation loss of the German subsidiary is deductible for Dutch Corporate Income Tax purposes and can be off-set with (future) taxable income in the Netherlands. Accordingly, the Company has recognized a deferred tax asset (carry-forward loss), which is expected to be realized in the next few years. Furthermore a deferred tax liability has been recognised in 2014 in relation with the expected liquidation of ICT Germany for the amount of EUR 1.1 million, which is reported under discontinued operations.

In addition, the deferred tax liability relating to the loans of ICT Germany has been derecognised in 2014 to the statement of comprehensive income for the amount of EUR 0.6 million.

12 Trade and other receivables

Trade receivables are non-interest bearing and generally have a payment term of 30-90 days. The fair value of the trade and other receivables approximates their book value. Revenues to be invoiced also include fixed price projects (net of any current warranty and project related accruals).

(x € 1,000)	**2014**	2013 restated
Trade receivables (gross)	**9,818**	13,750
Less: provision for uncollectible receivables	**(15)**	(29)
Trade receivables (net)	**9,803**	13,721
Receivables on affiliated companies	**385**	394
Revenue to be invoiced	**6,791**	6,178
Other receivables	**824**	857
Prepayments and accrued income	**792**	611
	18,595	21,761

The movement of the provision for doubtful receivables is as follows:

(x € 1,000)	2014	2013 restated
Balance as at 1 January	29	858
Additions	-	-
Usage	(14)	(829)
Balance as at 31 December	15	29

The provision for doubtful receivables primarily relates to customers who are in default and customers who are currently experiencing liquidity difficulties. The addition and release of provisions have been included in 'other operating expenses' in the consolidated statement of total comprehensive income.

The outstanding trade and other receivables that are not subject to impairment as per 31 December can be specified as follows:

(x € 1,000)	Total	Not overdue	< 30 days	30–60 days	60-90 days	> 90 days
2014						
Trade receivables	9,803	6,867	313	2,077	411	135
Receivables on affiliated companies	385	385	-	-	-	-
Revenue to be invoiced	6,791	6,791	-	-	-	-
Other receivables	824	824	-	-	-	-
Total	17,803	14,867	313	2,077	411	135
2013 restated						
Trade receivables	13,721	10,917	305	1,208	911	380
Receivables on affiliated companies	394	394	-	-	-	-
Revenue to be invoiced	6,178	6,178	-	-	-	-
Other receivables	857	857	-	-	-	-
Total	21,150	18,346	305	1,208	911	380

The Company has no significant trade and other receivables denominated in foreign currencies other than the Euro.

Because the Company does not hold any collateral as security, the maximum exposure to credit risk at the reporting date is the carrying value of each class of trade and other receivables as disclosed in the table. The fair value of the trade and other receivables approximates its fair value.

13 Cash and cash equivalents

The cash and cash equivalents are at free disposal of the Company except for the cash on the blocked G-bank accounts of EUR 19,000 (2013: 48,000). The cash and cash equivalents consist of bank balances bearing interest in line with market interest rates.

14 Shareholders' equity

Issued share capital

(x € 1,000)	Number of shares	Issued share capital (x € 1,000) Ordinary shares	Cumulative preference shares	Share premium	Total
At 1 January 2013	8,747,544	875	-	8,411	9,286
- Shares issued	-	-	-	-	-
At 31 December 2013	8,747,544	875	-	8,411	9,286
- Shares issued	-	-	-	-	-
At 31 December 2014	8,747,544	875	-	8,411	9,286

The Company's authorised share capital amounts to € 3,750,000 divided into 18,700,000 ordinary shares and 18,800,000 cumulative preference shares all with a nominal value of € 0.10 per share. The number of ordinary shares issued and fully paid-up at year-end amounted to 8,747,544 (2013: 8,747,544).

The holders of the preference shares are entitled to a cumulative dividend. The dividend per share is based on the nominal value of the share and the average monthly EURIBOR rate, weighted by the number of days the rate was in force, during the financial year to which the dividend relates, plus two percent. If in a given year the cumulative preference dividend was not paid out in full or in part, no dividends shall be distributed to the ordinary shareholders in subsequent years until the shortfall has recovered. There were no issued cumulative preference shares issued in the years presented.

Both the ordinary shares and the cumulative preference shares entitle their holders to one vote per share.

Treasury shares

At year-end 2014 the Company did not have any treasury shares in its portfolio (2013: nil). No treasury shares were redeemed at year-end 2014 and 2013.

Retained earnings

The retained earnings item comprises the net results appropriated to equity less the cumulative dividends paid out of retained earnings in previous years.

Revaluation reserve

The revaluation reserves comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations.

15 Provisions

The provisions primarily consist of a provision for onerous lease contracts and restructurings. The composition is as follows:

			2014			2013
(x € 1,000)	Onerous contracts	Restructuring	**Total**	Onerous contracts	Restructuring	Total
Balance as at 1 January	720	495	1,215	1,408	842	2,250
Additions	-	-	-	-	495	495
Used during year	(720)	(495)	(1,215)	(688)	(842)	(1,530)
Balance as at 31 December	**-**	**-**	**-**	**720**	**495**	**1,215**
Of which:						
Non-current	-	-	-	-	-	-
Current	-	-	-	720	495	1,215
Total balance	**-**	**-**	**-**	**720**	**495**	**1,215**

The provision for onerous contracts relates primarily to a property lease for an office building. Due to the relocation of activities, the Company uses only part of the total office space covered by the lease. The discounted future expenditures relating to the unused office space is recognised as a provision. The expenses and benefits related to the provisions are recognised under 'Other operating expenses'. The remaining term of the onerous lease contract is nil (year-end of 2013: 12 months). At year-end 2013, the portion of this provision was recognised under the 'Accruals and deferred income'.

The restructuring provision is related to Germany and The Netherlands, where management has taken actions to increase the profitability of the Company. The execution of these restructurings started prior to year-end 2012 and was finalized during 2013.
The additions to the restructuring provision in 2013 pertained to the termination benefit of the former Chief Executive Officer (CEO) of ICT Automatisering, who stepped down as per 17 November 2013 and the redundancy payments for a number of employees at year-end of 2013, finalized in the start of 2014.
At year-end 2013, the portion of this provision was recognised under 'Accruals and deferred income'.

16 Share purchase liability

Share purchase liability

The remaining 10% of the shares of Improve Quality Services B.V. can be acquired on 1 January 2015 by means of an option right. At year-end 2014, the fair value of the remaining 10% is re-measured. The fair value is estimated at € 250,000 (year-end 2013: € 384,000). The re-measurement is recognized under financial income for the amount of € 134,000.

The fair value of the share-purchase liability is based on the discounted settlement value for the acquisition of the remaining shares in Improve. The settlement value of the remaining 10% of the shares is dependent on the profit of Improve in 2014. The determination of the fair value also takes into account observable market information.

Subsequent to year end the remaining 10% was purchased, at 31 December 2014 € 250,000 is recognised in current other liabilities because of the short-term nature of the liability. At 31 December 2013, € 384,000 was recognised in non-current liabilities.

17 Other non-current liabilities

Advance payments

This relates to payments received as lease incentive with respect to a long-term operational lease contract. An annual amount of € 200,000 has been released until 2012 to the consolidated statement of total comprehensive income to recognise the operating lease expenses on a straight-line basis. The current remaining amount is nil (2013: € 125,000). The amount of € 125,000 has been released in 2014.

18 Current liabilities

The current liabilities are non-interest bearing and in general include a payment term of up to 45 days. These are usually paid entirely within the payment period. The current liabilities at 31 December 2014 are 0 to 45 days old, with the exceptions of fixed price projects, short term portion of the restructuring and the onerous contracts, and are thus within the agreed payment period.

The current liabilities are specified as follows:

(x € 1,000)	**2014**	2013 restated
Trade payables	2,450	1,237
Other taxes and social security liabilities	5,275	6,220
Pensions	17	101
Other liabilities	5,140	5,375
Accruals and deferred income	1,463	2,234
Total	14,345	15,167

The other liabilities include outstanding costs to be paid to suppliers and employees.

At 31 December 2014, the acquisition of the remaining 10% shares as per 1 January 2015 is recognised in other current liabilities for an amount of € 250,000 (At 31 December 2013, for an amount of € 384,000 in other non-current liabilities). For reference see note 16.

The accruals and deferred income include obligations that ensue from fixed price projects (including warranty and project related accruals) and the short-term part of the expected payment by virtue of a long-term lease and the short-term portion of the restructuring costs.

The carrying amount of these liabilities equals the fair value.

19 Discontinued operations

In June 2014, management committed to a plan to sell the Automotive Germany operations. On 11 August of this year, ICT reached agreement with ALTEN GMBH on the sale of the German operations. The signing of the formal agreements and closing of the transaction were both subject to the usual conditions precedent. ICT and ALTEN completed the transaction on 8 October 2014. The transfer of the German activities to ALTEN GMBH had actually taken place as of 1 July 2014. The ICT Germany business was included in the Automotive operating segment until 30 June 2014.
Following the sale of the German operations, ICT will liquidate its German subsidiary and this is expected to be completed by the end of 2015.
The sale of the German Automotive business is also classified as discontinued operations in the consolidated statement of total comprehensive income. The comparative figures have been restated to show the discontinued operation separately from continuing operations.

Breakdown of comprehensive result from discontinued operations

(x € 1,000)	**2014**	2013
Net revenue	**5,658**	13,527
Cost of Materials and subcontractors	1,074	2,363
Employee benefit expenses	4,316	9,306
Depreciation and amortization	22	164
Other operating expenses	980	2,762
Total operating expenses	6,392	14,595
Profit (loss) from operating activities	**(734)**	(1,068)
Result from sale of the operations	(1,003)	-
Loss before taxes from discontinued operations	**(1,737)**	(1,068)
Taxes	(1,100)	-
Net profit (loss)	(2,837)	(1,068)

The result for the period from discontinued operations was attributable entirely to the shareholders of ICT.

Breakdown of net cash flow from discontinued operations

The cash flows from discontinued operations can be specified as follows:

According to the direct method (x € 1,000)		**2014**		2013
Net cash flow from operating activities		277		710
Net cash flow from divestment activities		2,015		(34)
Net cash flow from financing activities (inter Group)		(2,501)		(861)
Net cash flow		**(209)**		(185)
Cash at bank and in hand as at 31 December	972		1,181	
Cash at bank and in hand at 1 January	1,181		1,366	
Increase / (decrease) cash and cash equivalents		**(209)**		(185)

20 Segment information

The Executive Board is the Company's chief operating decision-maker. Management has determined the operating segments based on the information reviewed by the Executive Board for the purposes of allocating resources and assessing performance. The Executive Board reviews the business from a Vertical perspective.

The Company's activities have been divided into five segments, Automotive, Logistics, Industrial Automation, Machine & Systems (including Healthcare and Energy) and the subsidiary Improve.

Sales between verticals are carried out at arm's length. The revenue from external parties is measured in a manner consistent with that in the consolidated statement of total comprehensive income.

2014

(x € 1,000)	Automotive	Logistics	Industrial Automation	Machine & Systems	Improve	Other	Consolidated
Continuing operations							
Revenue:							
From clients	5,587	9,334	15,903	29,466	2,753	-	63,043
Inter-segment	-	-	-	-	397	(397)	-
Total revenue	**5,587**	**9,334**	**15,903**	**29,466**	**3,150**	**(397)**	**63,043**
Operating expenses directly attributable to the operating segments	4,003	6,765	11,598	21,320	2,167	(464)	45,389
Segment Gross profit	**1,584**	**2,569**	**4,305**	**8,146**	**983**	**67**	**17,654**
Allocated amortization and depreciation	28	47	66	154	7	-	302
Allocated operating expenses	1,237	1,913	2,694	5,392	710	234	12,180
Operating (loss) profit (excl. exceptional items)	**319**	**609**	**1,545**	**2,600**	**266**	**(167)**	**5,172**
Financial expenses							(4)
Financial income							134
Result from joint venture							261
Result from associate							(19)
Profit before taxation (excl. exceptional items)							**5,544**
Exceptional items*							(2,017)
Profit before taxation (incl. exceptional items)							**3,527**
Taxes							4,266
Net profit (loss) from continuing operations							**7,793**
Discontinued operations							
Result after Taxes from discontinued operations							**(2,837)**
Net profit (loss)							**4,956**
Segment Assets							
- allocated	-	-	-	-	3,996	-	**3,996**
- not allocated	-	-	-	-	-	-	**45,436**
	-	-	-	-	3,996	-	**49,432**
Segment Liabilities							
- allocated	-	-	-	-	494	-	**494**
- not allocated	-	-	-	-	-	-	**14,965**
	-	-	-	-	494	-	**15,459**
Other notes							
Operating (loss) profit / total revenue	5.7%	6.5%	9.7%	8.8%	8.4%		**8.2%**
Average number of employees associated with continuing operations	59	88	129	293	27	22	**618**
Average number of employees associated with discontinued operations	-	-	-	-	-	-	**59**
	59	88	129	293	27	22	**677**

* Represents non-IFRS supplementary financial (disclosure) information.

There are no separate balance sheets available for the verticals Automotive, Logistics, Industrial Automation, Machine & Systems and Other and therefore this information has not been reflected above.

2013 restated**

(x € 1,000)	Automotive	Logistics	Industrial Automation	Machine & Systems	Improve	Other	Consolidated
Continuing operations							
Revenue:							
From clients	5,622	9,319	14,592	28,229	3,028	-	60,790
Inter-segment	-	-	-	-	130	(130)	-
Total revenue	5,622	9,319	14,592	28,229	3,158	(130)	60,790
Operating expenses directly attributable to the operating segments	3,820	6,557	10,940	19,751	2,140	(130)	43,078
Segment Gross profit	1,802	2,762	3,652	8,478	1,018	-	17,712
Allocated amortization and depreciation	37	55	80	177	7	3	359
Allocated operating expenses	1,308	1,693	2,686	5,222	798	38	11,745
Operating (loss) profit (excl. exceptional items)	457	1,014	886	3,079	213	(41)	5,608
Financial expenses							(18)
Financial income							-
Result from joint venture							277
Result from associate							-
Profit before taxation (excl. exceptional items)							5,867
Exceptional items*							(4,760)
Profit before taxation (incl. exceptional items)							1,107
Taxes							(1,116)
Net profit (loss) from continuing operations							(9)
Discontinued operations							
Result after Taxes from discontinued operations							(1,068)
Net profit (loss)							(1,077)
Segment Assets							
- allocated	-	-	-	-	5,218	-	5,218
- not allocated	-	-	-	-	-	-	41,264
	-	-	-	-	5,218	-	46,482
Segment Liabilities							
- allocated	-	-	-	-	555	-	555
- not allocated	-	-	-	-	-	-	15,598
	-	-	-	-	555	-	16,153
Other notes							
Operating (loss) profit / total revenue	8.1%	10.9%	6.1%	10.9%	6.7%		9.2%
Average number of employees associated with continuing operations	59	83	128	282	27	23	602
Average number of employees associated with discontinued operations	-	-	-	-	-	-	130
	59	83	128	282	27	23	732

* Represents non-IFRS supplementary financial (disclosure) information.

** The comparative figures have been restated for:

- presentation of the German Automotive operations as discontinued operations in accordance with IFRS 5 and for
- the change in accounting for InTraffic B.V. as a result of IFRS 11, effective per 1 January 2014 (both refer to note 2.2)

There are no separate balance sheets available for the verticals Automotive, Logistics, Industrial Automation, Machine & Systems and Other and therefore this information has not been reflected above.

21 Employee benefit expenses

Employee costs can be specified as follows:

(x € 1,000)	2014	2013 restated
Salaries	33,454	32,524
Social security charges	5,398	4,886
Pension expenses	1,297	1,364
Share based payment compensation	14	-
	40,163	38,774

The employees hired up to 1 January 2008 participate in a defined contribution plan on the basis of average pay scheme contribution (a “DC plan”), which is managed by an insurance company. For this plan, the Company has no other obligations than to pay a contribution, which is based on an average pay scheme system. The employees hired since 1 January 2008 participate in a defined contribution plan on the basis of available pension contribution (a “DC plan”), which is managed by an insurance company. For this plan the Company has no other obligations than to pay a contribution, which is based on an agreed-upon scale.

The post-employment benefits expenses recognised in the consolidated statement of total comprehensive income can be specified as follows:

(x € 1,000)	2014	2013 restated
Pension costs	2,063	2,137
Employee Contributions	(766)	(773)
Pension costs	**1,297**	1,364

The average number of staff employed by ICT Automatisering N.V. and its group companies in 2014, expressed in full time equivalents was 618 (2013: 602, associated with continuing operations). Of these employees, 14 were employed outside the Netherlands (2013: 16, associated with continuing operations).

22 Options held by the former Executive Board and employees

Share based payments

The outstanding options at year-end 2014 and 2013 pertain to unexpired and vested option rights from the previous years. Under the terms of a (previous) share option scheme for employees and former executive board members, option rights have been granted to the foundation Stichting Administratiekantoor ICT and the foundation Stichting Personeelsoptieplan ICT to issue depositary receipts in exchange for ordinary shares in ICT Automatisering N.V. administered by them in connection with options exercised. All options granted by ICT Automatisering N.V. are classified as equity-settled transactions.

2014

	Exercise price in €	Outstanding options at 31-12-2013	New granted options	Lapsed unexercised options	Exercised options in 2014	Outstanding and exercisable options at 31-12-2014	Maximum remaining execution time (in years)
Former members of the Executive Board							
Option tranches							
12-Mar-09	2.43	20,000	-	-	20,000	-	-
30-Aug-10	4.15	20,000	-	-	-	20,000	0.7
Total options		40,000	-	-	20,000	40,000	

The 20,000 exercised options in 2014 had an exercise price of € 2.43. The share price on which the option is exercised amounted to € 5.00 per share.

2013

	Exercise price in €		Outstanding options at 31-12-2012	New granted options	Lapsed unexercised options	Exercised options in 2013	Outstanding and exercisable options at 31-12-2013	Maximum remaining execution time (in years)
Former members of the Executive Board								
Option tranches								
13-Mar-08	9.20		40,000	-	40,000	-	-	-
12-Mar-09	2.43		40,000	-	-	20,000	20,000	0.2
30-Aug-10	4.15		20,000	-	-	-	20,000	1.7
			100,000	-	40,000	20,000	40,000	
Employees' options								
Option tranches								
02-Jan-08	10.55	*)	25,000	-	25,000	-	-	-
Total options			125,000	-	65,000	20,000	40,000	

*) The options of 2 January 2008 were granted subject to the achievement of targets.

The 20,000 exercised options in 2013 had an exercise price of € 2.43. The share price on which the option is exercised amounted to € 4.10 per share.

23 Remunerations of members of the Supervisory Board and Executive Board

As determined in the shareholders' meeting on 30 May 2011 the members of the Supervisory Board received remuneration as follows:

- For the chairman of the Supervisory Board remuneration - € 35,000 per annum;
- For the chairman of the Audit Committee remuneration - € 31,000 per annum;
- For the chairman of the Remuneration and Appointments Committee remuneration - € 31,000 per annum;
- The standard remuneration for other members - € 25,000 per annum; and
- Additional compensation for exceptional circumstances amounts to no more than € 7,500.

The total remuneration for members of the Supervisory Board and the Executive Board in 2014 and 2013 is as follows:

2014

	Short-term benefits					
	Salary	Bonus	Termination benefit	Share-based compensation	Other and long-term benefits	Total
Members of the Supervisory Board						
Th. J. van der Raadt (chairman)	35,000	-	-	-	-	35,000
F.J. Fröschl	25,000	-	-	-	-	25,000
D. Luthra	31,000	-	-	-	-	31,000
J.A. Sinoo	31,000	-	-	-	-	31,000
	122,000	-	-	-	-	122,000
Members of the Executive Board						
J. H. Blejie *)	360,000	160,658	-	8,797	-	529,455
W.J. Wienbelt **)	143,750	62,000	-	5,468	-	211,218
	503,750	222,658	-	14,265	-	740,673
Total	625,750	222,658	-	14,265	-	862,673

*) Mr. Blejie became a member of the Executive Board on 1 December 2013. He was officially appointed as a member of the Executive Board on 21 May 2014. The remuneration is for the full year 2014.

**) Mr. Wienbelt became a member of the Executive Board on 21 May 2014. The remuneration is mentioned from 21 May 2014.

The bonus paid to the Executive Board is based on the targets set by the Supervisory Board.

As part of ICT's remuneration policy, it is defined that 25% (EUR 55,665) of the bonus paid to the board members will be invested by the board members to purchase shares in ICT. In addition to that the board members are allowed to invest an amount of EUR 25,000 each in ICT shares from their own funds. These shares have a lock up period of 3 years. After these 3 years, board members can qualify for an additional bonus if the earnings per share have developed favourable since the baseline date. The additional awarded bonus (0%, 50% or 100% of the investment in ICT shares) will be settled by the Company after 3 years after the financial yearend bonus is determined and the financial statements have been approved by the Annual General Meeting. The expenses related to this long term incentive plan amounted to € 14,265 in 2014. The related liability has been recognized under 'share-based payment compensation liabilities' in the consolidated balance sheet.

The total remuneration for members of the Supervisory Board and the Executive Board in 2014 and 2013 is as follows:

2013

	Short-term benefits					
	Salary	Bonus	Termination benefit	Share-based compensation	Other and long-term benefits	Total
Members of the Supervisory Board						
Th. J. van der Raadt (chairman)	35,000	-	-	-	-	35,000
F.J. Fröschl	25,000	-	-	-	-	25,000
D. Luthra	31,000	-	-	-	-	31,000
J.A. Sinoo	31,000	-	-	-	-	31,000
	122,000	-	-	-	-	122,000
(Former) members of the Executive Board						
J. H. Blejie *)	30,000	-	-	-	-	30,000
C.A.G. D'Agnolo **)	330,000	100,000	400,000	-	-	830,000
	360,000	100,000	400,000	-	-	860,000
Total	482,000	100,000	400,000	-	-	982,000

*) Mr. Blejie became a member of the Executive Board on 1 December 2013.

**) Mr. D'Agnolo stepped down as CEO per 17 November 2013

The employee benefits expenses 2013 include the recognition of the Dutch crisis tax of 16% for remunerations above € 150,000. The total amounts to € 17,000.

The bonus paid to the former CEO is based on the targets set in a Balanced Scorecard and Long Term Incentive and achieved in 2013.

Key Management

Key management includes the directors (executive and non-executive) and the members of the Supervisory Board of ICT Automatisering NV, ICT Automatisering Netherlands B.V. and for 2013 only ICT Software Engineering GmbH. The compensation paid or payable to key management for employee services is shown below:

(x € 1,000)	2014	2013
Salaries and other short-term employee benefits	894	1,051
Bonus	311	274
Termination benefits	-	400
Post-employment benefits	9	35
Other long-term benefits	-	-
Share-based payments	14	-
Total	1,228	1,760

24 Shares held by members of the Executive Board and Supervisory Board

The shares held at the year-end by members of the Executive Board can be specified as follows:

	Number held at 31.12.2014	Number held at 31.12.2013
Members of the Executive Board		
J. Blejie	9,000	-
W.J. Wienbelt *)	-	n/a

*) Mr. Wienbelt became a member of the Executive Board on 21 May 2014.

The members of the Supervisory Board do not hold shares in ICT Automatisering N.V.

25 Outstanding options held by members of the Executive Board and Supervisory Board

Executive Board

The members of the Executive Board did not have options in 2014 and 2013.

Supervisory Board

The members of the Supervisory Board did not have options in 2014 and 2013.

26 Loans to members of the Executive Board and Supervisory Board

On the balance sheet dates, there were no loans to the Executive Board or Supervisory Board members.

27 Other operating expenses

The other operating expenses item can be specified as follows:

			2014			2013 restated
(x € 1,000)	Excluding exceptional Items*	Exceptional items*	**Total**	Excluding exceptional Items*	Exceptional items*	**Total**
Car cost and travel cost	6,103	-	6,103	5,875	-	5,875
Accommodation	1,534	-	1,534	1,486	-	1,486
Other costs	4,116	817	4,933	4,091	980	5,071
	11,753	817	12,570	11,452	980	12,432

* Represents non IFRS-supplementary financial (disclosure) information.

In 2014 and in 2013, the exceptional items pertained to costs related to the research of potential strategic combinations.

28 Financial income and expenses

In 2013, the financial expenses comprised the paid bank costs. In 2014, the financial income comprised received bank interest and the fair value movement for the share purchase liability. In January 2015, the remaining 10% of Improve B.V. has been acquired for EUR 250,000. Hence the fair value re-measurement of EUR 134,000 has been recognized under financial income.

29 Income tax expenses

The tax burden can be broken down as follows:

(x € 1,000)	Continuing operations 2014	Continuing operations 2013 Restated*	Discontinued operations 2014	Discontinued operations 2013 Restated*
Current taxes	465	1,116	-	-
Deferred taxes	(4,731)	-	1,100	-
Total tax charge	(4,266)	1,116	1,100	-

The reconciliation from the Dutch statutory tax to the effective tax rate is explained in the table below:

	Continuing operations				Discontinued operations			
(x € 1,000)		2014	2013 Restated*			2014	2013 Restated*	
Result before taxation	3,527		1,107		(1,737)		(1,068)	
Income tax based on prevailing rate, in the Netherlands 25.0% (2013: 25.0%)	882	25%	277	25%	(434)	25%	(267)	25%
Permanent Differences:								
Effect of tax rates in foreign regimes					(87)	5%	(53)	5%
Effect of non deductible expenses	525	15%	1,004	91%	294	-17%	-	-
Effect of deductible expenses					(154)	9%	(155)	15%
Effect of non taxable results	(174)	-5%	(143)	-13%	-	-	-	-
Weighted Average Applicable Tax rate	1,233	35%	1,138	103%	(381)	22%	(475)	44%
Unrecognized carry-forward tax losses	-	-	-	-	381	-22%	475	-44%
Adjustments previous years	-	-	(22)	-2%	-	-	-	-
Effect on current tax of amortisation of loans regarding ICT Germany	(768)	-22%	-	-	-	-	-	-
Effect on deferred taxes concerning liquidation of ICT Germany	(4,731)	-134%	-	-	1,100	-63%	-	-
Income tax expense (profit) / Average effective tax rate	(4,266)	-121%	1,116	101%	1,100	-63%	-	-

The effect of taxes in foreign regimes reflect the impact of different tax rates in the fiscal jurisdictions in which ICT operates. In 2014 and 2013, the corporate tax rate amounted to 30% in Germany.

Non taxable results, deductible expenses and non-deductible expenses represent adjustments for income not subject to taxation.

The tax losses available for the Dutch fiscal unity, are mainly related to the liquidation loss of ICT Germany of approximately EUR 16 million, for which a deferred tax asset has been recognized. In addition to aforementioned, the deferred tax liability has been derecognised in 2014 to the statement of comprehensive income for the amount of EUR 0.6 million. A current tax receivable for the amount of EUR 0.8 million has been recognised relating to the write off of loans regarding ICT Germany. The available tax losses in Germany have not been recognized, since the German subsidiary is in the process of being liquidated.

Taxes are calculated on the profit or loss before taxation based on the tax rates in force, taking into account available tax relief. ICT Automatisering N.V., together with its group companies in the Netherlands, but excluding Rijnmond Distribution Services B.V, forms one single fiscal entity. Tax is calculated and recharged within the tax Group as if the group companies were paying tax on a separate return basis.

30 Earnings per share

The following table reflects the income and share data used in the basic and diluted earnings per share computations:

	2014	2013
Weighted average number of outstanding ordinary shares	8,747,544	8,747,544
Effect of dilution due to shares granted by virtue of outstanding rights not covered by treasury shares	€ 2,430	€ 877
Weighted average number of outstanding ordinary shares for calculating the effect of dilution	8,747,544	8,747,544
Net profit (loss) attributable to shareholders	4,934,000	(1,095,000)
Earnings per share:		
From continuing and discontinued operations		
Basic earnings per share (in €)	0.56	(0.13)
Diluted earnings per share (in €)	0.56	(0.13)
From continuing operations		
Basic earnings per share (in €)	0.89	0.00
Diluted earnings per share (in €)	0.89	0.00

The total dilution effect amounts to € 2,430 (2013: € 877) in total, per share € 0.00028 (2013: - € 0.0001), and is related to the outstanding options, which are in the money. Such is the case if the exercise price of the option is less than the average price in the year under review (2014: € 5.28 and 2013: € 3.74). At year-end 2014, 20,000 options with an exercise price of € 4.15 were in the money. At year-end 2013, 20,000 options with an exercise price of € 2.43 were in the money.

31 Auditor's fees

	2014			2013		
(x € 1,000)	Deloitte Accountants B.V.	Deloitte Network	Total	Deloitte Accountants B.V.	Deloitte Network	Total
Audit of the financial statements	95,000	45,000	140,000	95,000	30,000	125,000
Other audit procedures	15,000	-	15,000	-	15,000	15,000
Tax services	-	-	-	-	2,500	2,500
Other non-audit services	-	-	-	-	-	-
	110,000	45,000	155,000	95,000	47,500	142,500

The fees listed above relate to the procedures applied to the Company and its consolidated group entities by its external auditor Deloitte Accountants B.V and the Deloitte Network as referred to in article 1(1) of the Dutch Accounting Firms Oversight Act (Dutch acronym: Wta).

32 Commitments and contingencies not disclosed in the balance sheet

Credit facility

Credit institutions have granted a credit facility of up to € 2.5 million (2013: € 2.5 million) comprising guarantees for the benefit of clients. For investment and financing activities, a credit facility has been granted of up to € 2 million (2013: € 2 million). The bank has not been given any financial guarantees for this. The credit facility will expire on 1 June 2015 and ICT is in a constructive dialogue to extend its facilities.

Guarantees

At the balance sheet date, outstanding guarantees amounted to € 2.4 million (2013: € 0.8 million). These guarantees were provided in connection with current rental and client commitments.

Rental and lease commitments

The table below reflects the liabilities related to the rental commitments for offices. The rental commitments are long-term in nature with a maximum term of 10 years.

(x € 1,000)	2014	2013 restated
No later than 1 year	1,304	1,424
Later than 1 year and no later than 5 years	3,890	2,229
Later than 5 years	2,055	815
Total	7,249	4,468

The table below reflects the liabilities relating to operating leases for cars provided to employees, each lease having a term of up to four years.

(x € 1,000)	2014	2013 restated
No later than 1 year	3,856	3,611
Later than 1 year and no later than 5 years	4,602	4,635
Later than 5 years	-	-
Total	8,458	8,246

Legal procedures

The Company is involved in a number of legal proceedings in connection with the group's business activities. In the opinion of the Executive Board, these will have no material impact on the financial position of the Company because it is management's assessment that it is not probable that the proceedings will result in a significant cash outflow.

Fiscal unity

ICT Automatisering Nederland B.V. is part of the fiscal unity of ICT Automatisering N.V. for corporate tax purposes. Under the Dutch Collection of State Taxes Act, the Company is jointly and severally liable for any taxes payable by the tax group.

33 Group information

ICT Automatisering N.V. is a Company incorporated and established in the Netherlands. The following group companies are included in the consolidation.

Group companies

ICT Automatisering Nederland B.V.	Barendrecht	100%
ICT Software Engineering GmbH, Germany in liquidation*	Karlsruhe	100%
Rijnmond Distribution Services B.V.	Rotterdam	100%
Improve Quality Service B.V.	Waalre	90%
ICT Poland Sp. z o.o.	Gdansk	100%

* On 11 August 2014, ICT reached an agreement with ALTEN GMBH on the sale of its German activities. The signing of the formal agreements and the closing of the transaction were both subject to the usual conditions precedent. ICT completed the transaction on 8 October 2014. The transfer of the German activities to ALTEN GMBH had actually taken place as of 1 July 2014. Following the sale of the German commercial activities, ICT Automatisering N.V. started the liquidation of ICT Software Engineering GmbH on 5 December 2014 and expects to finalise this at the end of 2015.

Joint venture and associate

InTraffic B.V.	Utrecht	50%
LogicNets, Inc.	Washington	20%

Other related parties

- Stichting Administratiekantoor ICT
- Stichting Personeelsoptieplan ICT
- Stichting Continuïteit ICT
- LogicNets Inc.

These other related parties are not included in the consolidation, being independent foundations.

The transactions with above-mentioned joint venture companies, on a 50% basis, and other related parties during the year under review can be specified as follows:

x € 1,000	**2014**	2013
Sales to related parties	1,752	1,833
Purchases from related parties	556	-
Receivables from related parties	193	197
Payables to related parties	-	-

The transactions relate mainly to the outsourcing of personnel. The transactions take place at arm's length rates. The liabilities from related parties include trade creditors related to these transactions. For the remuneration of the key management of the group, see notes 21, 22 and 23.

34 Subsequent events

Strypes

On 6 January 2015, the Group acquired 100% of the shares and voting interests in ICT Nearshoring B.V., the Netherlands, which has two operating subsidiaries, being Strypes Nearshoring Limited and Strypes EOOD Limited, both located in Bulgaria (together hereafter 'Strypes'). Strypes Bulgaria is a specialist in embedded software development based on modern agile methodologies.
Taking control of Strypes will enable the Group to respond to the shortage of highly skilled technical staff in the Netherlands and the growing customer demand towards outsourcing using modern development techniques.
The purchase price for Strypes consists of a cash consideration of EUR 4.0 million that will be paid in 2015. Furthermore, contingent consideration will be payable based on the normalized EBITDA that Strypes will achieve in 2015 capped at EUR 1.6 million. As per the acquisition date, the Group has not yet determined the expected total contingent consideration.
As per the date of issuing these financial statements, the 2014 IFRS-compliant financial information for Strypes as well the fair value of identifiable assets acquired and liabilities assumed, including the calculation of the goodwill amount are not yet available. We expect the majority of the purchase price will be allocated to goodwill (workforce and future synergies), and the customer base. It is expected that this financial information will become available in the first quarter of 2015 and the full IFRS disclosure on the business combinations will be made in 2015.

Improve

The remaining 10% of the shares of Improve has been acquired on 1 January 2015 for the amount of € 250,000.

Company balance sheet as at 31 December

(before profit appropriation)

(x € 1,000)	note	2014	2014	2013	2013
Assets					
Non-current assets					
Property, plant and equipment	2	400		565	
Software and licences	3	130		205	
Goodwill	4	10,881		12,081	
Financial assets	5	30,796		28,937	
Deferred tax assets	6	4,129		-	
			46,336		41,788
Current assets					
Receivables	7	454		1,236	
Cash and cash equivalents		3,986		1,433	
			4,440		2,669
			50,776		44,457
Equity and liabilities					
Shareholders' equity	8				
Issued share capital		875		875	
Revaluation reserve		69		-	
Share premium		8,411		8,411	
Retained earnings		19,552		22,011	
Profit (loss) for the year		4,934		(1,095)	
			33,841		30,202
Non-current liabilities	9		14		986
Current liabilities	10		16,921		13,269
			50,776		44,457

Company income statement

(x € 1,000)	note	2014	2013
Result of investments, in subsidairies, asociates and joint ventures	5	878	3,040
Other income and expense after tax		4,056	(4,135)
Profit (Loss) of the year	8	4,934	(1,095)

Notes to the company balance sheet

1 Accounting information and policies

1.1 Basis of preparation

The Company financial statements of ICT Automatisering N.V. have been prepared in accordance with Section 9, Book 2 of the Dutch Civil Code. In accordance with sub-article 8 of article 362, Book 2 of the Dutch Civil Code, the Company's financial statements are prepared based on the accounting principles of recognition, measurement and determination of profit, as applied in the consolidated financial statements. These principles also include the classification and presentation of financial instruments, being equity instruments or financial liabilities.

As the financial data of the Company are included in the consolidated financial statements, the income statement in the Company financial statements is presented in its condensed form (in accordance with article 402, Book 2 of the Dutch Civil Code).

In the event that no other policies are mentioned, see the accounting policies as described in the accounting policies in the consolidated financial statements of this Annual Report. For an appropriate interpretation, the Company financial statements of ICT Automatisering N.V. should be read in conjunction with the consolidated financial statements.

All amounts are presented in multiples of € 1,000, unless stated otherwise.

1.2 Goodwill

Goodwill relating to investments in consolidated subsidiaries is initially measured as the excess of the aggregate of the consideration transferred over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognised in profit or loss.

Presentation of goodwill is dependent on the structuring of the acquisition. Goodwill is presented separately in the Company financial statements if this relates to an acquisition performed by the Company itself. Goodwill is subsumed in the carrying amount of the net asset value if an investment in a subsidiary is acquired through the Company's intermediate subsidiary.

1.3 Participating interests in group companies

Participating interests are stated at net asset value. Net asset value is based on the measurement of assets, provisions and liabilities and determination of profit based on the principles applied in the consolidated financial statements. Results on transactions, where the transfer of assets and liabilities between ICT and its participating interests and mutually between participating interests themselves, are not incorporated as far as they can be deemed to be unrealised.

2 Property, plant and equipment

The following overview shows movements in the assets included under this balance item during 2014 and 2013:

(x € 1,000)	Computer equipment	Other fixed assets	Total
Total cost as at 1 January 2013	2,210	679	2,889
Total accumulated depreciation and impairments	(1,740)	(573)	(2,313)
Net book value as at 1 January 2013	**470**	**106**	**576**
Movements in cost			
Additions	171	53	224
Disposals	(1,392)	(503)	(1,895)
Total movements in cost	(1,221)	(450)	(1,671)
Movements in depreciation			
Disposals	1,392	503	1,895
Depreciation	(192)	(43)	(235)
Total movements in depreciation	1,200	460	1,660
Net book value as at 31 December 2013	**449**	**116**	**565**
Total cost as at 31 December 2013	989	229	1,218
Total accumulated depreciation and impairments	(540)	(113)	(653)
Net book value as at 31 December 2013	449	116	565
Net book value as at 1 January 2014	449	116	565
Movements in cost			
Additions	10	8	18
Disposals	-	-	-
Total movements in cost	10	8	18
Movements in depreciation			
Disposals	-	-	-
Depreciation	(146)	(37)	(183)
Total movements in depreciation	(146)	(37)	(183)
Net book value as at 31 December 2014	**313**	**87**	**400**
Total cost as at 31 December 2014	999	237	1,236
Total accumulated depreciation and impairments	(686)	(150)	(836)
Net book value as at 31 December 2014	**313**	**87**	**400**

3 Software and licenses

The following overview shows movements in the software and licenses included under this balance item during 2014 and 2013:

(x € 1,000)	software and licenses
Total cost as at 1 January 2013	662
Total accumulated depreciation and impairments	(411)
Net book value as at 1 January 2013	**251**
Movements in cost	
Additions	54
Disposals	-
Total movements in cost	54
Movements in depreciation	
Disposals	-
Depreciation	(100)
Total movements in depreciation	(100)
Net book value as at 31 December 2013	**205**
Total cost as at 31 December 2013	716
Total accumulated depreciation and impairments	(511)
Net book value as at 31 December 2013	205
Net book value as at 1 January 2014	205
Movements in cost	
Additions	-
Disposals	-
Total movements in cost	-
Movements in depreciation	
Disposals	-
Depreciation	(75)
Total movements in depreciation	(75)
Net book value as at 31 December 2014	**130**
Total cost as at 31 December 2014	716
Total accumulated depreciation and impairments	(586)
Net book value as at 31 December 2014	**130**

4 Goodwill

The movement in goodwill is as follows:

(x € 1,000)	2014	2013
At 1 January		
Cost	16,961	16,961
Accumulated impairment	(4,880)	(1,500)
Net book value	12,081	15,461
Movements in book value		
Impairment	(1,200)	(3,380)
	(1,200)	(3,380)
At 31 December		
Cost	16,961	16,961
Accumulated impairment	(6,080)	(4,880)
Net book value	10,881	12,081

For information related to the impairments recognised, we refer to the consolidated financial statements.

For the annual impairment test, this goodwill is allocated to the relevant cash-generating units (CGUs).

(x € 1,000)	2014	2013
Industrial Automation	7,807	7,807
Automotive Netherlands	885	885
Improve Quality Services B.V.	2,189	3,389
	10,881	12,081

5 Financial assets

Movement in the net asset value is as follows:

(x € 1,000)	2013	2012
Movement in financial assets for participation with a negative amount		
Balance in participation as at 1 January	(6,873)	(5,289)
Share of loss in participating interests	(3,350)	(1,584)
Share in negative net asset value	(10,223)	(6,873)
Transfer to provision subsidiairies	59	0
Loans as at 1 January	10,073	9,840
Changes to loans	91	233
	-	3,200
Movement in other participations		
Balance as at 1 January	25,737	21,424
Share of profit in participating interests	4,228	4,624
Dividend received	(937)	(475)
Purchase	1,699	164
Exchange rate differences on foreign associates	69	-
	30,796	25,737
Balance as at 31 December	**30,796**	**28,937**

6 Deferred tax asset

The deferred tax asset concerns the carry-forward losses for the liquidation of Germany. The movement in the deferred tax asset is as follows:

(x € 1,000)	Carry-forward losses
Balance as at 1 January 2013	-
Movements 2013:	
Charged to the balance sheet:	-
Charged to the income statement:	-
Gain / (loss)	-
Balance as at 31 December 2013	-
Movements 2014:	
Charged to the balance sheet:	-
Charged to the income statement:	-
Gain / (loss)	4,129
Balance as at 31 December 2014	**4,129**

For further explanation, see note 11 of the consolidated financial statements.

7 Receivables

The composition of the receivables is as follows:

(x € 1,000)	**2014**	2013
Trade receivables	6	-
Group companies	-	322
Tax	-	232
Other receivables	189	280
Prepayments and accrued income	259	402
Balance as at 31 December	**454**	1,236

The prepayments and accrued income mainly relate to prepayments made to suppliers. All items fall due within one year. The fair value of the trade and other receivables approximates their book value.

8 Shareholders' equity

The movements in shareholders' equity are as follows:

(x € 1,000)	Ordinary shares	Cumulative preference shares	Share premium	Revaluation reserve	Retained earnings	Loss for the year	Total
At 1 January 2013	875	-	8,411	1,398	25,809	(5,327)	31,166
Loss for the year	-	-	-	-	-	(1,095)	(1,095)
Purchase 15% Improve	-	-	-	-	164	-	164
Exercised options	-	-	-	-	(33)	-	(33)
Release revaluation reserve	-	-	-	(1,398)	1,398	-	-
Appropriation of the result of preceding year	-	-	-	-	(5,327)	5,327	-
At 31 December 2013	875	-	8,411	-	22,011	(1,095)	30,202
Net result for the year	-	-	-	-	-	4,934	4,934
Dividends paid	-	-	-	-	(1,312)	-	(1,312)
Exercised options	-	-	-	-	(52)	-	(52)
Exchange rate Logicnets	-	-	-	69	-	-	69
Appropriation of the result of preceding year	-	-	-	-	(1,095)	1,095	-
At 31 December 2014	**875**	**-**	**8,411**	**69**	**19,552**	**4,934**	**33,841**

The authorised share capital of € 3,750,000 is divided into 18,700,000 ordinary shares with a nominal value of € 0.10 each and 18,800,000 cumulative preference shares with a nominal value of € 0.10 each.

The number of shares issued and paid up at the end of the financial year amounted to 8,747,544 (2013: 8,747,544).

No treasury shares were redeemed at year-end 2014 and 2013.

Share premium reserve

Of the share premium reserve, an amount of € 1,158,000 cannot be distributed to the shareholders with a dividend tax exemption.

Revaluation reserve

The revaluation reserves comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The revaluation reserve is a legal reserve and cannot be distributed.

Retained earnings

Included in retained earnings are the undistrubited net profits in Intraffic B.V. for an amount of € 1,174,000 and nil for Logicnets due to a negative result. This part of retained earnings is a legal reserve and cannot be distributed.

Stichting Continuïteit ICT (ICT Continuity Foundation) and preference shares

In the articles of association, the General Meeting has given the Company the power to issue preference shares to the Stichting Continuïteit ICT. The objective of the 'Stichting' is to safeguard the interests of the Company and its business and all stakeholders. In the event of a hostile takeover attempt, the Stichting can call in the preference shares from the Company under the option agreement entered into between the Company and the Stichting. The Stichting may subscribe for a number of preference shares equal to the number of ordinary shares of the Company that are issued.

In the event of a hostile takeover, the issuance of preference shares will enable the Executive Board to decide upon its position relative to the bidder, consider the bidder's plans, examine alternatives, and thus further safeguard the interests of the Company and its stakeholders. The current members of the board of the Stichting are Mr. H.R. Okkens, Mr. R. ter Haar, Mr. J.C.M. Schönfeld, and Mr. P.F. Plaizier. The Stichting is independent.

9 Non-current liabilities

The non-current liabilities can be specified as follows:

Share purchase liability

At 31 December 2013, an amount of € 384,000 was included in non-current liabilities for the acquisition of the remaining 10% of shares in Improve as per 1 January 2015. The fair value of the share-purchase liability is based on the discounted settlement value dependent on the profit of Improve in 2014. The determination of the fair value also takes into account observable market information.

The option right was exercised in 2015. At year-end 2014, a re-measurement of the fair value of the liability led to an amount of EUR 250,000 which is recognised in the current liabilities for the payment as per 1 January 2015.

10 Current liabilities

The current liabilities can be broken down as follows:

(x € 1,000)	**2014**	2013
Trade payables	599	77
Group companies	14,518	10,966
Taxes and social insurance premiums	328	144
Other liabilities	1,417	1,237
Accruals and deferred income	-	845
Provision for subsidiairies	59	-
	16,921	13,269

The other liabilities include outstanding costs to be paid to suppliers and employees.
At 31 December 2014, an amount of € 250,000 is also included in other current liabilities for the acquisition as per 1 January 2015 of the remaining 10% of shares in Improve. At 31 December 2013, the estimated amount of € 384,000 for the option right on these shares was recognised in non-current liabilities.

At 31 December 2013, the post accruals and deferred income consisted of the remaining amount of an advance receivable from a rental contract, the expected payment of an onerous rental contract and the amount of a restructuring provision. At 31 December 2014, these amounts were nil.

11 Taxes

ICT Automatisering Nederland B.V is part of the fiscal unity of ICT Automatisering N.V. for corporate tax purposes. These entities are jointly and severally liable for the tax liabilities of the tax entity as a whole.

12 Commitments and contingencies not included on the balance sheet

Except for the guarantees and lease commitments, please see note 32 for this item in the consolidated financial statements.

At balance sheet date the guarantees outstanding for ICT Automatisering N.V. amounted to € 1,882,000 (2013: € 404,000).
These guarantees were provided in accordance with current rental commitments and in addition in 2014 guarantees were provided regarding the sale of the German activities.

Rental and lease commitments

The table below reflects the liabilities related to the rental commitments for offices. The rental commitments are long-term in nature with a maximum term of 10 years.

(x € 1,000)	**2014**	2013
No later than 1 year	366	435
Later than 1 year and no later than 5 years	1,464	1,057
Later than 5 years	706	815
Total	**2,536**	2,307

The table below reflects the liabilities relating to operating leases for cars provided to employees, each lease having a term of up to four years.

(x € 1,000)	**2014**	2013
No later than 1 year	42	59
Later than 1 year and no later than 5 years	49	59
Later than 5 years	-	-
Total	**91**	118

Article 403 Statement Book 2 of the Dutch Civil Code

ICT Automatisering N.V. is liable for legal acts on behalf of for ICT Automatisering B.V. since 1 January 2012 by virtue of the filing of a 2:403 statement at the Chamber of Commerce.

Subordination Declaration

ICT Automatisering N.V. has the obligation to provide ICT Software Engineering GmbH with liquidity to fulfil payment obligations to creditors and has a subordination to claims to ICT Software Engineering GmbH if required.

13 Auditor’s fees

For the auditor’s fees, see note 31 of the consolidated financial statements.

14 Employees

(x € 1,000)	2014	2013
Salaries and wages	812	836
Social security contributions	50	63
Pension contributions	17	36
Total	**879**	935

The average number of staff employed by ICT Automatisering N.V., expressed in full time equivalents was 5 (2013: 6). Of these employees, none were employed outside the Netherlands.

15 Remuneration of the Executive Board and the Supervisory Board

For the remuneration of the Executive Board and the Supervisory Board, please see note 23 of the consolidated financial statements.

16 Subsequent events

Strypes

On 6 January 2015, the Group acquired 100% of the shares and voting interests in ICT Nearshoring B.V., the Netherlands, which has two operating subsidiaries, being Strypes Nearshoring Limited and Strypes EOOD Limited, both located in Bulgaria (together hereafter 'Strypes'). Strypes Bulgaria is a specialist in embedded software development based on modern agile methodologies.

Taking control of Strypes will enable the Group to respond to the shortage of highly skilled technical staff in the Netherlands and the growing customer demand towards outsourcing using modern development techniques.

The purchase price for Strypes consists of a cash consideration of EUR 4.0 million that will be paid in 2015. Furthermore, contingent consideration will be payable based on the normalized EBITDA that Strypes will achieve in 2015 capped at EUR 1.6 million. As per the acquisition date, the Group has not yet determined the expected total contingent consideration.

As per the date of issuing these financial statements, the 2014 IFRS-compliant financial information for Strypes as well the fair value of identifiable assets acquired and liabilities assumed, including the calculation of the goodwill amount are not yet available. It is expected that this financial information will become available in the first quarter of 2015 and the full IFRS disclosure on the business combinations will be made in 2015.

Improve

The remaining 10% of the shares of Improve has been acquired on 1 January 2015 for the amount of € 250,000.

Barendrecht, 4 March 2015

Executive Board

J.H. Blejie
W.J. Wienbelt

Supervisory Board

Th. J. van der Raadt (chairman)
F.J. Fröschl
D. Luthra
J.A. Sinoo

Other information

- Provision in the articles of association related to the appropriation of profit
- Proposed profit appropriation
- Stichting Continuïteit ICT
- Confirmation of independence
- Relevant events occurring after the reporting period
- Independent auditor's report
- Five-year financial summary

Provision in the articles of association related to the appropriation of profit

The salient points of Article 37 of the Articles of Association related to the appropriation of profit are as follows:

Pursuant to law, ICT Automatisering N.V. may only distribute dividends to the extent that its shareholders' equity exceeds the amount of paid-up and called-up share capital plus the reserves required to be maintained by law and the Articles of Association. If preference shares have been issued, the dividend shall first be distributed on the preference shares from profit available for distribution. The preference dividend shall be a percentage of the amount paid up on the preference shares concerned, equal to the average monthly EURIBOR rate, weighted by the number of days it was in force, during the financial year to which the dividend relates, plus two percent. If in a given year the preference dividend is not paid in full or in part, no dividends shall be distributed in subsequent years until the shortfall has been recovered. Following the distribution of the preference dividend, the Executive Board shall, subject to the approval of the Supervisory Board, add as much as it deems necessary to reserves, up to a maximum of 60% of the profit for the year, subject to the approval of the General Meeting. Any profit not added to reserves is at the free disposal of the General Meeting to be reserved in part or in full, or payable in part or in full to holders of ordinary shares in proportion to the number of ordinary shares held. The General Meeting may, on the proposal of the Executive Board and subject to the approval of the Supervisory Board, resolve that the dividend on ordinary shares will be paid in full or in part in the form of ordinary shares. The Executive Board can declare interim dividends, subject to the approval of the Supervisory Board.

Proposed profit appropriation

On 13 May 2015, a proposal will be tabled at the General Meeting for a dividend distribution. The dividend and reserve policy stipulates a dividend of 40% of the net profit.
This represents a cash dividend of € 0.23 per share with a nominal value of € 0.10 based on the number of issued shares at year-end 2014.

Stichting Continuïteit ICT

The board of directors of Stichting Continuïteit ICT consists of four independent board members, in accordance with appendix X of Book II of the Listing and Issuing Rules of Euronext Amsterdam stock exchange. The independent members are Mr. H.R. Okkens, Mr. J.C.M. Schönfeld, Mr. P.F. Plaizier and Mr. R. ter Haar.

Confirmation of independence

The Board of directors of Stichting Continuïteit ICT and the Executive Board of ICT Automatisering N.V. jointly declare that the board members of Stichting Continuïteit comply with the independence requirements, as set out in Appendix X of Book II of the Listing and Issuing rules of the Euronext Amsterdam stock exchange.

Relevant events occurring after balance sheet date

Strypes

On 6 January 2015, the Group acquired 100% of the shares and voting interests in ICT Nearshoring B.V., the Netherlands, which has two operating subsidiaries, being Strypes Nearshoring Limited and Strypes EOOD Limited, both located in Bulgaria (together hereafter 'Strypes'). Strypes Bulgaria is a specialist in embedded software development based on modern agile methodologies.

Taking control of Strypes will enable the Group to respond to the shortage of highly skilled technical staff in the Netherlands and the growing customer demand towards outsourcing using modern development techniques.

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As per the date of issuing these financial statements, the 2014 IFRS-compliant financial information for Strypes as well the fair value of identifiable assets acquired and liabilities assumed, including the calculation of the goodwill amount are not yet available. It is expected that this financial information will become available in the first quarter of 2015 and the full IFRS disclosure on the business combinations will be made in 2015.

Improve

The remaining 10% of the shares of Improve has been acquired on 1 January 2015 for the amount of € 250,000.

Independent auditor's report

To: the Shareholders and Supervisory Board of ICT Automatisering N.V.

Report on the audit of the financial statements 2014

Our Opinion

We have audited the financial statements 2014 of ICT Automatisering N.V. ("the Company"), based in Barendrecht. The financial statements include the consolidated financial statements and the Company financial statements.

In our opinion:

- The consolidated financial statements give a true and fair view of the financial position of ICT Automatisering N.V. as at 31 December 2014 and of its results and its cash flows for 2014 in accordance with International Financial Reporting Standards as adopted by the European Union (EU-IFRS) and with Part 9 of Book 2 of the Dutch Civil Code.
- The Company financial statements give a true and fair view of the financial position of ICT Automatisering N.V. as at 31 December 2014 and of its results for 2014 in accordance with Part 9 of Book 2 of the Dutch Civil Code.

The consolidated financial statements comprise:

1. the consolidated balance sheet as at 31 December 2014;
2. the following statements for 2014: consolidated statement of total comprehensive income, changes in equity and cash flows for the year then ended; and
3. the notes comprising a summary of the significant accounting policies and other explanatory information.

The Company financial statements comprise:

1. the Company balance sheet as at 31 December 2014;
2. the Company income statement for 2014; and
3. the notes comprising a summary of the significant accounting policies and other explanatory information.

Basis for our opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. Our responsibilities under those standards are further described in the "Our Responsibilities for the Audit of the Financial Statements" section of our report.

We are independent of ICT Automatisering N.V. in accordance with the Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten (ViO) and other relevant independence regulations in the Netherlands. Furthermore, we have complied with the Verordening gedrags- en beroepsregels accountants (VGBA).

We believe the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Materiality

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. The materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

Based on our professional judgment, we determined materiality for the financial statements as a whole at € 700,000. The materiality is based on 1.1% of the consolidated net revenues from continuing operations. We have also taken into account misstatements and/or possible misstatements that in our opinion are material for the users of the financial statements for qualitative reasons.

We agreed with the Supervisory Board that misstatements in excess of € 35,000, which are identified during the audit, would be reported to them, as well as smaller misstatements that in our view must be reported on qualitative grounds.

Scope of the group audit

ICT Automatisering N.V. is at the head of a group of entities. The financial information of this group is included in the consolidated financial statements of ICT Automatisering N.V.

Because we are ultimately responsible for the opinion, we are also responsible for directing, supervising and performing the group audit. In this respect we have determined the nature and extent of the audit procedures to be carried out for group entities. Decisive were the size and/or the risk profile of the group entities or operations. On this basis, we selected group entities for which an audit or review had to be carried out on the complete set of financial information or specific items.

Our Group audit scope focused on covering all significant reporting components in the Netherlands and Germany. We determined the type of work that needed to be performed at the reporting components and identified those reporting components which, in our view, required a full audit of their financial information, either due to their size or their risk characteristics. For the audit procedures in Germany we have used the work of local Deloitte auditors.

By performing the procedures mentioned above at group entities, together with additional procedures at Group level, we have been able to obtain sufficient and appropriate audit evidence about the group's financial information to provide an opinion about the consolidated financial statements.

Our key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements. We have communicated the key audit matters to the Supervisory Board. The key audit matters are not a comprehensive reflection of all matters discussed.

These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Valuation of goodwill

At 31 December 2014 the Group's goodwill balance is valued at € 10.9 million. Under EU-IFRS, the Company is required to annually test for impairment of goodwill. This annual impairment test was significant to our audit because the assessment process is complex and judgmental and is based on assumptions that are affected by expected future market or economic conditions. As a result, our audit procedures included, amongst others, using our valuation experts to assist us in evaluating the assumptions and methodologies used by the Company. In particular we assessed the recoverability of goodwill balances recorded for the cash generating units Improve, Automotive Netherlands and Industrial Automation by reviewing the profitability of the operations, management's forecasts, the underlying assumptions and local economic developments.

We also focused on the adequacy of the Company's disclosures concerning those assumptions to which the outcome of the impairment test is most sensitive, such as productivity rate, FTE growth rate, tariff growth rate and the discount rate. These have the most significant effect on the determination of the recoverable amount of goodwill. The Company's disclosures concerning impairment and goodwill are included in note 2.8 and 2.9 of the summary of significant accounting policies and note 10 to the consolidated financial statements, which specifically explains whether for certain operating segments, particularly Industrial Automation and Automotive Netherlands, a change in key assumptions used could give rise to an impairment of the goodwill balance in the future.

Judgment in valuation of revenue to be invoiced and revenue to be recognized on fixed price projects

Reference is made to notes 2.12, 2.22 and 3 of the Consolidated Financial Statements for the significant accounting principles on trade and other receivables, revenue recognition and the measurement of fixed price projects. Approximately 5% of the Group's total assets and 36% of the Group's total revenues relate to fixed price contracts.

The recognition of revenue and the estimation of the outcome of fixed price contracts requires significant management's judgment, in particular with respect to estimating the stage of completion and the expected time to completion. We identified revenue from fixed price contracts as a significant risk, requiring special audit consideration. In addition, significant management judgment is required to assess the expected loss when it is expected that the total project costs will exceed the project revenues in respect of fixed price contracts.

Our audit procedures included, amongst others, an evaluation of the significant judgments made by management based on an examination of the associated project documentation and discussion on the status of projects under construction with finance and project managers of the Company. We also tested the relevant controls that the Company has put in place over its process to record fixed price contract hours, costs, fixed price contract revenues and the calculation of the stage of completion.

Disposal of ICT German operations

As disclosed in note 19 of the consolidated financial statements, ICT disposed its German operations. Management presented the financial information relating to the German operations and the realized result from disposal as discontinued operations in the statement of total comprehensive income.

Our audit procedures included, amongst others, an evaluation of the presentation of the financial information of the ICT German operations as discontinued operations and the accounting treatment of the disposal in the statement of consolidated total comprehensive income.

Valuation of deferred income tax assets

The disclosures concerning income taxes are included in the summary of significant accounting policies and in note 2.17 to the consolidated financial statements.

At 31 December 2014, the deferred income tax assets are valued at € 4.1 million. Under EU-IFRS, the Company is required to annually determine the valuation of deferred tax positions. This was significant to our audit because the assessment process is complex and judgmental and is based on assumptions that are affected by expected future market or economic conditions (i.e. the future profitability of the operations of the Dutch fiscal unity). The main element in the deferred tax assets is related to the discontinuance of the ICT German activities based on an anticipated agreement with the Dutch tax authorities, as the sale of ICT German automotive operations is expected to result in a tax loss ('stakingsverlies') which can be off-set against (future) taxable profits in the Netherlands.

As a result, our audit procedures included, amongst others, using an internal tax specialist to assist us in evaluating the assumptions and methodologies used by the Company.

Responsibilities of the Executive Board and the Supervisory Board for the financial statements

The Executive Board is responsible for the preparation and fair presentation of the financial statements in accordance with EU-IFRS and Part 9 of Book 2 of the Dutch Civil Code, and for the preparation of the Report of the Executive Board in accordance with Part 9 of Book 2 of the Dutch Civil Code. Furthermore, the Executive Board is responsible for such internal control as the Executive Board determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the financial statements, the Executive Board is responsible for assessing the Company's ability to continue as a going concern. Based on the financial reporting frameworks mentioned, the Executive Board should prepare the financial statements using the going concern basis of accounting unless the Executive Board either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Executive Board should disclose events and circumstances that may cast significant doubt on the Company's ability to continue as a going concern in the financial statements.

The Supervisory Board is responsible for overseeing the Company's financial reporting process.

Our responsibilities for the audit of the financial statements

Our objective is to plan and perform the audit assignment in a manner that allows us to obtain sufficient and appropriate audit evidence for our opinion. Our audit has been performed with a high, but not absolute, level of assurance, which means we may not have detected all errors and fraud.
We have exercised professional judgment and have maintained professional skepticism throughout the audit, in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. Our audit included e.g.:

- Identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Executive Board.
- Concluding on the appropriateness of Executive Board's use of the going concern basis of accounting, and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company ceasing to continue as a going concern.
- Evaluating the overall presentation, structure and content of the financial statements, including the disclosures; and
- Evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the Supervisory Board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant findings in internal control that we identify during our audit.

We provide the Supervisory Board with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Supervisory Board, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or, in extremely rare circumstances, when non-mentioning is in the public interest.

Report on other legal and regulatory requirements

Report on the Report of the Executive Board and the other Information

Pursuant to legal requirements of Part 9 of Book 2 of the Dutch Civil Code (concerning our obligation to report about the Report of the Executive Board and other information):

- We have no deficiencies to report as a result of our examination whether the Report of the Executive Board, to the extent we can assess, has been prepared in accordance with Part 9 of Book 2 of the Dutch Civil Code, and whether the information as required by Part 9 of Book 2 of the Dutch Civil Code has been annexed.
- We report that the Report of the Executive Board, to the extent we can assess, is consistent with the financial statements.

Engagement

We were appointed as auditor of ICT Automatisering N.V. by the shareholders meeting as of the audit for the year 2012 and have operated as statutory auditor ever since that date.

Amsterdam, 4 March 2015

Deloitte Accountants B.V.

Signed on the original: B.C.J. Dielissen

Five-year financial summary

	2014	2013 restated 5) & 6)	2012 restated 6)	2011 restated 6)	2010 restated 6)
Results (× € 1,000)					
Revenue	**63,043**	60,790	72,929	75,930	79,937
Operating profit excluding exceptionals	**5,172**	5,608	1,516	3,847	3,691
Net profit 3)	**4,934**	(1,095)	(5,327)	(8,321)	6,996
Depreciation on property, plant & equipment	**302**	359	969	718	807
Impairment charges	**1,200**	3,380	3,500	10,150	0
Cash flow (net profit plus depreciation less impairment loss) 3)	**6,436**	2,644	(858)	2,547	7,803
Dividend	**2,012**	1,312	-	787	2,537
Assets (x € 1.000)					
Property, plant and equipment / Software and licenses	**1,376**	935	1,142	1,294	1,655
Investment in joint venture and associates	**2,946**	1,715	1,595	1,563	1,659
Goodwill	**10,881**	13,061	16,441	20,218	30,368
Deferred tax	**4,129**	-	-	883	822
Current assets	**30,100**	30,771	27,835	28,691	36,074
Non-current liabilities	**1,114**	986	773	2,445	2,336
Current liabilities	**14,345**	15,167	14,694	12,504	19,713
Shareholders' equity	**33,973**	30,329	31,546	37,700	48,529
Total assets	**49,432**	46,482	47,013	52,649	70,578
Employees					
Average number of FTEs	**618**	602	752	765	848
Revenue per employee (* € 1,000)	**102**	101	97	99	97
Operating profit per employee (* € 1,000)	**8**	9	2	5	4
Ratios					
Operating profit/revenues	**8.2%**	9.2%	2.1%	5.1%	4.6%
Net profit/revenue 3)	**7.8%**	(1.8%)	(7.3%)	(11.0%)	8.8%
Net profit/average shareholders' equity 3)	**15.4%**	(3.6%)	(15.4%)	(19.3%)	15.6%
Current assets/current liabilities	**2.10**	2.03	1.89	2.29	1.83
Group equity/total assets	**0.69**	0.65	0.67	0.72	0.69
Per share of € 0.10 (nominal in euro)					
Net profit 3)	**0.56**	(0.13)	(0.61)	(0.95)	0.80
Cash flow (net profit plus depreciation exclusive of impairment) 1) & 3)	**0.74**	0.30	(0.10)	0.29	0.89
Dividend 2)	**0.23**	0.15	-	0.09	0.29
Shareholders' equity 2)	**3.88**	3.47	3.61	4.31	5.55
Outstanding ordinary shares at year end	**8,747,544**	8,747,544	8,747,544	8,747,544	8,747,544
Average outstanding ordinary shares during the year	**8,747,544**	8,747,544	8,747,544	8,747,544	8,747,544

1) Based on the average number of ordinary shares
2) Based on the number of ordinary shares at year end
3) In the other data, the term net profit is equated to the share of holders of equity instruments of the parent company
4) In the 2012 and 2011 annual reports, this is restated for the pension liability (and the related deferred taxes) and in 2011 and 2010 for the accounting of Improve
5) Figures 2013 are restated for ICT Germany under Results, Employees and Ratios regarding discontinued operations (IFRS 5)
6) Figures are restated for InTraffic B.V. as a result of IFRS 11, effective as per 1 January 2014

Our locations

The Netherlands

ICT Automatisering N.V.

Kopenhagen 9, Barendrecht (Head office)
Voltastraat 4, Bergen op Zoom
Munsterstraat 7, Deventer
Avelingen West 70, Gorinchem
Rozenburglaan 1, Groningen
Luxemburglaan 33, Maastricht-Airport
Professor Dr. Dorgelolaan 30, Eindhoven
Laan van Diepenvoorde 1, Waalre – Improve Quality Services

InTraffic B.V.

Iepenhoeve 11, Nieuwegein

Poland

ul. Chmielna 26, Gdansk

Bulgaria

Maystor Aleksi Rilets, floor 2 10, Sofia – Strypes

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