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# Interim Financial Report

For the six months ended June 30, 2010 | Based on International Financial Reporting Standards

Exact Holding N.V.

**= exact**

And it all comes together.

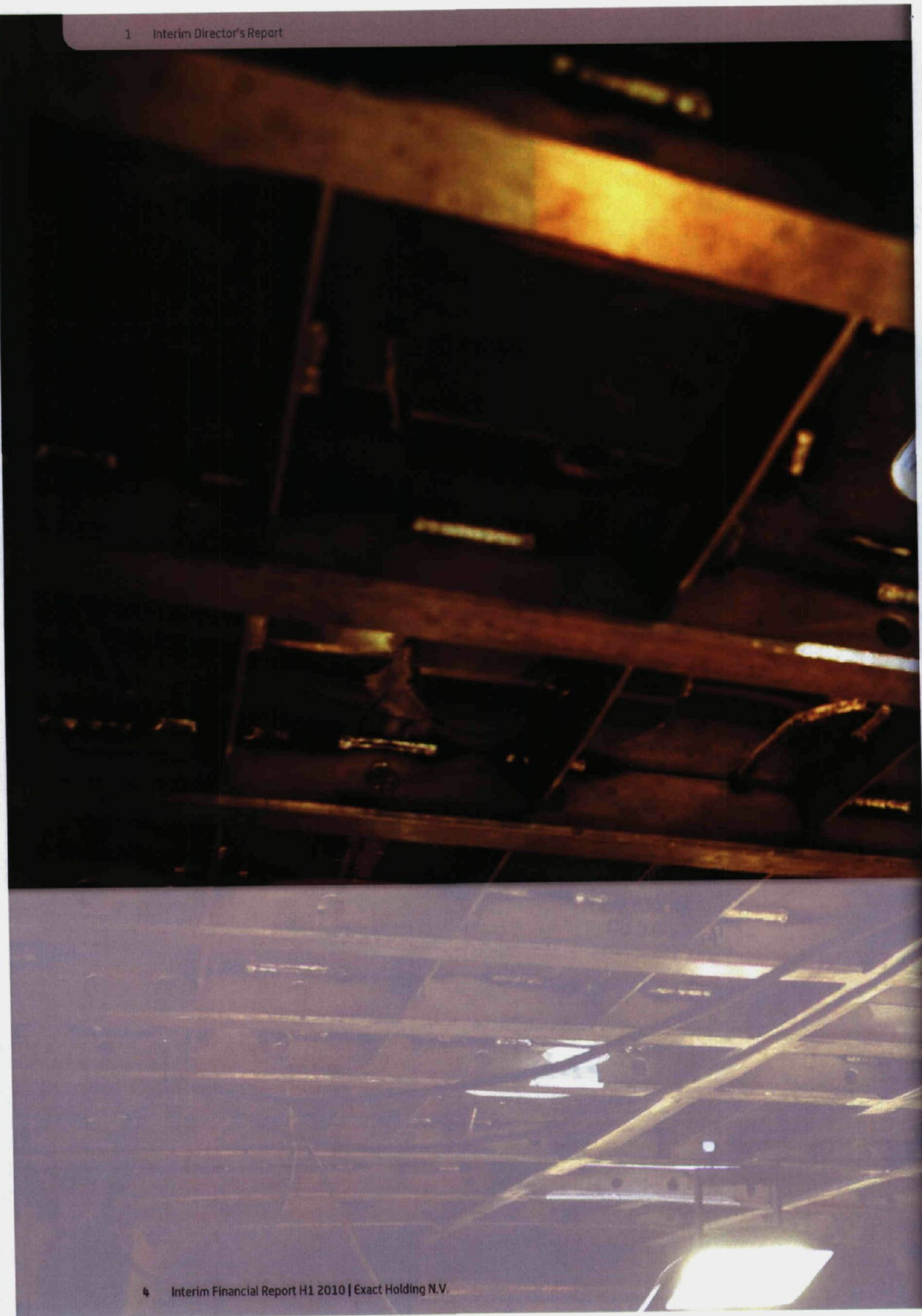




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# 1 Interim Director's Report



# 1 Interim Director's Report

## Interim Financial Report of the Board of Managing Directors for the half year ended June 30, 2010

### Exact's performance in H1 2010

#### General

During the last 12 months we have seen, in line with management expectations, a gradual slowdown of the effects of the global economic downturn. Our expectation were that we would see a slow but gradual increase in the global economy in a 24 months period from mid 2010 onwards.

At the end of the first quarter 2010 we reported a stabilization of license revenue in the Netherlands and Americas regions. During the second quarter we saw license revenue in the EMEA region stabilize as well. In the second quarter of 2010 all regions except for the APAC region (which accounts for 4.3% of total revenue in the first half year) showed organic<sup>1</sup> license revenue growth compared to the second quarter of 2009. Longview showed a good license revenue performance in the first half year, fueled by several large CPM and Tax deals.

Our SaaS product Exact Online continued its strong performance, with the total number of customers per June 30, 2010 exceeding 15,000 (H1 2009: exceeding 10,000), an increase of almost 50%. In the Netherlands the number of Exact Online customers amounted to more than 13,500 (H1 2009: over 9,000) and in Belgium to over 1,800 (H1 2009: more than 1,200). Exact Online was launched in Turkey in May 2010. The first reactions from accountants and customers are positive, but it is too early to draw conclusions.

On July 1, 2010 the Supervisory Board announced the appointment of Mr. Martijn Janmaat as CEO nominee, to succeed Mr. Raj Patel, who had informed the Supervisory Board that he will step down for personal reasons. After a handover period, Mr. Janmaat will formally start as CEO per August 1, 2010 and will be nominated for appointment as member of the Board of Managing Directors to the shareholders in an extraordinary general meeting of shareholders on August 23, 2010.

#### Revenue

Total revenue in the first half year amounted to € 111.7 million (H1 2009: € 117.6 million). On an organic basis total revenue (H1 2009 organic: € 117.1 million) decreased by 4.6%, whereas the organic revenue decrease in the first quarter of 2010 was 7.1%. Although the license revenue showed an improvement in the second quarter compared to the first quarter and returned to overall growth, the overall first half-year license revenue amounted to € 25.5 million (H1 2009: € 26.0 million).

On an organic basis license revenue (H1 2009 organic: € 26.1 million) decreased by 2.6%. Maintenance revenue decreased by 1.3% to € 67.0 million (H1 2009: € 67.9 million). On an organic basis total maintenance revenue (H1 2009 organic: € 68.2 million) decreased by 1.7%. The decline in maintenance revenue was mainly driven by developments in the Netherlands, which included a negative impact due to bankruptcies and businesses that ceased to exist in the SME segment. Service revenue amounted to € 19.3 million (H1 2009: € 23.7 million), a decline of 18.8%. On an organic basis service revenue (H1 2009 organic: € 22.8 million) decreased by 15.6%. The decline in service revenue was in line with management expectations. In the last four quarters, service revenue has almost stabilized and is expected to follow, with a time lag, the license revenue developments.

<sup>1</sup> For determination of organic growth the prior period results have been adjusted for divestments and restated at the exchange rate applicable during the current reporting period

We are diligently executing our plans to drive top line development. The revenue developments in the second quarter compared to the first quarter are encouraging in this respect. Driving further organic growth will continue to be on top of our agenda for 2010 and beyond.

### Costs

In the first half of 2010 we continued to benefit from cost measures we took early in 2009, especially in the Americas. Our total operating costs excluding depreciation and amortization were € 4.1 million lower than for the same period in 2009 and amounted to € 89.9 million (H1 2009: € 93.9 million), a reduction of 4.3%.

The economic climate caused us to be more prudent in providing our accounts receivable. Consequently, an amount of € 10.3 million was provided for our accounts receivable as at June 30, 2010 (June 30, 2009: € 8.0 million), resulting in a bad debt expense for the first half year of € 3.2 million (H1 2009: € 2.7 million). The operating expenses further include one-time restructuring costs of € 0.9 million. In addition, Exact decided to put the company airplane up for sale on the market. Under IFRS an asset for sale has to be valued at market value, resulting in a book loss of € 1.0 million. The total amount of one-offs in the first half of 2010 amounted to € 1.9 million.

The reduction of the operating expenses excluding depreciation and amortization of € 4.1 million could not completely offset the revenue decline of € 5.9 million. This resulted in an EBITDA of € 21.9 million (H1 2009: € 23.7 million), a decline of 7.7%. The EBITDA margin amounted to 19.6% (H1 2009: 20.1%). Without the onetime restructuring costs the EBITDA amounted to € 22.7 million (H1 2009: € 23.7 million) a decrease of € 1.0 million. The EBITDA margin, excluding the one-time restructuring costs, amounted to 20.3% (H1 2009: 20.1%).

Total personnel expenses amounted to € 54.8 million (H1 2009: € 58.7 million) a decrease of 6.7%. The total number of employees (in FTE) per June 30, 2010 amounted to 2,184 (June 30, 2009: 2,349) a decrease of 7.0%.

Corporate costs including research and development (R&D), costs for corporate product lines and Holding costs, excluding depreciation and amortization, amounted to € 14.1 million (H1 2009: € 11.9 million). The R&D expenses in H1 2010 amounted to € 11.3 million (H1 2009: € 10.5 million), an increase of € 0.8 million. The R&D expenses as percentage of total revenue in H1 2010 amounted to 10.1% (H1 2009: 9.0%).

Despite our expectations of a gradual improvement of the global economic situation, we have remained cautious and kept our main focus on profitability and cash flow. Until the improvement of the economic situation translates into structural overall revenue growth, EBITDA and cash flow protection will stay high on the management agenda.



**Interest and tax**

The total financial income amounted to € 0.2 million, a decrease of € 0.1 million (H1 2009: € 0.3 million).

The average tax rate increased to 27.8% (H1 2009: 24.3%). The higher rate was predominantly caused by the higher taxable income and the associated higher average tax rate in the United States.

**Balance sheet and cash flow**

Exact continues to have a strong balance sheet. After paying € 18.5 million as final dividend for 2009, the net cash position amounts to € 49.8 million as per June 30, 2010.

The average days sales outstanding remained stable at 62 (H1 2009: 62).

The operating cash flow amounted to € 27.3 million (H1 2009: € 27.7 million), a decrease of 1.7%. The relatively small decrease in operating cash flow indicates an ongoing strong profit to cash conversion.

**Depreciation and amortization**

We continued to invest in product development, research and innovation, especially in our SaaS product Exact Online and in Longview 7. This resulted in an amount of € 2.8 million which was capitalized for internally generated software in H1 2010.

In April we moved to our new corporate headquarter in Delft. We invested in leasehold improvements and furniture and fixtures, resulting in a total investment in property, plant and equipment of € 4.3 million in the first half year of 2010.

**Net result, EPS and interim dividend**

Net income amounted to € 11.9 million (H1 2009: € 15.0 million), representing a decrease of 21.0% mainly caused by the one-offs. As a result, EPS decreased to € 0.52 (H1 2009: € 0.66). The EPS without the one-offs amounted to € 0.60 per share.

Exact will pay an interim cash dividend of € 0.52 per share. This is in line with the company's dividend policy of 100% payout of the net result in any year in which it does not execute a material acquisition. The dividend will be payable on Friday, August 13, 2010 to holders of ordinary shares on July 28, 2010 close of business. The shares will become ex-dividend on July 26, 2010.



## **RISK MANAGEMENT**

In the Annual Report 2009 (pages 60 to 65) we have outlined the strategic, operational and financial risks we face; the risk management and control mechanisms we have in place as well as the risk analysis and assessments we conduct regularly. We believe that the nature and potential impact of these risks have not materially changed in the first half year of 2010. We will continue to monitor the key risks closely and manage our internal control systems as new risks may emerge and current risks may change in the second half of 2010.

## **AUDITORS' INVOLVEMENT**

This Interim Financial Report has not been audited by our external auditor.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

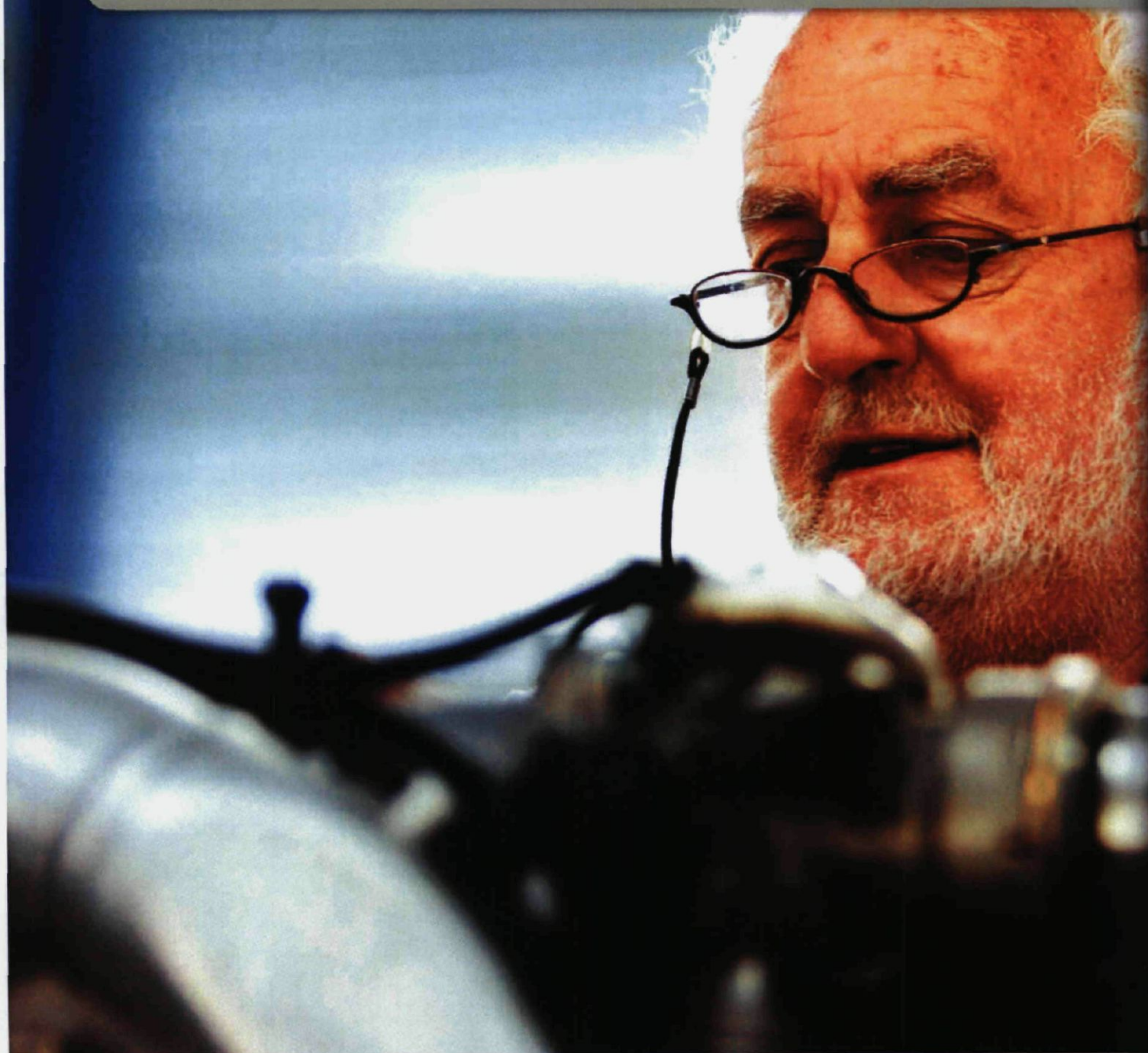
The members of the Board of Managing Directors, as required by section 5:25d paragraph 2 under c of the Dutch Financial Supervision Act (Wet op het financieel toezicht), confirm that to the best of their knowledge:

- 1 the Interim Consolidated Financial Statements for the six months ended on June 30, 2010 give a true and fair view of the assets, liabilities, financial position and profit or loss of Exact Holding N.V. and its consolidated companies, and
- 2 the Interim Directors Report gives a true and fair view of
  - a the position of Exact Holding N.V. and its consolidated companies per June 30, 2010;
  - b the development and performance of the business during the first six months of the financial year of Exact Holding N.V. and its consolidated companies;;
  - c the expected development and performance of the business, provided that the interests of Exact Holding N.V. and its consolidated companies are not harmed by disclosure, with particular attention for the investments, and the circumstances of which the development of revenues and profitability are dependant.

Delft, July 22, 2010

Max Timmer  
CFO









# 2 Financial Statements





## 2 Interim Consolidated Financial Statements

### 2.1 Interim Consolidated IFRS Statement of Comprehensive Income for the six months ended June 30

(in € thousands)		2010 June 30, Unaudited	2009 June 30, Unaudited
	Note		
License		25,450	26,017
Maintenance		67,008	67,861
Services		19,281	23,734
<b>Total revenue</b>	<b>2.12</b>	<b>111,739</b>	<b>117,612</b>
Revenue-related expenses		8,152	8,318
Personnel expenses		57,885	61,894
Other operating expenses		16,939	17,083
Marketing and sales		6,897	6,634
<b>Total operating expenses before depreciation and amortization</b>		<b>89,873</b>	<b>93,929</b>
EBITDA*		21,866	23,683
Depreciation and amortization expense		(5,597)	(4,205)
<b>Operating income (EBIT)</b>		<b>16,269</b>	<b>19,478</b>
Finance income and expenses			
Interest income and other financial income		636	969
Interest expenses and other financial expenses		(482)	(621)
<b>Total finance income</b>		<b>154</b>	<b>348</b>
<b>Income before taxes</b>		<b>16,423</b>	<b>19,826</b>
Income tax expense	2.13	(4,567)	(4,827)
<b>Net income after taxes</b>		<b>11,856</b>	<b>14,999</b>
Other comprehensive income			
Exchange differences on translation of foreign operations		11,584	254
Net movement of cash flow hedges		(38)	495
Income tax relating to the components of other comprehensive income		13	(168)
<b>Other comprehensive income, net of tax</b>		<b>11,559</b>	<b>581</b>
<b>Total comprehensive income</b>		<b>23,415</b>	<b>15,580</b>
Net income after taxes attributable to:			
Equity holders of Exact		11,845	14,969
Non-controlling interest		11	30
Total comprehensive income attributable to:			
Equity holders of Exact		22,914	15,550
Non-controlling interest		501	30
Average number of shares outstanding basic (in thousands)		22,817	22,812
Average number of shares outstanding diluted (in thousands)		22,817	22,812
Earnings per share (in euros)		0.52	0.66
Diluted earnings per share (in euros)		0.52	0.66

\* EBITDA = Earnings before interest, tax, depreciation and amortization

The notes on page 19 to page 25 are an integral part of these interim consolidated financial statements.



## 2.2 Interim Consolidated IFRS Balance Sheet

(in € thousands)		2010 June 30,	2009 December 31,	2009 June 30,
	Note	Unaudited	Audited	Unaudited
<b>ASSETS</b>				
<b>Non-current assets</b>				
Intangible fixed assets	2.7	124,749	111,243	118,576
Property, plant and equipment	2.8	13,190	13,889	13,616
Deferred tax assets		5,446	5,088	3,599
Long-term receivables		1,950	2,250	-
<b>Total non-current assets</b>		<b>145,335</b>	<b>132,470</b>	<b>135,791</b>
<b>Current assets</b>				
Non-current assets held for sale	2.8	2,479	327	327
Inventory		445	314	260
Trade receivables	2.9	41,815	42,005	40,754
Corporate income tax		1,398	-	531
Other receivables and prepaid expenses		6,786	6,220	7,871
Short-term investments	2.4	25,878	13,628	15,731
Cash and cash equivalents	2.4	23,951	35,287	27,541
<b>Total current assets</b>		<b>102,752</b>	<b>97,781</b>	<b>93,015</b>
<b>Total assets</b>		<b>248,087</b>	<b>230,251</b>	<b>228,806</b>

The notes on page 19 to page 25 are an integral part of these interim consolidated financial statements.

(in € thousands)	Note	2010 June 30, Unaudited	2009 December 31, Audited	2009 June 30, Unaudited
<b>EQUITY AND LIABILITIES</b>				
Share capital		488	488	488
Capital surplus		64,758	64,758	64,758
Retained earnings		59,455	44,295	59,325
Net income		11,845	33,622	14,969
Cash flow hedge reserve		(1,654)	(1,629)	(1,709)
Cumulative translation adjustment		6,303	(4,791)	(4,259)
<b>Shareholders' equity</b>		<b>141,195</b>	<b>136,743</b>	<b>133,572</b>
Non-controlling interest		2,330	1,819	1,595
<b>Total equity</b>	<b>2.3</b>	<b>143,525</b>	<b>138,562</b>	<b>135,167</b>
<b>Non-current liabilities</b>				
Earnout provisions and related liabilities		1,418	1,185	739
Provision for other liabilities and charges		1,487	1,752	2,049
Long-term loans		-	-	614
Deferred tax liabilities		7,131	6,150	6,026
<b>Derivative financial instruments</b>	<b>2.11</b>	<b>2,213</b>	<b>172</b>	<b>646</b>
<b>Total non-current liabilities</b>		<b>12,249</b>	<b>9,259</b>	<b>10,074</b>
<b>Current liabilities</b>				
Deferred revenue		70,155	61,668	66,154
Accounts payable and other liabilities		5,019	3,823	4,907
Corporate income tax		-	1,338	-
Other taxes and social securities		4,093	6,313	2,575
Accrued liabilities		13,046	9,288	9,929
<b>Total current liabilities</b>		<b>92,313</b>	<b>82,430</b>	<b>83,565</b>
<b>Total liabilities</b>		<b>104,562</b>	<b>91,689</b>	<b>93,639</b>
<b>Total equity and liabilities</b>		<b>248,087</b>	<b>230,251</b>	<b>228,806</b>

The notes on page 19 to page 25 are an integral part of these interim consolidated financial statements.



### 2.3 Interim Consolidated Statement of Changes in Equity

(in thousands)	Common shares	Treasury shares	Share capital €	Capital surplus €	Retained earnings €	Cash flow hedge reserve €	Cumulative translation adjustment €	Share- holders' equity €	Non- controlling interest €	Total equity €
<b>Balances at January 1, 2009</b>	<b>24,400</b>	<b>1,588</b>	<b>488</b>	<b>64,750</b>	<b>79,235</b>	<b>(2,036)</b>	<b>(4,513)</b>	<b>137,924</b>	<b>1,459</b>	<b>139,383</b>
Net income	-	-	-	-	14,969	-	-	14,969	30	14,999
Other comprehensive income	-	-	-	-	-	327	254	581	-	581
<b>Total comprehensive income</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>14,969</b>	<b>327</b>	<b>254</b>	<b>15,550</b>	<b>30</b>	<b>15,580</b>
Settlement earnout	-	-	-	(48)	-	-	-	(48)	-	(48)
Dividend related to 2008	-	-	-	-	(19,847)	-	-	(19,847)	-	(19,847)
Movement non-controlling interest related to acquisitions	-	-	-	-	-	-	-	-	106	106
Long-term incentive plan	-	(4)	-	56	(63)	-	-	(7)	-	(7)
<b>Balances at June 30, 2009</b>	<b>24,400</b>	<b>1,584</b>	<b>488</b>	<b>64,758</b>	<b>74,294*</b>	<b>(1,709)</b>	<b>(4,259)</b>	<b>133,572</b>	<b>1,595</b>	<b>135,167</b>

\* Payout of the retained earnings will be restricted for the negative amount of the cumulative translation adjustment of €4,259 and the cash flow hedge reserve of €1,709.

The notes on page 19 to page 25 are an integral part of these interim consolidated financial statements.



	Common	Treasury	Share	Capital	Retained	Cash flow	Cumulative	Share-	Non-	Total
[in thousands]	shares	shares	capital	surplus	earnings	hedge	translation	holders'	controlling	equity
			€	€	€	reserve	adjustment	equity	interest	equity
						€	€	€	€	€
<b>Balances at January 1, 2010</b>	<b>24,400</b>	<b>1,584</b>	<b>488</b>	<b>64,758</b>	<b>77,917</b>	<b>(1,629)</b>	<b>(4,791)</b>	<b>136,743</b>	<b>1,819</b>	<b>138,562</b>
Net income	-	-	-	-	11,845	-	-	11,845	11	11,856
Other comprehensive income	-	-	-	-	-	(25)	11,094	11,069	490	11,559
<b>Total comprehensive income</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>11,845</b>	<b>(25)</b>	<b>11,094</b>	<b>22,914</b>	<b>501</b>	<b>23,415</b>
Dividend related to 2009	-	-	-	-	(18,481)	-	-	(18,481)	-	(18,481)
Movement non-controlling interest	-	-	-	-	-	-	-	-	10	10
Long-term incentive plan	-	-	-	-	19	-	-	19	-	19
<b>Balances at June 30, 2010</b>	<b>24,400</b>	<b>1,584</b>	<b>488</b>	<b>64,758</b>	<b>71,300*</b>	<b>(1,654)</b>	<b>6,303</b>	<b>141,195</b>	<b>2,330</b>	<b>143,525</b>

\* Payout of the retained earnings will be restricted for the negative amount of the cash flow hedge reserve of € 1,654.

The notes on page 19 to page 25 are an integral part of these interim consolidated financial statements.



## 2.4 Interim Consolidated Statements of Cash Flows for the six months ended June 30

(in € thousands)		2010 June 30, Unaudited	2009 June 30, Unaudited
	Note		
Net income after taxes		11,856	14,999
Amortization; depreciation of property, plant and equipment; impairment losses		5,597	4,205
Other non-cash items		1,820	(80)
Increase/decrease in non-current liabilities, excluding earnouts and long-term loans		301	181
Increase/decrease in deferred income tax assets		(52)	1,063
Increase/decrease in deferred revenue		4,350	2,493
Increase/decrease in current assets and current liabilities, excluding income tax and deferred revenue		6,060	5,729
Increase/decrease in income tax payable		(2,655)	(853)
<b>Cash flow provided by operations</b>		<b>27,277</b>	<b>27,737</b>
<b>Cash flow used in investing activities</b>			
Acquisition of group companies, net of cash acquired	2.6	-	(2,031)
Capital expenditures on intangible assets	2.7	(3,680)	(1,507)
Capital expenditures on property, plant and equipment	2.8	(4,311)	(1,043)
Proceeds from disposal of property, plant and equipment		329	174
Earnout payments		-	(4,249)
<b>Cash flow used in investing activities</b>		<b>(7,662)</b>	<b>(8,656)</b>
<b>Cash flow used in financing activities</b>			
Dividend paid	2.14	(18,481)	(19,847)
Repayment long-term loans		-	(21)
<b>Cash flow used in financing activities</b>		<b>(18,481)</b>	<b>(19,868)</b>
<b>Net increase/(decrease) in cash, cash equivalents</b>		<b>1,134</b>	<b>(787)</b>
Opening balance cash and cash equivalents		48,915	44,744
Exchange rate differences		(220)	(685)
<b>Closing balance cash and cash equivalents</b>		<b>49,829</b>	<b>43,272</b>

Cash and cash equivalents include the following for the purpose of the cash flow statement:

	2010 June 30, Unaudited	2009 June 30, Unaudited
Cash and cash equivalents	23,951	27,541
Short-term investments	25,878	15,731
<b>Total</b>	<b>49,829</b>	<b>43,272</b>

The notes on page 19 to page 25 are an integral part of these interim consolidated financial statements.

## 2.5 Notes to the Interim Consolidated IFRS Financial Statements

General information and summary of significant accounting policies

### 2.5.1 Corporate Information

Exact Holding N.V. (hereafter referred to as Exact), is domiciled in Delft, the Netherlands. Exact, as head of a group of subsidiaries (hereafter also referred to as Exact), is engaged in holding, financing and managing its subsidiaries and other participations. The activities relate primarily to the development, distribution and marketing of business software, end-user support, training and consultancy.

Exact has been listed on the Euronext Stock Exchange in Amsterdam since 1999.

### 2.5.2 Basis of preparation

The interim consolidated financial statements for the six months ended June 30, 2010 have been prepared in accordance with IAS 34 "Interim Financial Reporting". The interim consolidated financial statements do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the annual financial statements as at December 31, 2009. The financial statements are presented in thousands of euros, unless stated otherwise. The euro is the predominant functional currency and the presentation currency of Exact. The financial statements have been prepared on a historical cost basis, except for derivative financial instruments, which are recorded at fair value.

#### Adoption of New and Revised International Financial Reporting Standards

The accounting policies adopted in the preparation of the interim consolidated financial statements are consistent with those followed in the preparation of Exact's annual financial statement for the year ended December 31, 2009, except for the adoption of new Standards and interpretations as of January 1, 2010, noted below:

#### IFRS 2 Share-based Payment – Group Cash-settled Share-based Payment Transactions

The standard has been amended to clarify the accounting for group cash-settled share-based payment transactions. This amendment also supersedes IFRIC 8 and IFRIC 11. The adoption of this amendment did not have any impact on the financial position or performance of the Exact.

#### IFRS 3R Business Combinations and IAS 27R Consolidated and Separate Financial Statements

The revised standards were issued in January 2008 and become effective for financial years beginning on or after July 1, 2009. IFRS 3R introduces a number of changes in the accounting for business combinations occurring after this date that will impact the amount of goodwill recognized, the reported results in the period that an acquisition occurs, and future reported results.

IAS 27R requires that a change in the ownership interest of a subsidiary (without loss of control) is accounted for as an equity transaction. Therefore, such transactions will no longer give rise to goodwill, nor will they give rise to a gain or loss. Furthermore, the amended standard changes the accounting for losses incurred by the subsidiary as well as the loss of control of a subsidiary.

The changes to IFRS 3R and IAS 27R affect future acquisitions or loss of control and transactions with non-controlling interests.

#### IAS 39 Financial Instruments: Recognition and Measurement – Eligible Hedged Items

The amendment addresses the designation of a one-sided risk in a hedged item, and the designation of inflation as a hedged risk or portion in particular situations. The amendment had no effect on the financial position or performance of Exact.

#### IFRIC 17 Distributions of non-cash assets to owners

This interpretation provides guidance on accounting for arrangements whereby an entity distributes noncash assets to shareholders either as a distribution of reserves or as dividends. The interpretation had no effect on the financial position or performance of Exact as it has not made any non-cash distributions.



**IFRIC 18 Transfers of assets from customers**

This interpretation clarifies the requirements of IFRSs for agreements in which an entity receives from a customer an item of property, plant, and equipment that the entity must then use either to connect the customer to a network or to provide the customer with ongoing access to a supply of goods or services. The interpretation had no effect on the financial position or performance of Exact.

**Improvements to IFRSs**

In April 2009, the IASB issued a second omnibus of amendments to the following standards, primarily with a view to removing inconsistencies and clarifying wording. There are separate transitional provisions for each standard. The amendments did not have any impact on the financial position or performance of Exact.

IFRS 2	Share-based Payment
IFRS 5	Non-current Assets Held for Sale and Discontinued Operations
IFRS 8	Operating Segments
IAS 1	Presentation of Financial Statements
IAS 7	Statement of Cash Flows
IAS 17	Leases
IAS 18	Revenue
IAS 36	Impairment of Assets
IAS 38	Intangible Assets
IAS 39	Financial Instruments: Recognition and Measurement
IFRIC 9	Reassessment of Embedded Derivatives
IFRIC 16	Hedge of a Net Investment in a Foreign Operation

Exact has not early adopted any other standard, interpretation or amendment that was issued but is not yet effective.

## 2.6 Business Combinations

There were no acquisitions during the first half year ended June 30, 2010.

## 2.7 Intangible Fixed Assets

### Impairment tests for goodwill

Goodwill is allocated to Exact's cash-generating units (CGUs), which have been identified according to the operating segment structure. Goodwill is tested for impairment annually as at December 31, and when circumstances indicate the carrying value may be impaired. The key assumptions used to determine the recoverable amount for the different cash generating units were discussed in the consolidated financial statements for the year ended December 31, 2009.

During the first half year ended June 30 2010, there were no indications for impairment.

A regional segment-level summary of the goodwill allocation is given below:

	2010 June 30, Unaudited	2009 December 31, Audited
Netherlands	8,598	8,598
Americas	49,385	42,150
EMEA	5,603	5,603
APAC	2,271	1,975
Longview	25,134	21,827
<b>Total</b>	<b>90,991</b>	<b>80,153</b>

For 2010 and 2009, the recoverable amount of a CGU was determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond a five-year period are extrapolated by using the estimated growth rates as stated in the consolidated audited financial statements for the year ended December 31, 2009.

### Sensitivity to changes in assumptions

With regard to the assessment of value-in-use calculations, there are no significant changes to the sensitivity information disclosed at year end. The growth rate has been maintained at 1.5%. The discount rate reflects the current market assessments of the risks as disclosed at year end and has therefore not been adjusted. In the future a change in the discount rate may be necessary to reflect changing risks for the industry and changes to the weighted average cost of capital.

## 2.8 Property, Plant and Equipment

During the six months ended 30 June 2010, Exact acquired assets with a cost of €4,311 (H1 2009: €1,005), excluding property and equipment acquired through business combinations. Of this investment an amount of €1,510 relates to leasehold improvements and furniture and fixtures for the new headquarters in Delft, which Exact has taken into use end of April 2010. No assets were acquired through business combinations (H1 2009: €39).

Assets with a net book value of €209 were disposed of by Exact during the six months ended 30 June 2010 (H1 2009: €158), resulting in a net gain on disposal of €120 (H1 2009: €16).

During the six months ended 30 June 2010, Exact decided to put its airplane up for sale and consequently reclassified this asset to assets held for sale. The asset was revalued to market value minus cost to sell amounting to €2,153, resulting in an impairment loss of €1,048.



## 2.9 Trade Receivables

	2010	2009
	June 30, Unaudited	December 31, Audited
Trade receivables	52,073	49,956
Provision for trade receivables	10,258	7,951
<b>Net trade receivables</b>	<b>41,815</b>	<b>42,005</b>

The provision for impairment of trade receivables is excluding VAT. VAT on uncollectable receivables can be reimbursed.

The ageing analysis of trade receivables is as follows:

	Neither past due		Past due but not impaired			
	Total	nor impaired	< 30 days	30 – 90 days	90 – 360 days	> 360 days
June 30, 2010	41,815	15,208	9,245	6,792	9,880	690
December 31, 2009	42,005	13,650	10,731	6,796	9,709	1,119

## 2.10 Currencies of Importance

	June 30, 2010	Average YTD June 2010	December 31, 2009	Average YTD June 2009
EUR / USD	1.22	1.33	1.43	1.33
EUR / GBP	0.81	0.88	0.90	0.90
EUR / MYR	3.97	4.42	4.92	4.80
EUR / PLN	4.16	4.01	4.11	4.45

## 2.11 Cash flow hedges

At June 30, 2010 Exact holds a cross currency swap contract. This contract is being used to hedge the foreign currency risk for an inter-company debt with a term ending in 2012. The fair value of this contract as per June 30, 2010 amounts to the negative amount of €2,213 and has been determined based on valuation reports provided by financial institutions.

The cash flow hedge was assessed to be highly effective and as at June 30, 2010, a net unrealized loss of €57 with a deferred tax asset of €29 related to the hedge instrument is included in equity.

## 2.12 Segment Reporting

For management purposes, Exact has organized its business into four reportable operating segments. Longview, which was acquired in the last quarter of 2007, has not been integrated into the four reportable operating segments. Longview is managed on a stand-alone basis, with the exception of some back office activities that have been integrated with the Americas.

Segment performance is evaluated based on operating profit or loss and is measured consistently with operating profit or loss in the consolidated financial statements. Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

The segment information for the half year ended June 30, 2010 is as follows:

	Netherlands	Americas	EMEA	APAC	Longview	Total
Revenue	44,720	27,216	26,476	4,852	8,475	111,739
Earnings before income and tax (EBIT)	5,048	6,852	4,033	(385)	721	16,269
Net income after taxes	230	9,003	899	174	1,550	11,856
Depreciation	1,407	375	274	90	76	2,222
Amortization	1,845	297	91	44	170	2,447
Impairment of property, plant, and equipment and intangibles	1,048	-	-	-	-	1,048
Impairment of trade receivables	316	535	1,423	922	20	3,216
Assets	103,470	74,636	36,463	12,778	35,720	263,067
Liabilities	34,321	39,304	24,404	9,736	6,372	114,137
Investments	7,236	328	303	68	57	7,992

The segment information for the half year ended June 30, 2009 is as follows:

	Netherlands	Americas	EMEA	APAC	Longview	Total
Revenue	48,896	26,851	28,496	5,312	8,057	117,612
Earnings before income and tax (EBIT)	9,062	3,259	6,284	387	486	19,478
Net income after taxes	7,586	1,671	4,117	86	1,539	14,999
Depreciation	1,308	383	409	78	69	2,247
Amortization	1,435	296	91	34	118	1,974
Impairment of property, plant, and equipment and intangibles	-	-	-	-	-	-
Impairment of trade receivables	667	327	1,007	595	72	2,668
Assets	113,446	66,387	32,114	10,556	28,962	251,465
Liabilities	32,911	40,572	22,413	7,797	6,661	110,354
Investments	5,044	259	86	80	71	5,540



**Reconciliation assets with balance sheet**

Segment assets consist primarily of property, plant and equipment, intangible assets, inventories, receivables and cash and cash equivalents. They exclude (deferred) taxation and derivative financial instruments.

	2010 June 30, Unaudited	2009 June 30, Unaudited
Total assets in balance sheet as at June 30	248,087	228,806
Less:		
Deferred tax assets	(5,446)	(3,599)
Corporate income tax	(1,398)	(531)
Intercompany receivables	21,824	26,789
<b>Total assets in segmentation</b>	<b>263,067</b>	<b>251,465</b>

**Reconciliation liabilities with balance sheet**

Segment liabilities comprise operating liabilities. They exclude items such as (deferred) taxation, provisions and long-term loans.

	2010 June 30, Unaudited	2009 June 30, Unaudited
Total current liabilities in balance sheet as at June 30	92,313	83,565
Less:		
Intercompany payables	21,824	26,789
<b>Total liabilities in segmentation</b>	<b>114,137</b>	<b>110,354</b>

Investments comprise additions to intangible assets, property, plant and equipment as well as the additions resulting from acquisitions through business combinations.

**2.13 Income Tax**

The reconciliation between the tax charge on the basis of the weighted average tax rate and the effective tax rate can be specified as follows:

[in %]	2010 June 30, Unaudited	2009 December 31, Audited
Weighted average tax rate	31.4	28.7
Non-deductible expenses	0.9	1.0
Deferred tax assets and tax losses carry forward	(0.7)	(0.5)
Adjustments previous years	(2.0)	(2.0)
Exempt income	(1.8)	(1.7)
Other	-	-
<b>Effective tax rate</b>	<b>27.8</b>	<b>25.5</b>

## 2.14 Dividends Paid and Proposed

	2010 June 30, Unaudited	2009 December 31, Audited
Dividends on shares declared and paid during the six month period:		
Final dividend for 2009: € 0.81 per share (2008: € 0.87 per share)	18,481	19,847
Interim dividends on shares proposed for approval (not recognized as a liability as at June 30, 2010): Earnings per share for H1 2010: € 0.52 per share ( H1 2009: € 0.66 per share)	11,865	15,059

In the second quarter, Exact paid the final dividend for 2009, for a total of € 18,481 (incl. dividend tax).

## 2.15 Contingencies

In the first half of 2010 there were no material changes to Exact's commitments and contingent liabilities from those disclosed in the Consolidated Financial Statements for the year ended December 31, 2009.

## 2.16 Events after the Balance Sheet Date

There were no events after the balance sheet date that are relevant to the interim consolidated financial statements.

Certain statements in this document constitute forward looking information. By their nature, such information generates risk and uncertainty because it concerns events in the future and depends on circumstances which then apply. Actual results could materially differ.



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