



**Annual Report  
Geschäftsbericht  
2008**

**Navigator Equity Solutions SE**  
Europalaan 24  
6199 AB Maastricht  
The Netherlands  
Tel. +31 (0)40 213 59 30  
Fax +31 (0)40 213 56 04  
[info@navigator-equity.com](mailto:info@navigator-equity.com)  
[www.navigator-equity.com](http://www.navigator-equity.com)

**NAVIGATOR**   
EQUITY SOLUTIONS

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This report includes a German translation of the official English version. The English version is legally binding in all circumstances.

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Dieser Bericht enthält eine deutsche Übersetzung der englischen Originalfassung. Rechtlich bindend ist unter allen Umständen alleine die englische Originalfassung.



## Key Figures

## Kennzahlen

Key Figures

| €k                            | 2008<br>(IFRS) | 2007<br>(IFRS) |
|-------------------------------|----------------|----------------|
| Total revenues                | 17,292         | 12,335         |
| Operating income              | (4,428)        | (610)          |
| Operating margin              | n. a.          | n. a.          |
| Income before tax             | (4,455)        | (617)          |
| Pre-tax margin                | n. a.          | n. a.          |
| Income for the period         | (4,911)        | (381)          |
| Net profit margin             | n. a.          | n. a.          |
| Attributable to:              |                |                |
| Equity holders of the company | (5,312)        | (377)          |
| Minority interests            | 401            | (4)            |
| Earnings per share            |                |                |
| Basic                         | (0.04)         | (0.003)        |
| Diluted                       | (0.04)         | (0.003)        |

Kennzahlen

| T€                          | 2008<br>(IFRS) | 2007<br>(IFRS) |
|-----------------------------|----------------|----------------|
| Gesamteinnahmen             | 17.292         | 12.335         |
| Operatives Ergebnis         | -4.428         | -610           |
| Operative Marge             | n. a.          | n. a.          |
| Ergebnis vor Steuern        | -4.455         | -617           |
| Vorsteuer marge             | n. a.          | n. a.          |
| Nettoergebnis               | -4.911         | -381           |
| Nettomarge                  | n. a.          | n. a.          |
| Zuzuordnen zu:              |                |                |
| Aktionären der Gesellschaft | -5.312         | -377           |
| Minderheitsanteilen         | 401            | -4             |
| Ergebnis je Aktie           |                |                |
| Unverwässert                | -0,04          | -0,003         |
| Verwässert                  | -0,04          | -0,003         |



**A Review of the Year**

**Das Jahr im Überblick**

## A Review of the Year

### 1st Quarter:

- Total income for Navigator Equity Solutions SE in the first quarter of 2008 amounted to 2.8m euros. These were made up from operating revenues of 4.2m euros and a negative result from investment activities of -1.3m euros.

### 2nd Quarter:

- Total income for Navigator Equity Solutions SE for the second quarter of 2008 amounted to 5.2m euros. These were made up from operating revenues of 5.6m euros and a negative result from investment activities of -0.4m euros.
- On June 02, 2008, Navigator Equity Solutions SE announced the acquisition of 100% of The Ascendo Group N.V. for a purchase price of 2.8m euros. Through its operational subsidiaries Ascendo Management GmbH (100%) and ACON Actienbank AG (64.99%), The Ascendo Group N.V. provides a broad range of financial services to German and international costumers.
- On June 20, 2008, an extraordinary meeting of shareholders of Navigator Equity Solutions SE unanimously approved the acquisition of The Ascendo Group N.V. 50.2% of the share capital was represented at this meeting.

### 3rd Quarter:

- First quarter operating under the new strategic regime of a financial services company for small and medium-sized enterprises.
- Total income for Navigator Equity Solutions SE for the third quarter of 2008 amounted to 3.9m euros. These were made up from operating revenues of 5.3m euros and a negative result from investment activities of -1.4m euros.
- On the 1st of July 2008, Navigator Equity Solutions SE announced the issuance of 11,111,500 new shares to strategic investors for a price of 0.18 euros per share, increasing the company's share capital from 12,440,000 euros to 13,551,150 euros.
- In August 2008, Navigator Equity Solutions SE issued a voluntary share buyback offer to the shareholders, providing the opportunity so sell up to 13,551,150 (up to 10% of the total share capital) shares to the company for a share price of 0.14 euros. Upon completion of the share buyback, shareholders have sold a total of 4,402,602 shares (3.2% of the share capital) to the company. Thus, the company returned capital in the amount of 616k euros to its shareholders.

## Das Jahr im Überblick

### 1. Quartal:

- Die Gesamteinnahmen der Navigator Equity Solutions SE beliefen sich im ersten Quartal 2008 auf EUR 2,8 Mio. und setzten sich aus operativen Umsatzerlösen in Höhe von EUR 4,2 Mio. und einem negativen Beitrag aus Investmenttätigkeiten in Höhe von EUR -1,3 Mio. zusammen.

### 2. Quartal:

- Die Gesamteinnahmen der Navigator Equity Solutions SE im zweiten Quartal 2008 beliefen sich auf EUR 5,2 Mio. und setzten sich zusammen aus operativen Umsatzerlösen in Höhe von EUR 5,6 Mio. und einem Ergebnis aus Investmentaktivitäten in Höhe von EUR -0,4 Mio.
- Am 02. Juni 2008 gab die Navigator Equity Solutions SE den vollständigen Erwerb der The Ascendo Group N.V. für einen Kaufpreis von EUR 2,8 Mio. bekannt. The Ascendo Group N.V. bietet über Ihre operativen Tochterunternehmen Ascendo Management GmbH (100%) und ACON Actienbank AG (64,9%) ein breites Spektrum an Finanzdienstleistungen für deutsche und internationale Kunden an.
- Am 20. Juni 2008 erhielt die Akquisition der The Ascendo Group N.V. die 100%-ige Zustimmung einer außerordentlichen Hauptversammlung der Navigator Equity Solutions SE. Das Grundkapital war hierbei mit 50,2% der Anteile vertreten.

### 3. Quartal:

- Im 3. Quartal war die Navigator Equity Solutions SE erstmals in ihrer neuen strategischen Ausrichtung als Finanzdienstleistungskonzern für kleine und mittelständische Unternehmen tätig.
- Die Gesamteinnahmen der Navigator Equity Solutions SE im dritten Quartal des Geschäftsjahres 2008 beliefen sich auf EUR 3,9 Mio. Diese setzten sich zusammen aus operativen Umsatzerlösen in Höhe von EUR 5,3 Mio. und einem negativen Ergebnis aus Investmentaktivitäten in Höhe von EUR -1,4 Mio.
- Am 1. Juli 2008 gab die Navigator Equity Solutions SE die Ausgabe von 11.111.500 neuen Aktien an eine Gruppe strategischer Investoren zum Preis von EUR 0,18 bekannt, wodurch sich das Grundkapital der Gesellschaft von EUR 12.440.000 auf 13.551.150 erhöhte.
- Im August 2008 veröffentlichte die Navigator Equity Solutions SE ein freiwilliges Aktienrückkaufangebot für bis zu 13.551.150 Aktien (bis zu 10% des Grundkapitals) zu einem Preis von EUR 0,14. Bis zum Ablauf der Angebotsfrist hatten die Aktionäre insgesamt 4.402.602 Aktien (3,2% des Grundkapitals) zum Rückkauf eingereicht. Dadurch führte die Gesellschaft liquide Mittel in Höhe von EUR 616 Tsd. an ihre Aktionäre zurück.

#### 4th Quarter:

- On October 20, 2008, Navigator Equity Solutions SE announced the acquisition of a minority participation in Bavarian luxury motor yacht manufacturer PR Marine AG. The transaction was conducted via the Dutch acquisition vehicle PR Yachting Group N.V. The total investment volume was less than 0.5m euros.
- On November 13, 2008, the Annual General Meeting of Shareholders of Navigator Equity Solutions SE took place. There, 56.99% of the company's share capital was represented. All agenda items were approved unanimously by the attending shareholders.

In particular, the shareholders resolved upon the following structural and personnel changes:

As of November 13, 2008, the shareholders appointed Dr. Michael Hasenstab, Mr Robert Käß and Mr Roland Rempelberg, who have declared to accept this appointment, as additional members of the company's Management Board next to Dr. Florian Pfingsten.

Furthermore, the shareholders approved the reduction of the company's share capital through cancellation of shares held by the Company, not exceeding the number of shares it acquired through its share buyback offer. The shareholders also agreed to decrease the nominal value of the company's shares from 0.10 euros to 0.05 euros with repayment of the released capital to the shareholders, thus returning capital amounting to 6.6m euros to its shareholders.

- On December 17, 2008, the company announced its plan to change the company's legal form from a Dutch N.V. to a European Public Limited Company (SE).

The new corporate form is meant to reflect the broadened strategic positioning as a European financial services company and was subject to a respective resolution of a General Meeting of shareholders of the company.

#### 4. Quartal:

- Am 20. Oktober 2008 gab die Navigator Equity Solutions SE den Erwerb einer Minderheitsbeteiligung an dem bayerischen Hersteller von Luxus-Motoryachten PR Marine AG bekannt gegeben. Die Transaktion wurde über die niederländische Akquisitionsgesellschaft PR Yachting Group N.V. durchgeführt. Das Investitionsvolumen betrug weniger als EUR 0,5 Mio.
- Am 13. November 2008 fand die jährliche Hauptversammlung der Navigator Equity Solutions SE statt. Insgesamt waren dort 56,99% des Grundkapitals der Gesellschaft vertreten. Alle Tagesordnungspunkte wurden von den anwesenden Aktionären einstimmig angenommen.

Insbesondere hat die Hauptversammlung folgende strukturelle und personelle Änderungen beschlossen:

Mit Wirkung vom 13. November 2008 wurden die Herren Dr. Michael Hasenstab, Robert Käß und Roland Rempelberg zu weiteren Vorständen der Gesellschaft neben Herrn Dr. Florian Pfingsten ernannt.

Weiterhin wurden die Reduzierung des Grundkapitals durch Einziehung der von der Gesellschaft gehaltenen eigenen Aktien und die Reduzierung des Nennwertes der Aktien der Gesellschaft von EUR 0,10 auf EUR 0,05 unter Ausschüttung des frei werdenden Kapitals an die Aktionäre beschlossen. Dies bedeutet eine Rückführung liquider Mittel an die Aktionäre in Höhe von EUR 6,6 Mio.

- Am 17. Dezember 2008 gab die Gesellschaft den Plan zur Änderung der Rechtsform von einer niederländischen N.V. in eine Europäische Aktiengesellschaft (SE) bekannt.

Die neue Rechtsform wurde gewählt, um die breitere strategische Positionierung als europäischer Finanzdienstleistungskonzern besser widerzuspiegeln und stand unter dem Vorbehalt eines entsprechenden Beschlusses der Hauptversammlung der Gesellschaft.

**To Our Shareholders**

**An unsere Aktionäre**



## To Our Shareholders

### Dear Shareholders and Friends of Navigator Equity Solutions SE,

The fiscal year 2008 was clearly dominated by the worldwide crisis of the financial markets and its negative effects on the global economic development. Global growth slowed down from 5.2% in the fiscal year 2007 to 3.2%. In a Q4 on Q4 comparison, global growth reduced to only 1.1%. As it is common opinion that 3.0% marks the borderline to recession in a global context, these figures show the gravity of the worldwide economic situation by the end of the fiscal year. Expectations for 2009 indicate that the recessive economic trend will continue at an even higher pace. In March 2009, the IMF (International Monetary Fund) published a global growth projection of -1.0% to -0.5%, indicating the first shrinkage of the worldwide economy for 60 years.

The major event for Navigator Equity Solutions SE in the fiscal year 2008 was the acquisition of the financial services company The Ascendo Group N.V. in early June. With this acquisition Navigator Equity Solutions SE broadened its operational focus and developed from a pure industrial holding company, focused on acquiring majority participations, into a fully integrated financial services company with a full range of services dedicated to the small and mid cap market.

Through its operational subsidiaries Ascendo Management GmbH (100%) and ACON Actienbank AG (64.99%), The Ascendo Group N.V. provides a broad range of financial services to German and international costumers. Thus, besides its existing direct investment business, Navigator Equity Solutions SE has added investment advisory and consulting services, as well as investment banking activities to its lines of business. The transaction was approved by an extraordinary meeting of shareholders on June 20, 2008.

The negative economic and financial environment also had a negative impact on the business development of Navigator Equity Solutions SE. Especially the Private Equity market was heavily affected by the poor conditions and showed weak performance throughout the year. The European M&A activity was also down by more than 21% in deal numbers and 32% in total deal volume. Stock markets around the world slumped heavily with losses of approx. 40% and more, providing a demanding environment for our financial services business.

Despite the positive development of our majority participations IT Competence Group N.V. and Kaldron N.V. with their respective subsidiaries, Navigator Equity Solutions SE's overall results were harmed by the poor financial markets. In the fiscal year 2008, the group generated operating revenues of 21.9m euros, whereof 13.3m euros were attributable to IT Competence Group N.V., 7.9m euros were generated by Kaldron N.V. and 0.7m euros by The Ascendo Group N.V. In addition to that, the company generated investment revenues from investments held for trading of -4.6m euros.

On an overall basis, the group generated an EBIT (operating income) of -4.4m euros. Both our majority participations, IT Competence Group N.V. and Kaldron N.V., contributed positively to this result, generating an EBIT of 0.6m euros and 0.7m euros respectively. The financial services of The Ascendo Group N.V. accounted for an EBIT of -0.1m euros.

## An unsere Aktionäre

### Liebe Aktionäre und Freunde der Navigator Equity Solutions SE,

das Geschäftsjahr 2008 stand ganz im Zeichen der weltweiten Finanzkrise und ihrer negativen Auswirkungen auf die Entwicklung der Weltwirtschaft. Das weltweite Wachstum schwächte sich von 5,2% im Jahr 2007 auf nun 3,2% ab. Im Vergleich der vierten Quartale fiel das Ergebnis mit nur 1,1% Wachstum noch schlechter aus. Bezogen auf die Weltwirtschaft stellt eine Wachstumsrate von 3,0% die Grenze zur Rezession dar. Somit zeigen diese Daten den vollen Ernst der Lage der Weltwirtschaft zum Ende des Geschäftsjahres. Die Prognosen für das Geschäftsjahr 2009 lassen eine weitere Verschärfung der rezessiven Entwicklung erwarten. Im März 2009 veröffentlichte der IWF (Internationaler Währungsfonds) eine Projektion für das Weltwirtschaftswachstum im Bereich von -1,0% bis -0,5%, was den ersten Rückgang der weltweiten Wirtschaftsleistung seit 60 Jahren bedeutet.

Das bedeutendste Ereignis für die Navigator Equity Solutions SE im Geschäftsjahr war die Akquisition des Finanzdienstleistungsunternehmens The Ascendo Group N.V. im Juni. Durch diese Akquisition hat die Navigator Equity Solutions SE sich strategisch weiterentwickelt, von einer reinen, auf Mehrheitsbeteiligungen fokussierten Industrieholding hin zu einem integrierten Finanzdienstleistungskonzern mit einem breiten Angebot an kapitalmarktbezogenen Dienstleistungen für kleine und mittelständische Unternehmen.

Über ihre operativen Tochtergesellschaften Ascendo Management GmbH (100%) und ACON Actienbank AG (64,99%) bietet The Ascendo Group N.V. ihren internationalen Kunden eine breite Palette von Finanzdienstleistungen an. Damit hat die Navigator Equity Solutions SE ihrem Beteiligungsgeschäft nun die Geschäftsfelder Consulting und Investment Beratung sowie Investment Banking hinzugefügt. Die Transaktion wurde von einer außerordentlichen Hauptversammlung der Gesellschaft am 20. Juni 2008 genehmigt.

Das negative Konjunktur- und Kapitalmarktumfeld im Geschäftsjahr 2008 hat auch die Geschäftsentwicklung der Navigator Equity Solutions SE beeinflusst. Insbesondere der Private Equity Markt wurde von den ungünstigen Rahmenbedingungen schwer in Mitleidenschaft gezogen und zeigte im Jahresverlauf eine schwache Entwicklung. Der M&A-Markt in Europa zeigte sich ebenfalls rückläufig. Die Zahl der Transaktionen sank um 21% und das gesamte Transaktionsvolumen ging um 32% zurück. Mit Kursverlusten von 40% und mehr erlitten auch die weltweiten Aktienmärkte heftige Einbrüche, so dass wir uns im Geschäftsbereich Finanzdienstleistungen insgesamt in einem sehr anspruchsvollen Marktumfeld bewegten.

Trotz der positiven Entwicklung unserer Mehrheitsbeteiligungen IT Competence Group N.V. und Kaldron N.V. mit ihren jeweiligen Tochtergesellschaften, litt das Gesamtergebnis der Navigator Equity Solutions SE unter der schwachen Entwicklung der Finanzmärkte. Im Geschäftsjahr 2008 erwirtschaftete die Gruppe operative Umsatzerlöse in Höhe von EUR 21,9 Mio., wovon EUR 13,3 Mio. der IT Competence Group N.V., EUR 7,9 Mio. der Kaldron N.V. und EUR 0,7 Mio. der The Ascendo Group N.V. zuzuordnen sind. Weiterhin generierte die Gruppe ein Investmentergebnis aus kurzfristigen Finanzanlagen in Höhe von EUR -4,6 Mio.

Insgesamt erwirtschaftete die Gruppe damit ein EBIT (operatives Ergebnis) in Höhe von EUR -4,4 Mio. Einen positiven Beitrag zu diesem Ergebnis leisteten unsere beiden Mehrheitsbeteiligungen IT Competence Group N.V. und Kaldron N.V. mit einem jeweiligen EBIT von EUR 0,6 Mio. und EUR 0,7 Mio. Im Finanzdienstleistungsgeschäft der The Ascendo Group N.V. betrug das EBIT EUR -0,1 Mio.

In August 2008, we have issued a voluntary share buyback offer to our shareholders, providing the opportunity to sell up to 13,551,150 (up to 10% of the total share capital) shares to the company for a share price of 0.14 euros. Upon completion of the share buyback, shareholders have sold a total of 4,402,602 shares (3.2% of the share capital) to the company, returning 616k euros to shareholders. By now, these shares have already been cancelled.

On November 13, 2008, the Annual General Meeting of Shareholders provided the necessary resolutions to finalise the strategic repositioning of our company as a fully integrated financial services group. The attending shareholders appointed three new members to the Management Board, adding significantly to the company's personnel resources, and resolved upon a capital reduction with repayment of the released capital to the shareholders. This corporate action was proposed by the Management Board to return assets of approx. 6.6m euros to the shareholders. It was conducted by reducing the nominal value of the company's shares from 0.10 euros to 0.05 euros. The repayment of funds to shareholders took place on March 23, 2009. Thus, this transaction is also already complete.

On December 17, 2008, we have announced our plan to change the company's legal form from a Dutch N.V. to a European Public Limited Company (SE). The new corporate form was chosen to reflect the broadened strategic positioning as a European financial services company. As of March 17, 2009, this change of the legal form is now effective and the company is operating officially under the name of Navigator Equity Solutions SE.

Forecasts for the economic development in the fiscal year 2009 indicate that the worldwide recession will continue and even pick up pace. In March 2009, the IMF projected growth rates of -1.0% to -0.5% for the world output, -3.2% for the Euro area and worse than -2.5% for Germany. For the year 2010 the IMF forecasts a slight recovery. Yet, projected growth rates are of minor magnitude only.

Therefore, we expect the fiscal year 2009 to be another demanding year in terms of economic and financial conditions and we will continue to build on our strategic market position as fully integrated financial services company and utilise our flat and flexible structures to seize the business opportunities arising from this difficult environment.

In the long-term, we believe that our new strategic approach will generate attractive returns and benefits for our shareholders and we want to thank all our customers, employees and shareholders for their confidence and ongoing support.

Yours sincerely

Dr. Michael Hasenstab   Robert Käß   Dr. Florian Pfungsten   Roland Rempelberg

Maastricht, 11 May 2009

Im August 2008 haben wir unseren Aktionären ein freiwilliges Aktienrückkaufangebot unterbreitet. Die Aktionäre hatten dabei die Möglichkeit, insgesamt bis zu 13.551.150 (bis zu 10% des Grundkapitals) zu einem Preis von EUR 0,14 an die Gesellschaft zu verkaufen. Im Ergebnis wurden der Gesellschaft bis zum Ablauf der Angebotsfrist insgesamt 4.402.602 (3,2% des Grundkapitals) zum Rückkauf angedient, so dass durch diesen Aktienrückkauf liquide Mittel in Höhe von EUR 616 Tsd. an die Aktionäre zurückgeführt wurden. Mittlerweile wurden die zurückgekauften Aktien von der Gesellschaft eingezogen.

Am 13. November 2008 fasste die ordentliche Hauptversammlung der Gesellschaft die notwendigen Beschlüsse, um die strategische Neupositionierung als integrierter Finanzdienstleistungskonzern abschließen zu können. Die anwesenden Aktionäre ernannten drei neue Vorstandsmitglieder, was eine deutliche Stärkung der personellen Ressourcen bedeutet, und beschlossen außerdem eine Herabsetzung des Grundkapitals mit Ausschüttung des freiwerdenden Kapitals an die Aktionäre. Der Vorstand hatte diese Kapitalmaßnahme vorgeschlagen, um liquide Mittel in Höhe von ca. EUR 6,6 Mio. an die Aktionäre zurückzuführen. Die Umsetzung erfolgte durch Herabsetzung des Nennwertes der ausgegebenen Aktien von EUR 0,10 auf EUR 0,05. Die Rückzahlung des Kapitals an die Aktionäre wurde am 23. März 2009 eingeleitet. Somit ist auch diese Transaktion inzwischen abgeschlossen.

Am 17. Dezember 2008 haben wir unsere Entscheidung veröffentlicht, die Rechtsform der Gesellschaft von einer niederländischen Aktiengesellschaft (N.V.) in eine Europäische Aktiengesellschaft (SE) umzuwandeln. Die neue Rechtsform wurde gewählt, um die breitere strategische Positionierung als europäischer Finanzdienstleistungskonzern besser zu reflektieren. Seit dem 17. März 2009 ist diese Rechtsformänderung nun vollständig umgesetzt, so dass die Gesellschaft seither offiziell als Navigator Equity Solutions SE firmiert.

Prognosen über die wirtschaftliche Entwicklung im Geschäftsjahr 2009 lassen darauf schließen, dass sich die Rezession weiter fortsetzen und sogar verschärfen wird. Im März 2009 errechnete der IWF in seiner Projektion ein Wachstum der Weltwirtschaft von -1,0% bis -0,5%. Für den Euro-Raum wurde eine Wachstumsrate von -3,2% und für Deutschland eine Rate von weniger als -2,5% in Aussicht gestellt. Für das Jahr 2010 geht der IWF von einer leichten Erholung aus. Die prognostizierten Wachstumsraten fallen jedoch sehr gering aus.

Daher gehen wir davon aus, dass wir uns auch im Geschäftsjahr 2009 in einem anspruchsvollen Konjunktur- und Kapitalmarktumfeld bewegen werden und konzentrieren uns deshalb darauf, unsere strategische Marktposition als integrierter Finanzdienstleistungskonzern weiter auszubauen. Dabei profitieren wir von unseren flachen und flexiblen Strukturen und werden alle Geschäftsmöglichkeiten nutzen, die sich in diesem schwierigen Umfeld ergeben.

Langfristig sind wir davon überzeugt, dass wir mit unserer neuen Strategie attraktive Renditen für unsere Aktionäre generieren werden und möchten allen Kunden, Mitarbeitern und Aktionären für ihr Vertrauen und ihre Unterstützung danken.

Ihr

Dr. Michael Hasenstab   Robert Käß   Dr. Florian Pfungsten   Roland Rempelberg

Maastricht, 11. Mai 2009

**Management**

**Management**



## Management

### Board of Directors

#### Dr. Michael Hasenstab

Dr. Michael Hasenstab joined the Management Board of Navigator Equity Solutions SE in November 2008. He is also one of the founding partners of the consulting company The Ascendo Group N.V. Dr. Michael Hasenstab was an investment banker at Credit Suisse First Boston and BNP Paribas in London. In that capacity he played an active role in a large number of IPOs and M&A transactions in Germany and throughout Europe. He holds a Master in Economics from the University of Munich and a PhD in International Management from the University of Jena.

#### Robert Käß

Robert Käß joined the Management Board of Navigator Equity Solutions SE in November 2008. He is also one of the founding partners of the consulting company The Ascendo Group N.V. Prior to this he founded AdVal Capital Management AG in 1998, a financial advisory and investment company. In his capacity as CEO of AdVal he invested in several technology companies and advised six companies on their way to IPO. He started his career as a management consultant with KMPG. Robert Käß holds a Master in Business Administration from LMU in Munich.

#### Dr. Florian Pfingsten

Dr. Florian Pfingsten joined Navigator Equity Solutions SE in April 2006. He is also one of the founding partners of the consulting company The Ascendo Group N.V. Before joining Navigator Equity Solutions SE he worked as an Investment Manager at Bowman Capital Ltd and at Nomura International Plc in London. In that capacity he was responsible for the origination and execution of principal investments in the European markets. He shared responsibility for a USD 80m portfolio of technology companies at Bowman and a portfolio of USD 300m at Nomura respectively. Mr Pfingsten started his career at Deutsche Bank AG in Munich working as a corporate banker. He holds a Ph.D. in Finance and a Master in Business Administration from LMU in Munich. Mr Pfingsten is an alumnus of the Haniel-Akademie, Duisburg, has been awarded a Ph.D. scholarship by the Haniel-Foundation and is currently a member of the "Börsenrat" of Munich Stock Exchange.

#### Roland Rempelberg

Roland Rempelberg joined the Management Board of Navigator Equity Solutions SE in November 2008. He is also founder of Maprima Management B.V., an independent provider of consulting and financial services. Before founding Maprima in the year 2000, Roland Rempelberg was active as an International Controller, supervising the non-American financial and logistic departments in Maastricht, London, Aachen/Munich and Tokio at Adaptec Inc. and was also involved in the spin-off and IPO of the software division (Roxio Inc.) of the Nasdaq top 100 hardware company. Between 1988 and 1998 he held several finance-related positions at Volvo Car B.V., Deloitte, Rockwool Grodan and Frantschach Gruppe (Anglo American). Roland Rempelberg graduated from Eindhoven University of Technology, department of industrial engineering and management science, holds a Master degree in Transport and Logistics (Diepenbeek Post Graduate Centre, Belgium) and studied Business Economics in Maastricht where he graduated as Certified Public Accountant.

## Management

### Vorstand

#### Dr. Michael Hasenstab

Dr. Michael Hasenstab ist seit November 2008 Mitglied des Vorstands der Navigator Equity Solutions SE und einer der Gründungspartner der Beratungsgesellschaft The Ascendo Group N.V. Davor war er im Investmentbanking bei Credit Suisse First Boston und BNP Paribas in London tätig, wo er für eine Vielzahl von IPOs und M&A-Transaktionen in Deutschland und Europa verantwortlich zeichnete. Dr. Hasenstab studierte Volkswirtschaft an der LMU in München und promovierte im Bereich Internationales Management an der Universität Jena.

#### Robert Käß

Robert Käß ist seit November 2008 Mitglied des Vorstands der Navigator Equity Solutions SE und einer der Gründungspartner der Beratungsgesellschaft The Ascendo Group N.V. Zuvor gründete er 1998 die AdVal Capital Management AG, eine spezialisierte Finanzberatungsgesellschaft in München. Er investierte in eine Vielzahl von Unternehmen und begleitete sechs Börsengänge. Robert Käß ist Aufsichtsratsmitglied mehrerer Gesellschaften und begann seine Karriere nach dem Studium der Betriebswirtschaftslehre an der LMU München als Unternehmensberater bei KPMG.

#### Dr. Florian Pfingsten

Dr. Florian Pfingsten ist seit April 2006 Mitglied des Vorstandes der Navigator Equity Solutions SE. Er ist außerdem Gründungspartner der Beratungsgesellschaft The Ascendo Group N.V. Herr Dr. Pfingsten war früher als Investment Manager bei Bowman Capital und Nomura in London tätig, wo er für die Identifikation und Durchführung von Venture Capital Investments in Deutschland und Europa verantwortlich zeichnete. Er war maßgeblich am Aufbau eines Portfolios im Volumen von US\$ 80 Mio. bei Bowman Capital und eines Portfolios im Volumen von US\$ 300 Mio. bei Nomura beteiligt. Dr. Pfingsten begann seine Karriere bei der Deutschen Bank AG in München. Er studierte Betriebswirtschaft an der Ludwig-Maximilians-Universität in München und promovierte im Bereich Shareholder Value mit einem Promotionsstipendium der Haniel-Stiftung, ebenfalls in München. Aktuell ist er Mitglied im Börsenrat der Börse München.

#### Roland Rempelberg

Roland Rempelberg ist seit November 2008 Mitglied des Vorstands der Navigator Equity Solutions SE und Gründer der Maprima Management B.V., einem unabhängigen Anbieter von Consulting und Financial Services. Vor der Gründung von Maprima im Jahr 2000, war Roland Rempelberg als International Controller bei Adaptec Inc. tätig, wo er die nicht-amerikanischen Finanz- und Logistikabteilungen in Maastricht, London, Aachen/München und Tokio leitete und auch am spin-off und IPO der Software-Tochter (Roxio Inc.) des Nasdaq Top 100 Unternehmens mitwirkte. Zwischen 1988 und 1998 bekleidete er verschiedene Positionen im Finanzbereich bei der Volvo Car B.V., Deloitte, Rockwool Grodan und der Frantschach Gruppe (Anglo American). Roland Rempelberg studierte Wirtschaftsingenieurwesen und Unternehmensführung an der technischen Universität Eindhoven, besitzt ein Diplom in Transport und Logistik vom Diepenbeek Post Graduate Centre, Belgien und studierte Betriebswirtschaftslehre an der Universität Maastricht, wo er als Wirtschaftsprüfer abschloss.

## Supervisory Board

### Erich Hoffmann (Chairman)

Erich Hoffmann joined the Supervisory Board of Navigator Equity Solutions SE as its Chairman in October 2004. After graduating in electronic engineering in 1978, Mr Hoffmann worked as an engineer for Deutsche Bundespost - the predecessor of Deutsche Telekom - until 1980. From 1980 to 1986 he worked for Erwin SICK AG (Germany) in R&D on surface inspection technology. Between 1986 and 1993 he was shareholder of Dr Schenk GmbH (Germany), holding the position of General Manager during the start-up phase from 1986 to 1987, and was subsequently manager of the „Systemtechnik“ department. He designed test equipment for several applications and introduced inspection systems for finished optical media of all formats and flat panel technology. In 1993, he co-founded ContTec GmbH, which offers various systems for optical media inspection and measurement for all process steps from mastering to the finished product. Since 2002 Mr Hoffmann is running an engineering consulting company near Munich.

### Ulli Fischer

Ulli Fischer is the founder and CEO of MARKETSOLUTIONSNETWORK INTERNATIONAL, a Munich based company specialized in the development of new markets for industrial goods companies. Before starting his own company, Mr Fischer signed directly responsible for the organizational planning and structuring of BMW Group's worldwide sales & marketing operations. As Senior Manager of corporate sales structures & processes, he managed numerous business re-engineering projects. Before joining the BMW Group, Mr Fischer worked in different overseas locations for Daimler-Benz. He was responsible for the financial development of sales and production joint ventures in Asia, South Africa and the Middle East. Ulli Fischer holds a degree in Mechanical Engineering with the major in Computer Automated Manufacturing Systems and combines his technical background with a degree from the International Management Program in Kobe, Japan and an MBA from Boston University.

### Dr. Jens Bodenkamp

Dr. Bodenkamp is currently active as a Business Angel. Previously he was Managing Director of the ETF Group Deutschland GmbH, a wholly owned subsidiary of the globally active venture capital firm ETF Group based in Lugano, Switzerland, responsible for the German language market segment. Previously, Dr. Bodenkamp directed Intel Corporation's broadband programme in Europe, responsible for strategy, strategic alliances, marketing and targeted investments in the broadband space. Prior to that he gained substantial experience in a range of technical and senior executive positions with Intel in the United States and Germany, and in 1995 assumed responsibility for Intel's European investment strategy. Dr. Bodenkamp serves on the Boards of several companies, and holds a PhD in physics as well as a patent.

## Aufsichtsrat

### Erich Hoffmann (Vorsitzender)

Erich Hoffmann ist seit Oktober 2004 Vorsitzender des Aufsichtsrates der Navigator Equity Solutions SE. Er ist gegenwärtig als beratender Ingenieur tätig. Herr Hoffmann ist Gründer der ContTec GmbH, einem Anbieter von Inspektionssystemen, der im Rahmen eines Börsengangs am Neuen Markt im Juli 2000 mit einem englischen Mitbewerber zur AECO N.V. fusioniert wurde. Herr Hoffmann verantwortete dort als Vorstand den Bereich „Technik“. Davor war er als geschäftsführender Gesellschafter der Dr. Schenk GmbH, eines Herstellers von Inspektionssystemen, verantwortlich für den Bereich „Systemtechnik“. Herr Hoffmann startete seine Karriere bei der Deutschen Telekom als Ingenieur. Er studierte Elektroingenieurwesen an der FH München.

### Ulli Fischer

Ulli Fischer ist Gründer und CEO der in München ansässigen Gesellschaft MARKETSOLUTIONSNETWORK INTERNATIONAL, die sich auf die Erschließung neuer Märkte für Unternehmen im Investitionsgüterbereich spezialisiert hat. Vor der Gründung seines eigenen Unternehmens war Herr Fischer unmittelbar für die organisatorische Planung und Strukturierung der weltweiten Vertriebs- und Marketingaktivitäten der BMW Gruppe verantwortlich. Als Senior Manager für den Bereich Vertriebsstrukturen und -prozesse leitete er zahlreiche innerbetriebliche Restrukturierungsprojekte. Davor arbeitete Herr Fischer an unterschiedlichen weltweiten Standorten für Daimler-Benz. In Asien, Südafrika und im Mittleren Osten war er in diesem Rahmen für die Strukturierung von Joint Ventures in den Bereichen Vertrieb und Produktion verantwortlich. Ulli Fischer besitzt einen Abschluss im Maschinenbau mit Schwerpunkt Automatisierte Fertigungssysteme. Darüber hinaus hat er das International Management Program in Kobe, Japan absolviert und besitzt einen MBA der Universität Boston.

### Dr. Jens Bodenkamp

Dr. Jens Bodenkamp ist ein Business Angel. Davor war er Partner in der MCG, einer bekannten Medienberatungsfirma in München. Vor dieser Tätigkeit war er Geschäftsführer der ETF Group Deutschland GmbH und Gesellschafter des Mutterunternehmens der Schweizer VC Gesellschaft ETF Group SA. Davor war Dr. Bodenkamp für Intel tätig und zuletzt verantwortlich für das Breitbandkommunikationsprogramm in Europa. Während seiner Karriere bei Intel war er in leitenden Positionen in den USA und Europa tätig. Unter anderem war er verantwortlich für den Aufbau und die Durchführung von Intels Corporate Investmentstrategie in Europa. Dr. Bodenkamp diente als Aufsichtsrat in einer Vielzahl von Unternehmen. Er ist anerkannter Experte für die Bereiche Informationstechnologie, Kommunikation und Halbleitertechnologie. Er veröffentlichte zahlreiche wissenschaftliche Artikel und Bücher und hält ein Patent. Dr. Bodenkamp studierte in Hamburg und promovierte in Karlsruhe in Elementarteilchenphysik.

**The Company**

**Das Unternehmen**



## The Company

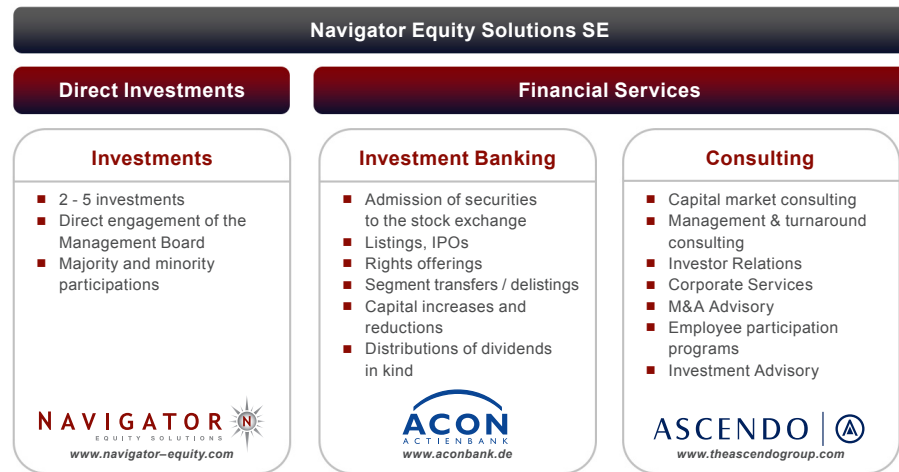
### Mission

Navigator Equity Solutions SE is a fully integrated financial services company focusing on small and medium sized companies in Europe.

Our aim is to provide a comprehensive service portfolio, covering capital market transactions as well as ongoing services to our clients and portfolio companies.

### Business Units

Navigator Equity Solutions SE and its subsidiaries, Ascendo Management GmbH and ACON Actienbank AG, offer a comprehensive one-stop portfolio of capital market related financial services.



### 1. Direct Investment Business

#### Investment Philosophy

In its investment business, Navigator Equity Solutions SE follows a qualitative stock-picking approach rather than a wide-spread portfolio approach, providing capital for promising enterprises in attractive industries. Within the scope of our investment strategy, we are looking for both, minority and majority participations in publicly listed as well as privately held companies.

The targeted transaction volume lies between 1m and 3m euros in equity per investment.

## Das Unternehmen

### Mission

Navigator Equity Solutions SE ist ein integrierter Finanzdienstleistungskonzern für kleine und mittelständische Unternehmen in Europa.

Unser Ziel ist es, ein umfassendes Dienstleistungsangebot zur Verfügung zu stellen, das die ganze Bandbreite von Kapitalmarkttransaktionen bis zu laufenden Beratungsleistungen für unsere Kunden und Portfolio-Unternehmen abdeckt.

### Geschäftsbereiche

Die Navigator Equity Solutions SE und ihre Tochtergesellschaften, Ascendo Management GmbH und ACON Actienbank AG, bieten ihren Kunden ein umfangreiches Paket kapitalmarktnaher Dienstleistungen aus einer Hand.



### 1. Beteiligungen

#### Investmentphilosophie

Im Geschäftsbereich Beteiligungen folgt die Navigator Equity Solutions SE eher einem selektiven Auswahlverfahren als einem breit gestreuten Portfolioansatz, auf dessen Basis sie aussichtsreichen Unternehmen in attraktiven Branchen zusätzliches Kapital zur Verfügung stellt. Im Rahmen unserer Beteiligungsstrategie gehen wir Mehrheits- und Minderheitsbeteiligungen sowohl an börsennotierten wie auch an privat gehaltenen Unternehmen ein.

Das angestrebte Transaktionsvolumen pro Beteiligung beläuft sich dabei auf EUR 1 Mio. bis EUR 3 Mio. Eigenkapital.

When we make a majority investment in a company we get directly and actively involved in its operational activities until a positive impact and development has been successfully achieved. In limiting the total number of such direct investments, we make sure that we can follow the investee companies very closely and support the firms in establishing a stable and solid long term financial and market position.

### Investment Criteria

In the selection of new investments, Navigator Equity Solutions SE focuses on private and publicly listed small and medium enterprises (SME) with a promising growth perspective. The company has no specific industry focus.

The company's investment activities can be categorized along the following matrix.

|                 | Minority Participation | Majority Participation |
|-----------------|------------------------|------------------------|
| Privately Held  | ✓                      | ✓                      |
| Publicly Listed | ✓                      | –                      |

#### a. Private Equity

In general, we are looking for undervalued companies with the potential to eliminate the existing under-valuation over time through active management support. We principally intend to work with firms for a medium-term time frame, however we also consider long-term participations if required. The overall goal is to make an active contribution to the development of our investee companies, so that over a long-term period their market positions are strengthened and secured.

Depending on the specific company situation we are doing both, majority participations and minority participations, with a preference for majority participations.

Typical investment opportunities in this segment would be unresolved business successions, management buy-outs, management buy-ins, restructurings, re-organisation of firms near insolvency, corporate spin-offs and growth financing. The main point in these opportunities is that the companies must have a healthy core business with good growth perspectives.

#### b. Public Equity

In this segment, Navigator Equity Solutions SE focuses on enterprises with above average growth and profit potential as well as undervalued companies. The company follows a pure stock-picking approach based on fundamental analysis of growth perspectives and valuation parameters.

Nach dem Erwerb einer Mehrheitsbeteiligung an einem Unternehmen greifen wir direkt und aktiv in das operative Geschäft der Gesellschaft ein, bis eine nachhaltige, positive Neuausrichtung gelungen ist. Da wir nur eine begrenzte Zahl solcher Beteiligungen eingehen, können wir die Gesellschaften intensiv betreuen und bei der Entwicklung einer langfristig gesicherten Marktposition und Finanzierungssituation unterstützen.

### Beteiligungskriterien

Bei der Auswahl neuer Beteiligungen konzentriert sich die Navigator Equity Solutions SE auf börsennotierte und privat gehaltene kleine und mittelständische Unternehmen (KMU) mit aussichtsreichen Wachstumsperspektiven. Einen speziellen Branchenfokus gibt es nicht.

Die Beteiligungsaktivitäten der Gesellschaft lassen sich anhand der folgenden Matrix darstellen.

|               | Minderheitsbeteiligungen | Mehrheitsbeteiligungen |
|---------------|--------------------------|------------------------|
| Privatbesitz  | ✓                        | ✓                      |
| Börsennotiert | ✓                        | –                      |

#### a. Private Equity Beteiligungen

Generell suchen wir nach unterbewerteten Unternehmen, die die Möglichkeit bieten, diese Unterbewertung durch aktive Managementbegleitung zu beseitigen. In der Regel streben wir dabei mittelfristige Beteiligungszeiträume an, bei Bedarf ist aber auch eine langfristige Beteiligung möglich. Das letztendliche Ziel ist es, durch unseren aktiven Beitrag dafür zu sorgen, dass unsere Beteiligungsgesellschaften eine gestärkte und langfristig gesicherte Marktposition erlangen.

Abhängig von der jeweiligen Unternehmenssituation gehen wir dabei sowohl Mehrheits- als auch Minderheitsbeteiligungen ein, wobei wir Mehrheitsbeteiligungen den Vorzug geben.

Typische Beteiligungssituationen in diesem Geschäftsfeld sind unregelmäßige Nachfolgelösungen, Management Buy-Outs (MBO), Management Buy-Ins (MBI), Sanierungen, Restrukturierungen, Konzernabsplattungen oder Wachstumsfinanzierungen. Der wesentliche Punkt bei einer positiven Beteiligungsentscheidung ist, dass die betreffende Gesellschaft ein gesundes Kerngeschäft mit guten Wachstumsperspektiven besitzt.

#### b. Beteiligungen an börsennotierten Unternehmen

In diesem Geschäftsfeld konzentriert sich die Navigator Equity Solutions SE auf Unternehmen mit einem überdurchschnittlichen Wachstums- und Renditepotenzial sowie auf unterbewertete Unternehmen. Die Gesellschaft folgt dabei einem reinen Stock-Picking-Ansatz basierend auf einer Fundamentalanalyse der Wachstumsaussichten und Bewertungsparameter.

For the most part, these investments will be minority participations. These participations will be entered into rather by capital increases than the purchase of stock via the stock exchange. Especially small and medium-sized companies often offer the purchase of stock at a discount to the current market value per share for the purpose of raising capital.

### Investment Portfolio

Currently, Navigator Equity Solutions SE holds participations in several private and public companies. The following figure gives an overview of the five biggest participations.

The company's policy is to disclose participations where it is legally obliged to do so. In addition to the participations described afterwards, Navigator Equity Solutions SE also holds a number of pure financial investments in further public companies below this threshold.

| IT Competence Group N.V.                                                                                                                                                                                                                                                                           | Kaldron N.V.                                                                                                                                                                                                                                                                                                        | Catalis SE                                                                                                                                                                                                                                                                                                                                                                                                                           | ProPharm AG                                                                                                                                                                                                                                                                                                          | PR Yachting Group N.V.                                                                                                                                                                                                                                                                    |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                                                                                                                                                                   |                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                     |                                                                                                                                                                                                                                     |                                                                                                                                                                                                         |
| <b>IT Consulting</b><br>Investment: 81.07%<br>Employees: 78<br><b>Investment Rationale</b> <ul style="list-style-type: none"> <li>Strong, long-term customer relations</li> <li>Good reputation</li> <li>Stable market growth</li> <li>Buy &amp; build strategy to create an IT holding</li> </ul> | <b>Engineering</b><br>Investment: 51%<br>Employees: 38<br><b>Investment Rationale</b> <ul style="list-style-type: none"> <li>Excellent technological competence with more than 100 years of tradition</li> <li>&gt; 3,000 existing installations worldwide</li> <li>Evolution to a full-service-provider</li> </ul> | <b>Media/Entertainment</b><br>Investment: 10.8 %<br>Employees: 475<br><b>Investment Rationale</b> <ul style="list-style-type: none"> <li>Leading outsourcing service provider with a worldwide customer base</li> <li>High growth potential in the video games market</li> <li>Active buy &amp; build strategy to become a „One-Stop-Shop“ for digital content related outsourcing services</li> <li>Attractive valuation</li> </ul> | <b>Healthcare</b><br>Investment: < 10%<br>Employees: 7<br><b>Investment Rationale</b> <ul style="list-style-type: none"> <li>Active participation in the reorganisation of the German pharmacy market</li> <li>Attractive service portfolio</li> <li>More than 80 members</li> <li>Fit for public listing</li> </ul> | <b>Motor Yacht Building</b><br>Investment: 24.99 %<br>Employees: 30<br><b>Investment Rationale</b> <ul style="list-style-type: none"> <li>Popular brand with good reputation</li> <li>Strong technical know how and high quality</li> <li>Growth financing after restructuring</li> </ul> |

#### IT Competence Group N.V.

Navigator Equity Solutions SE's participations in the IT industry are held under stock market-listed IT services company IT Competence Group N.V. and comprise its subsidiaries Human Internet CONSULT AG and BEAM IT CONSULT GmbH. IT Competence Group N.V., in which Navigator Equity Solutions SE holds a 81.07% stake, offers its customers tailor-made IT solutions. As of December 31, 2008, IT Competence Group N.V. had 78 employees and generated revenues of 13.3m euros (2007: 11.7m euros).

In der Regel handelt es sich bei diesen Beteiligungen um Minderheitsbeteiligungen. Dabei bevorzugt die Gesellschaft eher den Beteiligungserwerb durch Teilnahme an Kapitalerhöhungen als den direkten Kauf von Anteilen an der Börse. Gerade kleine und mittelständische Unternehmen bieten hier zum Zweck der Kapitalbeschaffung häufig die Möglichkeit, Aktien mit einem attraktiven Abschlag auf den aktuellen Marktpreis zu erwerben.

### Beteiligungsportfolio

Aktuell hält die Navigator Equity Solutions SE Beteiligungen an einer Reihe börsennotierter und privat gehaltener Unternehmen. Die folgende Grafik gibt einen Überblick über die fünf größten Beteiligungen.

Die Gesellschaft veröffentlicht grundsätzlich alle Beteiligungen wo sie rechtlich dazu verpflichtet ist. Zusätzlich zu den nachstehend aufgeführten Beteiligungen, hält die Navigator Equity Solutions SE auch noch eine Reihe reiner Finanzbeteiligungen an weiteren börsennotierten Gesellschaften unterhalb der gesetzlichen Meldeschwellen.

| IT Competence Group N.V.                                                                                                                                                                                                                                                                                  | Kaldron N.V.                                                                                                                                                                                                                                                                                                   | Catalis SE                                                                                                                                                                                                                                                                                                                                                                                                           | ProPharm AG                                                                                                                                                                                                                                                                                      | PR Yachting Group N.V.                                                                                                                                                                                                                                                                                     |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                                                                                                                                                                        |                                                                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                                                                                               |                                                                                                                                                                                                                         |
| <b>IT Beratung</b><br>Beteiligung: 81,07%<br>Mitarbeiter: 78<br><b>Investmentthese</b> <ul style="list-style-type: none"> <li>Sehr gute, langjährige Kundenbeziehungen</li> <li>Hohe Reputation</li> <li>Stabiles Marktwachstum</li> <li>Buy &amp; Build Strategie zum Aufbau einer IT Holding</li> </ul> | <b>Maschinenbau</b><br>Beteiligung: 51%<br>Mitarbeiter: 38<br><b>Investmentthese</b> <ul style="list-style-type: none"> <li>Exzellente technologische Kompetenz mit mehr als 100jähriger Tradition</li> <li>&gt; 3.000 existierende Anlagen weltweit</li> <li>Entwicklung zum Full-Service-Anbieter</li> </ul> | <b>Medien/Entertainment</b><br>Beteiligung: 10,8 %<br>Mitarbeiter: 475<br><b>Investmentthese</b> <ul style="list-style-type: none"> <li>Führender Outsourcing-Dienstleister mit weltweitem Kundenstamm</li> <li>Hohes Wachstumspotenzial im Videospielmärkte</li> <li>Aktive Buy &amp; Build Strategie zum „One-Stop-Shop“ für Digital Content Related Outsourcing Services</li> <li>Attraktive Bewertung</li> </ul> | <b>Healthcare</b><br>Beteiligung: < 10%<br>Mitarbeiter: 7<br><b>Investmentthese</b> <ul style="list-style-type: none"> <li>Aktive Rolle bei Neuordnung des deutschen Apothekenmarktes</li> <li>Attraktives Leistungsportfolio</li> <li>Mehr als 80 Mitglieder</li> <li>Börsentauglich</li> </ul> | <b>Motoryachtbau</b><br>Beteiligung: 24,99 %<br>Mitarbeiter: 30<br><b>Investmentthese</b> <ul style="list-style-type: none"> <li>Hoher Bekanntheitsgrad und gute Reputation</li> <li>Hohes technisches Know-how und Qualität</li> <li>Wachstumsfinanzierung nach erfolgreicher Restrukturierung</li> </ul> |

#### IT Competence Group N.V.

Die Beteiligungen der Navigator Equity Solutions SE in der IT-Industrie werden in der börsennotierten IT-Service-Gesellschaft IT Competence Group N.V. gehalten und umfassen die Tochtergesellschaften Human Internet CONSULT AG und BEAM IT CONSULT GmbH. Die IT Competence Group N.V., an der die Navigator Equity Solutions SE zu 81,07% beteiligt ist, bietet ihren Kunden maßgeschneiderte IT-Lösungen an. Zum 31. Dezember 2008 waren bei der IT Competence Group N.V. 78 Mitarbeiter beschäftigt, die im Geschäftsjahr 2008 Umsätze in Höhe von EUR 13,3 Mio. (2007: EUR 11,7 Mio.) erwirtschafteten.

Despite of the overall difficult economic environment, IT Competence Group N.V. benefited from the positive development of the German IT services market. According to BITKOM (German Association for Information Technology, Telecommunications and New Media) this segment of the IT market showed a growth of 5.7% in 2008 and is expected to grow by another 3.7% in 2009. The IT services market benefits especially from the fact that it is a supporting industry for companies in weathering the current crisis, offering means to improve the efficiency of structures and processes and to reduce costs. Another important driver for growth in this market is spending for IT projects from public authorities which is less dependent on economic cycles and thus provides a stabilising element.

#### **Kaldron N.V.**

Kaldron N.V. is the holding company of Lambion energy solutions GmbH, acquired in September 2007. Lambion energy solutions GmbH is a renowned medium-sized provider of installations and components for the combustion of solid biomass fuel. The name of Lambion has a long-term tradition in the combustion market and stands for almost 100 years of strong technical skills in the combustion of complex biomass fuel. More than 3,000 current installations worldwide give evidence of Lambion's excellent know how in this business. At the end of the fiscal year 2008, Lambion energy solutions GmbH had 38 employees and generated total revenues of 7.9m euros (2007: 0.4m euros).

While the fiscal year 2008 was mainly characterised by re-organisation efforts and consolidation of the business, the company will enter into a selective expansion phase in the fiscal year 2009.

In the course of the year, Lambion energy solutions GmbH has broadened its service portfolio and is no longer just a supplier of combustors as the core of a power plant but can also provide, together with co-operation partners, complete "turn-key" power plants. This is a major step in the company's strategic development. Moreover, Lambion energy solutions GmbH can also be acting as a partner in operating a power plant and has thus opened up a new business segment. The new sales & marketing concept is successful and Lambion energy solutions GmbH is now more often involved in the forefront of awarding new project development and planning contracts. Thus, the company is not just a supplier but also a co-initiator of such projects. In order to ensure the future success of its business, the company plans to further expand its sales & marketing team and to generate orders from targeted networking within the energy industry.

Additionally, the company now follows a selective expansion strategy in countries with a high, decentralised energy demand and sufficient provision of biomass fuel. Such countries can be found in e. g. in Eastern Europe or also Canada.

Entgegen den allgemein schwierigen wirtschaftlichen Rahmenbedingungen profitierte die IT Competence Group N.V. von der positiven Entwicklung des deutschen IT-Service Marktes. Nach Informationen von BITKOM (Bundesverband Informationswirtschaft, Telekommunikation und neue Medien e.V.) wies dieses Segment des IT-Marktes im Jahr 2008 ein Wachstum von 5,7% auf und auch für das Jahr 2009 wurde ein Wachstum von 3,7% prognostiziert. Der IT-Service Markt profitiert insbesondere davon, dass die Informationstechnik in einer wirtschaftlich schwierigen Situation durch Maßnahmen zur Effizienzverbesserung von Strukturen und Prozessen sowie zur Kostensenkung einen Beitrag zur Sanierung und Restrukturierung von Unternehmen leistet und somit hilft, die aktuelle Krise zu überstehen. Ein weiterer Wachstumsfaktor für den IT-Markt sind die steigenden Ausgaben der öffentlichen Hand, die weniger abhängig vom Konjunkturzyklus sind und damit einen stabilisierenden Einfluss ausüben.

#### **Kaldron N.V.**

Kaldron N.V. ist die Holding Gesellschaft der Lambion energy solutions GmbH, die im September 2007 erworben wurde. Die Lambion energy solutions GmbH ist ein renommierter mittelständischer Anbieter von Anlagen und Komponenten für die Verbrennung fester Biomassen. Der Name Lambion hat eine lange Tradition im Markt für Verbrennungsanlagen und steht für nahezu 100 Jahre Erfahrung und exzellente technologische Kompetenz in der Verbrennung komplexer Biomassen. Mehr als 3.000 existierende Anlagen weltweit sind Beleg für das fundierte Know-how in diesem Bereich. Zum Ende des Geschäftsjahres 2008 beschäftigte die Lambion energy solutions GmbH 38 Mitarbeiter, die einen Gesamtumsatz in Höhe von EUR 7,9 Mio. (2007: EUR 0,4 Mio.) erwirtschafteten.

Während das Geschäftsjahr 2008 weitestgehend ein Jahr der Restrukturierung und Konsolidierung war, strebt die Gesellschaft im Geschäftsjahr 2009 eine selektive Expansion ihres Geschäftes an.

Die Lambion energy solutions GmbH hat ihr Leistungsspektrum im laufenden Jahr erweitert und kann inzwischen nicht mehr nur die Verbrennungsanlagen als das Kernstück der Kraftwerke liefern, sondern im Verbund mit Partnern auch ganze Kraftwerke schlüsselfertig bauen, was eine wesentliche strategische Weiterentwicklung bedeutet. Zusätzlich kann die Lambion energy solutions GmbH seit kurzem nicht nur als Lieferant sondern auch als Partner für den Betrieb von Kraftwerken tätig werden und erschließt hier ein weiteres neues Geschäftsfeld. Das neue Marketing- und Vertriebskonzept der Gesellschaft zeigt inzwischen deutliche Erfolge und die Lambion energy solutions GmbH wird immer häufiger schon im Vorfeld der Vergabe zu Projektentwicklungs- und Planungsvorhaben hinzugezogen. Sie ist damit nicht mehr nur einfacher Lieferant sondern Co-Initiator von Projekten. Um den weiteren Erfolg der Gesellschaft sicher zu stellen ist geplant, das Marketing & Vertriebs Team weiter zu verstärken und durch gezieltes Networking innerhalb der Energiewirtschaft zusätzliche Aufträge zu generieren.

Darüber hinaus verfolgt die Gesellschaft nun auch eine selektive Expansionsstrategie in Ländern, in denen ein großer dezentraler Energiebedarf besteht und auch ein entsprechender Vorrat an Biomassebrennstoff vorhanden ist. Als Zielregionen sind daher beispielsweise Osteuropa oder auch Kanada zu nennen.

## Catalis SE

The participation in Catalis SE was acquired in February 2009 and represents an example for the broadened investment focus of Navigator Equity Solutions SE.

Catalis SE is a worldwide leading outsourcing service provider of digital content for the film, games and telecom industry, with operating locations throughout the US, the UK, Poland, Belgium, the Czech Republic and the Philippines. At the end of the fiscal year 2008, Catalis Group had 475 employees and generated revenues of 38.1m euros and an EBIT of 2.9m euros, according to preliminary figures.

Through its renowned subsidiaries Testronic Laboratories and Kuju Entertainment, holding leading positions in their respective markets, the company is well-positioned to benefit from the future development of the digital media and entertainment market.

## ProPharm AG

ProPharm AG is an unlisted public limited company founded and managed by pharmacists. The company provides services for pharmacies and also develops and implements new ready-for-marketing concepts for its customers.

The ProPharm AG umbrella unites a number of performance- and service-oriented pharmacies, being "more than just pharmacy". The overall aim is to provide a one-stop solution for sanitary products.

With its attractive service portfolio and already more than 80 members, ProPharm AG is well-positioned to play an active role in the re-organisation of the German pharmacy market.

## PR Yachting Group N.V.

The minority participation in the Bavarian luxury motor yacht manufacturer PR Marine AG was acquired in October 2008. The transaction was conducted via a Dutch acquisition vehicle PR Yachting Group N.V. The total investment volume was less than 0.5m euros. Currently, the stake of Navigator Equity Solutions SE in the company amounts to 24.99%.

PR Marine AG, located in Saal / Danube, is a high quality manufacturer of semi-custom luxury motor yachts in the range of 60 to 105 ft. The company was founded in 2001 and is tracing back to more than 35 years of experience and tradition in yacht building in that region and has a loyal customer base worldwide.

Apart from the yacht building business of PR Marine AG, PR Yachting Group N.V. also comprises the service business of Marine Center Donau GmbH, which is active in the sale and purchase of used yachts and the provision of accommodation berths and storing positions.

While the business of Marine Center Donau GmbH developed as planned, PR Marine AG had to cope with the cancellation of orders as the yacht building business suffered hard from the economic crisis. Currently, the company is tapping identified cost saving potential and concentrates its efforts on the acquisition of new orders. Positive results of these efforts are expected for the middle of the year.

## Catalis SE

Die Beteiligung an Catalis SE wurde im Februar 2009 erworben und ist ein Beispiel für den jetzt breiteren Beteiligungsansatz der Navigator Equity Solutions SE.

Catalis SE ist ein weltweit führender Outsourcing-Dienstleister für die digitale Medien- und Unterhaltungsindustrie mit operativen Standorten in den USA, Großbritannien, Polen, Belgien, Tschechien und den Philippinen. Zum Ende des Geschäftsjahres 2008 beschäftigte die Catalis SE 475 Mitarbeiter, die nach vorläufigen Zahlen einen Gesamtumsatz in Höhe von EUR 38,1 Mio. und ein EBIT in Höhe von EUR 2,9 Mio. erwirtschafteten.

Mit ihren renommierten Tochtergesellschaften Testronic Laboratories und Kuju Entertainment, die beide führende Positionen in ihren jeweiligen Märkten einnehmen, ist das Unternehmen hervorragend positioniert um von der zukünftigen Entwicklung der digitalen Medien- und Unterhaltungsindustrie zu profitieren.

## ProPharm AG

Die ProPharm AG ist eine nicht börsennotierte, von Apothekern gegründete und geleitete Aktiengesellschaft, die Dienstleistungen und Konzepte für Apotheken erbringt, entwickelt und zur Marktreife führt.

Unter dem Dach der ProPharm AG hat sich eine Vielzahl von leistungs- und serviceorientierten Apotheken zusammengeschlossen, die „mehr als Apotheke“ bieten. „Alles aus einer Hand“ lautet die Zielsetzung.

Mit ihrem attraktiven Leistungsangebot und bereits mehr als 80 Mitgliedern ist die ProPharm AG gut positioniert, um eine aktive Rolle bei der Neuorganisation des deutschen Apothekenmarktes zu übernehmen.

## PR Yachting Group N.V.

Im Oktober 2008 erwarb die Navigator Equity Solutions SE eine Minderheitsbeteiligung an dem bayerischen Hersteller von Luxus-Motoryachten, PR Marine AG. Die Transaktion wurde über die niederländische Akquisitionsgesellschaft PR Yachting Group N.V. durchgeführt. Das Gesamtvolumen der Transaktion betrug weniger als EUR 0,5 Mio. Der Anteil der Navigator Equity Solutions SE an der PR Yachting Group N.V. beträgt aktuell 24,99%.

Die PR Marine AG, gelegen in Saal / Donau, ist ein Hersteller qualitativ hochwertiger Luxus-Motoryachten der Semi-Custom-Klasse in Größen von 60 bis 105 Fuß. Die Gesellschaft wurde 2001 gegründet und geht zurück auf eine mehr als 35-jährige Tradition des Yachtbaus in der Region mit einem treuen weltweiten Kundenstamm.

Neben dem Yachtbau-Geschäft der PR Marine AG beinhaltet die PR Yachting Group N.V. auch das Dienstleistungsgeschäft der Marine Center Donau GmbH, die im Handel mit Neu- und Gebrauchtbooten aktiv ist sowie Hafenliege- und Stellplätze anbietet.

Während die Geschäftsentwicklung bei der Marine Center Donau GmbH planmäßig verlaufen ist, war das Yachtbau-Geschäft stark von der konjunkturellen Krise betroffen und die PR Marine AG musste die Stornierung mehrerer Aufträge verkraften. Die Gesellschaft hat daher alle möglichen Kosteneinsparungspotenziale konsequent umgesetzt und konzentriert sich voll auf die Akquisition neuer Aufträge. Positive Resultate dieser Bemühungen werden allerdings erst gegen Mitte des Jahres erwartet.

## 2. Financial Services Business

The financial services business of Navigator Equity Solutions SE is divided into the investment banking activities of ACON Actienbank AG and the consulting services performed by Ascendo Management GmbH.

### a. Investment Banking

The investment banking activities of Navigator Equity Solutions SE are performed by ACON Actienbank AG, a specialised bank („Wertpapierhandelsbank“) for small and mid cap capital markets transactions. ACON Actienbank AG focuses on the structuring and technical execution of the complete range of capital market transactions for SME companies.

Since its incorporation in November 2006, ACON Actienbank AG has successfully completed more than 70 projects with more than 55 different clients and a total volume exceeding 120m euros.

Typical capital market transactions are initial public offerings, capital increases with and without prospectuses, private placements, official quotations and listings of securities with and without prospectuses, segment changes, rights offerings, stock splits, capital decreases, coordination of share buyback programmes, and related activities.

As „Emissionsexperte“ at the Munich Stock Exchange and Deutsche Börse Listing Partner, ACON Actienbank AG has gained considerable experience with transactions in the Open Market / Entry Standard segments and is integrated in a very efficient and worldwide network of capital market experts.

### b. Consulting

The Consulting business of Navigator Equity Solutions SE is performed by its 100% subsidiary Ascendo Management GmbH. The company offers a broad spectrum of advisory services in the fields of management consulting, investments and corporate finance. In particular, Ascendo Management GmbH has comprehensive expertise in the fields of M&A advisory, turnaround management and investor relations.

## 2. Finanzdienstleistungen

Das Finanzdienstleistungsgeschäft der Navigator Equity Solutions SE teilt sich in das Investment Banking Geschäft der ACON Actienbank AG und das Beratungsgeschäft der Ascendo Management GmbH.

### a. Investment Banking

Die Investment Banking Aktivitäten der Navigator Equity Solutions SE werden von der ACON Actienbank AG, einer Spezialbank („Wertpapierhandelsbank“) für kleine und mittelgroße Kapitalmarkttransaktionen, dargestellt. Die ACON Actienbank AG konzentriert sich auf die Strukturierung und technische Abwicklung der ganzen Bandbreite an Kapitalmarkttransaktionen für kleine und mittelständische Unternehmen (KMU).

Seit ihrer Gründung im November 2006, hat die ACON Actienbank AG bereits mehr als 70 Projekte mit einem Gesamtvolumen von über EUR 120 Mio. für mehr als 55 verschiedene Kunden erfolgreich abgeschlossen.

Typische Kapitalmarkttransaktionen sind IPOs, Kapitalerhöhungen mit und ohne Prospekt, Privatplatzierungen, Erstnotierungen und Listings von Wertpapieren mit und ohne Prospekt, Segmentwechsel, Bezugsangebote, Aktiensplits, Kapitalherabsetzungen, Aktienrückkaufprogramme und ähnliche Transaktionen.

Als Emissionsexperte an der Börse München und Deutsche Börse Listing Partner konnte die ACON Actienbank AG umfangreiche Erfahrungen mit Transaktionen im Freiverkehr / Entry Standard sammeln und ist Teil eines hoch effizienten, weltweiten Netzwerks von Kapitalmarktexperten.

### b. Beratungsdienstleistungen

Das Beratungsgeschäft der Navigator Equity Solutions SE wird von der 100%-igen Tochtergesellschaft Ascendo Management GmbH durchgeführt. Die Gesellschaft bietet ein breites Spektrum von Beratungsdienstleistungen in den Bereichen Managementberatung, Investmentberatung und Corporate Finance an. Insbesondere verfügt die Ascendo Management GmbH über umfangreiche Erfahrungen in den Bereichen M&A-Beratung, Turnaround-Management und Investor Relations.

## Our Consulting Services

### Capital Market Strategy

- Structuring and implementation of corporate actions, equity and debt transactions
- Alternative financing concepts

### Investor Relations

- Financial communication
- IR-activities and events
- Communication with investor & analysts
- Equity story & corporate image

### Consulting

- Corporate Services
- Investment Advisory
- Management Consulting

### M&A Advisory

- Advise on acquisitions,
- Disposal of assets and participations,
- M&A
- Preparation of company valuations

In line with the poor capital market environment and the deteriorating economic outlook, the development of Ascendo Management GmbH's consulting business in the second half of the year was flat.

The business line of investor relations services was developing positively. Here, the company currently supported more than 10 companies in their financial communication and there is further potential to increase the customer base, for example from cross-selling opportunities with the listing activities of ACON Actienbank AG.

## Beratungsdienstleistungen im Überblick

### Kapitalmarktberatung

- Strukturierung und Umsetzung von Kapitalmaßnahmen, Eigen- und Fremdkapitaltransaktionen
- Alternative Finanzierungskonzepte

### Investor Relations

- Kapitalmarktkommunikation
- IR- Aktivitäten und -Veranstaltungen
- Kommunikation mit Investoren & Analysten
- Equity Story & Außendarstellung

### Weitere Beratung

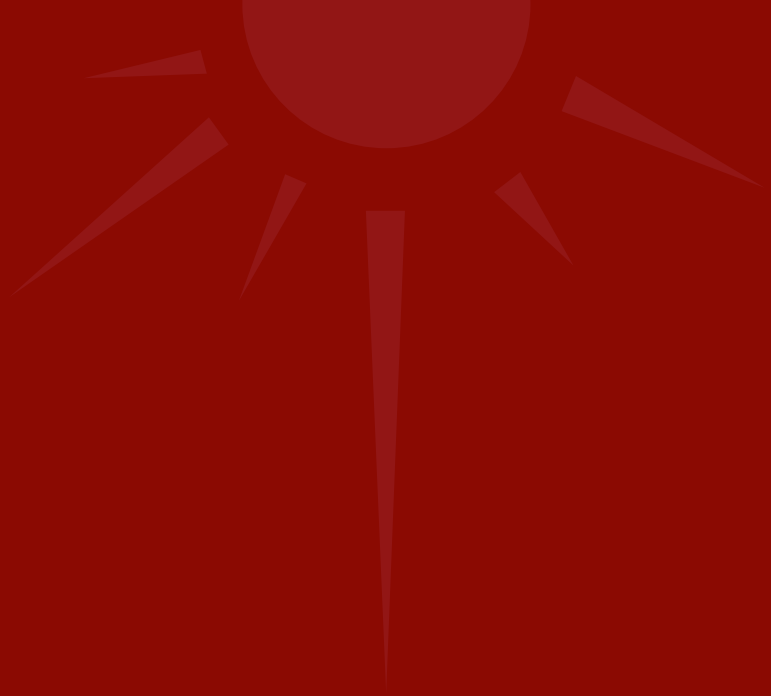
- Corporate Services
- Investment Beratung
- Management Beratung

### M&A Beratung

- Beratung bei Akquisitionen,
- Veräußerungen von Assets und Beteiligungen
- M&A
- Erstellung von Firmenbewertungen

Vor dem Hintergrund des schwachen Kapitalmarktumfelds und den schlechter werdenden Konjunkturaussichten hat sich auch das Beratungsgeschäft der Ascendo Management GmbH in der zweiten Jahreshälfte verhalten gezeigt.

Im Geschäftsfeld Investor Relations war eine positive Entwicklung festzustellen. Hier werden derzeit mehr als 10 Gesellschaften in Fragen der Kapitalmarktkommunikation betreut und weiteres Kundenpotenzial ergibt sich unter anderem durch Cross-Selling-Möglichkeiten aus den Listing-Aktivitäten der Schwestergesellschaft ACON Actienbank AG.



**The Stock &  
Corporate Governance**

**Aktie &  
Corporate Governance**

## The Stock & Corporate Governance

| Key Stock Figures 2008        |                                  |
|-------------------------------|----------------------------------|
| <b>Number of shares:</b>      | 135.5m shares issued             |
| <b>End of year price:</b>     | 0.086 euros per share            |
| <b>Price High:</b>            | 0.165 euros                      |
| <b>Price Low:</b>             | 0.072 euros                      |
| <b>Market Capitalisation:</b> | 11.65m euros                     |
| <b>Reuters Symbol:</b>        | NUQ                              |
| <b>WKN:</b>                   | A0B8U5                           |
| <b>ISIN:</b>                  | NL0000419398                     |
| <b>Designated Sponsor:</b>    | VEM Aktienbank AG                |
| <b>Stock Markets:</b>         | Munich, Xetra, Frankfurt, Berlin |
| <b>Segment:</b>               | Regulated Market (Munich)        |

### The Trading Year 2008

In the trading year 2008, the international financial markets faced another demanding and highly volatile year. Generally, the year was dominated by the worldwide financial and economic crisis which is reflected in an extremely poor performance of stock markets all around the world.

Starting with the international development, the Dow Jones Industrial Index finished the year with a loss of 34.3% to 8,776 point. The US technology market (NASDAQ) lost 41.9%, closing at 1,211 points. The NIKKEI 225 was down 42.1% to 8,859 points and the EuroSTOXX 50 also lost 44.3% reaching a level of 2,451 points.

The leading German stock market index DAX could not repeat its outperformance of the previous years and had to face a loss of 40.4%, closing at 4,810 points. Yet, this was still the best performing index in Germany.

The German Small and Mid Cap Indices SDAX and MDAX also suffered significant losses. The MDAX was down 43.2% to 5,601 points and the SDAX fell by 46.1% to 2,800 points. The German technology index TecDAX lost 47.8%. Yet, this downturn did not only hit the big indices but also the broad market. This can easily be seen from the development of the market index CDAX with a loss of 42.6% and even the Entry Standard All Shares Index (comprising 115 companies listed in the Entry Standard) was down 45.4%.

So, on average, there was hardly any chance or strategy to elude this broad based downturn in share prices.

## Aktie & Corporate Governance

| Aktienkennzahlen 2008        |                                   |
|------------------------------|-----------------------------------|
| <b>Aktienanzahl:</b>         | 135,5 Mio. ausgegebene Aktien     |
| <b>Jahresschlusskurs:</b>    | EUR 0,086                         |
| <b>Jahreshoch:</b>           | EUR 0,165                         |
| <b>Jahrestief:</b>           | EUR 0,072                         |
| <b>Marktkapitalisierung:</b> | EUR 11,65 Mio.                    |
| <b>Reuterskürzel:</b>        | NUQ                               |
| <b>WKN:</b>                  | A0B8U5                            |
| <b>ISIN:</b>                 | NL0000419398                      |
| <b>Designated Sponsor:</b>   | VEM Aktienbank AG                 |
| <b>Börsenplätze:</b>         | München, Xetra, Frankfurt, Berlin |
| <b>Segment:</b>              | Regulierter Markt (München)       |

### Das Börsenjahr 2008

Das Börsenjahr 2008 stellte an den internationalen Finanzmärkten ein weiteres schwieriges, von hoher Volatilität gekennzeichnetes Jahr dar. Generell stand das Jahr ganz im Zeichen der weltweiten Finanz- und Wirtschaftskrise, die sich auch in der sehr schwachen Entwicklung der weltweiten Aktienmärkte widerspiegelt.

An den internationalen Märkten beendete der Dow Jones Industrial Index das Jahr mit einem Minus von 34,3% und einem Schlusstand von 8.776 Punkten. Die US-Technologiebörse NASDAQ verlor 41,9% und schloss bei 1.211 Punkten. Der NIKKEI 225 fiel 42,1% auf 8.859 Punkte und der EuroSTOXX 50 verringerte sich um 44,3% auf einen Stand von 2.451 Punkten.

Der führende deutsche Aktienindex DAX konnte seine Outperformance der vergangenen Jahre nicht wiederholen und musste einen Verlust von 40,4% auf einen Schlusstand von 4.810 Punkten hinnehmen. Damit wies er aber immer noch die beste Entwicklung unter allen deutschen Aktienindizes auf.

Die deutschen Small und Mid Cap Indizes SDAX und MDAX verzeichneten ebenfalls deutliche Verluste. Der MDAX ging um 43,2% auf 5.601 Punkte zurück und der SDAX fiel 46,1% auf 2.800 Punkte. Der deutsche Technologie-Index TecDAX verlor 47,8%. Dass von diesem Abschwung nicht nur die großen Indizes, sondern der gesamte Markt betroffen war, lässt sich leicht an der Entwicklung des CDAX mit einem Minus von 42,6% ablesen. Auch der Entry Standard All Shares Index (der 115 im Entry Standard gelistete Unternehmen umfasst) verlor 45,4%.

Insgesamt war es damit im Durchschnitt kaum möglich, sich dem allgemeinen Abschwung der Aktienkurse an den internationalen Börsen zu entziehen.

## The Navigator Equity Solutions SE Share

Navigator Equity Solutions SE's shares have been listed on the Regulated Market segment of the Munich Stock Exchange since the end of June 2005. In addition, the shares are traded on the Open Market segment of the Frankfurt Stock Exchange, Xetra and the Berlin Stock Exchange.

At the end of the fiscal year 2008, the Navigator Equity Solutions SE share price closed at 0.086 euros. The share experienced its year low on December 04, with a share price of 0.072 euros; on January 04, the share price reached its year high at 0.165 euros. The market capitalisation as of December 31, 2008 amounted to 11.7m euros. Compared to a market capitalisation of 18.4m euros at the end of the fiscal year 2007, this represents a performance of -36.7%.

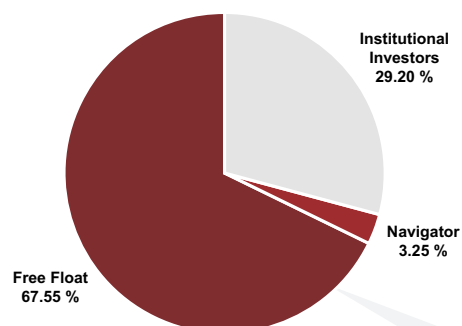
On the 1st of July 2008, Navigator Equity Solutions SE announced the issuance of 11,111,500 new shares to strategic investors for a price of 0.18 euros per share, increasing the company's share capital from 12,440,000 euros to 13,551,150 euros and the number of shares from 124,400,000 to 135,511,500.

In August 2008, Navigator Equity Solutions SE issued a voluntary share buyback offer to its shareholders, providing the opportunity to sell up to 13,551,150 (up to 10% of the total share capital) shares to the company for a share price of 0.14 euros. Upon completion of the share buyback, shareholders have sold a total of 4,402,602 shares (3.2% of the share capital) to the company. Meanwhile, in March 2009, these shares have been cancelled.

## Shareholder Structure

Throughout the year 2008 the total number of issued shares increased from 124,400,000 shares to 135,511,500. Taking into account the treasury shares resulting from the share buyback offer, the number of shares outstanding at the end of the year amounted to 131,108,898.

As defined by the Deutsche Börse, 67.55% of the shares were classified as free float, 29.20% were held by institutional investors (i.e. investors holding a stake larger than 5%) and 3.25% were held by the company as a result of the company's voluntary share buyback offer in August 2008.



## Die Navigator Equity Solutions SE Aktie

Die Aktien der Navigator Equity Solutions SE werden seit Ende Juni 2005 im regulierten Markt der Börse München gehandelt. Darüber hinaus werden Aktien im Freiverkehr der Börsen Frankfurt und Berlin, sowie auf Xetra gehandelt.

Zum Ende des Geschäftsjahres 2008 erreichte die Aktie der Navigator Equity Solutions SE einen Schlusskurs von EUR 0,086. Das Jahrestief markierte die Aktie am 04. Dezember bei einem Kurs von EUR 0,072; der Höchstkurs lag am 04. Januar bei EUR 0,165. Die Marktkapitalisierung zum 31. Dezember 2008 betrug EUR 11,7 Mio. Verglichen mit der Marktkapitalisierung von EUR 18,4 Mio. zum Ende des Jahres 2007 ergibt sich damit eine Jahresperformance von -36,7%.

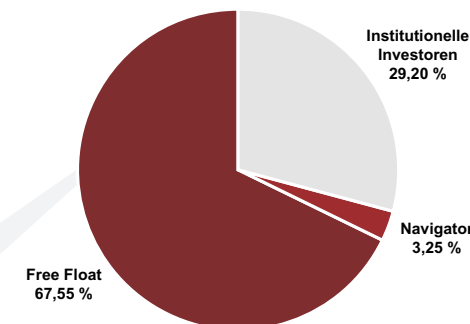
Am 01. Juli 2008 gab die Navigator Equity Solutions SE die Ausgabe von 11.111.500 neuen Aktien zum Preis von EUR 0,18 an strategische Investoren bekannt. Damit erhöhte sich das Grundkapital der Gesellschaft von EUR 12.440.000 auf EUR 13.551.150 und die Zahl der ausgegebenen Aktien stieg von 124.400.000 auf 135.511.500.

Im August 2008 veröffentlichte die Navigator Equity Solutions SE ein freiwilliges Aktienrückkaufangebot. Darin wurde den Aktionären die Möglichkeit gegeben, bis zu 13.551.150 Aktien (bis zu 10% des Grundkapitals) zu einem Preis von EUR 0,14 an die Gesellschaft zu verkaufen. Bis zum Ablauf der Angebotsfrist hatten die Aktionäre der Gesellschaft insgesamt 4.402.602 (3,2% des Grundkapitals) zum Rückkauf angedient. Mittlerweile, im März 2009, wurden die zurückgekauften Aktien von der Gesellschaft eingezogen.

## Aktionärsstruktur

Im Verlauf des Geschäftsjahres 2008 erhöhte sich die Zahl der ausgegebenen Aktien von 124.400.000 auf 135.511.500. Unter Berücksichtigung der von der Gesellschaft gehaltenen eigenen Aktien lag die Zahl der ausstehenden Aktien zum Jahresende bei 131.108.898.

Entsprechend der Definition der Deutsche Börse befanden sich 67,55% der Aktien im Free Float, 29,20% der Aktien wurden von institutionellen Investoren (Investoren mit einem Anteil von mehr als 5%) gehalten und 3,25% der Aktien befanden sich nach dem freiwilligen Aktienrückkauf im August 2008 im Eigenbesitz der Gesellschaft.



## Investor Relations

The company ensures that its communication activities are accurate, constantly updated and available to all of its stakeholders.

Through the Navigator Equity Solutions SE website all relevant information regarding the company's stock, corporate news and ad hoc releases are available for download. It is also possible to sign up for our electronic newsletter in order to receive more frequent updates.

Throughout the fiscal year 2008, we have informed the financial community with a total of ten ad hoc releases and two corporate news releases about any substantial development in our company.

Section 15a of the German Securities Trading Act (WpHG) requires members of the Board for Directors and Supervisory Board of Navigator Equity Solutions SE to report the purchase or sale of Navigator shares both to the company and to the German Federal Financial Supervisory Authority (BaFin). In addition to purchase and sales transactions involving Navigator shares, securities transactions relating to Navigator shares (e.g. purchase or sale of options or stock warrants for Navigator shares) must also be reported. In the course of 2008 Navigator Equity Solutions SE has publicised 13 so called Directors Dealings.

Pursuant to Section 10 of the German Securities Prospectus Act WpPG, every publicly listed company is required to annually provide the capital market with a document containing or referring to any information that it has published during the preceding twelve months to comply with specific capital market requirements ("Yearly Document"). Navigator Equity Solutions SE has decided to constantly update this document through the use of its corporate website.

All this information and relevant supporting documentation can be found at our website under **www.navigator-equity.com**. Here we have also published our annual reports since 2004 including all published quarterly reports.

## Annual Shareholders' Meeting

The Annual General Meeting of Navigator Equity Solutions N.V. for the fiscal year 2007 took place on the 13th of November 2008 in Eindhoven, the Netherlands. In total 56.99% of the share capital was represented. All items of the agenda were approved unanimously.

In particular, the shareholders resolved upon the following structural and personnel changes:

As of November 13, 2008, the shareholders appointed Dr. Michael Hasenstab, Mr Robert Käss and Mr Roland Rempelberg as additional members of the company's Management Board next to Dr. Florian Pfingsten.

## Investor Relations

Mit dem Ziel einer transparenten Unternehmenskommunikation verfolgt die Navigator Equity Solutions SE den Anspruch, allen Zielgruppen die gleichen Informationen zum gleichen Zeitpunkt zur Verfügung zu stellen.

Auf der Internetseite der Navigator Equity Solutions SE stehen alle relevanten Informationen über die Aktie der Gesellschaft, Corporate News und Ad hoc Mitteilungen zum Download zur Verfügung. Es besteht außerdem die Möglichkeit, sich für einen elektronischen Newsletter zu registrieren, um immer über die neuesten Entwicklungen informiert zu sein.

Im Geschäftsjahr 2008 haben wir den Kapitalmarkt in insgesamt zehn Ad hoc Mitteilungen und 2 Corporate News über wesentliche Entwicklungen in unserem Unternehmen informiert.

Gemäß §15a Wertpapierhandelsgesetz (WpHG) müssen die Mitglieder des Vorstands und des Aufsichtsrates der Navigator Equity Solutions SE sowie bestimmte Mitarbeiter mit Führungsaufgaben und die mit ihnen in enger Beziehung stehenden Personen den Erwerb und die Veräußerung von Aktien der Navigator Equity Solutions SE und sich darauf beziehende Finanzinstrumente offenlegen. Im Geschäftsjahr 2008 haben wir 13 dieser sogenannten Directors Dealings Meldungen veröffentlicht.

Gemäß §10 des am 1. Juli 2005 in Kraft getretenen Wertpapierprospektgesetzes (WpPG) sind börsennotierte Unternehmen verpflichtet, mindestens einmal jährlich bestimmte kapitalmarktrelevante Informationen, die sie in den vorangegangenen 12 Monaten veröffentlicht oder dem Publikum zur Verfügung gestellt haben, in einem Dokument zusammenzufassen und dieses dem Publikum zugänglich zu machen („Jährliches Dokument“). Die Navigator Equity Solutions SE hat sich entschlossen, die Informationen des Jährlichen Dokuments auch während des Kalenderjahres zu aktualisieren.

Diese und alle weiteren Informationen sind auf unserer Internetseite **www.navigator-equity.com** nachzulesen. Dort stehen auch die Geschäftsberichte seit 2004 sowie alle bislang veröffentlichten Quartalsberichte zur Verfügung.

## Ordentliche Hauptversammlung

Die ordentliche Hauptversammlung der Navigator Equity Solutions N.V. für das Geschäftsjahr 2007 fand am 13. November 2008 in Eindhoven, Niederlande, statt. Insgesamt waren dort 56,99% des Grundkapitals vertreten. Alle Tagesordnungspunkte wurden von den anwesenden Aktionären einstimmig angenommen.

Insbesondere beschlossen die Aktionäre die folgenden strukturellen und personellen Änderungen:

Mit Wirkung vom 13. November 2008 wurden die Herren Dr. Michael Hasenstab, Robert Käß und Roland Rempelberg zu weiteren Vorständen der Gesellschaft neben Herrn Dr. Florian Pfingsten ernannt.

Furthermore, the shareholders approved the reduction of the company's share capital through cancellation of shares held by the Company, not exceeding the number of shares it acquired, and the decrease of the nominal value of the company's shares from 0.10 euros to 0.05 euros with repayment of the released capital to the shareholders. Taking into account applicable time limits and regulations as stipulated by law, closing of the transaction was anticipated for the first quarter of 2009. Meanwhile, in March 2009, this transaction has been completed.

### Extraordinary Meeting of Shareholders

On June 20, 2008, Navigator Equity Solutions N.V. held an Extraordinary Meeting of Shareholders in Eindhoven, the Netherlands.

The major agenda item of this meeting was the proposal to approve the purchase of 100% of the The Ascendo Group N.V. The transaction was conducted by the Board of Management with approval of the Supervisory Board as of June 02, 2008 under the condition of approval by shareholders in the aforesaid Extraordinary General Meeting

In total 50.2% of the share capital was represented. All items of the agenda were approved unanimously.

### Corporate Governance Report

As of January 1, 2004, the Dutch Corporate Governance Code became effective for Dutch listed companies. Navigator Equity Solutions SE is a company incorporated under the laws of the Netherlands with its registered office in Maastricht, The Netherlands, listed on the regulated market of the Munich Stock Exchange. The Code contains a set of principles and a number of best practice provisions, creating a set of standards governing the conduct of the Members of the Managing Board and the Supervisory Board and shareholders. Navigator Equity Solutions SE is committed to implement sound Corporate Governance structures for its management and does apply the rules of the Code to a reasonable extent wherever they are appropriate.

### Management Structure

Navigator Equity Solutions SE is organised as a Dutch limited liability company with a two-tier board structure. The company's management consists of a Management Board ("Raad van Bestuur") and a Supervisory Board ("Raad van Commissarissen"). Navigator Equity Solutions SE and its stakeholders emphasise that each Board performs its functions appropriately and according to a clear division of responsibilities.

Weiterhin wurden die Reduzierung des Grundkapitals durch Einziehung der von der Gesellschaft gehaltenen eigenen Aktien und die Reduzierung des Nennwertes der Aktien der Gesellschaft von EUR 0,10 auf EUR 0,05 unter Ausschüttung des frei werdenden Kapitals an die Aktionäre beschlossen. Unter Berücksichtigung aller gesetzlichen Fristen und Vorschriften war die endgültige Umsetzung dieser Maßnahmen für das 1. Quartal 2009 geplant. In der Zwischenzeit, im März 2009, wurde die Transaktion vollständig abgeschlossen.

### Außerordentliche Hauptversammlung

Am 20. Juni 2008 fand in Eindhoven, Niederlande eine außerordentliche Hauptversammlung der Navigator Equity Solutions N.V. statt.

Der wesentliche Tagesordnungspunkt war die Genehmigung des Erwerbs von 100% der Anteile an der The Ascendo Group N.V. Die Transaktion war vom Vorstand mit Zustimmung des Aufsichtsrates am 02. Juni durchgeführt worden und stand unter dem Vorbehalt der Zustimmung der vorgenannten außerordentlichen Hauptversammlung.

Insgesamt waren dort 50,2% des Grundkapitals der Gesellschaft vertreten. Alle Tagesordnungspunkte wurden von den anwesenden Aktionären einstimmig angenommen.

### Corporate Governance Bericht

Seit dem 01. Januar 2004 gilt für börsennotierte niederländische Aktiengesellschaften der niederländische Corporate Governance Code. Navigator Equity Solutions SE ist eine nach niederländischem Recht gegründete Gesellschaft mit Sitz in Maastricht, Niederlande, deren Aktien im regulierten Markt der Börse München notieren. Der Code definiert eine Reihe von Prinzipien und empfohlenen Verhaltensweisen, und schafft damit einen Standard guter und verantwortungsvoller Unternehmensführung für den Vorstand, den Aufsichtsrat und die Aktionäre einer Gesellschaft. Navigator Equity Solutions SE ist bestrebt, angemessene Corporate Governance Strukturen für die Unternehmensführung zu schaffen und folgt den Regeln des Codes soweit diese für die Gesellschaft vernünftig und zweckmäßig erscheinen.

### Management Struktur

Die Navigator Equity Solutions SE ist eine nach niederländischem Recht gegründete Aktiengesellschaft mit einer zweigeteilten Management-Struktur. Das Management der Gesellschaft setzt sich zusammen aus dem Vorstand ("Raad van Bestuur") und dem Aufsichtsrat ("Raad van Commissarissen"). Die Navigator Equity Solutions SE und ihre Anteilseigner legen Wert darauf, dass beide Management-Organen ihre Funktionen in angemessener Weise und entsprechend einer klaren Aufgabenverteilung wahrnehmen.

## Management Board

The Management Board is responsible for the day-to-day management of the company's business activities under the supervision of a Supervisory Board. According to the company's Articles of Association, the Management Board shall consist of one or more members. The number of Management Board Members shall be determined by resolutions of the meeting of shareholders. Currently, the Management Board has four members. The Management Board is also responsible for complying with all relevant legislation and regulations as well as for managing the risks associated with the business activities and the company's financing. The Management Board keeps close contact with the Supervisory Board, provides detailed, timely information on all relevant matters and submits important decisions to the Supervisory Board for approval.

The Members of the Management Board shall be appointed by the shareholders' meeting, subject to a nomination by the Supervisory Board to appoint a new Member of the Management Board. Each Management Board Member may be suspended or dismissed by the shareholders' meeting.

The Management Board of Navigator Equity Solutions SE currently consists of:

| Name                         | Age | Position            |
|------------------------------|-----|---------------------|
| <b>Dr. Michael Hasenstab</b> | 39  | Member of the Board |
| <b>Robert Kaess</b>          | 38  | Member of the Board |
| <b>Dr. Florian Pfungsten</b> | 40  | Member of the Board |
| <b>Roland Rempelberg</b>     | 42  | Member of the Board |

## Supervisory Board

The Supervisory Board of the company shall consist of one or more members. The number of Supervisory Board Members shall be determined by resolutions of the meeting of shareholders. Currently, the company's Supervisory Board consists of three members.

The Supervisory Board is charged with supervising the policy of the Management Board and general course of events of the company and the enterprise affiliated to it. The Supervisory Board assists the Management Board by giving advice. In performing their duties, the Supervisory Directors concentrate on the interests of the company and the enterprise affiliated to it.

Supervisory Board Members are appointed by the shareholders' meeting. Each Supervisory Board Member may be suspended or dismissed by the shareholders' meeting.

The Supervisory Board of Navigator Equity Solutions SE currently consists of:

| Name                      | Age | Position                          |
|---------------------------|-----|-----------------------------------|
| <b>Erich Hoffmann</b>     | 57  | Chairman of the Supervisory Board |
| <b>Dr. Jens Bodenkamp</b> | 64  | Member of the Supervisory Board   |
| <b>Ulli Fischer</b>       | 41  | Member of the Supervisory Board   |

## Vorstand

Der Vorstand ist verantwortlich für die Abwicklung des Tagesgeschäfts der Gesellschaft und steht unter der Kontrolle des Aufsichtsrates. Gemäß der Satzung der Gesellschaft besteht der Vorstand aus einer oder mehreren Personen. Die Anzahl der Vorstandsmitglieder wird von der Hauptversammlung der Gesellschaft festgesetzt. Aktuell besteht der Vorstand aus vier Personen. Der Vorstand ist außerdem verantwortlich für die Einhaltung aller relevanten Gesetze und Vorschriften sowie für das Risikomanagement bezüglich des operativen Geschäfts und der Finanzierung der Gesellschaft. Der Vorstand steht in engem Kontakt mit dem Aufsichtsrat, stellt diesem ausführliche und aktuelle Informationen zu allen relevanten Themen zeitnah zur Verfügung und legt ihm wichtige Entscheidungen zur Genehmigung vor.

Die Mitglieder des Vorstands werden nach Nominierung durch den Aufsichtsrat von der Hauptversammlung der Gesellschaft ernannt. Jedes Vorstandsmitglied kann jederzeit von der Hauptversammlung beurlaubt oder entlassen werden.

Aktuell besteht der Vorstand der Navigator Equity Solutions SE aus folgenden Personen:

| Name                  | Alter | Position |
|-----------------------|-------|----------|
| Dr. Michael Hasenstab | 39    | Vorstand |
| Robert Kaess          | 38    | Vorstand |
| Dr. Florian Pfungsten | 40    | Vorstand |
| Roland Rempelberg     | 42    | Vorstand |

## Aufsichtsrat

Der Aufsichtsrat der Gesellschaft besteht aus einer oder mehreren Personen. Die Anzahl der Aufsichtsratsmitglieder wird von der Hauptversammlung der Gesellschaft bestimmt. Aktuell besteht der Aufsichtsrat der Gesellschaft aus drei Personen.

Der Aufsichtsrat ist zuständig für die Überwachung und Kontrolle der Arbeit des Vorstands und des allgemeinen Verlaufs der Entwicklung der Gesellschaft und ihrer verbundenen Unternehmen. Der Aufsichtsrat unterstützt den Vorstand durch seinen Rat und seine Expertise. Bei der Ausübung ihrer Tätigkeit handeln die Mitglieder des Aufsichtsrates ausschließlich im Interesse der Gesellschaft und ihrer verbundenen Unternehmen.

Die Mitglieder des Aufsichtsrates werden von der Hauptversammlung der Gesellschaft gewählt. Jedes Aufsichtsratsmitglied kann jederzeit von der Hauptversammlung beurlaubt oder entlassen werden.

Aktuell besteht der Aufsichtsrat der Navigator Equity Solutions SE aus folgenden Personen:

| Name               | Alter | Position                        |
|--------------------|-------|---------------------------------|
| Erich Hoffmann     | 57    | Vorsitzender des Aufsichtsrates |
| Dr. Jens Bodenkamp | 64    | Mitglied des Aufsichtsrates     |
| Ulli Fischer       | 41    | Mitglied des Aufsichtsrates     |

## Board Committees

As the Supervisory Board of the company has only three members, the tasks of an Audit Committee, Remuneration Committee and a Selection and Appointment Committee have been assumed by the full Supervisory Board.

## Compliance with the Dutch Corporate Governance Code

Navigator Equity Solutions SE is subject to the Dutch Corporate Governance Code and applies (or shall apply in the future) the principles and best practices set out in that Code with exception of the following provisions.

According to the Code, non-application of best practice provisions is not in itself objectionable and indeed may even be justified by certain circumstances. To the extent we do not apply certain principles and best practice provisions of the Code or do not intend to apply these in the future, we give an explanation.

### Provision II.1.3

The management is well aware of the risks to the company's business and has a suitable internal risk and control system in place to manage these risks. The Management Board is discussing and assessing the company's management and control system with the Supervisory Board at least once a year and ensures that the identified risks are properly managed. Yet, this system does not include all elements mentioned in this provision, e.g. code of conduct, so that the company does not comply with the Code here.

### Provision II.1.4

The company has hitherto not reported about its internal risk management and control system in the annual report and will also not do so in the future. In its annual report the company is reporting about measures to handle and limit such risks and as the company follows a hands-on approach, there is no need to describe the underlying mechanisms of this system.

### Provision II.1.5

The company has hitherto not set out the sensitivity of its result to external factors and variables. Such factors and variables are either of a very general nature or highly specific. In either case, it would be hardly possible to perform a reasonable sensitivity analysis and such analysis would be of limited significance.

### Provision II.1.6

The company has not formulated or published an explicit whistleblower policy. Yet, the management also holds it, that there are no disadvantages for whistleblowers in the company.

## Bildung von Ausschüssen

Da der Aufsichtsrat der Gesellschaft nur drei Mitglieder hat, werden die Aufgaben des Prüfungsausschusses, des Vergütungsausschusses und des Personal- und Nominierungsausschusses im Rahmen der Aufsichtstätigkeit vom gesamten Aufsichtsrat wahrgenommen.

## Einhaltung des Niederländischen Corporate Governance Code

Die Navigator Equity Solutions SE unterliegt dem niederländischen Corporate Governance Code und befolgt (oder wird in Zukunft befolgen) die in diesem Code definierten Prinzipien und empfohlenen Verhaltensweisen mit Ausnahme der nachfolgend aufgeführten Bestimmungen.

Dem Code entsprechend ist die Nichteinhaltung empfohlener Verhaltensweisen nicht per se zu beanstanden und kann unter bestimmten Umständen sogar gerechtfertigt sein. In dem Maße, in dem wir bestimmte Prinzipien oder empfohlene Verhaltensweisen des Code nicht einhalten oder in Zukunft nicht einzuhalten beabsichtigen, geben wir eine Erklärung hierfür.

### Bestimmung II.1.3

Dem Management sind die Risiken des Geschäfts der Gesellschaft bekannt und es wurde ein geeignetes internes Risiko- und Kontrollsystem geschaffen, um diese Risiken zu beherrschen. Der Vorstand diskutiert und beurteilt das Management- und Kontrollsystem der Gesellschaft mindestens einmal im Jahr mit dem Aufsichtsrat und stellt sicher, dass die identifizierten Risiken richtig behandelt werden. Das System beinhaltet jedoch nicht alle hier geforderten Elemente, z. B. einen Verhaltenskodex, so dass die Gesellschaft den Code in diesem Sinne nicht befolgt.

### Bestimmung II.1.4

Die Gesellschaft hat im Geschäftsbericht bisher nicht über ihr internes Risikomanagement- und Kontrollsystem berichtet und wird dies auch in Zukunft nicht tun. Die Gesellschaft beschreibt in ihrem Geschäftsbericht die Maßnahmen zum Umgang mit und zur Minimierung der identifizierten Risiken und da die Gesellschaft hierbei einen aktiven Management-Ansatz verfolgt, besteht keine Notwendigkeit über die zugrundeliegenden Mechanismen dieses Systems zu berichten.

### Bestimmung II.1.5

Die Gesellschaft hat bisher keine Sensitivitätsanalyse ihrer Ergebnisse in Bezug auf externe Faktoren und Variablen durchgeführt. Solche Faktoren und Variablen sind entweder von sehr genereller Natur oder extrem unternehmensspezifisch. In beiden Fällen ist es kaum möglich, eine sinnvolle Sensitivitätsanalyse durchzuführen und die Ergebnisse einer solchen Analyse hätten nur sehr geringe Aussagekraft.

### Bestimmung II.1.6

Die Gesellschaft hat bisher keine explizite Whistleblower Policy formuliert oder veröffentlicht. Das Management ist aber der Ansicht, dass in der Gesellschaft keine Benachteiligung von Whistleblowern zu befürchten ist.

#### Provision II.2.6

The Supervisory Board of the company has not drawn up regulations concerning ownership and transactions by the Management Board Members, other than securities issued by Navigator Equity Solutions SE. The Supervisory Board trusts that every Member of the Management Board does not enter into non-compliant transactions with other shares or securities in any way.

#### Provision II.2.7

Navigator Equity Solutions SE is a rather small company. Therefore, compared to other publicly listed companies, the remuneration of the Members of the Management Board is comparably low. Thus, the maximum remuneration in the event of dismissal is not limited to one year's fixed remuneration component.

#### Provision II.2.9. & 2.10

Hitherto, no remuneration report has been drawn up by the Supervisory Board. Legally required information is disclosed in the notes to the Financial Statements.

#### Provision II.2.11

The company has not and will not publish immediately after conclusion the main elements of a contract with a Member of the Management Board. All legally required information will be published in the Annual Report.

#### Provision II.2.13

As no remuneration report has been drawn up yet, there is also no remuneration report published on the website.

#### Provision III.1.1

So far, there are no such regulations for the Supervisory Board. Where relevant, the company intends to apply this provision in the future.

#### Provision III.1.2

So far, the Supervisory Board report does not contain all specific statements and information required by the provisions of this Code. The company intends to apply this provision in the future.

#### Provision III.1.3

So far, not all required information about the Members of the Supervisory Board is provided in the report. The company intends to apply this provision in the future.

#### Bestimmung II.2.6

Der Aufsichtsrat hat keine Bestimmungen für Vorstandsmitglieder erlassen, die den Besitz und den Handel von solchen Wertpapieren betreffen, die nicht von der Navigator Equity Solutions SE ausgegeben wurden. Der Aufsichtsrat ist überzeugt davon, dass kein Mitglied des Vorstands sich in irgendeiner Weise an ungesetzlichen Transaktionen in anderen Aktien oder Wertpapieren beteiligen würde.

#### Bestimmung II.2.7

Die Navigator Equity Solutions SE ist eine eher kleine Gesellschaft. Im Vergleich mit anderen börsennotierten Gesellschaften fällt die Entlohnung des Vorstands daher relativ gering aus. Aus diesem Grund gibt es keine Begrenzung der Abfindungssumme im Falle einer Kündigung auf ein Maximum von einem Jahresfixgehalt.

#### Bestimmung II.2.9. & 2.10

Bisher hat die Gesellschaft keinen Vergütungsbericht aufgestellt. Die rechtlich geforderten Informationen sind im Anhang zum Jahresabschluss dargestellt.

#### Bestimmung II.2.11

Die Gesellschaft hat bisher nicht sofort nach Abschluss eines Vorstandsvertrages die wesentlichen Elemente dieses Vertrages veröffentlicht und wird dies auch in Zukunft nicht tun. Alle rechtlich verpflichtenden Informationen werden im Geschäftsbericht dargestellt.

#### Bestimmung II.2.13

Da bisher kein Vergütungsbericht aufgestellt wurde, wurde auch auf der Internetseite der Gesellschaft kein Vergütungsbericht veröffentlicht.

#### Bestimmung III.1.1

Bisher wurden keine solchen Regeln für den Aufsichtsrat erstellt. Die Gesellschaft wird diese Bestimmung ggf. in der Zukunft umsetzen.

#### Bestimmung III.1.2

Bisher enthält der Bericht des Aufsichtsrates nicht alle in den Bestimmungen des Code vorgesehenen Erklärungen und Informationen. Die Gesellschaft beabsichtigt diese Bestimmung in Zukunft zu befolgen.

#### Provision III.1.3

Bisher sind nicht alle im Code geforderten Informationen über die Mitglieder des Aufsichtsrates im Geschäftsbericht enthalten. Die Gesellschaft beabsichtigt, diese Bestimmung in Zukunft umzusetzen.

#### Provision III.1.7

So far, the Supervisory Board report does not contain reference to the discussion of both, its own functioning and that of its individual members.

#### Provision III.1.8

So far, the Supervisory Board report does not contain reference to the discussion of strategy, risks and control systems.

#### Provision III.2.3

So far, the Supervisory Board report does not contain a statement regarding provision III.2.1.

#### Provision III.3.6

The Supervisory Board has not drawn up a formal retirement schedule. Taking into account the small number of Board Members, no schedule is required to handle this issue properly.

#### Provision III.4.3

The company has no company secretary in place. Given the limited size of the company, there is no need for such a position.

#### Provision III.5.1 – 5.3

So far, the Supervisory Board has not built any committees. The duties of these committees were part of the overall activities of the Supervisory Board and will be handled performed by the entire Board also in the future.

#### Provision III.7.3

The Supervisory Board of the company has not drawn up regulations concerning ownership and transactions by the Supervisory Board Members, other than securities issued by Navigator Equity Solutions SE. The Supervisory Board trusts that every Member of the Supervisory Board does not enter into non-compliant transactions with other shares or securities in any way.

#### Provision IV.3.1

The company does not offer webcasts or telephone lines for its meetings with and presentations to analysts, investors, press. Such meetings are usually part of bigger capital market conferences, so this would be an unreasonable effort for the company. Yet, respective presentations are made available on the company's website.

#### Bestimmung III.1.7

Bisher enthält der Bericht des Aufsichtsrates keine Aussage über die interne Diskussion der Arbeitsweise und Funktionsfähigkeit des Aufsichtsrates und seiner Mitglieder.

#### Bestimmung III.1.8

Bisher enthält der Bericht des Aufsichtsrates keine Aussage über die Diskussion der Strategie, der Risiken und des Kontrollsystems.

#### Bestimmung III.2.3

Bisher enthält der Bericht des Aufsichtsrates keine Aussage mit Bezug zu Bestimmung III.2.1 des Code.

#### Bestimmung III.3.6

Der Aufsichtsrat hat keinen formalen Zeitplan für den Rücktritt der einzelnen Mitglieder aufgestellt. Aufgrund der geringen Größe des Aufsichtsrates ist kein solcher Zeitplan erforderlich, um diesem Thema die gebotene Aufmerksamkeit und Sorgfalt entgegen zu bringen.

#### Bestimmung III.4.3

Die Gesellschaft hat die Position eines Company Secretary nicht besetzt. Aufgrund der geringen Größe der Gesellschaft ist eine solche Stelle nicht erforderlich.

#### Bestimmung III.5.1 – 5.3

Bisher wurden vom Aufsichtsrat keine Ausschüsse gebildet. Die entsprechenden Ausschusstätigkeiten wurden vom gesamten Aufsichtsrat im Rahmen seiner Aufsichtstätigkeit wahrgenommen. Der Aufsichtsrat wird diese Vorgehensweise auch in Zukunft beibehalten.

#### Bestimmung III.7.3

Der Aufsichtsrat der Gesellschaft hat keine Richtlinien für Mitglieder des Aufsichtsrates erlassen über den Besitz oder Handel von Wertpapieren, die nicht von der Navigator Equity Solutions SE ausgegeben wurden. Der Aufsichtsrat ist überzeugt davon, dass kein Mitglied des Aufsichtsrates sich in irgendeiner Weise an ungesetzlichen Transaktionen in anderen Aktien oder Wertpapieren beteiligen würde.

#### Bestimmung IV.3.1

Die Gesellschaft stellt keine Webcasts oder Einwahlnummern für ihre Treffen mit und Präsentationen für Analysten, Investoren und Pressevertreter zur Verfügung. Solche Treffen finden in der Regel im Rahmen größerer Kapitalmarktveranstaltungen statt, so dass dies einen unangemessenen Aufwand für die Gesellschaft bedeuten würde. Die entsprechenden Präsentationen werden jedoch auf der Internetseite der Gesellschaft zur Verfügung gestellt.

### Provision IV.3.3

As the company is relatively small, it is normally not covered by the analysts as they usually specialise on the big index listed companies. Therefore, the company also pays fees for research reports to be prepared and published. Yet, the company does not take any influence on the outcome of such research.

### Provision IV.3.7

So far, the company has not provided such a “shareholder circular” as these items were always open for discussion at the general meeting of shareholders.

### Provision IV.3.9

So far, the Management Board has not provided an overview of all existing or potential anti-takeover measures in the annual report. The company intends to apply this provision in the future.

### Article 10 of the Takeover Directive Decree

The EU Takeover Directive requires that listed companies publish additional information providing insight into defensive structures and mechanisms which they apply. The relevant provision has been implemented into Netherlands law by means of a decree of April 5, 2006. Pursuant to this decree, Netherlands companies whose securities have been admitted to trading on a regulated market have to include information in their annual report which could be of importance for persons who are considering taking an interest in the company.

**Therefore, Navigator Equity Solutions SE provides the following information:**

#### ■ Capital structure of the company

The company's share capital is composed of solely of ordinary shares. At the end of the fiscal year 2008, Navigator Equity Solutions SE had 135,511,500 shares issued and 131,108,898 shares outstanding. The shares had a nominal value of 0.10 euros. Each share grants one vote in the General Meeting of Shareholders of the Company. There are no special voting rights connected to any share. The development of the share capital throughout the fiscal year 2008 can be seen from note 20 to the consolidated financial statements.

#### ■ Restriction of transferring shares or voting rights

Navigator Equity Solutions SE is not aware of any restrictions in transferring shares or voting rights in the company. The company's Articles of Association do not arrange for any such restrictions.

### Bestimmung IV.3.3

Da die Gesellschaft relativ klein ist, wird sie normalerweise nicht von Analysten gecovert, da diese sich meist auf die größeren Indexwerte spezialisieren. Daher muss die Gesellschaft auch für die Erstellung und Veröffentlichung von Research Berichten bezahlen. Die Gesellschaft nimmt jedoch keinen Einfluss auf die Ergebnisse der entsprechenden Berichte.

### Bestimmung IV.3.7

Bisher hat die Gesellschaft kein sog. “shareholder circular” für die Aktionäre bereit gestellt, da die entsprechenden Themen alle im Rahmen der Hauptversammlung diskutiert werden konnten.

### Bestimmung IV.3.9

Bisher hat der Vorstand keinen Überblick über alle potenziellen Übernahmehindernisse im Geschäftsbericht gegeben. Die Gesellschaft beabsichtigt, diese Bestimmung in Zukunft einzuhalten.

### Angaben gemäß der Verordnung zur Umsetzung von Artikel 10 der Übernahmerichtlinie

Die EU-Übernahmerichtlinie verlangt, dass börsennotierte Unternehmen ergänzende Informationen veröffentlichen müssen, die einen Einblick in die von ihnen angewandten möglichen Abwehrmaßnahmen gewähren. Die entsprechende Vorschrift wurde durch die Verordnung vom 5. April 2006 in das niederländische Recht übernommen. Aufgrund dieser Verordnung sind niederländische Gesellschaften, deren Wertpapiere zum Handel an einem organisierten Markt zugelassen sind, verpflichtet, in ihren Geschäftsbericht entsprechende Informationen aufzunehmen, die für interessierte Investoren bei einer Anlageentscheidung von Bedeutung sein könnten.

**Daher stellt die Navigator Equity Solutions SE die folgenden Informationen zur Verfügung:**

#### ■ Kapitalstruktur der Gesellschaft

Das Grundkapital der Gesellschaft setzt sich ausschließlich aus Stammaktien zusammen. Zum Ende des Geschäftsjahres 2008 belief sich die Zahl der ausgegebenen Aktien der Navigator Equity Solutions SE auf 135.511.500 und die Zahl der ausstehenden Aktien betrug 131.108.898. Die Aktien hatten einen Nennwert von EUR 0,10. Jede Aktie gewährt eine Stimme in der Hauptversammlung. Es gibt keine Sonderstimmrechte. Die Entwicklung des Grundkapitals im Geschäftsjahr 2008 ist in Note 20 im Anhang zum Konzernjahresabschluss dargestellt.

#### ■ Übertragungs- und Stimmrechtsbeschränkungen

Navigator Equity Solutions SE sind derzeit keine Beschränkungen der Übertragung von Aktien oder Stimmrechten der Gesellschaft bekannt. Die Satzung der Gesellschaft sieht solchen Beschränkungen vor.

■ Duty to report interests in the company

Currently, Navigator Equity Solutions SE is not aware of any reports by virtue of part 5.3.3 of the Wet op het financieel toezicht (Wft) on the disclosure of major holdings in listed companies, except the report of IFOS Internationale Fonds Service AG of a stake of 29.2% in the company's share capital.

■ Special controlling rights

All shares of the company grant equal rights to the shareholders. There are no special rights attached to any share.

■ Employee shares

Currently, Navigator Equity Solutions SE does not hold any employee share scheme or option plan.

■ Restriction on voting rights

No restrictions are imposed on voting rights attached to issued shares, except for the fact that no vote may be cast at the General Meeting in respect of any share belonging to the company or a subsidiary of it, or in respect of any share in which the company or a subsidiary has the right of usufruct, or a share for which the company or a subsidiary holds the depository receipt.

■ Agreements with shareholders

Currently, Navigator Equity Solutions SE is not aware of any shareholder agreements.

■ Regulations pertaining to the appointment and dismissal of Members of the Management and Supervisory Board and amendments to the Articles of Association

The procedure for appointment and dismissal of the Members of the Supervisory Board and Management Board and the rules for amendment of the Articles of Association are defined in the company's Articles of Association.

According to Article 10, Members of the Management are appointed by the General Meeting. The Supervisory Board has the right to suspend Members of the Management Board. The Supervisory Board is then obliged to convene a General Meeting to decide whether to terminate or extend the suspension or dismiss the suspended director. Each Member of the Management Board may at all times be suspended and dismissed by the General Meeting. Each suspension can be prolonged once or more times, but no longer than three months. If at the end of this period no decision is made on the termination of the suspension or on dismissal, the suspension will end. According to Article 12, Supervisory Board Members are appointed by the General Meeting for a maximum period of six years. Each Supervisory Board Member may be suspended or dismissed by the General Meeting at any time. Each suspension can be prolonged once or more times, but no longer than three months. If at the end of this period no decision is made on the termination of the suspension or on dismissal, the suspension will end. According to Article 43, the Articles of Association can only be amended subject to approval of the Supervisory Board.

■ Angaben zu direkten und indirekten Beteiligungen

Aktuell sind der Navigator Equity Solutions keine anderen Mitteilungen über wesentlichen Anteilsbesitz gemäß Abschnitt 5.3.3 des Wet op het financieel toezicht (Wft) bekannt als die Mitteilung der IFOS Internationale Fonds Service AG über eine Beteiligung in Höhe von 29,2%.

■ Sonderrechte

Alle Aktien der Gesellschaft garantieren ihren Inhabern die gleichen Rechte. Sonderrechte bestehen nicht.

■ Beteiligungen von Mitarbeitern

Derzeit gibt es bei der Navigator Equity Solutions SE keine Mitarbeiterbeteiligungsprogramme oder Optionspläne.

■ Stimmrechtsbeschränkungen

Es gibt keinerlei Stimmrechtsbeschränkungen für die ausgegebenen Aktien, abgesehen davon, dass Aktien, die von der Gesellschaft oder einer ihrer Tochtergesellschaften gehalten werden oder an denen die Gesellschaft oder eine ihrer Tochtergesellschaften ein Nießbrauchsrecht haben oder für die die Gesellschaft oder eine ihrer Tochtergesellschaften ein depository receipt halten, bei der Hauptversammlung nicht stimmberechtigt sind.

■ Aktionärsvereinbarungen

Aktuell hat die Navigator Equity Solutions SE keine Kenntnis von Aktionärsvereinbarungen

■ Ernennung und Abberufung von Vorständen und Aufsichtsräten und Änderungen der Satzung

Die Vorschriften für die Ernennung und Abberufung von Vorständen und Aufsichtsräten sowie zur Änderung der Satzung der Gesellschaft sind in der Satzung geregelt.

Nach Artikel 10 der Satzung werden die Vorstände der Gesellschaft von der Hauptversammlung gewählt. Der Aufsichtsrat hat das Recht, einzelne Mitglieder des Vorstands zu suspendieren. Der Aufsichtsrat ist dann jedoch verpflichtet, eine Hauptversammlung einzuberufen, die darüber entscheidet, die Suspendierung aufzuheben oder zu verlängern oder das betreffende Vorstandsmitglied zu entlassen. Jedes Mitglied des Vorstands kann jederzeit von der Hauptversammlung suspendiert und entlassen werden. Jede Suspendierung kann einmal oder mehrmals verlängert werden, höchstens jedoch für einen Zeitraum von drei Monaten. Wird bis zum Ende dieses Zeitraums keine Entscheidung über die Aufhebung der Suspendierung oder die Entlassung des betreffenden Vorstandsmitglieds getroffen, endet die Suspendierung automatisch. Nach Artikel 12 der Satzung werden Mitglieder des Aufsichtsrates von der Hauptversammlung für einen Zeitraum von höchstens sechs Jahren gewählt. Jedes Mitglied des Aufsichtsrates kann jederzeit von der Hauptversammlung suspendiert oder entlassen werden. Jede Suspendierung kann einmal oder mehrmals verlängert werden, höchstens jedoch für einen Zeitraum von drei Monaten. Wird bis zum Ende dieses Zeitraums keine Entscheidung über die Aufhebung der Suspendierung oder die Entlassung des betreffenden Aufsichtsratsmitglieds getroffen, endet die Suspendierung automatisch. Nach Artikel 43 der Satzung, kann die Satzung der Gesellschaft nur mit Zustimmung des Aufsichtsrates geändert werden.

■ Powers of the Management Board to issue and repurchase shares

The powers of the Management Board in respect of the issue of the company's shares and the acquisition of shares by the company are defined in the company's Articles of Association. According to Article 2, the Management Board is entitled to issue shares if and insofar the Management Board has been appointed as the competent body by the General Meeting of Shareholders. The resolution is subject to approval of the Supervisory Board. According to Article 6, purchase of the company's own shares is subject to authorisation granted to the Management Board by the General Meeting of Shareholders which is only valid for a maximum period of eighteen months.

In the General Meeting of Shareholders dated 13 November 2008, the Management Board has been authorised to acquire for valuable consideration shares in the Company for a period of 18 months as of November 13, 2008. The number of shares to be acquired shall be limited by the maximum percentage of shares the Company may hold in its capital at any moment (after amendment of the article of association a maximum of 50%). This acquisition may take place by all kinds of agreements, including on a Stock Exchange. The price per share may not be less than the par value and not more than 110% of the Stock Exchange Price. For purpose of the foregoing the Stock Exchange Price will be the average of the closing price on the Frankfurt Stock Exchange of the last five days on which business was done, preceding the date of acquisition.

■ Important agreements when issuing a public bid

Currently, Navigator Equity Solutions SE is unaware of important agreements with a change of control clause.

■ Agreements with Members of the Management Board or employees in the event of a public bid

Currently, Navigator Equity Solutions SE is unaware of any agreements with Members of the Management Board or employees providing for compensation if they resign or made redundant without valid reason or if their employment ceases because of a takeover bid.

■ Befugnisse des Vorstands zum Rückkauf eigener Aktien und zur Ausgabe neuer Aktien

Die Befugnisse des Vorstands zur Ausgabe neuer Aktien und zum Rückkauf eigener Aktien sind in der Satzung der Gesellschaft geregelt. Nach Artikel 2 kann der Vorstand neue Aktien ausgeben, wenn und soweit der Vorstand hierzu von der Hauptversammlung zum zuständigen Organ ernannt wurde. Der Beschluss zur Ausgabe neuer Aktien bedarf der Zustimmung des Aufsichtsrates. Nach Artikel 6 bedarf der Rückkauf eigener Aktien einer entsprechenden Ermächtigung des Vorstands durch die Hauptversammlung, die für einen Zeitraum von höchstens 18 Monaten erteilt werden kann.

In der Hauptversammlung am 13. November 2008 hat die Hauptversammlung den Vorstand für einen Zeitraum von 18 Monaten, beginnend mit dem 13. November 2008, ermächtigt, eigene Aktien der Gesellschaft gegen eine angemessene Gegenleistung zurückzukaufen. Die Anzahl der zurückgekauften Aktien ist begrenzt durch den maximalen Prozentanteil am Grundkapital, den die Gesellschaft zu jedem beliebigen Zeitpunkt höchstens halten darf (nach Änderung der Satzung maximal 50%). Der Rückkauf kann auf alle möglichen Arten erfolgen, inklusive dem Erwerb über die Börse. Der Preis pro Aktie darf den Nennwert der Aktie nicht unterschreiten und nicht mehr als 110% des Börsenpreises der Aktie betragen. Zu diesem Zweck ist der Börsenpreis als der Durchschnittspreis der letzten fünf Handelstage an der Frankfurter Wertpapierbörse vor dem Erwerb der Aktien definiert.

■ Change of Control Klauseln

Derzeit sind der Navigator Equity Solutions SE keine Change of Control Klauseln bekannt.

■ Entschädigungsvereinbarungen mit Vorstandsmitgliedern und Mitarbeitern

Derzeit sind der Navigator Equity Solutions SE keine Entschädigungsvereinbarungen für Vorstände oder Mitarbeiter für den Fall bekannt, dass sie im Falle einer Übernahme ohne stichhaltige Gründe kündigen oder entlassen werden oder ihre Beschäftigung in sonstiger Weise beendet wird.

**Management Report**

**Lagebericht**



## Management Report

### Business Environment

According to the update of its World Economic Outlook as of January 28, 2009, the International Monetary Fund (IMF) saw global growth for the year 2008 slow down to 3.4% from 5.2% in 2007. With an estimated growth rate of only 1.1% the Q4 on Q4 comparison is even worse. As a rule of thumb, a global growth rate of less than 3.0% signifies a recession. Therefore, these figures indicate the poor condition of the global economy at the end of the year 2008.

Growth of the advanced economies reduced from 2.7% in 2007 to 1.0% in 2008. The emerging and developing countries have also seen a strong decline of growth rates from 8.3% in 2007 to 6.3% in 2008. Especially developing Asia showed a weak performance, with growth rates being down from 10.6% to 7.8%. Here, China's growth was reduced significantly from 13.0% to 9.0% and also India slowed down from 9.3% to 7.3%.

In Germany, the adjusted BIP started its decline in the second quarter of 2008 and came in at the end of the year at a 1.7% lower value than in 2007. The main driver for the negative development in Germany was a significant decline in net exports, as exports dropped by more than 5.5% while imports even increased. Especially in the fourth quarter, the adjusted BIP declined by 2.1% (with net exports contributing with -2.0 percentage points) from the previous quarter. Gross fixed capital formation was another negative factor to overall growth as companies cut down their investments for new machinery, equipment and vehicles. To the full year performance private consumption contributed with -0.3 percentage points, public consumption with 0.3 percentage points, gross fixed capital formation with -0.2 percentage points, changes in inventory with 1.9 percentage points and net exports contributed with -3.2 percentage points.

### Financial Markets

As the financial sector (banks and insurance companies) had to face write downs on their investment portfolios of several billion euros throughout the year, the financial crisis reached a peak in September 2008, when Lehman Brothers had to file for insolvency and its competitor Merrill Lynch had to be saved through acquisition by Bank of America. On the next day, the big insurance company AIG was threatened by high write-downs. The company was saved by a large credit from the U.S. Federal Reserve.

The insolvency of Lehman Brothers sent an unexpected shockwave through the whole financial sector started some kind of domino effect that made the crisis even worse. Under the pressure of the crisis, other banks initiated merger negotiations and the US Government announced its first bail-out package for the financial sector.

In general, these incidents in the financial sector led to a high level of uncertainty and distrust in the markets, affecting negatively the developments of the financial (credit and stock) markets.

## Lagebericht

### Wirtschaftliches Umfeld

Nach Angaben im World Economic Outlook, den der Internationale Währungsfonds (IWF) am 28. Januar 2009 veröffentlicht hat, ging das Wachstum der Weltwirtschaft im Jahr 2008 von 5,2% im Jahr 2007 auf 3,4% zurück. Im Vergleich viertes Quartal 2008 gegen viertes Quartal 2007 fiel das Ergebnis mit nur 1,1% Wachstum noch schlechter aus. Als Faustregel gilt, dass eine weltweite Wachstumsrate von weniger als 3,0% eine Rezession der Weltwirtschaft bedeutet. Daher sind die vorgenannten Zahlen Beleg dafür, in welcher schlechter Verfassung sich die Weltwirtschaft zum Ende des Jahres 2008 befand.

Das Wachstum der Industrienationen ging von 2,7% im Jahr 2007 auf 1,0% im Jahr 2008 zurück. Auch die Entwicklungs- und Schwellenländer verzeichneten einen starken Wachstumsrückgang von 8,3% im Jahr 2007 auf 6,3% im Jahr 2008. Mit einem Wachstumsrückgang von 10,6% auf 7,8% zeigten hier insbesondere die asiatischen Länder eine schwache Entwicklung. Das Wachstum der chinesischen Wirtschaft verringerte sich ebenfalls deutlich von 13,0% auf 9,0% und auch in Indien verlangsamte sich das Wachstum von 9,3% auf 7,3%.

In Deutschland war das Bruttoinlandsprodukt seit dem zweiten Quartal 2008 rückläufig und lag zum Ende des Jahres um 1,7% niedriger als im Jahr 2007. Der wesentliche Faktor für die Entwicklung in Deutschland war die deutliche Verschlechterung des Außenbeitrags, wobei die Exporte um 5,5% abnahmen während die Importe sogar weiter anstiegen. Insbesondere im vierten Quartal ging das Bruttoinlandsprodukt gegenüber dem Vorquartal um 2,1% zurück (wobei der Außenbeitrag mit -2,0 Prozentpunkten beitrug). Einen weiteren negativen Faktor stellten die Bruttoanlageinvestitionen dar, nachdem die Unternehmen ihre Investitionen in neue Maschinen, Ausrüstungsgüter und Fahrzeuge deutlich reduziert hatten. Insgesamt trugen der private Konsum mit -0,3 Prozentpunkten, die Konsumausgaben der öffentlichen Hand mit 0,3 Prozentpunkten, die Bruttoanlageinvestitionen mit -0,2 Prozentpunkten, Veränderungen der Vorräte mit 1,9 Prozentpunkten und der Außenbeitrag mit -3,2 Prozentpunkten zur Entwicklung des Bruttoinlandsproduktes bei.

### Finanzmärkte

Nachdem die Unternehmen des Finanzsektors (Banken und Versicherungen) im Jahresverlauf Abschreibungen in Milliardenhöhe auf ihre Anlageportfolien vornehmen mussten, erreichte die Finanzkrise ihren Höhepunkt im September 2008, als die Investmentbank Lehman Brothers Insolvenz anmelden musste und ihr Wettbewerber Merrill Lynch nur durch den Verkauf an die Bank of America gerettet werden konnte. Am Tag darauf war auch die Existenz der bedeutenden Versicherungsgesellschaft AIG durch hohe Abschreibungen bedroht. Die Gesellschaft musste durch einen großen Kredit der US Notenbank gerettet werden.

Die Insolvenz der Investmentbank Lehman Brothers schickte eine unerwartet starke Schockwelle durch den Finanzsektor und löste einen Dominoeffekt aus, der die Krise noch weiter verschlimmerte. Unter dem Druck der Krise traten nun auch andere Banken in Fusions- und Übernahmeverhandlungen und die US Regierung brachte ihr erstes Rettungspaket für die Finanzbranche auf den Weg.

Allgemein führten diese Vorfälle im Finanzsektor an den Märkten zu einer großen Verunsicherung und starkem Misstrauen und wirkten sich negativ auf die Entwicklung der Finanzmärkte (Kredit und Aktien) aus.

These instable market conditions also left their mark on the issuing activities in the German stock market. In 2008, the Frankfurt Stock Exchange recorded only two IPOs (23 in 2007) in the Regulated Market, GK Software AG and SMA Solar Technology AG, both in the second quarter. Six companies (ten in 2007) changed segment from the Open Market to the Regulated Market.

The situation on the Open Market was different from the Regulated Market. While there was only one IPO (21 in 2007) in the Entry Standard segment, the number of listings (including Entry Standard) on the Open Market increased from 181 to 183. Thereof 167 (131 in 2007) were listings on the First Quotation Board, indicating the primary listing of a company. The development on the Open Market suffered from a weak fourth quarter of the year, when there were only 24 listings, compared to 62 listings in 2007.

### Mergers & Acquisitions

According to mergermarket, European M&A activity in 2008 showed a sharp decline in the number of transactions, dropping by approx 21% from more than 6,400 to 5,094. Total deal volume decreased even more and fell by 32% from 1,085bn euros to 740bn euros. Here there were seen such major transaction as the acquisition of Union Fenosa SA by Gas Natural SDG SA, the takeover of Continental AG by Schaeffler KG or the acquisition of British Energy Group Plc by Electricité de France SA.

On the one hand, M&A activity is harmed by the currently poor financing conditions, yet on the other hand, the lowering company evaluations are likely to provide a good deal of attractive opportunities across all industries in the future.

Although Ascendo Management GmbH is offering a lot of its M&A advisory through its contact network, the company is still dependent on the overall development of the M&A market to identify and execute attractive deals, which is still possible even in this difficult economic environment.

### Private Equity

According to the unquote" Private Equity Barometer (by Incisive Media in association with Candover), the European private equity activity faced a severe downturn throughout the fiscal year 2008.

On an overall basis, deal numbers were down from 1,640 in 2007 to 1,404 (-14.4%) and deal volume slumped from 198bn euros to 87bn euros (-56.1%). In the fourth quarter of the year, the decline of the market gained even more intensity, with deal numbers being down 31.7% from the third quarter and deal volume declining by 60%, hitting the lowest total since the second quarter of 1997.

The decline of the buy-out segment was even more dramatically. Here, deal numbers were down by 29.8% from 823 to 578 and deal volume fell 60.5% from 185bn euros to 73bn euros. In the fourth quarter of the year, 2008 deal numbers were down 54.8% (75 vs. 166) and deal volume decreased by 58.8% (7bn euros vs. 17bn euros) compared to the previous quarter.

Dieses instabile Marktumfeld schlug sich auch auf die Emissionstätigkeit am deutschen Aktienmarkt nieder. Im Jahr 2008 verzeichnete die Frankfurter Wertpapierbörse nur zwei Börsengänge (2007: 23) im regulierten Markt. Dabei handelte es sich um die GK Software AG und die SMA Solar Technology AG, die beide im zweiten Quartal 2008 den Schritt an die Börse wagten. Sechs weitere Unternehmen (2007: 10) wechselten aus dem Freiverkehr/Open Market an den regulierten Markt.

Im Freiverkehr/Open Market stellte sich die Situation etwas anders dar als im regulierten Markt. Während es nur einen Börsengang (2007: 21) im Entry Standard Segment gab, nahm die Gesamtzahl der Listings im Open Market (inklusive Entry Standard) von 181 auf 183 zu. Davon waren 167 Listings im First Quotation Board (2007: 131), d.h. es handelte sich dabei um Erstlistings der entsprechenden Gesellschaften. Die Entwicklung im Freiverkehr/Open Market litt insbesondere unter einem schwachen vierten Quartal, in dem die Zahl der Listings von 62 im Jahr 2007 auf nur noch 24 im Jahr 2008 zurückging.

### Fusionen & Übernahmen (M&A)

Nach Informationen von mergermarket waren auch die europäischen M&A-Aktivitäten im Jahr 2008 rückläufig. Die Zahl der Transaktionen ging um rund 21% von 6.400 auf 5.094 zurück. Noch stärker fiel der Rückgang des Transaktionsvolumens aus, das sich um 32% von EUR 1.085 Mrd. auf EUR 740 Mrd. verringerte. Hierzu zählten auch solche Großtransaktionen wie die Übernahme von Union Fenosa SA durch Gas Natural SDG SA, die Übernahme der Continental AG durch die Schaeffler KG oder die Übernahme der British Energy Group Plc durch Electricité de France SA.

Einerseits leidet das M&A Geschäft unter den aktuell schlechten Finanzierungsbedingungen, auf der anderen Seite jedoch, bieten sich aufgrund der sinkenden Unternehmensbewertungen wahrscheinlich auch eine Vielzahl interessanter Übernahmemöglichkeiten quer durch alle Branchen.

Obwohl die Ascendo Management GmbH den Großteil ihrer M&A-Beratungsdienstleistungen innerhalb ihres Kontaktnetzwerkes anbietet, ist die Gesellschaft trotzdem von der allgemeinen Entwicklung des M&A-Marktes abhängig um interessante Deals zu identifizieren und durchzuführen, was auch in dem gegenwärtig schwierigen konjunkturellen Umfeld immer noch möglich ist.

### Private Equity

Nach Informationen des unquote" Private Equity Barometer (von Incisive Media in Zusammenarbeit mit Candover), erlebte der europäische Private Equity Markt im Jahr 2008 einen kräftigen Abschwung.

Insgesamt ging die Zahl der Transaktionen gegenüber dem Jahr 2007 von 1.640 auf 1.404 (-14,4%) zurück und das gesamte Transaktionsvolumen brach von EUR 198 Mrd. auf EUR 87 Mrd. ein (-56,1%). Im vierten Quartal des Jahres gewann der Abschwung weiter an Intensität, wobei die Zahl der Transaktionen gegenüber dem Vorquartal um 31,7% zurückging und das Transaktionsvolumen sich um 60% verringerte, was den niedrigsten Stand seit dem zweiten Quartal 1997 bedeutete.

Im Buy-Out Segment fiel der Rückgang sogar noch stärker aus. Hier ging die Zahl der Transaktionen um 29,8% zurück und verringerte sich von 823 auf 578. Das Transaktionsvolumen fiel um 60,5% niedriger aus und erreichte damit nach EUR 185 Mrd. im Vorjahr nun einen Wert von EUR 73 Mrd. Im vierten Quartal des Jahres 2008 ging die Zahl der Transaktionen gegenüber dem Vorquartal um 54,8% zurück (75 gg. 166) und das Transaktionsvolumen nahm um 58,8% ab (EUR 7 Mrd. gg. EUR 17 Mrd.)

In 2008 there were recorded six large transactions (value greater than 1.65bn euros) at a total volume of 13.8bn euros. In the mid-market segment (value between 160m euros and 1.65bn euros), there were recorded to 96 at a total deal volume of 39.3bn euros. In the small-cap segment deal numbers were 476 and deal volume was 20.0bn euros.

In the fourth quarter, the long-term shift to small cap transactions continued as they now account for 88% of total deal numbers and 39% of total deal volume. In that quarter, no large transaction was recorded and industry experts believe that, as the syndication market will quite likely remain closed for the foreseeable future and banks are unwilling to hold large loans on their balance sheets, this low level of activity at the top of the market will continue also in 2009.

The German speaking countries (Austria, Germany and Switzerland) have seen 107 buy-outs in 2008 at a total volume of 12.7bn euros. Here, the fourth quarter also brought a further decline in deal numbers by 61.8% (13 vs. 34) and deal volume by 73.1% (1.2bn euros vs. 4.3bn euros) against the previous quarter. With the buy-out of cash-life by Augur Capital, only one transaction accounted to the German speaking countries made it among the 20 largest European buy-outs in the fourth quarter.

In total, the buy-out segment reflects the negative development of the credit markets in the fiscal year 2008 and experienced a sharp decline in deal numbers and deal volume as credit conditions tightened. Throughout the year, the segment showed a clear preference for small cap investments which is expected to continue until there are clear signs of recovery from the credit market side.

Yet, the still high demand for financing from companies - be it growth financing, refinancing requirements or restructuring capital – together with the current restrictions on the credit market are likely to provide a number of attractive investment opportunities at reasonable valuation levels.

## Public Equity

The market environment for public equity investments was dominated by the effects of the financial crisis resulting in highly volatile stock markets and a significant decline in stock prices around the world.

Generally speaking, stock markets were down approximately 40%. In Germany the leading stock market index DAX had to face a loss of 40.4% but it was still the best performing index in the country.

The German Small and Mid Cap Indices SDAX and MDAX also suffered significant losses of 46.1% and 43.2% respectively and the German technology index TecDAX lost even 47.8%. It can easily be seen from the development of the market index CDAX with a loss of 42.6% that the downturn affected the whole market and also the Entry Standard All Shares Index (comprising 115 companies listed in the Entry Standard) was down 45.4%.

Im Jahr 2008 wurden insgesamt sechs große Transaktionen (Transaktionsvolumina von mehr als EUR 1,65 Mrd.) mit einem Gesamtvolumen von EUR 13,8 Mrd. verzeichnet. Im Bereich der mittelgroßen Transaktionen (Transaktionsvolumina zwischen EUR 160 Mio. und EUR 1,65 Mrd.) wurden insgesamt 96 Transaktionen mit einem Gesamtvolumen von EUR 39,3 Mrd. verzeichnet. Im Small Cap Segment lag die Zahl der Transaktionen bei 476 mit einem Gesamtvolumen von EUR 20,0 Mrd.

Auch im vierten Quartal setzte sich der langfristige Trend hin zu Small Cap Transaktionen weiter fort. Diese machen nun bereits 88% aller Transaktionen und 39% des gesamten Transaktionsvolumens aus. So war im vierten Quartal auch keine Großtransaktion zu verzeichnen und nach Meinung von Branchenexperten wird die Zurückhaltung im oberen Segment des Marktes auch im Jahr 2009 weiter anhalten, da die Banken nach wie vor nicht bereit sind, große Kredite in ihre Bilanzen zu nehmen und auch der Weg der Syndizierung auf absehbare Zukunft verschlossen bleibt.

In den deutschsprachigen Ländern (Deutschland, Österreich, Schweiz) gab es im Jahr 2008 insgesamt 107 Buy-Out Transaktionen mit einem Volumen von EUR 12,7 Mrd. Auch hier brachte das vierte Quartal einen weiteren Rückgang der Transaktionen um 61,8% (13 gg. 34) und des Transaktionsvolumens um 73,1% (EUR 1,2 Mrd. gg. EUR 4,3 Mrd.) gegenüber dem Vorquartal. Mit dem Buy-Out der cash-life AG durch Augur Capital war im vierten Quartal nur eine Transaktion aus dem deutschsprachigen Raum unter den 20 größten Transaktionen in Europa vertreten.

Insgesamt spiegelt die Entwicklung des Buy-Out Segments die schwierige Lage an den Kreditmärkten im Jahr 2008 wieder und zeigte mit zunehmender Verschärfung der Kreditbedingungen einen deutlichen Rückgang bei Transaktionen und Transaktionsvolumen. Im Jahresverlauf bestand im Buy-Out Segment eine klare Präferenz für Small Cap Transaktionen und es wird erwartet, dass sich diese Entwicklung so lange weiter fortsetzen wird, bis sich klare Zeichen einer Entspannung an den Kreditmärkten zeigen.

Dennoch besteht weiterhin auch ein hoher Finanzierungsbedarf seitens der Unternehmen – sei es Kapital zur Wachstumsfinanzierung, Refinanzierung oder Restrukturierung – der in Verbindung mit den aktuellen Einschränkungen am Kreditmarkt zu einer Reihe attraktiver Investitionsmöglichkeiten zu vernünftigen Bewertungen führen könnte.

## Börsennotierte Unternehmen

Das Umfeld für Investitionen in börsennotierte Unternehmen war geprägt von den Auswirkungen der Finanzkrise, die zu hoher Volatilität und starken Kursverlusten an den internationalen Aktienmärkten führten.

Generell gesagt verzeichneten die Aktienmärkte Verluste von 40% und mehr. In Deutschland büßte der führende Aktienindex DAX 40,4% ein und wies damit immer noch die beste Entwicklung aller deutschen Indizes auf.

Die deutschen Small und Mid Cap Indizes SDAX und MDAX verzeichneten ebenfalls deutliche Verluste von 46,1% bzw. 43,2%, und der deutsche Technologie-Index TecDAX verlor 47,8%. Dass von diesem Abschwung nicht nur die großen Indizes, sondern der gesamte Markt betroffen war, lässt sich leicht an der Entwicklung des CDAX mit einem Minus von 42,6% ablesen. Auch der Entry Standard All Shares Index (der 115 im Entry Standard gelistete Unternehmen umfasst) verlor 45,4%.

Yet, while the stock market environment was unfavourable for public equity investments in the fiscal year 2008, the development of the PIPE (private investments in public equity) indicates that, in spite of the poor market conditions, there were still some attractive investment opportunities in public equity.

According to “PrivateRaise”, a service of DealFlow Media, the total volume of PIPE investments in the fiscal year 2008 amounted to more than USD 123bn which is an increase of 86% over previous year's USD 66bn. While small- and micro-cap issuers accounted for 83% of total transactions, they raised only 9% of the total transaction volume. Unlike previous years, the PIPE market was dominated by multi-billion dollar recapitalisations by a rather small group of 70 large-cap companies (compared to a total of 1,138 transactions), raising USD 104bn.

Against the background of the financial market and credit crisis, PIPE activity in 2008 was clearly dominated by financial institutions being eager to raise emergency capital very quickly. In the fourth quarter alone, these companies accounted for 69% of capital raised in that period. Also, investors tended to choose deal structures that offered some protection from the high volatility of the stock markets. Therefore the PIPE market has seen a lot of transactions in convertible and preferred securities. In total, PIPE investments have proved themselves as a time- and cost-efficient way to raise capital in uncertain market conditions.

## Business Situation of Navigator Equity Solutions SE

### In General

In the fiscal year 2008, Navigator Equity Solutions SE underwent a strategic repositioning and emerged from a pure industrial holding company to an integrated financial services company for small and medium enterprises in Europe.

Under this new strategic regime, Navigator Equity Solutions SE offers a broad range of financial services, both investment banking and consulting, for SME and continues simultaneously to build on its existing investment business with a much wider approach as it turned away from the strict focus on majority participations in private companies.

Therefore, Navigator Equity Solutions SE now has three equally valued lines of business, providing both, a sound revenue base and attractive upside potential.

Obwohl das Umfeld für Investitionen in börsennotierte Unternehmen gemessen an der Entwicklung der Aktienmärkte im Jahr 2008 eher ungünstig war, zeigt die Entwicklung des PIPE-Marktes (Private Investments in Public Equity), dass es trotz des schwierigen Marktumfelds immer noch einige attraktive Investitionsmöglichkeiten in diesem Bereich gab.

Nach Angaben von “PrivateRaise”, einem Informationsdienst von DealFlow Media, belief sich das Gesamtvolumen der PIPE-Investitionen im Jahr 2008 auf USD 123 Mrd. was einem Anstieg von 86% gegenüber dem Vorjahreswert von USD 66 Mrd. entspricht. Small und Mid Cap Unternehmen waren zwar für 83 aller Transaktionen in diesem Bereich verantwortlich, trugen jedoch nur 9% zum gesamten Transaktionsvolumen bei. Im Gegensatz zu früheren Jahren, war der PIPE-Markt dominiert von milliardenschweren Rekapitalisierungen einer (verglichen mit der Gesamtzahl von 1.138 Transaktionen) relativ kleinen Gruppe von 70 Large Cap Unternehmen, mit einem Volumen von USD 104 Mrd.

Vor dem Hintergrund der Krise an den Finanz- und Kreditmärkten, waren die PIPE-Aktivitäten im Jahr 2008 geprägt von einem hohen, kurzfristigen Kapitalbedarf der Finanzinstitute. Alleine im vierten Quartal waren diese Unternehmen für 69% des Transaktionsvolumens verantwortlich. Dabei waren Investoren vor allem an solchen Transaktionen interessiert, die ihnen eine gewisse Absicherung gegen die Volatilität der Aktienmärkte boten. Daher wurden PIPE-Transaktionen bevorzugt in Form von Wandelanleihen oder Vorzugsaktien abgewickelt. Insgesamt haben sich die PIPE-Investitionen im vergangenen Geschäftsjahr als eine zeit- und kosteneffiziente Möglichkeit zur Kapitalbeschaffung in einem unsicheren Marktumfeld etabliert.

## Geschäftslage der Navigator Equity Solutions SE

### Allgemein

Im Geschäftsjahr 2008 hat die Navigator Equity Solutions SE eine strategische Repositionierung durchlaufen und hat sich von einer reinen Industrieholding zu einem integrierten Finanzdienstleistungskonzern für kleine und mittelständische Unternehmen (KMU) in Europa gewandelt.

Im Rahmen dieser neuen strategischen Ausrichtung bietet die Navigator Equity Solutions SE eine breite Palette an Finanzdienstleistungen für KMU in den Bereichen Investment Banking und Beratung an, und baut, nach der Abkehr von der strikten Konzentration auf Mehrheitsbeteiligungen im Private Equity Bereich, gleichzeitig ihre Beteiligungsaktivitäten mit einem wesentlich breiteren Ansatz weiter aus.

Damit verfügt die Navigator Equity Solutions SE nun über drei gleichberechtigte Geschäftsfelder, die sowohl eine sichere Einnahmenbasis wie auch attraktive Zusatzrenditen ermöglichen.

## Development of Earnings, Asset and Financial Situation

### Earnings Situation

#### Revenue Development

In the fiscal year 2008, Navigator Equity Solutions SE generated total revenues of 17.3m euros (2007: 12.3m euros). This is made up from 21.2m euros generated from our investment business, 0.7m euros generated from our financial services business and investment revenues amounting to -4.6m euros. The increase of 40.2% over the previous year is mainly attributable to the full consolidation of Kaldron N.V. with total revenues of 7.9m euros (2007: 0.4m euros)

The company's total costs in the fiscal year 2008 amounted to 21.7m euros (2007: 12.9m euros). This increase is again mainly attributable to the full consolidation of Kaldron N.V., contributing 7.2m euros to the group's cost base.

#### Earnings Development

In the fiscal year 2008, Navigator Equity Solutions SE generated a gross income of 6.2m euros (2007: 7.4m euros).

The company's EBIT (operating income) amounted to -4.4m euros (2007: -0.6m euros). Pre-tax earnings amounted to -4.5m euros (2007: -0.6m euros). After deduction of income tax amounting to 0.5m euros (2007: -0.2m euros) income for the period amounted to -4.9m euros (2007: -0.4m euros). Of this income -5.3m euros were attributable to equity holders of the company and 0.4m euros were attributable to minority interests.

#### Business Units

Please note that the following on the business units' performance differs from the segment reporting displayed in Note 6 to the Consolidated Financial Statements in terms of definition of the business units and in terms of the displayed figures, including eliminations from consolidation.

##### 1. Direct Investment Business

Income from Navigator Equity Solutions SE's direct investment activities for the fiscal year 2008 comprises income from the two fully consolidated majority participations IT Competence Group N.V. and Kaldron N.V. and also other investment revenues.

This includes also a complete write-down of the equity investment in PR Yachting Group N.V. amounting to 350k euros due to the uncertainties about the future development of PR Marine AG.

In this business division, IT Competence Group N.V. and Kaldron N.V. generated revenues of 21.2m euros (2007: 12.1m euros). The respective EBIT (operating income) amounted to 1.3m euros (2007: 0.3m euros).

## Entwicklung der Vermögens-, Finanz- und Ertragslage

### Ertragslage

#### Umsatzentwicklung

Im Geschäftsjahr 2008 erwirtschaftete die Navigator Equity Solutions SE Gesamteinnahmen in Höhe von EUR 17,3 Mio. (2007: EUR 12,3 Mio.). Diese setzen sich zusammen aus EUR 21,2 Mio. von unseren Mehrheitsbeteiligungen, EUR 0,7 Mio. von unseren Finanzdienstleistungen und EUR -4,6 Mio. aus Investmentaktivitäten. Der Anstieg der Gesamteinnahmen von 40,2% gegenüber dem Vorjahr ist hauptsächlich auf die Konsolidierung der Kaldron N.V. zurückzuführen, die insgesamt einen Beitrag von EUR 7,9 Mio. (2007: EUR 0,4 Mio.) leistete.

Die Gesamtkosten der Gesellschaft im Geschäftsjahr 2008 beliefen sich auf EUR 21,7 Mio. (2007: EUR 12,9 Mio.). Der Anstieg ist ebenfalls wieder auf die Konsolidierung der Kaldron N.V. zurückzuführen, die EUR 7,2 Mio. zur Kostenbasis der Gesellschaft beitrug.

#### Ergebnisentwicklung

Im Geschäftsjahr 2008 erwirtschaftete die Navigator Equity Solutions SE einen Rohertrag in Höhe von EUR 6,2 Mio. (2007: EUR 7,4 Mio.).

Das EBIT (operatives Ergebnis) belief sich auf EUR -4,4 Mio. (2007: EUR -0,6 Mio.). Das Vorsteuerergebnis betrug EUR -4,5 Mio. (2007: -0,6 Mio.). Nach Abzug von Ertragsteuern in Höhe von EUR 0,5 Mio. (2007: EUR -0,2 Mio.) ergab sich ein Periodenergebnis in Höhe von EUR -4,9 Mio. (2007: EUR -0,4 Mio.). Davon sind EUR -5,3 Mio. den Aktionären der Gesellschaft zuzuordnen und EUR 0,4 Mio. entfielen auf Minderheitsanteile.

#### Geschäftsbereiche

Die folgende Darstellung über die Entwicklung der Geschäftsbereiche unterscheidet sich von der in Note 6 des Anhangs zum Konzernabschluss dargestellten Segmentberichterstattung insbesondere hinsichtlich der Definition der Geschäftsbereiche wie auch in den dargestellten Zahlen, die bereits die Konsolidierungseffekte berücksichtigen.

##### 1. Beteiligungsgeschäft

Die Einnahmen der Navigator Equity Solutions SE aus dem Beteiligungsgeschäft im Geschäftsjahr 2008 beinhalten die Einnahmen der beiden voll konsolidierten Mehrheitsbeteiligungen IT Competence Group N.V. und Kaldron N.V. sowie andere Einnahmen aus Investmentaktivitäten.

Dies umfasst auch die vollständige Abschreibung der Eigenkapitalbeteiligung an der PR Yachting Group N.V. in Höhe von EUR 350 Tsd. aufgrund der Unsicherheiten über die zukünftige Entwicklung der PR Marine AG.

In diesem Geschäftsbereich erwirtschafteten die IT Competence Group N.V. und die Kaldron N.V. Umsätze in Höhe von EUR 21,2 Mio. (2007: EUR 12,1 Mio.). Das entsprechende EBIT (operatives Ergebnis) betrug EUR 1,3 Mio. (2007: EUR 0,3 Mio.).

Additionally, the direct investment business comprises other investment revenues amounting to -4.6m euros (2007: 0.1m euros). Taking into account the write-down of the equity investment in PR Yachting Group N.V., total operating income generated in direct investment business amounted to -3.6m euros (2007: 0.4m euros).

■ IT Competence Group N.V.

In the fiscal year 2008, IT Competence Group N.V. generated total revenues of 13.3m euros (2007: 11.7m euros). The company's gross income amounted to 7.8m euros (2007: 6.8m euros). EBIT for this period was 0.6m euros (2007: 0.3m euros). This result is mainly attributable to HIC, generating revenues of 12.9m euros and an EBIT of 0.7m euros, while BEAM IT CONSULT GmbH was still negative.

■ Kaldron N.V.

In the fiscal year 2008, Kaldron N.V. generated sales of 7.9m euros (2007: 0.4m euros). The company's gross income amounted to 2.7m euros (2007: 0.4m euros), while EBIT for this period was 0.7m euros (2007: -0.0m euros) as Lambion energy solutions GmbH showed a positive development throughout the year.

Due to the poor capital market environment in the fiscal year 2008, other investment income amounted to -4.6m euros (2007: 0.1m euros).

*2. Financial Services Business*

The financial services business of Navigator Equity Solutions SE is performed by its 100% subsidiary The Ascendo Group N.V., acquired in June 2008, and its subsidiaries Ascendo Management GmbH and ACON Actienbank AG. This business segment was consolidated only for the second half of the year of 2008.

Total revenues for this business division amounted to 0.7m euros. Thereof 0.3m euros were generated by Ascendo Management GmbH and 0.4m euros were attributable to ACON Actienbank AG.

The EBIT (operating income) amounted to -0.1m euros. Here, Ascendo Management GmbH accounts for -0.2m euros and ACON Actienbank AG generated 0.1m euros.

Darüber hinaus beinhaltet das Beteiligungsgeschäft andere Einnahmen aus Investmenttätigkeit in Höhe von EUR -4,6 Mio. (2007: EUR 0,1 Mio.). Unter Berücksichtigung der Abschreibung auf die Eigenkapitalbeteiligung an der PR Yachting Group N.V., belief sich das operative Ergebnis im Beteiligungsgeschäft auf EUR -3,6 Mio. (2007: EUR 0,4 Mio.).

■ IT Competence Group N.V.

Im Geschäftsjahr 2007 erwirtschaftete die IT Competence Group N.V. Umsätze in Höhe von EUR 13,3 Mio. (2007: EUR 11,7 Mio.). Der Rohertrag der Gesellschaft belief sich auf EUR 7,8 Mio. (2007: EUR 6,8 Mio.). Das EBIT für den Berichtszeitraum betrug EUR 0,6 Mio. (2007: EUR 0,3 Mio.). Dieses Ergebnis ist hauptsächlich auf die HIC AG zurückzuführen, die Umsätze von EUR 12,9 Mio. und ein EBIT von EUR 0,7 Mio. erwirtschaftete, während die BEAM IT CONSULT GmbH weiterhin ein negatives Ergebnis aufwies.

■ Kaldron N.V.

Im Geschäftsjahr 2008 erwirtschaftete die Kaldron N.V. Umsätze in Höhe von EUR 7,9 Mio. (2007: EUR 0,4 Mio.). Der Rohertrag der Gesellschaft belief sich auf EUR 2,7 Mio. (2007: EUR 0,4 Mio.) und das EBIT für den Berichtszeitraum betrug aufgrund der positiven Entwicklung der Lambion energy solutions GmbH im Jahresverlauf EUR 0,7 Mio. (2007: -0,0 Mio.).

Aufgrund des schwachen Kapitalmarktumfelds im Geschäftsjahr 2008 beliefen sich die anderen Einnahmen aus Investmentaktivitäten auf EUR -4,6 Mio. (2007: EUR 0,1 Mio.).

*2. Finanzdienstleistungen*

Der Geschäftsbereich Finanzdienstleistungen der Navigator Equity Solutions SE umfasst die Aktivitäten der im Juni 2008 erworbene 100%-igen Tochtergesellschaft The Ascendo Group N.V. mit ihren Tochtergesellschaften Ascendo Management GmbH und ACON Actienbank AG. Dieser Geschäftsbereich wurde nur für das zweite Halbjahr des Geschäftsjahres 2008 konsolidiert.

Die Gesamteinnahmen dieses Geschäftsbereiches betrugen EUR 0,7 Mio. Davon entfielen EUR 0,3 Mio. auf die Ascendo Management GmbH und EUR 0,4 Mio. auf die ACON Actienbank AG.

Das EBIT (operatives Ergebnis) betrug EUR -0,1 Mio. Hier entfielen EUR -0,2 Mio. auf die Ascendo Management GmbH und EUR 0,1 Mio. auf die ACON Actienbank AG.

## Asset Situation

### Balance Sheet

As of December 31, 2008, the Navigator Equity Solutions SE balance sheet total amounted to 33.8m euros (31.12.2007: 35.2m euros).

The company's total fixed assets increased from 5.3m euros to 8.5m euros, which is mainly due to the goodwill created in the acquisition of The Ascendo Group N.V. Current assets decreased from 29.9m euros at the end of 2007 to 25.3m euros. Here the financial assets were reduced from 12.1m euros to 4.8m euros and trade and other receivables decreased from 3.8m euros to 2.7m euros, mainly as a result of an improvement of management of receivables. Consolidated cash and cash equivalents increased from 13.3m euros to 17.4m euros, including an amount of 5.7m euros of cash held by group companies.

In terms of equity and liabilities, due to the negative net income and taking into account the effects of the capital increase in July and the share buyback in August, total equity decreased from 29.1m euros to 25.8m euros, whereof 24.2m euros (2007: 28.1m euros) belonged to shareholders of the company and 1.6m euros (2007: 0.9m euros) were attributable to minority interests.

Long-term liabilities of the company amounted to 0.5m euros (2007: 0m euros). The current liabilities increased from 6.1m euros to 7.5m euros, consisting of trade and other payables amounting to 5.2m euros (2007: 2.5m euros), other liabilities and accruals amounting to 2.2m euros (2007: 3.5m euros) and current tax liabilities of 0.1m euros (2007: 0.1m euros). The increase in current liabilities is mainly due to the consolidation of The Ascendo Group N.V., accounting for 1.9m euros here.

The equity ratio decreased from 82.6% to 76.3% which is also equal to the long-term capital share of the balance sheet.

The equity-to-fixed-assets-ratio amounted to 303.0%, indicating a proper long-term financing of the fixed assets.

Therefore, long-term assets are more than sufficiently financed through long-term capital.

### Employees

As of December 31, 2008, the number of employees at Navigator Equity Solutions SE amounted to 123 (2007: 108). This comprises 78 employees at IT Competence Group N.V., 38 employees at Kaldron N.V. and 7 employees at The Ascendo Group N.V.

We do not expect major changes in the number of employees of our existing subsidiaries in the fiscal year 2009.

## Vermögenslage

### Bilanz

Zum 31. Dezember 2008 betrug die Bilanzsumme der Navigator Equity Solutions SE EUR 33,8 Mio. (31.12.2007: EUR 35,2 Mio.).

Das Anlagevermögen der Gesellschaft erhöhte sich durch Goodwill aus der Akquisition der The Ascendo Group N.V. von EUR 5,3 Mio. auf EUR 8,5 Mio. Das Umlaufvermögen verringerte sich von EUR 29,9 Mio. auf EUR 25,3 Mio. Hier nahmen die Finanzanlagen von EUR 12,2 Mio. auf EUR 4,8 Mio. ab, die Forderungen aus Lieferungen und Leistungen sowie andere Forderungen verringerten sich von EUR 3,8 Mio. auf EUR 2,7 Mio., was hauptsächlich auf ein verbessertes Forderungsmanagement zurückzuführen ist. Die konsolidierten liquiden Mittel erhöhten sich von EUR 13,3 Mio. auf EUR 17,4 Mio., wovon ein Anteil in Höhe von EUR 5,7 Mio. auf die Tochtergesellschaften entfällt.

Auf der Passivseite verringerte sich das Eigenkapital aufgrund des negativen Jahresergebnisses und unter Berücksichtigung der Auswirkungen der Kapitalerhöhung vom Juli 2008 und des Aktienrückkaufes vom August 2008 von EUR 29,1 Mio. auf EUR 25,8 Mio. Davon waren EUR 24,2 Mio. (2007: 28,1 Mio.) den Aktionären der Gesellschaft zuzuordnen und EUR 1,6 Mio. (2007: EUR 0,9 Mio.) entfielen auf Minderheitsanteile.

Die langfristigen Verbindlichkeiten der Gesellschaften beliefen sich auf EUR 0,5 Mio. (2007: EUR 0 Mio.). Die kurzfristigen Verbindlichkeiten stiegen von EUR 6,1 Mio. auf EUR 7,5 Mio. und setzten sich aus Verbindlichkeiten aus Lieferungen und Leistungen in Höhe von EUR 5,2 Mio. (2007: EUR 2,5 Mio.), sonstigen Verbindlichkeiten und Rückstellungen in Höhe von EUR 2,2 Mio. (2007: EUR 3,5 Mio.) und kurzfristigen Steuerverbindlichkeiten in Höhe von EUR 0,1 Mio. (2007: EUR 0,1 Mio.) zusammen. Der Anstieg der kurzfristigen Verbindlichkeiten ist hauptsächlich auf die Akquisition der The Ascendo Group N.V. zurückzuführen, die hierzu mit EUR 1,9 Mio. beitrug.

Die Eigenkapitalquote verringerte sich von 82,6% auf 76,3%, was auch dem langfristigen Kapitalanteil an der Bilanzsumme entspricht.

Die Anlagendeckung belief sich auf 303,0%, so dass das Anlagevermögen ausreichend durch langfristiges Kapital gedeckt ist.

### Mitarbeiter

Zum 31. Dezember 2008 waren im Konzern der Navigator Equity Solutions SE insgesamt 123 Mitarbeiter beschäftigt (2007: 108). Davon entfallen 78 Mitarbeiter auf die IT Competence Group N.V., 38 Mitarbeiter auf die Kaldron N.V. und 7 Mitarbeiter auf die The Ascendo Group N.V.

In unseren bestehenden Beteiligungen rechnen wir für das Jahr 2009 nicht mit einer wesentlichen Veränderung der Mitarbeiterzahlen.

## Financial Situation

### Cash flow

The cash flow from operating activities of Navigator Equity Solutions SE for the fiscal year 2008 amounted to 4.6m euros (2007: 9.2m euros). The operating cash flow mainly reflects the fiscal year's income of -4.9m euros as well as a decrease of 8.0m euros in financial assets which were reduced in the course of the company's cash management against the background of the intensifying financial crisis, a decrease in other current assets of 1.9m euros and a decrease in current liabilities and provisions of 1.4m euros.

The cash flow from investing activities for the fiscal year 2008 amounted to -1.8m euros (2007: -0.2m euros), mainly reflecting the purchase of subsidiaries, in particular The Ascendo Group N.V.

The cash flow from financing activities in the fiscal year 2008 is composed of the proceeds from the capital increase in July of 2.0m euros and the expenses for the repurchase of shares amounting to -0.8m euros. In total, the cash flow from financing activities amounted to 1.2m euros (2007: -1.2m euros).

Total cash flow for the fiscal year amounted to 4.1m euros (2007: 7.7m euros), resulting in a consolidated cash position of 17.4m euros at the end of the period.

The cash ratio for the fiscal year 2008 amounted to 231.7% (2007: 217.8%).

The quick ratio amounts to 332.4% (2007: 428.8%).

The current ratio amounts to 337.3% (2007: 487.6%).

Therefore, all liquidity indicators show a more than satisfying level of liquidity at the company.

### Research & Development

None of the Group entities had any research and development expenditures in 2008.

### Supplementary Report

On February 12, 2009, the company held an Extraordinary Meeting of Shareholders in Maastricht, the Netherlands, to vote upon the conversion of the company's legal form into a European Public Limited Company (SE). In total, there was 34.6% of the company's share capital represented at the meeting. The attending shareholders approved all agenda items unanimously.

## Finanzlage

### Cashflow

Der Cashflow aus operativer Tätigkeit der Navigator Equity Solutions SE im Geschäftsjahr 2008 betrug EUR 4,6 Mio. (2007: EUR 9,2 Mio.). Darin spiegeln sich hauptsächlich das Periodenergebnis in Höhe von EUR -4,9 Mio., ein Rückgang der Finanzanlagen, die im Rahmen des Cash-Management der Gesellschaft und vor dem Hintergrund der sich zuspitzenden Finanzkrise verringert wurden, um EUR 8,0 Mio., ein Rückgang der sonstigen kurzfristigen Vermögensgegenstände um EUR 1,9 Mio. und ein Rückgang der kurzfristigen Verbindlichkeiten und Rückstellungen um EUR 1,4 Mio. wider.

Der Cashflow aus Investitionstätigkeit im Geschäftsjahr 2008 betrug EUR -1,8 Mio. (2007: EUR -0,2 Mio.) und ist hauptsächlich auf den Kauf der The Ascendo Group N.V. zurückzuführen.

Der Cashflow aus Finanzierungstätigkeit im Geschäftsjahr 2008 setzt sich zusammen aus dem Mittelzufluss in Höhe von EUR 2,0 Mio. aus der Kapitalerhöhung im Juli 2008 und dem Mittelabfluss für den Erwerb eigener Aktien in Höhe von EUR -0,8 Mio. Insgesamt betrug der Cashflow aus Finanzierungstätigkeit EUR 1,2 Mio. (2007: EUR -1,2 Mio.).

Insgesamt betrug der Cashflow im Geschäftsjahr EUR 4,1 Mio. (2007: EUR 7,7 Mio.), woraus sich ein konsolidierter Bestand an liquiden Mitteln zum Ende des Geschäftsjahres in Höhe von EUR 17,4 Mio. ergibt.

Die Liquidität 1. Grades für das Geschäftsjahr 2008 belief sich auf 231,7% (2007: 217,8%).

Die Liquidität 2. Grades beträgt 332,4% (2007: 428,8%).

Die Liquidität 3. Grades beträgt 337,3% (2007: 487,6%).

Somit zeigen alle Liquiditätskennzahlen eine mehr als ausreichende Liquiditätsausstattung der Gesellschaft.

### Forschung und Entwicklung

Im Geschäftsjahr 2008 gab es in keiner Gesellschaft des Konzerns Ausgaben für Forschung und Entwicklung.

### Nachtragsbericht

Am 12. Februar 2009 fand in Maastricht, Niederlande, eine außerordentliche Hauptversammlung der Gesellschaft statt, um über den Rechtsformwechsel der Gesellschaft zu einer Europäischen Aktiengesellschaft (SE) abzustimmen. Insgesamt waren dort 34,6% des Grundkapitals der Gesellschaft vertreten. Alle Tagesordnungspunkte wurden von den anwesenden Aktionären einstimmig angenommen.

On February 23, 2009, the company announced the acquisition of a minority participation in the world-wide provider of digital content for the film, games and telecom industry, Catalis SE. Through its subsidiaries Testronic Laboratories and Kuju Entertainment, Catalis SE offers outsourcing services in the fields of quality assurance and video games development, generating annual revenues of approx. 40m euros. Customers include the major film studios and video games publishers as well as leading producers from the IT industry. The management of Navigator Equity Solutions SE believes that this participation is an attractive investment with high upside potential.

On March 17, 2009, the company announced the record day for the return of capital resulting from a capital reduction. The record day for the return of capital was set to Friday, March 20, 2009. The return of capital was paid on shareholders' deposit holdings of shares in Navigator Equity Solutions SE by the close of the market on March 20, 2009. The return of capital was initiated on March 23, 2009.

Prior to the return of capital, the company cancelled the total number of 4,402,602 own shares held since the completion of last year's voluntary share buyback offer, resulting in a corresponding reduction of the company's share capital.

Through these corporate actions, the company's share capital was reduced from EUR 13,551,150 to EUR 6,555,444.90 divided into 131,108,898 shares with a nominal value of EUR 0.05.

Also, the change of the legal form of the company from a Dutch N.V. to a European Public Limited Company (SE) has been completed. Thus, in the future, the company will be officially operating under the name of Navigator Equity Solutions SE.

## Risk Report

Navigator Equity Solutions SE's future business development will always be influenced by both elements of chance and risk. Our risk management serves to recognise, observe and communicate both chance and risk. This ensures the punctual delivery of information to the relevant decision makers so that the development of suitable measures to both utilise chance and contain risk can be implemented.

As a financial services company, Navigator Equity Solutions SE is always dependent on the development of the capital market environment and the demand for financial services, which both can not be influenced by the Company. Apart from these general risks that exist in the business environment, due to the nature of its industry, Navigator Equity Solutions SE is also subjected to other risks. These have been summarised below.

Am 23. Februar 2009 gab die Gesellschaft den Erwerb einer Minderheitsbeteiligung an dem weltweiten Outsourcing-Dienstleister für die digitale Medien- und Unterhaltungsindustrie Catalis SE bekannt. Mit ihren Tochtergesellschaften Testronic Laboratories und Kuju Entertainment bietet die Catalis SE Outsourcing-Dienstleistungen in den Bereichen Qualitätssicherung und Videospielentwicklung an, womit jährliche Umsätze in Höhe von ca. EUR 40 Mio. erwirtschaftet werden. Zu den Kunden gehören u. a. die großen Filmstudios und Videospielverlage sowie die führenden Hersteller der IT Industrie. Das Management der Navigator Equity Solutions SE ist überzeugt, dass diese Beteiligung ein attraktives Investment mit hohem Wertsteigerungspotenzial darstellt.

Am 17. März 2009 gab die Gesellschaft den record day für die Kapitalrückzahlung aus der beschlossenen Kapitalherabsetzung bekannt. Als record day wurde Freitag, der 20. März 2009 festgesetzt. Die Kapitalrückzahlung in Höhe von EUR 0,05 je Aktie erfolgte auf den von den Aktionären am 20. März 2009 bei Börsenschluss gehaltenen Depotbestand an Aktien der Navigator Equity Solutions SE. Die Kapitalrückzahlung wurde am 23. März 2009 umgesetzt.

Vor der Kapitalherabsetzung hatte die Navigator Equity Solutions SE ihren Bestand von 4.402.602 eigenen Aktien aus dem freiwilligen Aktienrückkaufangebot des vergangenen Jahres eingezogen und das Grundkapital entsprechend reduziert.

Durch die beiden Maßnahmen wurde das Grundkapital der Gesellschaft von EUR 13.551.150 auf EUR 6.555.444,90 eingeteilt in 131.108.898 Aktien im Nennwert von EUR 0,05 je Aktie verringert.

Außerdem gab die Gesellschaft bekannt, dass die Rechtsformumwandlung von einer niederländischen N.V. in eine Europäische Aktiengesellschaft (SE) inzwischen ebenfalls umgesetzt ist. Daher firmiert die Gesellschaft zukünftig offiziell als Navigator Equity Solutions SE.

## Risikobericht

Die künftige Geschäftsentwicklung der Navigator Equity Solutions SE ist mit Chancen und Risiken verbunden. Unser Risikomanagement dient der Erkennung, Beobachtung und Kommunikation sowohl von Chancen als auch Risiken. Dies gewährleistet die rechtzeitige Information der Entscheidungsträger hinsichtlich deren Entwicklung und zur Einleitung geeigneter Maßnahmen zur Chancennutzung bzw. der Risikoeingrenzung.

Als Finanzdienstleistungskonzern ist die Navigator Equity Solutions SE immer abhängig von der Entwicklung des Kapitalmarktumfelds und der Nachfrage nach entsprechenden Finanzdienstleistungen, die beide von der Gesellschaft nicht beeinflusst werden können. Neben diesen allgemeinen Risiken im wirtschaftlichen Umfeld ist die Navigator Equity Solutions SE aufgrund der Natur ihres Geschäfts noch weiteren speziellen Risiken ausgesetzt. Diese Risiken sind im Folgenden dargestellt.

## Direct Investment Business

In its direct investment business Navigator Equity Solutions SE acquires majority and minority participations in quoted and unquoted companies (hereinafter "Investment Companies").

As these investment activities are rather capital intensive they embody the risk of significant capital losses.

In particular, the company has identified the following risks arising from this business:

### Majority Participations

When acquiring majority participations in other companies, Navigator Equity Solutions SE follows an active management approach, getting directly involved in the Investment Company's operational activities until a positive impact and development has been achieved.

### Management Risks

Navigator Equity Solutions SE invests in enterprises in special situations which can in many cases be acquired at favourable prices and often show attractive appreciation potential. Special situations can be acute crises or situations with considerable need for reorganisation. Navigator Equity Solutions SE is active in various industries using a portfolio diversification strategy to spread risk.

The selection, reorganisation and management of the Investment Companies are carried out by a Best Practice Team, a team that is equipped with its own staff either employed or permanently associated with Navigator Equity Solutions SE. Therefore, the company depends to a large extent on the expertise and skills of these people.

A further risk concerns the recruitment of sufficiently specialised and qualified personnel for the extension of the investment portfolio. Since the investment philosophy of Navigator Equity Solutions SE tends to focus on selective „investment decisions“ rather than on a wide-spread „portfolio approach“, we prefer to miss out on a potential investment rather than making a bad investment.

### Reorganisation Risks

As soon as we have acquired interests in a company, we directly and actively support the operational business until a sustained turnaround can be achieved. Since we intend to acquire only a limited number of majority participations, we are able to accompany the selected companies in a more intense and ongoing manner than other comparable holding companies and can lead the target companies to a secure long term position in the market.

## Beteiligungsgeschäft

In ihrem Beteiligungsgeschäft erwirbt die Navigator Equity Solutions SE Mehrheits- und Minderheitsbeteiligungen an börsennotierten und privat gehaltenen Unternehmen (nachfolgend „Beteiligungsunternehmen“).

Da diese Beteiligungsaktivitäten verhältnismäßig kapitalintensiv sind, beinhalten sie auch das Risiko bedeutender Kapitalverluste.

Insbesondere hat die Gesellschaft für diesen Geschäftsbereich die folgenden Risiken identifiziert:

### Mehrheitsbeteiligungen

Nach dem Erwerb einer Mehrheitsbeteiligung an einem anderen Unternehmen verfolgt die Navigator Equity Solutions SE einen aktiven Management-Ansatz und greift dabei direkt in das operative Geschäft der Beteiligungsgesellschaft ein bis eine nachhaltige, positive Neuausrichtung erreicht wurde.

### Managementrisiken

Die Navigator Equity Solutions SE erwirbt Beteiligungen an Unternehmen in Sondersituationen, die in vielen Fällen zu attraktiven Konditionen erworben werden können und oft hohes Wertsteigerungspotenzial besitzen. Sondersituationen können hierbei akute Krisen oder ein hoher Sanierungsbedarf sein. Die Navigator Equity Solutions SE ist branchenübergreifend tätig und nutzt die Portfoliodiversifikation zur Risikostreuung.

Die Auswahl, die Sanierung und die Geschäftsleitung der Beteiligungsunternehmen wird von einem Best Practice Team mit eigenem Personal, das entweder bei der Navigator Equity Solutions SE fest angestellt ist, oder mit ihr dauerhaft verbunden ist, durchgeführt. Daher ist die Gesellschaft stark von der Kompetenz und dem Geschick dieser Personen abhängig.

Ein weiteres Risiko betrifft die Zusammenstellung von genügend spezialisiertem und qualifiziertem Personal im Falle der Ausdehnung des Beteiligungsportfolios. Da die Investmentphilosophie der Navigator Equity Solutions N.V. einem selektiven „Auswahlverfahren“ und nicht einem enorm breit gestreuten „Portfolioansatz“ folgt, tätigen wir lieber eine Beteiligung weniger als ein schlechtes Investment zu viel.

### Restrukturierungsrisiken

Haben wir uns an einem Unternehmen beteiligt, greifen wir direkt und aktiv in die operativen Tätigkeiten ein, bis eine nachhaltige Neuausrichtung gelungen ist. Da wir nur eine begrenzte Anzahl an Mehrheitsbeteiligungen eingehen, können wir die Unternehmen deutlich intensiver und nachhaltiger begleiten als andere Beteiligungsgesellschaften dies tun und sie somit zu einer langfristig gesicherten Marktstellung führen.

However, a reorganisation may also fail due to a variety of factors. Despite of all analyses, the business development of the acquired companies is hardly predictable. Even though Navigator Equity Solutions SE endeavours to minimise risks, certain risks cannot be excluded such as important value-defining parameters that disappear or develop less favourably than expected or a deteriorating industry sector environment of the Investment Company or management failures in the reorganisation process. The negative development of individual participations could adversely affect the asset, financial and earnings situation of Navigator Equity Solutions SE.

#### Risks of Selling and Pricing

The ability to sell participations depends on numerous factors including the development of the economic situation in general and the industry in particular. The ability to sell participations depends to a large extent on the condition of the capital markets. A less favourable capital market climate may prevent the realisation of proceeds from a planned exit. Therefore it cannot be predicted how sales conditions will develop and what market prices can thus be achieved.

#### Cyclical Risks

The economic development of participations is linked to the general development of the economic situation in Germany, the EU and worldwide as well as the market development of individual industries which may also have an adverse effect on the state of investments.

#### Legal Risks

Amendments to laws and/or regulations may have a positive or a negative effect on a company's market activities. They may allow new competitors to enter the market or lead to a deterioration of the economic basis for business.

#### Tax Risks

Profits and losses yielded from participations (only when they are over 5%) are exempt from taxation. With regard to the taxable portion however it cannot be excluded that certain legal tax terms, and consequently also certain factual situations, will be interpreted differently by the fiscal authorities or taxes on transactions or consumption will subsequently be charged. Despite its loss carry-forward, the company could incur expenses and a cash outflow due to taxes on proceeds levied on the basis of minimum taxation provisions.

#### Currency Risks

Investments are mainly made in the euro currency. The company's regional focus lies on European countries but it also conducts business with countries outside the Euro currency area. Therefore it cannot be excluded that future investments will be made in foreign currencies involving a currency risk. Currency fluctuations between foreign currency and the Euro currency could lead to exchange rate losses. An ongoing unfavourable development of the exchange rate could adversely affect the asset, financial and earnings situation of the company even if hedging transactions were conducted.

Dennoch kann die Restrukturierung aufgrund verschiedener Faktoren auch fehlschlagen. Die geschäftliche Entwicklung der Beteiligungen ist teilweise trotz aller Analysen schwer vorhersagbar. Obwohl die Navigator Equity Solutions SE bestrebt ist, hier alle Risiken auf ein Minimum zu reduzieren, können jedoch bestimmte Risiken nicht ausgeschlossen werden. Wenn beispielsweise wichtige Wertparameter entfallen oder sich ungünstiger entwickeln als erwartet, sich das Branchenumfeld des Beteiligungsunternehmens verschlechtert, oder Managementfehler im Sanierungsprozess gemacht werden, können diese Risiken problematisch werden. Eine negative Entwicklung einzelner Beteiligungen könnte sich nachteilig auf die Vermögens-, Finanz- und Ertragslage der Navigator Equity Solutions SE auswirken.

#### Veräußerungsrisiken

Die Veräußerbarkeit der Beteiligungen ist von vielen Faktoren abhängig. Dazu zählt die Entwicklung der allgemeinen und der Branchenkonjunktur. Die Veräußerbarkeit von Beteiligungen ist stark von der Verfassung der Kapitalmärkte abhängig. Ein ungünstiges Kapitalmarktumfeld kann dazu führen, dass geplante Erträge aus einem Exit nicht realisiert werden können. Es lassen sich daher weder die Veräußerbarkeit noch der erzielbare Kurs vorhersagen.

#### Konjunkturelle Risiken

Die wirtschaftliche Entwicklung der Beteiligungen unterliegt der allgemeinen konjunkturellen Entwicklung in Deutschland, der EU sowie weltweit und Marktentwicklungen der einzelnen Branchen, die sich ebenfalls negativ auf die Lage der Beteiligungen auswirken könnten.

#### Rechtliche Risiken

Durch Änderung von Gesetzen und/oder Verordnungen können die Marktaktivitäten des Unternehmens sowohl positiv, als auch negativ beeinflusst werden. Es können dadurch einerseits neue Marktteilnehmer als Konkurrenten in Erscheinung treten, andererseits aber auch die wirtschaftlichen Grundlagen für die Geschäftsaktivitäten verschlechtert werden.

#### Steuerliche Risiken

Gewinne aus Beteiligungen von über 5% sind steuerbefreit. Es ist aber nicht auszuschließen, dass hinsichtlich des nicht steuerbefreiten Teils aufgrund anderer Auslegung unbestimmter Rechtsbegriffe im Steuerrecht Sachverhalte von den Finanzbehörden anders ausgelegt werden oder bezüglich Verkehrs- oder Verbrauchssteuern Nachforderungen erhoben werden. Dies könnte auch hinsichtlich der Ertragssteuern trotz bestehender Verlustvorträge aufgrund der Mindestbesteuerungsregelungen zu Aufwendungen und Liquiditätsabflüssen führen.

#### Währungsrisiken

Die Investitionen in Beteiligungen erfolgen überwiegend in EURO, da der regionale Fokus ebenfalls überwiegend in Europa liegt, schließen jedoch auch Länder außerhalb des EURO-Währungsbereichs ein. Es ist daher nicht ausgeschlossen, dass zukünftig Investitionen auch in Fremdwährungen erfolgen und damit ein Währungsrisiko entsteht. Kursschwankungen zwischen den ausländischen Währungen und dem EURO können zu Wechselkursverlusten führen. Eine dauerhaft ungünstige Entwicklung des Wechselkurses könnte sich, selbst bei erfolgten Kurssicherungsgeschäften, nachteilig auf die Vermögens-, Finanz- und Ertragslage der Gesellschaft auswirken.

## Minority Participations

When acquiring minority participations, either in publicly listed or privately held companies, Navigator Equity Solutions SE has only limited influence on the Investment Company's management and strategy. Therefore, risks arising from these investments concern mostly the fields of pre-investment analysis and successful divestment.

### Pre-investment Analysis Risks

Navigator Equity Solutions SE focuses on enterprises with above average growth and profit potential as well as undervalued companies. Therefore, prior to making an investment decision, Navigator Equity Solutions SE is carrying out a detailed analysis of the potential Investment Company to determine whether it meets these investment criteria or not.

Despite of all analyses, the business development of the acquired companies is hardly predictable. Even though Navigator Equity Solutions SE endeavours to minimise risks, certain risks cannot be excluded such as important value-defining parameters that disappear or develop less favourably than expected or a deteriorating industry sector environment of the Investment Company or management failures in the further business development. The negative development of individual participations could adversely affect the asset, financial and earnings situation of Navigator Equity Solutions SE.

### Cyclical & Legal Risks

With respect to minority participations, the Investment Companies are exposed to the same cyclical and legal risks as described above in the majority participations sections. These risks may lead to an unfavourable business development of the respective Investment Companies and thus may have a negative impact on their valuation and the asset, financial and earnings situation of Navigator Equity Solutions SE.

### Pricing Risks

Successful divestments of minority participations depend on numerous factors including the development of the economic situation in general and the respective industry in particular. It also depends to a large extent on the condition of the capital markets. A less favourable capital market climate may lead to unfavourable valuation criteria and prevent the realisation of proceeds from a planned divestment. Therefore it cannot be predicted how sales conditions will develop and what market prices can thus be achieved.

## Minderheitsbeteiligungen

Beim Erwerb von Minderheitsbeteiligungen, sowohl an börsennotierten wie auch an privat gehaltenen Unternehmen, hat die Navigator Equity Solutions SE nur begrenzten Einfluss auf das Management und die Strategie des Beteiligungsunternehmens. Daher liegen die Risiken dieser Beteiligungen hauptsächlich im Bereich der Analyse im Vorfeld der Beteiligung und der erfolgreichen Veräußerung.

### Risiken der Analyse im Vorfeld der Beteiligung

Die Navigator Equity Solutions SE konzentriert sich auf Unternehmen mit überdurchschnittlichem Wachstums- und Renditepotenzial sowie auf Unterbewertungssituationen. Im Vorfeld einer Beteiligung führt die Navigator Equity Solutions SE daher eine detaillierte Analyse des potenziellen Beteiligungsunternehmens durch, um festzustellen ob es die Beteiligungskriterien erfüllt oder nicht.

Trotz ausführlicher Analysen ist jedoch die Geschäftsentwicklung der Beteiligungsunternehmen nur schwer vorherzusagen. Obwohl die Navigator Equity Solutions SE bemüht ist, Risiken soweit wie möglich zu minimieren, können bestimmte Risiken nicht völlig ausgeschlossen werden. Wenn beispielsweise wichtige Wertparameter entfallen oder sich ungünstiger entwickeln als erwartet, sich das Branchenumfeld des Beteiligungsunternehmens verschlechtert, oder Managementfehler bei der weiteren Geschäftsentwicklung gemacht werden, können diese Risiken problematisch werden. Eine negative Entwicklung einzelner Beteiligungen könnte sich nachteilig auf die Vermögens-, Finanz- und Ertragslage der Navigator Equity Solutions SE auswirken.

### Konjunkturelle und rechtliche Risiken

Auch die Minderheitsbeteiligungen der Navigator Equity Solutions SE sind den gleichen konjunkturellen und rechtlichen Risiken ausgesetzt, wie zuvor im Abschnitt Mehrheitsbeteiligungen beschrieben. Diese Risiken können zu einer schwächeren Geschäftsentwicklung der einzelnen Beteiligungsunternehmen führen und einen negativen Effekt auf ihre Bewertung und damit auf die Vermögens-, Finanz- und Ertragslage der Navigator Equity Solutions SE haben.

### Bewertungsrisiken

Die erfolgreiche Veräußerung von Minderheitsbeteiligungen ist von vielen Faktoren abhängig. Dazu zählt auch die Entwicklung der allgemeinen und der Branchenkonjunktur. Die Veräußerbarkeit von Beteiligungen ist stark von der Verfassung der Kapitalmärkte abhängig. Ein ungünstiges Kapitalmarktumfeld kann dazu führen, dass geplante Erträge aus einem Exit nicht realisiert werden können. Es lassen sich daher weder die Veräußerbarkeit der Beteiligung noch der erzielbare Marktpreis vorhersagen.

## Financial Services Business

The second business unit of Navigator Equity Solutions SE, financial services, is based primarily on personnel capacity and therefore has a limited exposure to capital losses. For this business unit, the company has identified the following risks:

### Liability Risks

In performing its financial services, the company is exposed to liability risks for misconduct in several ways which might lead to damage claims against the company.

### Personnel Risks

The performance of the company's services depends to a certain extent on the special knowledge and qualification of its management and employees. Though the management policy aims to avoid the development of knowledge clusters, the loss of some key personnel might harm the company's ability to deliver on its obligations.

### Counterparty Default Risks

In performing its investment banking operations, ACON Actienbank AG is exposed to counterparty default risks with respect to accounts receivable from customers for the execution of capital market transactions and receivables from financial institutions. Due to its highly diversified customer and sales structure, the counterparty default risk on the customer side is of little importance only. These risks are further diminished by the call for significant advance payments at the beginning of each project. Against the background of the financial crisis, the more important risk lies with the financial institution side. To avoid default of receivables from such institutions, ACON Actienbank AG holds its accounts with a limited number of selected banks, showing excellent ratings and high degrees of creditworthiness.

### Market Price Risks

As already mentioned above, the business development of ACON Actienbank AG is also dependent on the development of the capital markets. Yet, as ACON Actienbank AG is not very active in proprietary trading and holds only a few minor positions in its trading book, there is no direct risk for the company's financial and asset situation from the market price development.

### Legal Risks

ACON Actienbank AG is active in a highly regulated business and subject to the supervision of BaFin (The Federal Financial Supervisory Authority) and Deutsche Bundesbank. Therefore, amendments to laws and / or regulations as well as changes in prevailing case law and supervision practices may have positive or negative effects on its business activities. The management of ACON Actienbank AG is closely monitoring the development of the legal and regulatory environment enable timely reaction to any changes.

## Finanzdienstleistungen

Der zweite Geschäftsbereich der Navigator Equity Solutions SE, Finanzdienstleistungen, ist in erster Linie ein personenbezogenes Geschäft und weist daher nur ein begrenztes Risiko von Kapitalverlusten auf. Für diesen Geschäftsbereich hat die Gesellschaft die folgenden Risiken identifiziert:

### Haftungsrisiken

Bei der Erbringung von Finanzdienstleistungen ist die Gesellschaft einer Reihe von Haftungsrisiken für Fehlleistungen ausgesetzt, die zu Schadenersatzansprüchen gegen die Gesellschaft führen könnten.

### Personelle Risiken

Die Erbringung dieser Dienstleistungen hängt zu einem gewissen Grad von den speziellen Kenntnissen und Qualifikationen des Managements und der Mitarbeiter der Gesellschaft ab. Obwohl das Management versucht, die Konzentration von Wissen bei einzelnen Personen soweit wie möglich zu vermeiden, könnten der Verlust von Schlüsselpersonen die Fähigkeit der Gesellschaft beeinträchtigen, ihren vertraglichen Verpflichtungen nachzukommen.

### Ausfallrisiken

In ihrem Investment Banking Geschäft ist die ACON Actienbank AG verschiedenen Ausfallrisiken bezüglich Forderungen gegenüber Kunden für erbrachte Leistungen sowie Guthaben bei Finanzinstituten ausgesetzt. Aufgrund der stark diversifizierten Kunden- und Umsatzstruktur haben kundenseitige Ausfallrisiken für die ACON Actienbank AG nur eine untergeordnete Bedeutung. Das Ausfallrisiko eines Kunden wird in der Regel außerdem durch die Forderung von Abschlagszahlungen bei Projektbeginn reduziert. Vor dem Hintergrund der Finanzkrise liegt das wichtigere Risiko im Bereich der Finanzinstitute. Um das Risiko des Verlusts von Guthaben bei Finanzinstituten zu verringern, arbeitet die ACON Actienbank AG nur mit einer begrenzten Anzahl ausgewählter, bonitätsmäßig einwandfreier Institute zusammen.

### Marktpreisrisiken

Wie bereits zuvor erwähnt, ist die Geschäftsentwicklung der ACON Actienbank AG auch von der Entwicklung der Kapitalmärkte abhängig. Da die ACON Actienbank aber kaum Eigenhandel betreibt und nur wenige kleine Positionen in ihrem Handelsbuch hält, bestehen keine direkten Marktpreisrisiken für die Finanz- und Vermögenslage der Gesellschaft.

### Rechtliche Risiken

Die ACON Actienbank AG bewegt sich mit ihrem Geschäft in einem stark regulierten Markt und unterliegt der Aufsicht der BaFin (Bundesanstalt für Finanzdienstleistungsaufsicht) und der Deutsche Bundesbank. Daher können Änderungen von Gesetzen und / oder Verordnungen sowie der aktuellen Rechtsprechung und der Aufsichtspraxis sowohl positive wie auch negative Auswirkungen auf die Geschäftstätigkeit der ACON Actienbank AG haben. Das Management der Gesellschaft verfolgt daher die Entwicklung des rechtlichen und regulatorischen Umfelds sehr genau, um kurzfristig auf mögliche Änderungen reagieren zu können.

## Operational Risks

Operational risks comprise the danger of losses occurring from the inadequacy or failure of internal procedures, people or systems. This includes also the legal risks which have been described afore. Further operational risks identified by ACON Actienbank AG concern the field of IT security. Here, the company has assigned an external IT service provider to take care of all necessary actions to ensure a high level of security.

Moreover, every customer project is attended personally by the entire Management Board with close involvement of the Supervisory Board. Relevant documentation is checked regularly by the Management Board for completeness and plausibility and the Management Board always participates directly in the execution of the projects.

## Measures to Limit Investment Risks

In order to be able to detect and evaluate existing risks in our investment business in time and define appropriate measures to avoid, mitigate or conquer such risks, continuous monitoring is essential. The relevant markets are continuously monitored to be able to respond to market risks in a timely and adequate manner. This includes the study of various technical publications, participation in conventions and trade conferences and Private Equity events. In addition, the company has close connections and regular interchange with experts from the company network. For all questions concerning business development and management we count especially on the expertise of Vincitag Investment Management AG and Ascendo Management GmbH. Vincitag Investment Management AG often exercises active management functions in acquired companies. For questions concerning capital market advice we often count on the expertise and professional experience of ACON Actienbank AG which looks after the technical processing of securities in capital market transactions on the stock exchange within the scope of our exit strategies.

As for majority participations, we directly and actively support the operative business until a sustained turnaround has been achieved. We contribute the necessary consulting know-how and our specific transaction skills to the partnership. Since we acquire only a limited number of participations, we are able to accompany the selected companies in a more intense and ongoing manner than comparable holding companies and can lead them to a secure market position in the long term.

Take-overs are usually financed through equity capital as well as debt provided by banks or other providers of loan facilities.

The acquired target companies are mostly businesses with a good market position. In order to minimize risks, the company uses its best endeavours in selecting and accompanying the Investment Companies. Taking the evaluation risk into account, special care is applied to selection. Navigator Equity Solutions SE prefers to select investments in undervalued companies which can be lead away from undervaluation through active accompanying measures generating added-value. Historical profitability, an experienced medium-level management and the existence of a sound core business are further prerequisites for an investment. A comprehensive analysis of a company's success-determining parameters is made prior to investment. For the purpose of a detailed due diligence the services of external experts are occasionally enlisted.

## Operationelle Risiken

Operationelle Risiken umfassen das Risiko von Verlusten, aufgrund unangemessener oder fehlerhafter interner Prozesse, Personen oder Systeme. Dies schließt auch die zuvor beschriebenen rechtlichen Risiken mit ein. Weitere von der ACON Actienbank AG identifizierte operationelle Risiken betreffen den Bereich IT-Sicherheit. Hier hat die Gesellschaft einen externen IT-Dienstleister beauftragt, alle notwendigen Schritte zu unternehmen, um ein hohes Maß an Sicherheit zu gewährleisten.

Weiterhin wird jedes Kundenprojekt vom Gesamtvorstand unter enger Einbindung des Aufsichtsrates persönlich betreut. Unterlagen werden durch den Vorstand selbst regelmäßig auf Vollständigkeit und Plausibilität hin beurteilt, bevor es zur Finanzdienstleistung für den Kunden kommt. Darüber hinaus sind die Vorstände in die Abwicklung der Aufträge unmittelbar eingebunden.

## Maßnahmen zur Eingrenzung der Risiken im Beteiligungsgeschäft

Um die bestehenden Risiken möglichst frühzeitig zu erkennen, zu bewerten und geeignete Maßnahmen zur Vermeidung, Abschwächung und Bewältigung zu definieren, werden die Risiken ständig überwacht. Um auf Marktrisiken frühzeitig und angemessen reagieren zu können, werden die relevanten Märkte laufend beobachtet. Hierzu gehören das Studium verschiedener Fachpublikationen, die Teilnahme an Kongressen und Fachtagungen sowie Private Equity Veranstaltungen. Darüber hinaus besteht ein enger Kontakt und regelmäßiger Austausch mit Experten aus dem Netzwerk der Gesellschaft. Hier stützen wir uns insbesondere auf die Expertise der Vincitag Investment Management AG sowie der Ascendo Management GmbH in Fragen des Business Development und Management. Vincitag Investment Management AG übernimmt dabei oftmals aktive Management-Funktionen in den einzelnen Beteiligungen. Bei Fragen der Kapitalmarktberatung stützen wir uns häufig auf die Kompetenzen und Erfahrungen der ACON Actienbank AG, die insbesondere die wertpapiertechnische Abwicklung von Kapitalmarkttransaktionen im Rahmen unserer Exitstrategien über die Börse betreut.

Bei Mehrheitsbeteiligungen greifen wir direkt und aktiv in die operativen Tätigkeiten ein, bis eine nachhaltige Neuausrichtung gelungen ist. Wir bringen nicht nur nötiges Beratungs-Know-how, sondern auch spezifisches Transaktionswissen mit in diese Partnerschaft ein. Da wir nur eine begrenzte Zahl solcher Beteiligungen erwerben, können wir unsere Beteiligungsunternehmen intensiver und nachhaltiger begleiten, als andere Beteiligungsgesellschaften dies tun, und sie somit zu einer langfristig gesicherten Markstellung führen.

Die Finanzierung der Übernahmen erfolgt sowohl durch Eigenkapital als auch durch von Banken oder anderen Fremdkapitalgebern bereitgestelltes Fremdkapital.

Bei den übernommenen Zielunternehmen handelt es sich in der Regel um Unternehmen, die über gute Marktpositionen verfügen. Die Gesellschaft unternimmt vor allem bei der Auswahl und Begleitung ihrer Beteiligungen erhebliche Anstrengungen, um das Risiko zu minimieren. Dem Bewertungsrisiko wird durch besondere Sorgfalt bei der Beteiligungsauswahl Rechnung getragen. Navigator Equity Solutions SE konzentriert sich zunächst bei der Auswahl ihrer Beteiligungen auf Investitionen in unterbewertete Unternehmen, bei denen durch aktive Begleitung diese Unterbewertung beseitigt bzw. eine Wertsteigerung generiert werden kann. Die historische Rentabilität, ein kompetentes mittleres Management sowie die Existenz eines gesunden Kerngeschäfts sind weitere Voraussetzungen für eine Beteiligung. Eine umfassende Analyse der Erfolg bestimmenden Parameter des Unternehmens erfolgt im Vorfeld der Beteiligung. Für die Durchführung einer ausführlichen Due Diligence werden fallweise externe Experten hinzugezogen.

## Internal Control and Management Statement

With due observance of the limitations that are inevitably inherent in any risk management and internal control system, our internal risk management and control systems provide reasonable assurance that our financial reports are free of material misstatement and that these systems were adequate and effective in 2008. There are no indications that they will not be adequate and effective in the current year. The phrase „reasonable assurance“ is taken to mean the level of assurance that would be provided by a director acting with due care under the given circumstances. The set of procedures involving the internal risk management and control systems, and the related findings, recommendations and measures have been discussed with the Supervisory Board and the independent external auditor.

In addition, we declare, based on Article 5.25c Wet op het financieel toezicht (Wft), that to the best of our knowledge and in accordance with the applicable reporting principles:

- the consolidated financial statements of 2008 give a true and fair view of the assets, liabilities, the financial position and the profit and loss of Navigator Equity Solutions SE and its consolidated operations; and
- the management report includes a true and fair review of the position as per 31 December 2008 and of the development and performance during 2008 of Navigator Equity Solutions SE and its related participations of which the data have been included in the financial statements, together with a description of the relevant risks of which the Navigator Equity Solutions Group is being confronted.

## Internes Kontroll- und Management Statement

Unter Berücksichtigung der Grenzen, die bei jedem internen Risikomanagement- und Kontrollsystem unvermeidbar sind, stellt unser Risikomanagement- und Kontrollsystem in ausreichendem Maße sicher, dass unsere Finanzberichte keine gravierenden Fehler enthalten und dass diese Systeme im Geschäftsjahr 2008 angemessen und effektiv gearbeitet haben. Es gibt derzeit keine Anzeichen dafür, dass sie nicht auch im laufenden Geschäftsjahr angemessen und effektiv arbeiten werden. Der Ausdruck „in ausreichendem Maße“ hat dabei die Bedeutung eines Maßes an Sicherheit, die ein umsichtiger Vorstand bieten würde, der die unter den gegebenen Umständen notwendige Sorgfalt walten ließe. Die im Risikomanagement- und Kontrollsystem definierten Prozesse und die daraus resultierenden Erkenntnisse, Empfehlungen und Maßnahmen wurden mit dem Aufsichtsrat und dem unabhängigen externen Prüfer diskutiert.

Weiterhin versichern wir in Übereinstimmung mit Artikel 5.25c des Wet op het financieel toezicht (Wft), dass nach unserem besten Wissen und Gewissen und gemäß den anzuwendenden Rechnungslegungsgrundsätzen:

- der Jahresabschluss der Gesellschaft für das Geschäftsjahr 2008 ein den tatsächlichen Verhältnissen entsprechendes Bild der Vermögens-, Finanz- und Ertragslage der Navigator Equity Solutions SE und ihrer Beteiligungen vermittelt; und
- der Lagebericht ein den tatsächlichen Verhältnissen entsprechendes Bild der Lage der Gesellschaft am 31. Dezember 2008 darstellt und den Geschäftsverlauf einschließlich der Geschäftsergebnisse der Navigator Equity Solutions SE und ihrer in den Jahresabschluss einbezogenen Beteiligungen im Geschäftsjahr 2008, sowie der Risiken, denen der Navigator Equity Solutions Konzern ausgesetzt ist, wahrheitsgetreu wiedergibt.

## Forecast Report

According to the IMF and other forecasts, the economic environment will remain difficult also in the fiscal year 2009. In its recent forecast, published on March 19, 2009, the IMF calculated a growth rate for the world economy between -1.0% and -0.5%. Expected growth rates for the advanced economies amount to -3.5% to -3.0% and the Euro area is expected to grow by -3.2%. Thus, in general, there will be no support for our business development from the major economic trend.

So far, our direct investments IT Competence Group N.V. and Kaldron N.V. with their respective subsidiaries were doing well, and the positive expectations for their respective market environments give hope that their development will be stable also throughout 2009. However, given the current market environment, negative effects from the general economic development can not be ruled out.

Given the current economic environment and future expectations, we also think that the private equity market will continue its consolidation for the foreseeable future. Yet, there is still high demand for financing, to some extent this demand is even due to the current crisis, and we expect that there will be a number of promising investment opportunities at favourable evaluation levels in the future. And we will keep looking for such investments.

In February 2009, Navigator Equity Solutions SE has acquired a participation in Catalis SE through a capital increase and it is likely that there will be further investments of this kind throughout the year as public equity investments will remain an interesting opportunity to acquire participations in attractive small and medium sized companies.

We do expect to see selected capital investments around the existing portfolio or in attractive undervalued companies. However, focus in the fiscal year 2009 will be on the consolidation of the existing portfolio.

In March 2009, we have conducted a capital reduction with repayment of funds to our shareholders. The total capital repayment amounted to 6.6m euros. Based on our cash position at the end of the fiscal year 2008, we believe that the cash is still enough to provide a sufficient cover for our working capital requirements and additional investments.

For our financial services business, we expect the development of our consulting unit in the fiscal year 2009 to be rather flat, due to the unfavourable market conditions.

Yet, we think that the specialisation of ACON Actienbank AG on the structuring and technical execution of a broad range of capital market transactions will pay off even in this difficult capital market environment and we expect this business unit to develop stable.

Maastricht, 11 May 2009

### The Management Board:

Dr. Michael Hasenstab   Rober Kaess   Dr. Florian Pfingsten   Roland Rempelberg

## Prognosebericht

Nach Angaben des IWF und anderen Prognosen, wird das wirtschaftliche Umfeld im Geschäftsjahr 2009 weiterhin schwierig bleiben. In seiner Prognose vom 19. März 2009 hat der IWF eine Wachstumsrate der Weltwirtschaft für das Jahr 2009 von -1,0% bis -0,5% vorhergesagt. Die erwarteten Wachstumsraten für die Industrienationen liegen zwischen -3,5% und -3,0% sowie -3,2% für den Euroraum. Vom allgemeinen wirtschaftlichen Umfeld sind somit keine positiven Effekte für unsere weitere Geschäftsentwicklung zu erwarten.

Bisher haben sich unsere Mehrheitsbeteiligungen IT Competence Group N.V. und Kaldron N.V. mit ihren jeweiligen Tochtergesellschaften gut entwickelt, und die positiven Aussichten für ihre jeweiligen Märkte, lassen auf eine stabile Entwicklung im Geschäftsjahr 2009 hoffen. Vor dem Hintergrund des aktuellen Marktumfeldes können jedoch auch mögliche negative Auswirkungen der allgemeinen wirtschaftlichen Entwicklung nicht völlig ausgeschlossen werden.

Ausgehend von der derzeitigen konjunkturellen Lage und den zugehörigen Zukunftsaussichten rechnen wir auch damit, dass der Private Equity Markt seine Konsolidierung auf absehbare Zeit fortsetzen wird. Dennoch besteht weiterhin hoher Finanzierungsbedarf, der in gewissem Maße auch der aktuellen Krise geschuldet ist, und wir gehen davon aus, dass sich daraus in Zukunft eine Reihe attraktiver Beteiligungsmöglichkeit zu guten Konditionen ergeben werden. Und wir werden weiter nach solchen Investments suchen.

Im Februar 2009 hat die Navigator Equity Solutions SE im Rahmen einer Kapitalerhöhung eine Beteiligung an der Catalis SE erworben und es besteht eine hohe Wahrscheinlichkeit, dass im Jahresverlauf weitere Beteiligungen dieser Art folgen werden, da Investments in börsennotierte Unternehmen eine interessante Möglichkeit bieten, sich an attraktiven kleinen und mittelständischen Unternehmen zu beteiligen.

Im Geschäftsjahr 2009 rechnen wir mit selektiven Investitionen im bestehenden Beteiligungsportfolio sowie in attraktive, unterbewertete Unternehmen. Das Hauptaugenmerk wird jedoch auf der Konsolidierung des bestehenden Portfolios liegen.

Im März 2009 haben wir eine Kapitalherabsetzung mit Rückzahlung des frei gewordenen Kapitals an unsere Aktionäre durchgeführt. Die Kapitalrückzahlung hatte ein Volumen von EUR 6,6 Mio. Ausgehend von unserem Bestand an liquiden Mitteln zum Ende des Geschäftsjahres 2008, sind wir überzeugt davon, dass wir nach wie vor über ausreichende liquide Mittel verfügen, um sowohl den laufenden Working Capital Bedarf wie auch den Ausbau des Beteiligungsportfolios zu finanzieren.

Im Geschäftsbereich Finanzdienstleistungen rechnen wir aufgrund der ungünstigen Marktbedingungen auch im Geschäftsjahr 2009 mit einer verhaltenen Entwicklung.

Wir glauben jedoch, dass sich die Spezialisierung der ACON Actienbank AG auf die Strukturierung und technische Abwicklung einer breiten Palette von Kapitalmarkttransaktionen auch in diesem schwierigen Kapitalmarktumfeld bezahlt machen wird und rechnen mit einer stabilen Entwicklung in diesem Geschäftsfeld.

Maastricht, 11. Mai 2009

### Der Vorstand:

Dr. Michael Hasenstab   Rober Kaess   Dr. Florian Pfingsten   Roland Rempelberg

**Supervisory Board Report**

**Bericht des Aufsichtsrates**



## Supervisory Board Report

The Supervisory Board of Navigator Equity Solutions SE comprises three members, Mr Erich Hoffmann, Mr Ulli Fischer and Dr. Jens Bodenkamp. The Chairman of the Supervisory Board is Mr Erich Hoffmann.

### Mr Erich Hoffmann (57), Chairman of the Supervisory Board

Appointment effective as of October 5, 2004  
Term ends in 2010  
German citizen, home domicile is in Berg, Germany

Currently active as a consultant engineer  
former Member of the Management Board of AECO N.V.

### Dr. Jens Bodenkamp (64), Member of the Supervisory Board

Appointment effective as of August 29, 2007  
Term ends in 2013  
German citizen, home domicile is in Munich, Germany

Currently active as a Business Angel  
Chairman of the Board of Directors of Catalis SE

### Mr Ulli Fischer (41), Member of the Supervisory Board

Appointment effective as of August 29, 2007  
Term ends in 2013  
German citizen, home domicile is in Munich, Germany

Currently active as CEO of Munich based company MarketSolutionsNetwork International

All members of the Supervisory Board fulfil the requirements of independent Board members as defined in Provision III.2.1 and III.2.2 of the Dutch Corporate Governance Code. Mr. Erich Hoffmann has received financial compensation from an associated company of Navigator Equity Solutions SE from July to November 2008 for consultancy services beyond his work performed as a member of the Supervisory Board,

Mr Erich Hoffmann is member of the Supervisory Board of the company since its inception in October 2004. Dr. Jens Bodenkamp and Mr. Ulli Fischer have been appointed as members of the Supervisory Board by the Annual General Meeting of Shareholders of the company on August 29, 2007.

As all three members of the Supervisory Board have gained considerable experience in a number of national and international businesses throughout their professional careers, the Supervisory Board holds it that the Board's composition meets the requirements of the Dutch Corporate Governance Code. In particular, Dr. Jens Bodenkamp provides the required financial expertise.

## Bericht des Aufsichtsrates

Der Aufsichtsrat der Navigator Equity Solutions SE hat drei Mitglieder: Herr Erich Hoffmann, Herr Ulli Fischer und Dr. Jens Bodenkamp. Der Vorsitzende des Aufsichtsrates ist Herr Erich Hoffmann.

### Erich Hoffmann (57), Vorsitzender des Aufsichtsrates:

Mitglied des Aufsichtsrates seit 5. Oktober 2004  
Amtszeit endet im Jahr 2010  
Deutscher Staatsbürger mit Wohnsitz in Berg, Deutschland

Aktuell als beratender Ingenieur tätig  
ehemaliges Mitglied des Vorstands der AECO N.V.

### Dr. Jens Bodenkamp (64), Mitglied des Aufsichtsrates

Mitglied des Aufsichtsrates seit 29. August 2007  
Amtszeit endet im Jahr 2013  
Deutscher Staatsbürger mit Wohnsitz in München, Deutschland

Aktuell tätig als Business Angel  
Vorsitzender des Verwaltungsrates der Catalis SE

### Ulli Fischer (41), Mitglied des Aufsichtsrates

Mitglied des Aufsichtsrates seit 29. August 2007  
Amtszeit endet im Jahr 2013  
Deutscher Staatsbürger mit Wohnsitz in München, Deutschland

Aktuell tätig als CEO der in München ansässigen Gesellschaft MarketSolutionsNetwork International

Alle Mitglieder des Aufsichtsrates erfüllen die Anforderungen der Bestimmungen III.2.1 und III.2.2 des niederländischen Corporate Governance Code hinsichtlich der Unabhängigkeit von Aufsichtsratsmitgliedern. Herr Erich Hoffmann hat in den Monaten Juli bis November 2008 eine finanzielle Vergütung von einer Tochtergesellschaft der Navigator Equity Solutions SE für über die normale Aufsichtsratsstätigkeit hinausgehende Beratungsleistungen erhalten.

Herr Erich Hoffmann ist Mitglied des Aufsichtsrates der Gesellschaft seit ihrer Gründung im Oktober 2004. Dr. Jens Bodenkamp und Herr Ulli Fischer wurden von der Hauptversammlung am 29. August 2007 in den Aufsichtsrat der Gesellschaft gewählt.

Da alle drei Mitglieder des Aufsichtsrates in ihrer beruflichen Karriere umfangreiche Erfahrungen in nationalen und internationalen Unternehmen erworben haben, ist der Aufsichtsrat überzeugt, dass die Zusammensetzung des Gremiums den Anforderungen des niederländischen Corporate Governance Code entspricht. Insbesondere Dr. Jens Bodenkamp verfügt über umfassende Finanzexpertise.

In line with the Articles of Association of Navigator Equity Solutions SE, the Supervisory Board of the company held four plenary meetings in the fiscal year 2008.

The Supervisory Board was in frequent written, e-mail and verbal contact with the Board of Directors, regarding the financial situation and the business development of the company. At the meetings, the Supervisory Board was informed and consulted about the activities and policies of Navigator Equity Solutions SE.

Matters considered by the Supervisory Board during the year included especially:

- Company's strategy
- Financial results and situation of the company
- Acquisition of The Ascendo Group N.V. and expansion of strategic focus
- Expansion of the Management Board
- Investment strategy
- Development of existing investments
- New investments
- Corporate actions
- Change of the company's legal form
- Potential investments

The Supervisory Board also discussed the functioning of the Management Board and its individual members.

Principally, all members of the Supervisory Board took part in the meetings personally. On rare occasions, members of the Supervisory Board joined the meetings via telephone.

### Conflict of Interest

In the fiscal year 2008, the Board of Management has informed the Supervisory Board about a conflict of interest regarding the acquisition of The Ascendo Group N.V. as the sole Member of the Management Board at that time, Dr. Florian Pfingsten, was also shareholder of The Ascendo Group N.V.

The Supervisory Board examined closely the transaction parameters as well as the detailed valuation report prepared by an independent chartered accountant and then approved the transaction subject to approval of an Extraordinary Meeting of Shareholders of Navigator Equity Solutions SE.

Additionally, Mr Ulli Fischer was appointed as a designated representative of the Company as mentioned in article 146 Book 2 Dutch Civil Code, authorised to represent the Company in case of a conflict of interest for a period of six months starting from June 20, 2008.

In Übereinstimmung mit der Satzung der Navigator Equity Solutions SE fanden im Geschäftsjahr 2008 vier ordentliche Sitzungen des Aufsichtsrates statt.

Der Aufsichtsrat wurde vom Vorstand regelmäßig mündlich, per E-Mail und schriftlich über die finanzielle Situation und die Geschäftsentwicklung der Gesellschaft informiert. Im Rahmen der Aufsichtsratsitzungen wurde der Aufsichtsrat über Aktivitäten, Vorgehensweisen und aktuelle Themen der Navigator Equity Solutions SE in Kenntnis gesetzt und zur Beratung hinzugezogen.

Themen, die im Verlauf des Jahres besondere Aufmerksamkeit erfuhren, waren unter anderem:

- Unternehmensstrategie
- Ergebnisse und finanzielle Lage der Gesellschaft
- Übernahme der The Ascendo Group N.V. und Erweiterung des strategischen Fokus
- Erweiterung des Vorstands
- Beteiligungsstrategie
- Entwicklung der bestehenden Beteiligungen
- Erwerb neuer Beteiligungen
- Kapitalmaßnahmen
- Änderung der Rechtsform
- Potenzielle Beteiligungen

Der Aufsichtsrat diskutierte auch die Arbeitsweise des Vorstands und seiner Mitglieder.

Grundsätzlich waren alle Mitglieder des Aufsichtsrates persönlich bei den Sitzungen anwesend. In seltenen Fällen konnten einzelne Mitglieder des Aufsichtsrates auch telefonisch an einer Sitzung teilnehmen.

### Interessenkonflikte

Im Geschäftsjahr 2008 informierte der Vorstand den Aufsichtsrat über einen Interessenkonflikt hinsichtlich des Erwerbs der The Ascendo Group N.V. da der damalige Alleinvorstand, Dr. Florian Pfingsten, auch Anteilseigner der The Ascendo Group N.V. war.

Der Aufsichtsrat hat die Transaktionsparameter sowie das von einem unabhängigen Wirtschaftsprüfer erstellte, ausführliche Bewertungsgutachten sorgfältig geprüft und die Transaktion anschließend unter dem Vorbehalt der Zustimmung einer außerordentlichen Hauptversammlung der Navigator Equity Solutions SE genehmigt.

Zusätzlich wurde Herr Ulli Fischer zum Vertreter der Gesellschaft gemäß Artikel 146 des 2. Buches des niederländischen Bürgerlichen Gesetzbuches ernannt und autorisiert, die Gesellschaft bei auftretenden Interessenkonflikten innerhalb eines Zeitraums von sechs Monaten, beginnend mit dem 20. Juni 2008, zu vertreten.

## Committees

As the Supervisory Board of Navigator Equity Solutions SE comprises only three members, the tasks of an audit committee, a remuneration committee and a selection and appointment committee were performed by the full Supervisory Board in the course of their normal activities. This procedure is in line with provision III.5 of the Dutch Corporate Governance Code.

### Audit committee tasks

The tasks of the audit committee were performed during the regular Supervisory Board meetings for the purpose of approval of the quarterly results and the results for the full fiscal year 2008. The Supervisory Board had a thorough discussion with the Management Board about the development of the financial results and the reasons therefore. Also, the Supervisory Board and the Management Board discussed the risks for the future development of the company's financial situation the measures to handle these risks. After these discussions, the Supervisory Board is convinced that risks are adequately prioritised by the management and that the management follows a reasonable approach in controlling and handling such risks.

### Remuneration committee tasks

The remuneration package of the Management Board of Navigator Equity Solutions SE consists of three main elements:

- a base salary
- a variable bonus
- shares / stock options

The variable elements of the remuneration package are closely linked to the achievement of reasonable performance objectives. An overview of the Management Board's remuneration can be found in note 43 to the Consolidated Financial Statements.

According to the company's remuneration policy, the Supervisory Board will regularly review the remuneration package to ensure that it meets the remuneration principles in both composition and amount.

Therefore, the tasks of a remuneration committee were performed by the Supervisory Board in the course of the regular Board meetings.

The remuneration policy of the company is designed to attract qualified people with both, the necessary skills and background to the Management Board. Additionally, it is sufficiently challenging to ensure and extend the focus on performance and long-term growth in the value of the company, to motivate the Management Board and to retain its members if it performs well.

## Ausschüsse

Da der Aufsichtsrat der Navigator Equity Solutions SE nur drei Mitglieder hat, wurden die Aufgaben eines Prüfungsausschusses, eines Vergütungsausschusses sowie eines Personal- und Nominierungsausschusses vom gesamten Aufsichtsrat im Rahmen der normalen Aufsichtstätigkeit wahrgenommen. Diese Vorgehensweise steht in Einklang mit Bestimmung III.5 des niederländischen Corporate Governance Code.

### Aufgaben des Prüfungsausschusses

Die Aufgaben des Prüfungsausschusses wurden im Rahmen der ordentlichen Aufsichtsratssitzungen durchgeführt und betrafen im Geschäftsjahr 2008 die Freigabe der Quartalsergebnisse und des Jahresabschlusses. Der Aufsichtsrat hat mit dem Vorstand ausführlich über die Ergebnisse der Gesellschaft und die Gründe für deren Entwicklung diskutiert. Außerdem hat der Aufsichtsrat mit dem Vorstand über die Risiken für die künftige Entwicklung der Finanzlage der Gesellschaft und über die Maßnahmen zur Eingrenzung dieser Risiken diskutiert. Basierend auf diesen Gesprächen, ist der Aufsichtsrat davon überzeugt, dass der Vorstand die Risiken angemessen gewichtet und sinnvolle Maßnahmen zur Kontrolle und zum Umgang mit diesen Risiken ergriffen hat.

### Aufgaben des Vergütungsausschusses

Die Vergütungsstruktur für den Vorstand der Navigator Equity Solutions SE enthält drei wesentliche Elemente:

- ein Grundgehalt
- einen variablen Bonus
- Aktien und Aktienoptionen

Die variablen Bestandteile der Vorstandsvergütung sind eng an das Erreichen angemessener Erfolgsziele geknüpft. Ein Überblick über die Vorstandsvergütung ist im Anhang zum Jahresabschluss in Note 43 zu finden.

Gemäß der Vergütungsrichtlinien der Gesellschaft wird der Aufsichtsrat die Vergütungsstruktur für den Vorstand regelmäßig überprüfen, um sicherzustellen, dass sie sowohl hinsichtlich der Zusammensetzung als auch in der Höhe den Vergütungsgrundsätzen entspricht.

Dementsprechend wurden die Aufgaben des Vergütungsausschusses vom gesamten Aufsichtsrat im Rahmen der ordentlichen Aufsichtsratssitzungen wahrgenommen.

Die Vergütungsrichtlinien der Gesellschaft sollen es ermöglichen, geeignete Personen, sowohl hinsichtlich der erforderlichen Qualifikationen als auch des entsprechenden beruflichen Hintergrunds für die Vorstandsaufgaben zu gewinnen. Darüber hinaus sind sie auch anspruchsvoll genug um die Konzentration des Vorstands auf den nachhaltigen Erfolg und die langfristige Wertsteigerung der Gesellschaft zu richten, den Vorstand entsprechend zu motivieren und im Erfolgsfall auch an das Unternehmen zu binden.

### Selection and appointment committee tasks

Especially in the second half of the year, the Supervisory Board was concerned itself with the tasks of a selection and appointment committee in the course of the planned expansion of the company's Management Board. In particular, the Supervisory Board entered into negotiations with potential new members of the Management Board and also negotiated the relevant contracts. In effect, the company's Management Board was expanded to four members, adding significantly to its resources, expertise and scope in the market. The new Board Members were officially appointed by the Annual General Meeting of Shareholders on November 13, 2008. In particular, the Supervisory Board welcomes Dr. Michael Hasenstab, Mr. Robert Käß and Mr. Roland Rempelberg as new members to the Management Board.

The consolidated statements of Navigator Equity Solutions SE were drawn up according to the International Financial Reporting Standards (IFRS) as issued by the IASB. The financial data has been audited by the independent auditors KPMG Accountants N.V.

We have approved the financial statements of Navigator Equity Solutions SE prepared by the Board of Directors and we also agree with the Management Report.

The composition of the subscribed capital as well as the provisions concerning the appointment and removal of members of the executive board, or amendments to the articles of association are in compliance with the statutory requirements and are self explanatory.

The Supervisory Board would like to thank the Board of Directors for its commitment, hard work and for the consistently trustworthy and fruitful dialogue.

Maastricht, 11 May 2009

On behalf of the Supervisory Board:

E. Hoffmann  
(Chairman)

### Aufgaben eines Personal- und Nominierungsausschusses

Speziell in der zweiten Hälfte des Geschäftsjahres 2008 war der Aufsichtsrat im Rahmen der geplanten Erweiterung des Vorstands der Gesellschaft mit den Aufgaben eines Personal- und Nominierungsausschusses befasst. Insbesondere führte der Aufsichtsrat Verhandlungen mit den potenziellen neuen Vorstandsmitgliedern und handelte die entsprechenden Verträge aus. Im Ergebnis wurde der Vorstand der Gesellschaft auf vier Mitglieder erweitert, wodurch die personellen Ressourcen, Expertise und Handlungsspielräume gestärkt wurden. Die neuen Vorstandsmitglieder wurden offiziell von der Hauptversammlung am 13. November 2008 gewählt. Im Einzelnen begrüßt der Aufsichtsrat die Herren Dr. Michael Hasenstab, Robert Käß und Roland Rempelberg als neue Mitglieder des Vorstands.

Der Jahresabschluss der Navigator Equity Solutions SE wurde entsprechend den „International Financial Reporting Standards“ (IFRS) erstellt. Der Jahresabschluss wurde von den unabhängigen Wirtschaftsprüfern der Gesellschaft KPMG Accountants N.V. geprüft.

Der Aufsichtsrat bestätigt den vom Vorstand vorgestellten Jahresabschluss und stimmt dem Lagebericht und dem Konzernabschluss der Gesellschaft zu.

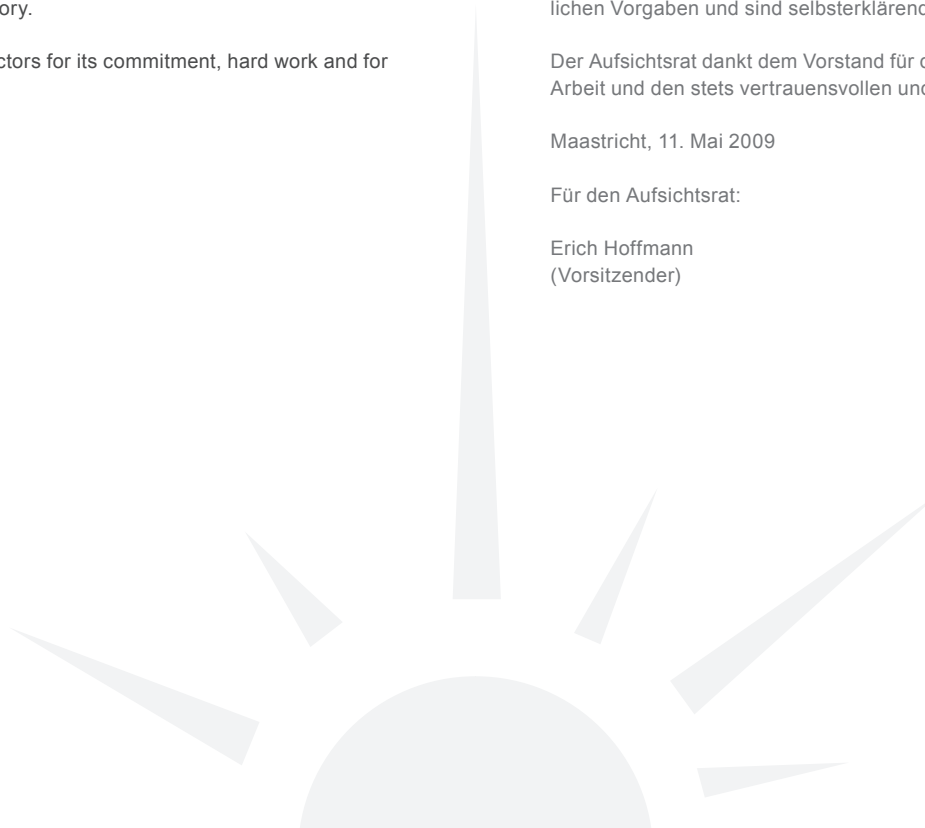
Die Zusammensetzung des gezeichneten Kapitals sowie die Regelungen über die Ernennung und Abberufung der Mitglieder des Vorstands und über die Änderung der Satzung entsprechen den gesetzlichen Vorgaben und sind selbsterklärend.

Der Aufsichtsrat dankt dem Vorstand für das Engagement, die im abgelaufenen Geschäftsjahr geleistete Arbeit und den stets vertrauensvollen und fruchtbaren Informationsaustausch.

Maastricht, 11. Mai 2009

Für den Aufsichtsrat:

Erich Hoffmann  
(Vorsitzender)



**Financial Information**

**Konzernabschluss &  
Konzernanhang**



## Financial Information

### Consolidated Balance Sheet at 31 December 2008

| €k                                                         | Notes | 2008          | 2007          |
|------------------------------------------------------------|-------|---------------|---------------|
| <b>Assets</b>                                              |       |               |               |
| <b>Non current assets</b>                                  |       |               |               |
| Tangible fixed assets                                      | 14    | 259           | 240           |
| Intangible assets                                          | 15    | 8,257         | 5,107         |
|                                                            |       | 8,516         | 5,347         |
| <b>Current assets</b>                                      |       |               |               |
| Inventories                                                | 16    | 360           | 291           |
| Financial assets                                           | 18    | 4,808         | 12,133        |
| Trade and other receivables                                | 17    | 2,652         | 3,846         |
| Current tax asset                                          |       | 102           | 255           |
| Cash and cash equivalents                                  | 19    | 17,394        | 13,343        |
|                                                            |       | 25,316        | 29,868        |
| <b>Total assets</b>                                        |       | <b>33,832</b> | <b>35,215</b> |
| <b>Equity and liabilities</b>                              |       |               |               |
| <b>Capital and reserves</b>                                |       |               |               |
| Share capital                                              | 20    | 13,551        | 12,440        |
| Share premium                                              | 20    | 14,954        | 14,065        |
| Treasury shares                                            | 20    | (616)         | -             |
| Retained earnings                                          | 20    | 1,616         | 2,008         |
| Undistributed result                                       | 20    | (5,312)       | (377)         |
| Total equity attributable to equity holders of the company |       | 24,193        | 28,136        |
| Minority interest                                          | 20    | 1,610         | 953           |
| <b>Total equity</b>                                        |       | <b>25,803</b> | <b>29,089</b> |
| <b>Non-current liabilities</b>                             |       | <b>523</b>    | <b>-</b>      |
| Provisions                                                 | 22    | 381           | -             |
| Deferred tax liabilities                                   | 23    | 142           | -             |
| <b>Current liabilities</b>                                 |       |               |               |
| Current tax liability                                      |       | 153           | 136           |
| Trade payables and other liabilities                       | 24    | 7,353         | 5,990         |
|                                                            |       | 7,506         | 6,126         |
| <b>Total equity and liabilities</b>                        |       | <b>33,832</b> | <b>35,215</b> |

The accompanying notes to these balance sheets form an integral part of these financial statements.

**Consolidated Income Statement for the year ended 31 December 2008**

| €k                                            | Notes | 2008            | 2007           |
|-----------------------------------------------|-------|-----------------|----------------|
| <b>Sales</b>                                  |       |                 |                |
| Revenues                                      | 8     | 21,885          | 12,186         |
| Investment revenues                           | 9     | (4,593)         | 149            |
| <b>Total revenues</b>                         |       | <b>17,292</b>   | <b>12,335</b>  |
| Cost of sales                                 |       | 11,072          | 4,906          |
| <b>Gross income</b>                           |       | <b>6,220</b>    | <b>7,429</b>   |
| Personnel expenses                            | 10    | 6,826           | 4,993          |
| Depreciation and amortisation expenses        |       | 126             | 137            |
| Impairment loss                               | 18    | 350             | 0              |
| Other expenses                                | 11    | 3,346           | 2,909          |
| <b>Total expenses</b>                         |       | <b>(10,648)</b> | <b>(8,039)</b> |
| <b>Operating income</b>                       |       | <b>(4,428)</b>  | <b>(610)</b>   |
| <b>Net finance result</b>                     | 12    | <b>(27)</b>     | <b>(7)</b>     |
| <b>Income before income tax</b>               | 13    | <b>(4,455)</b>  | <b>(617)</b>   |
| Income tax                                    | 13    | (456)           | 236            |
| <b>Income for the period</b>                  |       | <b>(4,911)</b>  | <b>(381)</b>   |
| <b>Attributable to:</b>                       |       |                 |                |
| Equity holders of the company                 | 20    | (5,312)         | (377)          |
| Minority interest                             | 20    | 401             | (4)            |
| <b>Income for the period</b>                  |       | <b>(4,911)</b>  | <b>(381)</b>   |
| <b>Earnings per ordinary share (in euros)</b> | 21    |                 |                |
| Basic                                         |       | (0.04)          | (0.003)        |
| Diluted                                       |       | (0.04)          | (0.003)        |

The accompanying notes to this income statement form an integral part of these financial statements.

**Consolidated Statement of Changes in Equity for the year ended 31 December 2007**

| €k                                                         | Equity holder of<br>Navigator Equity Solutions SE | Minority<br>interest | Total<br>equity |
|------------------------------------------------------------|---------------------------------------------------|----------------------|-----------------|
| <b>Balance at 1 January 2007</b>                           | <b>28,766</b>                                     | <b>-</b>             | <b>28,766</b>   |
| Profit for the period                                      | (377)                                             | (4)                  | (381)           |
| <b>Total income and expenses for the period</b>            | <b>(377)</b>                                      | <b>(4)</b>           | <b>(381)</b>    |
| Acquisition of minority interest in a business combination | -                                                 | 365                  | 365             |
| Dilution of participations                                 | -                                                 | 592                  | 592             |
| Dividends paid                                             | (253)                                             | -                    | (253)           |
| <b>Balance at 31 December 2007</b>                         | <b>28,136</b>                                     | <b>953</b>           | <b>29,089</b>   |

**Consolidated Statement of Changes in Equity for the year ended 31 December 2008**

| €k                                                         | Equity holder of<br>Navigator Equity Solutions SE | Minority<br>interest | Total<br>equity |
|------------------------------------------------------------|---------------------------------------------------|----------------------|-----------------|
| <b>Balance at 1 January 2008</b>                           | <b>28,136</b>                                     | <b>953</b>           | <b>29,089</b>   |
| Profit for the period                                      | (5,312)                                           | 401                  | (4,911)         |
| <b>Total income and expenses for the period</b>            | <b>(5,312)</b>                                    | <b>401</b>           | <b>(4,911)</b>  |
| Issue share capital                                        | 2,000                                             | -                    | 2,000           |
| Repurchase own shares                                      | (616)                                             | -                    | (616)           |
| Acquisition of minority interest in a business combination | -                                                 | 418                  | 418             |
| Dilution of minority interest                              | (15)                                              | (162)                | (177)           |
| <b>Balance at 31 December 2008</b>                         | <b>24,193</b>                                     | <b>1,610</b>         | <b>25,803</b>   |

**Consolidated Cash Flow Statement for the year ended 31 December 2008**

| €k                                                           | 31 December 2008 | 31 December 2007 |
|--------------------------------------------------------------|------------------|------------------|
| <b>Income for the period</b>                                 | <b>(4,911)</b>   | <b>(381)</b>     |
| Adjustments for:                                             |                  |                  |
| Depreciation of tangible fixed assets                        | 113              | 137              |
| Amortisation of Intangible assets                            | 13               | -                |
| Impairment losses                                            | 350              | -                |
| Income tax expense                                           | 456              | (236)            |
| Change of financial assets                                   | 7,998            | -                |
| Change in other current assets and trade receivables         | 1,861            | 8,703            |
| Change in current liabilities and provisions                 | (1,350)          | 1,296            |
| Change in deferred tax liabilities                           | 153              | -                |
| Interest paid                                                | 68               | -                |
| Income tax paid                                              | (148)            | (356)            |
| <b>Net cash provided in operating activities</b>             | <b>4,603</b>     | <b>9,163</b>     |
| <b>Cash flow from investing activities</b>                   |                  |                  |
| Purchase of property, plant and equipment, net               | (100)            | (221)            |
| Acquisition of subsidiary net of cash acquired               | (1,308)          | (8)              |
| Acquisition of other investments                             | (350)            | -                |
| <b>Net cash used in investing activities</b>                 | <b>(1,758)</b>   | <b>(229)</b>     |
| <b>Cash flow from financing activities</b>                   |                  |                  |
| Repurchase shares                                            | (794)            | -                |
| Proceeds from issuance of share capital                      | 2,000            | -                |
| Dividend payment                                             | -                | (253)            |
| Increase of third parties interest                           | -                | (953)            |
| <b>Net cash (used in) / provided by financing activities</b> | <b>1,206</b>     | <b>(1,206)</b>   |
| <b>Net increase/(decrease) in cash and cash equivalents</b>  | <b>4,051</b>     | <b>7,728</b>     |
| <b>Cash and cash equivalents at beginning of year</b>        | <b>13,343</b>    | <b>5,615</b>     |
| <b>Cash and cash equivalents at end of year</b>              | <b>17,394</b>    | <b>13,343</b>    |

## Notes to the consolidated financial statements for the year ended 31 December 2008

### 1. Reporting entity

Navigator Equity Solutions SE (the 'Company') is a company domiciled in The Netherlands. The address of the Company's registered office is Europalaan 24, 6199 AB Maastricht. The consolidated financial statements of the Company as at and for the year ended 31 December 2008 comprise the Company and its subsidiaries (together referred to as the 'Group' and individually as 'Group entities') and the Group's interest in associates and jointly controlled entities. The Group is a financial services company focusing on small and medium sized companies in Europe with business activities in two areas: direct investments and capital market related services (see note 6).

The Company was founded on October 5, 2004 as a result of a hiving off of assets of Catalis SE.

### 2. Basis of preparation

#### (a) Statement of compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the EU.

The consolidated financial statements were determined for issuance by the Board of Directors on 11 May 2009.

#### (b) Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for the following:

financial instruments at fair value through profit or loss are measured at fair value;

available-for-sale financial assets are measured at fair value;

The methods used to measure fair values are discussed further in note 4.

#### (c) Functional and presentation currency

These consolidated financial statements are presented in euro, which is the Company's functional currency. All financial information presented in euro has been rounded to the nearest thousand.

#### (d) Use of estimates and judgements

The preparation of financial statements in conformity with IFRSs requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

The most critical accounting policies involving a higher degree of judgement and complexity in applying principles of valuation are described below. Changes in the assumptions and estimates as described could result in significantly different results than those recorded in the financial statements.

- **Business combinations (note 7):** In business combinations, identifiable assets and liabilities, and contingent liabilities are recognized at their fair values at the acquisition date. Determining the fair value requires significant judgements on future cash flows to be generated.

The fair value of brands, patents and customer lists acquired in a business combination is estimated on generally accepted valuation methods. These include the relief-from-royalty method, the incremental cash flow method and the multi-period excess earnings method.

The fair value of property, plant and equipment acquired in a business combination is based on estimated market values.

The fair value of inventories acquired in a business combination is determined based on its estimated selling price in the ordinary course of business less the estimated costs of completion and sale and a reasonable profit margin, based on the effort required to complete and sell the inventories.

- **Impairment of intangible assets (note 15 and 32):** We assess whether the carrying values of intangible assets are recoverable. In this assessment, we make significant judgements and estimates to determine if the future cash flows expected to be generated by those assets are less than their carrying value. The data necessary for the impairment tests are based on our strategic plans and our estimates of future cash flows, which require estimating revenue growth rates and profit margins. The estimated cash flows are discounted using a net present value technique with business-specific discount rates.
- **Accounting for income tax (note 13):** As part of the process of preparing consolidated financial statements, we estimate income tax in each of the jurisdictions in which we operate. This process involves estimating actual current tax expense and temporary differences between carrying amounts of assets and liabilities for tax and financial reporting purposes. Temporary differences result in deferred tax assets and liabilities, which are included in the consolidated balance sheet. We assess the likelihood that deferred tax assets will be recovered from future taxable income.
- **Provisions (note 22):** By their nature, provisions for contingent liabilities are dependent upon estimates and assessments whether the criteria for recognition have been met, including estimates of the probability of cash outflows. Provisions for litigation are based on an estimate of the costs, taking into account legal advice and information currently available.

### 3. Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements, and have been applied consistently by Group entities.

#### (a) Basis of consolidation

##### *(I) Subsidiaries*

Subsidiaries are entities controlled by the Group. Control exists when the Group has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that currently are exercisable are taken into account. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. The accounting policies of subsidiaries have been changed when necessary to align them with the policies adopted by the Group.

##### *(II) Transactions eliminated on consolidation*

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements. Unrealised gains arising from transactions with associates and jointly controlled entities are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

#### (b) Foreign currency

##### *(I) Foreign currency transactions*

Transactions in foreign currencies are translated into the respective functional currencies of Group entities at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated into the functional currency at the exchange rate at that date. The foreign currency gain or loss on monetary items is the difference between amortised cost in the functional currency at the beginning of the period, adjusted for effective interest and payments during the period, and the amortised cost in foreign currency translated at the exchange rate at the end of the period. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated into the functional currency at the exchange rate at the date that the fair value was determined. Foreign currency differences arising on retranslation are recognised in profit or loss, except for differences arising on the retranslation of available-for-sale equity instruments, a financial liability designated as a hedge of the net investment in a foreign operation, or qualifying cash flow hedges, which are recognised directly in equity.

#### (c) Financial instruments

##### *(I) Non-derivative financial instruments*

Non-derivative financial instruments comprise investments in equity and debt securities, trade and other receivables, including service concession receivables, cash and cash equivalents, loans and borrowings, and trade and other payables.

Non-derivative financial instruments are recognised initially at fair value plus, for instruments not at fair value through profit or loss, any directly attributable transaction costs. Subsequent to initial recognition non-derivative financial instruments are measured as described below.

Cash and cash equivalents comprise cash balances and call deposits.

Accounting for investment revenues is discussed in note 3(n)(III).

##### *Held-to-maturity investments*

If the Group has the positive intent and ability to hold debt securities to maturity, then they are classified as held-to-maturity. Held-to-maturity investments are measured at amortised cost using the effective interest method, less any impairment losses.

##### *Available-for-sale financial assets*

If the Group classifies some of its investments in equity securities and certain debt securities as available-for-sale financial assets, they are, subsequent to initial recognition, measured at fair value and changes therein, other than impairment losses (see note 3(j)(I)), and foreign exchange currency differences on available-for-sale monetary items (see note 3(b)(I)), recognised directly in equity. When an investment is derecognised, the cumulative gain or loss in equity is transferred to profit or loss.

##### *Financial assets at fair value through profit or loss*

An instrument is classified at fair value through profit or loss if it is held for trading or is designated as such upon initial recognition. Financial instruments are designated at fair value through profit or loss if the Group manages such investments and makes purchase and sale decisions based on their fair value in accordance with the Group's documented risk management or investment strategy. Upon initial recognition attributable transaction costs are recognised in profit or loss when incurred. Financial instruments at fair value through profit or loss are measured at fair value, and changes therein are recognised in profit or loss.

##### *Other*

Other non-derivative financial instruments are measured at amortised cost using the effective interest method, less any impairment losses.

#### (d) Property, plant and equipment

##### *(I) Recognition and measurement*

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset.

Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment. Borrowing costs related to the acquisition, construction of qualifying assets are recognised in profit or loss as incurred.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment and are recognised net within 'other income' in profit or loss. When revalued assets are sold, the amounts included in the revaluation surplus reserve are transferred to retained earnings.

### **(II) Subsequent costs**

The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

### **(III) Depreciation**

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment. Leased assets are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Group will obtain ownership by the end of the lease term. Land is not depreciated.

*The estimated useful lives for the current and comparative periods are as follows:*

Machinery and equipment: 2-10 years.

Furniture and vehicles: 2-20 years.

Depreciation methods, useful lives and residual values are reviewed at each reporting date.

### **(e) Intangible assets**

#### **(I) Goodwill**

Goodwill (negative goodwill) arises on the acquisition of subsidiaries, associates and joint ventures.

Goodwill represents the excess of the cost of the acquisition over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the acquiree. When the excess is negative (negative goodwill), it is recognised immediately in profit or loss.

#### *Acquisitions of minority interests*

Goodwill arising on the acquisition of a minority interest in a subsidiary represents the excess of the cost of the additional investment over the carrying amount of the net assets acquired at the date of exchange.

#### *Subsequent measurement*

Goodwill is measured at cost less accumulated impairment losses. In respect of equity accounted investees, the carrying amount of goodwill is included in the carrying amount of the investment.

### **(II) Research and development**

Expenditure on research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, is recognised in the income statement as an expense as incurred.

Expenditure on development activities, whereby research findings are applied to a plan or design for the production of new or substantially improved products and processes, is capitalised if development costs can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the Group intends to and has sufficient resources to complete development and to use or sell the asset. The expenditure capitalised includes the cost of material, direct labour and directly attributable overheads. Other development expenditure is recognised in the income statement as an expense as incurred. Capitalised development expenditure is stated at cost less accumulated amortisation and impairment losses.

None of the Group entities had any research and development expenditures in 2008.

### **(III) Other intangible assets**

Other intangible assets that are acquired by the Group, which have finite useful lives, are measured at cost less accumulated amortisation and accumulated impairment losses.

### **(IV) Subsequent expenditure**

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in profit or loss as incurred.

### **(V) Amortisation**

Amortisation is recognised in profit or loss on a straight-line basis over the estimated useful lives of intangible assets, other than goodwill, from the date that they are available for use. In respect of the client list, the estimated useful lives for the current and comparative periods are 4 years.

### **(f) Leased assets**

The Group holds no leases classified as finance leases, i.e. it holds no leases in terms of which the Group assumes substantially all the risks and rewards of ownership.

Other leases are operating leases and the leased assets are not recognised on the Group's balance sheet.

### **(g) Inventories**

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is based on the first-in first-out principle, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition. In the case of manufactured inventories and work in progress, cost includes an appropriate share of production overheads based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

**(h) Construction work in progress**

Construction work in progress represents the gross unbilled amount expected to be collected from customers for contract work performed to date. It is measured at cost plus profit recognised to date (see note 3(n)/(IV)) less progress billings and recognised losses. Cost includes all expenditure related directly to specific projects and an allocation of fixed and variable overheads incurred in the Group's contract activities based on normal operating capacity.

Construction work in progress is presented as part of trade and other receivables in the balance sheet. If payments received from customers exceed the income recognised, then the difference is presented as deferred income in the balance sheet.

**(i) Trade and other receivables**

Trade and other receivables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method less impairment losses (see 3(j)/(I)).

**(j) Impairment****(I) Financial assets**

A financial asset is assessed at each reporting date to determine whether there is any objective evidence that it is impaired. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount, and the present value of the estimated future cash flows discounted at the original effective interest rate. An impairment loss in respect of an available-for-sale financial asset is calculated by reference to its fair value.

Individually significant financial assets are tested for impairment on an individual basis. The remaining financial assets are assessed collectively in groups that share similar credit risk characteristics.

All impairment losses are recognised in profit or loss. Any cumulative loss in respect of an available-for-sale financial asset recognised previously in equity is transferred to profit or loss.

An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognised. For financial assets measured at amortised cost and available-for-sale financial assets that are debt securities, the reversal is recognised in profit or loss. For available-for-sale financial assets that are equity securities, the reversal is recognised directly in equity.

**(II) Non-financial assets**

The carrying amounts of the Group's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill and intangible assets that have indefinite lives or that are not yet available for use, the recoverable amount is estimated each year at the same time.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit"). The goodwill acquired in a business combination, for the purpose of impairment testing, is allocated to cash-generating units that are expected to benefit from the synergies of the combination.

An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit (group of units) on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

**(k) Cash and cash equivalents**

Cash and cash equivalents comprise cash balances and call deposits. A call deposit is an investment account offered through banks which allows investors instant access to their accounts. Bank overdrafts that are repayable on demand and form an integral part of Navigator's cash management are included as a component of cash and cash equivalents for the purpose of the statement of cash flows.

**(l) Provisions**

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

**(I) Warranties**

A provision for warranties is recognised when the underlying products or services are sold. The provision is based on historical warranty data and a weighting of all possible outcomes against their associated probabilities.

### **(II) Onerous contracts**

A provision for onerous contracts is recognised when the expected benefits to be derived by the Group from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Group recognises any impairment loss on the assets associated with that contract.

### **(m) Trade and other payables**

Trade and other payables are stated at amortised cost using the effective interest method.

### **(n) Revenue**

#### **(I) Goods sold**

Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns, trade discounts and volume rebates. Revenue is recognised when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods, and the amount of revenue can be measured reliably.

#### **(II) Services**

Revenue from services rendered is recognised in profit or loss in proportion to the stage of completion of the transaction at the reporting date. The stage of completion is assessed by reference to surveys of work performed.

#### **(III) Investment revenues**

Investment revenues comprise interest income on funds invested, dividend income, income from banking activities, results on the disposal of investments in subsidiaries, share of profits in associates, and changes in the fair value of financial assets at fair value through profit or loss. Interest income is recognised as it accrues in profit or loss, using the effective interest method. Dividend income is recognised in profit or loss on the date that the Group's right to receive payment is established, which in the case of quoted securities is the ex-dividend date.

#### **(IV) Construction contracts**

Contract revenue includes the initial amount agreed in the contract plus any variations in contract work, claims and incentive payments to the extent that it is probable that they will result in revenue and can be measured reliably. As soon as the outcome of a construction contract can be estimated reliably, contract revenue and expenses are recognised in profit or loss in proportion to the stage of completion of the contract.

The stage of completion is assessed by reference to surveys of work performed. When the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised only to the extent of contract costs incurred that are likely to be recoverable. An expected loss on a contract is recognised immediately in profit or loss.

### **(V) Commissions**

When the Group acts in the capacity of an agent rather than as the principal in a transaction, the revenue recognised is the net amount of commission made by the Group.

### **(o) Finance income and costs**

Finance income comprises foreign currency gains. Foreign currency gains and losses are reported on a net basis.

Finance costs comprise interest expense on borrowings. All borrowing costs are recognised in profit or loss using the effective interest method.

### **(p) Lease payments**

Payments made under operating leases are recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives received are recognised as an integral part of the total lease expense, over the term of the lease.

The Group holds no leases classified as finance leases.

### **(q) Income tax**

Income tax expense comprises current and deferred tax. Income tax expense is recognised in profit or loss except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for non-tax deductible goodwill.

In addition, deferred tax is not recognised for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Additional income taxes that arise from the distribution of dividends are recognised at the same time that the liability to pay the related dividend is recognised.

#### (r) Earnings per share

The Group presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares, which comprise convertible notes and share options when granted to employees.

#### (s) Segment reporting

A segment is a distinguishable component of the Group that is engaged either in providing related products or services (business segment), or in providing products or services within a particular economic environment (geographical segment), which is subject to risks and returns that are different from those of other segments. Segment information is presented in respect of the Group's business and geographical segments. The Group's primary format for segment reporting is based on business segments. The business segments are determined based on the Group's management and internal reporting structure. Inter-segment pricing is determined on an arm's length basis.

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly investments (other than investment property) and related revenue, loans and borrowings and related expenses, corporate assets (primarily the Company's headquarters) and head office expenses, and income tax assets and liabilities. Segment capital expenditure is the total cost incurred during the period to acquire property, plant and equipment, and intangible assets other than goodwill.

#### (t) Cash flow statement

The consolidated cash flow statement is drawn up on the basis of the indirect method. Cash flows in foreign currencies are translated into euro at the date of the transaction.

#### (u) New standards and interpretations not yet adopted

The following standards, amendments and interpretations to existing standards have been adopted by the IASB and have been endorsed by the EU, but are not yet effective and have not been early adopted by the Group:

- IFRS 8 Operating Segments introduces the "management approach" to segment reporting. IFRS 8, which becomes mandatory for the Group's 2009 consolidated financial statements, will require a change in the presentation and the disclosure of segment information based on the internal reports regularly reviewed by the Group's Chief Operating Decision Maker in order to assess each segment's performance and to allocate resources to them. Currently the Group presents segment information in respect of its business and geographical segments (see note 6).

- Revised IAS 23 Borrowing Costs removes the option to expense borrowing costs and requires that an entity capitalise borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset as part of the cost of that asset. The revised IAS 23 will become mandatory for the Group's 2009 consolidated financial statements.
- IFRIC 13 Customer Loyalty Programmes addresses the accounting by entities that operate, or otherwise participate in, customer loyalty programmes for their customers. It relates to customer loyalty programmes under which the customer can redeem credits for awards such as free or discounted goods or services. IFRIC 13, which becomes mandatory for the Group's 2009 consolidated financial statements, is not expected to have any impact on the consolidated financial statements.
- Revised IAS 1 Presentation of Financial Statements (effective from January 1, 2009) introduces the term total comprehensive income, which represents changes in equity during a period other than those changes resulting from transactions with owners in their capacity as owners. Total comprehensive income may be presented in either a single statement of comprehensive income (effectively combining both the income statement and all non-owner changes in equity in a single statement), or in an income statement and a separate statement of comprehensive income. The Group has not yet determined the potential effect of the amendments.
- Amendments to IAS 32 Financial Instruments: Presentation and IAS 1 Presentation of Financial Statements – Puttable Financial Instruments and Obligations Arising on Liquidation requires puttable instruments, and instruments that impose on the entity an obligation to deliver to another party a pro rata share of the net assets of the entity only on liquidation, to be classified as equity if certain conditions are met. These amendments, which will become mandatory for the Group's 2009 consolidated financial statements, with retrospective application required, are not expected to have any impact on the consolidated financial statements.
- Revised IFRS 3 Business Combinations (effective from 1 July 2009) establishes a fair value measurement principle for recognising and measuring all assets acquired and liabilities assumed, including contingent consideration, in a business combination. Revised IFRS 3 introduces the term non-controlling interest (formerly minority interest) and permits an acquirer to recognise non-controlling interest at either the proportionate interest in the fair value of the identifiable assets and liabilities of the acquiree, or fair value. The revised standard also modifies the definition of a business combination to focus on control and modifies the definition of a business to clarify that it can include a set of activities and assets not currently being operated as a business, but is capable of operating as a business. Revised IFRS 3 Business Combinations incorporates the following changes that are likely to be relevant to the Group's operations:
  - The definition of a business has been broadened, which is likely to result in more acquisitions being treated as business combinations.
  - Contingent consideration will be measured at fair value, with subsequent changes therein recognised in profit or loss.
  - Transaction costs, other than share and debt issue costs, will be expensed as incurred.
  - Any pre-existing interest in the acquiree will be measured at fair value with the gain or loss recognised in profit or loss.
  - Any non-controlling (minority) interest will be measured at either fair value, or at its proportionate interest in the identifiable assets and liabilities of the acquiree, on a transaction-by-transaction basis.

- Amended IAS 27 Consolidated and Separate Financial Statements (effective from 1 July 2009) requires accounting for changes in ownership interests by the Group in a subsidiary, while maintaining control, to be recognised as an equity transaction with equity holders in their capacity as equity holders. When the Group loses control of a subsidiary, the amendments require a parent to derecognise the assets, liabilities and non-controlling interest in the subsidiary and a corresponding gain or loss, if any, and then recognise any non-controlling interest retained in the former subsidiary measured at fair value with the gain or loss recognised in profit or loss. The amendments to IAS 27, which become mandatory for the Group's 2010 consolidated financial statements, are not expected to have a significant impact on the consolidated financial statements.
- Amendment to IFRS 2 Share-based Payment – Vesting Conditions and Cancellations clarifies the definition of vesting conditions, introduces the concept of non-vesting conditions, requires non-vesting conditions to be reflected in grant-date fair value and provides the accounting treatment for non-vesting conditions and cancellations. The amendments to IFRS 2 will become mandatory for the Group's 2009 consolidated financial statements, with retrospective application. The amendment is not expected to have any impact on the consolidated financial statements.
- Amendment to IAS 28 Investments in associates (and consequential amendments to IAS 32 Financial Instruments: Presentation and IFRS 7 Financial instruments: Disclosures (effective from 1 January 2009). An investment in an associate is treated as a single asset for the purposes of impairment testing. Any impairment loss is not allocated to specific assets included within the investment, for example goodwill. Reversals of impairment are recorded as an adjustment to the investment balance to the extent that the recoverable amount of the associate increases. The Group will apply the amendment to IAS 28 to impairment tests related to investments in subsidiaries and any related impairment losses from 1 January 2009.
- Amendment to IAS 19 Employee benefits (effective from 1 January 2009) clarifies how to record a change in benefit promises, administration costs, the distinction between short and long term employee benefits and contingent liabilities. The Group will apply the amendment to IAS 19 from 1 January 2009 if applicable.
- Amendment to IAS 20 Accounting for government grants and disclosure of government assistance (effective from 1 January 2009). The benefit of a below market rate government loan is measured as the difference between the carrying amount in accordance with IAS 29 Financial instruments: Recognition and measurement and the proceeds received with the benefit accounted for in accordance with IAS 20.
- Amendment to IFRS 5 Non-current assets held-for-sale and discontinued operations (effective from 1 July 2009). The amendment clarifies that all of a subsidiary's assets and liabilities are classified as held for sale if a partial disposal sale plan results in loss of control. Relevant disclosure should be made for this subsidiary if the definition of a discontinued operation is met. The Group will apply the amendment to IFRS 5 prospectively to all partial disposals of subsidiaries from 1 January 2010.

Next to the changes mentioned above, there are other amendments to existing standards that are not effective yet, but are not expected to have a (material) impact on the consolidated financial statements.

#### 4. Determination of fair values

A number of the Group's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

##### (a) Property, plant and equipment

The fair value of property, plant and equipment recognised as a result of a business combination is based on market values. The market value of property is the estimated amount for which a property could be exchanged on the date of valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion. The market value of items of plant, equipment, fixtures and fittings is based on the appraisal of an external assessor.

##### (b) Intangible assets

The fair value of patents and trademarks acquired in a business combination is based on the discounted estimated royalty payments that have been avoided as a result of the patent or trademark being owned.

The fair value of customer relationships acquired in a business combination is determined using the multi-period excess earnings method, whereby the subject asset is valued after deducting a fair return on all other assets that are part of creating the related cash flows.

The fair value of other intangible assets is based on the discounted cash flows expected to be derived from the use and eventual sale of the assets.

##### (c) Inventories

The fair value of inventories acquired in a business combination is determined based on the estimated selling price in the ordinary course of business less the estimated costs of completion and sale, and a reasonable profit margin based on the effort required to complete and sell the inventories.

##### (d) Investments in equity and debt securities

The fair value of financial assets at fair value through profit or loss, held-to-maturity investments and available-for-sale financial assets is determined by reference to their quoted closing bid price at the reporting date. The fair value of held-to-maturity investments is determined for disclosure purposes only.

##### (e) Trade and other receivables

The fair value of trade and other receivables, excluding construction work in progress, is estimated as the present value of future cash flows, discounted at the market rate of interest at the reporting date.

#### (f) Non-derivative financial liabilities

Fair value, which is determined for disclosure purposes, is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date.

### 5. Financial risk management

#### (a) Overview

The Group has exposure to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk.

According to the Group's internal procedures these risks are monitored frequently.

It is at management's discretion to decide at what extent these risks are hedged.

#### (b) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and investment securities.

##### (I) Trade and other receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the Group's customer base, including the default risk of the industry and country in which customers operate, has less of an influence on credit risk.

The Group has adopted a policy of only dealing with creditworthy counterparties. Trade receivables consist of a large number of customers. Ongoing credit evaluation is performed. The group does not have any significant credit risk exposure to any single counter party or any group of counter parties having similar characteristics.

#### (c) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group has sufficient liquidity to settle potential liquidity shortages at its operating units. The Group's cash and cash equivalents position at balance sheet date was EUR 17,394k. Within the regular reporting of its operating units, the Group is constantly overseeing and controlling whether the operating units are able to meet their obligations.

#### (d) Market risk

##### (I) Currency risk

Investments of the Group are mainly made in the euro (EUR). Sales, purchases and borrowings are also mainly made in the euro (EUR), all other currencies are less important. The Company's regional focus lies on European countries but it also conducts business with countries outside the Euro currency area. Therefore it cannot be excluded that future investments and transactions will be made in foreign currencies involving a currency risk.

Currency fluctuations between foreign currency and the Euro currency could lead to exchange rate losses. An ongoing unfavourable development of the exchange rate could adversely affect the asset, financial and earnings situation of the company even if hedging transactions were conducted. At balance sheet date no hedge contracts were outstanding.

##### (II) Interest rate risk

The Group is exposed to interest rate risk on a limited basis. No borrowings are outstanding, the financial assets are outstanding at fixed interest rates. Net profit and equity reserves would not be affected as these investments are valued at amortised cost.

##### (III) Investment risk

Navigator Equity Solutions SE's investment risk can be divided in investment risks

- on the one hand relating to its *direct investment business* from acquiring majority and minority participations in quoted and unquoted companies
- and on the other hand relating to *pure financial investments* such as participations in a few listed companies (with participations generally amounting to less than 3% of the target company) as well as in several other financial assets (investment funds, bonds, etc.).

##### *Direct investment business*

When acquiring *majority participations* in other companies, Navigator Equity Solutions SE follows an active management approach, getting directly involved in the investment company's operational activities until a positive impact has been achieved.

The investment approach of the Group is based on the following principles which are oriented towards reducing investment risk:

- Investment in enterprises special situations at favourable prices and with attractive appreciation potential
- Portfolio diversification strategy/investments in various industries in order to spread risk

- Focus on selective “investment decisions” and acquisition of only a limited number of majority participations in order to accompany the selected companies in an intense manner
- Selection, reorganisation and management of the investment companies carried out by a best practice team equipped with own staff either employed or permanently associated with Navigator Equity Solutions SE.

As these investment activities are rather capital intensive they embody the risk of significant capital losses. In particular, the Group has identified management risks, reorganisation risks, risks of selling and pricing and cyclical risks as the main risks of such investment activities.

When acquiring *minority participations*, Navigator Equity Solutions SE focuses on enterprises with above average growth and profit potential as well as undervalued companies and invests in both publicly listed and privately held companies. Prior to making an investment decision, the Group is carrying out a detailed analysis of the potential participation. However, the Group has only limited influence on the investment company’s management and strategy. Even though Navigator Equity Solutions SE endeavours to minimise risks, certain risks cannot be excluded and the negative development of the participation embodies the risk of significant capital losses. In particular, the Group has identified pre-investment analysis risks, cyclical and legal risks as well as pricing risks.

In respect of further details of the Group’s risk management of majority and minority participations, we refer to pages 35 to 40 of the annual report.

#### *Pure financial investments*

Pure financial investments are investments related to capital which was raised by the Group through capital increases as well as a corporate bond, which either serve as liquidity reserves or have not been invested into the core business activities yet. In light of the adverse capital market environment prevailing in 2008, the Group has actively further de-risked its pure financial investments portfolio by reducing positions in the financial markets area and further shifting the money to pure cash and cash equivalents. Correspondingly, the financial assets position has been reduced from EUR 12,133k as at 31 December 2007 to EUR 4,808k as at 31 December 2008 and cash and cash equivalents were up from EUR 13,343k as at 31 December 2007 to EUR 17,394k as at 31 December 2008. However, the investment loss on financial assets of EUR -4,593 as at 31 December 2008 (EUR 149 as at 31 December 2007) is mainly due to negative fair value adjustments and impairments on a number of equity investments caused by the turmoil in the financial markets.

#### **(e) Capital management**

The Board’s policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board of Directors monitors the return on capital, which the Group defines as net operating income divided by total shareholders’ equity, excluding minority interests.

In 2008, the Group had announced three capital measures: In July, it had issued 11 million new shares by way of capital increase against cash. The shares were issued to long-term investors in the Group who wanted to support the new strategic positioning of the Group as an integrated financial services company. In August, the Group completed a voluntary share buyback in order to optimise the company’s capital structure. The 4.4 million shares held by the Group since the completion of the share buyback were cancelled in March 2009, resulting in a corresponding reduction of the Group’s share capital. Moreover in November 2008, the Group’s shareholders had approved the decrease of the nominal value of the Group’s shares from EUR 0.10 to EUR 0.05 with repayment of the balance to the shareholders. The transaction and respective reduction of the Group’s share capital was closed in March 2009. Both, the share buyback and the decrease of the nominal value of the Group’s shares reflect a strategic shift in the Group’s business model from pure-play investment company (requiring a strong balance sheet) to an integrated financial services company with a significant (less capital intensive) services and advisory business. The management has the opinion that the Groups current capital base of the Company is well-g geared towards supporting the current business model.

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

## **6. Segment reporting**

### **(a) Business segments**

The Group comprises the following main business segments:

- capital market related financial services
- direct investments
- holding of investments.

Capital market related financial services comprise the consolidated subsidiary The Ascendo Group N.V. (with its two operational subsidiaries Ascendo Management GmbH and ACON Actienbank AG).

Direct investments comprise mainly the consolidated subsidiaries IT Competence Group N.V. (with its two operational subsidiaries Human Internet CONSULT AG and Beam IT Consult GmbH) and Kaldron N.V. (with its operational subsidiary Lambion Energy Solutions GmbH).

Holding of investments comprises the activities of the holding company Navigator Equity Solutions SE.

### **(b) Geographical segments**

The Group’s segments operate in 3 principal geographical areas, Germany, Europe, and other regions. In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of customers. Segment assets are based on the geographical location of the assets.

## Business segments 2008

| €k                                     | Financial services | Direct investments | Holding        | Eliminations   | Consolidation  |
|----------------------------------------|--------------------|--------------------|----------------|----------------|----------------|
| External revenues                      | 732                | 21,292             | (4,328)        | (404)          | 17,292         |
| Internal revenues                      | 157                | -                  | -              | (157)          | -              |
| <b>Total revenues</b>                  | <b>889</b>         | <b>21,292</b>      | <b>(4,328)</b> | <b>(561)</b>   | <b>17,292</b>  |
| Cost of sales                          | 311                | 10,761             | -              | -              | 11,072         |
| <b>Gross income</b>                    | <b>578</b>         | <b>10,531</b>      | <b>(4,328)</b> | <b>(561)</b>   | <b>6,220</b>   |
| Employee costs                         | 338                | 6,488              | -              | -              | 6,826          |
| Depreciation and amortisation expenses | 7                  | 106                | 13             | -              | 126            |
| Impairment loss                        | -                  | -                  | 350            | -              | 350            |
| Other expenses                         | 338                | 2,541              | 624            | (157)          | 3,346          |
| <b>Total expenses</b>                  | <b>683</b>         | <b>9,135</b>       | <b>987</b>     | <b>(157)</b>   | <b>10,648</b>  |
| <b>Operating income</b>                | <b>(105)</b>       | <b>1,396</b>       | <b>(5,315)</b> | <b>(404)</b>   | <b>(4,428)</b> |
| <b>Net finance result</b>              | <b>(1)</b>         | <b>(28)</b>        | <b>2</b>       | <b>-</b>       | <b>(27)</b>    |
| <b>Income before income tax</b>        | <b>(106)</b>       | <b>1,368</b>       | <b>(5,313)</b> | <b>(404)</b>   | <b>(4,455)</b> |
| Income tax                             | (26)               | (431)              | 1              | -              | (456)          |
| <b>Net income for the period</b>       | <b>(132)</b>       | <b>937</b>         | <b>(5,312)</b> | <b>(404)</b>   | <b>(4,911)</b> |
| Attributable to:                       |                    |                    |                |                |                |
| Equity holders of the company          | (153)              | 557                | (5,312)        | (404)          | (5,312)        |
| Minority interests                     | 21                 | 380                | -              | -              | 401            |
| <b>Net income for the period</b>       | <b>(132)</b>       | <b>937</b>         | <b>(5,312)</b> | <b>(404)</b>   | <b>(4,911)</b> |
| <b>Segment assets</b>                  | <b>4,381</b>       | <b>12,077</b>      | <b>24,631</b>  | <b>(7,259)</b> | <b>33,832</b>  |
| <b>Segment liabilities</b>             | <b>3,784</b>       | <b>8,336</b>       | <b>438</b>     | <b>(4,529)</b> | <b>8,029</b>   |
| Capital expenditures                   | -                  | 85                 | -              | -              | 85             |
| Impairment losses on intangibles       | -                  | -                  | (350)          | -              | (350)          |

## Geographical segments 2008

| €k                              | Germany       | Europe         | Other regions | Eliminations | Consolidated  |
|---------------------------------|---------------|----------------|---------------|--------------|---------------|
| Revenue from external customers | 18,471        | 1,931          | 1,483         | -            | 21,885        |
| Investment revenue              | 305           | (4,837)        | (61)          | -            | (4,593)       |
| <b>Total revenue</b>            | <b>18,776</b> | <b>(2,906)</b> | <b>1,422</b>  | <b>-</b>     | <b>17,292</b> |
| Segment assets                  | 11,765        | 34,996         | -             | (12,929)     | 33,832        |
| Capital expenditures            | 85            | -              | -             | -            | 85            |

## Business segments 2007

| €k                                     | Financial services | Direct investments | Holding       | Eliminations   | Consolidation |
|----------------------------------------|--------------------|--------------------|---------------|----------------|---------------|
| External revenues                      | -                  | 12,122             | 396           | (183)          | 12,355        |
| <b>Total revenues</b>                  | <b>-</b>           | <b>12,122</b>      | <b>396</b>    | <b>(183)</b>   | <b>12,355</b> |
| Cost of sales                          | -                  | 4,906              | -             | -              | 4,906         |
| <b>Gross income</b>                    | <b>-</b>           | <b>7,216</b>       | <b>396</b>    | <b>(183)</b>   | <b>7,429</b>  |
| Employee costs                         | -                  | 4,993              | -             | -              | 4,993         |
| Depreciation and amortisation expenses | -                  | 137                | -             | -              | 137           |
| Impairment loss                        | -                  | -                  | -             | -              | -             |
| Other expenses                         | -                  | 1,808              | 1,101         | -              | 2,909         |
| <b>Total expenses</b>                  | <b>-</b>           | <b>6,938</b>       | <b>1,101</b>  | <b>-</b>       | <b>8,039</b>  |
| <b>Operating income</b>                | <b>-</b>           | <b>278</b>         | <b>(705)</b>  | <b>(183)</b>   | <b>(610)</b>  |
| <b>Net finance result</b>              | <b>-</b>           | <b>(7)</b>         | <b>-</b>      | <b>-</b>       | <b>(7)</b>    |
| <b>Income before income tax</b>        | <b>-</b>           | <b>271</b>         | <b>(705)</b>  | <b>(183)</b>   | <b>(617)</b>  |
| Income tax                             | -                  | (104)              | 340           | -              | 236           |
| <b>Net income for the period</b>       | <b>-</b>           | <b>167</b>         | <b>(365)</b>  | <b>(183)</b>   | <b>(381)</b>  |
| Attributable to:                       |                    |                    |               |                |               |
| Equity holders of the company          | -                  | 171                | 365           | (183)          | (377)         |
| Minority interests                     | -                  | (4)                | -             | -              | (4)           |
| <b>Net income for the period</b>       | <b>-</b>           | <b>167</b>         | <b>365</b>    | <b>(183)</b>   | <b>(381)</b>  |
| <b>Segment assets</b>                  | <b>-</b>           | <b>11,283</b>      | <b>28,647</b> | <b>(4,715)</b> | <b>35,215</b> |
| <b>Segment liabilities</b>             | <b>-</b>           | <b>8,123</b>       | <b>511</b>    | <b>(2,508)</b> | <b>6,126</b>  |
| Capital expenditures                   | -                  | 221                | -             | -              | 221           |
| Impairment losses on intangibles       | -                  | -                  | -             | -              | -             |

## Geographical segments 2007

| €k                              | Germany       | Europe     | Other regions | Eliminations | Consolidated  |
|---------------------------------|---------------|------------|---------------|--------------|---------------|
| Revenue from external customers | 12,106        | 30         | 50            | -            | 12,186        |
| Investment revenue              | 102           | 945        | (715)         | (183)        | 149           |
| <b>Total revenue</b>            | <b>12,208</b> | <b>975</b> | <b>(665)</b>  | <b>(183)</b> | <b>12,335</b> |
| Segment assets                  | 5,790         | 36,408     | -             | (6,983)      | 35,215        |
| Capital expenditures            | 221           | -          | -             | -            | 221           |

## 7. Acquisition of subsidiaries

### Business combinations

#### The Ascendo Group N.V.

As at July 1, 2008, the Group acquired 100% of The Ascendo Group N.V. The Ascendo Group N.V. provides financial services through its two operational subsidiaries Ascendo Management GmbH in which it holds a 100% participation, and ACON Actienbank AG in which it holds a 64.99% participation. Ascendo Management GmbH offers its clients a wide spectrum of customized capital market consultancy and management solutions. ACON Actienbank AG is a specialised bank („Wertpapierhandelsbank“) for small and mid cap capital markets transactions. Through ACON Actienbank AG, Navigator Equity Solutions SE acquired a 9.8% participation in ProPharm AG, a group of independent pharmacies offering one-stop-shop services.

Pre-acquisition carrying amounts of assets (EUR 3.5m) and liabilities (EUR 2.7m) were determined based on applicable IFRSs immediately before the acquisition. The values of assets, liabilities, and contingent liabilities recognised on acquisition are their estimated fair values, resulting in a fair value adjustment of EUR 116k (see note 4 for methods used in determining fair values).

The goodwill recognised on the acquisition is attributable mainly to the skills and technical talent of the acquired business's work force (see note 15).

### Acquisition of minority interests

#### IT Competence Group N.V.

In 2008, the Group acquired an additional 19.97% interest in Human Internet CONSULT AG (HIC), increasing the Group's participation in HIC from 65.1% to 85.1%. HIC in turn is held by IT Competence Group N.V. (ITC), in which Navigator Equity Solutions SE holds a 81.07% participation.

The remaining 14.9% in HIC not yet held by ITC have to be purchased in maximum 2 further instalments until 31 December 2010.

As the remaining part of originally 34.9% and currently 14.9% in HIC which is not held by ITC does not have any dividend rights as from 1 January 2006, the participation of ITC in HIC has always been regarded as a 100% participation and correspondingly, the participation of Navigator Equity Solutions SE in HIC has always been regarded as a 81.07% participation. In this context, the financial obligations due to the purchase instalments are stated in the other liabilities. For that reason, no decrease in minority interests and no additional goodwill had to be recognized.

#### Kaldron N.V.

Also in 2008, the Group's participation in Kaldron N.V. decreased from 66.67% to 51.00% with a corresponding increase from 34.00% to 38.61% of the Group's participation in Lambion Energy Solutions GmbH which it holds through Kaldron N.V.

The decrease in the Group's participation in Kaldron N.V. resulted in no changes in the Group's balance sheet as it derived from a capital increase through contribution in kind in Kaldron N.V. in the form of shares in Lambion Energy Solutions held by another shareholder.

## 8. Revenues

| €k                                                    | 2008          | 2007          |
|-------------------------------------------------------|---------------|---------------|
| Revenues from sale of services, including commissions | 14,002        | 11,761        |
| Revenues from construction contracts                  | 7,883         | 425           |
|                                                       | <b>21,885</b> | <b>12,186</b> |

## 9. Investment Revenues

An analysis of the revenues from investments is as follows:

| €k                                                                   | 2008           | 2007       |
|----------------------------------------------------------------------|----------------|------------|
| Revenues from assets designated at Fair Value through Profit or Loss | (5,182)        | (614)      |
| Interest revenue from bank deposits                                  | 294            | 158        |
| Interest revenues from other assets                                  | 289            | 653        |
| Result from disposal of investments                                  | 6              | (48)       |
|                                                                      | <b>(4,593)</b> | <b>149</b> |

## 10. Personnel expenses

| €k                            | 2008         | 2007         |
|-------------------------------|--------------|--------------|
| Wages and salaries            | 5,325        | 3,786        |
| Social security contributions | 1,000        | 687          |
| Other personnel expenses      | 501          | 520          |
|                               | <b>6,826</b> | <b>4,993</b> |

The number of employees (all in Germany) was as of 31 December 2008:

|                            | 2008 | 2007 |
|----------------------------|------|------|
| <b>Number of employees</b> | 123  | 108  |

## 11. Other expenses

| €k                                        | 2008         | 2007         |
|-------------------------------------------|--------------|--------------|
| Consulting, legal and accounting expenses | 840          | 765          |
| Selling and marketing costs               | 654          | 429          |
| Housing costs                             | 299          | 138          |
| Car expenses                              | 501          | 463          |
| Compensation for warrants                 | -            | 283          |
| Other                                     | 1,052        | 831          |
|                                           | <b>3,346</b> | <b>2,909</b> |

Consulting, legal and accounting expenses include fees to KPMG for the audit of the 2008 financial statements of EUR 40k.

## 12. Net finance result

| €k                               | 2008        | 2007       |
|----------------------------------|-------------|------------|
| Income from currency differences | 41          | -          |
| Interest expenses                | (68)        | (7)        |
| <b>Net finance result</b>        | <b>(27)</b> | <b>(7)</b> |

## 13. Taxation

### Income Tax

Major components of income tax expenses for the years ended December 31, 2008 and 2007 are:

| €k                                                      | 2008       | 2007         |
|---------------------------------------------------------|------------|--------------|
| Current income tax                                      | 353        | 148          |
| Carry back                                              | -          | (150)        |
| Prior year adjustment                                   | -          | (237)        |
| Deferred tax expense relating to temporary differences  | 103        | 10           |
| Deferred tax income relating to valuation of tax losses | -          | (7)          |
| <b>Income tax recognised in the income statement</b>    | <b>456</b> | <b>(236)</b> |

The total tax charge for the year can be reconciled to the accounting profit as follows:

| €k                                                                                    | 2008           | 2007         |
|---------------------------------------------------------------------------------------|----------------|--------------|
| <b>Income before tax</b>                                                              | <b>(4,455)</b> | <b>(617)</b> |
| Income tax expense calculated                                                         | (1,141)        | -            |
| Effect of results of subsidiaries with positive profit before tax                     | -              | 28           |
| Effect of expenses not deductible                                                     | -              | 14           |
| Effect of non recognised deferred tax asset                                           | 1,490          | -            |
| Carry back                                                                            | -              | (99)         |
| Losses to carry forward                                                               | -              | 35           |
| Carry forward                                                                         | -              | (1)          |
| Effect of timing acquisitions                                                         | -              | 3            |
| Effect of different tax rate subsidiaries operating in other jurisdictions            | 107            | 21           |
| Adjustments recognised in current year in relation to the current tax for prior years | -              | (237)        |
| <b>Income tax recognised in the income statement</b>                                  | <b>456</b>     | <b>(236)</b> |

The tax rate used for the 2008 and 2007 reconciliations above is the corporate tax rate of 25.5% (2007: 25.5%) payable by entities in The Netherlands. The results of investments are tax exempt when the participation exceeds 5% of the number of shares.

As from 2007, tax losses in The Netherlands can be carried forward for a maximum of nine years. At December 31, 2008, a total amount of EUR 6,400k (2007: EUR 1,100k) losses can be compensated with profits in the future (on a consolidated level).

Due to the uncertain time frame of compensation (mainly due to the tax exemption regulations in The Netherlands) no deferred tax asset has been recognized.

## 14. Tangible fixed assets

The movement in tangible fixed assets is as follows:

| €k                                         | 2008         | 2007         |
|--------------------------------------------|--------------|--------------|
| <b>Cost</b>                                |              |              |
| Balance at January 1                       | 1,021        | 746          |
| Acquisitions through business combinations | 36           | 54           |
| Additions                                  | 100          | 221          |
| Disposals                                  | (3)          | -            |
| <b>Balance at December 31</b>              | <b>1,154</b> | <b>1,021</b> |
| <b>Accumulated depreciation</b>            |              |              |
| Balance at January 1                       | 781          | 644          |
| Acquisitions through business combinations | 9            | -            |
| Depreciation expenses                      | 105          | 137          |
|                                            | <b>895</b>   | <b>781</b>   |
| <b>Net book value</b>                      | <b>259</b>   | <b>240</b>   |

The book value consists of:

| €k                    | 2008       | 2007       |
|-----------------------|------------|------------|
| Machinery             | 76         | 123        |
| Office equipment      | 152        | 92         |
| Software              | 19         | 16         |
| Other                 | 12         | 9          |
| <b>Net book value</b> | <b>259</b> | <b>240</b> |

## 15. Intangible assets

The movement in Intangible assets is as follows:

| €k                                                       | Note | 2008         | 2007         |
|----------------------------------------------------------|------|--------------|--------------|
| <b>Cost</b>                                              |      |              |              |
| Balance at January 1                                     |      | 5,107        | 4,699        |
| Additional amounts recognised from business combinations | 7    | 3,179        | 408          |
| Reclassification to tangible assets                      |      | (16)         | -            |
| <b>Balance at December 31</b>                            |      | <b>8,270</b> | <b>5,107</b> |
| <b>Amortisation and impairment losses</b>                |      |              |              |
| Balance at January 1                                     |      | -            | -            |
| Impairment losses recognised in the year                 |      | -            | -            |
| Amortisation for the year                                |      | 13           | -            |
| <b>Net book value</b>                                    |      | <b>8,257</b> | <b>5,107</b> |

Amortisation of EUR 13k in 2008 consist of amortisation of EUR 13k on a client list (acquisition value EUR 105k) acquired with the participation in The Ascendo Group N.V.

The book value consists of:

| €k                    | 2008         | 2007         |
|-----------------------|--------------|--------------|
| Goodwill              | 8,164        | 5,090        |
| Client list           | 93           | -            |
| Software              | -            | 17           |
| <b>Net book value</b> | <b>8,257</b> | <b>5,107</b> |

### Impairment testing for cash-generating units containing goodwill

For the purpose of impairment testing, goodwill is allocated to the Group's cash generating units which represent the lowest level within the Group at which the goodwill is monitored for internal management purposes.

In 2008, the participation in the Ascendo Group N.V. resulted in a goodwill of EUR 3,074k.

In 2007, additional purchase costs of EUR 65k were added to the goodwill for the participation in Human Internet CONSULT AG, which comprises a total of EUR 4,764k. Also in 2007, the purchase of Beam IT GmbH involved an amount of goodwill of EUR 13k and the participation in Lambion Energy Solutions GmbH involved a goodwill of EUR 313k.

The aggregate carrying amounts to goodwill allocated to each unit are as follows:

| €k                        | 2008         | 2007         |
|---------------------------|--------------|--------------|
| The Ascendo Group N.V.    | 3,074        | -            |
| Human Internet CONSULT AG | 4,764        | 4,764        |
| Beam IT GmbH              | 13           | 13           |
| Lambion Energy Solutions  | 313          | 313          |
|                           | <b>8,164</b> | <b>5,090</b> |

Referring to the goodwill allocated to the cash generating units, impairment tests have been performed.

Value in use was determined by discounting the future cash flows generated from the continuing use of the unit and was based on the discounted cash flow method as follows:

### Lambion Energy Solutions GmbH (Lambion) and Human Internet CONSULT AG (HIC):

Cash flow were projected based on actual operating results, a five year plan and a terminal value after five years.

Weighted average cost of capital of 11.00% (Lambion) and of 11.50% (HIC) have been applied when determining the cash flows. For Lambion, the annual revenue growth included in the cash flow projections was approx. 40% for the years 2009 to 2010 and approx. 16% for the years 2011 to 2013. For HIC, the annual revenue growth included in the cash flow projections was approx. 2% for 2009 and approx. 5% for the years 2010 to 2013. A growth rate of zero for the cash flow after the five year period has been assumed for both Lambion and HIC. As a result no impairment turned out to be necessary.

### The Ascendo Group N.V.:

Cash flow were projected based on actual operating results, a five year plan and a terminal value after five years.

Weighted average cost of capital of 9.50% has been applied when determining the cash flows. The annual revenue growth included in the cash flow projections for this 5 year period was budgeted with -35% for the year 2009, 8% for the year 2010, 13% for the year 2011 and 20% for the years 2012 to 2013. The free cash flow for the year 2014 was based on free cash flow for the year 2013 plus an increase of 20%. As from the year 2015, a growth rate of 1% for the cash flow has been assumed for the long-term period (terminal value). As a result no impairment turned out to be necessary.

## 16. Inventories

| €k                       | 2008       | 2007       |
|--------------------------|------------|------------|
| Work in progress         | 204        | 291        |
| Raw materials            | 156        | -          |
| <b>Total inventories</b> | <b>360</b> | <b>291</b> |

Raw materials stated at net realisable value amounted to EUR 228k.

## 17. Trade and other receivables

| €k                                       | 2008         | 2007         |
|------------------------------------------|--------------|--------------|
| Trade receivables                        | 2,537        | 3,556        |
| Construction work in progress            | 56           | 5            |
| Less: allowance for doubtful accounts    | (254)        | (25)         |
|                                          | <b>2,339</b> | <b>3,536</b> |
| Other receivables                        | 313          | 310          |
| <b>Total trade and other receivables</b> | <b>2,652</b> | <b>3,846</b> |

At 31 December 2008, aggregate costs incurred under open construction contracts and recognised profits, net of recognised losses, amounted to EUR 1,706k (2007: EUR 151k). Progress billings and advances received from customers under open construction contracts amounted to EUR 3,043k (2007: EUR 992k).

Advances for which the related work has not started, and billings in excess of costs incurred and recognised profits, are presented as deferred income and amounted to EUR 1,392k at 31 December 2008 (2007: EUR 835k).

The other receivables include mainly taxes and social securities (EUR 168k) in 2008.

## 18. Financial assets

The current financial assets include the following:

| €k                                                                           | 2008         | 2007          |
|------------------------------------------------------------------------------|--------------|---------------|
| <b>Financial assets carried at fair value through profit or loss (FVTPL)</b> |              |               |
| Investments held for trading                                                 | 3,626        | 11,442        |
| Impairment loss                                                              | (350)        | -             |
|                                                                              | <b>3,276</b> | <b>11,442</b> |
| Loans and other receivables                                                  | 1,532        | 691           |
|                                                                              | <b>4,808</b> | <b>12,133</b> |

Investments held for trading contain a 25% percent investment (EUR 350k) in PR Yachting Group N.V., which the Group has made during the year 2008. Navigator Equity Solutions SE intends to hold only 10% in PR Yachting Group N.V. long term. PR Yachting Group holds two operating subsidiaries. One is a 100% participation in Bavarian luxury motor yacht manufacturer PR Marine AG, which represents PR Yachting Group N.V.'s main business activity. The other is a 100% participation in Main Donau Center GmbH, a used-boat dealer and provider of harbour-related services, which represents a side activity for PR Yachting Group N.V. The investment in PR Yachting Group N.V. was made to finance the further growth of PR Marine AG after a successful concluded restructuring period.

At the end of the fiscal year 2008, PR Marine AG had to cope with the cancellation of orders as the yacht building business suffered hard from the economic crisis. The decision for short time work was made and jobs were cut. Due to the high insecurity in the market, new orders in motor yachts have been postponed. For that reason, a reliable outlook for the company's business development in 2009 cannot be made. The company's original growth and revenue forecasts had to be adapted significantly. For these reasons Navigator Equity Solutions SE has written off the EUR 350k from the investment in PR Yachting Group N.V. as an entire impairment loss.

Moreover, investments held for trading contain a 9.8% participation in ProPharm AG, a group of independent pharmacies offering one-stop-shop services, which Navigator Equity Solutions SE holds through ACON Actienbank AG. As the investment does not have a quoted market price in an active market and the fair value can not reliably be measured, the investment is valued at cost of EUR 54k.

The Group's exposure to credit, currency and interest rate risks is disclosed in note 25.

## 19. Cash and cash equivalents

| €k                                     | 2008          | 2007          |
|----------------------------------------|---------------|---------------|
| Bank accounts                          | 14,540        | 8,343         |
| Call deposits                          | 2,854         | 5,000         |
| <b>Total cash and cash equivalents</b> | <b>17,394</b> | <b>13,343</b> |

Call deposits include EUR 2.500k of demand deposits with daily availability and term deposits of EUR 353k with less than three months maturity.

## 20. Capital and reserves

| €k                                                         | Share Capital | Capital Reserves | Accumulated Profits | Treasury Shares | Other Reserves | Minority Interest | Total Equity  |
|------------------------------------------------------------|---------------|------------------|---------------------|-----------------|----------------|-------------------|---------------|
| <b>Balance at 1 January 2007</b>                           | <b>12,440</b> | <b>14,065</b>    | <b>2,261</b>        | -               | -              | -                 | <b>28,766</b> |
| Acquisition of minority interest in a business combination | -             | -                | -                   | -               | -              | 365               | 365           |
| Dilution of minority interest                              | -             | -                | -                   | -               | -              | 592               | 592           |
| Payment of dividend                                        | -             | -                | (253)               | -               | -              | -                 | (253)         |
| Net profit of the year                                     | -             | -                | (377)               | -               | -              | (4)               | (381)         |
| <b>Balance at 31 December, 2007</b>                        | <b>12,440</b> | <b>14,065</b>    | <b>1,631</b>        |                 |                | <b>953</b>        | <b>29,089</b> |
| Issue share capital                                        | 1,111         | 889              | -                   | -               | -              | -                 | 2,000         |
| Repurchase shares                                          | -             | -                | -                   | (616)           | -              | -                 | (616)         |
| Acquisition of minority interest in a business combination | -             | -                | -                   | -               | -              | 418               | 418           |
| Dilution of minority interest                              | -             | -                | -                   | -               | (15)           | (162)             | (177)         |
| Net profit of the year                                     | -             | -                | (5,312)             | -               |                | 401               | (4,911)       |
| <b>Balance at 31 December, 2008</b>                        | <b>13,551</b> | <b>14,954</b>    | <b>(3,681)</b>      | <b>(616)</b>    | <b>(15)</b>    | <b>1,610</b>      | <b>25,803</b> |

### Share capital

|                                                           | 2008     | 2007     |
|-----------------------------------------------------------|----------|----------|
| Issued ordinary shares of EUR 0.10 each as at 31 December | 135,512k | 124,400k |
| thereof outstanding shares                                | 131,109k | 124,400k |
| thereof treasury shares                                   | 4,403k   | -        |

At 31 December 2008, the authorised share capital comprised 140 million ordinary shares (2007: 140 million) with a par value of EUR 0.10. All issued shares are fully paid.

### Dividends

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

The Group has not declared any dividends for the year ended 31 December 2008 (2007: EUR 0).

### Treasury shares

The costs for the voluntary share buyback of 4,402,602 shares with a total volume of EUR 616k conducted in 2008 have been recognised in treasury shares. At 31 December 2008, the Group held 4,402,602 of the Company's shares (2007: 0).

### Capital reduction and reduction of par value

With record day on March 20, 2009 and the return of capital to shareholders starting on March 23, 2009, Navigator Equity Solutions SE reduced its share capital from EUR 13,551,150 to EUR 6,555,444.90 divided into 131,108,898 shares with a nominal value of EUR 0.05. Prior to the return of capital, the Company cancelled the total number of 4,402,602 own shares held.

## 21. Earnings per share

### Basic earnings per share

The calculation of basic earnings per share at 31 December 2008 was based on the profit attributable to ordinary shareholders of EUR -5.312 (2007: EUR -377k) and a weighted average number of ordinary shares outstanding of 128,822,379 (2007: 124,400,000), calculated as follows:

### Profit attributable to ordinary shareholders

| €k                                                  | 2008           | 2007         |
|-----------------------------------------------------|----------------|--------------|
| Result for the year                                 | (5,312)        | (377)        |
| <b>Profit attributable to ordinary shareholders</b> | <b>(5,312)</b> | <b>(377)</b> |

## Weighted average number of ordinary shares

|                                                                     | 2008               | 2007               |
|---------------------------------------------------------------------|--------------------|--------------------|
| Issued ordinary shares as at 1 January                              | 62,200,000         | 124,400,000        |
| Effect of shares issued on 1 July 2008                              | 21,844,750         | -                  |
| Effect of own shares held at share buyback ended on 28 August 2008  | 44,777,629         | -                  |
| <b>Weighted average number of ordinary shares as at 31 December</b> | <b>128,822,379</b> | <b>124,400,000</b> |
| Diluted potential option rights                                     | -                  | -                  |
| <b>Weighted average number of ordinary shares (diluted)</b>         | <b>128,822,379</b> | <b>124,400,000</b> |
| <b>Basic earnings per ordinary share (in euros)</b>                 | <b>(0.04)</b>      | <b>(0.003)</b>     |
| <b>Diluted earnings per ordinary share (in euros)</b>               | <b>(0.04)</b>      | <b>(0.003)</b>     |

## 22. Provisions

| €k                                 | 2008       | 2007     |
|------------------------------------|------------|----------|
| Balance as at 1 January            | -          | -        |
| Provisions made during the period: |            |          |
| Warranties                         | 160        | -        |
| Contingent liabilities             | 221        | -        |
| <b>Balance as at December 31</b>   | <b>381</b> | <b>-</b> |

The provision for warranties relates to Lambion Energy Solutions GmbH. The provision is based on estimates made from historical warranty data associated with similar products and services.

The provisions for contingent liabilities relate to ACON Actienbank AG and comprise a contribution of EDW regarding the event of loss of the Phoenix Kapitaldienst GmbH. EDW provides compensation according to the provisions of the EAG law (the Law to Secure Deposits and Compensate Investors (EAG - Einlagensicherungs- und Anlegerentschädigungsgesetz)) if an affiliated securities trading company gets into financial difficulty and cannot repay or meet its obligations towards customers under securities transactions. Affiliated securities trading companies have to pay their contribution annually as per September 30. For the compensation "Phönix" EDW collects special contributions. The amount of damages that have occurred can be specified at this time to EUR 180 million up to EUR 210 million. ACON Actienbank AG evaluates the special contribution of ACON to the amount of EUR 165k.

## 23. Deferred tax liabilities

Deferred tax liabilities are mainly relating to the temporary differences between the carrying amounts of assets and liabilities of financial reporting purposes and the amounts used for taxation purposes.

## 24. Trade payables and other liabilities

| €k                                                  | 2008         | 2007         |
|-----------------------------------------------------|--------------|--------------|
| Trade payables due to related parties               | 26           | -            |
| Trade payables                                      | 3,747        | 1,617        |
| Deferred income derived from construction contracts | 1,392        | 840          |
| Taxes and social securities                         | 309          | 371          |
| Other liabilities                                   | 1,879        | 3,162        |
|                                                     | <b>7,353</b> | <b>5,990</b> |

## 25. Financial Instruments

### Credit risk

#### Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

| €k                                                    | 2008          | 2007          |
|-------------------------------------------------------|---------------|---------------|
| Financial assets at fair value through profit or loss | 3,276         | 11,442        |
| Loans and receivables                                 | 4,184         | 4,537         |
| Cash and cash equivalents                             | 17,394        | 13,343        |
|                                                       | <b>24,854</b> | <b>29,322</b> |

The maximum exposure to credit risk for loans and receivables at the reporting date by business segments was:

| €k                               | 2008         | 2007         |
|----------------------------------|--------------|--------------|
| The Ascendo Group N.V.           | 469          | -            |
| Kaldron N.V.                     | 1,733        | 565          |
| IT Competence Group N.V.         | 1,731        | 3,127        |
| Holding (including eliminations) | 251          | 845          |
|                                  | <b>4,184</b> | <b>4,537</b> |

### Impairment losses

The aging of loans and receivables at the reporting date was:

| €k                          | Gross<br>2008 | Impairment<br>2008 |
|-----------------------------|---------------|--------------------|
| Not past due                | 2,130         | 4                  |
| Past due less than one year | 2,142         | 250                |
| Past due more than one year | 166           | -                  |
|                             | <b>4,438</b>  | <b>254</b>         |

The allowance for doubtful accounts was as follows:

| €k                              | 2008 | 2007 |
|---------------------------------|------|------|
| Allowance for doubtful accounts | 254  | 25   |

Based on historic default rates, the Group believes that no further impairment allowance is necessary in respect of trade receivables not past due.

### Liquidity risk

The following are the contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements. Bank loans are not mentioned as the Group has no liabilities to banks:

| €k                             | Carrying amount | Contractual cash flows | < 1 year     | > 1 year |
|--------------------------------|-----------------|------------------------|--------------|----------|
| <b>31 December 2008</b>        |                 |                        |              |          |
| Accounts payable               | 5,165           | 5,165                  | 5,165        | -        |
| Other liabilities and accruals | 2,330           | 2,330                  | 2,330        | -        |
| Corporate tax                  | 153             | 153                    | 153          | -        |
|                                | <b>7,648</b>    | <b>7,648</b>           | <b>7,648</b> | -        |
| <b>31 December 2007</b>        |                 |                        |              |          |
| Accounts payable               | 2,457           | 2,457                  | 2,457        | -        |
| Other liabilities and accruals | 3,533           | 3,533                  | 3,533        | -        |
| Corporate tax                  | 136             | 136                    | 136          | -        |
|                                | <b>6,126</b>    | <b>6,126</b>           | <b>6,126</b> | -        |

### Currency risk

The Group had only a minor exposure to foreign currency risk as nearly all investments of the Group as well as all sales, purchases and borrowings are made in the euro (EUR) with the exception of one customer of Human Internet Consult AG (HIC) in the USA. In 2007, there had been no transactions in other currencies than the euro.

The exposure to currency risk deriving from transactions with that one customer of HIC was:

| €k                | 2008      | 2007 |
|-------------------|-----------|------|
| Trade receivables | 90        | -    |
| Trade payables    | -         | -    |
|                   | <b>90</b> | -    |

The following significant exchange rates applied during the year:

|                  | Average rate<br>2008 | Reporting date<br>2008 |
|------------------|----------------------|------------------------|
| <b>US Dollar</b> | 0.686 EUR            | 0.734 EUR              |

### Interest rate risk

Interest rate risk derives solely from intercompany loans which Navigator Equity Solutions SE has granted to group companies (see below "fair values"). The Group has no liabilities to banks. For these reasons, no sensitivity analysis has been performed.

### Fair values

The fair value of financial assets and liabilities, together with the carrying amounts shown in the balance sheet, are as follows:

| €k                                                            | 31 December 2008 |               | 31 December 2007 |               |
|---------------------------------------------------------------|------------------|---------------|------------------|---------------|
|                                                               | Carrying amount  | Fair value    | Carrying amount  | Fair value    |
| Financial assets carried at fair value through profit or loss | 3,276            | 3,276         | 11,442           | 11,442        |
| Loans and receivables                                         | 4,184            | 4,184         | 4,537            | 4,537         |
| Cash and cash equivalents                                     | 17,394           | 17,394        | 13,343           | 13,343        |
| <b>Financial assets</b>                                       | <b>24,854</b>    | <b>24,854</b> | <b>29,322</b>    | <b>29,322</b> |
| Accounts payable                                              | 5,165            | 5,165         | 2,458            | 2,458         |
| Other liabilities and accruals                                | 2,330            | 2,330         | 3,533            | 3,533         |
| Corporate tax                                                 | 153              | 153           | 136              | 136           |
| <b>Financial liabilities</b>                                  | <b>7,648</b>     | <b>7,648</b>  | <b>6,127</b>     | <b>6,127</b>  |
|                                                               | <b>32,502</b>    | <b>32,502</b> | <b>35,449</b>    | <b>35,449</b> |

Loans and receivables and other payables have a remaining life of less than one year, the notional amount is deemed to reflect the fair value. The basis for determining fair values is disclosed in note 4.

## 26. Commitments and contingencies

### Operating leases

The Group leases a number of office facilities, cars and office equipment.

The yearly rental obligations for office facilities are EUR 195k.

The yearly lease obligations for cars are EUR 163k. Car leases typically run for a period of 3 years.

The yearly lease obligations for office equipment are EUR 16k. Office equipment leases typically run for a period of 1 – 5 years.

A part of the leased properties has been sublet by the Group. Sublease payments of EUR 31k are expected to be received during the following financial year.

### Contingencies

Various legal actions and claims are pending or may be asserted in the future against the Group from litigations and claims incident to the ordinary course of business. Related risks have been analysed as to likelihood of occurrence. Although the outcome of these matters cannot always be ascertained with precision, management believes that no material liabilities are likely to result.

## 27. Related parties

The parties affiliated to the Group, of which Navigator Equity Solutions SE is the parent company, may be divided into: Members of the Supervisory Board, Members of the Board of Directors and other related parties.

Transactions between parties are subject to conditions that usually govern comparable sales and purchases with third parties.

### Members of the Supervisory Board

As at 31 December 2008, the three members of the Supervisory Board controlled 2.52% of the voting shares of the Company, thereof Erich Hoffmann 2.28%, Ulli Fischer 0.07% and Jens Bodenkamp 0.17%. For the remuneration of the members of the Supervisory Board, reference is made to note 43 'Emoluments of directors and supervisory directors'.

### Members of the Board of Directors

The Group has neither granted any loans to directors and executive officers nor has it, in addition to their salaries, provided non-cash benefits to directors and executive officers. For the remuneration of the members of the Board of Directors, reference is made to note 43 'Emoluments of directors and supervisory directors'.

Directors of the Company control 0 percent of the voting shares of the Company.

### Other related parties

The following related parties can be identified:

|                                                  |                        |
|--------------------------------------------------|------------------------|
| <b>Augmentum Consult GmbH:</b>                   | relative of management |
| <b>Service Dienstleistungen und Leasing Gbr:</b> | relative of management |
| <b>Ascendo Management GmbH:</b>                  | relative of management |
| <b>Capella Capital N.V.:</b>                     | relative of management |
| <b>vincitag Investment Management AG:</b>        | relative of management |
| <b>Dolcetto Holding N.V.:</b>                    | relative of management |

The following transactions were carried out with related parties:

| €k                                                           | 2008  | 2007 |
|--------------------------------------------------------------|-------|------|
| <b>Purchase of service</b>                                   |       |      |
| Augmentum Consult GmbH: consultancy fee                      | 24    | 24   |
| Service Dienstleistungen und Leasing Gbr: leasing facilities | 35    | 22   |
| Ascendo Management GmbH: consultancy fee                     | 264   | 632  |
| vincitag Investment Management AG                            | 128   | 72   |
| <b>Investment revenue</b>                                    |       |      |
| Capella Capital N.V.:                                        |       |      |
| Interests loans                                              | 3     | 4    |
| Result on shares                                             | (166) | 17   |
| <b>Financial Assets</b>                                      |       |      |
| Capella Capital N.V.                                         | 75    | 14   |
| <b>Purchase of Shares</b>                                    |       |      |
| Dolcetto Holding N.V.                                        | 2,800 | 0    |

In line with the Company's overall business strategy, Navigator Equity Solutions SE focuses on a close cooperation with its investments and customers. The reason for this close cooperation is to ensure the best possible development and a successful realisation of transactions. Also on that account, Navigator's Members of the Management Board often accept a seat in the Supervisory Board of its customers for a set time period. The Company and its subsidiaries (Ascendo Management GmbH and ACON Actienbank AG) also offer its customers and investments access to its broad network and to its wide capital market services portfolio. Thus, there can be identified several transactions which amount approximately to EUR 102k.

On 2 June 2008, Navigator Equity Solutions SE acquired 100% of the shares of The Ascendo Group N.V. (in turn holding a 100% participation in Ascendo Management GmbH and a 64.99% participation in ACON Actienbank AG) from Dolcetto Holding N.V. for a purchase price of EUR 2,800k. The transaction was executed with the approval of the Supervisory Board and was subject to an additional approval of an extraordinary shareholder meeting. On 20 June 2008, the extraordinary shareholder meeting approved the transaction unanimously and elected Mr. Ulli Fischer also unanimously as a designated representative of the Company as mentioned in article 146, book 2, Dutch Civil Code, authorized to represent the Company in such a purchase. Subsequently, Mr. Ulli Fischer gave his approval of the transaction.

## 28. Group entities

### Significant subsidiaries

| Name                                 | Legally seated in           | Country of incorporation | Trade register             | Ownership interest in % |
|--------------------------------------|-----------------------------|--------------------------|----------------------------|-------------------------|
| <b>The Ascendo Group N.V.</b>        | Eindhoven, The Netherlands  | The Netherlands          | Oost-Brabant, No. 17193633 | 100.00                  |
| <b>Investment Holding III N.V.</b>   | Eindhoven, The Netherlands  | The Netherlands          | Oost-Brabant, No. 17198874 | 100.00                  |
| <b>Investment Holding IV N.V.</b>    | Eindhoven, The Netherlands  | The Netherlands          | Oost-Brabant, No. 17198854 | 100.00                  |
| <b>IT Competence Group N.V.</b>      | Eindhoven, The Netherlands  | The Netherlands          | Oost-Brabant, No. 17193337 | 81.07                   |
| <b>Kaldron N.V.</b>                  | Maastricht, The Netherlands | The Netherlands          | Limburg, No. 14096128      | 51.00                   |
| <b>Ascendo Management GmbH</b>       | Munich, Germany             | Germany                  | Munich, HRB 163602         | 100.00                  |
| <b>ACON Actienbank AG</b>            | Munich, Germany             | Germany                  | Munich, HRB 160937         | 64.99                   |
| <b>Lambion Energy Solutions GmbH</b> | Bad Arolsen, Germany        | Germany                  | Korbach, HRB 1590          | 38.60                   |
| <b>Beam IT Consult GmbH</b>          | Ludwigsburg, Germany        | Germany                  | Stuttgart, HRB 723466      | 81.07                   |
| <b>Human Internet CONSULT AG</b>     | Ludwigsburg, Germany        | Germany                  | Stuttgart, HRB 311187      | 81.07                   |

## 29. Subsequent events

On February 12, 2009, the company held an Extraordinary Meeting of Shareholders in Maastricht, the Netherlands, to vote upon the conversion of the company's legal form into a European Public Limited Company. In total, there was 34.6% of the company's share capital represented at the meeting. The attending shareholders approved all agenda items unanimously.

On February 23, 2009, the company announced the acquisition of a minority participation in the world-wide provider of digital content for the film, games and telecom industry, Catalis SE. Through its subsidiaries Testronic Laboratories and Kuju Entertainment, Catalis SE offers outsourcing services in the fields of quality assurance and video games development, generating annual revenues of approx. EUR 40m. Customers include the major film studios and video games publishers as well as leading producers from the IT industry. The management of Navigator Equity Solutions SE believes that this participation is an attractive investment with high upside potential.

On March 17, 2009, the company announced the record day for the return of capital resulting from a capital reduction. The record day for the return of capital was set to Friday, March 20, 2009. The return of capital was paid on shareholders' deposit holdings of shares in Navigator Equity Solutions SE by the close of the market on March 20, 2009 and started on March 23, 2009.

Prior to the return of capital, the company cancelled the total number of 4,402,602 own shares held since the completion of last year's voluntary share buyback offer, resulting in a corresponding reduction of the company's share capital.

Through these corporate actions, the company's share capital was reduced from EUR 13,551,150 to EUR 6,555,444.90 divided into 131,108,898 shares with a nominal value of EUR 0.05.

Also, the change of the legal form of the company from a Dutch N.V. to a European Public Limited Company (SE) has been completed. Thus, in the future, the company will be officially operating under the name of Navigator Equity Solutions SE.

**Company-only Balance Sheet at 31 December 2008**

| €k                                  | Notes | 2008          | 2007          |
|-------------------------------------|-------|---------------|---------------|
| <b>Assets</b>                       |       |               |               |
| <b>Non current assets</b>           |       |               |               |
| Intangible assets                   | 32    | 2,607         | 170           |
| Financial fixed assets              | 33    | 6,380         | 4,258         |
|                                     |       | 8,987         | 4,428         |
| <b>Current assets</b>               |       |               |               |
| Trade receivables                   | 34    | 137           | 131           |
| Other financial assets              | 35    | 3,219         | 12,216        |
| Other receivables                   | 34    | 607           | 493           |
| Cash and cash equivalents           | 36    | 11,681        | 11,379        |
|                                     |       | 15,644        | 24,219        |
| <b>Total assets</b>                 |       | <b>24,631</b> | <b>28,647</b> |
| <b>Equity and liabilities</b>       |       |               |               |
| <b>Capital and reserves</b>         |       |               |               |
| Share capital                       | 37    | 13,551        | 12,440        |
| Share premium                       | 37    | 14,954        | 14,065        |
| Treasury shares                     | 37    | (616)         | -             |
| Retained earnings                   | 37    | 1,616         | 2,008         |
| Undistributed result                | 37    | (5,312)       | (377)         |
| <b>Total equity</b>                 |       | <b>24,193</b> | <b>28,136</b> |
| <b>Non-current liabilities</b>      |       |               |               |
| Deferred tax liabilities            | 38    | 23            | -             |
| <b>Current liabilities</b>          |       |               |               |
| Accounts payable                    |       | 94            | 20            |
| Other liabilities                   | 39    | 267           | 443           |
| Current tax liability               |       | 54            | 48            |
|                                     |       | 415           | 511           |
| <b>Total equity and liabilities</b> |       | <b>24,631</b> | <b>28,647</b> |

**Company income statement for the year ended 31 December 2008**

| €k                                           | 2008           | 2007         |
|----------------------------------------------|----------------|--------------|
| Share in result from participating interests | 163            | (60)         |
| Other result after taxation                  | (5,475)        | (317)        |
|                                              | <b>(5,312)</b> | <b>(377)</b> |

**Notes to the Company financial statements for the year ended 31 December 2008****30. General**

The separate financial statements are part of the 2008 financial statements of Navigator Equity Solutions SE (the 'Company'). The description of the Company's activities and the Group structure, as included in the notes to the consolidated financial statements, also apply to the Company financial statements. The Company financial statements form part of the financial statements 2008 of Navigator Equity Solutions SE.

With reference to the separate profit and loss account of the company, use has been made of the exemption pursuant to Section 402 of Book 2 of the Netherlands Civil Code.

**31. Principles for the measurement of assets and liabilities and the determination of the result**

For setting the principles for the recognition and measurement of assets and liabilities and determination of the result for its separate financial statements, the Company makes use of the option provided in section 2:362 (8) of the Netherlands Civil Code. This means that the principles for the recognition and measurement of assets and liabilities and determination of the result (hereinafter referred to as principles for recognition and measurement) of the separate financial statements of the Company are the same as those applied for the consolidated EU-IFRS financial statements. Participating interests, over which significant influence is exercised, are stated on the basis of the equity method. These consolidated EU-IFRS financial statements are prepared according to the standards laid down by the International Accounting Standards Board and adopted by the European Union (hereinafter referred to as EU-IFRS). A description of these principles may be found in the notes to the consolidated financial statement.

The share in the result of participating interests consists of the share of the Company in the result of these participating interests. Results on transactions, where the transfer of assets and liabilities between the Company and its participating interests and mutually between participating interests themselves, are not incorporated insofar as they can be deemed to be unrealised.

**32. Intangible assets**

The movement in Intangible assets is as follows:

| €k                                                       | 2008         | 2007       |
|----------------------------------------------------------|--------------|------------|
| <b>Cost</b>                                              |              |            |
| Balance at January 1                                     | 170          | -          |
| Additional amounts recognised from business combinations | 2,450        | 170        |
| Additions                                                | -            | -          |
| <b>Balance at December 31</b>                            | <b>2,620</b> | <b>170</b> |
| <b>Amortisation and impairment losses</b>                |              |            |
| Balance at January 1                                     | -            | -          |
| Impairment losses recognised in the year                 | -            | -          |
| Amortisation for the year                                | 13           | -          |
| <b>Net book value</b>                                    | <b>2,607</b> | <b>170</b> |

The net book value consists of:

| €k                    | 2008         | 2007       |
|-----------------------|--------------|------------|
| Goodwill              | 2,514        | 170        |
| Client list           | 93           | -          |
| <b>Net book value</b> | <b>2,607</b> | <b>170</b> |

**33. Financial fixed assets**

| €k                                         | 2008         | 2007         |
|--------------------------------------------|--------------|--------------|
| Participating interests in group companies | 2,730        | 2,208        |
| <b>Loans carried at amortised cost</b>     |              |              |
| Loans to group companies                   | 3,650        | 2,050        |
|                                            | <b>6,380</b> | <b>4,258</b> |

The movements of the financial fixed assets can be shown as follows:

| €k                                         | Participating interests in group companies | Accounts receivable from group companies | Total        |
|--------------------------------------------|--------------------------------------------|------------------------------------------|--------------|
| <b>Balance as at 1 January 2008</b>        | <b>2,208</b>                               | <b>2,050</b>                             | <b>4,258</b> |
| Investment and loans provided              | -                                          | 1,600                                    | 1,600        |
| Acquisition majority interest              | 339                                        | -                                        | 339          |
| Equity dilutions in participating interest | 20                                         | -                                        | 20           |
| Share in result of participating interest  | 163                                        | -                                        | 163          |
| <b>Balance as at 31 December 2008</b>      | <b>2,730</b>                               | <b>3,650</b>                             | <b>6,380</b> |

The Company, Europalaan 24, 6199 AB Maastricht, The Netherlands, is the holding company and has the following financial interests:

| Consolidated subsidiaries   | Legally seated in           | Country of incorporation | share in issued capital in % |
|-----------------------------|-----------------------------|--------------------------|------------------------------|
| The Ascendo Group N.V.      | Eindhoven, The Netherlands  | The Netherlands          | 100.0                        |
| Investment Holding III N.V. | Eindhoven, The Netherlands  | The Netherlands          | 100.0                        |
| Investment Holding IV N.V.  | Eindhoven, The Netherlands  | The Netherlands          | 100.0                        |
| IT Competence Group N.V.    | Eindhoven, The Netherlands  | The Netherlands          | 81.1                         |
| Kaldron N.V.                | Maastricht, The Netherlands | The Netherlands          | 51.0                         |

### 34. Trade and other receivables

As of 31 December 2008, trade receivables amounted to EUR 137k. Thereof EUR 131k comprise a receivable from one customer. Management is of the opinion that no credit provision is required.

#### Other receivables

| €k                                     | 2008       | 2007       |
|----------------------------------------|------------|------------|
| Group companies                        | 515        | 298        |
| Taxes and social securities            | 78         | 13         |
| Other receivables and prepaid expenses | 14         | 182        |
|                                        | <b>607</b> | <b>493</b> |

### 35. Other financial assets

The movement in the investment in group companies as follows:

| €k                                                                           | 2008         | 2007          |
|------------------------------------------------------------------------------|--------------|---------------|
| <b>Financial assets carried at fair value through profit or loss (FVPTL)</b> |              |               |
| Held for trading non-derivative financial assets                             | 3,384        | 11,365        |
| Impairment loss                                                              | (350)        | -             |
|                                                                              | <b>3,034</b> | <b>11,365</b> |
| <b>Loans carried at amortised cost</b>                                       |              |               |
| Loans to group companies                                                     | 160          | 160           |
| Loans to other entities                                                      | 25           | 691           |
| <b>Book value at December 31</b>                                             | <b>3,219</b> | <b>12,216</b> |

Held for trading non-derivative financial assets contain a 25% percent investment (EUR 350k) in PR Yachting Group N.V., which the Group has made during the year 2008. At the end of the fiscal year 2008, PR Marine AG had to cope with the cancellation of orders as the yacht building business suffered hard from the economic crisis. The decision for short time work was made and jobs were cut. Due to the high insecurity in the market, new orders in motor yachts have been postponed. For that reason, a reliable outlook for the company's business development in 2009 cannot be made. The company's original growth and revenue forecasts had to be adapted significantly. For these reasons and as a principle of prudence, Navigator Equity Solutions SE has written off the EUR 350k from the investment in PR Yachting Group N.V. as an entire impairment loss.

### 36. Cash and cash equivalents

Cash and cash equivalents comprise of several bank balances. The carrying amount of these assets approximates their fair value.

### 37. Shareholder's Equity

#### Reconciliation of movement in capital and reserves

Notes on the equity may be found in note 20 of the notes to the consolidated financial statements.

#### Share capital

|                                                           | 2008     | 2007     |
|-----------------------------------------------------------|----------|----------|
| Issued ordinary shares of EUR 0.10 each as at 31 December | 135,512k | 124,400k |
| thereof outstanding shares                                | 131,109k | 124,400k |
| thereof treasury shares                                   | 4,403k   | -        |

At 31 December 2008, the authorised share capital comprised 140 million ordinary shares (2007: 140 million) with a par value of EUR 0.10. All issued shares are fully paid.

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

#### Treasury shares

The cost for the voluntary share buyback of 4.4 million shares with a total volume of EUR 616k conducted in 2008 have been recognised in treasury shares. At 31 December 2008, the Group held 4.4 million of the Company's shares (2007: 0).

#### Reconciliation of consolidated group equity with company equity

| €k                                    | 2008          | 2007          |
|---------------------------------------|---------------|---------------|
| Group Equity (consolidated)           | 25,803        | 29,089        |
| Minority interest Lambion and Kaldron | 742           | 367           |
| Minority interest IT Competence       | 429           | 586           |
| Minority interest The Ascendo Group   | 439           | -             |
|                                       | 1,610         | 953           |
| <b>Shareholder's Equity</b>           | <b>24,193</b> | <b>28,136</b> |

| €k                                    | 2008           | 2007         |
|---------------------------------------|----------------|--------------|
| Group Result (consolidated)           | (4,911)        | (381)        |
| Minority interest Lambion and Kaldron | (340)          | (2)          |
| Minority interest IT Competence       | (40)           | 6            |
| Minority interest The Ascendo Group   | (21)           | 0            |
|                                       | (401)          | 4            |
| <b>Shareholder's Equity</b>           | <b>(5,312)</b> | <b>(377)</b> |

#### 38. Deferred tax liabilities

| €k                                                 | 2008      | 2007     |
|----------------------------------------------------|-----------|----------|
| Balance as at 1 January                            | -         | -        |
| Deferred tax liabilities incurred over the period: |           |          |
| Intangible assets                                  | 23        | -        |
| <b>Balance as at December 31</b>                   | <b>23</b> | <b>-</b> |

Deferred tax liabilities mainly relating to the temporary differences between the carrying amounts of assets and liabilities of financial reporting purposes and the amounts used for taxation purposes.

#### 39. Other liabilities

| €k                             | 2008       | 2007       |
|--------------------------------|------------|------------|
| Share based payments           | -          | 283        |
| Group companies                | 200        | -          |
| Other liabilities and accruals | 67         | 160        |
|                                | <b>267</b> | <b>443</b> |

#### 40. Financial instruments

##### General

The Group has exposure to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk.

In the notes to the consolidated financial statements information is included about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk, and the Group's management of capital.

These risks, objectives, policies and processes for measuring and managing risk, and the management of capital apply also to the separate financial statements of Navigator Equity Solutions SE.

##### Credit risk

##### Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

| €k                                                    | 2008          | 2007          |
|-------------------------------------------------------|---------------|---------------|
| <b>Financial fixed assets</b>                         |               |               |
| Loans to group companies                              | 3,650         | 2,050         |
| <b>Financial current assets</b>                       |               |               |
| Financial assets at fair value through profit or loss | 3,034         | 11,365        |
| Loans and receivables                                 | 929           | 1,475         |
| Cash and cash equivalents                             | 11,681        | 11,379        |
|                                                       | <b>19,294</b> | <b>26,269</b> |

### Impairment losses

The aging of loans and receivables at the reporting date was:

| €k                          | Gross<br>2008 | Impairment<br>2008 |
|-----------------------------|---------------|--------------------|
| Not past due                | 777           | -                  |
| Past due less than one year | 21            | -                  |
| Past due more than one year | 131           | -                  |
|                             | <b>929</b>    | <b>-</b>           |

Navigator Equity Solutions SE believes that no impairment allowance is necessary in respect of trade receivables.

### Liquidity risk

The following are the contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements. Bank loans are not mentioned as the Navigator Equity Solutions SE has no liabilities to banks:

| €k                      | Carrying amount | Contractual cash flows | < 1 year   | > 1 year |
|-------------------------|-----------------|------------------------|------------|----------|
| <b>31 December 2008</b> |                 |                        |            |          |
| Accounts payable        | 94              | 94                     | 94         | -        |
| Other liabilities       | 267             | 267                    | 267        | -        |
| Current tax             | 54              | 54                     | 54         | -        |
|                         | <b>415</b>      | <b>415</b>             | <b>415</b> | <b>-</b> |
| <b>31 December 2007</b> |                 |                        |            |          |
| Accounts payable        | 20              | 20                     | 20         | -        |
| Other liabilities       | 443             | 443                    | 443        | -        |
| Current tax             | 48              | 48                     | 48         | -        |
|                         | <b>511</b>      | <b>511</b>             | <b>511</b> | <b>-</b> |

### Interest rate risk

Interest rate risk derives solely from intercompany loans which Navigator Equity Solutions SE has granted to group companies (see below “fair values”). The Group has no liabilities to banks. For these reasons, no sensitivity analysis has been performed.

### Fair values

The fair value of financial assets and liabilities, together with the carrying amounts shown in the balance sheet, are as follows:

| €k                                                    | 31 December 2008 |               | 31 December 2007 |               |
|-------------------------------------------------------|------------------|---------------|------------------|---------------|
|                                                       | Carrying amount  | Fair value    | Carrying amount  | Fair value    |
| <b>Financial fixed assets</b>                         |                  |               |                  |               |
| Loans to group companies                              | 3,650            | 3,650         | 2,050            | 2,050         |
| <b>Financial current assets</b>                       |                  |               |                  |               |
| Financial assets at fair value through profit or loss | 3,034            | 3,034         | 11,365           | 11,365        |
| Loans and receivables                                 | 929              | 929           | 1,475            | 1,475         |
| Cash and cash equivalents                             | 11,680           | 11,680        | 11,379           | 11,379        |
| <b>Financial assets</b>                               | <b>19,293</b>    | <b>19,293</b> | <b>26,269</b>    | <b>26,269</b> |
| Accounts payable                                      | 94               | 94            | 20               | 20            |
| Other liabilities                                     | 267              | 267           | 443              | 443           |
| Current tax liability                                 | 54               | 54            | 48               | 48            |
| <b>Financial liabilities</b>                          | <b>415</b>       | <b>415</b>    | <b>511</b>       | <b>511</b>    |
|                                                       | <b>19,708</b>    | <b>19,708</b> | <b>26,780</b>    | <b>26,780</b> |

Loans and receivables and other payables have a remaining life of less than one year, the notional amount is deemed to reflect the fair value. The basis for determining fair values is disclosed in note 4.

### 41. Commitments and contingencies

#### Operating leases

The Company has no operating leases.

#### Contingencies

Although no legal actions and claims are pending against the Company they may be pending or may be asserted in the future against the Company from litigations and claims incident to the ordinary course of business. Related risks have been analysed as to likelihood of occurrence. Although the outcome of these matters cannot always be ascertained with precision, management believes that no material liabilities are likely to result.

### 42. Average number of employees

The Company did not employ any person in 2008.

### 43. Emoluments of directors and supervisory directors

#### Remuneration directors

Directors' total remuneration approximated EUR 152k in 2008 and EUR 0 in 2007 respectively. The remuneration of the board members is determined by the supervisory board. The remuneration package comprises a basic salary and a performance related bonus. The bonuses are determined by the supervisory board.

| €k                           | 2008      | 2007     |
|------------------------------|-----------|----------|
| <b>Dr. Michael Hasenstab</b> |           |          |
| Salaries                     | 49        | -        |
| Bonus                        | -         | -        |
| Other emoluments             | -         | -        |
|                              | <b>49</b> | <b>-</b> |
| <b>Robert Käß</b>            |           |          |
| Salaries                     | 47        | -        |
| Bonus                        | -         | -        |
| Other emoluments             | -         | -        |
|                              | <b>47</b> | <b>-</b> |
| <b>Dr. Florian Pfingsten</b> |           |          |
| Salaries                     | 47        | -        |
| Bonus                        | -         | -        |
| Other emoluments             | -         | -        |
|                              | <b>47</b> | <b>-</b> |
| <b>Roland Rempelberg</b>     |           |          |
| Salaries                     | -         | -        |
| Bonus                        | -         | -        |
| Other emoluments             | -         | -        |
|                              | <b>-</b>  | <b>-</b> |

#### Remuneration supervisory board

In 2008, the supervisory board's remuneration was in total EUR 11k (2007: EUR 4k).

| €k                        | 2008 | 2007 |
|---------------------------|------|------|
| <b>Erich Hoffmann</b>     | 5    | 2    |
| <b>Ulli Fischer</b>       | 3    | 1    |
| <b>Dr. Jens Bodenkamp</b> | 3    | 1    |

Supervisory board members received a fixed compensation only.

Shares held by Members of the Board of Management and Supervisory Board as at 31 December 2008:

|                           |                                 |           |
|---------------------------|---------------------------------|-----------|
| <b>Erich Hoffmann</b>     | Member of the Supervisory Board | 2,989,834 |
| <b>Ulli Fischer</b>       | Member of the Supervisory Board | 98,000    |
| <b>Dr. Jens Bodenkamp</b> | Member of the Supervisory Board | 217,400   |

Maastricht, 11 May 2009

#### The Management Board:

Dr. Florian Pfingsten  
Robert Käß  
Dr. Michael Hasenstab  
Roland Rempelberg

#### The Supervisory Board:

Erich Hoffmann  
Ulli Fischer  
Dr. Jens Bodenkamp

## Other Information

To: General Meeting of Shareholders of Navigator Equity Solutions SE

## Auditor's Report

### Report on the financial statements

We have audited the financial statements of Navigator Equity Solutions SE, Maastricht, for the year 2008 as set out on pages 46 to 103. The financial statements consist of the consolidated financial statements and the company financial statements. The consolidated financial statements comprise the consolidated balance sheet as at 31 December 2008, the profit and loss account, statement of changes in equity and cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes. The company financial statements comprise the company balance sheet as at 31 December 2008, the company profit and loss account for the year then ended and the notes.

### Management's responsibility

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards as adopted by the European Union and with Part 9 of Book 2 of the Netherlands Civil Code, and for the preparation of the management report in accordance with Part 9 of Book 2 of the Netherlands Civil Code. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

### Auditor's responsibility

Our responsibility is to express an opinion on the financial statements based on our audit. We conducted our audit in accordance with Dutch law. This law requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

### Opinion with respect to the consolidated financial statements

In our opinion, the consolidated financial statements give a true and fair view of the financial position of Navigator Equity Solutions SE as at 31 December 2008, and of its result and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union and with Part 9 of Book 2 of the Netherlands Civil Code.

### Opinion with respect to the company financial statements

In our opinion, the company financial statements give a true and fair view of the financial position of Navigator Equity Solutions SE as at 31 December 2008, and of its result for the year then ended in accordance with Part 9 of Book 2 of the Netherlands Civil Code.

### Report on other legal and regulatory requirements

Pursuant to the legal requirement under 2:393 sub 5 part f of the Netherlands Civil Code, we report, to the extent of our competence, that the management board report is consistent with the financial statements as required by 2:391 sub 4 of the Netherlands Civil Code.

Eindhoven, 11 May 2009

KPMG ACCOUNTANTS N.V.  
L.J.J.M. Vale RA

### Provisions in the Articles of Association governing the appropriation of profit

According to article 17 of the company's Articles of Association, the profit is at the disposal of the General Meeting of Shareholders, which can allocate the profit wholly or partly to the general or specific reserve funds.

The Company can only make payments to the shareholders and other parties entitled to the distributable profit for the amount the shareholders' equity is greater than the paid-up and called-up part of the capital plus the legally required reserves.

### Proposal for profit appropriation

The General Meeting of Shareholders will be asked to approve the following appropriation of the 2008 income after tax: an amount of EUR -5,312k to be added to the other reserves and the remaining amount of EUR 0 to be paid out as dividend. The result after taxes for 2008 is included under the retained earnings item in the shareholders' equity.

### Subsequent events

On February 12, 2009, the company held an Extraordinary Meeting of Shareholders in Maastricht, the Netherlands, to vote upon the conversion of the company's legal form into a European Public Limited Company. In total, there was 34.6% of the company's share capital represented at the meeting. The attending shareholders approved all agenda items unanimously.

On February 23, 2009, the company announced the acquisition of a minority participation in the world-wide provider of digital content for the film, games and telecom industry, Catalis SE.

On March 17, 2009, the company announced the record day for the return of capital resulting from a capital reduction. The record day for the return of capital was set to Friday, March 20, 2009. The return of capital was paid on shareholders' deposit holdings of shares in Navigator Equity Solutions SE by the close of the market on March 20, 2009 and started on March 23, 2009.

Prior to the return of capital, the company cancelled the total number of 4,402,602 own shares held since the completion of last year's voluntary share buyback offer, resulting in a corresponding reduction of the company's share capital.

Through these corporate actions, the company's share capital was reduced from EUR 13,551,150 to EUR 6,555,444.90 divided into 131,108,898 shares with a nominal value of EUR 0.05.

Also, the change of the legal form of the company from a Dutch N.V. to a European Public Limited Company (SE) has been completed. Thus, in the future, the company will be officially operating under the name of Navigator Equity Solutions SE.

### Subsidiaries

The Company has subsidiaries in The Netherlands and in Germany.



**Imprint****Issuer**

Navigator Equity Solutions SE  
Europalaan 24  
6199 AB Maastricht  
The Netherlands  
Tel. +31 (0)40 213 59 30  
Fax +31 (0)40 213 56 04  
info@navigator-equity.com  
www.navigator-equity.com

**Layout**

www.dreismann.eu

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Navigator Equity Solutions SE  
Europalaan 24  
6199 AB Maastricht  
Niederlande  
Tel. +31 (0)40 213 59 30  
Fax +31 (0)40 213 56 04  
info@navigator-equity.com  
www.navigator-equity.com

**Gestaltung**

www.dreismann.eu

