Grontmij

Financial press release

Successful Rights offering allows Grontmij to focus on restructuring part of Back on Track strategy

De Bilt, 30 Augustus 2012 – Grontmij N.V., a listed consulting engineering company with strong European presence, is today reporting its second quarter and first half year results of 2012. The second quarter was marked by the rights offering process, which was successfully completed at the end of May, allowing Grontmij to focus on the implementation of the restructuring programme of the Back on Track strategy. Grontmij emphasises that 2012 is a transitional year and updates its outlook for the full year 2012.

Key points Q2 2012

- Total revenue at € 226.8 million (Q2 2011: € 232.0 million). Net revenue almost stable with organic decline of 0.4%
- EBITA excluding exceptional items decreased by 41.4% to € 4.9 million (Q2 2011: € 8.4 million), with an EBITA margin excluding exceptional items of 2.2% (Q2 2011: 3.6%)
- Exceptional items of – € 7.9 million (Q2 2011: – € 2.1 million), primarily related to the 'Back on Track' restructuring programme, the successfully closed rights issue and refinancing
- Reflecting also the effects of the exceptional items, net result from continuing operations is – € 11.4 million (Q2 2011: € 0.5 million), and net result is – € 12.1 million (Q2 2011: € 2.4 million),
- Net debt at the end of the second quarter is € 155.7 million (Q2 2011: € 202.3 million)
- Update on 'Back on Track' strategy:
  - *Restructuring programme* gaining momentum; first positive results expected in the second half of 2012
  - *Divestments*: Sale of UK dispute resolution and contractual advice consultancy Trett Consulting (completed in May 2012); Golfcourse Naarderbos in the Netherlands now earmarked as 'asset held for sale'
  - *Realising profitable organic growth*: projects won include the sustainable renewal of the National Hospital in Denmark and the design of two underground metro depots in Brussels, Belgium.

- New financing in place and rights issue of approximately € 80 million successfully placed with investors
- Adjusted outlook for 2012: 'EBITA excluding exceptional items expected to be around the level of full year 2011'

Michiel Jaski, CEO Grontmij N.V: 'A highlight for Grontmij in the second quarter of 2012 was the successful closing of the € 80 million rights offering. Investors provided Grontmij with a strong vote of confidence in the 'Back on Track' strategy. Implementation of the restructuring programme as announced has taken off and is now work in progress, with a large number of people involved across the Group. We expect the first positive results of our transition in the second half of 2012. In the second quarter we have seen a flattening in the decline of our organic revenues. However, market conditions remain challenging in several European markets. For Grontmij, 2012 is going to be the transitional year we announced it to be on 9 March 2012. We update the full year outlook for EBITA excluding exceptional items to be around the level of last year. Our long term prospects remain positive with our well defined 'Back on Track' strategy and a community of dedicated professionals, building on strong and successful customer relationships.'

Key financials Q2 2012

€ million, unless otherwise indicated	Q2 2012	Q2 2011	% change	organic growth	HY 2012	HY 2011	% change	organic growth
Total revenue	226.8	232.0	-2.2%	-3.1%	455.2	467.6	-2.7%	-3.2%
Net revenue	185.0	184.2	0.4%	-0.4%	378.4	381.9	-0.9%	-1.5%
EBITA	-3.0	6.3	-147.2%	-148.7%	0.1	15.6	-99.3%	-100.3%
Exceptional items	-7.9	-2.1			-13.3	-2.6		
EBITA excluding exceptional items	4.9	8.4	-41.4%	-39.0%	13.4	18.2	-26.4%	-26.5%
Net result from continuing operations	-11.4	0.5	-2262.5%		-15.4	3.4	-548.3%	
Net result from discontinued operations	-0.8	1.9			-2.5	2.6		
Net result	-12.1	2.4	-606.8%		-18.0	6.1	-396.4%	
EBITA margin	-1.3%	2.7%			0.0%	3.3%		
EBITA margin excluding exceptional items	2.2%	3.6%			2.9%	3.9%		
# employees (average FTE)	8,388	8,529	-1.7%		8,446	8,541	-1.1%	

The Exceptional items in Q2 2011 were previously reported as 'Non-recurring items'. Reference is made to the Appendices 'Non-IFRS reporting measures: EBITA, EBITA excluding non-recurring items and EBITA excluding exceptional items'.

Strategy update

'Back on Track', the new strategy of Grontmij for the period up to 2015, is based on two pillars: restructuring and realising profitable organic growth. The emphasis in 2012 is on restructuring. In the period 2013 – 2015 there will be greater focus on realising profitable organic growth. 'Back on Track' is clearly inspired by the country operations and aims to take advantage of the opportunities in the European markets.

Immediately after the announcement of 'Back on Track' on 9 March 2012, implementation of the new strategy has started. The strategy is coordinated by the International Programme Management Office, overseen by a Steering Committee in which the Executive Board is fully represented. Over 150 people across the Grontmij Group are involved through approximately 40 implementation teams. Implementation is well under way, of which an update is provided below.

<u>Restructuring</u>

The restructuring programme in 2012 is aimed at realising cost reductions, operational excellence improvements, selected divestments, and at strengthening governance and controls.

Cost reductions

Reducing costs is an important part of the restructuring pillar: by the end of 2015, the targeted cumulative cost savings are € 43 million, aiming at total annual cost reductions of € 18 million from 2015 onwards.

The cost reductions are realised both in the country operations and at the Group headquarters. Since the announcement of the new strategy, the implementation plans for the countries have been finalised and started. The reorganisation at the Group headquarters was carried out in the second quarter, the effects of which will become visible in the second half of 2012.

In the second quarter of 2012, costs have been reduced at an annual run rate of € 4.0 million. Of the estimated one-off cash impact, € 1.0 million cash-out has been realised. With the new strategy announced at the beginning of March, the impact of the restructuring is expected to show an increase in the second half of the year.

Additional measures

In fine-tuning the restructuring programme and in preparing the organisation for the market conditions in 2013, which are not expected to improve, Grontmij has identified € 6.0 million additional annual savings in primarily direct costs. These additional savings will be realised in the Netherlands, France and Poland where in total a reduction of approximately 125 FTE is expected requiring € 5.0 million additional cash outs. These cash outs will be reported as exceptional items in the second half of 2012.

Operational excellence improvements

Three operational initiatives have been identified; 'Steering on trade working capital', 'Project management excellence' and 'Commercial excellence'. For each initiative, teams have been formed in each country and implementation plans have been developed. With an initial focus on starting the reduction of trade working capital as quickly as possible, working capital improvements are slowly coming into effect. As announced earlier, the target for TWC of 15% by the end of 2013, implies no significant improvements before next year.

For 'Project management excellence' and 'Commercial excellence', five key processes have been selected on Group level, as displayed in the table below. For each of these a best practice process will be defined and rolled out throughout the Group.

Key process	Description
Project pipeline management	▪ *Improvements focussed on optimisation of project pipeline related processes, like order intake & quality and opportunity ownership across the Group*
Pre-bid decision process	▪ *Involves the strategic prioritising of project opportunities and for example efforts focussed on improving the hit rate*
Client first approach & customer surveys	▪ *Improvements focussed on the Group wide approach of customer intimacy, satisfaction and loyalty*
Managing project changes, variation orders and additional work	▪ *Efforts aimed at professionalising and aligning project change management and for example scope extensions of projects*
Project budgeting & follow-up tool	▪ *Aimed at improving and optimising project budgeting skills*

Selected divestments

On 9 March 2012, Grontmij announced its intention to divest a selection of assets. These assets generated ~ € 65 million of total revenue in 2011:

- Blue collar maintenance work and services ⇨ total revenue in 2011 ~ € 29 million
- Other services ⇨ total revenue in 2011 ~ € 16 million
- Non-core assets ⇨ total revenue in 2011 ~ € 20 million

Within 'Other services', Grontmij announced in the second quarter the divestment of its dispute resolution and contractual advice consultancy, Trett Consulting (Trett), to Driver Group plc for a consideration of £ 3.0 million (€ 3.6 million). Trett's revenues in 2011 were £ 14.0 million (€ 16.8 million) and the company employs about 70 staff.

The remaining activities (representing subsequently ~ € 29 million and ~ € 20 million of total revenue in 2011) are each individually approached: part of the activities classified as 'Blue collar maintenance work and services' will be discontinued, implicating a reduction of FTEs and number of contracts, while the remainder is currently being prepared for divestment. The non-core assets are part of a portfolio of assets identified earlier and their divestment is an ongoing process. Timing largely depends on market conditions, as these assets concern mainly real estate. The golf course Naarderbos is now classified as 'asset held for sale'.

Strengthening governance & control processes

For governance & control, the new strategy makes a distinction between items to be addressed on Group level and specifically in France:

Group	France
■ Steering as one company	■ Enhance governance
■ Improve reporting and financial processes	■ Restructure Planning & Design / HQ
■ Executive Board directly responsible for countries, business lines secondary	■ Improve reporting and financial controls
■ Alignment of Strategy and Incentives	

On a Group level, a new and improved consolidation system has been designed and built. First parallel tests are being run, with the first phase of the implementation planned for the third quarter. Users of the consolidation systems across the countries as well as at Group Finance are being trained and prepared for the go-live of the system. The alignment of operational and financial KPIs across the Group has made good progress during the second quarter, the results of which will be reflected in the new consolidation system. Furthermore, a new IT policy is in place, which has been developed over the last few months in close conjunction with the Country Managing Directors (CMDs). The new incentive structure for the Executive Board and the CMDs as proposed by the Supervisory Board and approved at the AGM of 9 May 2012, is now implemented and fully aligned with the strategy.

In France, the improvement of the financial reporting is progressing, with a new control and consolidation system being designed and developed, expecting to be implemented in the last quarter of 2012. The second quarter was demanding for the French organisation, focusing on a thorough analysis of the business and taking the first steps in the necessary restructuring. The restructuring of the French headquarter is well on the way. For Planning & Design the forecasted staff reduction is being implemented, while the large number of legal entities is being merged. This should simplify the organisation, allowing for cost efficiencies and reductions in indirect overheads.

<u>Realising profitable organic growth</u>

The second pillar of 'Back on Track', realising profitable organic growth, is intended to allow Grontmij to tap the national and cross border possibilities of five selected Group growth activities. The five Group growth activities are based on Grontmij´s specific expertise and leading positions in its European main markets: energy (business line Water & Energy), highways & roads, light rail (both business line Transportation & Mobility), sustainable buildings (business line Planning & Design) and asset management & monitoring (business line Monitoring & Testing). Grontmij´s strategy is to create cross-country synergies in higher growth and higher margin segments by working closer together across borders, focusing on these five growth activities.

In the second quarter, new projects have been won to strengthen the five Group growth activities, namely in Belgium (the design of two underground metro depots in Brussels, and the engineering of the new sustainable office building for Pfizer), Germany (the design of the subterranean Saarbrücken tunnel in the Southwest of Germany and the design of an outlet village in Duisburg) and the sustainable renewal of the National Hospital of Denmark. Cross-border cooperation by sharing group-wide knowledge, skills and reference is increasingly conducted throughout the Group and used in tendering processes, highlighting the potential for growth in the selected activities and business lines.

Capital structure

On 9 March 2012 Grontmij announced, as part of the comprehensive financial solution, a new capital structure comprising of a new debt financing and the rights offering of approximately € 80 million. In the second quarter, the rights issue was successfully placed and the new financing agreement became effective.

Debt financing

The new debt facility of € 180 million plus an additional short term working capital facility (until the end of 2012) of € 10 million provides Grontmij with financial flexibility. With a tenor of 4 years, the new facilities are fully aligned with the 'Back on Track' strategy. The agreement includes a 'covenant holiday' until the end of 2012, when the covenants will be tested for the first time. The net debt/EBITDA covenant schedule can be found in the appendix.

Equity financing

Following the shareholder approval at the shareholders' meeting of 9 May 2012, the process of the rights offering started shortly thereafter, being pre-committed by 48.5% of the major shareholders, with the remainder fully underwritten by ING and Nordea. On 24 May 2012, Grontmij announced an initial take-up of approximately 92%. The remainder was placed that same day by way of a private placement to institutional investors in the Netherlands and certain other jurisdictions, in the so-called "Rump Offering".

Replacement of depositary receipts

Earlier this year, after approval of Grontmij N.V., the board of 'Stichting Administratiekantoor van aandelen Grontmij N.V.' decided to terminate the administration of ordinary shares Grontmij. As a consequence, Grontmij withdrew its depositary receipts and replaced them by ordinary shares, on 28 June 2012. In doing so, the abolition of the administration of Grontmij shares became a fact.

Financial performance second quarter 2012

€ million, unless otherwise indicated	Q2 2012	Q2 2011	% change	% organic growth
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EBITA	-3.0	6.3	-147.2%	-148.7%
Exceptional items	-7.9	-2.1		
EBITA excluding exceptional items	4.9	8.4	-41.4%	-39.0%
Net result from continuing operations	-11.4	0.5	-2262.5%	
Net result from discontinued operations	-0.8	1.9		
Net result	-12.1	2.4	-606.8%	
EBITA margin	-1.3%	2.7%		
EBITA margin excluding exceptional items	2.2%	3.6%		
# employees (average FTE)	8,388	8,529	-1.7%	

Revenue

In the second quarter of 2012, total revenue decreased with – 2.2% to € 226.8 million (Q2 2011: € 232.0 million). This was mainly caused by lower revenue in France as a consequence of the expiration of a contract with substantial 3rd party involvement. Following a longer period of organic decline on net revenue, organic decline is now flattening out at 0.4% in the second quarter.

EBITA and EBITA margin

As announced on 9 March 2012, during the current year Grontmij will focus on restructuring and restructuring costs will be reported as exceptional items if and when they meet certain criteria (see appendix on definitions and criteria).

EBITA excluding exceptional items (of – € 7.9 million) amounts to € 4.9 million in the second quarter (Q2 2011: € 8.4 million). Positive developments in the Netherlands and the UK were offset by negative developments in the other countries, notably France. Market conditions remain challenging in most markets. Improvement measures as a consequence of the 'Back on Track' strategy will start to materialise as from the 2nd half of 2012.

The EBITA margin excluding exceptional items in the second quarter of 2012 was 2.2% (Q2 2011: 3.6%). In the Netherlands, the EBITA excluding exceptional items increased by 46.7% to € 3.1 million (Q2 2011: € 2.1 million), despite the reduction in both total revenue and net revenue, increasing the margin from 3.5% last year to 5.6% this year. The margin improvement is the result of the restructuring carried out in the Netherlands. In the UK, the second quarter EBITA excluding exceptional items was in line with expectations negative at € 0.1 million. Compared to last year, the EBITA shows an improvement of 83.2% despite the fact that this year's second quarter held 4 working days less.

Exceptional items in the second quarter 2012:

Exceptional items in the second quarter of 2012 were – € 7.9 million (Q2 2011: – € 2.1 million), primarily related to the 'Back on Track' restructuring programme and the successfully closed rights issue and refinancing. The exceptional items are discussed in more detail below.

Restructuring costs

In the second quarter, restructuring costs totalled € 4.1 million, related to real estate in the Netherlands and redundancies at the Group's headquarters, the Netherlands and France.

Refinancing costs

Costs related to the refinancing that were taken in the second quarter totalled € 2.7 million, including bank- and advisory fees.

Write-offs and provision releases

An additional write-off of € 1.7 million on non-core assets was partially offset by a release of a provision for IT costs of € 0.6 million.

Net finance expenses

In the second quarter, the net finance expenses (€ 5.0 million) are higher than last year's expense (€ 3.0 million) due to the refinancing: the capitalised finance costs related to the old financing programme were written off, while the interest expenses on the new financing arrangements are higher.

Income tax expenses

Income tax expenses for the second quarter increased to € 1.7 million relative to € 0.6 million for the second quarter last year, despite a loss before tax from continuing operations of – € 9.6 million (Q2 2012) compared to a profit before tax of € 1.1 million from continuing operations in Q2 2011. This is mainly due to not recognising deferred tax assets on current year losses in some of our operating countries.

Trade working capital

Trade working capital increased with € 29.2 million to € 180.7 million compared to Q4 2011 (€ 151.5 million). The increase relative to year-end 2011 is explained by the traditional seasonal peak in cash collection from trade debtors and delayed payments to creditors at year-end 2011. In comparison with Q2 2011, trade working capital increased with € 0.7 million. However, adjusted for the impact of delayed payments of € 10.0 million at the end of Q2 2011, trade working capital in Q2 2012 decreased with € 9.3 million or 4.8%.

Net debt and cash flow

Net debt at the end of the second quarter decreased with € 22.2 million, from € 177.9 million at year end 2011 to € 155.7 million at the end of June 2012. The main movements in net debt are the negative operating cash flow in the first half of 2012 of € 44.4 million, investments of € 4.8 million and the net proceeds of the equity issue of € 73.6 million.

Interest coverage and net debt/EBITDA ratios and covenants

In the second quarter, the new financing agreement came into effect. Part of the agreement is a 'covenant holiday', indicating a grace period for the testing of the interest coverage and net debt/EBITDA ratios until the end of the year. First testing moment is 31 December 2012, which will also be the moment that Grontmij will publish its ratios. The covenant schedule can be found in the appendix.

Net result

Net result from continuing operations in the second quarter of 2012 resulted in a loss of – € 11.4 million (Q2 2011: € 0.5 million) mainly as a result of the lower EBITA margin and exceptional items. Net result from discontinued operations (net of income tax) was – € 0.8 million in the second quarter of 2012 compared to € 1.9 million last year. Net result from discontinued operations in the second quarter 2012 relates to the net result of Trett Consulting in the UK of – € 0.8 million. Discontinued operations in the second quarter of 2011 relate to Trett Consulting in the UK and the Telecom business in France. The latter was divested in October 2011.

Performance by country

Country performance is leading over the business lines. Grontmij reports its results on a country basis for the seven core countries with separate segments for 'Other markets' (being: Poland, Hungary, Turkey and activities outside Europe) and 'Non-core and other unallocated'. Grontmij reports revenue numbers per business line.

Exceptional items were previously reported as 'Non-recurring items'. Reference is made to the Appendices 'Non-IFRS reporting measures: EBITA, EBITA excluding non-recurring items and EBITA excluding exceptional items'.

The Netherlands

€ million, unless otherwise indicated	Q2 2012	Q2 2011	% change	organic growth	HY 2012	HY 2011	% change	organic growth
Total revenue	56.0	61.1	-8.3%	-8.3%	113.5	128.6	-11.7%	-11.7%
Net revenue	45.8	47.3	-3.1%	-3.1%	95.6	102.6	-6.9%	-6.9%
EBITA	0.6	1.9	-71.1%	-71.1%	4.2	6.9	-39.5%	-39.5%
EBITA margin	1.0%	3.1%			3.7%	5.4%		
Exceptional items	-2.6	-0.2			-2.6	-0.4		
EBITA excluding exceptional items	3.1	2.1	46.7%	46.7%	6.8	7.3	-7.6%	-7.6%
EBITA margin excluding exceptional items	5.6%	3.5%			6.0%	5.7%		
# employees (average FTE)	2,009	2,187	-8.1%		2,035	2,202	-7.6%	

As per 1 January 2012 the subsidiary Grontmij Vastgoedmanagement (VGM) was transferred from the Netherlands to Non- core and other unallocated.

In the Netherlands, total revenue in the second quarter of 2012 (€ 56.0 million) was 8.3% lower compared to last year (€ 61.1 million), while net revenue in the second quarter decreased with 3.1% to € 45.8 million. Compared to the revenue developments in the previous quarters, the second quarter shows progress in the stabilisation of the revenues. Grontmij the Netherlands is carefully implementing and fine-tuning its restructuring programme.

EBITA excluding exceptional items in the second quarter increased with 46.7% to € 3.1 million, versus € 2.1 million in Q2 2011. The Netherlands showed an improvement of the EBITA margin excluding exceptional items from 3.5% in Q2 2011 to 5.6% in Q2 2012, indicating the early results from the restructuring efforts in indirect costs. Trade working capital is managed effectively in the Netherlands, with structural levels below the Group's average.

In June of 2012, Grontmij Netherlands announced it signed a two-year framework agreement to provide multidisciplinary engineering services to Gasunie, a leading European natural gas infrastructure company. Grontmij will be providing integrated engineering services to support the expansion and new build development of Gasunie locations across the Netherlands.

France

€ million, unless otherwise indicated	Q2 2012	Q2 2011	% change	organic growth	HY 2012	HY 2011	% change	organic growth
Total revenue	48.5	55.5	-12.6%	-12.6%	96.4	106.0	-9.1%	-9.1%
Net revenue	39.6	39.6	-0.2%	-0.2%	78.7	82.1	-4.1%	-4.1%
EBITA	1.1	3.9	-72.5%	-72.5%	0.1	5.7	-98.6%	-98.6%
EBITA margin	2.2%	6.9%			0.1%	5.4%		
Exceptional items	-0.4	-			-2.0	-		
EBITA excluding exceptional items	1.5	3.9	-61.0%	-61.0%	2.1	5.7	-63.7%	-63.7%
EBITA margin excluding exceptional items	3.1%	6.9%			2.1%	5.4%		
# employees (average FTE)	1,905	1,963	-3.0%		1,924	1,958	-1.7%	

The main focus in France is on implementing the previously announced restructuring for Planning & Design, reducing costs and improving profitability, while further improving the reporting and financial controls as well as enhancing the governance and simplifying the business. The effects of these measures are expected to become visible in the second half of 2012.

Exceptional items in France in the second quarter of 2012 are – € 0.4 million, considerably lower than the exceptional items in the first quarter (– € 1.6 million), relating to settlement fees and redundancy costs at the French headquarters. In the second half of 2012, the expiration of the leases of the French headquarter will allow a further cost reduction in real estate as these leases will not be prolonged.

As in the previous quarter, Grontmij France showed different developments for Planning & Design and Monitoring & Testing, though the order book is strong across the portfolio. Planning & Design is an important focus of the French management as revenue and profitability are falling behind in the second quarter. Monitoring & Testing is performing in line with expectations, with solid margin performance in the second quarter.

Projects won in France include the Geotechnical investigation for two sections of the new Great Paris Automatic Mass Rapid Transit (MRT) System, a four-year project comprising of two lanes over two underground trajectories, and the design and supervision for a new energy-efficient congress hall in Rouen, including a five-star hotel and restaurant.

Denmark

€ million, unless otherwise indicated	Q2 2012	Q2 2011	% change	organic growth	HY 2012	HY 2011	% change	organic growth
Total revenue	37.5	36.3	3.4%	3.1%	77.0	74.6	3.2%	2.9%
Net revenue	29.3	29.5	-0.5%	-0.8%	61.7	60.9	1.4%	1.1%
EBITA	0.2	0.8	-75.2%	-75.3%	3.1	2.1	42.8%	42.3%
EBITA margin	0.5%	2.2%			4.0%	2.9%		
Exceptional items	-0.2	-			-0.2	-		
EBITA excluding exceptional items	0.4	0.8	-47.9%	-48.1%	3.3	2.1	52.7%	52.2%
EBITA margin excluding exceptional items	1.1%	2.2%			4.3%	2.9%		
# employees (average FTE)	1,155	1,166	-0.9%		1,155	1,177	-1.9%	

Total revenue increased with 3.4% in the second quarter of 2012 to € 37.5 million, while net revenue showed a small decline of 0.5% to € 29.3 million. Compared to the first quarter of 2012, revenues are lower in the second quarter explained by a traditional seasonal slack due to local holidays in April and May. The second quarter showed strong revenue growth in Planning & Design and relatively stable revenues in Water & Energy. Transportation & Mobility showed slightly lower revenues, as Grontmij notices a shift in public infrastructure spending from roads to railways and electrification of the current net.

Profitability is lower in the second quarter compared to last year with EBITA excluding exceptional items of € 0.4 million versus € 0.8 million (Q2 2011).This is explained by the lower results in Transportation & Mobility due to project losses in the second quarter of 2012. Following to the strong first quarter in Denmark, EBITA excluding exceptional items for the half year is € 3.3 million, 52.7% higher compared to 2011.

Projects won in Denmark during the second quarter of 2012 are the design and project management of the North Wing National Hospital of Denmark and the design of the Carlsberg S-Station in Copenhagen.

Sweden

€ million, unless otherwise indicated	Q2 2012	Q2 2011	% change	organic growth	HY 2012	HY 2011	% change	organic growth
Total revenue	25.7	23.3	10.7%	9.6%	52.1	46.7	11.5%	10.8%
Net revenue	21.2	20.6	2.9%	1.9%	43.9	41.1	6.9%	6.2%
EBITA	0.5	1.2	-60.5%	-60.6%	2.3	2.9	-20.3%	-20.8%
EBITA margin	1.8%	5.1%			4.4%	6.1%		
Exceptional items	-	-			-	-		
EBITA excluding exceptional items	0.5	1.2	-60.5%	-60.6%	2.3	2.9	-20.3%	-20.8%
EBITA margin excluding exceptional items	1.8%	5.1%			4.4%	6.1%		
# employees (average FTE)	724	709	2.1%		733	699	4.9%	

Total revenue in the second quarter of 2012 grew by 10.7% to € 25.7 million (Q2 2011: € 23.3 million), as a result of the positive market conditions. On a net revenue basis, Sweden showed slightly higher (+2.9%) levels than last year.

EBITA excluding exceptional items for the second quarter is below last year at € 0.5 million (Q2 2011: € 1.2 million), mainly due to losses in the Project Management division, incurred project losses and higher costs.

Projects wons are the upgrade of the Lidingö light rail for the Stockhold Public Transport and multiple projects within Energy and Water, for example the building and civil works for the development of the new power plant Högdalen PM.

Belgium

€ million, unless otherwise indicated	Q2 2012	Q2 2011	% change	organic growth	HY 2012	HY 2011	% change	organic growth
Total revenue	21.6	19.8	8.8%	8.8%	43.0	39.8	8.0%	8.0%
Net revenue	18.9	18.9	0.2%	0.2%	38.5	37.8	1.8%	1.8%
EBITA	1.2	1.9	-37.0%	-37.0%	2.3	3.7	-39.1%	-39.1%
EBITA margin	5.5%	9.5%			5.3%	9.3%		
Exceptional items	-	-			-	-		
EBITA excluding exceptional items	1.2	1.9	-37.0%	-20.6%	2.3	3.7	-39.1%	-39.1%
EBITA margin excluding exceptional items	5.5%	9.5%			5.3%	9.3%		
# employees (average FTE)	828	752	10.1%		833	744	12.0%	

Net revenue in the second quarter in Belgium is in line with last year at € 18.9 million, although productivity is steadily increasing. The succesfull entity merger executed in the first quarter is showing its first results, leading to decreasing indirect overheads and a more cost efficient structure which will also benefit the results in the second half of 2012.

EBITA excluding exceptional items in the second quarter of 2012 is 37% lower than last year at € 1.2 million, due to decreasing results and project losses in Planning & Design.

In the second quarter, Grontmij announced the commissioning of project Oosterweel, the large-scale project envolving the completion of the Antwerp Ring road (R1). Other projects won in Belgium are the design of two metro depots in Brussels and the engineering of the new (sustainable) office building of Pfizer.

UK

€ million, unless otherwise indicated	Q2 2012	Q2 2011	% change	organic growth	HY 2012	HY 2011	% change	organic growth
Total revenue	15.6	14.7	6.7%	-1.9%	31.4	30.1	4.4%	-1.0%
Net revenue	12.9	12.3	5.1%	-3.4%	26.2	25.3	3.8%	-1.5%
EBITA	-0.2	-1.1	80.1%	80.7%	0.4	-2.1	119.4%	118.4%
EBITA margin	-1.4%	-7.4%			1.3%	-7.1%		
Exceptional items	-0.1	-0.5			-0.1	-0.8		
EBITA excluding exceptional items	-0.1	-0.5	83.2%	82.5%	0.5	-1.3	140.8%	138.6%
EBITA margin excluding exceptional items	-0.6%	-3.7%			1.7%	-4.4%		
# employees (average FTE)	774	787	-1.7%		776	793	-2.1%	

For the second quarter of 2012, Grontmij UK shows improved results, with EBITA excluding exceptional items at − € 0.1 million (Q2 2011: − € 0.5 million), showing the continued delivery of the recovery. Compared to the first quarter, profitability was slightly below the first quarter due to four working days less, albeit significantly better than the second quarter last year.

The UK market remains tough, with continuing, though not worsening margin pressure. As a result of the restructuring measures taken in 2011, the UK is gradually improving its margins. Productivity is high across all business lines, with AMP5 at its peak cycle, but also a prospering building services market in the London area, accompanied by a strong position in on- and offshore wind energy.

In line with the new strategy, Grontmij announced on 14 May the divestment of Trett Consulting, the dispute resolution and contractual advice consultancy, to Driver Group plc for a consideration of € 3.6 million.

Germany

€ million, unless otherwise indicated	Q2 2012	Q2 2011	% change	organic growth	HY 2012	HY 2011	% change	organic growth
Total revenue	13.9	13.1	6.5%	2.6%	26.9	26.2	2.3%	-0.6%
Net revenue	12.0	11.2	7.1%	4.0%	23.5	22.8	3.3%	0.6%
EBITA	1.4	1.8	-24.3%	-28.8%	2.1	2.5	-15.0%	-18.2%
EBITA margin	9.7%	13.7%			7.9%	9.5%		
Exceptional items	-	-			-	-0.6		
EBITA excluding exceptional items	1.4	1.8	-24.3%	-28.8%	2.1	3.1	-31.0%	-33.6%
EBITA margin excluding exceptional items	9.7%	13.7%			7.9%	11.7%		
# employees (average FTE)	572	575	-0.7%		575	574	0.2%	

Both total and net revenue are higher in the second quarter of 2012 compared to last year. EBITA excluding exceptional items in the second quarter was € 1.4 million, 24.3% lower than last year, when EBITA excluding exceptional items was impacted by a one-off result of € 0.4 million.

The strong order inflow in the first quarter is continuing in the second quarter, ensuring 93% of the order book for 2012 filled in Germany at the end of June. Planning & Design shows strong performance, with good margins and a positive outlook for the full year 2012. Transportation & Mobility shows a marginal decline in the order book, with margin pressure predominantly in the infrastructure business.

First effects of the changing energy market are visible, with the grid extension starting to develop. Grontmij Germany has a strong reputation in the energy market and inhouse-knowledge and references are transferred across the Group as part of the cross-border Group growth activities.

Projects won in Germany in the second quarter include the design of the subterranean tunnel under the city centre of Saarbrücken (the Saarbrücken tunnel) in the Southwest of Germany and the outlet village in Duisburg, a sustainable building project.

Other markets

€ million, unless otherwise indicated	Q2 2012	Q2 2011	% change	organic growth	HY 2012	HY 2011	% change	organic growth
Total revenue	4.1	4.5	-7.4%	-1.7%	8.6	8.8	-2.4%	4.3%
Net revenue	2.1	2.5	-15.3%	-10.5%	4.7	4.8	-3.6%	2.7%
EBITA	-0.6	-0.0	-1387.2%		-0.4	-0.2	-65.9%	
EBITA margin	-14.1%	-0.9%			-4.7%	-2.8%		
Exceptional items	-	-0.2			-	-0.2		
EBITA excluding exceptional items	-0.6	0.2	-453.7%		-0.4	-0.0	-848.8%	
EBITA margin excluding exceptional items	-14.1%	3.7%			-4.7%	-0.5%		
# employees (average FTE)	278	258	7.9%		274	261	4.9%	

Total and net revenue for other markets in the second quarter are lower compared to the second quarter last year. EBITA excluding exceptional items is negative at – € 0.6 million, while last year, there was a positive EBITA excluding exceptional items of € 0.2 million. This can be explained by the lagging performance in Poland, which is partially offset by the strong performance in Turkey. For Poland additional restructuring measures are necessary and being planned, as explained in the strategy update part of this press release.

Non-core and other unallocated

This section reports on the non-core activities and other unallocated like the corporate head office. The table below is used to reconcile the geographic tables shown before with the consolidated Group numbers.

Non-core and other unallocated

€ million, unless otherwise indicated	Q2 2012	Q2 2011	HY 2012	HY 2011
Total revenue	3.7	3.8	6.4	6.8
Net revenue	3.1	2.3	5.7	4.6
EBITA	-7.0	-4.0	-13.9	-5.8
Exceptional items	-4.5	-1.2	-8.4	-0.6
EBITA excluding exceptional items	-2.4	-2.8	-5.5	-5.2
# employees (average FTE)	144	132	141	133

As per 1 January 2012 the subsidiary Grontmij Vastgoedmanagement (VGM) was transferred from The Netherlands to Non-core and other unallocated.

Outlook

The refinancing and successful closing of the rights offering in the second quarter have provided Grontmij with the much needed financial stability to implement the ‘Back on Track’ strategy. Grontmij has regained a solid financial position to rebalance the operations and to prepare the company for growth in the years to come. The results in the second quarter illustrate that 2012 will be a year of transition for Grontmij, as earlier announced. Despite challenging market conditions in several European countries, a situation expected to continue into 2013, Grontmij updates the full year outlook for EBITA excluding exceptional items. For 2012, EBITA excluding exceptional items is expected to be around the level of full year 2011. The long term prospects of Grontmij are positive, as the company is working towards the 2015 targets and the Group’s 100th anniversary.

Key financials first half year 2012

€ million, unless otherwise indicated	HY 2012	HY 2011	% change	% organic growth
Total revenue	455.2	467.6	-2.7%	-3.2%
Net revenue	378.4	381.9	-0.9%	-1.5%
EBITA	0.1	15.6	-99.3%	-100.3%
Exceptional items	-13.3	-2.6		
EBITA excluding exceptional items	13.4	18.2	-26.4%	-26.5%
Net result from continuing operations	-15.4	3.4	-548.3%	
Net result from discontinued operations	-2.5	2.6		
Net result	-18.0	6.1	-396.4%	
EBITA margin	0.0%	3.3%		
EBITA margin excluding exceptional items	2.9%	3.9%		
# employees (average FTE)	8,446	8,541	-1.1%	

Key points first half year 2012:

- Total revenue decreased by 2.7% to € 455.2 million (HY 2011: € 467.6 million), with organic decline of 3.2%
- EBITA excluding exceptional items decreased by 26.4% to € 13.4 million (HY 2011: € 18.2 million), with an EBITA margin excluding exceptional items of 2.9% (HY 2011: 3.9%)
- Net result from continuing operations of – € 15.4 million (HY 2011: € 3.4 million) in line with Grontmij’s expectations, reflecting the expenses of the restructuring plan Grontmij is executing in 2012

Financial performance first half year

Revenue

Total revenue on a Group level in the first half of 2012 was € 455.2 million, 2.7% lower than the first half of last year (HY 2011: € 467.6 million). Lower total revenue in the Netherlands and France is partially offset by increased total revenue in the other home countries.

EBITA and EBITA margin

As announced on 9 March 2012, during the current year Grontmij will focus on restructuring and restructuring costs will be reported as exceptional items if and when they meet certain criteria (see appendix on definitions and criteria).

EBITA excluding exceptional items in the first half of 2012 is in line with Grontmij's expectations, albeit lower than last year’s first half. EBITA excluding exceptional items was € 13.4 million in

2012 versus € 18.2 million in 2011, with an average margin across the Group of 2.9% (HY2011: 3.9%), showing differences in margin development across the countries.

Exceptional items in the first half year 2012:

Exceptional items in the first half of 2012 were – € 13.3 million (HY 2011: – € 2.6 million), clearly indicating the costs relating to the restructuring and the new capital structure.

The EBITA margin excluding exceptional items in the first half of 2012 was 2.9% (HY 2011: 3.9%). Compared to last year, The Netherlands, Denmark and the UK showed margin improvements which were offset by the margin deterioration in France, Sweden, Belgium and Germany.

Net finance expenses

In the first six months of 2012, the net finance expenses (€ 9.1 million) are higher than last year's expenses (€ 6.5 million) mainly due to the refinancing: Grontmij incurred waiver fees of € 0.6 million, the capitalised finance costs (€ 1.5 million) related to the old financing programme were written off, while the interest expenses on the new financing arrangements are higher.

Income tax expenses

Income tax for the first six months of 2012 increased to – € 3.1 million relative to – € 1.6 million for the first six months of 2011, despite a loss before tax from continuing operations of – € 12.4 million for the first six months of 2012 compared to a profit before tax of € 5.0 million from continuing operations in the first six months of 2011. This is mainly due to not recognizing deferred tax assets on current year losses in some of the operating countries.

Net result

Net result from continuing operations in the first half of 2012 resulted in a loss of – € 15.4 million (HY 2011: € 3.4 million) mainly as a result of the expenses of the restructuring plan Grontmij is executing, a lower operating result, increased interest costs and tax expenses. Net result from discontinued operations (net of income tax) was – € 2.5 million in the first half of 2012 compared to € 2.6 million last year.

Interim financial statements

Please note that this press release should be read in conjunction with the interim financial statements as published by Grontmij on 30 August 2012, and provided in the appendix.

Financial Calendar 2012

30 August 2012	Publication Half Year Results / Analyst meeting - Audio webcast
15 November 2012	Trading Update Q3 2012
28 February 2013	FY Results 2012

Invitation to attend audio webcast of presentation of HY 2012 figures

We are pleased to invite you to listen to the audio webcast of Grontmij's presentation of the trading update today, 30 Augustus 2012 at 10.00 CET via www.grontmij.com. The presentation is then also available on our website.

For more information please contact:

Grontmij N.V., Michèle Negen, Investor Relations Manager, T +31 30 220 78 31

www.grontmij.com

Note to editors

Grontmij is the third largest engineering consultancy in Europe with nearly 9,000 professionals. At the heart of our business is the sustainability by design principle. It is a leading value proposition for our customers delivered by four business lines: Planning & Design, Transportation & Mobility, Water & Energy, Monitoring & Testing.

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Appendices

Definitions and criteria

Performance by business line

Total revenue and EBITA per country (HY and Q2)

Exceptional items and reconciliation

Net debt / EBITDA and interest rate coverage covenant schedules

Interim financial statements

Definitions & criteria

Total revenue

The major part of the Group's revenue relates to contracts for services in the areas of design, consultancy, project management, engineering and contracting. Revenue from services based on fixed-price contracts is recognised in profit or loss pro rata of the services rendered on the reporting date in proportion to the total of the contracted services; the stage of completion is assessed on the reporting date by reference to surveys of actual work performed. Revenue from services based on cost plus contracts is recognised in profit or loss pro rata of the time spent and based on the contractual net hourly rates. Revenue from contract work relates mainly to assignments for the construction of buildings, bridges, roads and infrastructural projects such as sport fields, parks and sewages. Revenue from contract work and the relating expenses are recognised in profit or loss in proportion to the stage of completion of the contract on the reporting date; the stage of completion is determined based on the technical completeness proportionate to the project as a whole. Revenue from contract work include the initial amount agreed upon plus any variations in contract work, claims and incentive payments to the extent that it is probable they will result in revenue and can be measured reliably. Revenue from the sale of goods in the course of ordinary activities is measured at the fair value of the consideration received or receivable.

Net revenue

Net revenue relates to Total Revenue excluding third party expenses for costs of services and materials relating directly to contracts carried out for the Group's customers.

EBITA

EBITA stands for earnings before interest, tax and amortisation and is defined as the operating result for the period, adding back amortisation and impairment losses.

Non-IFRS reporting measures: EBITA, EBITA excluding non-recurring items and EBITA excluding exceptional items

In 2011 and before, the Company reported "EBITA excluding non-recurring items". Starting 2012 the Company will report "EBITA excluding exceptional items" instead of "EBITA excluding non-recurring items". These are (as is EBITA) non-IFRS reporting measures and should not be considered as an alternative to the applicable IFRS measures. In particular, they should not be considered as a measure of financial performance under IFRS, as alternative to revenue, operating income or any other performance measures derived in accordance with IFRS. EBITA, EBITA excluding non-recurring items and EBITA excluding exceptional items have limitations as an analytical tool and should not be considered in isolation from, or as a substitute for, analysis of the Company's results of operations as reported under IFRS. Other companies in the Company's industry may calculate these measures differently than the Company, limiting their usefulness as a comparative measure. Because of these limitations, investors should rely on the condensed consolidated financial statements prepared in accordance with IFRS and treat the EBITA, EBITA

excluding non-recurring items and EBITA excluding exceptional items as supplemental information only. Non-recurring items related to non-core asset write-offs, one-off restructuring costs incurred in connection with cost reduction programmes and other one-off charges. Starting 2012, the Company will restrict the scope of items to be excluded from EBITA, and will call these "exceptional items". Exceptional items in 2012 relate to costs for restructuring which are part of a formally approved restructuring plan, special items following a material change of accounting principles or results which are of an exceptional nature in relation to the normal business activities and are in general more than 10% of the reported EBITA on a segment level.
The Company has not re-calculated the non-recurring items reported in 2011 to accord with the new definition of exceptional items. Therefore, EBITA excluding exceptional items shown for periods in 2011 is in fact the EBITA excluding non-recurring items reported in 2011.
The following table presents a reconciliation of EBITA and EBITA excluding exceptional items to operating result, the most comparable IFRS measure, for each of the periods indicated.

(Non-current) Assets Held for Sale and Discontinued Operations
In 2010, the Telecom division within Ginger S.A. (France) was presented as held for sale following the commitment of the Executive Board, in December 2010, to a plan to sell the Telecom division. The sale has been successfully completed on 19 October 2011. Grontmij has classified Trett Consulting in the UK as held for sale in Q1 2012, pending its intended divestment later this year. The golf course Naarderbos, part of the non-core portfolio is now classified as 'asset held for sale'.

Organic growth / decline
Organic growth or decline is measured excluding the impact of currency effects, acquisitions and disposals and is expressed as % of comparable last year figures in local currency.

Additional note:
Certain figures contained in this press release, including financial information, have been subject to rounding adjustments. Accordingly, in certain instances the sum of the numbers in a column or row of a table may not conform exactly to the total figure given in for that column or row. Additionally, percentages are calculated on unrounded numbers and may in certain instances not conform exactly to the percentages when calculated on the rounded numbers.

Business lines performance

€ million, unless otherwise indicated	Q2 2012	Q2 2011	% change	% organic growth	HY 2012	HY 2011	% change	% organic growth
Planning & Design								
Total revenue	86.9	96.1	-9.6%	-10.1%	172.6	193.1	-10.6%	-10.9%
Net revenue	70.3	73.5	-4.4%	-4.9%	144.1	152.2	-5.3%	-5.6%
Transportation & Mobility								
Total revenue	50.7	46.8	8.4%	6.8%	103.2	100.4	2.8%	1.8%
Net revenue	41.9	39.4	6.3%	5.0%	86.4	84.9	1.8%	0.8%
Water & Energy								
Total revenue	47.6	46.0	3.5%	2.3%	97.0	95.1	2.0%	1.2%
Net revenue	39.9	39.8	0.3%	-1.1%	82.9	82.5	0.5%	-0.4%
Monitoring & Testing								
Total revenue	34.1	38.3	-11.0%	-11.2%	68.6	70.0	-2.1%	-2.3%
Net revenue	28.9	28.8	0.3%	-0.1%	57.5	57.1	0.7%	0.4%
Other (including non-core)								
Total revenue	7.5	4.8	56.3%	5.0%	13.9	9.0	54.2%	6.4%
Net revenue	4.0	2.7	48.1%	33.2%	7.5	5.2	44.2%	35.1%
Total Group								
Total revenue	226.8	232.0	-2.2%	-3.1%	455.2	467.6	-2.7%	-3.2%
Net revenue	185.0	184.2	0.4%	-0.4%	378.4	381.9	-0.9%	-1.5%

HY Total revenue and EBITA per country

	Total revenue		EBITA		EBITA excluding exceptional items		EBITA excluding exceptional items margin %	
€ million, unless otherwise indicated	HY 2012	HY 2011	HY 2012	HY 2011	HY 2012	HY 2011	HY 2012	HY 2011
The Netherlands	113.5	128.6	4.2	6.9	6.8	7.3	6.0%	5.7%
France	96.4	106.0	0.1	5.7	2.1	5.7	2.1%	5.4%
Denmark	77.0	74.6	3.1	2.1	3.3	2.1	4.3%	2.9%
Sweden	52.1	46.7	2.3	2.9	2.3	2.9	4.4%	6.1%
UK	31.4	30.1	0.4	-2.1	0.5	-1.3	1.7%	-4.4%
Belgium	43.0	39.8	2.3	3.7	2.3	3.7	5.3%	9.3%
Germany	26.9	26.2	2.1	2.5	2.1	3.1	7.9%	11.7%
Other markets	8.6	8.8	-0.4	-0.2	-0.4	0.0	-4.7%	-0.5%
Non-core and other unallocated	6.4	6.8	-13.9	-5.8	-5.5	-5.2		
Total Group	**455.2**	**467.6**	**0.1**	**15.6**	**13.4**	**18.2**	**2.9%**	**3.9%**

Q2 Total revenue and EBITA per country

€ million, unless otherwise indicated	Total revenue		EBITA		EBITA excluding exceptional items		EBITA excluding exceptional items margin %	
	Q2 2012	Q2 2011	Q2 2012	Q2 2011	Q2 2012	Q2 2011	Q2 2012	Q2 2011
The Netherlands	56.0	61.1	0.6	1.9	3.1	2.1	5.6%	3.5%
France	48.5	55.5	1.1	3.9	1.5	3.9	3.1%	6.9%
Denmark	37.5	36.3	0.2	0.8	0.4	0.8	1.1%	2.2%
Sweden	25.7	23.3	0.5	1.2	0.5	1.2	1.8%	5.1%
UK	15.6	14.7	-0.2	-1.1	-0.1	-0.5	-0.6%	-3.7%
Belgium	21.6	19.8	1.2	1.9	1.2	1.9	5.5%	9.5%
Germany	13.9	13.1	1.4	1.8	1.4	1.8	9.7%	13.7%
Other markets	4.1	4.5	-0.6	0.0	-0.6	0.2	-14.1%	3.7%
Non-core and other unallocated	3.7	3.8	-7.0	-4.0	-2.4	-2.8		
Total Group	**226.8**	**232.0**	**-3.0**	**6.3**	**4.9**	**8.4**	**2.2%**	**3.6%**

Reconciliation to non-IFRS measures

€ million, unless otherwise indicated	Q2 2012	Q2 2011	HY 2012	HY 2011
Operating result	**-4.7**	**4.1**	**-3.3**	**11.5**
Add back amortisation	1.7	2.2	3.4	4.1
EBITA	**-3.0**	**6.3**	**0.1**	**15.6**
Add back: exceptional items	7.9	2.1	13.3	2.6
EBITA before exceptional items	**4.9**	**8.4**	**13.4**	**18.2**
Less: share in results of EAI	1.0	-0.2	0.9	-0.3
Add: EBITA Telecom division (discontinued)		2.5		3.9
Add: EBITA Trett (discontinued)	-0.3	0.0	-0.6	-0.1
Add: Trett exceptional items		0.0		0.5
Underlying EBITA comparable with presentation 2011	**5.7**	**10.7**	**13.6**	**22.1**

Net debt/EBITDA covenant schedule

	March	June	September	December
2012				4.00x
2013	4.00x	3.50x	3.50x	3.00x
2014	3.00x	2.75x	2.75x	2.50x
2015	2.50x	2.50x	2.50x	2.50x

Interest cover covenant schedule

	March	June	September	December
2012				1.75:1
2013	2.00:1	2.50:1	2.75:1	3.00:1
2014	3.25:1	3.50:1	3.75:1	4.00:1
2015	4.00:1	4.00:1	4.00:1	4.00:1

Grontmij Interim Financial Statements 2012

Grontmij

UNAUDITED CONDENSED CONSOLIDATED

INTERIM FINANCIAL STATEMENTS

FIRST HALF YEAR 2012 ENDED 30 JUNE 2012

Grontmij N.V.

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Grontmij N.V. Management Report First Half Year 2012

For the management comments and analysis of the results, financial position, developments in the countries and business lines of the first half year 2012 and for the outlook for 2012 we refer to the press release.

• Risk Assessment

In our Annual report 2011 (pages 22-26 and 90-91) as well as in our prospectus (www.grontmij.com > Investor relations > Downloads > Prospectus 10 May 2012 (PDF)) for the rights offering (pages 17-33), dated 10 May 2012, we have extensively described the risk factors that we recognised as per that date that could affect adversely our business and financial performance. The risk factors described in these publications represent the main challenges we currently face and we expect them to be applicable for the second half of 2012. These risk factors are deemed to be included in this report by reference.

Additional risks not known by us, or currently believed not to be material, could later turn out to have a material impact on our business, objectives, revenues, assets, liquidity and capital resources.

• Statement of the Executive Board

The Executive Board declares that, to the best of their knowledge, the condensed consolidated interim financial statements, which have been prepared in accordance with IAS 34, “Interim financial reporting”, give a true and fair view of the assets, liabilities, financial position and result of Grontmij N.V. and the entities included in its consolidation, and the management report for the first half year 2012 gives a true and fair view of the information required pursuant to section 5:25d paragraphs 8 and 9 of the Dutch Financial Markets Supervision Act (Wet op het financieel toezicht).

De Bilt, the Netherlands, 29 August 2012

Michiel Jaski (Chief Executive Officer)
Frits Vervoort (Chief Financial Officer)
Gert Dral (member of the Executive Board)

Consolidated statement of financial position

In thousands of €	Note	**30 June 2012**	30 June 2011	31 December 2011
Goodwill	7	167,196	184,862	165,984
Intangible assets		59,064	70,456	62,825
Property, plant and equipment		41,382	47,440	49,506
Investments in equity accounted investees		7,298	7,943	7,244
Other financial assets		16,956	34,672	18,797
Deferred tax assets		3,057	3,142	2,953
Non-current assets		**294,953**	**348,515**	**307,309**
Receivables		397,517	394,615	371,099
Inventories		17,256	17,039	16,358
Income taxes		4,130	6,387	7,053
Cash and cash equivalents	8	43,301	62,430	44,371
Assets classified as held for sale	6	9,761	85,623	-
Current assets		**471,965**	**566,094**	**438,881**
Total assets		**766,918**	**914,609**	**746,190**
Share capital	9	15,992	5,331	5,331
Share premium	9	165,476	96,398	96,391
Reserves	9	-19,177	52,380	44,950
Result for the period	9	-17,925	6,059	-55,860
Total equity attributable to equity holders of Grontmij		**144,366**	**160,168**	**90,812**
Non-controlling interest	9	-75	129	41
Total Group equity		**144,291**	**160,297**	**90,853**
Loans and borrowings	11	147,554	197,329	147,253
Employee benefits		13,046	9,974	13,018
Derivatives used for hedging		8,089	0	4,873
Provisions		41,577	39,487	41,402
Deferred tax liabilities		31,681	29,595	30,958
Non-current liabilities		**241,947**	**276,385**	**237,504**
Bank overdrafts		49,386	35,455	22,595
Loans and borrowings	11	2,036	31,950	52,417
Income taxes		6,628	-	3,718
Trade and other payables		302,122	341,916	325,100
Provisions		16,789	8,517	14,003
Liabilities directly related with assets classified as held for sale	6	3,719	60,089	-
Current liabilities		**380,680**	**477,927**	**417,833**
Total equity and liabilities		**766,918**	**914,609**	**746,190**

Consolidated income statement

In thousands of €, for the first six month period ended 30 June	Note	Q2 2012	Q2 2011	YTD 2012	YTD 2011
Revenue from services		221,432	233,984	447,305	462,241
Revenue from contract work		4,821	-1,978	7,291	5,384
Revenue from sale of goods		540	-	600	-
Total revenue	12	**226,793**	**232,006**	**455,196**	**467,625**
Third-party project expenses		-41,805	-47,793	-76,751	-85,717
Net revenue		**184,988**	**184,213**	**378,445**	**381,908**
Direct employee expenses		-128,324	-126,458	-256,476	-256,553
Direct other expenses		-1,639	-1,077	-3,112	-2,457
Total direct expenses		**-129,963**	**-127,535**	**-259,588**	**-259,010**
Gross margin		**55,025**	**56,678**	**118,857**	**122,898**
Other income		501	-1,007	608	657
Indirect employee expenses		-18,194	-18,324	-38,453	-37,781
Amortisation		-1,699	-2,202	-3,393	-4,055
Depreciation		-3,461	-2,948	-6,935	-6,810
Impairments of non-current assets		0	0	0	0
Indirect other operating expenses		-35,799	-28,320	-73,096	-63,743
Total indirect expenses		**-59,153**	**-51,794**	**-121,877**	**-112,389**
Share of results of investments in equity accounted investees	13	-920	224	-752	325
Result on sale of equity accounted investees (net of income tax)		-129	14	-126	14
		-1,049	**238**	**-878**	**339**
Operating result	12	**-4,676**	**4,115**	**-3,290**	**11,505**
Finance income		1,838	1,752	3,114	3,290
Finance expenses	11	-6,793	-4,740	-12,193	-9,790
Net finance expenses		**-4,955**	**-2,988**	**-9,079**	**-6,500**
Result before income tax		**-9,631**	**1,127**	**-12,369**	**5,005**
Income tax expense	14	-1,722	-603	-3,053	-1,565
Result after income tax from continuing operations		**-11,353**	**524**	**-15,422**	**3,440**
Result from discontinued operations (net of income tax)	6	-770	1,867	-2,542	2,620
Total result for the period		**-12,123**	**2,391**	**-17,964**	**6,060**
Attributable to:					
Equity holders of Grontmij		-12,111	2,410	-17,925	6,059
Non-controlling interest		-12	-19	-39	1
Total result for the period		**-12,123**	**2,391**	**-17,964**	**6,060**
Earnings per share					
From continuing and discontinued operations					
Basic earnings per share (in €)				-0.47	0.29
Diluted earnings per share (in €)				-0.47	0.29
From continuing operations					
Basic earnings per share (in €)				-0.40	0.16
Diluted earnings per share (in €)				-0.40	0.16
Average number of shares (basic)				38,303,183	20,869,638
Average number of shares (diluted)				38,312,056	20,875,974

Consolidated statement of comprehensive income

In thousands of €, for the first six month period ended 30 June	YTD 2012	YTD 2011
Result after income tax	**-17,964**	**6,060**
Other comprehensive income:		
Foreign currency exchange translation differences for foreign operations	1,595	-1,425
Cost stock dividend payment	-	-35
Cost of issuing ordinary shares (net of income tax)	-6,652	-
Net change in fair value of cash flow hedges	-3,213	1,012
Other	-74	93
Other comprehensive income (net of income tax)	**-8,344**	**-355**
Total comprehensive income	**-26,308**	**5,705**
Attributable to:		
Equity holders of Grontmij	-26,269	5,704
Non-controlling interest	-39	1
Total comprehensive income	**-26,308**	**5,705**

Consolidated statement of changes in equity

In thousands of €	Total Group equity	Non-controlling interest	Total attributable to equity holders of Grontmij	Share capital	Share premium	Translation reserve	Hedging reserve	Other reserves	Result for the year
Balance as at 1 January 2011	**157,801**	**21**	**157,780**	**5,206**	**96,558**	**-5,053**	**1,322**	**42,774**	**16,973**
Result for the six month period ended June 2011	6,060	1	6,059	-	-	-	-	-	6,059
Contribution by and distributions to owners:									
Dividends to equity holders of Grontmij	-3,209	-	-3,209	-	-	-	-	-3,209	-
2010 Result appropriation	-	-	-	125	-125	-	-	16,973	-16,973
Other comprehensive income:									
Foreign currency exchange translation differences for foreign operations	-1,425	-	-1,425	-	-	-1,425	-	-	-
Cost stock dividend payment	-35	-	-35	-	-35	-	-	-	-
Net change in fair value of cash flow hedges	1,012	-	1,012	-	-	-	1,012	-	-
Other movements	93	107	-14	-	-	-	-	-14	-
Total other comprehensive income	**-355**	**107**	**-462**	**-**	**-35**	**-1,425**	**1,012**	**-14**	**-**
Balance as at 30 June 2011	**160,297**	**129**	**160,168**	**5,331**	**96,398**	**-6,478**	**2,334**	**56,524**	**6,059**
Balance as at 1 January 2012	**90,853**	**41**	**90,812**	**5,331**	**96,391**	**-5,614**	**-4,876**	**55,440**	**-55,860**
Result for the six month period ended June 2012	**-17,964**	-39	**-17,925**	-	-	-	-	-	-17,925
Contribution by and distributions to owners:									
Issue of ordinary shares	79,746	-	79,746	10,661	69,085	-	-	-	-
2011 Result appropriation	-	-	-	-	-	-	-	-55,860	55,860
Other comprehensive income:									
Foreign currency exchange translation differences for foreign operations	1,595	-	1,595	-	-	1,595	-	-	-
Cost of issuing ordinary shares (net of income tax)	-6,652	-	-6,652	-	-	-	-	-6,652	-
Net change in fair value of cash flow hedges	-3,213	-	-3,213	-	-	-	-3,213	-	-
Other movements	-74	-77	3	-	-	-	-	3	-
Total other comprehensive income	**-8,344**	**-77**	**-8,267**	**-**	**-**	**1,595**	**-3,213**	**-6,649**	**-**
Balance as at 30 June 2012	**144,291**	**-75**	**144,366**	**15,992**	**165,476**	**-4,019**	**-8,089**	**-7,069**	**-17,925**

Consolidated statement of cash flows

In thousands of €, for the first six month period ended 30 June	Note	Q2 2012	YTD 2012	YTD 2011
Total result for the period		-12,123	-17,964	6,060
Result from discontinued operations		770	2,542	-2,620
Result after income tax from continuing operations		**-11,353**	**-15,422**	**3,440**
Adjustments for:				
Depreciation of property, plant and equipment		3,461	6,935	6,810
Amortisation of intangible assets		1,699	3,393	4,055
Share of results of investments in equity accounted investees		920	752	-325
Results on sale of property, plant and equipment		-42	-58	33
Result on sale of equity accounted investees (net of income tax)		129	126	-14
Net finance expenses		4,955	9,079	6,500
Income tax expense		1,722	3,053	1,565
		12,844	**23,280**	**18,624**
Change in current assets and liabilities except for cash and bank overdraft		**-19,329**	**-47,194**	**-6,180**
Dividends received from equity accounted investees		369	369	67
Interest paid		-4,179	-9,431	-9,148
Interest received		1,538	2,733	3,101
Income taxes received		-2,132	1,245	-5,754
		-4,773	**-5,453**	**-11,801**
Net cash from operating activities		**-22,241**	**-44,420**	**4,150**
Proceeds from sale of property, plant and equipment		6	257	121
Proceeds from sale of a subsidiary (net of cash disposed)	6	1,871	1,871	-
Acquisition of intangible assets		-635	-1,142	-1,009
Acquisition of property, plant and equipment		-2,174	-4,665	-5,415
Acquisition of subsidiaries (net of cash acquired)		150	-821	-
Acquisition of investments in equity accounted investees		-	-	-133
Repayments from and acquisition of other investments, net		365	-267	2
Net cash used for investing activities		**-417**	**-4,767**	**-6,434**
Dividends paid		-	-	-2,804
Proceeds from the issue of share capital	9	79,746	79,746	-
Payment of costs of issuing ordinary shares		-6,105	-6,105	-
Payment of costs of paying stock dividend		-	-	-35
Proceeds from the issue of loans and borrowings		127,911	141,981	896
Payment of transaction costs related to loans and borrowings		-1,993	-1,993	-
Repayments of loans and borrowings		-191,724	-192,396	-9,194
Net cash from / (used for) financing activities		**7,835**	**21,233**	**-11,137**
Movements in net cash position for the period of the continuing operations		**-14,823**	**-27,954**	**-13,421**
Net cash (used for) / from operating activities discontinued operations	6	-416	-416	-16,489
Net cash used for investing activities discontinued operations	6	-	-	-1,432
Net cash from financing activities discontinued operations	6	-	-	-463
Movements in net cash position for the period of discontinued operations		**-416**	**-416**	**-18,384**
Movements in net cash position for the period of the continuing and discontinued operations		**-15,239**	**-28,370**	**-31,805**
Cash and cash equivalents as per consolidated statement of financial position		52,916	44,371	61,933
Cash and cash equivalents included in assets held for sale		-	-	15,795
Bank overdrafts as per consolidated statement of financial position		-43,991	-22,595	-21,016
Bank overdrafts included in assets held for sale		-	-	-95
Net cash position as at 1 January		**8,925**	**21,776**	**56,617**
Effect of exchange rate fluctuations on cash held		229	509	-81
Cash and cash equivalents as per consolidated statement of financial position		43,301	43,301	62,430
Cash and cash equivalents included in assets held for sale		-	-	5,724
Bank overdrafts as per consolidated statement of financial position		-49,386	-49,386	-35,455
Bank overdrafts included in assets held for sale		-	-	-7,968
Net cash position as at 30 June		**-6,085**	**-6,085**	**24,731**

Notes to the condensed consolidated interim financial statements

1 Reporting entity

The reporting entity is Grontmij N.V. ('Grontmij'), a public limited company (in Dutch: 'Naamloze vennootschap') domiciled at De Holle Bilt 22 in De Bilt, the Netherlands.

The condensed consolidated interim financial statements of Grontmij as at and for the six months ended 30 June 2012 comprise Grontmij and its subsidiaries, all entities which Grontmij directly or indirectly controls (together referred to as the 'Group'), and the Group's interest in associates and jointly controlled entities.

2 General

These condensed consolidated interim financial statements have not been audited or reviewed by the external auditor.

3 Basis of preparation

Statement of compliance
The condensed consolidated interim financial statements for the six month period ended 30 June 2012 have been prepared in accordance with IAS 34 *Interim Financial Reporting*. They do not include all of the information required for full annual financial statements, and should be read in conjunction with the consolidated financial statements of the Group as at and for the year ended 31 December 2011. The consolidated financial statements of the Group as at and for the year ended 31 December 2011 are available upon request from Grontmij's registered office at De Holle Bilt 22, 3732 HM, De Bilt or at www.grontmij.com.

These condensed consolidated interim financial statements were prepared by the Executive Board and discussed by the Supervisory Board on 29 August 2012. At the same date the condensed consolidated interim financial statements were authorised for issue by the Executive Board.

Functional currency and presentation currency
The functional currency of Grontmij is the euro. All amounts in these condensed consolidated interim financial statements are presented in euro, rounded to the nearest thousand, unless stated otherwise.

Seasonality
There is no significant seasonal pattern in the revenues of the Group.

Estimates and management judgements
The preparation of the condensed consolidated interim financial statements requires the Executive Board to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.

In preparing these condensed consolidated interim financial statements, the significant judgements, estimates and assumptions made by management in applying the Group's accounting policies were the same as those that applied to the consolidated financial statements as at and for the year ended 31 December 2011.

4 Significant accounting policies

The significant accounting policies applied by the Group in these condensed consolidated interim financial statements are the same as those applied by the Group in its consolidated financial statements as at and for the year ended 31 December 2011. The following standards, interpretations, amendments to standards and interpretations became effective in 2012:

- IFRS 1 *"Amendment to IFRS1 First time adoption – Severe Hyperinflation and Removal of Fixed Dates for First Time Adopters"* (not yet endorsed by the EU);
- IFRS 7 *"Amendment to IFRS7 Disclosures – Transfers of Financial Assets"* (endorsed by the EU);
- IAS12 *"Income Taxes – Recovery of Tax Assets"* (not yet endorsed by the EU).

None of these new or revised standards and interpretations had a significant effect on the condensed consolidated interim financial statements for the period ended 30 June 2012.

In our annual report 2011 we described the new standards and interpretations not yet effective and not yet adopted. Most standards were and are not yet adopted but the revisions to IAS 19 "Employee benefits", effective for annual periods beginning on or after 1 January 2013, have been endorsed by the EU. The most significant amendments to IAS 19 relate to the accounting for changes in defined benefit obligations and plan assets. The amendments require the recognition of changes in defined benefit obligations and in fair value of plan assets when they occur, and hence eliminate the 'corridor approach' permitted under the previous version of IAS 19 and accelerate the recognition of past service costs.
The amendments require all actuarial gains and losses to be recognised immediately through other comprehensive income in order for the net pension asset or liability recognised in the consolidated statement of financial position to reflect the full value of the plan deficit or surplus. Further, the amendments enhance the disclosure requirements for an employer's participation in a multi-employer plan and the clarification of various cost involved in defined benefit plans like expenses and taxes. The amendments will have no material impact on the operating result, total net result, other comprehensive income and the employee benefits provision of the Group.

5 Presentation

Some reclassifications have been made in the previous year condensed consolidated statement of financial position and condensed consolidated income statement for comparison purposes:

- In the condensed consolidated income statement the result from discontinued operations is presented as a single line item;
- Claims payable and the related insurance reimbursement receivables are reported separately on the condensed consolidated statement of financial position. Claims for finalized projects are presented in provisions and for non-finalized projects in amounts due from or to customers. The related reimbursement receivable is presented in receivables;
- In 2011 the Group has restructured the business from four business lines to nine separate geographic regions. Following this change in the composition of the Group's management structure, the Group has revised the disclosure note of the segment information, therefore the restatement of the corresponding items of segment information has been restated for the comparative period presented. The regions are the Netherlands, France, Denmark, Sweden, UK & Ireland, Belgium, Germany, other markets and non-core activities.

All changes do not affect result, shareholders' equity or cash flow in the current and previous reporting periods.

6 Discontinued operations and assets held for sale

Discontinued operations
As announced in the 1st quarter 2012 press release Trett Consulting has been presented as held for sale following the commitment of the Executive Board to plan to sell the Trett division. The sale has been successfully completed on 11 May 2012.
In 2011 the Telecom division was presented as held for sale. The sale has been successfully completed on 19 October 2011.

Result from discontinued operations:

In thousands of €	1 January - 11 May 2012	1 January - 30 June 2011
Total revenue	3,503	79,591
Total expenses	-5,710	-76,179
Profit before income tax operating activities	**-2,207**	**3,412**
Income tax expense	-64	-792
Profit after income tax operating activities	**-2,271**	**2,620**
Profit on sale of discontinued operations	-271	-
Income tax expense on profit on sale of discontinued operations	-	-
Profit on sale, net of income tax	**-271**	**-**
Profit from discontinued operations	**-2,542**	**2,620**

The results of Trett (2012 and 2011) and the Telecom division (2011) are shown on a separate line in the condensed consolidated income statement. The result from discontinued operations of € -2,542,000 (2011: € 2,620,000) is attributable entirely to the owners of Grontmij.

Cash flows used in (from) discontinued operations:

In thousands of €	1 January - 11 May 2012	1 January - 30 June 2011
Cash flows (used in) from discontinued operations		
Net cash (used in) from operating activities	-416	-16,489
Net cash used in investing activities	-	-1,432
Net cash from financing activities	-	-463
Net cash flows for the period	**-416**	**-18,384**

The effect of disposal on the statement of financial position of the Group is as follows:

In thousands of €	11 May 2012
Goodwill	-
Other non-current assets	-101
Inventories	-40
Amounts due from customers for rendering services	-2,433
Trade and other receivables	-367
Cash and cash equivalents	-1,015
Amounts due to customers for rendering services	-
Non-current loans and borrowings	-
Bank overdraft	-
Trade and other payables	799
Current loans and borrowings	-
Net (assets) and liabilities	**-3,157**
Total consideration received	2,886
Consideration to be received	-
Consideration received in cash	**2,886**
Net cash disposed of	-1,015
Net cash inflow	**1,871**

Assets held for sale
Assets and liabilities held for sale relate to property, plant and equipment for the net amount of € 6,042,000. Based on the progress in the divestment process the Executive Board has decided in June 2012 to classify certain assets and liabilities, part of the segment non-core activities, as held for sale following the requirements of IFRS 5.

7 Acquisitions

On 1 January 2012 the Group took over the assets, property, plant & equipment and employees, of Ingenieurbüro Andreas Endres in Germany. This acquisition has strengthend the position in the geographic region Germany in the business line Planning & Design.
The consideration is € 1,096,000 of which has been paid € 946,000. A goodwill of € 971,000 has been recognised and €125,000 for the acquired property, plant and equipment. The goodwill is attributable to the customer knowledge, references, skills and expertise of the workforce of Ingenieurbüro Andreas Endres.
From the date of acquisition until 30 June 2012 contributed to total revenue € 779,000 and to EBITA € 80,000.

8 Cash and cash equivalents

Of the total balance of cash and cash equivalents an amount of € 1,609,000 is restricted.

9 Equity

On 29 May 2012 Grontmij successfully completed a rights offering which raised approximately € 80 million in gross proceeds. It regarded a 2 for 1 rights offering of 42,645,000 new bearer depositary receipts for ordinary shares in its capital with a nominal value of € 0.25 each at an issue price of € 1.87 per depositary receipt, representing a discount of approximately 35% to the theoretical ex-rights price (TERP). The offering was fully underwritten through pre-commitments of 48.5% by certain major shareholders, with the remaining 51.5% underwritten by ING Bank N.V. and Nordea Bank Denmark A/S. The take up in the rights offering was 92%; the remaining 8% was taken up in the rump offering immediately after. The net proceeds of the rights offering have been used for partial repayments on the previous debt facility and will be used for business restructuring and general business purposes. All costs directly related to this equity issue have been deducted from the other reserves.

At 30 June 2012, the number of ordinary shares outstanding was 63,967,500
(31 December 2011: 21,322,500).

10 Share-based payments

As part of Grontmij's new strategy, the Supervisory Board has replaced the former value dependent cash bonus system with a long term share plan to better align the interest of members of the Executive Board and other key management with the interest of shareholders and to stimulate long term commitment to Grontmij. The headlines of the long term share plan have been adopted by the General Meeting of Shareholders of 9 May 2012. The detailed plan has been adopted by the Supervisory Board on 6 August 2012 and will apply retroactively as of 1 January 2012.

Under the long term share plan the Executive Board and other key management are entitled to receive conditional ordinary shares (voorwaardelijke aandelen) subject to achieving a long term target relating to the stock performance (total shareholder return including reinvested dividend) relative to a selected peer group (i.e. the target). The peer group consists of European peers and comparable companies quoted on NYSE Amsterdam. The target will be measured annually on an average basis over a rolling period of three calendar years.

The conditional ordinary shares will be granted for no financial consideration subject to achieving the set target and will vest after three years if and when the target is met. The Executive Board and other key management are not entitled to the shareholders' rights including the right to dividends during this three year period. After vesting, the ordinary shares are subject to a lock-up of two years, after which the members of the Executive Board and other key management obtain unrestricted control.

Granting will take place each year on the first business day after the announcement of the annual results. In 2012, granting will take place on the first business day after the announcement of the half year results. The number of ordinary shares conditionally granted is based on a percentage of the fixed annual salary divided by the average share price of the ordinary shares, during the last quarter of the calendar year preceding the start of the three year reference period.

For the CEO, the percentage amounts to 30% of the fixed annual salary, whilst for the other members of the Executive Board the percentage amounts to 20% (both percentages similar to the former value dependent bonus scheme).

100% of the conditional ordinary shares granted will vest if Grontmij ranks position 4 of the peer group list. No shares will vest if Grontmij ranks below position 7 of the peer group list. If the target is outperformed and Grontmij ranks as number 1, the maximum of 150% of the conditional ordinary shares granted will vest. In between these positions, the conditional ordinary shares will vest proportionally. For the granting in 2012, the number of conditional ordinary shares is calculated using the average share price during the period from 1 June up to and including 31 August 2012. As a result the maximum percentage of variable remuneration in shares amounts to 45% of the fixed annual salary for the CEO and 30% for the other members of the Executive Board.

Shares under the long term share plan will either be issued or repurchased by Grontmij depending on Grontmij's financial position, in particular the cash available within Grontmij. The maximum number of ordinary shares that may be issued under the long term share plan will not exceed 1% of the number of outstanding ordinary shares.

This plan had no effect yet on the condensed consolidated interim financial statements for the period ended 30 June 2012.

11 Loans and borrowings

This part of the notes contains information about the Group's loans and borrowings.

In thousands of €	30 June 2012	31 December 2011
Non-current liabilities		
Bank loans - credit facilities	140,022	138,911
Secured bank loans	4,056	4,124
Unsecured other loans	1,043	1,413
Finance lease liabilities	2,433	2,805
	147,554	**147,253**
Current liabilities		
Bank loans - credit facilities	-	50,000
Secured bank loans	220	241
Unsecured other loans	140	144
Finance lease liabilities	1,675	2,032
	2,036	**52,417**
Total loans and borrowings	**149,590**	**199,670**

In thousands of €				30 June 2012		31 December 2011	
	Currency	Nominal interest rate	Year of maturity	Nominal value	Carrying value	Nominal value	Carrying value
Bank loans - credit facilities	EUR	Euribor + spread	2016	142,000	140,022	191,000	188,911
Secured bank loans	EUR	Euribor + spread	Variable	2,279	2,279	2,278	2,278
Secured bank loan	DKK	5.20%	2022	1,998	1,998	2,091	2,087
Finance lease liabilities	DKK	3.00% - 5.00%	2012	95	94	191	187
Finance lease liabilities	SEK	4.15%	2014	1,045	1,045	977	977
Finance lease liabilities	EUR	Various	Variable	3,273	2,969	3,673	3,673
Unsecured other loans	EUR	Various	Variable	1,183	1,183	1,557	1,557
Total loans and borrowings				**151,873**	**149,590**	**201,767**	**199,670**

After a financial review by the management in the 1st quarter of 2012 it was concluded that the capital structure of the Group should consist of a committed credit facility agreement of € 180 million and € 80 million of additional equity ('the rights issue").

On 8 March 2012, the Company reached in principle agreement with its major shareholders, the banks underwriting this rights issue as well as its lending banks, on the capital structure, consisting of a rights issue and an extended credit facility until 2016 for an amount of € 180 million by means of a committed term sheet. The leverage ratio and interest coverage ratio covenants will be tested for the first time at 31 December 2012. Going forward the maximal accepted levels of these covenants are stated below.

Covenants levels in committed term sheet	**Leverage ratio¹**	**Interest coverage ratio²**
31 December 2012	4.00	1.75
31 March 2013	4.00	2.00
30 June 2013	3.50	2.50
30 September 2013	3.50	2.75
31 December 2013	3.00	3.00
31 March 2014	3.00	3.25
30 June 2014	2.75	3.50
30 September 2014	2.75	3.75
31 December 2014	2.50	4.00
31 March 2015	2.50	4.00
30 June 2015	2.50	4.00
30 September 2015	2.50	4.00
31 December 2015	2.50	4.00
31 March 2016	2.50	4.00

Covenants calculated according to specific definitions in the termsheet

¹ net debt / adjusted EBITDA (adjusted means amongst others corrected for acquisitions, disposals and exceptionals)

² EBITA / net financial income & expense

The margin range as agreed in the committed term sheet for the extended credit facility is between 2.5% and 5.25% per annum. The margin for the short term credit facility is 9%. An arrangement fee of 1.25% as well as a restructuring fee of 1.00% over the total amount of the facilities is payable at the start of the facility. A term facility fee of 5% over the first € 20 million repaid or prepaid on the credit facility is payable on the date of repayment (as applicable). A commitment fee of 40% of the applicable margin is payable quarterly in arrears on the unused portion of the credit facility. A commitment fee of 4% per annum is payable quarterly in arrears on the unused portion of the short term working capital facility.

The committed term sheet was transferred into final lending documentation on 8 May 2012. The rights issue was adopted by the Annual Meeting of Shareholders on 9 May 2012 and the proceeds of the rights issue were received at 29 May 2012. At that moment the extended credit facility became effective and is in place until 29 May 2016. The credit facility consist of a term loan of € 120 million and a revolving credit facility of € 60 million. In addition, a short term working capital facility of € 10 million will be in place until 15 December 2012.

The repayment schedule of the term loan facility is as follows:

Repayment Date	**Repayment Installment (€)**
31 December 2013...	15,000,000
31 March 2014...	2,000,000
30 June 2014..	2,000,000
30 September 2014...	2,000,000
31 December 2014...	9,000,000
31 March 2015...	2,000,000
30 June 2015..	2,000,000
30 September 2015...	2,000,000
31 December 2015...	11,500,000
31 March 2016...	2,000,000
Final Maturity Date..	70,500,000

Furthermore a share pledge is given on Grontmij International BV, Grontmij Nederland Holding BV and Gingers SA at the benefit of the lending banks being ING, Nordea and Royal Bank of Scotland. The main subsidiaries are guarantor to the facility.

Besides the credit facility the Group has non-committed credit lines for a total of approximately € 22 million and factoring facilities (on recourse bases) in France up to € 30 million.

As a consequence of the above mentioned change in the capital structure the remainder of the capitalised transaction costs of € 1.5 million of the old credit facility is fully amortised at 29 May 2012 and is included in the finance expenses.

12 Segment reporting

In the second half of 2011 the Group has restructured from four business lines to nine separate geographic regions. The Executive Board is directly accountable for the different operating countries. Every country reports directly to one of the Executive Board members. In this respect the Group recognises eight geographical segments and other activities. The latter includes the Group's non-core activities in the Netherlands relating to real-estate projects, landfill sites, and waste management. The Group's operations in Ireland are reported in the segment United Kingdom & Ireland, while operations in Poland, Hungary, Turkey and China are reported in the segment other markets. The Group's operations in a number of other countries – in total less than 3% of the Group's revenue and assets – are reported in the segments whose management is primarily responsible for their performance.

Segment information is presented in respect of the Group's geographical segments. This segmentation of the Group is based on its geographical management structure, i.e.:

- the Netherlands (NL);
- France (FR);
- Denmark (DK);
- Sweden (SE);
- United Kingdom & Ireland (UK & IRL);
- Belgium (BE);
- Germany (GE);
- Other markets; and
- Non-core activities

Performance is measured based on segment operating result, as included in the internal management reports that are reviewed by the Executive Board. The results of a segment comprise such items as are charged to the segment or may reasonably be charged thereto. Intersegment transactions are conducted at arm’s length.

The accounting policies of the reportable segments are the same as the Group's accounting policies. Segment operating result before income tax represents the result earned by each segment including allocation of central head office costs and directors’ salaries, share of profits of joint ventures and associates, gain recognised on disposal of interest in former associates and other income, but excluding the result of discontinued operations.

The Group has no customers for which revenues are individually significant.

Segment 2012

In thousands of €, for the first six month period ended 30 June 2012	NL	FR	DK	SE	UK & IRL	BE	GE	Other markets	Non-core activities	Unallocated and eliminations	Total
External revenue	112,503	96,378	76,627	52,090	31,206	42,938	26,740	8,005	8,709	-	455,196
Intersegment revenue	1,023	3	342	10	192	76	114	588	-	-2,348	-
Total revenue	**113,526**	**96,381**	**76,969**	**52,100**	**31,398**	**43,014**	**26,854**	**8,593**	**8,709**	**-2,348**	**455,196**
EBITA	4,165	80	3,065	2,282	417	2,266	2,113	-408	-2,097	-11,780	103
Operating result	4,106	-555	2,444	2,259	79	1,966	2,019	-432	-2,097	-13,079	-3,290
Total assets	193,723	163,709	101,990	41,703	40,281	83,725	48,285	16,346	66,132	11,024	766,918

Segment 2011

In thousands of €, for the first six month period ended 30 June 2011	NL	FR	DK	SE	UK & IRL	BE	GE	Other markets	Non-core activities	Unallocated and eliminations	Total
External revenue	131,225	105,995	74,343	46,585	29,781	39,758	26,187	8,569	5,182	-	467,625
Intersegment revenue	45	-	245	154	291	52	52	231	-	-1,070	-
Total revenue	**131,270**	**105,995**	**74,588**	**46,739**	**30,072**	**39,810**	**26,239**	**8,800**	**5,182**	**-1,070**	**467,625**
EBITA	7,004	5,678	2,147	2,863	-2,145	3,722	2,485	-246	-522	-5,426	15,560
Operating result	6,899	5,032	1,385	2,825	-2,917	3,272	2,383	-248	-522	-6,604	11,505
Total assets	198,298	260,855	102,976	33,979	55,499	75,608	54,348	17,264	75,911	39,871	914,609

Reconciliation of reportable segments result

In thousands of €, for the six month period ended 30 June	2012	2011
EBITA to result before income tax for continuing operations		
Total EBITA for reportable segments	103	15,560
Unallocated amortisation	-3,393	-4,055
Unallocated net finance expenses	-9,079	-6,500
Result before income tax for continuing operations	**-12,369**	**5,005**
Operating result to result before income tax for continuing operations		
Total operating result for reportable segments	-3,290	11,505
Unallocated net finance expenses	-9,079	-6,500
Result before income tax for continuing operations	**-12,369**	**5,005**

13 Share of results of equity accounted investees

This represents a write off of non-core assets amounting to € -1.7 million following a court decision of a Dutch Province that negatively impacted the market value of these assets within an equity accounted investee.

14 Income tax

Income tax expense for the first six months of 2012 increased to € -3.1 million relative to € -1.6 million for the first six months of 2011, despite a loss before tax from continuing operations of € -12.4 million for the first six months of 2012 compared to a profit before tax of € 5.0 million from continuing operations in the first six months of 2011. This is mainly due to not recognizing deferred tax assets on current year losses in some of the operating countries.

15 Related parties

Executive Board
On 9 January 2012 Mrs A.G. Nijhof stepped down from the Executive Board.

On 8 March 2012 Mr J.L. Schnoebelen resigned from the Executive Board. Based on mutual agreement, Grontmij N.V. (Grontmij) and Mr J.L. Schnoebelen decided to part ways. To avoid lengthy and costly legal proceedings, a settlement was agreed on the termination of the consulting agreement, as well as differences regarding, amongst others, the operational management and strategy of the company. Based on this agreement Grontmij and Ginger S.A. paid an amount of € 2.7 million to Mr Schnoebelen and an entity controlled by Mr Schnoebelen. Additionally Mr Schnoebelen acquired all shares of Ginger Bâtiment, Conception et Construction S.A.S., a 100% subsidiary of Ginger S.A. active in the field of turnkey project management, for a consideration of € 0.4 million.

On 9 March 2012 Mr S. Thijsen resigned from the Executive Board.

On 9 March 2012 Mr C.M. Jaski was appointed as member of the Executive Board and Chief Executive Officer.

On 9 March 2012 Mr F. Vervoort was appointed as member of the Executive Board and Chief Financial Officer.

Supervisory Board
On 9 March 2012 Mr J. van der Zouw was appointed as member of the Supervisory Board.

On 9 May 2012 Mr J. van der Zouw was appointed chairman of the Supervisory Board, on the same date Mr J.H.J. Hadders stepped down as chairman of the Supervisory Board, he performed this role on a temporary basis.

Stichting Administratiekantoor van aandelen Grontmij N.V.
The board of Stichting Administratiekantoor van aandelen Grontmij N.V. (the "Trust Office") decided to terminate the administration of ordinary shares Grontmij N.V. In this respect, on 9 May 2012, the General Meeting of Shareholders of Grontmij N.V. resolved to amend the articles of association of the company (proposal II for amendment of the articles of association).

After execution of the deed of amendment of the articles of association, on 28 June 2012, the following changes took place:
- The administration of the ordinary shares Grontmij N.V. by the Trust Office was terminated;
- The depositary receipts for ordinary shares Grontmij N.V. issued by the Trust Office have been withdrawn with simultaneous delivery of the registered ordinary shares Grontmij N.V.;
- The ordinary shares Grontmij N.V. delivered by the Trust Office were registered in the name of Euroclear Nederland in the shareholder register along with the reference that these shares belong to either the girodepot or the collective depot of securities of the class of shares concerned.

When legally possible the Trust Office will be dissolved.

Lending parties
ING Bank N.V. and Nordea Bank Danmark A/S are acting as Joint Global Coordinators and joint bookrunners, and ING Bank N.V. also acts as Subscription, Listing and Settlement Agent for the Offering. The Joint Global Coordinators are acting exclusively for the Company and for no one else in relation to the Offering, the Rump BDRs and the Offer BDRs and will not be responsible to anyone other than to the Company for giving advice in relation to, respectively, the Offering of the Offer BDRs and the Rights.
The Joint Global Coordinators (and/or their respective affiliates) have from time to time been engaged, and may in the future engage, in commercial banking, investment banking and financial advisory and ancillary transactions in the course of their business with the Company or any parties related to the Company for which they have received or may receive customary compensation. In respect of the above, the sharing of information is generally restricted for reasons of confidentiality, by internal procedures or by rules and regulations (including those issued by the AFM). As a result of these transactions, any Joint Global Coordinator may have interests that may not be aligned, or could potentially conflict, with investors' and the Company's interests.

ING Bank N.V. and Nordea Bank Danmark A/S (and/or its respective affiliates) are currently lenders to the Company in all facilities as described in section 13.7 "Existing borrowings" of the prospectus for the rights offering. As the Company's lenders, they have received and may continue to receive customary fees related to their services. As a result of acting in the capacities described above, ING Bank N.V. and Nordea Bank Danmark A/S may have interests that may not be aligned, or could potentially conflict, with investors' and the Company's interests.

ING Groep N.V. holds all the issued and outstanding shares in ING Bank N.V. ING Groep N.V. holds a capital interest of 15.88% through its subsidiary ING AM Insurance Companies B.V., acting as manager of ING Dochterfonds. The latter has entered into an irrevocable commitment to subscribe for Offer BDRs (see also section 7.1 "Irrevocable commitment major BDR Holders" of the prospectus for the rights offering).

16 Subsequent events

No subsequent events have occurred.

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