ANNUAL REPORT 2015

# ALWAYS LOOKING FOR CHALLENGES

ICT smarter solutions

# PROFILE ICT AUTOMATISERING

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

Technology based-innovations are critical for the competitive edge of our customers; getting smarter every day in every product, process or application. ICT is able to link people, technology and ideas. With over 750 dedicated professionals in the field, we are capable of translating new and innovative technologies into relevant business solutions, enriched with state-of-the-art technologies, and introduce these solutions into the heart of our customers' operations.

Within our focus areas Smarter Cities, Smarter Industries and Smarter Health we serve the following key industries: Transport & Logistics, Automotive & Mobility, Energy, Oil & Gas, Water & Infrastructure, Healthcare, Food, Chemicals & Pharma, Manufacturing and High Technology.

ICT is mainly active in Europe and the USA from several locations in the Netherlands and has near-shoring teams in Poland and Bulgaria (Strypes). Through its participations and subsidiaries, ICT is also active in Traffic & Transport (joint venture with InTraffic), Oil & Gas (Raster) and Testing and Training (Improve Quality Services).

ICT smarter solutions

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# FINANCIAL HIGHLIGHTS 2015

| (x € 1,000,000) | 2015 | 2014 |
|---|---|---|
| **Net revenue** | 71.8 | 63.0 |
| | | |
| Added value (Net revenue minus cost of materials and subcontractors) | 65.5 | 57.4 |
| EBITDA | 7.1 | 4.7 |
| Amortisation / depreciation / impairment | 1.8 | 1.5 |
| Operating profit | 5.3 | 3.2 |
| Result before taxes from continuing operations | 4.7 | 3.5 |
| Income tax (expense) profit [1] | (1.1) | 4.3 |
| Net profit (loss) from continuing operations [1, 2] | 3.6 | 7.8 |
| Net profit (loss) [1, 2] | 3.6 | 5.0 |
| Net cash flow from operating activities | 6.1 | 3.8 |
| | | |
| **Personnel** | | |
| FTE as at 31 December | 764 | 632 |
| | | |
| Average number of FTEs for year | 711 | 618 |
| | | |
| **Consolidated balance sheet information** | | |
| Shareholders' equity | 35.5 | 34.0 |
| Total equity and liabilities | 58.2 | 49.4 |
| | | |
| **Ratios** | | |
| EBITDA / net revenue | 9.9% | 7.4% |
| Operating profit from continuing operations / net revenue | 7.4% | 5.0% |
| Net profit (loss) from continuing operations / net revenue [1, 2] | 4.9% | 12.4% |
| Net profit (loss)/ average shareholders' equity [1, 2] | 10.2% | 15.3% |
| Solvency (Shareholders' equity / total assets) | 61.0% | 68.7% |
| | | |
| **Information per share of a nominal value of 0.10 (in €)** | | |
| Net profit (loss) from continuing operations [1, 2, 3] | 0.41 | 0.89 |
| Net profit (loss) [1, 2, 3] | 0.41 | 0.56 |
| Shareholders' equity [4] | 4.06 | 3.88 |
| Cash dividend [4] | 0.24 | 0.23 |

1) Income tax (expense) profit and net profit (loss) in 2014 included a one off deferred tax benefit of € 5.6 million positive in the Netherlands, related to the liquidation of the German subsidiary.
2) Represents the net profit (loss) attributable to the shareholders of ICT Automatisering N.V.
3) Based on the average number of issued shares.
4) Based on number of issued shares at year end.

# HIGHLIGHTS 2015

- Revenue for 2015 up 14% to € 71.8 million, 4% organic revenue growth
- EBITDA € 7.1 million for full year 2015, an increase of 53% over last year
- Strypes Bulgaria contributed significantly; the collaboration with ICT Netherlands resulted in a broadening of the client base and healthy growth
- Higher amortisation costs as a result of Price Purchase Allocation of Strypes and Raster (€ 1.3 million)
- FY 2015 net result € 3.6 million (FY 2014: € 5.0 million, incl. € 5.6 million deferred tax benefit)
- Dividend proposal of € 0.24 for the year 2015

# INTERVIEW WITH THE EXECUTIVE BOARD

The year 2015 has been a dynamic year for ICT, in which the company made solid progress in the implementation of the strategy. The organisational model has been further aligned with ICT's business approach: customer-centric with a clear focus on targeted markets. At the same time, this gave a boost to ICT's culture. Entrepreneurship has been rooted deeper in the business units, with a new organisational model to fuel innovations. All in all, this led to higher revenue growth and improved profitability. In the interview below, CEO Jos Blejie and CFO Jan Willem Wienbelt elaborate on the strategic progress and the exciting changes at ICT.

*Jos Blejie, CEO* *Jan Willem Wienbelt, CFO*

### How do you look back on 2015?

"ICT has become a more vibrant company than a year ago", is the first thought that comes to Jos Blejie's mind. He is referring to the organisational changes that also can be viewed as a cultural change process. ICT switched its organisational structure from verticals to business units, allowing its people to work closer to its markets and customers. This increases customer focus and enables them to better understand and anticipate customers' needs. But his excitement extends beyond the organisational changes. "The past year was an intense year, but also a good one for us. We can certainly look back with satisfaction on what we achieved in the past year, both financially and commercially.

Jan Willem Wienbelt is also pleased with the growth ICT is able to report: "Although market circumstances in the Netherlands did improve in 2015 compared to 2014, the market remained challenging. Nevertheless, we were able to realise top line growth, both organically and through acquisitions, which resulted in a higher operating result."

### Can you elaborate a bit more on why this organisational change was such a game changer? What impact has it had?

Jos Blejie: "It all starts of course with an even better understanding of your customer. But on top of that, this new structure creates more room for entrepreneurship, especially at middle management level. And they have grasped the opportunity. This accelerated the dynamics in the right way. Plus, the increased customer focus and entrepreneurial spirit created a more fruitful environment for innovations; another crucial ingredient in our ability to help customers stay ahead of their competition."

Although it is still early days, Jan Willem Wienbelt adds that this new approach is already paying off: "A number of our business units have grown substantially in the past year, especially Healthcare and Energy."

### Who or what drives innovation within ICT?

"ICT's slogan is "Challenge us". And that is exactly what innovation is about. Jos Blejie explains. I encourage every employee to come forward with ideas. My door is always open. I like to challenge people on their ideas, but once someone has convinced me of an idea with potential, we offer him or her the opportunity to develop these ideas and bring them to the market. We personally monitor progress on each idea. The first ideas have been converted into marketable products, while we quickly have terminated the less successful developments."

Jan Willem Wienbelt: "Our employees like to be challenged technologically and ICT has put a lot of effort in creating the right infrastructure to facilitate this. We have created an Innovation Centre led by our Chief Technology Officer. This innovation centre looks 2-3 years ahead in cutting edge technologies, to fuel our pipeline of new technologies and solutions. We have anchored the translation of these new technologies into commercially viable solutions in our new business unit Emerging Solutions. Within this business unit, all new technologies and new solutions are developed in a lean, start-up like way."

### How did the people at ICT respond to these changes?

Jan Willem Wienbelt: "ICT is a company with many engineers and technically trained people. Our working environment is rapidly changing and we challenge people to think outside their own framework. It is a big change for many ICT people, and any fundamental change takes time, but it is exciting to see that more and more people are taking up the challenge. And it has had another crucial effect. We see that people are proud again of what they achieve."

Jos Blejie stresses the importance of communication and engagement to keep this process going. "Within ICT we make use of our own modern in-house communication platform to communicate internally. It is very good to see that numerous communities have emerged and people are using these to exchange ideas, success stories and failures."

### Empowering the entire organisation in the field of innovation sounds exciting, but how do you guide these efforts and stay focused?

Jos Blejie: "We have a clear focus on Smart: to us this means getting smarter every day in every product, process or application. We have placed our business units in a framework on a higher strategic level, enabling us to focus on the big trends in the industries in which ICT is active. We distinguish Smarter Industries, Smarter Cities and Smarter Health. Business units can engage in these industry trends individually or in collaboration. This approach encourages interaction and synergies between business units to leverage knowledge and expertise."

In addition, ICT has added a sustainability layer to its innovation programme. ICT decided that the solutions it brings to the market need to have an impact on the sustainability front. "Our solutions have to make the world a little better," according to Jos Blejie.

**What challenges did you face during the year?**
Both men agree that the past year certainly saw a number of challenges. "Change never comes easy. Some processes run smoother than others and some people find it harder to accept change, let alone embrace it, than others," Jos Blejie says. "There were also business challenges, of course, Jan Willem Wienbelt adds: "For example, in our partnership with LogicNets. The market was not ready yet for a roll-out in Europe, so sales resulting from this partnership were disappointing. We still very much believe in the merits of this platform and expect good results from our sales efforts in Western Europe in the coming years."

**What strategic progress has ICT made this past year?**
Both Jos Blejie and Jan Willem Wienbelt are convinced that ICT is on track to become a leading total solutions provider. Jan Willem Wienbelt: "But we are not there yet. We have excellent technical expertise, which we will continue to master, but we have to add more business sense to this to complete our transformation into a total solutions provider. The steps we took last year are vital to this transformation. We have made a huge amount of progress and we believe that we have laid the right foundations. We are very much looking forward to continuing this journey."

**How did the recent acquisitions contribute to this progress?**
"Our acquisitions are helping us to create a stable platform for the continued roll-out of our strategy and for the sustainable growth of our business", Jos Blejie explains. "Like our acquisition of Raster, completed in September of last year. This substantially enriched our Industrial Automation activities and will further improve ICT's position as a total solutions provider and open up new markets and customers."

"If we look at our Strypes acquisition, we see that the collaboration between the Netherlands and Bulgaria is clearly bearing fruit", Jan Willem Wienbelt says. "We have been able to increase the number of customers for Strypes in Bulgaria, and by doing so reduced its dependency on a large client. And in a broader sense, we now assess each new proposition to see what role near-shoring can play in it".

**What will ICT's focus be in 2016?**
Jan Willem Wienbelt: "Regarding our acquisitions, we have a clear approach of integration and collaboration, creating the necessary synergies at the right time. Furthermore, ICT is a strong believer in partnerships, and we will further intensify that focus this year. We firmly believe that in today's world, you need partners to develop new technologies and solutions."

**What will the long term bring?**
Jos Blejie and Jan Willem Wienbelt are convinced that ICT is on the right track. Jos Blejie: "We will continue along the strategic path we have taken. There are so many opportunities, and challenges, ahead of us. We need to get closer to our customers, better understand the needs of their clients and continue to deliver the right quality, as we have done for more than 37 years. We can only do this if we stay at the forefront of all new technologies in our industries."

# STRATEGY

## The evolution from a leading software integrator to a total technology & service provider

The world is in the midst of the next industrial revolution, driven by technology-based innovations. Innovations that offer opportunities and may radically alter industries, but at the same time add complexity due to the multitude of automated systems that increasingly communicate and exchange more and more data with each other. ICT is uniquely positioned in the sweet spot of understanding the full range of sensor technology, cloud technology, data analysis and data communications necessary to help customers to seize the opportunities of this technology revolution. Technology-based innovations are critical for the competitive edge of ICT's customers: getting smarter every day in every product, process or application. ICT is able to link people, technology and ideas. Moreover, ICT is capable of translating new and innovative technologies into relevant business solutions, and introduce these solutions in a safe and secure manner into the heart of its customers' operations.

## Focus on smart

ICT has made clear choices in terms of the areas in which its unique range of expertise has the highest impact and where its solutions provide the highest added value for its customers. This clear focus enables ICT to further enhance its technological expertise and its innovative capabilities. ICT focuses on:

1) Smarter Cities - deploying communication technologies to enhance the quality and performance of urban services, to reduce costs and resource consumption, and to engage more effectively and actively with citizens.
2) Smarter Industries - Intelligent manufacturing technologies and the digitisation of information and communications in the value chain.
3) Smarter Health - solutions to exchange medical data and to enhance communications exchange in the healthcare sector.

## Adding value with affordable and proven solutions

Within these focus areas, ICT services multiple industries, in which multidisciplinary teams leverage the knowledge and expertise of the individual industries. In doing so, ICT combines the strength of focusing on specific areas with the learning curve in multiple industries. This is also enabling ICT to gain the scale it needs to fuel its R&D platform and stay at the forefront of the technological developments. The geographical mix combines creativity in design in ICT's core market, the Netherlands, and development capabilities in near-shoring locations. As a result, ICT can offer repeatable and scalable innovative solutions, addressing the growing demand of its customers for affordable and proven solutions.

## Mix of solutions and services

As part of its transformation into a total solutions provider, ICT focuses on both growth and the total suite of capabilities: from engineering design to the operation and maintenance of delivered systems. This enables ICT to offer a wide variety of one-off products and services specified by the customer, as well as fully in-house developed software as a service, all delivered securely to customers for many years.

| Total Technology & service provider | | | |
|---|---|---|---|
| | Smarter Cities | Smarter Industries | Smarther Health |
| Automotive & Mobility | + | + | |
| Water & Infrastructure | + | + | |
| Food, Chemicals & Pharma | | + | + |
| Transport & Logistics | + | + | |
| Oil & Gas | | + | |
| Healthcare | | | + |
| High Technology | | + | + |
| Energy | + | + | |
| Manufacturing | + | + | |

### Collaboration

To offer customers the highest added value, ICT needs to adapt and respond quickly to the rapidly changing environment. It is no longer possible to innovate solely from the inside; partnering is essential to exponential innovation. In these changing market conditions, ICT collaborates intensively with customers and partners, both reputable globally operating corporations, as well as lean start-up companies embracing leading edge technologies.

### Path to growth

ICT pursues growth both organically and through acquisitions. ICT has a buy and build strategy, aimed at expanding its current distinctive niche position. Acquisitions are an integral part of increasing scale or enhancing knowledge in distinctive niche areas. Increasing the offering of innovative, replicable and scalable solutions in which ICT takes full integral project responsibility drives organic growth. ICT's ability to recruit and retain the right people is critical for organic growth.

### Investing in people and knowledge

Retaining and sharing knowledge increases the added value that ICT can offer its customers. That is why ICT invests long-term in the knowledge of its professionals and in their extensive knowledge of our customers and the industries we focus on. ICT's employees are educated and challenged on a continuous basis, helping us to create an energising and inspiring environment. We encourage our people to look beyond boundaries, to find new solutions and think outside the box.

### Progress in 2015

To support our customers in the most optimal way, ICT aims to get as close to them as possible by fully understanding the way they operate, their environment and their needs. This is why ICT changed its organisational structure from verticals to business units. This structure helps us to work from the outside in, rather than thinking and working inside out. This not only increases our understanding of our customers; it also sparks the entrepreneurial spirit within ICT. And that was the second focal point of last year – keeping employees engaged with and committed to ICT. We launched several initiatives last year to support this drive, including an employee shareholder participation plan and several initiatives to empower our people even more, such as in the field of innovation, plus increased ownership through the business unit structure.

The acquisitions we made in 2015 all contributed to our strategic goals. From the near shoring capabilities of Strypes, to the recurring licencing fees of LogicNets and the software products created by system integrator Raster.

### Focus in 2016

ICT continuously works on the execution of its strategic road map. We expect the transition to the business unit structure to be fully realised in 2016. The alignment with the strategic focus on "Smart" will further leverage the common ground in technologies. Attracting and retaining people remains a top priority, and our ability to provide technological challenges and an entrepreneurial environment will be key factors in the success of this drive. Furthermore, ICT will continue to work hard to further leverage the recent acquisitions, including a more effective utilisation of the near-shoring capacity of Strypes, plus the state-of-the-art LogicNets platform. Raster will team up with the ICT industrial automation business to open up new markets. In addition the acquisition of BMA in February 2016 further enhances ICT's position in the field of Smarter Health.

All the above should translate in further growth, both in terms of top line growth and profitability.

# SHAREHOLDER INFORMATION

## General

ICT Automatisering N.V. (ICT) has been listed on the official market of the NYSE Euronext Amsterdam N.V. Stock Exchange (ICT.AS) since 1997. The nominal value per share amounts to € 0.10. On 31 December 2015, the number of issued ordinary ICT Automatisering N.V. shares amounted to 8,747,544 (2014: 8,747,544).

## Major shareholders

The following table provides an overview of equity interests as presented by the Dutch Financial Market Authority (the "Autoriteit Financiële Markten", "AFM", www.afm.nl), on 2 March 2016.

| Shareholders | participation in % |
|---|---|
| Darlin N.V. | 10.04 |
| FMR LLC | 9.63 |
| Delta Lloyd Deelnemingen Fonds | 5.92 |
| Generali Holding Vienna AG | 5.55 |
| J.H. Langendoen | 5.49 |
| Navitas B.V. | 5.26 |
| Mavawe B.V. | 5.14 |
| Decico B.V. | 5.01 |
| P.C. Van Leeuwen | 4.57 |
| Lazard Frères Gestion SAS | 3.53 |
| Otus Capital Management Ltd | 3.19 |

## The share in 2015

| Closing prices in euro | 2015 | 2014 | 2013 | 2012 |
|---|---|---|---|---|
| Highest share price | 8.80 | 6.05 | 4.87 | 3.45 |
| Lowest share price | 5.74 | 4.62 | 2.87 | 2.30 |
| Share price as at 31 December | 8.40 | 5.81 | 4.75 | 3.22 |
| Dividend as % of the share price as at 31 December * | 2.86 | 3.96 | 3.15 | - |
| Price/earnings ratio (end financial year) | 20.49 | 10.38 | 8.48 | -5.28 |
| Market capitalization as at 31 December (x € 1 million) | 73.5 | 50.8 | 41.6 | 28.2 |

* 2015: based on the proposed dividend

## Dividend policy

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

## Investor relations

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

ICT organises meetings with (major) shareholders, analysts and the media for the presentation and explanation of the annual and interim results. ICT observes a "closed" period during which no discussions are held with investors and analysts. This pertains to a 2 months' period prior to the publication of the yearly results and a three-week period prior to the publication of the quarterly and half yearly results.

In the course of the year and outside the closed periods, members of the Executive Board regularly have one-to-one meetings with major shareholders and institutional investors. The awareness of ICT among (foreign) investors seems to be increasing.

The company website www.ict.nl was renewed in 2015 and provides relevant information (press releases, financial data) for investors.

## Prevention misuse of insider information

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

| Financial Calender 2016 | |
|---|---|
| 28 april 2016 | Trading update first quarter |
| 11 May 2016 | General Meeting |
| 18 August 2016 | Publication of first half year results 2016 and analyst meeting |
| 27 October 2016 | Trading update third quarter |

# MEMBERS OF THE BOARD

### Members of the Supervisory Board

| | |
|---|---|
| Name | Mr. Th. J. van der Raadt (1953), chairman (as from 30 May 2011) |
| Nationality | Dutch |
| Position | Director, Van der Raadt Management BV |
| Ancillary positions | Chairman of the Supervisory Board of Veen Bosch en Keuning, Utrecht<br>Member of the Supervisory Board of Remeha Group BV – BDR Thermea |
| Initially appointed in | 2011 |
| Re-appointed | 2015 |
| Current term until | 2019 |

| | |
|---|---|
| Name | Mr. F.J. Fröschl (1951) |
| Nationality | German |
| Position | CEO, HI TEC INVEST |
| Main ancillary positions | Chairman of the Supervisory Board of MPHASIS Ltd, Bangalore, India<br>Vice Chairman of the Supervisory Board of Thinkstep AG (former PE-International AG), Stuttgart, Germany |
| Initially appointed in | 2011 |
| Re-appointed | 2015 |
| Current term until | 2019 |

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

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

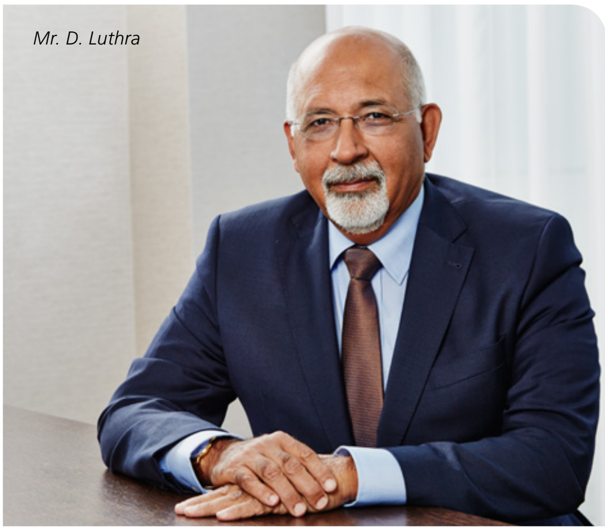
### Member of the Executive Board

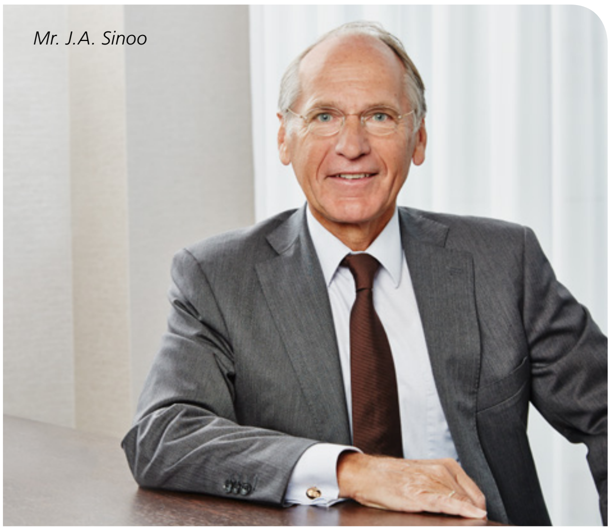
| | |
|---|---|
| Name | Mr. J.H. Blejie (1959) |
| Nationality | Dutch |
| Position | CEO and Chairman of the Executive Board |
| Main ancillary position | Member of the Board of Advisors, The Blue Hour |

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


*Mr. Th. J. van der Raadt*


*Mr. F.J. Fröschl*


*Mr. D. Luthra*


*Mr. J.A. Sinoo*


*Mr. J.H. Blejie*


*Mr. W.J. Wienbelt*

# REPORT OF THE SUPERVISORY BOARD

## Introduction

We hereby present ICT's Supervisory Board report for the 2015 financial year. In the year under review, ICT's entire management and staff once again demonstrated their dedication and commitment to the company and worked hard on the continued roll-out and of the refined strategy. The focus on smart solutions is really taking shape. We also saw the Executive Board realising its ambitions and taking a number of important steps to equip ICT for sustained growth in the future. This resulted in an improvement in both turnover and profit last year, both from organic growth and acquisitions. The Supervisory Board was pleased to see ICT in an excellent position to take advantage of various market opportunities and win a number of very interesting contracts from both new and existing clients.

## Meeting challenges head on

The Executive Board last year once again showed its ability to make the right strategic choices, both in terms of the positioning as a solutions provider and in terms of the right acquisitions, including Strypes and Raster. These choices have helped ICT carve out a significant position in what continues to be a challenging market.

## Financial statements 2015

In a meeting held on 2 March 2016, the Supervisory Board discussed the 2015 financial statements drawn up by the Executive Board, in accordance with International Financial Reporting Standards (IFRS). The Audit Committee discussed the financial statements and the audit findings in depth with the auditors at its meeting on 19 February 2016. The financial statements were audited by Deloitte Accountants B.V., who issued an unqualified audit opinion that is presented in full on page 128 of this Annual Report.

The Supervisory Board will propose to the Annual General Meeting of Shareholders, to be held on 11 May 2016, that the meeting:

- Adopts the financial statements for the year 2015;
- Adopts the proposed dividend;
- Discharges the members of the Executive Board and the members of the Supervisory Board for their management of the company and the supervision of same respectively in the year under review.

## Dividend 2015

The Executive Board shall, in line with the dividend policy and with the approval of the Supervisory Board, submit a proposal to the shareholders for the payment of a dividend of € 0.24 per share. This dividend will be payable as per 10 June 2016.

## Activities of the Supervisory Board in 2015

In the year under review, the Supervisory Board met eight times in the presence of the Executive Board. Together, we discussed the continued implementation and refinement of ICT's strategic direction, including the company's shift towards more project-based contracts. In the course of the year, the meetings also dealt with potential acquisitions the company was considering on the basis of the strategy. The acquisitions that ICT made in 2015 were obviously discussed extensively. The Supervisory Board also discussed the internal risk management and control systems and the company's operational performance, plus the improvement in this performance over the year. We were pleased to note at a number of these meetings that ICT is steadily gaining a very solid reputation as a truly client-centric organisation and as an exciting place to work.

Over the course of the year, the Supervisory Board also discussed the company's financial performance. Supervisory Board representatives further discussed various matters with representatives from the works council, such as strategic topics, the share plan for employees and the proposed reappointments of Supervisory Board members retiring by rotation. In the year under review, the Supervisory Board also held two meeting(s) in the absence of the Executive Board and senior management, in which the members evaluated the performance of the Executive Board and the members of the Executive Board, the performance of the Supervisory Board and the members of the Supervisory Board and its committees, as well as the need for further training and education of the Supervisory Board members. Once again, we would like to compliment the company's senior management for their flexibility, decisiveness and ability to seize opportunities as they arose during the course of the year.

During the course of the year, cooperation between the Supervisory Board and senior management, including the Executive Board, has been both constructive and open. Senior management provided the Supervisory Board and its committees with all the information they required to fulfil their role effectively. The Supervisory Board convened an Annual General Meeting of Shareholders, which was held on 13 May 2015.

## Remuneration Supervisory Board

At the Annual General Meeting on 13 May 2015 a proposal to adjust the annual remuneration of the Supervisory Board was adopted. The developments in the past years, including the Management and Supervision Act coming into force, have led to increased requirements and a higher involvement level of Supervisory Board members. Given that since 2007 the basic annual remuneration of the Supervisory Board had not been adjusted, the Supervisory Board consulted an external organisation, the "Nationaal Register", regarding its remuneration. The newly adopted remuneration policy for the Supervisory Board was based on this consultation. The actual remuneration of the members of the Supervisory Board can be found on page 103 of the 2015 annual report.

## Composition of the Supervisory Board

The composition of the Supervisory Board was unchanged in the year under review. For more personal details of the Supervisory Board members, we refer you to pages 16 and 17 of this annual report. Mr. Van der Raadt and Mr. Fröschl were both reappointed for another standard term of four years by the Annual General Meeting held on 13 May 2015. The term of Mr. Luthra expires in 2016. The Annual General Meeting to be held on 11 May 2016 will be asked to appoint Mr. Luthra for another four-year term.

The Supervisory Board currently comprises four members. The various members bring experience to the Supervisory Board from a broad range of industries, geographic regions and listed companies. This is in line with our Supervisory Board profile, which is available on the ICT website (http://ict.eu/nl/over-ons/investor-relations/), resulting in a well-balanced composition of the Board in view of the nature of the business of ICT Group, and the requirements of good Governance. The Supervisory Board will continue to evaluate the competences, gender, race and background of (new) Supervisory Board members, bearing in mind the added value of diversity in the Supervisory Board.

The Supervisory Board established that in accordance with the criteria in the Corporate Governance Code its members can be considered independent.

## Supervisory Board committees

### Audit Committee

Mr. Deepak Luthra (Chairman) and Mr. Jan Sinoo are the members of the Audit Committee. In 2015, the Audit Committee held four meetings in the presence of ICT's Chief Financial Officer and the finance manager. The external auditor attended three of these meetings. The Audit Committee also met with the external auditor in the absence of the Executive Board. The Audit Committee meetings are generally held slightly ahead of the Supervisory Board meetings, where the Audit Committee Chairman reports on the principal issues discussed, on any actions to be taken and the follow-up on such actions. The Chairman of this committee also makes recommendations on matters requiring a decision by the Supervisory Board as a whole.Subjects other than the annual financial statements discussed during the year under review included:

- the audit plan, approach, scope and audit fee of the external auditors for the year under review, also in the light of changes in the ICT Group;
- the 2015 interim (quarterly) financials and the 2016 budget;
- the application of the accounting principles, including the impact of (anticipated) changes in the applicable IFRS standards and accounting by and for newly acquired interests;
- the renewed and extended credit facility;
- the risk management and internal control framework;
- the management letter, the external auditor reports, key audit matters and the follow-up by management of the recommendations made by the external auditor;
- the performance of the individual units, also in the light of the annual goodwill impairment testing;
- the processes relating to any strategic combinations under consideration.

### Remuneration and Appointments Committee

This committee consists of Mr. Jan Sinoo (Chairman) and Mr. Theo van der Raadt. The committee held three formal meetings in the year under review. Subjects discussed included the remuneration policy, to which no changes were made in 2015, the composition of the Executive Board and the unit management structure, the performance and remuneration of the members of the Executive Board, ICT's HR policy and the remuneration of the Supervisory Board members. The committee discussed senior management appointments made in 2015, including the leadership of the newly formed business units. The committee meetings are generally held slightly ahead of the Supervisory Board meetings, where the committee chairman reports on the significant matters discussed. The Chairman of this committee also makes recommendations on matters requiring a decision by the Supervisory Board as a whole.

## Composition of the Executive Board

There were no changes to the composition of the Executive Board in 2015.

## Remuneration Executive Board

The performance targets for the members of the Executive Board are set annually by the Supervisory Board in the balanced scorecards and are based on qualitative and quantitative criteria. The total remuneration received by the members of the Executive Board consists of the following four components:

a) fixed basic management fee;
b) secondary conditions (including a pension plan and a compensation for the costs of insurance against sickness and occupational disability);

c) short-term variable remuneration as a reward for meeting short-term (one year) performance targets, consisting of an annual bonus paid in cash;
d) long-term variable remuneration through mandatory participation of 25% of the short-term bonus in a long-term incentive program. In addition to that the members of the Executive Board are allowed to invest an amount of maximum € 25,000 each in ICT shares from their own funds on an annual basis.

Further information on the existing remuneration policy as well as the actual remuneration of the Executive Board is included in note 24 (page 102) to the consolidated financial statements and can also be found on the website of ICT (http://ict.eu/about-us/investor-relations).

### Corporate Governance

The Supervisory Board and the Executive Board share responsibility for ICT´s corporate governance structure. At least once each year, the Supervisory Board discusses corporate governance rules applicable to the Company and advises on possible changes. In the event of any substantial changes in the corporate governance structure and in the compliance of the company with the Dutch Corporate Governance Code, these changes are put on the agenda of the Annual General Meeting and discussed at said meeting. A separate section on corporate governance is included on page 48 of this Annual Report. This section describes the company's approach to corporate governance and explains how the company implements the Dutch Corporate Governance Code.

### Firmly on the road to growth

Finally, we would like to express our thanks to all employees of ICT Group for their continued efforts during the year. Management team and staff of ICT Group have worked and are working hard to put the company firmly on the road to sustained and sustainable growth. ICT is now even more competitive and attractive to potential clients. We are confident that the company will continue to reap the benefits of its strategy and the new focus in the future, putting ICT in an excellent position to continue on this road to growth in the years ahead.

Barendrecht, 2 March 2016
The Supervisory Board

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

# REPORT OF THE EXECUTIVE BOARD

## INTRODUCTION

Following the year of transition in 2014, the results recorded in 2015 show that ICT is back on the right track. The increased focus on more project-based contracts and less on pure secondment services once again proved fruitful in 2015. This new balance makes ICT more resilient to the continued challenges in the IT markets in the Netherlands and elsewhere. ICT has forged even closer ties with a number of existing clients and carried out a number of successful projects for new clients. This has helped the company take several steps on the road to securing more recurring business for projects and solutions. ICT's clear strategic focus led to a substantial improvement in performance and profitability in 2015. Increased customer demand and business activity resulted in a higher utilisation rate. It is certainly a good sign that all ICT's subsidiaries contributed to both the revenue growth and increased profitability.

### New organisational structure

In the year under review, ICT restructured the way it organises its business, from verticals into business units. This business unit organisational model creates a more effective and more commercial organisation and is much more aligned with ICT's customer-centric business approach. Each business unit offers market-specific solutions in which ICT has a very high level of expertise. This new structure also allows ICT to better leverage its acquired businesses and develop new emerging markets more effectively. In the past year, ICT took a number of major steps in this restructuring. These steps were also aimed at changing ICT's organisational culture, with the aim of increasing employee empowerment and entrepreneurship.

### Acquisitions

ICT's recent acquisitions performed well in 2015. Strypes Bulgaria, acquired in early January 2015, has increased ICT's near-shoring capacity and enabled the company to respond effectively to the shortage of highly-skilled technical staff in the Netherlands. The integration process has been completed successfully. The collaboration between ICT Netherlands and Strypes Bulgaria resulted in a strong growth in the number of ICT employees in Bulgaria. This strong growth was largely due to an increased customer base, one of the objectives set at the beginning of the integration process. The dependency on one large customer has therefore been reduced significantly. The acquisition of system integrator Raster, which ICT completed in September 2015, is a major boost to ICT's industrial automation activities and the company's position as a total solutions provider. This acquisition is expected to open up new markets and help ICT to continue increasing its client base in the future.

### Partnerships

Collaboration is an important pillar of ICT's strategy. In the light of the speed of technological changes, for ICT firmly believes that partnering is essential to innovate and bring new solutions to the market. Partnerships come in a wide variety of forms.

In cooperation with the Brabant Development Agency (Brabantse Ontwikkelings Maatschappij - BOM), ICT has invested in GreenFlux, a charging point operator and services provider for electric vehicles. This cooperation, a unique combination of expertise in electric transportation, the energy sector and innovative IT solutions, can really make a difference in green mobility.

ICT also entered into a number of partnerships aimed at making smarter use of energy. Through these partnerships, ICT is contributing to initiatives such as the Universal Smart Energy Framework, Energiekoplopers and PowerMatchingCity, all aimed at sustainable energy generation.

The strategic partnership with LogicNets, which includes an exclusive distribution agreement for LogicNet's software platform in Western Europe and ICT's 20% strategic stake in LogicNets, was further intensified over the past year. In terms of the roll-out of the platform in Europe, however, it turned out that the market was not yet ready in 2015. ICT firmly believes in the merits of the platform and expects good sales in the coming years.

## FINANCIAL REVIEW

Key figures:

| (x € 1,000,000) | **2015** | 2014 |
|---|---|---|
| **Revenue** | **71.8** | **63.0** |
| Revenue added value | 65.5 | 57.4 |
| **EBITDA** | **7.1** | **4.7** |
| amortisation / depreciation / impairment | 1.8 | 1.5 |
| **Operating profit** | **5.3** | **3.2** |
| Financial income (expenses) | (0.3) | 0.1 |
| Result from joint ventures and associates | (0.3) | 0.2 |
| Corporate income tax* | (1.1) | 4.3 |
| Net profit from continuing operations | 3.6 | 7.8 |
| Discontinued operations | - | (2.8) |
| **Net profit*** | **3.6** | **5.0** |
| | | |
| Earnings per share | 0.41 | 0.56 |
| Dividend per share (proposal to the AGM) | 0.24 | 0.23 |

* Net profit and corporate income tax in 2014 included a one off deferred tax benefit of € 5.6 million in the Netherlands, related to the liquidation of the German subsidiary.

### Segmentation (IFRS 8)

As of 2015, in line with IFRS requirements and the new reporting and organisational structure, ICT Netherlands (ICT NL) and Strypes Bulgaria (ICT Nearshoring) are presented as separate segments. The other individual legal entities, comprising ICT Poland, Improve Quality Services and Raster are presented aggregated as ‘Other’.

### Revenue

ICT’s revenue came in at € 71.8 million in 2015, an increase of 14% on the € 63.0 million reported in 2014. Organically revenue increased by 4%. This was driven by an increase in FTEs and the modest improvement in market conditions, which also enabled ICT to increase its tariffs slightly.

Revenue at ICT Netherlands improved slightly, to € 61.0 million in 2015 from € 60.3 million in 2014. In 2015, the markets in ICT Netherlands showed growth, except for Industrial Automation. The challenging conditions in the Oil and Gas market impacted the Industrial Automation activities at ICT and resulted in lower secondment demand from customers. Productivity levels therefore remained under pressure. The second half of the year did however show an improvement over the first half of 2015. Furthermore, licences and materials sales were lower, mainly due to lower licence sales related to the LogicNets platform. ICT realised profitable growth in all other markets. ICT managed to record positive results in the High Tech, Water & Infrastructure, Automotive and Logistics markets. This is in line with expectations, and reflects the improvement in economic conditions. The relatively modest sized Healthcare and Energy activities realised higher growth percentages. ICT further expanded the Healthcare and Energy operations by winning new assignments and starting new partnerships.

Strypes Bulgaria (ICT Nearshoring) recorded revenues of € 5.7 million. Strypes’ broadened client base decreased the firm’s dependency on its largest client. The strategic collaboration between ICT Netherlands and Strypes Bulgaria was an important contributor to Strypes’ growth.

The segment ‘other’ (Improve, ICT Poland and Raster) recorded revenues of € 6.2 million. Improve performed very well in the past year, due to better market circumstances. The company gained a major customer and consequently productivity levels improved substantially. ICT Poland reported a considerable increase in revenues. ICT Poland benefited from the slight improvement in economic conditions and added a large customer to its client base. Raster contributed to revenues for one quarter of 2015 in the segment ‘other’ and performed in line with expectations.

The cost of materials and subcontractors increased € 0.5 million to € 6.2 million in 2015 (2014: € 5.7 million). This increase was the net effect of an increase of € 0.9 million due to the acquisition of Strypes and Raster and a net drop of € 0.4 million in the cost of sales at ICT Netherlands, due to lower LogicNets license sales.

### Costs / personnel expenses

Personnel costs increased overall to € 43.5 million (2014: € 40.2 million), mainly as a result of the increase in number of employees. As the acquisition of Strypes is the main contributor to this increase, the average cost per FTE decreased. Other operating expenses also increased as a result of the acquisition of Strypes and Raster. ICT incurred costs and made outlays on office accommodation, marketing & sales and for the improvement of finance and human resources processes. As in 2014, ICT once again incurred costs in connection with the investigation and realisation of acquisitions and partnerships. In 2015, these costs amounted to € 0.6 million (2014: € 0.8 million).

### EBITDA

EBITDA for the full year 2015 increased by 53.4% to € 7.1 million, compared to € 4.7 million in 2014. The acquisition of Strypes made a particularly strong contribution to this improvement, adding € 1.6 million. EBITDA also increased organically by 13.6%. This was largely due to the improved profitability at both Improve and ICT Poland. The EBITDA margin increased from 7.4% to 9.9% in 2015.

### Amortisation and depreciation

The acquisition of Strypes Bulgaria was completed on 6 January of last year. On the basis of the Purchase Price Allocation, ICT has valued the company’s order backlog and customer relations; the latter to be amortised over a period of five years as from acquisition date. As a result, total amortisation for 2015 amounted to € 1.2 million (a € 0.5 million one-off on backlog and € 0.7 million on customer relations).

ICT completed the acquisition of Raster on 16 September 2015. Once again, a Preliminary Purchase Price Allocation valued the software and customer relations at € 4.2 million combined, to be amortised over a period of six and eight years respectively, resulting in an annual amortisation of € 0.6 million. As Raster was only acquired in September of last year, amortisation amounted to € 0.2 million in 2015.

Depreciation for the year 2015 amounted to € 0.5 million (2014: € 0.3 million).

### Operating profit

The operating profit amounted to € 5.3 million in 2015 (2014: € 3.2 million). The operating margin was 7.4%, compared to 5.0% in 2014.

### Result from Joint Ventures and associates

The result from joint venture InTraffic amounted to € 0.3 million. InTraffic performed well and in line with last year. The result from associates, mainly ICT's participation in LogicNets, was negative. Sales of the LogicNets software platform are lagging. ICT firmly believes in the strategic importance of the platform, but given the delay in the roll-out of the platform ICT revalued its stake in LogicNets. This resulted in a downward valuation of € 0.4 million in the last quarter of 2015, bringing the result from associates to a loss of € 0.6 million in 2015.

### Taxes

Corporate income tax amounted to € 1.1 million in 2015, compared to € 4.3 million positive in 2014 as a result of a deferred tax benefit of € 5.6 million in the Netherlands, related to the liquidation of the German subsidiary.

### Net profit

Net profit for the year amounted to € 3.6 million, compared with € 7.8 million (or € 3.4 million adjusted for the € 5.6 million deferred tax benefit and € 1.2 million impairment charges) in 2014. This translates into earnings per ordinary share of € 0.41. The number of outstanding ordinary shares stood at 8,747,544 on 31 December 2015, unchanged from a year ago.

### Cash flow movement

The group cash (and cash equivalents) position amounted to € 6.7 million at year-end 2015, compared to € 11.3 million at year-end 2014. The net operational cash flow amounted to € 6.1 million positive in 2015 (2014: € 3.8 million positive). Cash flow from investment activities amounted to € 11.8 million negative, compared to € 0.3 million positive cash flow in 2014. The largest impact on the cash flow from investment activities in 2015 came from the net investments net of cash acquired related to the acquisition of Strypes (€ 3.9 million) and Raster (€ 6.8 million). Dividends paid to shareholders of ICT N.V. amounted € 2.0 million (2014: € 1.3 million). The net cash flow amounted to € 4.7 million negative (2014: € 2.7 million positive).

### Balance sheet structure

As a result of the net effect of dividend paid of € 2 million and net profit of € 3.6 million, shareholders' equity increased to € 35.5 million. The balance sheet total increased to € 58.2 million at year-end 2015, from € 49.4 million at year-end 2014, as a result of the acquisitions made last year. Of these, Raster was partly financed through an acquisition financing facility of € 3.0 million, while the balance sheet total also includes an earn-out obligation of € 1.5 million for Strypes. Solvency (shareholders' equity/total assets) stood at 61% at year-end 2015, compared with 69% at year-end 2014, which represents a very sound financial basis.

### Renewed and extended credit facility

To create room for the execution of ICT's buy and build strategy, ICT renewed and extended its credit facilities in the third quarter of 2015. The renewed facility consists of three credit facilities. The first facility of € 1.5 million is used for providing guarantees and securities. The second credit facility amounts to € 6 million; this is committed and can be used for working capital financing. The third credit facility also amounts to € 6 million and can be used to finance acquisitions. An amount of € 3 million of the acquisition facility was used for the acquisition of Raster in the third quarter of 2015.

### Dividend proposal

It will proposed to the General Meeting of Shareholders to be held on 11 May 2016 that a dividend be paid out for the 2015 financial year in the amount of € 0.24 per share in cash, based on the number of ordinary shares outstanding at year-end 2015. For the calculation of the proposed dividend, the realised net profit is adjusted for the non-cash amortisation amounts and the downward valuation of LogicNets. This results in a adjusted net profit for the full year 2015 of € 5.3 million. The proposed dividend of € 0.24 per share represents a pay-out ratio of 40% of the adjusted net profit.

### Outlook

ICT's primary focus continues to be the execution of its strategy. The new organisational structure is expected to be completed in 2016 and ICT will further leverage the acquisitions of Strypes, Raster and BMA. ICT continues to aim for both organic growth and growth through acquisitions. Given the strategic progress made and its acquisitions, ICT expects a further improvement in revenue and EBITDA in 2016 compared with 2015, despite continued challenging market conditions. ICT expects the capital expenditures and research & development expenditures for 2016 to be in line with those recorded in 2015.

For 2016 we expect the growth in the number of FTE to be in line with our revenue development. ICT's credit facilities are described in note 34 of the Consolidated Financial Statements. The credit facilities are sufficient to meet the company's current financing needs including the acquisition of BMA in February 2016. No changes to the financing structure are foreseen.

### Subsequent events

On 5 February 2016, ICT acquired 51% of the shares in BMA (Buro Medische Automatisering), a leading Dutch healthcare software company based in Houten. The remaining 49% will be acquired after an earn out period of three years. The intended acquisition of BMA marks another step in ICT's growth strategy. As diagnostic software and tools are becoming increasingly important in the healthcare sector, the acquisition of BMA further enhances ICT's position in the field of 'Smarter Health'. With a workforce of around 40 highly-skilled professionals, BMA is market leader in the Benelux with a market penetration of approximately 80%. In addition to the Benelux market, the company is active in the UK, France and Switzerland. BMA has recorded consistent profitable annual revenues of more than EUR 5 million in recent years. The purchase consideration for 51% of the shares amounts to € 3.2 million in total and comprises a cash payment of € 2.4 million and an amount paid in (newly issued) ICT shares of € 0.8 million (97,707 shares).

### Executive Board declaration

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

Barendrecht, 2 March 2016
Executive Board

*J.H. Blejie*
*W.J. Wienbelt*

## RISK MANAGEMENT AND INTERNAL CONTROL

### Introduction

The aim of ICT's long-term strategy is to safeguard the continuity of the Company and to create value for all stakeholders through growth in both revenues and profitability. When carrying out this strategy, ICT is confronted with various risks. As a matter of principle, the Executive Board strives to limit exposure to risks to a minimum and not to enter into any substantial exposure without being able to control and mitigate the related risks. The risk-reward appetite can be specified in the following terms:

| Risk category | Strategic objectives | ICT's risk reward appetite |
|---|---|---|
| Strategic risks | Profitable growth<br>Solid financial position | Low to moderate, we aim to strike the right balance between risk and long-term reward but at the same time strive to limit risks to a minimum |
| International control and operational risks | | Low, risk management and risk control systems are in place and are an integral part of the planning & control cycle. |
| Financing & reporting risks | | Low, a prudent financing strategy is maintained, full compliance with reporting rules and standards |
| Compliance risks | | Low, full compliance with relevant laws and regulations |

It is the responsibility of the Executive Board to identify risks and to mitigate those risks by taking appropriate measures. ICT continuously evaluates its internal controls and takes measures to further professionalise those controls.

The table titled 'Sensitivity analysis' illustrates the impact of changes in our revenues, operating expenses, net debt and the interest rates on our EBITDA. Typically, a trend will include a number of these elements.

### Sensitivity analysis

| | Change | Impact | On | Assumption |
|---|---|---|---|---|
| Revenue | +/-1% | +/- € 0.7 million | EBITDA | Flat gross margin and no change to cost base |
| Revenue | +1% | + € 0.4 million | EBITDA | Flat gross margin and target 50% conversion |
| Revenue | (1%) | - € 0.4 million | EBITDA | Flat gross margin and target 50% recovery |
| Operating expenses | +/-1% | +/- € 0.6 million | EBITDA | |
| Interest rate | +100 bp | + € 0.05 million | Financial charges | Average net debt 2015 |
| Net debt | +/- € 3 million | +/- € 0.1 million | Financial charges | Stable interest rates |

### Risk management and control systems

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

ICT's internal framework is based on Entity-level controls:

| Category | Important Elements |
|---|---|
| 1. Control Environment | - Management's philosophy, attitude and tone at the top<br>- Organisational structure, key areas of authority and lines of reporting<br>- Knowledge & skills, policies & procedures<br>- Oversight by Executive Board and Supervisory Board, responsibility for internal controls |
| 2. Entity-wide Risk Assessment Process | - Identifying business risks<br>- Evaluation of external and internal information<br>- Review of regular financial reports and ad-hoc reporting<br>- Approval of budgets, business planning documents and the business strategy |
| 3. Communication | - Internal communication: Identification and communication<br>- External communication: Preparation and review |
| 4. Monitoring of Controls | - Maintaining a monitoring process for entity-level and process-level controls<br>- Change of controls<br>- Evaluating KPIs and financial reporting results<br>- Testing the effectiveness of controls |

### Planning and control cycle

Risk management is an integral part of the planning and control cycle. This system includes the determination of the strategy and the budget and is the responsibility of the Executive Board. The Executive Board discusses the strategy extensively with the Supervisory Board every year. The Executive Board then translates strategic objectives into business plans and budgets in cooperation with the directors of ICT's subsidiaries. The business plan contains both a financial budget and a number of concrete business objectives per legal entity and underlying business units. These objectives are translated into Key Performance Indicators (KPIs), which are measured for progress throughout the year. Important KPIs at ICT include the capacity utilisation rate, tariffs, numbers of direct and indirect FTEs and the efficiency of the processes. Management evaluates these key performance indicators and financial and operational reporting to identify whether there is any indication of deficiencies in internal controls and to monitor results.

### Policies and guidelines

Management creates and maintains a culture of integrity and ethical behavior by setting a proper tone at the top. This is done by implementing:

- Corporate governance practices;
- A code of conduct, which includes relevant policies such as prohibiting employees from accepting gifts from suppliers, etc.;
- A whistleblower policy;
- A quality system used to document all of ICT's processes.

ICT's management is receptive to employee's ethical concerns and is committed to responding appropriately to misconduct. Management demonstrates adherence through their work practices and decisions. Management enforces its views through a combination of policies and procedures. When changes are made, employees are notified and changes are implemented. Management does not provide incentives or temptations that might prompt personnel to engage in dishonest, illegal or unethical acts. A whistle blowing policy is in place and personnel can report suspected incidents anonymously.

### Performance and quality controls

Quality management is another important pillar of the company's risk management. ICT constantly works on improving the services that it provides to customers in whatever form. Providing services in accordance with accepted standards is embedded in the organisation as a regular process. ICT has adopted various standards, including ISO standards for information security and quality management and standards related to process maturity and safety, health and the environment. Furthermore, ICT continuously monitors the measurement of and reporting on the effectiveness and efficiency of measures taken. ICT regularly evaluates this via an audit by external parties (according to the above mentioned standards), as well as through an internal review process related to effectiveness, suitability and correspondence with agreed norms. No critical findings have come to light in the various reviews.

### Monitoring

ICT provides for optimum monitoring and timely identification of risks and, if necessary, mitigation of any risks that arise, through a constant process of internal controls and measurements. This risk management system with its control mechanisms and mitigating measures is a periodically recurring item on the agenda of the Audit Committee and, by extension, the Supervisory Board.

In 2015, ICT updated its Risk and Control Matrices, including improved documentation and the addition of a more aggregated level of thinking. It did not change ICT's view on Enterprise Risk Management but gives a more adequate overview of types of risks and measures to be taken. In 2015, the three ICT Automatisering Nederland B.V. main business processes were updated in terms of process descriptions and controls. In the approach process, risks were again identified and linked to mitigating internal controls. In 2016, ICT will continue to implement the Internal Control Framework, including implementation of certain key controls, in all subsidiaries of ICT Group.

In 2015, ICT started an internal procedure, asking ICT management to confirm that ICT's policies and procedures have been complied with. Given the organisational changes at ICT, going through this process is even more important. It helps to provide the assurance the Executive Board needs to make its own in control statement. Responsibility and accountability for implementing systems and controls including fraud prevention and detection has been designated to ICT's Finance department and is embedded in the Internal Control Framework.

In 2015, Strypes Bulgaria was also incorporated in the existing set-up of entity level controls as part of our Internal Control Framework.

### Key risk factors

Business risks are documented, identified and evaluated through ongoing consideration of internal and external events and information. The key risks management has identified are outlined below. For each risk an indication is given how these risks are mitigated. The order in which the risks are presented is in no way a reflection of their importance, probability or materiality. The actual occurrence of any of the following risks could have a material adverse effect on the company's business, prospects, operations, financial condition or results. All of these risks are contingencies, which may or may not occur.

During 2015 none of the below mentioned risks did occur and consequently had no impact on ICT's results. The overview below of the principal risk areas for ICT is not exhaustive. It is also possible that risks that have not currently been identified, or that are not regarded as material, will have a significantly adverse effect on ICT's ability to achieve its objectives at a later date. ICT's internal risk management and risk control systems are, in as far as possible, geared to the timely identification of such risks.

| Key risks | Mitigation |
| --- | --- |
| **Strategic risks** | |
| *Strategic / market risk*<br>The market in which ICT operates is developing rapidly. There is a risk that ICT may be unable to innovate sufficiently and/or respond appropriately on a timely basis. | In order to avoid this, ICT seeks to maintain a leading position, in partnership with its customers, in improving its customers' performance. This enables ICT to develop appropriate solutions as effectively and efficiently as possible. An increasing number of customers are looking to enter into a fully-fledged partnership. Organisations depend on IT systems to function optimally to support their business processes. Consequently, customers want a one-stop-shop solution and want ICT to offer in-depth knowledge of the market in combination with a broad range of solutions. This makes it even more critical for ICT to make clear choices regarding its strategic positioning. |
| *Technological developments*<br>Rapid technological progress, changing client requirements and evolving software standards are all features of today's software market. ICT's success hinges on its ability to adapt to these developments and keep the know-how of its staff up-to-date. | ICT expects to be able to maintain its position by closely following the changes affecting its clients and the market. These changes are occurring rapidly, which means the company needs to be alert and responsive. In addition, ICT's partnerships with various important parties in the industry, like Microsoft and Intersystems, help ICT to stay at the forefront of the technological developments. |
| *Economic trends*<br>General economic conditions affect the commercial success of ICT's clients. The mature market for IT services in combination with less favourable economic circumstances means there is pressure on prices and margins. For example, decisions to invest may be delayed or the size of R&D budgets may be reduced due to lower profits. This obviously has a negative impact on the demand for ICT's services. | ICT attempts to limit the consequences of the lower demand for ICT services and projects by making efficient and flexible use of its own employees. |
| **Operational risks** | |
| *Dependence on staff*<br>For its current business operations and planned growth, ICT is to a large extent dependent on the availability of sufficient personnel and in particular on sufficient numbers of highly-qualified staff. Employees are ICT's most important assets. With the exception of periods of temporary downturn, the labour market for personnel with relevant knowledge and expertise is tight and competition is fierce. Due to current economic and social developments, the shortage on the labour market is increasing. | ICT's Human Resources (HR) policy aims to create a working climate in which there is room for growth, development and new challenges. The retention and recruitment of skilled personnel is an important objective and will remain a key priority in the coming years, together with the recruitment of young new talent. |

| | |
|---|---|
| ***Dependence on large clients***<br>A relatively small number of clients account for a substantial proportion of ICT's revenues, reflecting the fact that large companies tend to operate in ICT's markets. In addition, as a supplier ICT needs to have a certain amount of scale to build up good relationships and to create a so-called 'preferred suppliership'.<br><br>The loss of any of these larger clients for any reason may therefore have a negative impact on ICT. | Broadening the client base remains one of ICT's priorities. In addition, ICT's strategy to offer more and more added value to its clients makes ICT less vulnerable as clients' dependency on ICT increases. |
| ***Project and assignment control***<br>An important pillar for ICT is carrying out projects and assignments. The quality of the execution of these projects and assignments can have a significant impact on ICT's performance and results. | ICT is continuously working on an optimally functioning internal quality and control system to minimise the risks related to execution. When the direct and full impact of a risk on the result to be achieved can be assigned to ICT, ICT will of course assume this responsibility. ICT can bear this responsibility, as it has management with the right breadth and depth of competencies and business and IT knowledge. To ensure continuity in the event of claims, ICT has a general and professional liability insurance. |
| ***Acquisitions, investments in joint ventures, associates and other minority interests***<br>In the event that ICT acquires companies, its ultimate objective is to adequately integrate these companies into the ICT organisation. When acquiring a company there is a risk of an undesired outflow of staff. | Before taking the decision on a desired acquisition ICT goes through a thorough decision making process. Part of this process includes drawing up a combined strategy / business plan, but also making use of the results of financial and legal due diligence. Furthermore ICT has designed an integration process to safeguard a successful integration and to minimise the outflow of staff. |
| **Financial risks** | |
| ***Credit risk***<br>Credit risk arises primarily from credit exposures to customers, including outstanding receivables and committed transactions. The Company's objective is to minimise its credit risk. | The Company's exposure to credit risk is primarily influenced by the individual characteristics of each client. New customers are analysed individually for creditworthiness before payment terms and conditions are offered. The Company's review may include external ratings, the services of a credit insurance institution where relevant and available, and in some cases bank references.<br><br>Further details on these risks and risk-mitigation actions are included in note 6 to the financial statements: 'Financial risk management, objectives and policies'. |

## Executive Board's in control statement

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

# ORGANISATION AND PERSONNEL

## The people at ICT

In the field of ICT's business, the ability to attract and retain the right people is the key driver of growth. ICT strives to be an attractive employer that invests in its people and encourages entrepreneurship. To reinforce this, ICT developed and implemented a number of initiatives in the past year. The organisational changes undertaken in the past year were also geared towards a cultural change, through increased employee empowerment and entrepreneurship. This change not only bore fruit in terms of business results, but also clearly enhanced company pride.

## Employer branding

People are ICT's most important asset. ICT is firmly convinced of the importance of having an appealing and recognisable profile as an employer. That is why in the past year ICT has developed and implemented a number of core values that together represent ICT's identity as an employer. This well-defined identity makes clear what ICT has to offer its (future) employees. Entrepreneurship, freedom to act, passion for customers, expertise, innovation and of course technological challenges are all part of the ICT identity.

## People Strategy

ICT's HR strategy includes Learning & Development programmes and engagement initiatives.

## Learning & Development

### Professional Leadership programme

ICT challenges its people to perform to the best of their ability and seize the opportunities ICT has to offer. We encourage our employees to make the most of their opportunities and talents in a Professional Leadership programme. Progress on personal development is discussed in annual employee reviews to identify individual training needs. ICT also aims to advance technical knowledge exchanges amongst employees and to develop cross-functional skills by organising interdisciplinary workshops.

### ICT Academy

The ICT Academy fulfils a crucial role in the training & development of ICT.

### Review Cycle

ICT launched 360 degree feedback in 2015. In this methodology, employees assess their own performance, supplemented with the feedback of their manager, peers and clients. This methodology, along with discussions with the respondent and their manager, helps the employee to further define their career path. Employees rated this new methodology as positive.

## Engagement initiatives

### Embedding entrepreneurial spirit

ICT changed its organisational structure from verticals into business units to better align the organisation with ICT's business approach. This also boosted ICT's culture, as entrepreneurship has been rooted deeper in the business units.

### Council of 20

In 2015, ICT installed a council of 20, a group of young professionals under the age of 30. This group of disruptive thinkers has been given the task of coming up with new ideas to fuel ICT's pipeline of innovations. This increases the engagement and job satisfaction of these young professionals, while at the same time helping ICT to stay connected to the world of the millennials.

### Equity Participation Plan for employees

Another element is the introduction of an Equity Participation Plan for employees. To increase the involvement and engagement by making employees owners of the company. The equity participation plan is open to all ICT employees with a permanent job contract. Once per calendar year, the employee will have the opportunity to purchase ICT shares at a 13.5% discount compared to the stock exchange price. The shares have a lock-up period of three years. ICT employees were able to participate in this programme for the first time in 2015. More than 130 employees have already participated in the plan.

### Recruitment

Over the past year, ICT's recruitment strategy was increasingly tailored to the different target groups. We set up a Young Talent Programme for Young Professionals, a group becoming increasingly scarce. This programme significantly increases ICT's focus on counselling, training and on boarding for this group. For international employees, ICT has taken up the responsibility to facilitate more in terms of social integration and day-to-day practical issues, as there clearly is an increased desire for more integration from this group. To reach out to more experienced IT market employees, ICT last year started to organise business events to reach out to these potential employees. An example is the first Hackathon that ICT organised last November. In the Dutch Innovation Factory in Zoetermeer, a number of enthusiastic teams – a mixture of students and professionals – worked on a domotica challenge and had 24 hours to build their concepts from scratch.

In the past year, ICT was able to hire 90 people. 35 of these were young professionals, while 20 were more experienced seniors. The total number of employees at year-end 2015 was 21% higher than at year-end 2014. This was due to acquisitions and increased recruitment efforts.

## SMARTER SUSTAINABILITY

Corporate Social Responsibility lies at the core of the ICT business model. Our Smarter solutions always link to sustainability. Our Code of Conduct contains the following section on sustainability:
"Sustainability is a natural part of our organisation. ICT wishes to work with integrity and transparency towards all its stakeholders, including shareholders, customers, local communities and its employees."
Innovation is one of the main drivers of ICT's business model. ICT made a committed that each new solution should have a positive impact on the sustainability front, which makes sustainability an integral part of ICT's strategy:
"Each solution has to make the world a little better."

**ICT's Sustainability policy and projects can be translated into five themes:**

### Responsible partner

ICT wants to be a responsible partner for all its stakeholders. Our ambition is to be a strong link in the customer's value chain. We take our responsibility for the social, environmental and economic consequences of our activities. ICT works with customers and suppliers to maintain a long-term relationship and continuous improvement in our approach to Smarter Sustainability.

### The environment

ICT has launched and largely completed a number of new $CO_2$ reduction projects across the organisation, such as the use of Dutch Wind Energy for all ICT offices, a new A+ Office in Eindhoven near the railway station and use of low $CO_2$ emission cars for our Young Professionals. This resulted in considerable progress towards the reduction of $CO_2$ emissions by 6% per FTE. ICT maintained its $CO_2$ Performance ladder certificate level 4. This $CO_2$ Performance ladder certificate not only works to ICT's advantage in terms of winning tender procedures, it also provides insight into the company's energy consumption and into potential savings. The company's efforts aimed at cutting $CO_2$ emissions revealed a number of measures that helped the company to reduce its energy consumption, which in turn resulted in a reduction of costs for ICT.

### Innovations

ICT is part of a number of innovative sustainable energy initiatives, such as the Universal Smart Energy Framework and Smart Energy Grids.

ICT also participates in a number of projects, such as electric transport solutions with Dutch company GreenFlux and the Brabant Development Agency (BOM), including the installation of charging points at ICT offices. Together with InMotion, ICT is developing Electronic Control Units (ECUs) for the complete IM/e race car. InMotion aims to participate in the Le Mans 24-hour in 2017 with their IM01 race car.

Together with Farmertronics, ICT is planning to develop the ECUs to control the unmanned clean tech tractor. ICT is also working on Cloud solutions for various clients and a product called Tempuless, which switches cloud server uptime to reduce energy costs.

### Employees

ICT recruits and assesses employees exclusively in terms of their potential and capacities for a specific job. The organisation does its utmost to create a positive and healthy working environment based on open and honest lines of communication, and free of gender or any other discrimination, bullying and/or intimidation. ICT aims to create a multicultural environment and currently employs people of seven different nationalities.

ICT helps the long-term unemployed by offering temporary assignments of at least one year at the ICT office in Eindhoven based on the principle of social return on investment (SROI).

### Community

In 2015, ICT reviewed its sponsorship policy and decided to link its name to a number of social organisations from 2015 onwards. The basic premise is that these are officially recognised and certified organisations that can contribute to ICT's brand recognition and have a link with sports, culture or corporate social responsibility.

Projects in the field of water and infrastructure are of enormous importance to society. In both these areas, installations and systems have to ensure maximum safety, availability, sustainability and reliability of (drinking) water, roads, bridges, tunnels and locks. All the links in the chain have to be fully integrated and work together to make this happen. We make sure this happens, by using smart IT solutions that can read and control installations and systems remotely, provide instant management information and produce proactive support in decision-making processes. This makes automation an increasingly crucial component of water and infrastructure projects.

Roel de Backer
Business Unit Manager Water & Infra

# THE CHALLENGE IN WATER AND INFRASTRUCTURE IS TO CREATE MAXIMUM SAFETY, AVAILABILITY AND SUSTAINABILITY

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# ECT AND ICT: MEETING THE FUTURE HEAD ON

Hans Spanjersberg
Manager ICT, ECT B.V.

Bart Overgaauw
Senior Operations Manager, ICT Automatisering Nederland B.V.

Rotterdam-based container terminal operator ECT is currently working on automation systems that the company believes will define the future of container terminal operations. ICT provides software maintenance and standby services and is working on a number of improvement projects and new systems and applications. ECT and ICT are also involved in several innovation processes, aimed at keeping ECT several steps ahead of its competitors, both in Rotterdam and beyond.

Europe Container Terminals (ECT) is the leading and most advanced container terminal operator in Europe. The company handles the vast majority of the millions of containers passing through the port of Rotterdam each year. ECT has two deep-sea terminals operating 24/7, 365 days a year, and its main priority is to deliver optimum service and performance to its many clients.

Hans Spanjersberg has worked for ECT since way back 1979 and has been manager ICT for the past nine years. His responsibilities cover ECT's automated systems at the two huge terminals on Rotterdam's Maasvlakte, as well as at other terminals in the Netherlands, Belgium and Germany. "It is a massive and remarkably complex operation that is changing constantly. But that's one of the joys of working for ECT. It's a company that thrives on change, on constant renewal and innovation. The growth I've seen since 1979 is phenomenal, both in terms of the sheer volume of containers and in the level of automation. Every day, there is a new challenge to overcome, so there's certainly never a dull moment."

In late 2015, ECT was facing another major challenge, with the new terminals on Maasvlakte 2 due to open in the near future. This will make competition for container clients even fiercer, Hans says. "We're likely to see a fair amount of container volume shift to the Maasvlakte 2 terminals. So we have to act now and innovate if we are to compete effectively. But that's nothing new for us, we are constantly looking for ways to innovate and improve our services."

## Making the future happen, today

This is one of the advantages of the relationship ECT has built up with ICT over the years. "We are working very closely and intensively with ICT to make the changes and IT improvements we need to compete in the years ahead. We're basically working to make the future happen, today. The new terminals on Maasvlakte 2 are very advanced, very state-of-the-art and will be very hard to beat. But ECT and ICT are currently working together to develop what we call ECT 4.0. That will be way beyond state-of-the-art," Hans says.

One of the projects the two companies are working on right now is a modularisation project, which is aimed at developing the AGV (Automatic Guided Vehicle) modules. "A few years from now our terminals will probably be fully automated," Hans says.

## Innovative and exciting

If Hans was asked to sum up ECT in just a few words, innovative would be the first word to spring to mind, he says. "Definitely innovative. Constantly changing and very exciting. It's a bit of a boy's dream for me, working at a company like ECT. Every time I drive into this terminal, I feel excited. It's the scale of the operation, and all the giant equipment, but also the technology involved and the importance of IT. It's a very challenging environment. But making things happen is what makes it exciting," Hans says.

ICT's Bart Overgaauw agrees wholeheartedly. The beauty and excitement of working for ECT as a client is that you see your work in action, often in real time. "At ECT you see your software in action, helping to move huge vehicles and thousands of containers from one spot to another. And software is only going to become more important in the future, when practically everything here is automated."

## Business as usual

This alone brings it home to you just how important that software is and how robust and stable it has to be. "This is a 24/7 operation, so when we shift to the latest version of an application there is no room for error. We can't shut down to test software. Of course, we've both done a lot of work together before that happens. People from ECT and ICT discuss what the software should do, its functionalities and any changes and new requirements," Bart says.

And of course the testing is as robust as the software need to be. "Yes, once we've discussed all of that, our people design the new software or new version to meet the latest requirements. Then people in bionics start development and testing. And then we test it here in ECT's own integration and test environment. A team tests the software in almost real life simulations, to check out the impact of the new version. And when it's stable, and only then, we give the green light for implementation. That's basically how it works here," Bart says.

Quite rightly, ECT's clients expect total reliability, and ECT is totally committed to providing the very highest levels of service, Hans stresses. That is why it's vital to have a close working relationship with your suppliers, he adds. "We have a very extensive relationship with ICT, with regular meetings at every level of both organisations. Right from the top to the people on the development teams."
Bart agrees: "This is a 24/7 operation and when there's an issue and something happens, then everybody wants to contribute to the analysis and try to fix the problem. We have to make sure everybody is doing what they are supposed to be doing. Our joint goal has to be a system that is so stable that there are no or virtually no disruptions. So no need to put out fires, so to speak," Bart says.

And that, Hans says, will be ECT 4.0, which could be the Internet of Things in action on a huge scale, with everything on the quays linked by sensors and all controlled remotely. "That is the direction technology is moving, certainly in this sector, so we will have to adapt to that technology if we want to remain relevant and competitive in the future."

That is why ICT's developers need to focus entirely on the software, on developing version 4.0. And at the same time, ECT expects ICT to constantly reduce the number of incidents in its capacity as a maintenance and support supplier. That also requires focus, Bart says: "That is one of our biggest challenges and one of our main priorities, to achieve that focus on both fronts, as a software developer and as a maintenance and support supplier. We are making progress and as Hans will tell you we have managed to reduce the number of incidents substantially thanks to close cooperation between the two companies. We still have a lot of work to do, but that is a challenge we're more than happy to take on," Bart says.

## Stability is vital

Stability is how ECT stays ahead of the competition, and stability will be even more vital when the operators on Maasvlakte 2 open for business. "So that's our biggest short and long-term challenge in one: staying ahead of the competition, being better than the rest. And that means being more stable, more reliable and more

innovative than our rivals. If they launch version 2.0, we need to be ahead of that, with higher productivity levels and total reliability."

And ICT's biggest challenge at ECT is to make that happen, Bart says, given the sheer immensity of the ECT operation, which spans several kilometres in the Maasvlakte area. "Our main challenge in the short-term is to make it stable and in the long-term to make the software modular. That will make it a lot easier to make changes and improvements in one part of the operation without affecting other parts. Right now, if one automatic crane breaks down that has a knock-on effect and it can take hours to get all the cranes up and running again at full capacity. Introducing modular systems will help us solve that problem. Of course, that won't happen overnight, so in the short term we have to find a way to get back to full productivity levels much more quickly after an incident."

ICT's Bulgarian subsidiary Strypes has made a new assessment of the design of the architecture and one of the objectives they are working on is to reduce the impact of the breakdown of, say, one crane on the full terminal operation. "Happily, this doesn't happen very often, but when it does the complete terminal grinds to halt – over 30 automated quay cranes - and it can take days to fully recover from that," Hans says.

This is why innovation is so important in this business, Bart says. Innovation is how ICT helps its clients stay ahead of the game and remain competitive. Because it frequently involves looking for the solutions to problems before a problem even exists. "It's about anticipating future requirements and developing new techniques and new tools. That kind of innovative thinking also creates an exciting and challenging environment for our people and makes ICT more attractive as an employer. So it's a win-win situation. We can attract and retain the motivated people we need to get the job done."

## Challenging and exciting

Innovation must also lead to lower costs. And smarter working, recognising patterns and implementing creative solutions, mean that part of the maintenance budget can be used to do innovative things. It helps ICT to have challenging and highly critical clients like ECT, Bart adds. "ECT constantly challenges us to be better, just as the assignment to redesign the system architecture challenges us to be more innovative. ICT is very much a learning organisation. We learn from all our clients and we learn even more from those that constantly challenge us. We feel very much that we're on the same team with a very definite shared goal. A very challenging goal, but that's what makes working for ICT exciting."

ECT does put a lot of trust in ICT and Hans is confident they will achieve their shared goals. "We have a very exciting and challenging terminal here, and together we can take it to the next level, to the 4.0 level. A very high-standard product based on very refined architecture, with all kinds of innovations and all kinds of new ideas. Our challenge to ICT and its people is to carry on bringing us your ideas, your innovations. We're here to listen."

The high-tech industry is rapidly demanding increasingly advanced production machinery, measuring and control systems and equipment. What is the standard today has to be even more efficient, faster, stronger, smaller and more accurate tomorrow. Developing new machines or improving existing ones is an expensive enterprise. In addition, in recent years we have reached the limits of what is physically and electronically possible.
Our challenge is to keep on pushing those boundaries with smart software. This enables us to compensate for the physical imperfections of equipment inexpensively and to raise performance to a higher level.
This is a sure sign that software is shifting ever further away from its role as an enabler and becoming a key part of the process.

Ad van Dongen
Business Unit Manager High Tech

# PUSHING THE BOUNDARIES OF PHYSICS… THAT'S OUR CHALLENGE IN HIGH-TECH

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CAUTION

# STAYING AHEAD OF THE GAME IN THE HEALTHCARE SECTOR

Hannelore Albrecht
Teamleider Informatieanalyse & Test, VECOZO

Pascal Maus
Commercieel Manager, Improve Quality Services B.V.

ICT subsidiary Improve Quality Services and VECOZO work together testing automated processes in the highly demanding and rapidly changing healthcare sector. Their biggest shared challenges are maintaining high quality standards, while remaining flexible and agile in the face of constant change. Both companies see innovation as the key driver to succeed in staying ahead of the game.

VECOZO is a communications lynchpin in one of today's most challenging and complex environments, the healthcare sector. The Dutch company provides streamlined nationwide communications exchange between healthcare providers such as hospitals, doctors and dentists and health insurance companies. VECOZO's mission is to reduce the administrative costs of healthcare in the Netherlands by making the exchange of billing and other administrative data as robust, efficient and flexible as possible. "That is incredibly challenging, given that the healthcare sector is changing constantly due to both government reforms and the ever-increasing need to automate processes", says Hannelore Albrecht, team leader in VECOZO's software development organisation. The laws governing the healthcare sector change virtually every year, which means VECOZO has to create new software and implement new standards for the controls in just a few months' time. On top of that, the need to cut costs has led to huge growth in the number of automated administrative processes. "We broker some 1.6 billion transactions a year. That's 583 transactions per second in peak times. We have to be 100% reliable, flexible and secure, as we're dealing with vital and confidential information. Our software has to be incredibly robust, so our testing has to be remarkably thorough. At the same time, we have to respond to changes very quickly. So being agile is a must," Hannelore says.

### Quality, quality, quality

Improve's Pascal Maus says one of the reasons Improve and VECOZO work together so well, is that the two companies share the same extremely high quality standards. "They are very good at what they do. VECOZO is one of the companies at the forefront of software testing. We help VECOZO by automating tests and with the testing itself, using agile testing methods, until we're both sure the software is safe to launch."

## Staying ahead of the game

The biggest challenge both companies face is simply not knowing what is going to happen next and what they will have to do to deal with the latest changes. "Regulations and market demands are changing so fast and you don't know exactly what is going to change. It's always at the back of your mind: Am I missing something? We have to anticipate changes and remain agile and flexible so we can adjust as quickly as possible," Hannelore says. The key to VECOZO's success is that its clients know the company is extremely secure, reliable and flexible, and it is constantly striving to achieve the very highest levels of quality. So we treasure our quality, but the real key is innovation. If you want to stay ahead of the game, you have to be innovative."

## New world, new expertise

Innovation is also one of the main drivers of what Improve sees as its biggest selling point, the company's expertise. "We're highly specialised testing experts, very knowledge oriented and constantly looking to improve our expertise. The world is changing rapidly, especially in software development, and to keep up you have to work on your expertise. Innovation fuels our expertise and is also an essential part of our culture. Knowledge is very fleeting in terms of its application, so we need to focus on what's next and guide our clients to what they might need years down the line. That's one of the reasons we want to offer a mix of training, consultancy and interim services," Pascal says.

One of the first steps to true innovation is the ability to learn and adapt. You need to be agile enough to apply new knowledge quickly and effectively for your clients. For Improve, that also includes learning from its clients. "We don't claim to know everything. We appreciate the knowledge of our customers and we understand how to adapt to their context, their world. But what we do is challenge them on aspects where we can add value to get the best from both worlds. Like pointing out new tools, new systems, new approaches, and seeing if they're useful for a particular client. But it always is a dialogue. We feel that working together and learning together in the end results in the right solution for our clients," Pascal says.

**IF YOU WANT TO STAY AHEAD OF THE GAME, YOU HAVE TO BE INNOVATIVE**

## A proactive approach is vital

Hannelore agrees that teamwork is vital, especially in agile testing environment. She says one of the key success factors in this teamwork is that Improve knows VECOZO's culture. "We're pretty demanding. But we like to be challenged as well. This requires a group dynamic which Improve is able to master." And that is exactly why Pascal enjoys working with VECOZO. "They always ask our consultants to bring something extra to the table."

## Change is the only constant

The biggest challenge of all is the need for continuous improvement, for the development of new skills, new tools, new insights, new programming languages and new

business knowledge. "The only constant factor in this world is change, and you won't survive if you cannot adapt, learn, improve and innovate on a continuous basis." Pascal says.

"On that front, working with Improve is very important," Hannelore says, "as they bring new best practises and new techniques into our company. It's essential to stay ahead of everyone else. I see VECOZO as a pioneer and I want to – need to – keep up with the changes, learn new tricks and constantly improve the quality of our software. Improve helps us to do that. In this sector, you have to be dynamic and proactive - and innovative - if you want to be the best. And we want to be the best. Not just today, but long into the future."

If we want to take sustainable energy seriously, there are two factors that are essential for success: flexibility and increases in scale. Because in the future both consumers and companies with, say, solar panels or a wind turbine, cogeneration unit or an electric car could become both supplier and consumer of sustainable energy. This is why intelligent energy systems are the answer to the challenging energy issues of the future. Because they create the flexibility to exchange the energy generated. Our challenge is to make energy networks even smarter, safer and more affordable.

As part of this drive, we are developing cloud solutions that match up supply and demand optimally and provide smart control over energy storage and generation.

HEINE VAN WIEREN

Business Development Manager Emerging Solutions

# OUR BIGGEST CHALLENGE IS TO ENABLE A SUSTAINABLE ENERGY SYSTEM

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# CORPORATE GOVERNANCE

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

The company has pursued a consistent policy to improve its corporate governance in line with Dutch law and the Dutch Corporate Governance Code. In the past few years, the company has strengthened the accountability of the Executive Board and of the members of its Supervisory Board. It has also improved its transparency and increased its communications with investors and other stakeholders in the company. The company is required to comply with Dutch Corporate Governance rules.

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

## EXECUTIVE BOARD

The company has a two-tier board structure, comprising an Executive Board and a Supervisory Board. The Executive Board is responsible for the management of the company. According to the Articles of Association, the Executive Board must consist of at least one member. As of 21 May 2014, the Executive Board consisted of the following two members: Jos Blejie, Chief Executive Officer, and Jan Willem Wienbelt, Chief Financial Officer. In accordance with the company's objectives and Dutch law, the Executive Board manages the company, taking into account all parties involved in the company and its related businesses. The Executive Board is supervised by the Supervisory Board. The Executive Board provides the Supervisory Board with all the information the Supervisory Board needs to fulfill its responsibilities. Major decisions of the Executive Board require the approval of the Supervisory Board. The Executive Board shall carry out its duties in accordance with the Rules for the Executive Board, which have been placed on the company's website.

### Terms of appointment

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

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

### Conflicts of interests

Dutch legislation on conflicts of interests, effective 1 January 2013, provides that a member of the Executive Board may not participate in the adoption of resolutions if he or she has a direct or indirect personal conflict of interest with the company or related enterprise. If all members of the Executive Board have a conflict, the resolution concerned will be adopted by the Supervisory Board. Relevant matters relating to conflicts of interests, if any, shall be mentioned in the Annual Report for the financial year in question. There were no such conflicts of interest in the financial year 2015.

### Remuneration of the Executive Board

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

Further insight into the remuneration of the members of the Executive Board is included in the Supervisory Board report. Pursuant to Dutch law, the remuneration of the members of the Executive Board and the Supervisory Board must be included as a separate agenda item in the convening notice for a general meeting of shareholders and must be dealt with before the meeting can proceed to consider and adopt the financial statements.

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

### Balanced allocation of seats in the Executive Board and Supervisory Board

The company, currently not having a balanced allocation of seats among men and women on the Executive and Supervisory boards, does not comply with article 2: 166 of the Dutch Civil Code. Although ICT still aims to realise such a balanced allocation, the importance of the company and its subsidiaries and the demonstrated capacity and experience of the candidates for the positions in these organs has been and will be decisive in the selection of candidates.

## SUPERVISORY BOARD

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

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

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

### The Supervisory Board Rules of Procedure

The Supervisory Board's Rules of Procedure set forth its own governance rules (including meetings, items to be discussed, resolutions, appointment and re-election, committees, conflicts of interests, trading in securities and the profile of the Supervisory Board). The Supervisory Board has adopted a profile which is published on the company's website. The composition of the Supervisory Board follows this profile.

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

### Terms of appointment

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

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

There is no age limit applicable and members may be re-elected for a maximum of three four-year terms in compliance with the Corporate Governance Code. The individual members of the Supervisory Board can only be dismissed by the Enterprise Chamber of the Amsterdam

Court of Appeal. In addition, the entire Supervisory Board shall resign in the event the General Meeting of Shareholders adopts a motion of no confidence against the Supervisory Board.

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

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

Under the Dutch Corporate Governance Code, no member of the Supervisory Board shall hold more than five supervisory board memberships at 'large' companies or foundations as defined under Dutch law, the chairmanship of a supervisory board counting as two regular memberships. During the financial year 2015, all members of the Supervisory Board complied with the limitations on supervisory board memberships described above.

### Conflicts of interest

Dutch legislation on conflicts of interests, effective 1 January 2013, provides that a member of the Supervisory Board may not participate in the adoption of resolutions if he or she has a direct or indirect personal conflict of interest with the company or related enterprise. If all members of the Supervisory Board have a conflict, the resolution concerned will be adopted by the General Meeting of Shareholders. Relevant matters relating to conflicts of interests, if any, shall be mentioned in the Annual Report for the financial year in question. No decisions to enter into material transactions in which there are conflicts of interest with members of the Supervisory Board were taken during the financial year 2015.

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

### Meetings of the Supervisory Board

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

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

### The Chairman of the Supervisory Board

The Supervisory Board's Chairman will see to it that:
(a) the members of the Supervisory Board follow their

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

## GENERAL MEETING OF SHAREHOLDERS

An Annual General Meeting of Shareholders is held once a year to discuss the annual report, including the report of the Executive Board, the financial statements with explanatory notes thereto and additional information required by law, and the Supervisory Board report, any proposal related to dividends or other distributions, the appointment of members of the Executive Board and Supervisory Board (if any), important management decisions as required by Dutch law, and any other matters proposed by the Supervisory Board, the Executive Board or shareholders, in accordance with the provisions of the company's Articles of Association. The annual report, the financial statements and other regulated information, such as defined in the Dutch Act on Financial Supervision (Wet op het financieel toezicht), will be published solely in English. As a separate agenda item and in accordance with Dutch law, the Annual General Meeting of Shareholders discusses the discharge of the members of the Executive Board and of the Supervisory Board for the performance of their respective duties in the preceding financial year. However, this discharge only covers matters that are known to the company and the General Meeting of Shareholders when the resolution is adopted. The Annual General Meeting of Shareholders is held in Barendrecht, Rotterdam or Amsterdam no later than six months after the end of the financial year. Extraordinary General Meetings of Shareholders may be convened by the Executive Board or the Supervisory Board if deemed necessary and by shareholders representing 10% of the issued capital after judicial authorisation. Meetings are convened by public notice sent by way of an announcement published electronically, which will be directly and permanently accessible to the general meeting, at least 42 days prior to the (Extraordinary) General Meeting of Shareholders.

### Main powers of the General Meeting of Shareholders

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

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

### Repurchase and issue of (rights to) treasury shares

The Annual General Meeting of Shareholders on 13 May 2015 resolved to authorise the Executive Board, subject to approval of the Supervisory Board, to acquire fully paid-up ordinary shares in its own capital to a maximum of 10% of the subscribed capital of the company within the limits of the Articles of Association for another 18 months as of 13 May 2015. In addition, the Annual General Meeting of Shareholders resolved to authorise the Executive Board, subject to the approval of the Supervisory Board, to issue shares or grant rights to acquire shares in the company, as well as to restrict or exclude the pre-emptive right accruing to shareholders. This authorisation is limited to a maximum of 10% of the number of shares issued as of 13 May 2015, plus 10% of the issued capital in connection with or on the occasion of mergers, acquisitions or strategic alliances.

### Anti-takeover measures

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

### Overview of corporate governance provisions

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

### Best practice provision II.2.5

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

### Principle III.5

Principle III.5 of the Code Corporate Governance stipulates that in case the Supervisory Board consists of at least 5 members, three committees should be installed: the Audit Committee, the Remuneration Committee and the Appointments Committee. Since the Supervisory Board of ICT only consists of 4 members, this obligation is not applicable to ICT. However, the Supervisory Board has installed two committees on a voluntary basis: the Audit Committee and the Remuneration and Appointments Committee.

### Best practice provision III.6.5

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

### Best practice provision IV. 3.1

This stipulation provides for webcasting analysts' meetings, presentations and press conferences for all shareholders. ICT communicates information relevant to shareholders in press releases and adds presentations to its website (http://ict.eu/about-us/investor-relations/). Given the relatively high costs relating to webcasts, ICT will not be taking action to make this possible in the foreseeable future.

### Corporate governance statement

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

- composition of the Executive Board and Supervisory Board: see 'Report of the Supervisory Board' and page 18;
- the information required by virtue of article 10 of the Decree pertaining to the takeover guidelines: see this chapter and also page 119;
- the main features of internal risk management and

control systems in connection with the group's financial reporting: see chapter 'Risk Management and Internal Control';
- the description of the performance of the General Meeting of Shareholders is provided in the relevant section above.

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

# CONSOLIDATED FINANCIAL STATEMENTS 2015

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

# CONSOLIDATED BALANCE SHEET AS AT 31 DECEMBER

(before proposed profit appropriation)

| (x € 1,000) | Note | 2015 | 2015 | 2014 | 2014 |
|---|---|---|---|---|---|
| **Assets** | | | | | |
| **Non-current assets** | | | | | |
| Property, plant & equipment | 7 | 1,341 | | 1,246 | |
| Goodwill | 8 | 14,893 | | 10,881 | |
| Other intangible assets | 9 | 6,888 | | 130 | |
| Investment in joint ventures | 10 | 1,234 | | 1,199 | |
| Investment in associates | 11 | 2,252 | | 1,747 | |
| Deferred tax assets | 12 | 4,138 | | 4,129 | |
| | | | 30,746 | | 19,332 |
| **Current assets** | | | | | |
| Trade and other receivables | 13 | 20,694 | | 18,595 | |
| Corporate income tax receivable | | 94 | | 159 | |
| Cash and cash equivalents | 14 | 6,694 | | 11,346 | |
| | | | 27,482 | | 30,100 |
| **Total assets** | | | 58,228 | | 49,432 |
| **Equity and liabilities** | | | | | |
| **Shareholders' equity** | 15 | | | | |
| Issued share capital | | 875 | | 875 | |
| Share premium | | 8,411 | | 8,411 | |
| Issued option reserve | | - | | 13 | |
| Currency translation reserve | | 97 | | 69 | |
| Legal reserve | | 1,392 | | 1,174 | |
| Treasury shares | | - | | - | |
| Retained earnings | | 21,171 | | 18,365 | |
| Result for the year | | 3,551 | | 4,934 | |
| Attributable to shareholders of ICT Automatisering N.V. | | 35,497 | | 33,841 | |
| Non-controlling interest | | - | | 132 | |
| | | | 35,497 | | 33,973 |
| **Non-current liabilities** | | | | | |
| Deferred tax liabilities | 12 | 2,886 | | 1,100 | |
| Share-based compensation liabilities | 16 | 137 | | 14 | |
| Loans (long term) | 17 | 2,280 | | - | |
| | | | 5,303 | | 1,114 |
| **Current liabilities** | 18 | | | | |
| Trade payables | | 2,143 | | 2,450 | |
| Corporate income tax payable | | 859 | | 171 | |
| Other taxes and social security premiums | | 5,726 | | 5,104 | |
| Loans (short term) | 17 | 760 | | - | |
| Deferred acquisition consideration | 19 | 1,538 | | - | |
| Other current liabilities | | 6,402 | | 6,620 | |
| | | | 17,428 | | 14,345 |
| **Total equity and liabilities** | | | 58,228 | | 49,432 |

# CONSOLIDATED STATEMENT OF TOTAL COMPREHENSIVE INCOME

| (x € 1,000) | Note | **2015** | 2014 |
|---|---|---|---|
| **Continuing operations** | | | |
| Net revenue | 21 | **71,787** | **63,043** |
| | | | |
| Cost of Materials and subcontractors | | 6,240 | 5,653 |
| Employee benefit expenses | 22 | 43,454 | 40,163 |
| Depreciation and amortisation | 7, 9 | 1,824 | 302 |
| Impairment charges | 8 | - | 1,200 |
| Other operating expenses | 28 | 14,951 | 12,570 |
| Total operating expenses | | 66,469 | 59,888 |
| | | | |
| **Operating profit** | | **5,318** | **3,155** |
| | | | |
| Financial expenses | 29 | (338) | (4) |
| Financial income | 29 | 23 | 134 |
| Result from joint ventures | 10 | 296 | 261 |
| Result from associates | 11 | (609) | (19) |
| **Result before taxes from continuing operations** | | 4,690 | 3,527 |
| | | | |
| Income tax (expense) profit | 30 | (1,139) | 4,266 |
| **Net profit (loss) from continuing operations** | | **3,551** | **7,793** |
| | | | |
| **Discontinued operations** | | | |
| **Net loss after taxes from discontinued operations** | 20 | - | **(2,837)** |
| | | | |
| **Net profit (loss)** | | **3,551** | **4,956** |
| | | | |
| Other comprehensive income (net of tax) | | 28 | 69 |
| **Total comprehensive income** | | **3,579** | **5,025** |
| | | | |
| **Net profit (loss) attributable to:** | | | |
| - Shareholders of ICT Automatisering N.V. | | **3,551** | **4,934** |
| - Non-controlling interests | | - | **22** |
| | | | |
| **Total comprehensive income attributable to:** | | | |
| - Shareholders of ICT Automatisering N.V. | | **3,579** | **5,003** |
| - Non-controlling interests | | - | **22** |
| | | | |
| **Earnings per share:** | | | |
| *From continuing and discontinued operations* | | | |
| Basic earnings per share (in €) | | 0.41 | 0.56 |
| Diluted earnings per share (in €) | | 0.41 | 0.56 |
| | | | |
| *From continuing operations* | | | |
| Basic earnings per share (in €) | | 0.41 | 0.89 |
| Diluted earnings per share (in €) | | 0.41 | 0.89 |

There are no non-recyclable other comprehensive income items.

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

| | Attributable to owners of the parent | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| (x € 1,000) | Issued share capital | Share premium | Issued option reserve | Currency translation reserve | Legal reserve | Treasury shares | Retained earnings | Profit (loss) for the year | Total | Non-controlling interest | Total equity |
| **1 January 2014** | **875** | **8,411** | **22** | **-** | **1,689** | **-** | **20,300** | **(1,095)** | **30,202** | **127** | **30,329** |
| Net profit | - | - | - | - | - | - | - | 4,934 | 4,934 | 22 | 4,956 |
| Other comprehensive income | - | - | - | 69 | - | - | - | - | 69 | - | 69 |
| Total comprehensive income | - | - | - | 69 | - | - | - | 4,934 | 5,003 | 22 | 5,025 |
| Dividends paid | - | - | - | - | - | - | (1,312) | - | (1,312) | (17) | (1,329) |
| Acquisition of subsidiaries | - | - | - | - | - | - | - | - | - | - | - |
| Exercised options | - | - | (9) | - | - | - | (43) | - | (52) | - | (52) |
| Transfers | - | - | - | - | (515) | - | 515 | - | - | - | - |
| Prior year result allocation | - | - | - | - | - | - | (1,095) | 1,095 | - | - | - |
| **31 December 2014** | **875** | **8,411** | **13** | **69** | **1,174** | **-** | **18,365** | **4,934** | **33,841** | **132** | **33,973** |
| **1 January 2015** | **875** | **8,411** | **13** | **69** | **1,174** | **-** | **18,365** | **4,934** | **33,841** | **132** | **33,973** |
| Net profit | - | - | - | - | - | - | - | 3,551 | 3,551 | - | 3,551 |
| Other comprehensive income | - | - | - | 28 | - | - | - | - | 28 | - | 28 |
| Total comprehensive income | - | - | - | 28 | - | - | - | 3,551 | 3,579 | - | 3,579 |
| Dividends paid | - | - | - | - | - | - | (2,012) | - | (2,012) | (22) | (2,034) |
| Acquisition of subsidiaries | - | - | - | - | - | - | 110 | - | 110 | (110) | - |
| Exercised options | - | - | (13) | - | - | - | (20) | - | (33) | - | (33) |
| Purchase of own shares | - | - | - | - | - | (1,760) | - | - | (1,760) | - | (1,760) |
| Sale of own shares | - | - | - | - | - | 1,772 | - | - | 1,772 | - | 1,772 |
| Transfers | - | - | - | - | 218 | (12) | (206) | - | - | - | - |
| Prior year result allocation | - | - | - | - | - | - | 4,934 | (4,934) | - | - | - |
| **31 December 2015** | **875** | **8,411** | **-** | **97** | **1,392** | **-** | **21,171** | **3,551** | **35,497** | **-** | **35,497** |

# CONSOLIDATED STATEMENT OF CASH FLOWS

| **According to the direct method**<br>(x € 1,000) | 2015 | | 2014 | |
|---|---|---|---|---|
| Cash flow from operating activities | | | | |
| Receipts from customers | 87,122 | | 76,714 | |
| Payments to suppliers and employees | (80,265) | | (73,046) | |
| | | 6,857 | | 3,668 |
| Interest (paid) received | (128) | | (4) | |
| Income tax (paid) received | (762) | | (136) | |
| | | (890) | | (140) |
| Net cash flow from continuing operating activities | | 5,967 | | 3,528 |
| Net cash flow from discontinued operating activities | | 155 | | 277 |
| **Net cash flow from operating activities** | | **6,122** | | **3,805** |
| Cash flow from investment activities | | | | |
| Additions to property, plant and equipment, software | (438) | | (844) | |
| Additions to development costs | (115) | | - | |
| Additions to other intangible assets | (17) | | - | |
| Acquisition of subsidiaries (net of cash acquired) | (10,396) | | - | |
| Acquisition of associates | (1,055) | | (1,697) | |
| Dividend received from joint venture | 262 | | 777 | |
| Net cash flow from continuing investment activities | | (11,759) | | (1,764) |
| Net cash flow from discontinued investment activities | | - | | 2,015 |
| **Net cash flow from (investment) divestment activities** | | **(11,759)** | | **251** |
| Cash flow from financing activities | | | | |
| Purchase of treasury shares | (1,760) | | (17) | |
| Re-issuance of treasury shares | 1,772 | | - | |
| Proceeds (repayments) of borrowings (external loans) | 3,040 | | - | |
| Option rights exercised | (33) | | - | |
| Dividend paid to non-controlling interest | (22) | | - | |
| Dividend paid to shareholders of ICT Automatisering N.V. | (2,012) | | (1,312) | |
| Net cash flow from continuing financing activities | | 985 | | (1,329) |
| Net cash flow from discontinued financing activities | | - | | - |
| **Net cash flow from financing activities** | | **985** | | **(1,329)** |
| **Net cash flow** | | **(4,652)** | | **2,727** |
| Cash at bank and in hand as at 31 December | 6,694 | | 11,346 | |
| Cash at bank and in hand at 1 January | 11,346 | | 8,619 | |
| Increase / (decrease) cash and cash equivalents | | **(4,652)** | | **2,727** |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 1. GENERAL INFORMATION

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

The address of ICT Automatisering N.V. is:

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

The consolidated financial statements of ICT Automatisering N.V. for the year ended 31 December 2015 were authorised for issue by the Executive Board on 2 March 2016, have together with the Supervisory Board been signed on 2 March 2016 and will be submitted for adoption to the General Meeting on 11 May 2016.

ICT Automatisering is a leading industrial technology solutions and services provider. The solutions we offer our clients involve software, solutions on project basis, the secondment of experienced and highly educated staff as well as services to maintain IT systems. Technology based-innovations are critical for the competitive edge of our customers; getting smarter every day in every product, process or application. ICT is able to link people, technology and ideas. With over 750 dedicated professionals in the field, we are capable of translating new and innovative technologies into relevant business solutions, enriched with state-of-the-art technologies, and introduce these solutions into the heart of its customers' operations.

Within our focus areas Smarter Cities, Smarter Industries and Smarter Health we serve the following key industries: Transport & Logistics, Automotive & Mobility, Industrial Automation, Energy, Oil & Gas, Water & Infra, Healthcare, Food, Chemicals & Pharma, Manufacturing and High Technology.

ICT is mainly active in Europe and the USA from several locations in the Netherlands and has near-shoring teams in Poland and Bulgaria (Strypes). Through its participations and subsidiary, ICT is also active in Traffic & Transport (joint venture with InTraffic), Oil & Gas (Raster) and Testing and Training (Improve Quality Services).

The following subsidiaries are member of the ICT Group: ICT Netherlands (ICT Automatisering Nederland B.V. and Rijnmond Distributie Services B.V.), ICT Poland Sp. z o.o., Strypes Bulgaria (ICT Nearshoring B.V.), Improve Quality Services B.V. and Raster Beheer B.V. In addition ICT has a financial interest in the following joint ventures and associates: InTraffic (50%), Strypes Nederland B.V. (25%), Greenflux Assets B.V. (24,49%) and LogicNets Inc. (20%).

In this Annual Report, where information has been presented in thousands or millions of units, amounts may have been rounded. Accordingly, totals of columns or rows of numbers in tables or charts may not be equal to the apparent sum of the individual items. Actual numbers may differ from those contained herein due to such rounding.

## 2. GROUP INFORMATION

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

### Group companies

| | | |
|---|---|---|
| ICT Automatisering Nederland B.V. | Barendrecht (the Netherlands) | 100% |
| Rijnmond Distribution Services B.V. [1] | Rotterdam (the Netherlands) | 100% |
| ICT Nearshoring B.V. [2] | Eindhoven (the Netherlands) | 100% |
| Strypes EOOD Ltd. | Sofia (Bulgaria) | 100% |
| Strypes Nearshoring Ltd. | Sofia (Bulgaria) | 100% |
| Raster Beheer B.V. [3] | Dreumel (the Netherlands) | 100% |
| Raster Products B.V. | Dreumel (the Netherlands) | 100% |
| Raster Industriële Automatisering B.V. | Dreumel (the Netherlands) | 100% |
| Raster BVBA | Dendermonde (Belgium) | 100% |
| Raster Industrielle Automatisierung GmbH | Essen (Germany) | 100% |
| Improve Quality Service B.V. [4] | Waalre (the Netherlands) | 100% |
| ICT Poland Sp. z o.o. | Gdansk (Poland) | 100% |
| ICT Software Engineering GmbH, Germany (in liquidation) [5] | Karlsruhe (Germany) | 100% |

[1] Early February 2016, ICT filed a legal merger request for ICT Automatisering Nederland B.V. (surviving entity) and Rijnmond Distributie Services B.V. The legal merger is expected to become effective by mid-March 2016. The legal merger has no financial impact on the consolidated financial statements of ICT.
[2] ICT acquired ICT Nearshoring B.V. and its subsidiaries (Strypes EOOD Ltd. and Strypes Nearshoring Ltd.) as of 6 January 2015.
[3] ICT acquired Raster Beheer B.V. and its subsidiaries (Raster Products B.V., Raster Industriële Automatisering B.V., Raster BVBA and Raster Industrielle Automatisierung GmbH) as of 17 September 2015.
[4] ICT acquired the remaining 10% shares of Improve Quality Service B.V. as of 1 January 2015.
[5] Following the sale of the German activities to Alten GMBH in 2014, ICT started the liquidation of ICT Software Engineering GmbH and this is expected to be finalized in 2016.

### Joint ventures and associates

| | | |
|---|---|---|
| InTraffic B.V. | Utrecht (the Netherlands) | 50% |
| Strypes Nederland B.V. [6] | Leersum (the Netherlands) | 25% |
| LogicNets, Inc. | Washington D.C. (USA) | 20% |
| Greenflux Assets B.V. [7] | Amsterdam (the Netherlands) | 24.49% |

[6] Strypes Nederland B.V. is a participating interest of Strypes EOOD Ltd. and was acquired as of 6 January 2015.
[7] The shares in Greenflux Assets B.V. were acquired on 17 November 2015.

## 3. BUSINESS COMBINATIONS AND ACQUISITIONS OF SUBSIDIARIES

### ACQUISITION OF STRYPES BULGARIA

On 6 January 2015, the Company acquired 100% of the shares and voting interests in ICT Nearshoring B.V., the Netherlands, which has two operating subsidiaries, being Strypes Nearshoring Limited and Strypes EOOD Limited, both located in Bulgaria (together hereafter 'Strypes Bulgaria') and a 25% interest in Strypes Nederland B.V.
Strypes Bulgaria is a specialist in embedded software development based on modern agile methodologies. Taking control of Strypes will enable the Company to respond to the shortage of highly skilled technical staff in the Netherlands and the growing customer demand towards outsourcing using modern development techniques. Management take the view that the fair value adjustments that arose on the date of acquisition would have been the same if the acquisition had occurred on 1 January 2015.

#### Consideration transferred

The following table summarises the acquisition date fair value of each major class of consideration transferred.

| x € 1,000 | |
|---|---|
| Cash | 4,005 |
| Deferred acquisition consideration | 1,350 |
| **Total consideration transferred** | **5,355** |

#### Deferred acquisition consideration

The Company has agreed to pay the selling shareholders an additional consideration ("earn-out") which is maximized at € 1,589 thousand if the normalised EBITDA of the acquired companies over the financial years 2015 exceeds € 1,200 thousand. The amount of € 1,350 thousand represented the fair value at the acquisition date. Given the financial performance in 2015, the full earn-out is expected to be payable in March 2016. At 31 December 2015, the deferred acquisition consideration has increased to € 1,538 thousand due to accrued interest. The interest costs accrued in 2015 amount to € 188 thousand (2014: nil) and are recognised under financial expenses (note 29).

#### Acquisition-related costs

The Company incurred acquisition-related costs including legal fees and due diligence costs. These costs were included in 2014 and partially in 2015 under "other operating expenses" (note 28).

#### Identifiable assets acquired and liabilities assumed

The following table summarises the recognised amounts of assets acquired and liabilities assumed at the acquisition date.

| | Carrying amount | Fair value adjustments | Recognised values |
|---|---|---|---|
| Property, plant and equipment | 26 | - | 26 |
| Intangible assets – Customer relationships | - | 3,250 | 3,250 |
| Intangible assets – Order Backlog | - | 543 | 543 |
| Investments in associates | 31 | 455 | 486 |
| Deferred tax asset | 9 | - | 9 |
| Trade receivables and revenue to be invoiced | 1,275 | - | 1,275 |
| Cash and cash equivalents | 101 | - | 101 |
| Deferred tax liabilities | - | (1,064) | (1,064) |
| Employee benefit liabilities | (29) | - | (29) |
| Trade and other payables | (251) | - | (251) |
| **Total identifiable net assets acquired** | **1,162** | **3,184** | **4,346** |

### Measurement of fair values

The valuation techniques used for measuring the fair value of material assets acquired were as follows.

| Assets acquired | Valuation technique |
|---|---|
| Intangible assets | Multi-period excess earnings method: The multi-period excess earnings method considers the present value of net cash flows expected to be generated by the customer relationships and the order backlog, by excluding any cash flows related to contributory assets. |

The trade receivables and revenue to be invoiced comprise gross contractual amounts due of € 1,269 thousand, all of which was considered to be collectible at the acquisition date.

### Goodwill

Goodwill arising from the acquisition has been recognised as follows:

| x € 1,000 | |
|---|---|
| Consideration transferred | 5,355 |
| Fair value of identifiable net assets | 4,346 |
| **Goodwill** | **1,009** |

The goodwill is attributable mainly to the skills and technical talent of Strypes' work force and the synergies expected to be achieved from integrating the company into the Company's existing business. None of the goodwill recognised is expected to be deductible for tax purposes.

### Amortisation

Order backlog and customer relations have been identified and valued as a part of a Purchase Price Allocation exercise. In 2015 order backlog that has been valued for € 543 thousand is fully amortised (one off amortisation). Customer relations have been valued at € 3,250 thousand to be amortised over a period of 5 years as from acquisition date. As a result the total amortisation amounts to € 1,193 thousand in 2015 (€ 543 thousand one off on backlog and € 650 thousand on customer relations). The amortisation is not expected to be tax deductible. In the valuation analysis a deferred tax liability is included which will be released during the amortisation period. The net effect on net result after deferred taxes amounts to € 895 thousand.

## ACQUISITION OF RASTER

On 17 September 2015, the Company acquired 100% of the shares of Raster Beheer B.V. ("Raster"), a Dutch based system integrator. The intended acquisition marks a significant step in the growth strategy of ICT. Raster operates in the domain of industrial automation and more specifically in the area of industrial process automation, production automation, software development and consultancy.

### Consideration transferred

The following table summarises the acquisition-date fair value of each major class of consideration transferred.

| x € 1,000 | |
|---|---|
| Consideration transferred | 7,569 |
| Deferred / contingent acquisition consideration | - |
| **Total consideration transferred** | **7,569** |

### Acquisition-related costs

The Company incurred acquisition-related costs including legal fees and due diligence costs. These costs were included in 2015 "other operating expenses" (note 28).

### Identifiable assets acquired and liabilities assumed

The following table summarises the recognised amounts of assets acquired and liabilities assumed at the acquisition date.

| | Carrying amount | Fair value adjustments | Recognised values |
|---|---|---|---|
| Property, plant and equipment | 49 | - | 49 |
| Intangible assets – Customer relationships | - | 2,071 | 2,071 |
| Intangible assets – Software | - | 2,163 | 2,163 |
| Inventories | 132 | - | 132 |
| Trade receivables and revenue to be invoiced | 1,068 | - | 1,068 |
| Cash and cash equivalents | 882 | - | 882 |
| Deferred tax liabilities | - | (1,059) | (1,059) |
| Trade and other payables | (686) | - | (686) |
| Provisions | (54) | - | (54) |
| **Total identifiable net assets acquired** | **1,391** | **3,175** | **4,566** |

### Measurement of fair values

The valuation techniques used for measuring the fair value of material assets acquired were as follows.

| Assets acquired | Valuation technique |
|---|---|
| Intangible assets | Multi-period excess earnings method: The multi-period excess earnings method considers the present value of net cash flows expected to be generated by the customer relationships and the software, by excluding any cash flows related to contributory assets. |

The trade receivables comprise gross contractual amounts due of € 1,073 thousand, of which € 12 thousand was expected to be uncollectible at the acquisition date.

### Fair values measured on a provisional basis

The fair value of the assets acquired and liabilities assumed at the acquisition date have been determined on a provisional basis. If new information obtained within one year from the acquisition date about facts and circumstances that existed at the acquisition date identifies adjustments to the above amounts, or any additional provisions that existed at the acquisition date, then the accounting for the acquisition will be revised.

### Goodwill

Goodwill arising from the acquisition has been recognised as follows:

| x € 1,000 | |
|---|---|
| Consideration transferred | 7,569 |
| Fair value of identifiable net assets | 4,566 |
| **Goodwill** | **3,003** |

The goodwill is attributable mainly to the skills and technical talent of Raster' work force, the entry to the Oil & Gas market and the synergies expected to be achieved from integrating Raster into the Company's existing business. None of the goodwill recognised is expected to be deductible for tax purposes.

**Amortisation**

Software and customer relations have been identified and valued as a part of a Purchase Price Allocation exercise. Software has been valued at € 2,163 thousand to be amortised over a period of 6 years as from acquisition date. Customer relations have been valued at € 2,071 thousand to be amortised over a period of 8 years as from acquisition date. As a result the total amortisation amounts to € 154 thousand in 2015.The amortisation is not expected to be tax deductible. In the valuation analysis a deferred tax liability is included which will be released during the amortisation period. The net effect on net result after deferred taxes amounts to € 116 thousand. The (gross) amortisation in 2016 on software and customer relations related to the acquisition of Raster will amount to € 619 thousand.

## 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

### 4.1 BASIS OF PREPARATION

**Statement of compliance**

Company financial statements

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

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

Consolidated financial statements

ICT's consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS), as adopted by the European Union. The accounting policies applied by ICT comply with IFRS and the pronouncements of the International Financial Reporting Interpretation Committee (IFRIC) effective at 31 December 2015.

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

Critical accounting estimates

The preparation of financial statements in accordance with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 5.

### 4.2 PRIOR YEAR RESTATEMENT

No prior year restatements have been made, other than the comparative figures in note 21 (segment information), in line with IFRS 8, for the changes in the organisational structure.

## 4.3 CHANGES IN ACCOUNTING POLICIES

### (a) New and amended standards adopted by the Company

The International Accounting Standards Board (IASB) and IFRIC have issued new standards, amendments to existing standards and interpretations, some of which are not yet effective or have not yet been endorsed by the European Union. Where relevant, ICT has applied the new standards and interpretations that became effective in 2015. The adoption of these standards and interpretations did not have a material impact on the Company's financial performance or position.

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

A number of new standards and amendments to standards and interpretations are effective for annual periods beginning after 1 January 2016, and have not been applied in the preparation of these consolidated financial statements. These amendments pertain to:

- IFRS 14 Regulatory Deferral Accounts
- Accounting for Acquisitions of Interests in Joint Operations (Amendments to IFRS 11)
- Clarification of Acceptable Methods of Depreciation and Amortisation (Amendments to IAS 16 and IAS 38)
- Agriculture: Bearer Plants (Amendments to IAS 16 and IAS 41)
- Equity Method in Separate Financial Statements (Amendments to IAS 27)
- Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (Amendments to IFRS 10 and IAS 28)
- Annual Improvements to IFRSs 2012–2014 Cycle – various standards
- Investment Entities: Applying the Consolidation Exception (Amendments to IFRS 10, IFRS 12 and IAS 28)
- Disclosure Initiative (Amendments to IAS 1)
- IFRS 9 Financial Instruments
- IFRS 15 Revenue from Contracts with Customers
- IFRS 16 Leases

ICT is currently investigating the impact of these revised standards.

### (c) changes in presentation

The presentation of, and certain terms used in, the statement of financial position, statement of comprehensive income and certain notes has been changed in 2015 to provide additional and more relevant information. Certain comparative amounts have been reclassified to conform to the current period presentation. None of the changes are significant.

## 4.4 CONSOLIDATION

### Basis of Consolidation

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

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

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

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

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

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.
Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interest having a deficit balance.
When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Groups' accounting policies.
All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

### Changes in the Groups' ownership interests in existing subsidiaries

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Groups' interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.
When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable IFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under IAS 39, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

### Business combinations

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

Acquisition-related costs are expensed as incurred.

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

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

### Inter-company transactions

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

### Investments in associates and joint ventures

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.
A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

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

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

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

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

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

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

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

### 4.5 SEGMENT REPORTING

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Executive Board that makes strategic decisions.
During 2015 the Company changed its operating segments as described in note 21. This also resulted in a change in the Company's cash generating units as described in note 8.

### 4.6 FOREIGN CURRENCY TRANSLATION

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

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

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

### 4.7 PROPERTY, PLANT AND EQUIPMENT

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

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

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

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

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

Property, plant and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

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

### 4.8 GOODWILL

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

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

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

### 4.9 OTHER INTANGIBLE ASSETS

#### Software and licenses

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

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

Amortisation is calculated using the straight-line method to allocate their cost or revalued amounts to their residual values over their estimated useful lives in 5 to 6 years.

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

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

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

### Order backlog

Order backlog includes all signed customer contracts that have not been recognised as revenue as per acquisition date of acquired entities and which have been values as a result of the Purchase Price Allocation. The order backlog is amortised over the period in which the contracts (services and projects) have been delivered.

### Customer relations

Customer relations are recorded at cost as a result of the Purchase Price Allocation of acquired entities and are amortised over an anticipated lifetime period of 5 to 8 years from acquisition date.

### Product development

The Company expenses all research costs as incurred.
Expenditure on development activities, whereby research findings are applied to a plan for the production of new or substantially improved products and processes, is capitalised as an intangible asset if the product or process is technically and commercially feasible and the Company has sufficient resources, the intention to complete development and a launching customer and/or a potential other investor have been identified. The development expenditure capitalised comprises of all directly attributable costs (including the cost of materials and direct labour). Other development expenditure is recognised in the consolidated statement of total comprehensive income. Capitalised development expenditure is stated at cost less accumulated amortisation and impairment losses. Amortisation of capitalised development expenditure is charged to the consolidated statement of total comprehensive income on a straight-line basis over the estimated useful lives of the intangible assets.

### Impairment of other intangible assets

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

## 4.10 FINANCIAL ASSETS

### Classification

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

### Loans and receivables

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

### Recognition and measurement

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

## 4.11 IMPAIRMENT OF FINANCIAL ASSETS

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

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

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

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

## 4.12 TRADE AND OTHER RECEIVABLES

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

### 4.13 CASH AND CASH EQUIVALENTS

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

### 4.14 SHARE CAPITAL AND TREASURY SHARES

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

The price paid for repurchased ICT shares (treasury shares) is deducted from shareholders' equity until the shares are cancelled or reissued.

### 4.15 SHARE BASED PAYMENTS

**Option schemes (granted until 2010, last and final settlement in 2015)**
In 2015, the last option rights related to option-schemes awarded up to 2010 were exercised. Consequently, at year-end 2015 there are no further outstanding options under this option scheme.

An option represents the right to a depositary receipt from Stichting Administratiekantoor ICT or Stichting Personeelsoptieplan ICT (in 2015 renamed to the Stichting Administratiekantoor Participatieplan ICT or STAK) to issue depositary receipts for shares. Depositary receipts for shares follow the share price, but have different rights. Entitlement to benefits (such as price and dividend) are identical, but legal ownership (such as voting right) is with the STAK board. The board acts as a single shareholder and represents the votes of the staff.

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

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

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

### Long-term incentive plan

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

### Share participation plans (introduced in 2015)

During 2015, ICT introduced an equity participation plan for all ICT employees with an indefinite employment contract. Twice per calendar year the employee will have the opportunity to purchase ICT shares at a discount compared to the stock exchange price. Shares bought under this plan are subject to a lock-up period of three years. A cash bonus is payable to the employee if, after a vesting period of 3 years, the employee is still employed at ICT. The cash bonus equals the value at vesting date of one ICT share for every 4 shares bought under the scheme.

The fair value of the amounts payable to participating employees in respect of the share participation plan, which will be settled in cash, is recognised as an expense with a corresponding increase in liabilities, over the period that the participating employees become entitled to payment. The liability is re-measured at each reporting date and at settlement date. Any changes in the fair value of the liability are recognised as employee benefit expenses in profit or loss. The discount compared to the stock exchange price is also recognised as employee benefit expenses in profit or loss with offsetting entry towards shareholders' equity ("equity settled") .

The "Stichting Administratiekantoor Participatieplan ICT", or "STAK", holds the depositary receipts of the shares under the share participation plan. Depositary receipts for shares follow the share price, but have different rights. Entitlement to benefits (such as price and dividend) are identical, but legal ownership (such as voting right) rests with the STAK board. The STAK board acts as a single shareholder and represents the votes of the employees participating in the share participation plan.

## 4.16 CURRENT AND DEFERRED INCOME TAX

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

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

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

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

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

### 4.17 EMPLOYEE BENEFITS

With effect from 1 January 2014 all pensions of the ICT Group are qualified as defined contribution plans.
For these plans the ICT Group has no other obligations than to pay a contribution into a separate entity. The ICT Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. The regular contributions constitute net periodic costs for the year in which they are due and are included within employee benefit expenses.

### 4.18 PROVISIONS

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

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

### 4.19 LEASES

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

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

### 4.20 TRADE PAYABLES

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

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

### 4.21 REVENUE RECOGNITION

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

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

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

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

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

Applying the guidance in IAS 18.IE.20, licence fees are recognised in accordance with the substance of the agreement, unless standard contracting and terms and conditions are applied. This means that each individual agreement is assessed separately. The Company applies the following two main types of revenue recognition for licenses:

- When a licensee has the right to use certain technology over a specified period of time, revenue is recognised over the lifetime of the agreement.
- When a licensing agreement for the use of software is agreed where the licensor has no further obligations subsequent to delivery, revenue is recognised at the time of sale.

#### 4.22 OPERATING EXPENSES

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

#### 4.23 DEPRECIATION AND AMORTISATION

Depreciation of property, plant and equipment and amortisation of intangible assets other than goodwill (software and licenses, customer relations, order backlog and development costs) is calculated on the basis of fixed percentages of the acquisition value less any residual values based on expected useful economic lives.

#### 4.24 INTEREST INCOME

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

#### 4.25 DIVIDEND INCOME

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

#### 4.26 DIVIDEND DISTRIBUTION

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

#### 4.27 RESULT FROM JOINT VENTURES

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

#### 4.28 RESULT FROM ASSOCIATES

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

### 4.29 ACCOUNTING PRINCIPLES FOR DETERMINING THE CONSOLIDATED CASH FLOW STATEMENT

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

## 5. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

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

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

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

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

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

**Impairment review of goodwill**
The Company tests annually whether goodwill has suffered any impairment. The recoverable amounts of cash-generating units (CGUs) have been determined based on value-in-use calculations. These calculations require the use of estimates on expected future cash flows, the CGU and the discount factor. The free cash flow projections and key assumptions are subject to risks and uncertainties that could cause future results to differ materially from current expectations. Our FTE and revenue (productivity and tariff) growth rates are primarily driven by market demand, which could be impacted by a deterioration in macro-economic conditions or lower demand from our clients. Additionally, the assumptions for the discount rate are based on those for comparable companies and are driven by market conditions. Changes in these measures could have an impact on the value in use of the CGUs. See note 8 for information on goodwill impairment tests and key assumptions used.

### Impairment of joint ventures and associates

The Company assesses at the end of each reporting period whether it is necessary to recognise any impairment loss with respect to the Group's investment in associates or joint ventures. The calculations of recoverable amounts (the higher of value in use and the fair value less costs of disposal), which are prepared in case of triggering events, require the use of estimates on expected future cash flows, the discount factor and the fair value less cost of disposal. The free cash flow projections and key assumptions are subject to risks and uncertainties that could cause future results to differ materially from current expectations. Our FTE and revenue (productivity and tariff) growth rates are primarily driven by market demand, which could be impacted by a deterioration in macro-economic conditions or lower demand from our clients. Additionally, the assumptions for the discount rate are based on those for comparable companies and are driven by market conditions. Finally for fair values, market quoted prices and/or market transactions may be limited or not available. Changes in these measures could have an impact on the value in use of the joint ventures and associates.

### Corporate taxes

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

## 6. FINANCIAL RISK MANAGEMENT, OBJECTIVES AND POLICIES

### General

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

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

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

### a) Fair value risk

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

### b) Interest rate risk

ICT considers interest rate risks to be limited because the Company has no significant interest-bearing debts and no significant amount of interest-bearing financial assets. The Company's results are therefore not materially sensitive to changes in market interest rates. Management has no formal objective or policies for managing this financial risk, because the risk is considered to be limited.

### c) Currency risk

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

### d) Credit risk

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

No significant losses have occurred during the last few years and ICT assesses the credit risks to which it is exposed as lower than average because of the good reputation and the creditworthiness of most of its clients. For transactions with banks and other financial institutions, only parties with a good creditworthiness are accepted, significantly reducing the credit risk on monetary assets.
The Company has one customer that accounts for between 16 and 18% (2014: 12 and 14%) of the Company's annual revenues. There have been no collectability issues with respect to this client. The Company establishes a provision for doubtful receivables that represents its estimate of incurred losses in respect of outstanding receivables with customers. See note 13 of the financial statements for further disclosures on credit risk.

### e) Liquidity risk

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

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

The Company's liquidity risk is considered to be low given its reasonable cash position and the positive net working capital. However, the Company also has high so-called operational leverage, which involves a risk that makes a cash buffer desirable.

During 2015 credit institutions have granted new credit facilities of € 13.5 million in total. The new credit facility consists of a general credit facility of € 6 million (facility A), an acquisition facility of € 6.0 million (facility B) and a guarantee facility of € 1.5 million. The previous credit facility of € 4.5 million in total expired on 1 June 2015. This credit facility comprised a guarantee facility of € 2.5 million and an investment and financing facility of € 2.0 million.

At year-end 2015 the acquisition facility (facility B) was used for the amount of € 3.0 million. At year-end 2014 the investment and financing facility were unused.

The covenant requirements include a Senior Net Debt to EBITDA ratio (max. 2), an asset cover test, a revenue cover test and a clean down period of 3 consecutive business days per year. During 2015 and per 31 December 2015, the Company complied with all quarterly and annual bank covenant requirements.

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

| **Financial liabilities** | **31 December 2015** | | |
|---|---|---|---|
| (x € 1,000) | Less than 3 months | 3 months to 1 year | 2-5 years |
| Trade payables | 2,143 | - | - |
| Corporate income tax payable | 859 | - | - |
| Other taxes and social security premiums | 5,726 | - | - |
| Deferred acquisition consideration *) | 1,589 | - | - |
| Other current liabilities | - | 6,402 | - |
| Acquisition financing *) | 191 | 581 | 2,394 |
| **Total** | **10,508** | **6,983** | **2,394** |

*) Including accrued interest

| **Financial liabilities** | **31 December 2014** | | |
|---|---|---|---|
| (x € 1,000) | Less than 3 months | 3 months to 1 year | 2-5 years |
| Trade payables | 2,450 | - | - |
| Corporate income tax payable | - | 171 | - |
| Other taxes and social security premiums | 5,104 | - | - |
| Other liabilities | 250 | 4,907 | - |
| Accruals and deferred income | - | 1,463 | - |
| **Total** | **7,804** | **6,541** | **-** |

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

## 7. PROPERTY, PLANT AND EQUIPMENT

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

| | 2015 | | | 2014 | | |
|---|---|---|---|---|---|---|
| (x € 1,000) | Computer equipment | Other tangible fixed assets | Total | Computer equipment | Other tangible fixed assets | Total |
| **Cost** | | | | | | |
| **1 January** | **1,287** | **1,033** | **2,320** | **1,965** | **1,002** | **2,967** |
| Arising on acquisition | 51 | 24 | 75 | - | - | - |
| Divestments / discontinued operations | - | - | - | (872) | (643) | (1,515) |
| Additions | 314 | 124 | 438 | 194 | 674 | 868 |
| Disposals | (82) | (53) | (135) | - | - | - |
| **31 December** | **1,570** | **1,128** | **2,698** | **1,287** | **1,033** | **2,320** |
| **Accumulated depreciation** | | | | | | |
| **1 January** | **(800)** | **(274)** | **(1,074)** | **(1,450)** | **(808)** | **(2,258)** |
| Divestments / discontinued operations | - | - | - | 831 | 584 | 1,415 |
| Depreciation | (227) | (191) | (418) | (181) | (50) | (231) |
| Disposals | 82 | 53 | 135 | - | - | - |
| **31 December** | **(945)** | **(412)** | **(1,357)** | **(800)** | **(274)** | **(1,074)** |
| **Net book value 1 January** | **487** | **759** | **1,246** | **515** | **194** | **709** |
| **Net book value 31 December** | **625** | **716** | **1,341** | **487** | **759** | **1,246** |

No leased items are included in property, plant and equipment. Residual values are considered to be zero. The carrying amount equals the estimated fair value of the assets.

Other tangible fixed assets mainly include furniture, fittings and other equipment.

## 8. GOODWILL

The movements in goodwill can be summarised as follows:

| (x € 1,000) | **2015** | 2014 |
|---|---|---|
| **At 1 January** | | |
| Cost | 16,961 | 30,091 |
| Accumulated impairment | (6,080) | (17,030) |
| Net book value | 10,881 | 13,061 |
| **Movement in cost** | | |
| Arising on acquisition | 4,012 | - |
| Discontinued operations | - | (13,130) |
| | 4,012 | (13,130) |
| **Impairment losses** | | |
| Impairment charges | - | (1,200) |
| Discontinued operations | - | 12,150 |
| | - | 10,950 |
| **At 31 December** | | |
| Cost | 20,973 | 16,961 |
| Accumulated impairment | (6,080) | (6,080) |
| **Net book value** | **14,893** | **10,881** |

The goodwill arising on acquisitions in 2015 pertains to € 1,009 thousand Strypes Bulgaria and € 3,003 thousand Raster.
The goodwill derecognised in 2014 pertains to the sale of the German automotive operations.

For the purpose of impairment testing, goodwill is allocated to CGUs, which represent the lowest level within the Company at which the goodwill is monitored for internal management purposes. This is not higher than the Company's operating segments as reported in note 21. The following CGUs have goodwill allocated as at 31 December 2015:

| (x € 1,000) | **2015** | 2014 Restated * |
|---|---|---|
| ICT Netherlands | 8,692 | 8,692 |
| Strypes Bulgaria | 1,009 | - |
| Raster | 3,003 | - |
| Improve | 2,189 | 2,189 |
| **Total** | **14,893** | **10,881** |

Since 2015, the change in segments as described in note 21 has also resulted in a change in the Company's cash generating units.
Until 2015, the cash generating units were Automotive Netherlands, Industrial Automation, and Improve.
As of 1 January 2015, the cash generating units are ICT Netherlands, Improve, Raster, and Strypes Bulgaria. From 2015, Automotive Netherlands and Industrial Automation are part of the cash generating unit ICT Netherlands. The figures for 2014 have been restated for the change in the cash generating units.

### Impairment test

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

### Key assumptions

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

The pre-tax discount rate used to discount the pre-tax cash flows used for impairment testing purposes is determined through a calculation using the projected post-tax-cash flows, expected tax rate for the respective cash generating unit and a post-tax discount rate for the Company. The post-tax discount rate was calculated using a theoretical loan capital – shareholders' equity ratio based on peer companies in the market. For the weighted average pre-tax and post-tax discount rates used refer to the table below.

A terminal value was calculated on the normalised cash flows beyond management's 5-year forecast period. For the used estimated growth rates refer to the table below. The growth rate is based on long-term market price trends adjusted for actual ICT experience. The weighted average pre-tax and post-tax discount rates, the key assumptions (weighted average over 5-year forecast period) per CGU used for the value-in-use calculations and the terminal value growth rates are as follows:

| | ICT Netherlands | Strypes Bulgaria | Raster | Improve |
|---|---|---|---|---|
| WACC pre tax: 2015 | 14.9% | 26.1% | 16.9% | 19.1% |
| WACC pre tax: 2014 | 17.6% | - | - | 18.7% |
| WACC post tax: 2015 | 11.2% | 23.5% | 12.7% | 14.3% |
| WACC post tax: 2014 | 13.2% | - | - | 14.0% |
| **Management forecast period (5 years)** | | | | |
| Revenue growth rate | 3.8% | 8.1% | 0.5% | 5.9% |
| FTE growth rate | 4.1% | 5.3% | 3.3% | 8.0% |
| **Extrapolated period** | | | | |
| Growth rate 2015 | 1.5% | 1.5% | 1.5% | 1.5% |
| Growth rate 2014 | 2.0% | - | - | 2.0% |

### Impairment analysis results

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

| (x € 1 million) | ICT Netherlands | Strypes Bulgaria | Raster | Improve |
|---|---|---|---|---|
| Carrying value | 14.4 | 5.0 | 6.8 | 2.4 |
| Value in use | 45.2 | 6.0 | 9.6 | 4.2 |
| Headroom | 30.8 | 1.0 | 2.8 | 1.8 |

The impairment analysis in 2015 did not result in an impairment. In 2014, the impairment analysis resulted in an impairment for one CGU, Improve (€ 1,200 thousand), after which the carrying value of Improve amounted to € 2,444 thousand as at 31 December 2014. This 2014 impairment was primarily driven by deterioration in results and outlook for this CGU.

## Sensitivity analysis

The impairment analysis for the goodwill allocated to ICT Netherlands, Strypes Bulgaria, Raster and Improve shows headroom between the CGUs recoverable amount and its carrying amount according to the table above. The table below shows, for each CGU, the allowed percentage point change per key assumption resulting in a headroom of nil.

| Allowed percentage point change | ICT Netherlands | Strypes Bulgaria | Raster | Improve |
|---|---|---|---|---|
| **Management forecast period (5 years)** | | | | |
| Revenue growth rate | -5.9 | -3.8 | -8.8 | -6.7 |
| FTE growth rate | -5.8 | -1.5 | -7.8 | -5.4 |
| Discount rate (WACC) | 36.9 | 7.0 | 10.0 | 17.9 |
| **Extrapolated period** | | | | |
| Growth rate | *) | -27.4 | -10.2 | -33.5 |

* The discounted cash flow in the forecast period already exceeds the carrying value. Therefore any percentage point change to the growth rate will not result in an impairment.

## 9. OTHER INTANGIBLE ASSETS

The following table shows the movement of the other intangible assets for the years presented:

| | 2015 | | | | | | 2014 | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| (x € 1,000) | Software and licenses | Development costs | Customer relations | Order backlog | Other intangible assets | Total | Software and licenses | Development costs | Customer relations | Order backlog | Other intangible assets | Total |
| **Cost** | | | | | | | | | | | | |
| **1 January** | 717 | - | - | - | - | 717 | 1,481 | - | - | - | - | 1,481 |
| Arising on acquisition | 2,168 | - | 5,321 | 543 | - | 8,032 | - | - | - | - | - | - |
| Discontinued operations | - | - | - | - | - | - | (764) | | | | - | (764) |
| Additions | 13 | 615 | - | - | 4 | 632 | - | - | - | - | - | - |
| Disposals | - | - | - | - | - | - | - | - | - | - | - | - |
| **31 December** | 2,898 | 615 | 5,321 | 543 | 4 | 9,381 | 717 | - | - | - | - | 717 |
| **Accumulated amortisation** | | | | | | | | | | | | |
| **1 January** | (587) | - | - | - | - | (587) | (1,255) | - | - | - | - | (1,255) |
| Discontinued operations | - | - | - | - | - | - | 743 | - | - | - | - | 743 |
| Amortisation | (149) | - | (714) | (543) | - | (1,406) | (75) | - | - | - | - | (75) |
| Disposals | - | (500) | - | - | - | (500) | - | - | - | - | - | - |
| **31 December** | (736) | (500) | (714) | (543) | - | (2,493) | (587) | - | - | - | - | (587) |
| **Net book value 1 January** | **130** | **-** | **-** | **-** | **-** | **130** | **226** | **-** | **-** | **-** | **-** | **226** |
| **Net book value 31 December** | **2,162** | **115** | **4,607** | **-** | **4** | **6,888** | **130** | **-** | **-** | **-** | **-** | **130** |

The (average) remaining amortisation period is for:

| | |
|---|---|
| Software and licenses | 6 years |
| Customer relations | 5-8 years |
| Development costs | 5 years |

## 10. INVESTMENT IN JOINT VENTURES

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

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

| (x € 1,000) | **2015** | **2014** |
|---|---|---|
| Revenue | 14,950 | 14,255 |
| Net profit (loss) from continuing operations | 592 | 523 |
| Other comprehensive income | - | - |
| **Total comprehensive income** | **592** | **523** |
| Share ICT of total comprehensive income | 296 | 261 |
| | | |
| The above profit (loss) for the year includes the following: | | |
| Depreciation and amortisation | 234 | 181 |
| Interest income | - | 6 |
| Interest expense | (2) | - |
| Income tax expense (income) | 164 | 161 |
| | | |
| Current assets | 4,587 | 4,455 |
| Non-current assets | 574 | 408 |
| Current liabilities | (2,693) | (2,465) |
| **Net assets** | **2,468** | **2,398** |
| | | |
| The above amounts of assets and liabilities include the following: | | |
| Cash and cash equivalents | 883 | 2,168 |
| Current financial liabilities (excluding trade and other payables and provisions) | - | - |
| Non-current financial liabilities (excluding trade and other payables and provisions) | - | - |
| Dividends received from joint venture during the year | 261 | 777 |
| | | |
| Group's interest in net assets at beginning of the year | 1,199 | 1,715 |
| Total comprehensive income attributable to the group | 296 | 261 |
| Dividends during the year | (261) | (777) |
| Group's Interest in net assets at end of the year | 1,234 | 1,199 |
| **Goodwill** | **-** | **-** |
| **Carrying amount of the investment at the end of year** | **1,234** | **1,199** |

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

## 11. INVESTMENT IN ASSOCIATES

ICT Automatisering N.V. has three associates: a 20% participation in LogicNets Inc., a 25% participation in Strypes Nederland B.V. through Strypes EOOD Ltd and a 24.49% participation in Greenflux Assets B.V.

The following table shows the summarised financial information of the investments in and the results from associates:

| (x € 1,000) | 2015 LogicNets Inc. | 2015 Strypes Nederland B.V. | 2015 Greenflux Assets B.V. | 2015 Total | 2014 LogicNets Inc. | 2014 Strypes Nederland B.V. | 2014 Greenflux Assets B.V. | 2014 Total |
|---|---|---|---|---|---|---|---|---|
| **As at 1 January** | **1,747** | **-** | **-** | **1,747** | **-** | **-** | **-** | **-** |
| Acquisition | - | 486 | 600 | 1,086 | 1,697 | - | - | 1,697 |
| Share in the profit (loss) | (276) | 68 | (1) | (209) | (19) | - | - | (19) |
| Impairment | (400) | - | - | (400) | - | - | - | - |
| **Result from associates** | **(676)** | **68** | **(1)** | **(609)** | **(19)** | **-** | **-** | **(19)** |
| Currency translation | 28 | - | - | 28 | 69 | - | - | 69 |
| **As at 31 December** | **1,099** | **554** | **599** | **2,252** | **1,747** | **-** | **-** | **1,747** |

### LogicNets Inc.

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

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

| (x € 1,000) | 2015 * | 2014 ** |
|---|---|---|
| Revenue | 905 | 178 |
| Net profit (loss) from continuing operations | (1,381) | (93) |
| Other comprehensive income | - | - |
| **Total comprehensive income** | **(1,381)** | **(93)** |
| Attributable to ICT | (276) | (19) |
| Attributable to investee's shareholder | (1,105) | (74) |
| | **31-12-2015** | **31-12-2014** |
| Current assets | 927 | 1,733 |
| Non-current assets | 3 | - |
| Current liabilities | (574) | (311) |
| Non-current liabilities | (171) | - |
| **Net assets** | **185** | **1,422** |
| Attributable to ICT | 37 | 284 |
| Attributable to investee's shareholder | 148 | 1,138 |
| | | |
| Group's interest in net assets at beginning of the year | 353 | - |
| Acquired | - | 303 |
| Currency translation adjustment | 28 | 69 |
| ICT's share in the profit (loss) | (276) | (19) |
| Dividends during the year | - | - |
| Group's Interest in net assets at end of the year | 105 | 353 |
| Goodwill | 1,394 | 1,394 |
| Impairment | (400) | - |
| Goodwill after impairment | 994 | 1,394 |
| **Carrying amount of the investment at the end of year** | **1,099** | **1,747** |

* 2015: full year

** 2014: 22 October 2014 until 31 December 2014

The impairment of € 0.4 million is a result of lagging sales of the LogicNets software platform during 2015. Although ICT firmly believes in the strategic importance of the platform, the delay in the roll-out of the platform resulted in the recognition of an impairment loss. The recoverable amount is € 1.1 million and is its value in use. The following discount rates were used in the current estimate of value in use: WACC: 23.5%, terminal growth rate: 1%.

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

### Strypes Nederland B.V.

The Company's interest in Strypes Nederland B.V. is accounted for using the equity method in the consolidated financial statements. This pertains to a 25% interest in Strypes Nederland B.V. established in the Netherlands, through Strypes EOOD Ltd, which was acquired on 6 January 2015 as part of the acquisition of Strypes Bulgaria.

| (x € 1,000) | **2015 *** |
|---|---|
| | |
| Revenue | 4,149 |
| Net profit (loss) from continuing operations | 271 |
| Other comprehensive income | - |
| **Total comprehensive income** | **271** |
| Attributable to ICT | 68 |
| Attributable to investee's shareholder | 203 |
| | |
| | **31-12-2015** |
| Current assets | 1,559 |
| Non-current assets | 98 |
| Current liabilities | (785) |
| Non-current liabilities | (476) |
| **Net assets** | **396** |
| Attributable to ICT | 99 |
| Attributable to investee's shareholder | 297 |
| | |
| Group's interest in net assets at beginning of the year | - |
| Acquired | 31 |
| Currency translation adjustment | - |
| ICT's share in the profit (loss) | 68 |
| Dividends during the year | - |
| Group's Interest in net assets at end of the year | 99 |
| Goodwill | 455 |
| Carrying amount of the investment at the end of year | **554** |

* 2015: 6 January 2015 (date of acquisition) until 31 December 2015

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

### Greenflux Assets B.V.

The Company's interest in Greenflux Assets B.V. ("Greenflux") is accounted for using the equity method in the consolidated financial statements. This pertains to a 24.49% interest in Greenflux Assets B.V. established in the Netherlands and was acquired on 17 November 2015.

ICT Automatisering N.V. (ICT) and the Brabantse Ontwikkelings Maatschappij (BOM) invest in GreenFlux Assets B.V., a charging point operator and services provider for electric vehicles. The investment will help GreenFlux Assets B.V. to strengthen its position in the fast-growing market for electric vehicles and give the company the opportunity to accelerate the introduction of innovative charging services. The cooperation with BOM and ICT creates a combination of expertise in electric transportation, the energy sector and innovative IT solutions.

| (x € 1,000) | **2015 *** |
|---|---|
| Revenue | 144 |
| Net profit (loss) from continuing operations | (5) |
| Other comprehensive income | - |
| **Total comprehensive income** | **(5)** |
| Attributable to ICT | (1) |
| Attributable to investee's shareholder | (4) |
| | **31-12-2015** |
| Current assets | 722 |
| Non-current assets | 1,223 |
| Current liabilities | (485) |
| Non-current liabilities | (438) |
| **Net assets** | **1,022** |
| Attributable to ICT | 250 |
| Attributable to investee's shareholder | 772 |
| Group's interest in net assets at beginning of the year | - |
| Acquired | 252 |
| Currency translation adjustment | - |
| ICT's share in the profit (loss) | (1) |
| Dividends during the year | - |
| Group's Interest in net assets at end of the year | 251 |
| Goodwill | 348 |
| **Carrying amount of the investment at the end of year** | **599** |

* 2015: 17 November 2015 (date of acquisition) until 31 December 2015

There are no contingent liabilities related to the Company's interest in the associate. The Company has the obligation to provide Greenflux with a convertible loan of max. € 400 thousand if certain conditions are met by Greenflux during 2016 (max. € 150 thousand), 2017 (max. € 200 thousand) and 2018 (max. € 50 thousand). The convertible loan will be repayable in 5 years as from 31 December 2018. ICT will have the right to convert the loan into preference shares in the event of default or in case of a change in ownership of Greenflux.

## 12. DEFERRED TAX ASSETS AND LIABILITIES

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

| (x € 1,000) | 2015 Deferred tax assets | 2015 Deferred tax liabilities | 2015 Total | 2014 Deferred tax assets | 2014 Deferred tax liabilities | 2014 Total |
|---|---|---|---|---|---|---|
| **Balance as at 1 January** | **4,129** | **(1,100)** | **3,029** | **-** | **(602)** | **(602)** |
| **Charged to the balance sheet:** | | | | | | |
| Intangible fixed assets - Software | - | (541) | (541) | - | - | - |
| Intangible fixed assets - Customer relations | - | (1,330) | (1,330) | - | - | - |
| Intangible fixed assets - Order backlog | - | (136) | (136) | - | - | - |
| Investment in associates | - | (116) | (116) | - | - | - |
| Provisions | 9 | - | 9 | - | - | - |
| | 9 | (2,123) | (2,114) | - | - | - |
| **Gain / (loss) charged to the income statement:** | | | | | | |
| Intangible fixed assets - Software | - | 23 | 23 | - | - | - |
| Intangible fixed assets - Customer relations | - | 178 | 178 | - | - | - |
| Intangible fixed assets - Order backlog | - | 136 | 136 | - | - | - |
| Liquidation loss discontinued operations | - | - | - | 4,129 | 602 | 4,731 |
| Tax liability discontinued operations | - | - | - | - | (1,100) | (1,100) |
| | - | 337 | 337 | 4,129 | (498) | 3,631 |
| **Balance as at 31 December** | **4,138** | **(2,886)** | **1,252** | **4,129** | **(1,100)** | **3,029** |

### 2014

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

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

### 2015

The increase of deferred tax liabilities in 2015 relates to the acquired intangible and financial assets of Strypes Bulgaria and Raster.

### Strypes Bulgaria:

Order backlog and customer relations have been identified and valued as part of a Purchase Price Allocation exercise. The financial asset has been valued at € 462 thousand. The order backlog has been valued at € 543 thousand and is fully amortised in 2015. Customer relations have been valued at € 3,250 thousand and is to be amortised over a period of 5 years as from acquisition date (€ 650 thousand per year). Amortisation is not tax deductible. In the valuation analysis a deferred tax liability is included for the tax differences which will be released during the amortisation period. In 2015 the amortisation concerning Strypes Bulgaria amounts to € 1,193 thousand. The deferred taxes effect amounts to 25% or € 298 thousand.

**Raster:**
Software and customer relations have been identified and valued as part of a Purchase Price Allocation exercise. Software has been valued for € 2,163 thousand and is amortised in 6 years, in 2015 as from acquisition date for the amount of € 90 thousand. Customer relations have been valued at € 2,071 thousand and is to be amortised over a period of 8 years. In 2015 an amount of € 64 thousand has been amortised. Amortisation is not tax deductible. In the valuation analysis a deferred tax liability is included for the tax differences which will be released during the amortisation period. In 2015 the total amortisation concerning Raster amounts to € 154 thousand. The deferred taxes effect amounts to 25% or € 39 thousand.

## 13. TRADE AND OTHER RECEIVABLES

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

| (x € 1,000) | **2015** | **2014** |
|---|---|---|
| Trade receivables (gross) | 11,357 | 9,818 |
| Less: provision for doubtful receivables | (116) | (15) |
| Trade receivables (net) | 11,241 | 9,803 |
| Receivables from affiliated companies | 748 | 385 |
| Revenue to be invoiced | 7,271 | 6,791 |
| Other receivables | 609 | 824 |
| Prepayments and accrued income | 825 | 792 |
| **Total** | **20,694** | **18,595** |

Prepayments and accrued income include an amount of € 106 thousand > 1 year.

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

| (x € 1,000) | **2015** | **2014** |
|---|---|---|
| Balance as at 1 January | 15 | 29 |
| Arising on acquisition | 46 | - |
| Additions | 55 | - |
| Usage | - | (14) |
| **Balance as at 31 December** | **116** | **15** |

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

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

| (x € 1,000) | Total | Not overdue | < 30 days | 30–60 days | 60-90 days | > 90 days |
|---|---|---|---|---|---|---|
| **2015** | | | | | | |
| - Trade receivables | 11,241 | 8,792 | 225 | 1,438 | 579 | 207 |
| - Receivables from affiliated companies | 748 | 748 | - | - | - | - |
| - Revenue to be invoiced | 7,271 | 7,271 | - | - | - | - |
| - Other receivables | 609 | 609 | - | - | - | - |
| Total | 19,869 | 17,420 | 225 | 1,438 | 579 | 207 |
| **2014** | | | | | | |
| - Trade receivables | 9,803 | 6,867 | 313 | 2,077 | 411 | 135 |
| - Receivables from affiliated companies | 385 | 385 | - | - | - | |
| - Revenue to be invoiced | 6,791 | 6,791 | - | - | - | - |
| - Other receivables | 824 | 824 | - | - | - | - |
| Total | 17,803 | 14,867 | 313 | 2,077 | 411 | 135 |

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

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

Under the Company's credit facility, ICT Automatisering N.V., ICT Automatisering Nederland B.V., Rijnmond Distributie Services B.V., Improve Quality Services B.V. and ICT Nearshoring B.V. have pledged their current and future receivables from trading activities.

## 14. CASH AND CASH EQUIVALENTS

The cash and cash equivalents are at free disposal of the Company except for the cash on the blocked G-bank accounts of € 295 thousand (2014: € 19 thousand). The cash and cash equivalents consist of bank balances bearing interest in line with market interest rates.

## 15. SHAREHOLDERS' EQUITY

| | | Issued share capital (x € 1,000) | | | |
|---|---|---|---|---|---|
| **Issued share capital** | Number of shares | Ordinary shares | Cumulative preference shares | Share premium | Total |
| At 1 January 2014 | 8,747,544 | 875 | - | 8,411 | 9,286 |
| - Shares issued | - | - | - | - | - |
| At 31 December 2014 | 8,747,544 | 875 | - | 8,411 | 9,286 |
| - Shares issued | - | - | - | - | - |
| At 31 December 2015 | 8,747,544 | 875 | - | 8,411 | 9,286 |

The Company's authorised share capital amounts to € 3,750,000 divided into 18,700,000 ordinary shares and 18,800,000 cumulative preference shares all with a nominal value of € 0.10 per share. The number of ordinary shares issued and fully paid-up at year-end amounted to 8,747,544 (2014: 8,747,544).

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

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

### Treasury shares

When shares recognised as equity are repurchased, the amount of the consideration paid, which includes directly attributable costs is recognised as a deduction from equity (retained earnings). Repurchased shares are classified as treasury shares and are presented in the treasury share reserve. When treasury shares are subsequently sold or reissued, the amount received is recognised as an increase in equity (retained earnings) and the resulting surplus or deficit on the transaction is presented within retained earnings.

In 2015, ICT obtained treasury shares for the newly introduced share participation plan for employees, for the share-based payments for the Executive Board and the partial fulfilment of payment for the acquisition of Raster.

The average purchase price of the ordinary treasury shares was € 6.66.

On 31 December 2015 ICT possessed no own treasury shares.

The changes in the number of issued and outstanding shares in 2015 and 2014 are shown in the following table.

| **Treasury shares** | Number of shares | Average rate in Euros | Reserve for treasury shares (x € 1,000) | Retained earnings (x € 1,000) |
|---|---|---|---|---|
| At 1 January 2014 | - | - | - | - |
| - Purchased own shares in 2014 | - | - | - | - |
| - Repurchased own shares in 2014 | - | - | - | - |
| At 31 December 2014 | - | - | - | - |
| - Purchased own shares in 2015 for the acquisition of Raster | 222,612 | € 6.48 | 1,443 | - |
| - Payment in shares in 2015 for the acquisition of Raster | (222,612) | € 6.58 | (1,464) | - |
| - Purchased own shares in 2015 for the personnel share plan | 41,463 | € 7.65 | 317 | - |
| - Repurchased own shares in 2015 for the personnel share plan | (41,463) | € 7.43 | (308) | - |
| - Profit transfer to retained earnings | | | 12 | (12) |
| **At 31 December 2015** | **-** | **-** | **-** | **(12)** |

### Retained earnings

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

### Currency translation reserve

The currency translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. This reserve cannot be distributed.

### Legal reserve

The legal reserve concerns capitalised product development expenses, the undistributed net profits of Strypes Nederland B.V. and the undistributed net profits of Intraffic B.V. This reserve cannot be distributed.

## 16. SHARE BASED COMPENSATION LIABILITIES

A share based compensation liability has been recognised for the estimated amount of € 137 thousand (2014: € 14 thousand), as shown in the following table:

| (x € 1,000) | **2015** | 2014 |
|---|---|---|
| LTIP Key management personnel | 137 | 14 |
| LTIP Employee equity participation | - | - |
| **Total** | **137** | **14** |

### LTIP Key management personnel

Key management personnel has a long-term variable remuneration through mandatory participation of 25% of the short-term bonus in a long-term incentive program. In addition to that key management personnel is allowed to invest an amount of maximum € 25,000 each in ICT shares from their own funds on an annual basis. These shares have a lock up period of 3 years. After these three years key management personnel can qualify for an additional bonus if the earnings per share have developed favorable since the baseline date. The additional awarded bonus (0%, 50% or 100% of the investment in ICT shares) will be settled by the Company after 3 years after the financial year-end bonus is determined and the financial statements have been approved by the General Meeting.

### LTIP Employee equity participation

All employees of ICT with a permanent job contract can participate in ICT's equity participation plan. Once per calendar year, the employee will have the opportunity to purchase ICT shares at a 13.5% discount compared to the stock exchange price. The shares have a lock-up period of three years, after which a cash bonus will be granted equal to the value of one ICT share at the time for every four shares purchased if the employee is still working for ICT. The starting date of the first three year vesting period is 31 December 2015, consequently the liability as at 31 December 2015 is nil.

## 17. LOANS

At year-end 2015 the acquisition facility (facility B) was used for the amount of € 3,040 thousand (2014: nil).
The facility is repayable in 4 years, in quarterly instalments of € 190 thousand. Consequently, an amount of € 760 thousand has been presented as short term loans under current liabilities and an amount of € 2,280 thousand has been presented as long term loans.
The loan carries an variable interest rate of EURIBOR + 2.4%.

For further details on the credit facilities refer to note 6 and 34.

## 18. CURRENT LIABILITIES

The current liabilities are non-interest bearing and in general include a payment term of up to 45 days. These are usually paid entirely within the payment period. The current liabilities at 31 December 2015 are 0 to 45 days old, with the exceptions of fixed price projects, short term portion of the restructuring and the onerous contracts, and are thus within the agreed payment period.

The current liabilities are specified as follows:

| (x € 1,000) | 2015 | 2014 |
|---|---|---|
| Trade payables | 2,143 | 2,450 |
| Corporate income tax payable | 859 | 171 |
| Other taxes and social security liabilities | 5,726 | 5,104 |
| Loans short term | 760 | - |
| Deferred acquisition consideration | 1,538 | - |
| Other liabilities | 4,410 | 5,157 |
| Accruals and deferred income | 1,992 | 1,463 |
| **Total** | **17,428** | **14,345** |

The deferred acquisition consideration concerns the earn out of the acquisition of Strypes. For reference see note 19.

The other liabilities include outstanding costs to be paid to suppliers and employees. At 31 December 2014, the acquisition of the remaining 10% shares in Improve as per 1 January 2015 was recognised in other current liabilities for an amount of € 250 thousand.

The accruals and deferred income include mainly progress billings projects and obligations that ensue from fixed price projects (including warranty and project related accruals).

The carrying amount of these liabilities equals the fair value.

## 19. DEFERRED ACQUISITION CONSIDERATION

With regard to the acquisition of Strypes Bulgaria, the deferred acquisition consideration (“earn-out”) is based on a percentage of Strypes’ normalised EBITDA when certain thresholds in EBITDA are achieved. The earn-out is capped at € 1.6 million and payable at 31 March 2016. To determine the earn-out payable, the thresholds and related percentages are applied to Strypes Bulgaria’s’ business plan. The earn-out was valued at € 1,351 thousand at the acquisition date and was valued at the amount of € 1,538 thousand at 31 December 2015 due to increased interest.

## 20. DISCONTINUED OPERATIONS

Following the sale of the German automotive activities to Alten GMBH in 2014, ICT started the liquidation of ICT Software Engineering GmbH and this is expected to be finalized in 2016. This sale of the German automotive activities is also classified as discontinued operations in the consolidated statement of total comprehensive income.

### Breakdown of comprehensive result from discontinued operations

| (x € 1,000) | **2015** | 2014 |
|---|---|---|
| Net revenue | - | **5,658** |
| Cost of Materials and subcontractors | - | 1,074 |
| Employee benefit expenses | - | 4,316 |
| Depreciation and amortisation | - | 22 |
| Other operating expenses | - | 980 |
| Total operating expenses | - | 6,392 |
| **Profit (loss) from operating activities** | - | **(734)** |
| Result from sale of the operations | - | (1,003) |
| Loss before taxes from discontinued operations | - | (1,737) |
| Taxes | - | (1,100) |
| **Net profit (loss)** | - | **(2,837)** |

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

### Breakdown of net cash flow from discontinued operations

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

| According to the direct method (x € 1,000) | **2015** | | 2014 | |
|---|---|---|---|---|
| Net cash flow from operating activities | | 155 | | 277 |
| Net cash flow from divestment activities | | - | | 2,015 |
| Net cash flow from financing activities (inter Group) | | - | | (2,501) |
| **Net cash flow** | | **155** | | **(209)** |
| Cash at bank and in hand as at 31 December | 1,127 | | 972 | |
| Cash at bank and in hand at 1 January | 972 | | 1,181 | |
| **Increase / (decrease) cash and cash equivalents** | | **155** | | **(209)** |

## 21. SEGMENT INFORMATION

The Executive Board is the Company's chief operating decision-maker. Management has determined the operating segments based on the information reviewed by the Executive Board for the purposes of allocating resources and assessing performance. Since 1 April 2015 the Executive Board reviews the business from a legal entity level of operating segments in accordance with IFRS 8.

### Change in segment definition

In 2014 and previously, the Company's activities were divided into five segments: Automotive, Logistics, Industrial Automation, Machine & Systems (including Healthcare and Energy) and the subsidiary Improve.

Since 1 April 2015, the Company's activities have been divided into legal entities. In line with this new reporting and organisational structure, the Executive Board decided that the legal entity level is the level of the operating segments in accordance with IFRS 8.
As stated in IFRS 8.12, two or more operating segments may be aggregated into a single operating segment, when the operating segments have characteristics so similar that they can be expected to have essentially the same future prospects. As a result of the above, Rijnmond Distributie Services B.V. is aggregated with ICT Automatisering Nederland B.V. in ICT Netherlands. The same is applicable to Strypes EOOD and Strypes Nearshoring ltd. These entities are aggregated with Strypes Bulgaria.
On the other side, IFRS 8 states qualitative thresholds when an operating segment needs to be disclosed as standalone. An entity shall report information about an operating segment separately that meets certain quantitative thresholds. Applying these thresholds, the Executive Board notes that ICT Netherlands and Strypes Bulgaria should be presented as separate segments. The other individual legal entities, Improve Quality Services B.V. and Raster Beheer B.V., which were recognised as operating segments, do not meet these thresholds and therefore are presented aggregated as 'Other'.

In connection with the change in segments, the 2014 comparative disclosure has been adjusted to reflect the 2015 presentation.

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

## 2015

| (x € 1,000) | ICT Netherlands | Strypes Bulgaria | Other | Eliminations | Consolidated |
|---|---|---|---|---|---|
| **Continuing operations** | | | | | |
| **Revenue:** | | | | | |
| From clients | **60,765** | **5,392** | **5,630** | **-** | **71,787** |
| Inter-segment | 265 | 325 | 538 | (1,128) | - |
| **Total revenue** | **61,030** | **5,717** | **6,168** | **(1,128)** | **71,787** |
| Operating expenses directly attributable to the operating segments | 43,495 | 3,076 | 4,109 | (1,128) | 49,552 |
| **Segment Gross profit** | **17,535** | **2,641** | **2,059** | **-** | **22,235** |
| Allocated operating expenses | 12,111 | 1,052 | 1,930 | - | 15,093 |
| **Operating profit (loss) before amortisation and depreciation** | **5,424** | **1,589** | **129** | **-** | **7,142** |
| Allocated amortisation and depreciation | 428 | 1,224 | 172 | - | 1,824 |
| Impairment charges | - | - | - | - | - |
| **Operating profit (loss)** | **4,996** | **365** | **(43)** | **-** | **5,318** |
| Financial expenses | | | | | (338) |
| Financial income | | | | | 23 |
| Result from joint ventures | | | | | 296 |
| Result from associates | | | | | (609) |
| **Profit before taxation** | | | | | **4,690** |
| Taxes | | | | | (1,139) |
| **Net profit from continuing operations** | | | | | **3,551** |
| **Discontinued operations** | | | | | |
| Result after Taxes from discontinued operations | | | | | - |
| **Net profit** | | | | | **3,551** |
| **Segment Assets** | 51,250 | 4,023 | 2,955 | - | 58,228 |
| **Segment Liabilities** | 12,205 | 403 | 10,123 | - | 22,731 |
| **Other notes** | | | | | |
| Operating profit (loss) before amortisation and depreciation/ total revenue | 8.9% | 27.8% | 2.1% | - | 9.9% |
| Average number of employees associated with continuing operations | 582 | 77 | 52 | - | 711 |
| Average number of employees associated with discontinued operations | - | - | - | - | - |
| | 582 | 77 | 52 | - | 711 |

## 2014 RESTATED*

| (x € 1,000) | ICT Netherlands | Strypes Bulgaria | Other | Eliminations | Consolidated |
|---|---|---|---|---|---|
| **Continuing operations** | | | | | |
| **Revenue:** | | | | | |
| From clients | **60,290** | **-** | **2,753** | **-** | **63,043** |
| Inter-segment | - | - | 397 | (397) | - |
| **Total revenue** | **60,290** | **-** | **3,150** | **(397)** | **63,043** |
| Operating expenses directly attributable to the operating segments | 43,687 | - | 2,099 | (397) | 45,389 |
| **Segment Gross profit** | **16,603** | **-** | **1,051** | **-** | **17,654** |
| Allocated operating expenses | 11,236 | - | 1,761 | - | 12,997 |
| **Operating profit (loss) before amortisation and depreciation** | **5,367** | **-** | **(710)** | **-** | **4,657** |
| Allocated amortisation and depreciation | 295 | - | 7 | - | 302 |
| Impairment charges | - | - | 1,200 | - | 1,200 |
| **Operating profit (loss)** | **5,072** | **-** | **(1,917)** | **-** | **3,155** |
| Financial expenses | | | | | (4) |
| Financial income | | | | | 134 |
| Result from joint ventures | | | | | 261 |
| Result from associates | | | | | (19) |
| **Profit before taxation** | | | | | **3,527** |
| Taxes | | | | | 4,266 |
| **Net profit from continuing operations** | | | | | **7,793** |
| | | | | | |
| **Discontinued operations** | | | | | |
| Result after Taxes from discontinued operations | | | | | (2,837) |
| **Net profit** | | | | | **4,956** |
| | | | | | |
| **Segment Assets** | 48,603 | - | 829 | - | 49,432 |
| **Segment Liabilities** | 13,312 | - | 2,147 | - | 15,459 |
| | | | | | |
| **Other notes** | | | | | |
| Operating profit (loss) before amortisation and depreciation/ total revenue | 8.9% | - | -22.5% | - | 7.4% |
| | | | | | |
| Average number of employees associated with continuing operations | 568 | - | 50 | - | 618 |
| Average number of employees associated with discontinued operations | - | - | - | - | 59 |
| | 568 | - | 50 | - | 677 |

* The comparative figures have been restated for the changes in the organisational structure in line with IFRS 8.

## 22. EMPLOYEE BENEFIT EXPENSES

Employee costs can be specified as follows:

| (x € 1,000) | **2015** | 2014 |
|---|---|---|
| Salaries | 36,603 | 33,454 |
| Social security charges | 5,321 | 5,398 |
| Pension expenses | 1,366 | 1,297 |
| Share based payment compensation | 164 | 14 |
| **Total** | **43,454** | **40,163** |

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

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

| (x € 1,000) | **2015** | 2014 |
|---|---|---|
| Pension costs | 2,094 | 2,063 |
| Employee Contributions | (728) | (766) |
| **Total** | **1,366** | **1,297** |

The average number of staff employed by ICT Automatisering N.V. and its group companies in 2015, expressed in full time equivalents was 711 (2014: 618, associated with continuing operations). Of these employees, 92 were employed outside the Netherlands (2014: 14, associated with continuing operations).

## 23. OPTIONS HELD BY THE FORMER EXECUTIVE BOARD AND EMPLOYEES

### Share based payments

Option schemes (granted until 2010)

At year-end 2015 there were no more outstanding options from the previous years. In 2015 the last outstanding option rights were exercised.

The outstanding options at year-end 2014 pertain to unexpired and vested option rights from the previous years. Under the terms of a (previous) share option scheme for employees and former executive board members, option rights have been granted to the foundation Stichting Administratiekantoor ICT (since 2015 dormant) and the foundation Stichting Personeelsoptieplan ICT (renamed in 2015 to Stichting Administratiekantoor Participatieplan ICT) to issue depositary receipts in exchange for ordinary shares in ICT Automatisering N.V. administered by them in connection with options exercised. All options granted by ICT Automatisering N.V. are classified as equity-settled transactions.

| 2015 | Exercise price in € | Out-standing options at 31-12-2014 | New granted options | Lapsed unexercised options | Exercised options in 2015 | Outstanding and exercisable options at 31-12-2015 | Max remaining execution time (in years) |
|---|---|---|---|---|---|---|---|
| **Former members of the Executive Board** | | | | | | | |
| Option tranches | | | | | | | |
| 30-aug-10 | 4.15 | 20,000 | - | - | 20,000 | - | - |
| **Total options** | | **20,000** | **-** | **-** | **20,000** | **-** | |

The 20,000 exercised options in 2015 had an exercise price of € 4.15. The share price on which the option is exercised amounted to € 5.85 per share.

| 2014 | Exercise price in € | Out-standing options at 31-12-2013 | New granted options | Lapsed unexercised options | Exercised options in 2014 | Outstanding and exercisable options at 31-12-2014 | Max remaining execution time (in years) |
|---|---|---|---|---|---|---|---|
| **Former members of the Executive Board** | | | | | | | |
| Option tranches | | | | | | | |
| 12-Mar-09 | 2.43 | 20,000 | - | - | 20,000 | - | - |
| 30-aug-10 | 4.15 | 20,000 | - | - | - | 20,000 | 0,7 |
| **Total options** | | **40,000** | **-** | **-** | **20,000** | **20,000** | |

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

## 24. REMUNERATIONS OF MEMBERS OF THE SUPERVISORY BOARD AND EXECUTIVE BOARD

As determined in the shareholders' meeting on 13 May 2015 the members of the Supervisory Board receive a remuneration as follows:

- The standard remuneration amounts- € 30,000 per annum (2014: € 25,000);
  Additional compensation:
- Chairman of the Supervisory Board - € 12,000 per annum (2014: € 10,000);
- Chairman of the Audit Committee - € 6,000 per annum (2014 € 6,000);
- Chairman of the Remuneration and Appointments Committee remuneration - € 5,000 per annum (2014: € 6,000);
- A member of the Audit Committee remuneration - € 4,000 per annum (2014 € nil);
- A member of the Remuneration and Appointments Committee remuneration - € 3,000 per annum (2014: nil);
- Costs allowance € 2,500 (2014: € 1,500).

The total remuneration for members of the Supervisory Board and the Executive Board in 2015 is as follows:

| | Short-term benefits | | | | | |
|---|---|---|---|---|---|---|
| **2015** | Salary | Bonus | Termination benefit | Share-based compensation* | Other and long-term benefits | Total |
| **Members of the Supervisory Board** | | | | | | |
| Th. J. van der Raadt (chairman) | 41,250 | - | - | - | - | 41,250 |
| F.J. Fröschl | 28,125 | - | - | - | - | 28,125 |
| D. Luthra | 34,125 | - | - | - | - | 34,125 |
| J.A. Sinoo | 36,000 | - | - | - | - | 36,000 |
| | 139,500 | - | - | - | - | 139,500 |
| **Members of the Executive Board** | | | | | | |
| J. H. Blejie | 360,000 | 135,470 | - | 67,000 | - | 562,470 |
| W.J. Wienbelt | 230,000 | 87,400 | - | 35,000 | - | 352,400 |
| | 590,000 | 222,870 | - | 102,000 | - | 914,870 |
| **Total** | **729,500** | **222,870** | **-** | **102,000** | **-** | **1,054,370** |

* The share-based compensation relates to the long term incentive program. These estimated amounts have been accrued but will only be payable after the 3 year lock up period. Final amounts payable will depend on the share price development at the end of this 3 year lock up period since the baseline date.

The performance targets for the members of the Executive Board are set annually by the Supervisory Board in the balanced scorecards and are based on qualitative and quantitative criteria. The total remuneration received by the members of the Executive Board consists of the following four components:

a) fixed basic management fee;
b) secondary conditions (including a pension plan and a compensation for the costs of insurance against sickness and occupational disability);
c) short-term variable remuneration as a reward for meeting short-term (one year) performance targets, consisting of an annual bonus paid in cash. The short term variable remuneration has been capped and amounts to 50% of the fixed management fee in case the pre-defined performance targets have been 100% achieved. In case of overperformance the short term variable remuneration amounts to 100% of the fixed management fee. Management has the obligation to invest 25% of the short-term variable remuneration in the long-term incentive program as described under d) below;
d) long-term variable remuneration through mandatory participation of 25% of the short-term bonus in a long-term incentive program. In addition to that the members of the Executive Board are allowed to invest an amount of maximum € 25,000 each in ICT shares from their own funds on an annual basis. These shares have a lock up period of 3 years. After these three years Executive Board members can qualify for an additional bonus if the earnings per share have developed favorable since the baseline date. The additional awarded bonus (0%, 50% or 100% of the investment in ICT shares) will be settled by the Company after 3 years after the financial year-end bonus is determined and the financial statements have been approved by the General Meeting. Consequently, for 2015 an amount of € 55,718 (2014: € 55,665) of the bonus paid to the Executive Board will be invested by the Executive Board to purchase shares in ICT. The expenses related to this long term incentive plan amounted to € 102,000 in 2015 (2014: € 14,265). The related liability has been recognised under 'share-based payment compensation liabilities' in the consolidated balance sheet.

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

| 2014 | Short-term benefits: Salary | Short-term benefits: Bonus | Termination benefit | Share-based compensation | Other and long-term benefits | Total |
|---|---|---|---|---|---|---|
| **Members of the Supervisory Board** | | | | | | |
| Th. J. van der Raadt (chairman) | 35,000 | - | - | - | - | 35,000 |
| F.J. Fröschl | 25,000 | - | - | - | - | 25,000 |
| D. Luthra | 31,000 | - | - | - | - | 31,000 |
| J.A. Sinoo | 31,000 | - | - | - | - | 31,000 |
| | 122,000 | - | - | - | - | 122,000 |
| **Members of the Executive Board** | | | | | | |
| J. H. Blejie * | 360,000 | 160,658 | - | 8,797 | - | 529,455 |
| W.J. Wienbelt ** | 143,750 | 62,000 | - | 5,468 | - | 211,218 |
| | 503,750 | 222,658 | - | 14,265 | - | 740,673 |
| **Total** | **625,750** | **222,658** | **-** | **14,265** | **-** | **862,673** |

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

** Mr. Wienbelt became a member of the Executive Board on 21 May 2014 and the remuneration is effective from 21 May 2014.

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

## 25. SHARES HELD BY MEMBERS OF THE EXECUTIVE BOARD AND SUPERVISORY BOARD

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

| | Number held at 31 December 2015 | Number held at 31 December 2014 |
|---|---|---|
| **Members of the Executive Board** | | |
| J. Blejie | 17,575 | 9,000 |
| W.J. Wienbelt | 4,285 | - |

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

## 26. OUTSTANDING OPTIONS HELD BY MEMBERS OF THE EXECUTIVE BOARD AND SUPERVISORY BOARD

### Executive Board
The members of the Executive Board did not have options in 2015 and 2014.

### Supervisory Board
The members of the Supervisory Board did not have options in 2015 and 2014.

## 27. LOANS TO MEMBERS OF THE EXECUTIVE BOARD AND SUPERVISORY BOARD

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

## 28. OTHER OPERATING EXPENSES

The other operating expenses item can be specified as follows:

| (x € 1,000) | **2015** | 2014 |
|---|---|---|
| Car and travel cost | 5,948 | 6,103 |
| Accommodation | 2,014 | 1,534 |
| Other costs | 6,989 | 4,933 |
| **Total** | **14,951** | **12,570** |

Other costs in 2015 include € 653 thousand related to the research of potential strategic combinations and the costs related to the acquisition of Strypes and Raster (2014: € 817 thousand).

## 29. FINANCIAL INCOME AND EXPENSES

The financial expenses comprise bank costs. The financial income comprised received bank interest. The 2015 financial expenses also include an amount of € 188 thousand for interest on the deferred acquisition consideration relating to Strypes Bulgaria (2014: € nil). The 2014 interest income included € 134 thousand fair value re-measurement regarding Improve.

## 30. INCOME TAX EXPENSES

| | Continuing operations | | Discontinued operations | |
|---|---|---|---|---|
| (x € 1,000) | 2015 | 2014 | 2015 | 2014 |
| Current taxes | 1,482 | 465 | - | - |
| Deferred taxes | (343) | (4,731) | - | 1,100 |
| **Total tax charge (relief)** | **1,139** | **(4,266)** | **-** | **1,100** |

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

| (x € 1,000) | Continuing operations 2015 | | Continuing operations 2014 | | Discontinued operations 2015 | | Discontinued operations 2014 | |
|---|---|---|---|---|---|---|---|---|
| Result before taxation | 4,690 | | 3,527 | | - | | (1,737) | |
| Income tax based on prevailing rate, in the Netherlands 25.0% (2014: 25.0%) | 1,173 | 25% | 882 | 25% | - | - | (434) | 25% |
| *Permanent Differences:* | | | | | | | | |
| Effect of tax rates in foreign regimes | (229) | -5% | - | 0% | - | - | (87) | 5% |
| Effect of non-deductible expenses | 144 | 3% | 525 | 15% | - | - | 294 | -17% |
| Effect of deductible expenses loan Germany | - | - | - | 0% | - | - | (154) | 9% |
| Effect of non-taxable income | 51 | 1% | (174) | -5% | - | - | - | - |
| Weighted Average Applicable Tax rate | 1,139 | 24% | 1,233 | 35% | - | - | (381) | 22% |
| Unrecognised carry-forward tax losses | - | - | - | 0% | - | - | 381 | -22% |
| Current tax effect amortisation loans ICT Germany | - | - | (768) | -22% | - | - | - | - |
| Deferred taxes effect liquidation ICT Germany | - | - | (4,731) | -134% | - | - | 1,100 | -63% |
| **Income tax expense (profit) / Average effective tax rate** | **1,139** | **24%** | **(4,266)** | **-121%** | **-** | **-** | **1,100** | **-63%** |

The effect of taxes in foreign regimes reflect the impact of different nominal tax rates in the fiscal jurisdictions in which ICT operates. In 2015 and 2014 the corporate tax rate in Germany amounted to 30%. In 2015, the nominal corporate tax rate in Bulgaria amounted to 10%.

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

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

The 2015 income tax expense (profit) includes an amount of € 337 thousand with respect to the 2015 amortisation on the intangible assets relating to the acquisition of Strypes Bulgaria and Raster.

Taxes are calculated on the profit or loss before taxation based on the tax rates in force, taking into account available tax relief.

ICT Automatisering N.V., together with its group companies in the Netherlands, but excluding Rijnmond Distribution Services B.V, Improve Quality Services B.V. and Raster Beheer B.V., forms one single fiscal entity. Tax is calculated and recharged within the tax Group as if the group companies were paying tax on a separate return basis.

## 31. EARNINGS PER SHARE

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

| | 2015 | 2014 |
|---|---|---|
| Weighted average number of outstanding ordinary shares | 8,747,544 | 8,747,544 |
| Effect of dilution due to shares granted by virtue of outstanding rights not covered by treasury shares | - | € 2,430 |
| Weighted average number of outstanding ordinary shares for calculating the effect of dilution | 8,747,544 | 8,747,544 |
| Net profit (loss) attributable to shareholders | 3,551,000 | 4,934,000 |
| | | |
| **Earnings per share:** | | |
| **From continuing and discontinued operations** | | |
| Basic earnings per share (in €) | 0.41 | 0.56 |
| Diluted earnings per share (in €) | 0.41 | 0.56 |
| **From continuing operations** | | |
| Basic earnings per share (in €) | 0.41 | 0.89 |
| Diluted earnings per share (in €) | 0.41 | 0.89 |

Due to the last exercised option rights in 2015 the total dilution effect amounted to € nil (2014: € 2.430) in total. This is per share € nil (2014: € 0.00028).

## 32. AUDITOR'S FEES

| | 2015 | | | 2014 | | |
|---|---|---|---|---|---|---|
| (x € 1,000) | Deloitte Accountants B.V. | Deloitte Network | Total | Deloitte Accountants B.V. | Deloitte Network | Total |
| Audit of the financial statements *) | 310 | 13 | 323 | 95 | 45 | 140 |
| Other audit services | 14 | - | 14 | 15 | - | 15 |
| Tax advisory services | - | 1 | 1 | - | - | - |
| Other non-audit services | - | - | - | - | - | - |
| **Total** | **324** | **14** | **338** | **110** | **45** | **155** |

* The 2015 audit fees include an amount of € 90 thousand relating to the 2014 audit.

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

## 33. RELATED PARTIES

### TRANSACTIONS WITH KEY MANAGEMENT PERSONNEL

Key management includes the directors (executive and non-executive) and the members of the Supervisory Board of ICT Automatisering N.V. and ICT Automatisering Netherlands B.V. The compensation paid or payable to key management is shown below:

| (x € 1,000) | 2015 | 2014 |
|---|---|---|
| Salaries, fees and other short-term employee benefits | 925 | 894 |
| Bonus | 275 | 311 |
| Termination benefits | - | - |
| Post-employment benefits | 7 | 9 |
| Other long-term benefits | - | - |
| Share-based payments | 123 | 14 |
| **Total** | **1,330** | **1,228** |

### OTHER RELATED PARTY TRANSACTIONS

In the ordinary course of business, ICT buys and sells goods and services from and to various related parties in which ICT has significant influence. The transactions mainly relate to the outsourcing of personnel and are conducted under terms and conditions that are equivalent to those that apply to arm's length transactions.

The following related parties are not included in the consolidation, being independent foundations.

- Stichting Administratiekantoor Participatieplan ICT *
- Stichting Administratiekantoor ICT **
- Stichting Continuïteit ICT

* in 2015 ICT renamed the "Stichting Personeelsoptieplan ICT" into "Stichting Administratiekantoor Participatieplan ICT". The Stichting Administratiekantoor Participatieplan ICT holds the shares related to the equity participation plan for ICT employees and issues share certificates to the employees (see note 23).
** since the last option rights were exercised in 2015 the foundation is dormant.

The transactions between ICT Automatisering Nederland B.V. on a 100% basis with InTraffic B.V., LogicNets Inc. and Greenflux Assets B.V. during the year can be specified as follows:

| x € 1,000 | 2015 | 2014 |
|---|---|---|
| Sales to related parties | 3,836 | 3,504 |
| Purchases from related parties | 45 | 556 |
| Receivables from related parties | 748 | 385 |
| Payables to related parties | - | - |

The transactions relate mainly to the outsourcing of personnel. The transactions take place at arm's length rates. The liabilities from related parties include trade creditors related to these transactions.

## 34. COMMITMENTS AND CONTINGENCIES NOT DISCLOSED IN THE BALANCE SHEET

### Credit facility

During 2015 credit institutions have granted new credit facilities of € 13.5 million in total. The new credit facility consists of a general credit facility of € 6 million (facility A), an acquisition facility of € 6.0 million (facility B) and a guarantee facility of € 1.5 million. The previous credit facility of € 4.5 million in total expired on 1 June 2015. This credit facility comprised a guarantee facility of € 2.5 million and an investment and financing facility of € 2.0 million.

At year-end 2015 the acquisition facility (facility B) was used for the amount of € 3.0 million. At year-end 2014 the investment and financing facility was unused.

The covenant requirements include a Senior Net Debt to EBITDA ratio (max. 2), an asset cover test, a revenue cover test and a clean down period of 3 consecutive business days per year. During 2015 and per 31 December 2015, the Company complied with all quarterly and annual bank covenant requirements.

### Guarantees

At the balance sheet date, outstanding guarantees amounted to € 1.2 million (2014: € 2.4 million). These guarantees were provided in connection with current rental and client commitments.

### Rental and lease commitments

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

**Rental**

| (x € 1,000) | **2015** | 2014 |
|---|---|---|
| No later than 1 year | 1,326 | 1,304 |
| Later than 1 year and no later than 5 years | 4,100 | 3,890 |
| Later than 5 years | 1,137 | 2,055 |
| **Total** | **6,563** | **7,249** |

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

**Car Lease**

| (x € 1,000) | **2015** | 2014 |
|---|---|---|
| No later than 1 year | 3,660 | 3,856 |
| Later than 1 year and no later than 5 years | 4,933 | 4,602 |
| Later than 5 years | - | - |
| **Total** | **8,593** | **8,458** |

### Legal procedures

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

### Fiscal unity

ICT Automatisering Nederland B.V. is part of the fiscal unity of ICT Automatisering N.V. for corporate tax purposes. On 16 September 2015, Raster Beheer B.V., Raster Industriële Automatisering B.V. and Raster Products B.V. were added to this fiscal unity for corporate tax. Under the Dutch Collection of State Taxes Act, each member of the fiscal unity is jointly and severally liable for any taxes payable by the tax group.

## 35. SUBSEQUENT EVENTS

### Buro Medische Automatisering (BMA)

On 5 February 2016, the Group acquired 51% of the shares and voting interests in Buro Medische Automatisering B.V., a leading Dutch Healthcare company based in Houten, the Netherlands. The acquisition of BMA marks another step in the growth strategy of ICT, as it enables ICT to further expand its position in the Healthcare market. BMA develops software products that are designed for electronic record-keeping and foetal monitoring, focusing on the optimisation of the working and decision-making processes at the maternity ward. BMA distinguishes itself by offering all necessary software modules in order to produce paperless synoptic reporting.
The purchase consideration for 51% of the shares amounts to € 3.2 million in total and comprises a cash payment of € 2.4 million and an amount paid in (newly issued) ICT shares of € 0.8 million (97,707 shares). The purchase consideration will be paid in 2016.
The remaining 49% will be acquired after a period of three years. This consideration for the second tranche will be payable after a period of three years based on the realized average yearly normalised EBITDA during this period.

As per the acquisition date, the Group has not yet determined the expected total consideration. As per the date of issuing these financial statements, the 2015 IFRS-compliant financial information for BMA as well the fair value of identifiable assets acquired and liabilities assumed, including the calculation of the goodwill amount are not yet available. It is expected that this financial information will become available in the first half of 2016. Consequently, the full IFRS disclosure on the business combinations will be made in 2016.

# COMPANY FINANCIAL STATEMENTS 2015

- Company balance sheet
- Company income statement
- Notes to the Company balance sheet

# COMPANY BALANCE SHEET AS AT 31 DECEMBER

(before profit appropriation)

| (x € 1,000) | Note | 2015 | | 2014 | |
|---|---|---|---|---|---|
| **Assets** | | | | | |
| **Non-current assets** | | | | | |
| Property, plant and equipment | 2 | 229 | | 400 | |
| Goodwill | 3 | 14,893 | | 10,881 | |
| Other intangible assets | 4 | 6,751 | | 130 | |
| Financial assets | 5 | 39,851 | | 30,796 | |
| Deferred tax assets | 6 | 4,129 | | 4,129 | |
| | | | 65,853 | | 46,336 |
| **Current assets** | | | | | |
| Receivables | 7 | 186 | | 454 | |
| Cash and cash equivalents | | 1,025 | | 3,986 | |
| | | | 1,211 | | 4,440 |
| | | | 67,064 | | 50,776 |
| **Equity and liabilities** | | | | | |
| **Shareholders' equity** | 8 | | | | |
| Issued share capital | | 875 | | 875 | |
| Share premium | | 8,411 | | 8,411 | |
| Currency translation reserve | | 97 | | 69 | |
| Legal reserve | | 1,392 | | 1,174 | |
| Treasury shares | | - | | - | |
| Retained earnings | | 21,171 | | 18,378 | |
| Profit (loss) for the year | | 3,551 | | 4,934 | |
| | | | 35,497 | | 33,841 |
| **Non-current liabilities** | 9 | | | | |
| Deferred tax liabilities | 6 | 1,786 | | - | |
| Share-based compensation liabilities | | 137 | | 14 | |
| Loans (long term) | | 2,280 | | - | |
| | | | 4,203 | | 14 |
| **Current liabilities** | 10 | | | | |
| Trade payables | | 382 | | 599 | |
| Payables to group companies | | 23,305 | | 14,518 | |
| Corporate income tax payable | | 685 | | 171 | |
| Other taxes and social security liabilities | | 89 | | 157 | |
| Loans (short term) | | 760 | | - | |
| Deferred acquisition consideration | | 1,538 | | - | |
| Provision for subsidiaries | | 59 | | 59 | |
| Other liabilities | | 546 | | 1,417 | |
| | | | 27,364 | | 16,921 |
| | | | 67,064 | | 50,776 |

# COMPANY INCOME STATEMENT

| (x € 1,000) | Note | **2015** | **2014** |
|---|---|---|---|
| Result of investments, in subsidiaries, associates and joint ventures | 5 | 6,167 | 878 |
| Other income and expense after tax | | (2,616) | 4,056 |
| Profit (Loss) of the year | 8 | 3,551 | 4,934 |

# NOTES TO THE COMPANY BALANCE SHEET

## 1. ACCOUNTING INFORMATION AND POLICIES

### 1.1 BASIS OF PREPARATION

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

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

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

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

## 2. PROPERTY, PLANT AND EQUIPMENT

The following overview shows movements in the assets included under this balance item during 2015 and 2014:

| | **2015** | | | 2014 | | |
|---|---|---|---|---|---|---|
| (x € 1,000) | Computer equipment | Other tangible fixed assets | Total | Computer equipment | Other tangible fixed assets | Total |
| **Cost** | | | | | | |
| **1 January** | **999** | **237** | **1,236** | **989** | **229** | **1,218** |
| Additions | - | - | - | 10 | 8 | 18 |
| Transfers | - | - | - | - | - | - |
| **31 December** | 999 | 237 | 1,236 | 999 | 237 | 1,236 |
| **Accumulated depreciation** | | | | | | |
| **1 January** | **(686)** | **(150)** | **(836)** | **(540)** | **(113)** | **(653)** |
| Depreciation | (131) | (40) | (171) | (146) | (37) | (183) |
| **31 December** | **(817)** | **(190)** | **(1,007)** | **(686)** | **(150)** | **(836)** |
| **Net book value 1 January** | **313** | **87** | **400** | **449** | **116** | **565** |
| **Net book value 31 December** | **182** | **47** | **229** | **313** | **87** | **400** |

## 3. GOODWILL

The movement in goodwill is as follows:

| (x € 1,000) | 2015 | 2014 |
|---|---|---|
| **At 1 January** | | |
| Cost | 16,961 | 16,961 |
| Accumulated impairment | (6,080) | (4,880) |
| Net book value | 10,881 | 12,081 |
| **Movement in cost** | | |
| Arising on acquisition | 4,012 | - |
| Impairment | - | (1,200) |
| | 4,012 | (1,200) |
| **At 31 December** | | |
| Cost | 20,973 | 16,961 |
| Accumulated impairment | (6,080) | (6,080) |
| **Net book value** | **14,893** | **10,881** |

For further information related to goodwill, we refer to the consolidated financial statements (note 8).

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

| (x € 1,000) | 2015 | 2014 Restated * |
|---|---|---|
| ICT Netherlands | 8,692 | 8,692 |
| Strypes Bulgaria | 1,009 | - |
| Raster | 3,003 | - |
| Improve | 2,189 | 2,189 |
| **Total** | **14,893** | **10,881** |

* The comparative figures for 2014 have been restated for the changes in the cash generating units. We refer to note 21 of the consolidated financial statements.

## 4. OTHER INTANGIBLE ASSETS

The following overview shows movements in the other intangible assets included under this balance item during 2015 and 2014:

| (x € 1,000) | 2015 | | | | 2014 | | | |
|---|---|---|---|---|---|---|---|---|
| | Software | Customer relations | Order backlog | Total | Software | Customer relations | Order backlog | Total |
| **Cost** | | | | | | | | |
| **1 January** | **716** | **-** | **-** | **716** | **716** | **-** | **-** | **716** |
| Arising on acquisition | 2,163 | 5,321 | 543 | 8,027 | - | - | - | - |
| **31 December** | 2,879 | 5,321 | 543 | 8,743 | 716 | - | - | 716 |
| **Accumulated amortisation** | | | | | | | | |
| **1 January** | **(586)** | **-** | **-** | **(586)** | **(511)** | **-** | **-** | **(511)** |
| Amortisation | (149) | (714) | (543) | (1,406) | (75) | - | - | (75) |
| **31 December** | **(735)** | **(714)** | **(543)** | **(1,992)** | **(586)** | **-** | **-** | **(586)** |
| **Net book value 1 January** | **130** | **-** | **-** | **130** | **205** | **-** | **-** | **205** |
| **Net book value 31 December** | **2,144** | **4,607** | **-** | **6,751** | **130** | **-** | **-** | **130** |

## 5. FINANCIAL ASSETS

Movement in the net asset value is as follows:

| (x € 1,000) | 2015 | 2014 |
|---|---|---|
| **Movement in financial assets for participation with a negative amount Balance as at 1 January** | **(10,223)** | **(6,873)** |
| Share of loss in participating interests | - | (3,350) |
| Share in negative net asset value | (10,223) | (10,223) |
| Transfer to provision subsidiaries | 59 | 59 |
| Loans as at 1 January | 10,164 | 10,073 |
| Changes to loans | - | 91 |
| **Balance as at 31 December** | - | - |
| **Movement in other participations Balance as at 1 January** | **30,796** | **25,737** |
| Share of profit in participating interests | 6,167 | 4,228 |
| Impairment | (400) | - |
| Dividend received | (455) | (937) |
| Additions | 3,715 | 1,699 |
| Exchange rate differences | 28 | 69 |
| **Balance as at 31 December** | **39,851** | **30,796** |

## 6. DEFERRED TAX ASSETS AND LIABILITIES

The deferred tax asset concerns the carry-forward losses for the liquidation of Germany. The deferred tax liabilities mainly relate to the intangible assets arising on the acquisition of Strypes Bulgaria and Raster. The movement in deferred taxes can be shown as follows:

| | 2015 | | | 2014 | | |
|---|---|---|---|---|---|---|
| (x € 1,000) | Deferred tax assets | Deferred tax liabilities | Total | Deferred tax assets | Deferred tax liabilities | Total |
| **Balance as at 1 January** | **4,129** | **-** | **4,129** | **-** | **(602)** | **(602)** |
| **Charged to the balance sheet:** | | | | | | |
| Intangible fixed assets - Software | - | (541) | (541) | - | - | - |
| Intangible fixed assets - Customer relations | - | (1,330) | (1,330) | - | - | - |
| Intangible fixed assets - Order backlog | - | (136) | (136) | - | - | - |
| Investment in associates | - | (116) | (116) | - | - | - |
| | - | (2,123) | (2,123) | - | - | - |
| **Gain / (loss) charged to the income statement:** | | | | | | |
| Intangible fixed assets - Software | - | 23 | 23 | - | - | - |
| Intangible fixed assets - Customer relations | - | 178 | 178 | - | - | - |
| Intangible fixed assets - Order backlog | - | 136 | 136 | - | - | - |
| Tax loss discontinued operations | - | - | - | 4,129 | 602 | 4,731 |
| | - | 337 | 337 | 4,129 | 602 | 4,731 |
| **Balance as at 31 December** | **4,129** | **(1,786)** | **2,343** | **4,129** | **-** | **4,129** |

For further explanation, see note 12 of the consolidated financial statements.

## 7. RECEIVABLES

The composition of the receivables is as follows:

| (x € 1,000) | 2015 | 2014 |
|---|---|---|
| Trade receivables | - | 6 |
| Other receivables | 12 | 189 |
| Prepayments and accrued income | 174 | 259 |
| **Balance as at 31 December** | **186** | **454** |

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

## 8. SHAREHOLDERS' EQUITY

The movements in shareholders' equity are as follows:

| (x € 1,000) | Ordinary shares | Cumulative preference shares | Share premium | Currency translation reserve | Legal reserve | Treasury shares | Retained earnings | Profit (loss) for the year | Total |
|---|---|---|---|---|---|---|---|---|---|
| **1 January 2014** | **875** | **-** | **8,411** | **-** | **1,689** | **-** | **20,322** | **(1,095)** | **30,202** |
| Net result for the year | - | - | - | - | - | - | - | 4,934 | 4,934 |
| Dividends paid | - | - | - | - | - | - | (1,312) | - | (1,312) |
| Exercised options | - | - | - | - | - | - | (52) | - | (52) |
| Exchange rate differences | - | - | - | 69 | - | - | - | - | 69 |
| Transfers | - | - | - | - | (515) | - | 515 | - | - |
| Prior year result allocation | - | - | - | - | - | - | (1,095) | 1,095 | - |
| **Balance at 31 December 2014** | **875** | **-** | **8,411** | **69** | **1,174** | **-** | **18,378** | **4,934** | **33,841** |
| **1 January 2015** | **875** | **-** | **8,411** | **69** | **1,174** | **-** | **18,378** | **4,934** | **33,841** |
| Net result for the year | - | - | - | - | - | - | - | 3,551 | 3,551 |
| Dividends paid | - | - | - | - | - | - | (2,012) | - | (2,012) |
| Purchase of subsidiaries | - | - | - | - | - | - | 110 | - | 110 |
| Exercised options | - | - | - | - | - | - | (33) | - | (33) |
| Exchange rate differences | - | - | - | 28 | - | - | - | - | 28 |
| Purchase of own shares | - | - | - | - | - | (1,760) | - | - | (1,760) |
| Sale of own shares | - | - | - | - | - | 1,772 | - | - | 1,772 |
| Transfers | - | - | - | - | 218 | (12) | (206) | - | - |
| Prior year result allocation | - | - | - | - | - | - | 4,934 | (4,934) | - |
| **Balance at 31 December 2015** | **875** | **-** | **8,411** | **97** | **1,392** | **-** | **21,171** | **3,551** | **35,497** |

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

The number of shares issued and paid up at the end of the financial year amounted to 8,747,544 (2014: 8,747,544).

### Share premium reserve
The share premium reserve includes an amount of € 1,158,000 which cannot be distributed to the shareholders with a dividend tax exemption.

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

### Legal reserve
The legal reserve concerns capitalised product development expenses, the undistributed net profits of Strypes Nederland B.V. and the undistributed net profits of Intraffic B.V. This reserve cannot be distributed.

## Treasury shares

When shares recognised as equity are repurchased, the amount of the consideration paid, which includes directly attributable costs is recognised as a deduction from equity. Repurchased shares are classified as treasury shares and are presented in the treasury share reserve. When treasury shares are sold or reissued subsequently, the amount received is recognised as an increase in equity and the resulting surplus or deficit on the transaction is presented within share premium.

In 2015 ICT obtained treasury shares for the newly introduced share participation plan for employees, for the share based payments for the Executive Board, the partial fulfilment of payment of the acquisition of Raster.

The average purchase price of the ordinary treasury shares was € 6.66.

On 31 December 2015 ICT possessed no own treasury shares.

The changes in the number of issued and outstanding shares in 2015 and 2014 are shown in the following table.

| **Treasury shares** | Number of shares | Average rate in Euros | Reserve for treasury shares (x € 1,000) | Retained earnings (x € 1,000) |
|---|---|---|---|---|
| At 1 January 2014 | - | - | - | - |
| - Purchased own shares in 2014 | - | - | - | - |
| - Repurchased own shares in 2014 | - | - | - | - |
| At 31 December 2014 | - | - | - | - |
| - Purchased own shares in 2015 for the acquisition of Raster | 222,612 | € 6.48 | 1,443 | - |
| - Payment in shares in 2015 for the acquisition of Raster | (222,612) | € 6.58 | (1,464) | - |
| - Purchased own shares in 2015 for the personnel share plan | 41,463 | € 7.65 | 317 | - |
| - Repurchased own shares in 2015 for the personnel share plan | (41,463) | € 7.43 | (308) | - |
| - Profit transfer to retained earnings | | | 12 | (12) |
| **At 31 December 2015** | **-** | **-** | **-** | **(12)** |

## Stichting Continuïteit ICT (ICT Continuity Foundation) and preference shares

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

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

## 9. NON-CURRENT LIABILITIES

The non-current liabilities can be specified as follows:

| (x € 1,000) | **2015** | 2014 |
|---|---|---|
| Deferred tax liabilities (note 6) | 1,786 | - |
| Share-based compensation liabilities | 137 | 14 |
| Loans | 2,280 | - |
| **Balance as at 31 December** | **4,203** | **14** |

For share based compensation liabilities and loans see note 16 and 17 of the consolidated financial statements.

## 10. CURRENT LIABILITIES

The current liabilities can be specified as follows:

| (x € 1,000) | **2015** | 2014 |
|---|---|---|
| Trade payables | 382 | 599 |
| Payables to group companies | 23,305 | 14,518 |
| Corporate income tax payable | 685 | 171 |
| Other taxes and social security liabilities | 89 | 157 |
| Loans (short term) | 760 | - |
| Deferred acquisition consideration | 1,538 | - |
| Provision for subsidiaries | 59 | 59 |
| Other liabilities | 546 | 1,417 |
| **Total** | **27,364** | **16,921** |

The other liabilities include outstanding costs to be paid to suppliers and employees. At 31 December 2014, other current liabilities included an amount of € 250,000 for the acquisition of the remaining 10% of shares in Improve as per 1 January 2015.

For the deferred acquisition consideration see note 19 of the consolidated financial statements.

## 11. TAXES

ICT Automatisering Nederland B.V is part of the fiscal unity of ICT Automatisering N.V. for corporate tax. On 16 September 2015, Raster Beheer B.V., Raster Industriële Automatisering B.V. and Raster Products B.V. joined this fiscal unity for corporate tax. ICT Automatisering Nederland B.V and Rijnmond Distributie Services B.V. are part of the fiscal unity of ICT Automatisering N.V. for VAT. These entities are jointly and severally liable for the tax liabilities of the tax entity as a whole.

## 12. COMMITMENTS AND CONTINGENCIES NOT INCLUDED ON THE BALANCE SHEET

Except for the guarantees and lease commitments, please see note 34 for this item in the consolidated financial statements.

### Guarantees

At balance sheet date the guarantees outstanding for ICT Automatisering N.V. amounted to € 863,000 (2014: € 1,882,000). The guarantees outstanding as at 31 December 2015 were provided in accordance with current rental commitments. Guarantees outstanding as at 31 December 2014 also included guarantees regarding the sale of the German activities.

Under the Company's credit facility, ICT Automatisering N.V., ICT Automatisering Nederland B.V., Rijnmond Distributie Services B.V., Improve Quality Services B.V. and ICT Nearshoring B.V. have pledged their current and future receivables from trading activities.

### Rental and lease commitments

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

**Rental**

| (x € 1,000) | **2015** | 2014 |
|---|---|---|
| No later than 1 year | 523 | 366 |
| Later than 1 year and no later than 5 years | 2,091 | 1,464 |
| Later than 5 years | 591 | 706 |
| **Total** | **3,205** | **2,536** |

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

**Car Lease**

| (x € 1,000) | **2015** | 2014 |
|---|---|---|
| No later than 1 year | 19 | 42 |
| Later than 1 year and no later than 5 years | 20 | 49 |
| Later than 5 years | - | - |
| **Total** | **39** | **91** |

### Article 403 Statement Book 2 of the Dutch Civil Code

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

### Subordination Declaration

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

## 13. AUDITOR'S FEES

For the auditor's fees, see note 32 of the consolidated financial statements.

## 14. EMPLOYEE BENEFIT EXPENSES

| (x € 1,000) | **2015** | 2014 |
|---|---|---|
| | | |
| Supervisory Board | 140 | 122 |
| Executive Board | 813 | 726 |
| LTIP Key management personnel | 123 | 14 |
| | | |
| Other staff costs: | | |
| Salaries | 647 | 798 |
| Social security contributions | 52 | 50 |
| Pension contributions | 15 | 17 |
| LTIP Employee equity participation | 41 | - |
| **Total** | **1,831** | **1,727** |

| **FTEs** | **2015** | 2014 |
|---|---|---|
| Average number of staff | 4 | 5 |

None of the employees were employed outside the Netherlands.

## 15. REMUNERATION OF THE EXECUTIVE BOARD AND THE SUPERVISORY BOARD

For the remuneration of the Executive Board and the Supervisory Board, please see note 24 of the consolidated financial statements.

## 16. SUBSEQUENT EVENTS

**Buro Medische Automatisering (BMA)**

On 5 February 2016, the Group acquired 51% of the shares and voting interests in Buro Medische Automatisering B.V., a leading Dutch Healthcare company based in Houten, the Netherlands. The acquisition of BMA marks another step in the growth strategy of ICT, as it enables ICT to further expand its position in the Healthcare market. BMA develops software products that are designed for electronic record-keeping and foetal monitoring, focusing on the optimisation of the working and decision-making processes at the maternity ward. BMA distinguishes itself by offering all necessary software modules in order to produce paperless synoptic reporting.
The purchase consideration for 51% of the shares amounts to € 3.2 million in total and comprises a cash payment of € 2.4 million and an amount paid in (newly issued) ICT shares of € 0.8 million (97,707 shares). The purchase consideration will be paid in 2016.
The remaining 49% will be acquired after a period of three years. This consideration for the second tranche will be payable after a period of three years based on the realized average yearly normalised EBITDA during this period.

As per the acquisition date, the Group has not yet determined the expected total consideration. As per the date of issuing these financial statements, the 2015 IFRS-compliant financial information for BMA as well the fair value of identifiable assets acquired and liabilities assumed, including the calculation of the goodwill amount are not yet available. It is expected that this financial information will become available in the first half of 2016. Consequently, the full IFRS disclosure on the business combinations will be made in 2016.

Barendrecht, 2 March 2016

**Executive Board**
*J.H. Blejie*
*W.J. Wienbelt*

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

# OTHER INFORMATION

- Provisions in the articles of association related to the appropriation of profit
- Proposed profit appropriation
- Stichting Continuïteit ICT
- Confirmation of independence
- Stichting Personeelsoptieplan ICT
- Relevant events occurring after the balance sheet date
- Independent auditor’s report
- Five-year financial summary

## PROVISIONS IN THE ARTICLES OF ASSOCIATION RELATED TO THE APPROPRIATION OF PROFIT

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

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

## PROPOSED PROFIT APPROPRIATION

On 11 May 2016, a proposal will be tabled at the General Meeting for a dividend distribution.
This represents a cash dividend of € 0.24 per share with a nominal value of € 0.10 based on the number of issued shares at year-end 2015.

## STICHTING CONTINUÏTEIT ICT

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

## CONFIRMATION OF INDEPENDENCE

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

## STICHTING PERSONEELSOPTIEPLAN ICT

ICT introduced an equity participation plan for all ICT employees with a permanent job contract. Once per calendar year the employee will have the opportunity to purchase ICT shares at a 13.5% discount compared to the stock exchange price. On top of this discount each employee will receive a cash bonus after three years equal to the value of one ICT share at the time for every four shares purchased at a 13.5% discount. The 13.5% discount applies to shares acquired by employees with the net amount of the annual bonus and/or a net sum amounting to one gross month's salary. These two net amounts together determine the maximum number of shares that can be acquired at a discount. Shares bought at a 13.5% discount are subject to a lock-up period of three years. Even if the employment is terminated early, this 3-year period will continue to apply. During this period the shares cannot be sold. The 'bonus' will be distributed if one is still in the employ of ICT after three years and will be paid in cash. If one retires during this period, all rights will be maintained.

ICT has renamed the Stichting Personeelsoptieplan ICT to the Stichting Administratiekantoor Participatieplan ICT (STAK) to issue depositary receipts for shares. Depositary receipts for shares follow the share price, but have different rights. Entitlement to benefits (such as price and dividend) are identical, but legal ownership (such as voting right) is with the STAK board. The board acts as a single shareholder and represents the votes of the staff.

## RELEVANT EVENTS OCCURRING AFTER BALANCE SHEET DATE

**Buro Medische Automatisering (BMA)**

On 5 February 2016, the Group acquired 51% of the shares and voting interests in Buro Medische Automatisering B.V., a leading Dutch Healthcare company based in Houten, the Netherlands. The acquisition of BMA marks another step in the growth strategy of ICT, as it enables ICT to further expand its position in the Healthcare market. BMA develops software products that are designed for electronic record-keeping and foetal monitoring, focusing on the optimisation of the working and decision-making processes at the maternity ward. BMA distinguishes itself by offering all necessary software modules in order to produce paperless synoptic reporting. The purchase consideration for 51% of the shares amounts to € 3.2 million in total and comprises a cash payment of € 2.4 million and an amount paid in (newly issued) ICT shares of € 0.8 million (97,707 shares). The purchase consideration will be paid in 2016. The remaining 49% will be acquired after a period of three years. This consideration for the second tranche will be payable after a period of three years based on the realized average yearly normalised EBITDA during this period.

As per the acquisition date, the Group has not yet determined the expected total consideration. As per the date of issuing these financial statements, the 2015 IFRS-compliant financial information for BMA as well the fair value of identifiable assets acquired and liabilities assumed, including the calculation of the goodwill amount are not yet available. It is expected that this financial information will become available in the first half of 2016. Consequently, the full IFRS disclosure on the business combinations will be made in 2016.

# INDEPENDENT AUDITOR'S REPORT

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

## REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS 2015

### Our Opinion

We have audited the financial statements 2015 of ICT Automatisering N.V. ("ICT" or "the Company"), based in Barendrecht. The financial statements include the consolidated financial statements and the company financial statements.

In our opinion:
- The consolidated financial statements give a true and fair view of the financial position of ICT Automatisering N.V. as at 31 December 2015, and of its results and its cash flows for 2015 in accordance with International Financial Reporting Standards as adopted by the European Union (EU-IFRS) and with Part 9 of Book 2 of the Dutch Civil Code.
- The company financial statements give a true and fair view of the financial position of ICT Automatisering N.V. as at 31 December 2015, and of its results for 2015 in accordance with Part 9 of Book 2 of the Dutch Civil Code.

### What we have audited

The consolidated financial statements comprise:
- the consolidated balance sheet as at 31 December 2015;
- the following statements for 2015: consolidated statement of total comprehensive income, changes in equity and cash flows for the year then ended; and
- the notes comprising a summary of the significant accounting policies and other explanatory information.

The company financial statements comprise:
- the Company balance sheet as at 31 December 2015;
- the Company income statement for 2015; and
- the notes comprising a summary of the significant accounting policies and other explanatory information.

### Basis for our opinion

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

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

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

## Our audit approach

### Report of the Executive Board

- Prepared in accordance with Part 9 Book 2 Dutch Civil Code
- Consistent with financial statements

### Key Audit Matters

- Valuation of goodwill and other intangible assets
- Judgment in valuation of revenue to be invoiced and revenue to be recognized on fixed price projects
- Acquisitions
- Valuation of deferred tax assets and liabilities


### Materiality

Materiality for the financial statements as a whole € 690,000 (2014: € 700,000)

### Scope

Deloitte, with help of other component auditors, audited the Company, 4 (significant) group components and the investment in joint venture

As part of our audit we have determined materiality and used it to assess the risks of material misstatement. We have specifically assessed accounts where subjectivity is high because of estimates regarding uncertain future developments. We have likewise specifically focused on the risk related to management override of controls and the risk of material misstatement due to fraud. In addition, our audit expressly included the continuity and reliability of the automated information systems.

## Materiality

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

Based on our professional judgement we determined the materiality for the financial statements as a whole at EUR 690,000 (2014: EUR 700,000). The materiality is based on the average of 10% of result before financial income and expenses, taxes, depreciation and amortization and 1.2% of net revenues from continuing operations. We have also taken into account misstatements and/or possible misstatements that in our opinion are material for the users of the financial statements for qualitative reasons.

Audits of the group entities (components) were performed using materiality levels determined by the judgement of the group audit team, taking into account the materiality of the consolidated financial statements as a whole and the reporting structure within the group. Component materiality did not exceed EUR 276,000 (2014: EUR 280,000) and is for certain components based on the lower statutory materiality levels.

| Materiality overview | |
|---|---|
| Group materiality level | EUR 690,000 |
| Basis for group materiality level | Average of 10% of result before financial income and expenses, taxes, depreciation and amortization and 1.2% of net revenues from continuing operations |
| Threshold for reporting misstatements | EUR 34,500 |

We agreed with the Supervisory Board that misstatements in excess of EUR 34,500 (2014: EUR 35,000), which are identified during the audit, would be reported to them, as well as smaller misstatements that in our view must be reported on qualitative grounds.

## Scope of the group audit

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

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

Our group audit mainly focused on 4 (significant) group components and the investment in joint venture covering the following countries: The Netherlands (4) and Bulgaria (1). Furthermore, we performed additional procedures at group level on significant areas such as goodwill and intangible assets, acquisitions and the income tax position. This resulted in a coverage of 99% of net revenues, and 97% of total assets. The remaining 1% of total net revenues and 3% of total assets results from components, none of which individually represents more than 1% of revenues or 1% of total assets. For these remaining components, where considered necessary, we performed, amongst others, analytical procedures or specific audit procedures on certain account balances to corroborate our assessment that there are no significant risks of material misstatements.

The group audit team sent detailed instructions to all component auditors, that covered significant components and the investment in joint venture, including the relevant risks of material misstatement and set the information to be reported back to the group audit team.
For all the components in scope, visited or not, periodic conference calls were held with the component auditors, local management and group management. During these visits and conference calls, amongst other, the planning, risk assessment, audit procedures performed, findings and observations reported to local management and the group audit team were, where relevant, reviewed and discussed. Where deemed necessary by the group engagement team additional audit procedures have been performed by the components auditors.

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

## Our key audit matters

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

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

| Key audit matter | How the key audit matter was addressed in the audit |
|---|---|
| **Valuation of goodwill and other intangible assets** | |
| Goodwill and other intangible assets amount to respectively EUR 14.9 million and EUR 6.9 million and represent 37% of the consolidated balance sheet total at December 31, 2015. The annual impairment test was significant to our audit because the assessment process is judgmental and is based on assumptions that are affected by expected future market or economic conditions. The Company's goodwill is allocated to cash generating units ("CGU") ICT Netherlands, Strypes Bulgaria, Raster and Improve. | In our audit we assessed and challenged management's assumptions used in the impairment model with certain key assumptions as outlined in Note 8 to the consolidated financial statements. Specifically, we assessed the cash flow projections, the Weighted Average Cost of Capital, the perpetuity growth rates and the sensitivities used, with the assistance from our valuation experts, where appropriate, by looking at external market data and by assessing the historical accuracy of management's forecasting.<br><br>We further assessed the impact of the revised operating segment as disclosed in note 21 and the modifications therein within ICT's CGUs for the purpose of the goodwill impairment.<br>We also assessed the adequacy of the Company's disclosure Note 8 to the consolidated financial statements summarizing those assumptions to which the outcome of the impairment test is most sensitive. |
| **Judgment in valuation of revenue to be invoiced and revenue to be recognized on fixed price and other projects** | |
| Reference is made to notes 4.12, 4.21 and 5 of the Consolidated Financial Statements for the significant accounting principles on trade and other receivables, revenue recognition and the measurement of fixed price and other projects. Approximately 4% of the total assets and 46% of the total net revenues relate to fixed price and other contracts.<br><br>The recognition of revenue and the estimation of the outcome of fixed price and other contracts requires significant management's judgment, in particular with respect to estimating the stage of completion and the expected time to completion. We identified revenue from fixed price and other contracts as a significant risk, requiring special audit consideration. In addition, significant management judgment is required to assess the expected loss when it is expected that the total project costs will exceed the project revenues in respect of fixed price and other contracts. | With involvement of our component auditors, we evaluated the significant judgments made by management, whereby we examined project documentation and discussed the status of fixed price projects under construction with management, finance and project managers of the Company.<br><br>We have also tested the relevant controls the Company designed and implemented over its process to record fixed price and other contract hours, costs and contract revenues and the calculation of the stage of completion.<br><br>We also performed test of details e.g. vouching to underlying contracts and hours incurred to assess the status of the fixed price and other projects. |
| **Acquisitions** | |
| In 2015, ICT acquired two companies (Strypes Bulgaria and Raster), for a total purchase consideration of EUR 12.9 million. The Company prepared with the help of valuation specialists a purchase price allocation for these acquisitions, by which the purchase price is allocated to the assets and liabilities of the respective acquired company.<br><br>The acquisitions and the purchase price allocation are disclosed in note 3 of the consolidated financial statements and requires significant management estimates to prepare a purchase price allocation. | In our audit of the accounting of the acquisitions, we assessed the sale/purchase agreements and tested the payment of the purchase price to the sellers. An important element of our audit relates to the identification of the acquired assets (e.g. valuation of customer relations, order backlog and software) and liabilities (provisions, other liabilities). We tested this identification based on our understanding of the business of the acquired companies and the explanations and plans of the management that supported this acquisition. Subsequently, we tested the fair values of the acquired assets and liabilities based on common valuation models with the help of our valuation specialists.<br><br>As disclosed in note 3, the purchase price allocation of Raster is provisional. As a result, adjustments can be made in 2016 to the purchase price allocations based on new information. Furthermore, we assessed the adequacy of the disclosures in the financial statements regarding these acquisitions. |

| Valuation of deferred tax assets and liabilities | |
|---|---|
| The ICT's deferred tax assets and deferred tax liabilities as at 31 December 2015 are valued at EUR 4.1 million and EUR 2.9 million respectively. Under EU-IFRS, the Company is required to annually determine the valuation of deferred tax positions. This was significant to our audit because the assessment process is complex and judgmental and is based on assumptions that are affected by expected future market or economic conditions (i.e. the future profitability of the operations of the Dutch fiscal unity).<br><br>The main element in the deferred tax assets is related to the discontinuance of the ICT German activities in fiscal year 2014 based on an agreement with the Dutch tax authorities, as the sale of ICT German automotive operations in 2014 is expected to result in a tax loss ('stakingsverlies') which can be off-set against (future) taxable profits in the Netherlands. The deferred tax liability is for an amount of EUR 1.1 million related to the liquidation in process of ICT Software Engineering GmbH. | We tested the amounts recognized as deferred tax assets and liabilities using internal tax specialists to assist us in verifying and interpreting the agreement ("vaststellingsovereenkomst") reached with the Dutch tax Authorities and evaluating the assumptions, such as expected future taxable income and, where relevant, available tax planning strategies in future years, and methodologies used by the Company.<br>We also assessed the adequacy of the Company's disclosure notes 12 and 30 to the consolidated financial statements. |

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

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

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

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

## Our responsibilities for the audit of the financial statements

Our objective is to plan and perform the audit assignment in a manner that allows us to obtain sufficient and appropriate audit evidence for our opinion.

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not have detected all errors and fraud.

We have exercised professional judgment and have maintained professional skepticism throughout the audit, in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. Our audit included e.g.:

- Identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Executive Board.
- Concluding on the appropriateness of Executive Board's use of the going concern basis of accounting, and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company ceasing to continue as a going concern.
- Evaluating the overall presentation, structure and content of the financial statements, including the disclosures; and
- Evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the Supervisory Board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant findings in internal control that we identify during our audit.
We provide the Supervisory Board with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Supervisory Board, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters.

We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or, in extremely rare circumstances, when non-mentioning is in the public interest.

## Report on other legal and regulatory requirements

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

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

## Engagement

We were appointed as auditor of ICT Automatisering N.V. by the General Meeting of Shareholders as of the audit for the year 2012 and have operated as statutory auditor ever since that date.
Amsterdam, 2 March 2016

Deloitte Accountants B.V.

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

# FIVE-YEAR FINANCIAL SUMMARY

| | 2015 | 2014 | 2013 | 2012 | 2011 |
|---|---|---|---|---|---|
| **Results (× € 1,000)** | | | | | |
| Revenue | 71,787 | 63,043 | 60,790 | 72,929 | 75,930 |
| EBITDA | 7,142 | 4,657 | 4,587 | (154) | 3,902 |
| Amortisation / depreciation / impairment | 1,824 | 1,502 | 3,739 | 4,469 | 10,868 |
| Operating profit | 5,318 | 3,155 | 848 | (4,623) | (6,966) |
| Net profit (loss) [1), 2)] | 3,551 | 4,934 | (1,095) | (5,327) | (8,321) |
| Net cash flow from operating activities | 6,122 | 3,805 | 4,669 | (520) | (3,396) |
| Dividend | 2,099 | 2,012 | 1,312 | - | 787 |
| **Assets (x € 1.000)** | | | | | |
| Non-current assets | 30,746 | 19,332 | 15,711 | 19,178 | 23,958 |
| Current assets | 27,482 | 30,100 | 30,771 | 27,835 | 28,691 |
| Non-current liabilities | 5,303 | 1,114 | 986 | 773 | 2,445 |
| Current liabilities | 17,428 | 14,345 | 15,167 | 14,694 | 12,504 |
| Shareholders' equity | 35,497 | 33,973 | 30,329 | 31,546 | 37,700 |
| Total assets | 58,228 | 49,432 | 46,482 | 47,013 | 52,649 |
| **Employees** | | | | | |
| FTE as at 31 December | 764 | 632 | 607 | 744 | 770 |
| Average number of FTEs | 711 | 618 | 602 | 752 | 765 |
| Revenue per employee (* € 1,000) | 101 | 102 | 101 | 97 | 99 |
| EBITDA per employee (* € 1,000) | 10 | 8 | 8 | - | 5 |
| Operating profit per employee (* € 1,000) | 7 | 5 | 1 | (6) | (9) |
| **Ratios** | | | | | |
| EBITDA/ revenue | 9.9% | 7.4% | 7.5% | -0.2% | 5.1% |
| Operating profit/revenue | 7.4% | 5.0% | 1.4% | -6.3% | -9.2% |
| Net profit (loss)/revenue [1), 2)] | 4.9% | 7.8% | -1.8% | -7.3% | -11.0% |
| Net profit (loss)/average shareholders’ equity [1), 2)] | 10.2% | 15.3% | -3.5% | -15.4% | -19.3% |
| Current assets/current liabilities | 1.58 | 2.10 | 2.03 | 1.89 | 2.29 |
| Group equity/total assets | 0.61 | 0.69 | 0.65 | 0.67 | 0.72 |
| **Per share of € 0.10 (nominal in euro)** | | | | | |
| Net profit (loss) [1), 2), 3)] | 0.41 | 0.56 | (0.13) | (0.61) | (0.95) |
| Net cash flow from operating activities [3)] | 0.70 | 0.43 | 0.53 | (0.06) | (0.39) |
| Dividend [4)] | 0.24 | 0.23 | 0.15 | - | 0.09 |
| Shareholders’ equity [4)] | 4.06 | 3.88 | 3.47 | 3.61 | 4.31 |
| Outstanding ordinary shares at year end | 8,747,544 | 8,747,544 | 8,747,544 | 8,747,544 | 8,747,544 |
| Average outstanding ordinary shares during the year | 8,747,544 | 8,747,544 | 8,747,544 | 8,747,544 | 8,747,544 |

1) Represents the net profit (loss) attributable to the shareholders of ICT Automatisering N.V.
2) Net profit in 2014 included a one off deferred tax benefit of € 5.6 million positive in the Netherlands, related to the liquidation of the German subsidiary.
3) Based on the average number of issued shares.
4) Based on number of issued shares at year end.

# OUR SUBSIDIARIES AND PARTICIPATIONS

## The Netherlands

ICT Automatisering N.V.
Kopenhagen 9, 2993 LL, Barendrecht (Head office)

ICT Automatisering Nederland B.V.
Kopenhagen 9, 2993 LL, Barendrecht
Voltastraat 4, 4622 RP, Bergen op Zoom
Munsterstraat 7, 7418 EV, Deventer
Avelingen West 70, 4202 MV, Gorinchem
Rozenburglaan 1, 9727 DL, Groningen
Horsterweg 18g, 6199 AC, Maastricht Airport
Professor Dr. Dorgelolaan 30, 5613 AM Eindhoven

Rijnmond Distributie Services B.V.
Kopenhagen 9, 2993 LL, Barendrecht

Improve Quality Services B.V.
Professor Dr. Dorgelolaan 30, 5613 AM Eindhoven

Raster Beheer B.V., Raster Products B.V. and Raster Industriële Automatisering B.V.
Oude Maasdijk 30, 6621 AC, Dreumel

Raster BVBA
Hoogveld 44, 9200, Dendermonde, België

Raster Industrielle Automatisierung GmbH
Heinz-Bäcker-Str. 34, 45356, Essen, Germany

InTraffic B.V.
Iepenhoeve 11, 3438 MR, Nieuwegein

Greenflux Assets B.V.
Mauritskade 63, 1092 AD, Amsterdam

ICT Nearshoring B.V.
Grasplantsoen 46, 5658 HE, Eindhoven

Strypes Nederland B.V.
Broekhuizerlaan 3, 3956 NS, Leersum

## Bulgaria

Strypes EOOD Ltd.
Maystor Aleksi Rilets, floor 2 10A, 1618 Sofia

Strypes Nearshoring Ltd.
Racho Dimchev Str. 8, 100 Sofia

## Germany

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## Poland

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