

ANNUAL REPORT 2014
IdB Holdings S.A.

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DIRECTORS AND PROFESSIONAL ADVISORS

IdB Holdings S.A.

Board of directors

Kantor, Ian (Chairman)

Sieradzki, Peter (Executive)

Mooij, Rob (Executive)

Georgala, Steven (Non-Executive)

Ernzer, Marcel (Non-Executive)

Jaakke, John (Non-Executive)

Legal advisors

Freshfields Bruckhaus Deringer

M. Partners

Registered office and number

IdB Holdings S.A.

58 Rue Charles Martel

L-2134 Luxembourg

www.idbholdingssa.com

SALIENT FEATURES

Consolidated

| | 2014 | 2013 | Change % |
|--|-------|-------|----------|
| Results | | | |
| Operating income / (loss) (€ million) | 0.0 | 0.8 | (98%) |
| Operating profit / (loss) (€ million) | (1.1) | (0.5) | (96%) |
| Profit / (loss) before tax (€ million) | 0.3 | 1.6 | (83%) |
| Net result (€ million) | 0.1 | 1.2 | (91%) |
| Balance sheet | | | |
| Total assets (€ million) | 62.9 | 66.6 | (6%) |
| Shareholders' equity (€ million) | 61.7 | 65.4 | (6%) |
| Number of ordinary shares of € 2.00 each in issue net of treasury shares (million) | 4.9 | 4.9 | 0% |

DIRECTORS' REPORT

The Company continues to hold an indirect participation of 36.98% in Bank Insinger de Beaufort N.V. ("the Bank") through its subsidiary IdB Finance S.à.r.l. ("IdBF"). The Group treats the investment in the Bank as an investment in an associate. The results and assets and liabilities of associates are incorporated in the financial statements using the equity method of accounting. As disclosed in the Circular to Shareholders dated 5 March 2009, BNP Paribas Wealth Management SA ("BNPPWM") had a call option on the remaining shares in the Bank. At the end of April 2013 BNPPWM indicated that they will not exercise the call option. The Company has reviewed and explored its options available under the agreement with BNPPWM. Reference is made to the information on this included in the Circular to Shareholders dated 5 March 2009. Pursuant to this review IdBF has issued a notice to the Bank and BNPPWM of its decision to exercise its contractual right under the shareholders' agreement between BNPPWM and IdBF, dated 9 April 2009 to require the Bank to apply for a listing of all the shares of the Bank on an appropriate regulated market, and to float on the same market 49% of these shares, consisting of all of the shares held by IdBF (36.98%) with the balance (12.02%) made up of shares held by BNPPWM. The Bank and its shareholders have been discussing how such a listing should be effectuated under the terms of the shareholders' agreement. These discussions have been put on hold by the shareholders while they are discussing potential alternatives to a listing.

Key financial data of the Bank are included in this Annual Report in Note 11.

The Group reports a net profit of € 0.1 million for the year ended 31 December 2014, compared to a net profit of € 1.2 million for the whole year 2013. The decrease was mainly due to a lower result from associates and the absence of certain one-off items due to the liquidation of certain companies.

Ian Kantor
30 April 2015

Rob Mooij
30 April 2015

Peter Sieradzki
30 April 2015

CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 December 2014

Consolidated statement of profit or loss and other comprehensive income
for the year ended 31 December 2014

| | Notes | 2014 € '000 | 2013 € '000 |
|---|-------|-----------------------|-----------------------|
| Interest income | | 15 | 23 |
| Interest expense | | - | - |
| Net interest income | 7 | 15 | 23 |
| Other operating income | 8 | 3 | 769 |
| Operating income | | 18 | 792 |
| Personnel costs | 9 | (229) | (153) |
| Other operating expenses | 10 | (845) | (1,177) |
| Operating profit/(loss) | | (1,056) | (538) |
| Share of results from associates | 11 | 1,319 | 2,128 |
| Profit/(loss) before taxation | | 263 | 1,590 |
| Taxation | 12 | (159) | (435) |
| Profit/(loss) for the year | | 104 | 1,155 |
| Attributable to the owners of the parent | | 104 | 1,155 |
| <i>Other comprehensive income from associate that will not be reclassified subsequently to profit or loss:</i> | | | |
| - Net actuarial gains/ (losses) defined benefit obligations, net of tax | | (316) | 427 |
| <i>Other comprehensive income from associate that may be reclassified subsequently to profit or loss:</i> | | | |
| - Net gains/(losses) from changes in fair value, net of tax | | 197 | (220) |
| - Net investment hedge | | - | (5) |
| - Translation adjustments | | 4 | 65 |
| <i>Other comprehensive income from (indirect) subsidiaries that may be reclassified subsequently to profit or loss:</i> | | | |
| - Net gains/(losses) from changes in fair value, net of tax | | - | - |
| - Translation adjustments | | - | - |
| Changes in fair value and translation adjustments related to ceased activities of (indirect) subsidiaries charged through P&L | | - | (72) |
| Total comprehensive income for the year | | (11) | 1,350 |
| Attributable to the owners of the parent | | (11) | 1,350 |

The notes on pages 13 to 43 are an integral part of these financial statements.

Consolidated statement of financial position

as at 31 December 2014

(before appropriation of result)

| | Notes | 2014 | 2013 |
|--|-------|---------------|---------------|
| | | € '000 | € '000 |
| Assets | | | |
| Loans and advances to credit institutions | 13 | 4 | 4 |
| Related party receivables | 14 | 6,100 | 11,084 |
| Other current assets | 15 | 121 | 93 |
| Investment in associates | 6 | 56,647 | 55,449 |
| Total assets | | 62,872 | 66,630 |
| Liabilities | | | |
| Related party payables | 16 | 78 | 128 |
| Other current liabilities | 17 | 161 | 401 |
| Tax liabilities | | 894 | 696 |
| Total liabilities | | 1,133 | 1,225 |
| Equity attributable to equity holders of parent | | | |
| Shareholders' equity | | 61,635 | 64,250 |
| Result for the year | | 104 | 1,155 |
| | | 61,739 | 65,405 |
| Total equity and liabilities | | 62,872 | 66,630 |

The notes on pages 13 to 43 are an integral part of these financial statements.

Consolidated statement of changes in equity

for the year ended 31 December 2014

| Notes | Shares net of treasury Shares | Attributable to shareholders | | | | | | | |
|--|-------------------------------------|------------------------------|------------------|-------------------------|------------------------|-------------------|---------------------------|-------------------------------|---------------|
| | | Share Capital | Share premium | Revaluation reserves | Translation reserve | Other reserves | Result for the year | Treasury shares reserve | Total |
| | | €'000 | €'000 | €'000 | €'000 | €'000 | €'000 | €'000 | €'000 |
| | 4,873,930 | 9,748 | - | 256 | (70) | 54,316 | 1,155 | - | 65,405 |
| Balance at 1 January 2014 | | | | | | | | | |
| Net profit | - | - | - | - | - | - | 104 | - | 104 |
| Changes in associates: | | | | | | | | | |
| - net gains/ (losses) from changes in fair value, net of tax | - | - | - | 197 | - | - | - | - | 197 |
| - actuarial gains/ (losses) defined benefit obligations, net of tax | - | - | - | - | - | (316) | - | - | (316) |
| - net investment hedge | - | - | - | - | - | - | - | - | - |
| - translation adjustments | - | - | - | - | 4 | - | - | - | 4 |
| Total comprehensive income | - | - | - | 197 | 4 | (316) | 104 | - | (11) |
| Result appropriation | - | - | - | - | - | 1,155 | (1,155) | - | - |
| Cash dividend | - | - | - | - | - | (3,655) | - | - | (3,655) |
| Movement in (treasury) shares | - | - | - | - | - | - | - | - | - |
| Balance at 31 December 2014 | 4,873,930 | 9,748 | - | 453 | (66) | 51,500 | 104 | - | 61,739 |

Other reserves include both the legal reserve and the free reserves. In accordance with Luxembourg law, the Company must transfer at least 5% of its annual profit to the legal reserve until this reserve equals 10% of the subscribed capital. As at 31 December 2014 the legal reserve amounts to € 975 thousand. The legal reserve is not distributable. Reference is made to the company financial statements.

Consolidated statement of changes in equity

for the year ended 31 December 2013

| Notes | Shares net of treasury Shares | Attributable to shareholders | | | | | | | |
|---|-------------------------------------|------------------------------|------------------|-------------------------|------------------------|-------------------|---------------------------|-------------------------------|---------------|
| | | Share Capital | Share premium | Revaluation reserves | Translation reserve | Other reserves | Result for the year | Treasury shares reserve | Total |
| | | €'000 | €'000 | €'000 | €'000 | €'000 | €'000 | €'000 | €'000 |
| Balance at 1 January 2013 | 4,872,930 | 9,748 | - | 337 | 81 | 50,168 | 3,721 | (7) | 64,048 |
| Net profit | - | - | - | - | - | - | 1,155 | - | 1,155 |
| Changes in associates: | | | | | | | | | |
| - net gains/ (losses) from changes in fair value, net of tax | - | - | - | (220) | - | - | - | - | (220) |
| - actuarial gains/ (losses) defined benefit obligations, net of tax | - | - | - | - | - | 427 | - | - | 427 |
| - net investment hedge | - | - | - | - | (5) | - | - | - | (5) |
| - translation adjustments | - | - | - | - | 65 | - | - | - | 65 |
| Changes in fair value and translation adjustments related to ceased activities of (indirect) subsidiaries charged through P&L | - | - | - | 139 | (211) | - | - | - | (72) |
| Total comprehensive income | - | - | - | (81) | (151) | 427 | 1,155 | - | 1,350 |
| Result appropriation | - | - | - | - | - | 3,721 | (3,721) | - | - |
| Movement in (treasury) shares | 1,000 | - | - | - | - | - | - | 7 | 7 |
| Balance at 31 December 2013 | 4,873,930 | 9,748 | - | 256 | (70) | 54,316 | 1,155 | - | 65,405 |

The notes on pages 13 to 43 are an integral part of these financial statements.

Consolidated statement of cash flows

For the year ended 31 December 2014

| | Notes | 2014 | 2013 |
|---|-------|----------------|--------------|
| | | €'000 | €'000 |
| Cash flows from operating activities | | | |
| Net result | | 104 | 1,155 |
| Adjustment for: | | | |
| Taxation | 12 | 159 | 435 |
| (Income) / loss from associates | 11 | (1,319) | (2,128) |
| <i>Net cash inflow from operating activities before changes in operating assets and liabilities</i> | | <u>(1,056)</u> | <u>(538)</u> |
| Decrease/(Increase) in operating assets: | | | |
| Related party receivables | | 4,984 | 987 |
| Other current assets | | (28) | 302 |
| (Decrease)/Increase in operating liabilities: | | | |
| Other current liabilities | | <u>(288)</u> | <u>(580)</u> |
| <i>Net cash inflow from operating activities before payment of taxation</i> | | <u>3,612</u> | <u>171</u> |
| Taxation (paid) | 12 | <u>39</u> | <u>(26)</u> |
| <i>Net cash inflow from operating activities after payment of taxation</i> | | <u>3,651</u> | <u>145</u> |
| Cash flows from investing activities | | | |
| Acquisition of subsidiary | | - | - |
| Share premium contribution | | - | - |
| <i>Net cash inflow/(outflow) from investing activities</i> | | <u>-</u> | <u>-</u> |

| | 2014 | 2013 |
|--|-------------|-------------|
| | €'000 | €'000 |
| Cash flows from financing activities | | |
| Dividend paid | (3,655) | - |
| Treasury shares | - | 7 |
| Net cash inflow/(outflow) from financing activities | (3,655) | 7 |
| Net increase/(decrease) in cash and cash equivalents | (4) | 152 |
| Cash and cash equivalents at beginning of year | - | - |
| Net increase/(decrease) in cash and cash equivalents | (4) | 152 |
| Exchange differences | 4 | 59 |
| Exchange differences related to ceased activities of (indirect) subsidiaries | - | (211) |
| Cash and cash equivalents at end of year | - | - |
| Cash flows from operating activities include: | | |
| Interest received | 15 | 23 |
| Interest paid | - | - |
| Dividends received | - | - |

The notes on pages 13 to 43 are an integral part of these financial statements.

Notes to the Consolidated Financial Statements for the year ended 2014

1. General

IdB Holdings S.A. (the "Company") is a Luxembourg company organised as a Société Anonyme under the Law of 10 August 1915 concerning commercial companies, as amended. On 30 December 2010, the Company's status was changed from a 1929 holding company to a Société de Participations Financières ("SOPARFI"). The Company's shares are listed at the Euro MTF market of the Luxembourg Stock Exchange.

The Company and its subsidiaries are hereinafter jointly referred to as the "Group". The consolidated financial statements of the Group include:

| Name of subsidiary | Registered office | Issued equity held % |
|---------------------------------------|---------------------------------------|----------------------|
| IdB Finance S.à.r.l | Luxembourg, Grand-Duchy of Luxembourg | 100 |
| Insinger de Beaufort (Holdings) S.p.A | | |
| In Liquidazione | Rome, Italy | 100 |

| Name of associates | Registered office | Issued equity held % |
|--------------------------------|----------------------------|----------------------|
| Bank Insinger de Beaufort N.V. | Amsterdam, The Netherlands | 36.98 |

The activities of IdB Holdings S.A. consist of the holding of investments.

The financial statements were prepared and authorised for issue by the Board of Directors on 30 April 2015. The financial statements cannot be amended after issue.

2. Summary of significant accounting policies

2.1 General

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards (IFRS) and IFRIC interpretations as adopted by the European Union and issued and effective for the annual report beginning 1 January 2014.

The Group has adopted the following new and amended IFRS and IFRIC interpretations during the period. Adoption of these revised standards and interpretations did not have any effect on the financial performance or position of the Group. The principal effects of these changes are as follows:

- IFRS 10, 'Consolidated Financial Statements'. IFRS 10 builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company. The standard

provides additional guidance to assist in the determination of control where this is difficult to assess. The standard had no impact on the Group financial statements.

- IFRS 11, 'Joint Arrangements'. IFRS 11 is a more realistic reflection of joint arrangements by focusing on the rights and obligations of the arrangement rather than its legal form. There are two types of joint arrangement: joint operations and joint ventures. Joint operations arise where a joint operator has rights to the assets and obligations relating to the arrangement and hence accounts for its interest in assets, liabilities, revenue and expenses. Joint ventures arise where the joint operator has rights to the net assets of the arrangement and hence equity accounts for its interest. Proportional consolidation of joint ventures is no longer allowed. The standard had no impact on the Group financial statements.

- IFRS 12, 'Disclosure of interests in other entities'. IFRS 12 requires entities to disclose significant judgements and assumptions made in determining whether the entity controls, jointly controls, significantly influences or has some other interests in other entities. Entities are also required to provide more disclosures around certain 'structured entities.' Adoption of the standard has impacted the Group's level of disclosures, but has not impacted the Group's financial position or results.

- IAS 27 (revised), 'Separate financial statements'. IAS 27 (revised) includes the provisions on separate financial statements that are left after the control provisions of IAS 27 have been included in the new IFRS 10. The standard had no impact on the Group or Company financial statements.

- IAS 28 (revised), 'Associates and joint ventures'. IAS 28 (revised) includes the requirements for joint ventures, as well as associates, to be equity accounted following the issue of IFRS 11. The standard had no impact on the Group or Company financial statements.

- IAS 32 (amendment), 'Financial Instruments: Presentation'. The amendment to IAS 32 clarifies the meaning of "currently has a legally enforceable right of set-off" and "simultaneous realisation and settlement." Retrospective application is required. The amendment had no impact on the Group or Company financial statements.

- IAS 36 (amendment), 'Impairment of Assets.' The amendment modified certain disclosure requirements regarding the recoverable amount of CGUs. The amendment had no impact on the Group or Company financial statements.

- IFRIC 21, 'Levies,' sets out the accounting for an obligation to pay a levy if that liability is within the scope of IAS 37 'Provisions'. The interpretation addresses what the obligating event is that gives rise to pay a levy and when a liability should be recognised. The Group is not currently subjected to significant levies, so the impact on the Group is not material.

The following standards and amendments to existing standards have been published and are mandatory for the Group's accounting periods beginning on or after 1 January 2015 or later periods, but the Group has not early adopted them:

- IFRS 9, 'Financial instruments' (effective for accounting periods beginning on or after 1 January 2018). IFRS 9 addresses the classification, measurement and recognition of financial assets and financial liabilities. The complete version of IFRS 9 was issued in July 2014. It replaces the guidance in IAS 39 that relates to the classification and measurement of financial instruments. IFRS 9 retains but simplifies the mixed measurement model and establishes three primary measurement categories for financial assets: amortised cost, fair value through other comprehensive income ("OCI") and fair value through profit and loss. The basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset. Investments in equity instruments are required to be measured at fair value through profit or loss with the irrevocable option at inception to present changes in fair value in OCI not recycling. There is a new expected credit losses model that replaces the incurred loss impairment model used in IAS 39.

For financial liabilities there were no changes to classification and measurement except for the recognition of changes in own credit risk in other comprehensive income, for liabilities designated at fair value through profit or loss. IFRS 9 relaxes the requirements for hedge effectiveness by replacing the bright line hedge effectiveness tests. It requires an economic relationship between the hedged item and hedging instrument and for the 'hedged ratio' to be the same as the one management actually use for risk management purposes. Contemporaneous documentation is still required but is different to that currently prepared under IAS 39. The Group is considering the implications of the standard, the impact on the Group and the timing of its adoption by the Group.

- IFRS 15, 'Revenue from contracts with customers' (effective for accounting periods beginning on or after 1 January 2017). IFRS 15 deals with revenue recognition and establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. Revenue is recognised when a customer obtains control of a good or service and thus has the ability to direct the use and obtain the benefits from the good or service. The standard replaces IAS 18 'Revenue' and IAS 11 'Construction contracts' and related interpretations. The Group is considering the implications of the standard, the impact on the Group and the timing of its adoption by the Group.

There are no other IFRSs or IFRIC interpretations that are not yet effective that would be expected to be relevant for the Group.

2.2 Accounting convention

The Financial Statements are prepared under the historical cost convention as modified by the revaluation of available-for-sale financial assets and financial assets and financial liabilities at fair value through profit or loss which are carried at fair value. Income and expenses are allocated to the reporting period to which they relate.

2.3 Principles of consolidation

The Consolidated Financial Statements comprise IdB Holdings S.A., its subsidiaries and the entities over which it has the power to control. Control is the ability to govern the financial and operating policies of an entity, generally accompanying a shareholding of more than half of the voting rights. If applicable, the existence of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls an entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The accounting period and policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group. All intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated.

The accounting period and policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

All intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated.

2.4 Revenue recognition

In general, revenue is recognised when it is realised or realisable, and earned. This concept is applied to the key revenue generating activities of the Group as follows:

Net interest revenues

Interest income and expense are recognised in the income statement for all instruments measured at amortised cost using the effective interest method. The effective interest method is a method of calculating the amortised cost of a financial asset or a financial liability and of allocating the interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or, when appropriate, a shorter period to the net carrying amount of the financial asset or financial liability. When calculating the effective interest rate, the Group estimates cash flows considering all contractual terms of the financial instrument (for example, prepayment options) but does not consider future credit losses. The calculation includes all fees and

interest basis points paid or received between parties to the contract that are an integral part of the effective interest rate, transaction costs and all other premiums or discounts.

Fees and commissions

Revenue from the various services the Group performs is recognised when the following criteria are met: persuasive evidence of an arrangement exists, the services have been rendered, the fee or commission is fixed or determinable, and collectability is reasonably assured. Incentive fee revenues from investment advisory services are recognised at the end of the contract period when the incentive contingencies have been resolved.

2.5 Foreign currency translation

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 euros, which is the Company's functional and the Group's presentation currency.

Assets and liabilities of foreign Group companies are translated into euros at year-end exchange rates and the income and expenditure of foreign subsidiaries are translated at the average rate of exchange for the year. The resulting translation gains and losses are recognised in the translation reserve as an adjustment to shareholders' equity.

Transactions arising in foreign currencies are translated into the functional currency at the spot exchange rate at the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the rates of exchange ruling at the balance sheet date. Resulting gains or losses are recognised in the profit and loss account.

When a foreign subsidiary is sold, the cumulative amount of the exchange differences deferred in the separate component of equity relating to that foreign operation shall be recognised in profit or loss when the gain or loss on disposal is recognised.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition of that foreign operation shall be treated as assets and liabilities of the foreign operation. Thus they shall be expressed in the functional currency of the foreign operation and shall be translated at the closing rate.

2.6 Financial assets

The Group classifies its financial assets in the following categories: held-to-maturity, 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.

(a) Held-to-maturity

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Group's management has the intention and ability to hold to maturity. If the Group sells other than an insignificant amount of held-to-maturity assets, the entire category would be reclassified as available-for-sale unless the rest of the portfolio is so close to maturity that changes in the market rate of interest would not have a significant effect on the financial asset's fair value.

Held-to-maturity investments are carried at amortised cost using the effective interest method.

(b) Financial assets at fair value through profit or loss

A financial asset is classified in this category if acquired principally for the purpose of selling in the short term or if so designated by management at inception. Derivatives are also categorised as held for trading unless they are designated as hedges.

Listed securities held for trading purposes are stated at the market value prevailing at the balance sheet date. Unlisted securities are measured at fair value. When the fair value of unlisted securities cannot be estimated reliably, the securities are measured at cost. Resulting gains and losses are recognised net in the profit and loss account.

(c) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market.

Loans and receivables are measured at amortised cost using the effective interest method and are stated net of impairments, based on a case-by-case valuation.

(d) Available-for-sale

Available-for-sale financial assets are non-derivative financial assets designated on initial recognition as available-for-sale or any other instruments that are not classified as held-to-maturity investments, financial assets at fair value through profit or loss or loans and receivables. They are generally intended to be held for an indefinite period of time and may be sold in response to needs for liquidity or changes in interest rates, exchange rates or equity prices.

Available-for-sale financial assets are recognised at fair value. Changes in fair value are recognised directly in other comprehensive income, net of tax. Realised results at disposal are recorded through the profit and loss account.

Purchases and sales of financial assets at fair value through profit or loss, held-to-maturity and available-for-sale are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Loans are recognised when cash is advanced to the borrower.

The fair values of quoted investments in active markets are based on current bid prices. If the market for a financial asset is not active (and for unlisted securities), the Group establishes fair value by using valuation techniques. These include the use of recent arm's length transactions, discounted cash flow analysis, option pricing models and other valuation techniques commonly used by market participants.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or where the Group has transferred substantially all risk and rewards of ownership and control of the asset.

2.7 Financial liability

Financial liabilities can be defined as:

- a contractual obligation:
 - to deliver cash or another financial asset to another entity; or
 - to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavorable to the entity; or
- a contract that will or may be settled in the entity's own equity instruments and is
 - a non-derivative for which the entity is or may be obliged to deliver a variable number of the entity's own equity instruments or
 - a derivative that will or may be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the entity's own equity instruments. For this purpose the entity's own equity instruments do not include: instruments that are themselves contracts for the future receipt or delivery of the entity's own equity instruments; puttable instruments classified as equity or certain liabilities arising on liquidation classified by IAS 32 as equity instruments

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

If an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existent liability are substantially modified, such an exchange or modification is treated as a de-recognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amount is recognised in the income statement.

Financial liabilities are valued at amortised cost.

2.8 Impairment of financial assets

The Group 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 is impaired and impairment losses are incurred if, and only if, there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of an asset (a loss event) and that loss event has an impact on the estimated future cash flows of the financial asset that can be reliably estimated.

The criteria that the Group uses to determine that there is objective evidence of an impairment loss include:

- delinquency in contractual payment of principal or interest;
- cash flow difficulties experienced by the borrower;
- breach of loan covenants or conditions;
- initiation of bankruptcy proceedings;
- deterioration of the borrower's competitive position;
- deterioration in the value of collateral; and
- downgrading below investment grade level.

The estimated period between a loss occurring and its identification is determined by local management for each identified portfolio. In general, the periods used vary between three months and twelve months; in exceptional cases, longer period are warranted.

Impairment of assets carried at amortised cost

Loans are evaluated for impairment on a case-by-case basis. When a loan is assessed to be uncollectible, it is impaired and provided for in an allowance account. Such loans are written off from the allowance account after all the necessary procedures have been completed and the amount of the loss has been determined. 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.

Subsequent recoveries of amounts previously written off decrease the amount of the provision for loan impairment in the income statement. 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 previously recognised impairment loss is reversed by adjusting the allowance account. The amount of the reversal is recognised in the income statement.

If a loan or held-to-maturity investment has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

Impairment of assets classified as available-for-sale

For debt securities, the Group uses the criteria and assessment method referred to above. If, in a subsequent period, the fair value of a debt instrument classified as available-for-sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognised in profit or loss, the impairment loss is reversed through the income statement.

In the case of equity investments classified as available-for-sale, a significant or prolonged decline in the fair value of the security below its cost is evidence that the asset is impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is removed from equity and recognised in the income statement. Impairment losses recognised in the income statement on equity instruments are not reversed through the income statement. All subsequent increases in fair value, including those that have the effect of reversing earlier impairment losses, are recognized in other comprehensive income.

2.9 Interest in associates

An associate is an enterprise over which the Group is in a position to exercise significant influence, but not control, through participation in the financial and operating policy decisions of the investee. Generally this represents a shareholding of between 20% and 50% of the voting rights. The results and assets and liabilities of associates are incorporated in these financial statements using the equity method of accounting. Interests in associates are initially recognised at cost. Cumulative post-acquisition changes in the Group's share of the net assets of associates, less any impairment in the value of individual investments, are adjusted against the carrying amount of investment in associates. The Group's investment in associates includes goodwill identified on acquisition.

2.10 Shares in subsidiaries, associated undertakings

In the Company financial statements investments in subsidiaries and associates are stated at cost less provision for impairment, if any.

The Company recognises income from the investment only to the extent that the Company receives distributions from accumulated profits of the subsidiary arising after the date of acquisition. Distributions received in excess of such profits are regarded as a recovery of investment and are recognised as a reduction of the cost of the Company.

2.11 Taxation

Taxes are calculated on profit before tax in accordance with the ruling tax legislation in the country of incorporation for the Group companies included in the Consolidated Financial Statements. Where items are subject to withholding tax, tax is accrued to the extent that it is expected to be paid.

2.12 Deferred taxation

Deferred tax is the tax expected to be payable or recoverable on temporary differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax basis used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill (or negative goodwill) or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit. The tax effects of income tax losses available for carry forward are only recognised as an asset when it is probable that future taxable profits will be available to compensate for those losses. Deferred income tax is recognised in full.

2.13 Borrowings

Borrowings are recognised initially at fair value net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between proceeds net of transaction costs and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

2.14 Provisions and contingent liabilities

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 passage of time is recognised as interest expense.

Provisions are recognised when: the Group has a present legal or constructive obligation as a result of past events; it is more likely than not that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated.

Contingent liabilities are possible obligations whose existence will be confirmed only by uncertain future events or present obligations where the transfer of economic benefit is uncertain or cannot be reliably measured. Contingent liabilities are not recognised but are disclosed unless the probability of outflow is remote.

2.15 Shareholders' equity

a) Share capital

Share capital consists of paid up capital.

b) Share premium

Share premium consists of premium contributions upon issue of shares.

c) Revaluation reserve

The revaluation reserve represents unrealised differences, net of deferred taxation, on the revaluation of available-for-sale assets.

d) Translation reserves

Reference is made to note 2.5 foreign currency translation.

e) Other reserves

Other reserves comprise retained earnings.

f) Minority interest

Minority interest is that portion of the profit or loss and net assets of a subsidiary attributable to equity interests that are not owned, directly or indirectly through subsidiaries, by the Company. The minority interest is included in equity, but separate from Group equity.

g) Treasury shares

Where the Company or other members of the Group purchases the Company's equity share capital, the consideration paid is deducted from total shareholders' equity as treasury shares. Where such shares are subsequently sold or reissued, any consideration received is included in shareholders' equity. The Company uses the cost method, which means that Treasury shares will not be revaluated when in treasury.

h) Dividends

Dividends on ordinary shares are recognised in equity in the period in which they are approved by the Company's shareholders. Dividends for the year that are declared after the balance sheet date are dealt with in the Other Information.

2.16 Cash flow statement

The cash flow statement has been drawn up in accordance with the indirect method, making a distinction between cash flows from operating, investing and financing activities.

Cash flows in foreign currency are converted at the average exchange rates during the financial year. With regard to cash flow from operations, the net profit is adjusted for income and expenses that did not result in receipts and payments in the same financial year and for changes in provisions and accrued and deferred items (other assets, accrued assets, other debts and accrued liabilities).

Cash and cash equivalents consist of cash and deposits at other banks with a maturity of less than three months.

2.17 Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases. The Company has no finance leases during the reporting period. Payments made under operating leases are charged to the income statement on a straight-line basis over the period of the lease.

3. Critical accounting estimates and judgments

The Group makes estimates and assumptions that affect the reported amounts of assets and liabilities within the next financial year. Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Main items subject to accounting estimates where changes in the underlying assumptions may impact the financial statements are the following:

a) Fair value of financial assets and liabilities

Fair value of financial assets and liabilities is determined using quoted market prices. For certain financial assets and liabilities fair value is determined using valuation techniques. Models are subjective in nature and significant judgment is involved in establishing fair values for financial assets and liabilities.

b) Litigation

From time to time the Group is involved in claims and litigations. Management makes estimates as to whether provisions are needed on a case-by-case basis.

c) Assessment of indemnities

As part of the transaction with BNP Paribas Wealth Management S.A. ("BNPPWM") the Group has provided certain indemnities. Provisions are recognised in the Group accounts for the estimated losses that will have to be reimbursed under the indemnities given. As at 31 December 2014 the Group recognised a receivable for € 21 thousand (2013: receivable for € 15 thousand) in this respect.

In order to secure BNPPWM's ability to recover damages claimed in relation to the warranties or indemnities given by the Group, a pledge has been granted by the Group in favour of BNPPWM over the shares it holds in Bank Insinger de Beaufort N.V.

4. Financial risk management

The Group'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. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Group's financial performance. The operations of the Group are limited to the holding of investments. The Group has no other operational activities. Given the nature and size of the Group the investments are reviewed on a quarterly basis.

4.1 Market risk

The Group takes on exposure to market risks, which is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risks arise from open positions in interest rate, currency and equity products, all of which are exposed to general and specific market movements and changes in the level of volatility of market rates or prices such as interest rates, credit spreads, foreign exchange rates and equity prices.

The Group has certain small subsidiaries in foreign operations, whose net assets are exposed to foreign currency translation risk. The nature and size of these operations are such that the exposure to foreign exchange risk is minimal.

The bank account with Bank Insinger de Beaufort N.V. is interest-bearing. The bank account bears interest at a market-related rate, therefore the valuation due to changes in interest rates will not be significant.

4.2 Credit risk

Credit risk arises from cash and cash equivalents and deposits with banks and financial institutions. The main exposure is the bank account the Group holds with Bank Insinger de Beaufort N.V. BNPPWM is for 63.02% owner of Bank Insinger de Beaufort N.V. and has issued a general guarantee on all the liabilities of Bank Insinger de Beaufort N.V. BNPPWM has an A+ credit rating from Standard & Poor's. Bank Insinger de Beaufort N.V. has no credit rating. No collateral has been received for the various investments.

4.3 Liquidity risk

The bank account with Bank Insinger de Beaufort N.V., included in the balance sheet as related party receivables, is sufficient to cover the other liabilities when they are due. Due to the absence of other debt, the liquidity risk is minimal.

4.4 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The gearing ratios at 31 December 2014 and 2013 were as follows:

| | 2014 | 2013 |
|-----------------------------------|-------------|-------------|
| | €'000 | €'000 |
| Net debt | 1,133 | 1,225 |
| Total equity | 61,739 | 65,405 |
| Total capital | 62,872 | 66,630 |
| Gearing ratio (debt ratio) | 1.8% | 1.8% |

4.5 Fair value of financial assets and liabilities

IFRS 7 requires disclosure of fair value based on the following fair value measurement hierarchy:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

As at 31 December 2014 and 2013 there are no financial instruments that are measured at fair value.

5. Related parties

Remuneration of key personnel

Key personnel consist of the board of the Company and directors of subsidiaries of the Company. Each director receives remuneration on a cost-to-company basis. The remuneration of the directors is set out below.

The split between executive and non-executive directors is specified as follows:

| | 2014 | 2013 |
|---------------|--------------|--------------|
| | <u>€'000</u> | <u>€'000</u> |
| Non-Executive | 75 | 75 |
| Executive | <u>150</u> | <u>75</u> |
| | 225 | 150 |

The executives and non-executives also received remuneration from Bank Insinger de Beaufort N.V. of € 1,100 thousand (2013: € 1,168 thousand).

Refer to note 11 in the Company financial statements for disclosures regarding remuneration of key personnel of IdB Holdings S.A.

Transactions

The following related party transactions are identified:

- Bank Insinger de Beaufort N.V. is the sole financial institution where the Group holds its consolidated cash position.

In addition, a number of banking transactions are entered into with related parties in the normal course of business. The outstanding balances with related parties are separately disclosed in the notes to the financial statements. All transactions were recorded on an arm's length basis.

6. Investment in associates

IdB Finance S.à.r.l., a company fully owned by the Group, is shareholder of Bank Insinger de Beaufort N.V. The company holds 36.98% of Bank Insinger de Beaufort N.V. BNP Paribas Wealth Management holds the remaining percentage of shares in Bank Insinger de Beaufort N.V.

| | Note | 2014 | 2013 |
|--|------|---------------|---------------|
| | | €'000 | €'000 |
| Balance as at 1 January | | 55,449 | 52,800 |
| Share in net asset value movements | | 201 | (161) |
| Share in net impact of IAS 19R | | (316) | 427 |
| Share in operating results from associates | 11 | 1,313 | 2,383 |
| Balance as at 31 December | | <u>56,647</u> | <u>55,449</u> |
| Share of contingent assets of associate | | 19,199 | 11,073 |
| Share of contingent liabilities of associate | | 2,390 | 1,849 |

The reconciliation with the equity of Bank Insinger de Beaufort N.V. is as follows:

| | 2014 | 2013 |
|---|-------------|-------------|
| | €'000 | €'000 |
| Group equity Bank Insinger de Beaufort N.V. | 153,182 | 149,944 |
| @ 36.98% (2013: 36.98%) | 56,647 | 55,449 |

Reference is made to Note 11 that contains certain financial information of Bank Insinger de Beaufort N.V.

7. Net interest income

| | 2014 | 2013 |
|------------------|-------------|-------------|
| | €'000 | €'000 |
| Interest income | 15 | 23 |
| Interest expense | - | - |
| | <u>15</u> | <u>23</u> |

8. Other operating income

| | <u>2014</u> €'000 | <u>2013</u> €'000 |
|--|----------------------|----------------------|
| Income from ceased activities of (indirect) subsidiaries | - | 761 |
| Foreign exchange income | 3 | 8 |
| | <u>3</u> | <u>769</u> |

The following (indirect) subsidiaries had been struck off during the year 2013 and ceased to exist: Insinger Finance (BVI) SA, Insinger (Jersey) Ltd, Insinger Trust Holdings Ltd, Integro Holdings SA, Insinger Venture Capital Ltd, Insinger Net Capital Ltd and Insinger de Beaufort Investments Ltd.

9. Personnel costs

| | <u>2014</u> €'000 | <u>2013</u> €'000 |
|---------------|----------------------|----------------------|
| Salaries | 4 | 3 |
| Director fees | 225 | 150 |
| | <u>229</u> | <u>153</u> |

10. Other operating expenses

| | <u>2014</u> €'000 | <u>2013</u> €'000 |
|--------------------------|----------------------|----------------------|
| Audit fees | 59 | 64 |
| Legal & Consultancy fees | 572 | 888 |
| Rent & rates | 17 | 15 |
| Insurance | 97 | 108 |
| Other | 100 | 102 |
| | <u>845</u> | <u>1,177</u> |

Audit fees of € 59 thousand (2013: € 64 thousand) relate solely to the audit of the financial statements by the external auditor PricewaterhouseCoopers. Of this amount € 48 thousand relates to the year 2014. No other fees were paid to the external auditor.

11. Share of results from associates

| | Note | 2014 | 2013 |
|--|------|--------------|--------------|
| | | €'000 | €'000 |
| Indemnities provided by IdB Finance S.à.r.l. | | 6 | (255) |
| Operating results | 6 | <u>1,313</u> | <u>2,383</u> |
| | | 1,319 | 2,128 |

The share of results from associates is from the investment in Bank Insinger de Beaufort N.V. In the result of Bank Insinger de Beaufort N.V. certain items are included which are 100% for the account of IdB Finance S.à.r.l. or 100% for the account of BNP Paribas Wealth Management S.A. ("BNPPWM").

The 2014 result of the Italian and corporate & institutional operations amounted to a net profit of € 10 thousand (2013: net loss of € 404 thousand). As part of the agreement with BNPPWM this result is for the account of the Group. Under the share of results from associates for the account of IdB Finance S.à.r.l. is a profit of € 6 thousand (2013: loss of € 255 thousand), representing 63.02% of the total result. Refer to Other current assets in note 15.

Key financial data Bank Insinger de Beaufort N.V.

Below is a summary of the key financial data of the investment in associate Bank Insinger de Beaufort N.V.:

| | 2014 | 2013 |
|---|-------------|-------------|
| | €'000 | €'000 |
| Assets under management as at 31 December | 11,274,595 | 10,484,374 |
| Operating income | 60,700 | 63,553 |
| Operating profit (pre-tax) | 4,877 | 7,811 |
| Net profit for the year | 3,550 | 6,443 |
| Total Assets | 1,296,557 | 1,076,214 |
| Total Liabilities | 1,143,375 | 926,270 |
| Group equity | 153,182 | 149,944 |
| Intangible assets | 100,031 | 102,615 |
| Group equity less intangible assets | 53,151 | 47,329 |

12. Taxation

IdB Holdings S.A. was converted into a fully taxable Luxembourg holding company (société de participations financières or “Soparfi”) on 30 December 2010. A Soparfi is a fully taxable Luxembourg resident company that takes advantage of the participation exemption in Luxembourg and that may benefit from double taxation treaties signed by Luxembourg as well as the provisions of the EU Parent-Subsidiary Directive.

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. Depending on the outcome of final settlements with the tax authorities, the amounts paid to settle these liabilities may be significantly different than the amounts accrued.

| | 2014 |
|--|--------------|
| | <u>€'000</u> |
| Current income tax income / (expense) in respect of the current year | (59) |
| Current income tax income / (expense) in respect of prior years | (100) |
| | <u>(159)</u> |

The income tax expense for the year can be reconciled to the accounting result as follows:

| | Tax rate | 2014 | 2013 |
|--|----------|--------------|--------------|
| | % | <u>€'000</u> | <u>€'000</u> |
| Profit / (loss) before tax | | 263 | 1,590 |
| Tax calculated at a tax rate of 29.2% (2013: 29.2%) | (29.2%) | (77) | (465) |
| Different tax rate | (2.6%) | (7) | 204 |
| Prior year tax adjustments | (38.1%) | (100) | (387) |
| Minimum mandatory income tax charge | (2.4%) | (6) | (6) |
| Tax effect of non-taxable income/ non-deductible expenses | 11.8% | 31 | 359 |
| Tax effect of unused tax losses not recognised as deferred tax asset | - | - | (140) |
| Effective tax rate and tax income / (expense) for the year (2013: (27.4%)) | (60.5%) | <u>(159)</u> | <u>(435)</u> |

13. Loans and advances to credit institutions

These amounts represent bank balances with external banks. The fair value of the loans and advances to credit institutions does not differ materially from the recorded amount in the balance sheet.

14. Related party receivables

| | <u>2014</u> | <u>2013</u> |
|--|--------------|---------------|
| | €'000 | €'000 |
| Receivable with Bank Insinger de Beaufort N.V. | 6,100 | 11,084 |
| | <u>6,100</u> | <u>11,084</u> |

The fair value of the related party receivables does not differ materially from the recorded amount in the balance sheet.

15. Other current assets

| | <u>2014</u> | <u>2013</u> |
|--|-------------|-------------|
| | €'000 | €'000 |
| Indemnities provided by BNPPWM | 4 | 4 |
| Indemnities provided by IdB Finance S.à.r.l. | 21 | 15 |
| Prepaid amounts | 28 | 20 |
| Other | 68 | 54 |
| | <u>121</u> | <u>93</u> |

The indemnities provided by IdB Finance S.à.r.l. relate to accumulated unsettled results of the Italian and corporate & institutional operations of Bank Insinger de Beaufort N.V. that are for the account of IdB Finance S.à.r.l. The indemnities provided by BNPPWM relate to accumulated unsettled expenses for the integration of the London-based wealth management activities of Bank Insinger de Beaufort N.V. with BNPP S.A. London wealth management activities that are for the account of BNPPWM. All other current assets are expected to be recovered or settled within 12 months.

16. Related party payables

| | <u>2014</u> | <u>2013</u> |
|---|-------------|-------------|
| | €'000 | €'000 |
| Payable to Bank Insinger de Beaufort N.V. | 78 | 128 |
| | <u>78</u> | <u>128</u> |

The fair value of the related party payables does not differ materially from the recorded amount in the balance sheet.

17. Other current liabilities

| | 2014 | 2013 |
|----------------------------------|-------------------|-------------------|
| | <u>€'000</u> | <u>€'000</u> |
| Accrued audit fees | 48 | 48 |
| Accrued legal & consultancy fees | 24 | 243 |
| Other payables | 89 | 110 |
| | <u>161</u> | <u>401</u> |

18. Treasury shares

The movement in number of Treasury shares is as follows:

| | 2014 | 2013 |
|-----------------------------|-----------------|-----------------|
| | <u></u> | <u></u> |
| At 1 January | - | 1,000 |
| Movement in Treasury shares | - | (1,000) |
| At 31 December | <u>-</u> | <u>-</u> |

Treasury shares, which were held by a consolidated subsidiary in 2013, were deducted from the number of total outstanding shares, as presented in the consolidated statement of changes in equity.

19. Events after the balance sheet date

Please refer to page 45.

COMPANY FINANCIAL STATEMENTS
for the year 31 December 2014

Company profit and loss account

for the year ended 31 December 2014

| | Notes | 2014 | 2013 |
|--|-------|--------------|--------------|
| | | €'000 | €'000 |
| Interest and dividend income | | 15 | 21 |
| Interest expense | | - | - |
| Net interest and dividend income | 2 | 15 | 21 |
| Other operating income | 3 | - | 572 |
| Operating income | | 15 | 593 |
| Personnel costs | | (154) | (153) |
| Other administrative expenses | 4 | (524) | (552) |
| Profit/ (loss) before taxation | | (663) | (112) |
| Taxation | 5 | (133) | (3) |
| Net profit/ (loss) - total comprehensive income | | (796) | (115) |

Company statement of financial position

as at 31 December 2014

(after appropriation of result)

| | Notes | 2014 | 2013 |
|-------------------------------------|-------|---------------|---------------|
| | | €'000 | €'000 |
| Assets | | | |
| Related party receivables | 6 | 5,518 | 10,020 |
| Other current assets | 7 | 29 | 53 |
| Shares in subsidiary undertakings | 8 | 23,647 | 23,647 |
| Total assets | | 29,194 | 33,720 |
| Liabilities | | | |
| Related party payables | 9 | 5,111 | 5,111 |
| Other current liabilities | 10 | 80 | 155 |
| Total liabilities | | 5,191 | 5,266 |
| Capital resources | | | |
| Shareholders' equity | | 24,003 | 28,454 |
| Total equity and liabilities | | 29,194 | 33,720 |

Company statement of changes in equity

for the year ended 31 December 2014

| | Shares | Share capital €'000 | Share premium €'000 | Other reserves €'000 | Total €'000 |
|------------------------------------|------------------|------------------------|------------------------|-------------------------|----------------|
| Balance at 1 January 2013 | 4,873,930 | 9,748 | - | 18,784 | 28,532 |
| Net result | - | - | - | (115) | (115) |
| Other | - | - | - | 37 | 37 |
| Total comprehensive income | | | | (78) | (78) |
| Balance at 31 December 2013 | 4,873,930 | 9,748 | - | 18,706 | 28,454 |
| Net result | - | - | - | (796) | (796) |
| Other | - | - | - | - | - |
| Total comprehensive income | - | - | - | (796) | (796) |
| Dividend | - | - | - | (3,655) | (3,655) |
| Balance at 31 December 2014 | 4,873,930 | 9,748 | - | 14,255 | 24,003 |

The total authorised number of ordinary shares at year-end was 115,000,000 (2013: 115,000,000) with a par value of €2 per share (2013: €2 per share). All issued shares are fully paid.

Other reserves include both the legal reserve and the free reserves. In accordance with Luxembourg law, the Company must transfer at least 5% of its annual profit to the legal reserve until this reserve equals 10% of the subscribed capital. As at 31 December 2014 the legal reserve amounts to € 975 thousand. The legal reserve is not distributable.

Company statement of cash flows
for the year ended 31 December 2014

| | Notes | 2014 €'000 | 2013 €'000 |
|---|-------|----------------------|----------------------|
| Cash flows from operating activities | | | |
| Net result | | (796) | (115) |
| Adjustment for: | | | |
| Taxation | 5 | 133 | - |
| <i>Net cash (outflow)/inflow from operating activities before changes in operating assets and liabilities</i> | | <u>(663)</u> | <u>(115)</u> |
| Decrease/(Increase) in operating assets: | | | |
| Related party receivables | 6 | 4,502 | 239 |
| Other current assets | 7 | 24 | 27 |
| (Decrease)/Increase in operating liabilities: | | | |
| Related party payables | 9 | - | (293) |
| Other current liabilities | 10 | <u>(131)</u> | <u>108</u> |
| <i>Net cash inflow from operating activities before payment of taxation</i> | | <u>3,732</u> | <u>(34)</u> |
| Taxation (paid) | 5 | <u>(77)</u> | <u>(3)</u> |
| <i>Net cash inflow from operating activities after payment of taxation</i> | | <u>3,655</u> | <u>(37)</u> |
| Cash flows from investing activities | | | |
| <i>Net cash (outflow) from investing activities</i> | | <u>-</u> | <u>-</u> |
| Cash flows from financing activities | | | |
| Dividends paid | | <u>(3,655)</u> | <u>-</u> |
| <i>Net cash (outflow) from financing activities</i> | | <u>(3,655)</u> | <u>-</u> |
| Net (Decrease)/Increase in cash and cash equivalents | | - | (37) |
| Cash and cash equivalents at beginning of year | | - | - |
| Net (Increase)/Decrease in cash and cash equivalents | | - | (37) |
| Exchange differences | | - | 37 |
| Cash and cash equivalents at end of year | | <u>-</u> | <u>-</u> |
| Cash flows from operating activities include: | | | |
| Interest received | | 15 | 21 |
| Interest paid | | - | - |
| Dividends received | | - | - |

Notes to the Company Financial Statements for the year ended 2014

1. General

The Company represents IdB Holdings S.A. For the accounting policies reference is made to note 2 of the consolidated financial statements. For the critical accounting estimates of the Company reference is made to note 3 of the consolidated financial statements. For the financial risk management of the Company reference is made to note 4 of the consolidated financial statements.

The fair value of assets and liabilities does not differ materially from the amounts presented, unless indicated otherwise.

2. Interest income

| | 2014 | 2013 |
|------------------------|-------------|-------------|
| | €'000 | €'000 |
| Related party interest | 15 | 21 |
| | 15 | 21 |

3. Other operating income

| | 2014 | 2013 |
|---|-------------|-------------|
| | €'000 | €'000 |
| Income from ceased activities of (indirect) subsidiaries | - | 572 |
| | - | 572 |

Insinger Finance (BVI) SA and Insinger Trust Holdings Ltd were struck off during the year 2013 and ceased to exist.

4. Other general administrative expenses

| | 2014 | 2013 |
|-------------------------------|-------------|-------------|
| | €'000 | €'000 |
| Legal & Consultancy fees | 336 | 410 |
| Audit fees | 59 | 64 |
| Insurance costs | 97 | 48 |
| Rent & rates | 17 | 15 |
| Other administrative expenses | 15 | 15 |
| | 524 | 552 |

5. Taxation

IdB Holdings S.A. was converted into a fully taxable Luxembourg holding company (société de participations financières or "Soparfi") on 30 December 2010. A Soparfi is a fully taxable Luxembourg resident company that takes advantage of the participation exemption in Luxembourg and that may benefit from double taxation treaties signed by Luxembourg as well as the provisions of the EU Parent-Subsidiary Directive.

| | 2014 |
|--|--------------|
| | <u>€'000</u> |
| Current income tax income / (expense) in respect of the current year | (27) |
| Current income tax income / (expense) in respect of prior years | (106) |
| | <u>(133)</u> |

The income tax expense for the year can be reconciled to the accounting result as follows:

| | Tax rate | 2014 | 2013 |
|--|----------|---------------------|-------------------|
| | % | <u>€'000</u> | <u>€'000</u> |
| Profit / (loss) before tax | | (663) | (112) |
| Tax calculated at a tax rate of 29.2% (2013: 29.2%) | (29.2%) | 194 | 33 |
| Prior year tax adjustments | 16.0% | (106) | - |
| Minimum mandatory income tax charge | 0.5% | (3) | (3) |
| Tax effect of unused tax losses not recognised as deferred tax asset | 32.9% | (218) | (33) |
| Effective tax rate / tax expense for the year (2013: (2.9%)) | 20.2% | <u>(133)</u> | <u>(3)</u> |

The Company has no deferred tax assets and liabilities.

6. Related party receivables

| | 2014 | 2013 |
|--|--------------|--------------|
| | <u>€'000</u> | <u>€'000</u> |
| Bank account at Bank Insinger de Beaufort N.V. | 5,518 | 10,020 |

7. Other current assets

| | <u>2014</u> | <u>2013</u> |
|---------------------|-------------|-------------|
| | €'000 | €'000 |
| Prepaid expenses | 28 | 20 |
| Taxation receivable | - | 32 |
| Other | 1 | 1 |
| | <u>29</u> | <u>53</u> |

8. Shares in subsidiary undertakings

| | <u>2014</u> | <u>2013</u> |
|----------------|---------------|---------------|
| | €'000 | €'000 |
| At 1 January | 23,647 | 23,647 |
| At 31 December | <u>23,647</u> | <u>23,647</u> |

A list of subsidiaries held as direct and indirect investments of IdB Holdings S.A. is disclosed in Note 1.

9. Related party payables

| | <u>2014</u> | <u>2013</u> |
|------------------------------------|--------------|--------------|
| | €'000 | €'000 |
| Amounts due to IdB Finance S.à.r.l | 5,111 | 5,111 |
| | <u>5,111</u> | <u>5,111</u> |

10. Other current liabilities

| | <u>2014</u> | <u>2013</u> |
|--------------------|-------------|-------------|
| | €'000 | €'000 |
| Accrued audit fees | 48 | 48 |
| Taxation payable | 24 | - |
| Other accruals | 8 | 107 |
| | <u>80</u> | <u>155</u> |

11. Related parties

Key personnel consist of the board of the Company. Each director receives remuneration on a cost-to-company basis. The remuneration of the directors is set out below.

The split between executive and non-executive directors is specified as follows:

| | 2014 | 2013 |
|---------------|--------------|--------------|
| | <u>€'000</u> | <u>€'000</u> |
| Non-Executive | 75 | 75 |
| Executive | <u>75</u> | <u>75</u> |
| | 150 | 150 |

Also refer to notes 6 and 9 of the Company financial statements for related party balances receivable and payable.

Other than the above, related party transactions and balances for the Company are not significantly different from those of the Group. Refer to note 5 of the consolidated financial statements for more details.

OTHER INFORMATION

Appropriation of the result

The result for the year is at free disposal of the general meeting of shareholders. The board of directors of the Company proposes to deduct the loss for the year from the other reserves.

EVENTS AFTER THE BALANCE SHEET DATE

Since 31 December 2014 there have been no significant organisational, management, economic, socio-political, legal or financial changes that we expect to influence our business materially going forward.



Audit report

To the Shareholders of
IdB Holdings S.A.

Report on the consolidated financial statements

We have audited the accompanying consolidated financial statements of IdB Holdings S.A. and its subsidiaries (the "Group"), which comprise the consolidated statement of financial position as at 31 December 2014, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended and a summary of significant accounting policies and other explanatory information.

Board of Directors' responsibility for the consolidated financial statements

The Board of Directors is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union, and for such internal control as the Board of Directors determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Responsibility of the "Réviseur d'entreprises agréé"

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing as adopted for Luxembourg by the "Commission de Surveillance du Secteur Financier". Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the judgment of the "Réviseur d'entreprises agréé" including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the "Réviseur d'entreprises agréé" considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

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



Opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of IdB Holdings S.A. as of 31 December 2014, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

Report on other legal and regulatory requirements

The Directors' report, which is the responsibility of the Board of Directors, is in accordance with the consolidated financial statements.

PricewaterhouseCoopers, Société coopérative
Represented by

Luxembourg, 30 April 2015

A handwritten signature in black ink, appearing to read 'F. Goffin', with a long horizontal stroke extending to the left.

Fabrice Goffin



Audit report

To the Shareholders of
IdB Holdings S.A.

We have audited the accompanying financial statements of IdB Holdings S.A., which comprise the Company statement of financial position as at 31 December 2014, and the Company profit and loss account, the Company statement of changes in equity and the Company statement of cash flows for the year then ended and a summary of significant accounting policies and other explanatory information.

Board of Directors' responsibility for the financial statements

The Board of Directors is responsible for the preparation and fair presentation of these Company's financial statements in accordance with International Financial Reporting Standards as adopted by the European Union, and for such internal control as the Board of Directors determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Responsibility of the "Réviseur d'entreprises agréé"

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing as adopted for Luxembourg by the "Commission de Surveillance du Secteur Financier". Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the judgment of the "Réviseur d'entreprises agréé" including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the "Réviseur d'entreprises agréé" considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors, as well as evaluating the overall presentation of the financial statements.

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



Opinion

In our opinion, the Company's financial statements give a true and fair view of the financial position of IdB Holdings S.A. as of 31 December 2014, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

PricewaterhouseCoopers, Société coopérative
Represented by

Luxembourg, 30 April 2015

A handwritten signature in black ink, appearing to read "F. Goffin", written over a horizontal line.

Fabrice Goffin