Financial report 2016

Green Vision Holding B.V.

GREEN VISION
HOLDING

Contents

Directors' report

The Management Board utilizes the exemption mentioned under Art. 2:396.7 DCC and did not prepare a Director's report.

Consolidated financial statements

GREEN VISION HOLDING

Consolidated balance sheet as at 31 December 2016

Before profit appropriation

		31 December 2016		31 December 2015	
	Note	€	€	€	€
Non-current assets					
Intangible assets	5	8,890		12,800	
Property, plant and equipment	6	1,998,875		705,540	
Financial assets	7	250,000		250,000	
			2,257,765		968,340
Current assets					
Construction contracts	8	3,433,749		3,746,296	
Receivables	9	4,183,445		965,895	
Cash and cash equivalents	10	950,731		3,422,648	
			8,567,925		8,134,839
			10,825,690		9,103,179

	Note	31 December 2016		31 December 2015	
		€	€	€	€
Equity and liabilities					
Group equity *)					
Equity	11	5,301,833		4,825,149	
			5,301,833		4,825,149
Provisions	12		526,595		540,005
Non-current liabilities *)	13		918,345		984,926
Current liabilities	14		4,078,917		2,753,099
			10,825,690		9,103,179

*) Liability capital consists of equity (group equity) and any subordinated loans recognised as non-current liabilities. Liability capital as at 31 December 2016 amounted to € 5,343,178 (31 December 2015: € 4,866,494).

Consolidated income statement for 2016

	Note	2016 €	2016 €	2015 €	2015 €
Net turnover	16		6,312,388		3,336,376
Change Work in Progress Products / Services		2,808,363		2,580,714	
Change Work in Progress R&D		69,031		364,770	
Total Revenue			9,189,782		6,281,860
Direct material costs		4,030,392		2,064,122	
Subcontracting and other external costs		69,355		19,019	
Salaries and wages, temporary workers, less WBSO wages subsidy	17	2,471,554		2,457,002	
Social security contributions	17	240,104		205,120	
Pension contributions	17	144,253		131,982	
Amortisation and depreciation	18	272,292		224,547	
Other operating expenses	19	1,427,664		1,121,807	
Total expenses			8,655,614		6,223,599
Operating profit			534,168		58,261
Finance income and costs	20		-6,818		19,687
Profit before tax			527,350		77,948
Income tax	21		0		0
Profit after tax			527,350		77,948
Profit for the year			527,350		77,948

GREEN VISION HOLDING

Consolidated cash flow statement for 2016

	Note	2016 €	2016 €	2015 €	2015 €
Cash flows from operating activities					
Operating profit			534,168		58,261
Adjustments for:					
Amortisation and depreciation	18	272,292		226,693	
Movements in provisions	12	-13,410		-484,891	
			258,882		-258,198
Changes in working capital:					
Inventories (WIP)	8	312,547		-2,084,823	
Receivables	9	-3,217,550		425,635	
Current liabilities (exclusive of bank overdrafts)	14	1,325,818		-1,312,795	
			-1,579,185		-2,971,983
Cash generated from operations			-786,135		-3,171,920
Interest received	20	20,284		53,474	
Income tax	21	0		0	
Interest paid	20	-27,102		-33,788	
			-6.818		19,686
Net cash generated from operating activities			-792,953		-3,152,234

	Note	2016		2015	
		€	€	€	€
Cash flows from investing activities					
Purchases of intangible assets	5	0		-12,089	
Purchases of property, plant and equipment (PPE)	6	-1,561,717		-236,222	
Proceeds from sale of (investment) property	6	0		28,150	
Net cash used in investing activities			-1,561,717		-220,161
Cash flows from financing activities					
Loans issued to shareholder	7	0		0	
Repayment of shareholders loans	7	0		0	
Dividends paid	27	-50,666		-341,120	
Proceeds from borrowings	13	0		0	
Reclassification from current to non-current liabilities	13	0		0	
Repayments of borrowings	14	-66,581		-197,443	
Net cash used in financing activities			-117,247		-538,563
Net cash flows	10		-2,471,917		-3,910,958
Net decrease in cash and cash equivalents			-2,471,917		-3,910,958

Movements in cash and cash equivalents can be broken down as follows:

	2016	2015
	€	€
At 1 January	3,422,648	7,333,606
Movements during the year	-2.471,917	-3,910,958
At 31 December	950,731	3,422,648

Notes to the consolidated financial statements

1 General information

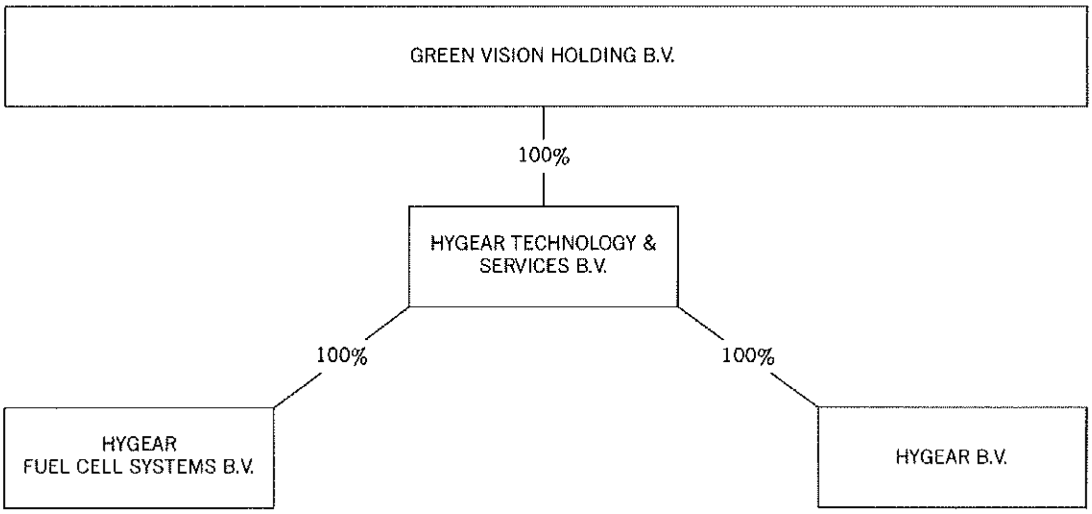
1.1 Operations

The operations of Green Vision Holding B.V., registered with the Chamber of Commerce under number 810587798, with its statutory seat in Arnhem and its group companies ("the Group") are mainly comprised of:

- Piloting for third parties; Fast cycle from development, design of modules, construction of pilot plant to commissioning and testing.
- Development and manufacturing of on-site hydrogen generators based on steam reforming technology.
- Development and manufacturing of fuel cell products.

Sales are made in both the domestic and foreign markets, with the countries of the European Union forming the most important markets.

1.2 Group structure



Green Vision Holding B.V. is part of the HyGear group. The head of this group is Green Vision Holding B.V.. As per 1 January 2014 Green Vision transferred its 100% subsidiaries HyGear B.V. and HyGear Fuel Cell Systems B.V. to HyGear Technology & Services B.V. This transfer is a transaction under common control; the shares are transferred at book value as per 1 January 2014.

1.3 Changes in accounting policies

The accounting policies have not changed in 2016.

1.4 Consolidation

The consolidation includes the financial information of Green Vision Holding B.V., its group companies and other entities in which it exercises control or whose central management it conducts. Group companies are entities in which Green Vision Holding B.V. exercises direct or indirect dominant control based on a shareholding of more than one half of the voting rights, or whose financial and operating policies it otherwise has the power to govern. Potential voting rights that can directly be exercised at the balance sheet date are also taken into account.

Group companies and other entities in which Green Vision Holding B.V. exercises control or whose central management it conducts are consolidated in full. Minority interests in group equity and group profit are disclosed separately.
Intercompany transactions, profits and balances among group companies and other consolidated entities are eliminated. Unrealised losses on intercompany transactions are eliminated as well, unless such a loss qualifies as an impairment. The accounting policies of group companies and other consolidated entities have been changed where necessary, in order to align them to the prevailing group accounting policies.

Since the income statement for 2016 of Green Vision Holding B.V. is included in the consolidated financial statements, an abridged income statement has been disclosed (in the company financial statements) in accordance with Section 402, Book 2, of the Dutch Civil Code.

The consolidated companies are listed below.
HyGear Technology & Services B.V., Arnhem (100%)
HyGear Fuel Cell Systems B.V., Arnhem (100%)
HyGear B.V., Arnhem (100%)

Unless indicated otherwise, the above companies have their registered offices in the Netherlands.

1.5 Acquisitions and disposals of group companies

Identifiable assets acquired and liabilities assumed in a business combination are recognised in the consolidated financial statements from the acquisition date, being the moment that control can be exercised in the acquired company.

The acquisition price consists of the cash consideration, or equivalent, agreed for acquiring the company plus any directly attributable expenses. If the acquisition price exceeds the net amount of the fair value of the identifiable assets and liabilities, the excess is capitalised as goodwill under intangible assets. If the acquisition price is lower than the net amount of the fair value of the identifiable assets and liabilities, the difference (i.e. negative goodwill) is disclosed under accruals and deferred income.

Entities continue to be consolidated until they are sold; they are deconsolidated from the date that control ceases and if they are classified as disposal groups held for sale.

1.6 Notes to the cash flow statement

The cash flow statement has been prepared using the indirect method. The cash items disclosed in the cash flow statement are comprised of cash and cash equivalents. Cash flows denominated in foreign currencies have been translated at average estimated exchange rates. Exchange differences affecting cash items are shown separately in the cash flow statement. Interest paid and received, dividends received and income taxes are included in cash from operating activities. Dividends paid are recognised as cash used in financing activities. The purchase consideration paid for the acquired group company was recognised as cash used in investing activities where it was settled in cash. Any cash and cash equivalents in the acquired group company were deducted from the purchase consideration. Transactions not resulting in inflow or outflow of cash, including finance leases, are not recognised in the cash flow statement. Payments of finance lease instalments qualify as repayments of borrowings under cash used in financing activities and as interest paid under cash generated from operating activities.

1.7 Estimates

The preparation of financial statements in conformity with the relevant rules requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. If necessary for the purposes of providing the view required under Section 362(1), Book 2, of the Dutch Civil Code, the nature of these estimates and judgments, including the related assumptions, is disclosed in the notes to the financial statement items in question.

2 Accounting policies for the balance sheet

2.1 General information

The consolidated financial statements have been prepared in accordance with the statutory provisions of Part 9, Book 2, of the Dutch Civil Code and the firm pronouncements in the Guidelines for Annual Reporting in the Netherlands as issued by the Dutch Accounting Standards Board.

In general, assets and liabilities are stated at the amounts at which they were acquired or incurred, or current value. If not specifically stated otherwise, they are recognised at the amounts at which they were acquired or incurred. The balance sheet, income statement and cash flow statement include references to the notes.

2.2 Prior-year comparison

The accounting policies have been consistently applied to all the years presented.

2.3 Foreign currencies

Functional currency
Items included in the financial statements of group companies are measured using the currency of the primary economic environment in which the respective group company operates (the functional currency). The consolidated financial statements are presented in euros, which is the functional and presentation currency of Green Vision Holding B.V.

Transactions, receivables and debts
Foreign currency transactions in the reporting period are translated into the functional currency using the exchange rates prevailing at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the rate of exchange prevailing at the balance sheet date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates are recognised in the income statement, except when deferred in equity as qualifying hedges

2.4 Operational lease

The company may have lease contracts whereby a large part of the risks and rewards associated with ownership are not for the benefit of nor incurred by the company. The lease contracts are recognised as operational leasing. Lease payments are recorded on a straight-line basis, taking into account reimbursements received from the lessor, in the income statement for the duration of the contract.

2.5 Intangible assets

Intangible assets are stated at historical cost less amortisation. Allowance is made for any impairment losses expected; a loss qualifies as an impairment loss if the carrying amount of the asset (or of the cash-generating unit to which it belongs) exceeds its recoverable amount.

For details on how to determine whether an intangible asset is impaired, please refer to Note 2.8 below.

Computer software
Software licences acquired are capitalised at acquisition cost and amortised over their estimated future useful lives. Expenditures that are attributable to the production of identifiable and unique software products controlled by the Group are capitalised. When internally produced, such assets are capitalised if future economic benefits are probable and the expenditure can be reliably measured. Costs associated with maintaining computer software and research expenditure are recognised in the income statement.

2.6 Property, plant and equipment

Land and buildings are stated at historical cost plus expenditure that is directly attributable to the acquisition of the items, less straight-line depreciation over their estimated future useful lives. Land is not depreciated. Allowance is made for any impairment losses expected on the balance sheet date. For details on how to determine whether property, plant or equipment is impaired, please refer to Note 2.8 below.
Lease equipment and other non-current assets are valued at historical cost or manufacturing price including directly attributable expenditure, less straight-line depreciation over their estimated useful lives and impairment losses. The manufacturing price is comprised of the cost of raw materials and consumables, and also includes expenditure directly attributable to an asset's manufacturing, including installation costs.
Interest paid is included in the manufacturing price if it takes considerable time to put an asset into use.

Investment subsidies are deducted from the historical cost or manufacturing price of the assets to which the subsidies relate.

2.7 Financial assets

Associates
Group companies and other associates in which the Company exercises significant influence, generally accompanying a shareholding of 20% or more of the voting rights, are stated at net asset value.

Net asset value is calculated using the accounting policies applied in these financial statements. Associates whose financial information cannot be aligned to these policies are valued based on their own accounting policies. Associates with an equity deficit are carried at nil. A provision is formed if and when Green Vision Holding B.V. is fully or partially liable for the debts of the associate, or has the firm intention to allow the associate to pay its debts.

Associates acquired are initially measured at the fair value of the identifiable assets and liabilities upon acquisition. Any subsequent valuation is based on the accounting policies that apply to these financial statements, taking into account the initial valuation.

Associates in which no significant influence can be exercised are recognised at cost. If an asset qualifies as impaired, it is measured at its impaired value; any write-offs are disclosed in the income statement (refer to note 2.8).

Loans to associates

Receivables disclosed under financial assets are stated at the fair value of the amount owed, which normally consists of its face value, net of any provisions considered necessary.

Other receivables

Other receivables disclosed under financial assets include issued loans and other receivables as well as purchased loans and debentures that will be held to their maturity date. These receivables are initially measured at fair value, and subsequently carried at amortised cost. If debentures are acquired or loans are issued at a discount or premium, the discount or premium is recognised through profit or loss over the maturities of the debentures or loans using the effective interest method. Also transaction costs are included in the initial valuation and recognised in profit or loss as part of the effective interest method. Impairment losses are deducted from amortised cost and expensed in the income statement.

2.8 Impairment of non-current assets

At each balance sheet date, the Company assesses whether there are any indications of assets being subject to impairment. If any such indications exist, the recoverable amount of the asset is determined. If this proves to be impossible, the recoverable amount of the cash-generating unit to which the asset belongs is identified. An asset is subject to impairment if its carrying amount exceeds its recoverable amount; the recoverable amount is the higher of an asset's fair value less costs to sell and value in use.

Fair value less costs to sell is determined based on the active market. For the purposes of determining value in use, cash flows are discounted. An impairment loss is directly expensed in the income statement.

If it is established that a previously recognised impairment loss no longer applies or has declined, the increased carrying amount of the assets in question is not set any higher than the carrying amount that would have been determined had no asset impairment been recognised.

The Company assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets is impaired. If any such evidence exists, the impairment loss is determined and recognised in the income statement.

The amount of an impairment loss incurred on financial assets stated at amortised cost is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). 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, the previously recognised impairment loss shall be reversed. The reversal shall not result in a carrying amount of the financial asset that exceeds what the amortised cost would have been had the impairment not been recognised at the date the impairment is reversed. The amount of the reversal shall be recognised in profit or loss.

If an impairment loss has been incurred on an investment in an equity instrument carried at cost, the amount of the impairment loss is measured as the difference between the carrying amount of the financial assets and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. The impairment loss shall be reversed only if the evidence of impairment is objectively shown to have been removed.

2.9 Construction contracts

Construction contracts are carried at contract revenue generated, which is comprised of contract costs incurred and attributable profits (for details, see the accounting policy set out in Note 3.2). Where appropriate, recognised losses and progress billings are deducted from construction contracts. Construction contracts are recognised as a current liability where progress billings exceed contract revenue.

2.10 Receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost. If payment of the receivable is postponed under an extended payment deadline, fair value is measured on the basis of the discounted value of the expected revenues. Interest gains are recognised using the effective interest method. When a trade receivable is uncollectible, it is written off against the allowance account for trade receivables.

2.11 Cash and cash equivalents

Cash and cash equivalents include cash in hand, bank balances and deposits held at call with maturities of less than 12 months. Bank overdrafts are shown within borrowings in current liabilities on the balance sheet. Cash and cash equivalents are stated at face value.

2.12 Equity

Where the Company purchases treasury shares, the consideration paid is deducted from equity (retained earnings (other reserves) or any other reserve if the articles of association allow so) until the shares are cancelled or reissued. Where such shares are subsequently reissued, any consideration received is included in equity (other reserves or any other reserve). The consideration received will be added to the reserve from which earlier the purchase price has been deducted.

Incremental costs directly attributable to the purchase, sale and/or issue of new shares are shown in equity as a deduction, net of tax, from the proceeds. Other direct changes in equity are also recognised net of the relevant income tax effects.

2.13 Provisions

General information

Provisions are recognised for legally enforceable or constructive obligations existing at the balance sheet date, the settlement of which is probable to require an outflow of resources whose extent can be reliably estimated. Provisions are measured on the basis of the best estimate of the amounts required to settle the obligations at the balance sheet date. Unless indicated otherwise, provisions are stated at the present value of the expenditure expected to be required to settle the obligations

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Where some or all of the expenditure required to settle a provision is expected to be reimbursed by another party, the reimbursement shall be recognised when, and only when, it is virtually certain that reimbursement will be received if the entity settles the obligation. The reimbursement shall be treated as a separate asset.
A provision is recognised for the costs of major repairs so as to spread these charges evenly over several financial years.

2.14 Liabilities

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost, being the amount received taking account of any premium or discount, less transaction costs.

Any difference between the proceeds (net of transaction costs) and the redemption value is recognised as interest in the income statement over the period of the borrowings using the effective interest method.

3 Accounting policies for the income statement

3.1 General information

Profit or loss is determined as the difference between the realisable value of the goods delivered and services rendered, and the costs and other charges for the year. Revenues on transactions are recognised in the year in which they are realised.

3.2 Revenue recognition

Sales of goods

Revenue from sales of goods is recognised when all significant risks and rewards incidental to the ownership of the goods have been transferred to the buyer.

Sales of services

Revenue from sales of services is recognised under the percentage-of-completion method based on the services performed to the balance sheet date as a percentage of the total services to be performed.

Contract revenue and costs

When the outcome of a contract can be estimated reliably, contract revenue and costs are recognised as revenue and costs in the income statement under the percentage-of-completion method.

The stage of completion is measured by reference to the contract costs incurred up to the balance sheet date as a percentage of total estimated costs for each contract. When the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised as revenue in the income statement only to the extent of contract costs incurred that are likely to be recoverable; contract costs are recognised as expenses in the period in which they were incurred. When the outcome of a contract can be estimated reliably, revenue is recognised using the percentage-of-completion method by reference to the services provided up to the balance sheet date.

Profit or loss is determined as the difference between contract revenue and contract costs. Contract revenue comprises the initial amount agreed in the contract; variations in contract work, claims and incentive payments are also included in contract revenue to the extent that they may have been agreed with the customer and are capable of being reliably measured. Contract costs comprise costs that relate directly to the specific contract, costs that are attributable to contract activity in general and can be allocated to the contract, and such other costs as are specifically chargeable to the customer under the terms of the contract.

If it is probable that total contract costs will exceed total contract revenues, any expected excess of total contract costs over total contract revenue for the contract is recognised as an expense immediately within cost of sales. The provision for the loss is recognised within construction contracts.

3.3 Exchange differences

Exchange differences arising upon the settlement or conversion of monetary items are recognised in the income statement in the period that they arise, unless they are hedged.

3.4 Revenue

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Company's activities. Revenue is shown net of value-added tax, rebates and discounts and after eliminating sales within the group. Research & Development revenue relates to services usually performed upon request of governmental bodies. These projects include conditions and commitments regarding timing, delivering and performing the requested services.

3.5 Cost of sales

Cost of sales represents the direct and indirect expenses attributable to revenue, including raw materials and consumables, cost of work contracted out and other external expenses, the employee benefits expense in respect of production staff, depreciation charges for buildings and equipment, and other operating expenses that are attributable to cost of sales. Goodwill amortisation is recognised within cost of sales also.
Gains or losses on sales of non-current assets are recognised as a component of cost of sales.

3.6 Amortisation and depreciation

Intangible assets, including goodwill, are amortised and property, plant and equipment depreciated over their estimated useful lives as from the inception of their use. Land and investment property are not depreciated. Future depreciation and amortisation is adjusted if there is a change in estimated future useful life.

Negative goodwill is released to the income statement where charges and losses occur, provided that this has been recognised in accounting for the acquisition, and these charges and losses can be reliably measured. If no expected charges or losses have been taken into account, any negative goodwill is released in accordance with the weighted average of the remaining useful life of the depreciable or amortisable assets acquired. Where negative goodwill exceeds the fair value of the identified non-monetary assets, the excess is recognised directly through profit or loss.

Gains and losses on sales of property, plant and equipment are included in depreciation.

3.7 Employee benefits

Short-term employee benefits

Salaries, wages and social security contributions are taken to the income statement based on the terms of employment, where they are due to employees.

Pensions

Green Vision Holding B.V. has a defined contribution pension plan that is operated by an insurance company. Green Vision Holding B.V. pays premiums based on (legal) requirements, contractual or voluntary basis to this insurance company. Premiums are recognised as personnel costs when they are due. Prepaid contributions are recognised as deferred assets if these lead to a refund or reduction of future payments. Contributions that are due but have not been paid yet are presented as liabilities.

3.8 Government grants

Grants and subsidies are recognised in the income statement in the year in which the subsidised costs were incurred, income was lost or a subsidised operating deficit occurred. The grants are recognised where it is probable that they will be received and Green Vision Holding B.V. will comply with all attached conditions. Government grants are recognised as a discount on expenses when the issuing body does not demand specific deliverables against the grant. (e.g. Wages subsidy WBSO)

3.9 Finance income and costs

Interest paid and received

Interest paid and received is recognised on a time-weighted basis, taking account of the effective interest rate of the assets and liabilities concerned. When recognising interest paid, allowance is made for transaction costs on loans received as part of the calculation of effective interest.

Dividends

Dividends receivable from associates not carried at net asset value and securities are recognised as soon as Green Vision Holding B.V. acquires the right to them.

3.10 Income tax expense

Income tax is calculated on the profit/loss before tax in the income statement, taking into account any losses carried forward from previous financial years (where not included in deferred income tax assets) and tax-exempt items, and plus non-deductible expenses. Account is also taken of changes in deferred income tax assets and liabilities owing to changes in the applicable tax rates.

4 Financial instruments and risk management

4.1 Liquidity risk

Green Vision Holding B.V. uses several banks in order to avail itself of a range of overdraft facilities. Where necessary, further securities will be furnished to the bank for available overdraft facilities.

4.2 *Price risk*

Currency risk
Green Vision Holding B.V. bears no currency risk as all contracts are negotiated in EURO.

Market risk
Green Vision Holding B.V. incurs risk regarding the valuation of securities disclosed under financial assets and securities within current assets. The Company manages market risk by stratifying the portfolio and imposing limits.

Interest rate and cash flow risk
The Company incurs interest rate risk on interest-bearing receivables (in particular those included in financial assets, securities and cash) and on interest-bearing non-current and current liabilities (including borrowings).

Where floating-interest loans and receivables are concerned, Green Vision Holding B.V. incurs risk regarding future cash flows. In addition, Green Vision Holding B.V. incurs risks on fixed-interest loans and receivables with respect to the fair value due to changes in the market rate of interest. No financial derivatives for interest rate risk are contracted with regard to the receivables.

4.3 Credit risk

Green Vision Holding B.V. has a significant concentration of credit risk as the majority of the trade receivables are receivable on shareholder. Goods and services are sold subject to payment deadlines ranging between eight and 180 days. A different payment period may apply to major supplies, in which case additional securities are demanded, including guarantees.

For banks and financial institutions, only independently rated parties with a minimum rating of 'A' are accepted.

Green Vision Holding B.V. has issued loans to participants and associates, as well as to shareholders. These counterparties do not have a history of non-performance.

5 Intangible assets

	Computer software
	€
At 1 January 2016	
Cost or manufacturing price	47,892
Accumulated impairment and amortisation	-35,092
Carrying amount	12,800
Movements	
Purchased	0
Amortised	-3,910
Balance	8,890
At 31 December 2016	
Cost or manufacturing price	47,892
Accumulated impairment and amortisation	-39,002
Carrying amount	8,890
Amortisation rate	20%

6 Property, plant and equipment

Movements in property, plant and equipment can be broken down as follows:

	Machinery & Equipment	Lease Equipment	Furniture & Fixtures	Means of Transport	Total
					€
At 1 January 2016					
Cost or manufacturing price	944,803	0	264,150	109,181	1,318,134
Accumulated depreciation	-398,471	0	-193,758	-20,365	-612,594
Carrying amount	546,332	0	70,392	88,816	705,540
Movements					
Reclassification	0	0	0	0	0
Purchased	178,221	1,344,124	39,375	0	1,561,720
Depreciated	-186,123	-25,845	-36,727	-19,687	-268,382
Balance	-7,902	1,318,279	2,648	-19,687	1,293,338
At 31 December 2016					
Cost or manufacturing price	1,123,024	1,344,124	303,525	109,181	2,879,854
Accumulated depreciation	-584,597	-25,845	-230,485	-40,052	-880,979
Carrying amount	538,427	1,318,279	73,040	69,129	1,998,875
Depreciation rate	20%	6,66%	20%	20%	

7 Financial assets

Movements in financial assets can be broken down as follows:

	2016	2015
	€	€
At 1 January	250,000	250,000
Repayments	0	0
At 31 December	250,000	250,000

All financial assets fall due in more than one year.

Other receivables

Other receivables include a loan to shareholder DRL Resource Management B.V. amounting to € 250,000 (2015: € 250,000) which has been agreed on an arm's length basis. The floating-interest loan shall solely be repaid when the conditions as mentioned in the underlying loan agreement are met. The interest on this loan shall be floating on the rate equal to the statutory interest as determined on the basis of article 6:119 Dutch Civil Code. Interest rate for 2016 was 2% (2015: 2%).

8 Construction contracts

Accumulated revenue on construction contracts not completed on the balance sheet date was € 3,433,749 (2015: € 3,746,296). Total advance payments from customers for uncompleted projects amounted to € 2,089,102 (2015: € 1,714,905). Advance payments are balanced with accumulated revenue on construction contracts not completed on the balance sheet date. An amount of € 527,976 (2015: € 379,490) was retained by customers on progress billings.

Construction contracts and progress billings can be broken down as follows:

	Generated contract revenue -/- recognised losses and progress billings > 0	Generated contract revenue -/- recognised losses and progress billings < 0	31-12-2016	31-12-2015
	€	€	€	€
Construction contracts R&D projects	2,447,706	-933,455	1,514,251	-109,120
Construction contracts commercial projects	986,043	-1,155,647	-169,604	2,140,511
Total	3,433,749	-2,089,102	1,344,647	2,031,391

Construction contracts are recognised as a current liability where progress billings exceed contract revenue. Please refer to note 14 on page 27

9 Receivables

	31-12-2016	31-12-2015
	€	€
Trade receivables	2,744,565	33,304
Taxes and social security contributions	509,797	550,493
Other receivables, prepayments and accrued income	929,083	382,098
	4,183,445	965,895

All receivables, fall due in less than one year. Trade receivables include an amount of € 154,129 which was taken as a provision.

Trade receivables

	31-12-2016	31-12-2015
	€	€
Receivable on shareholder	0	0
Trade receivables	2,898,695	175,592
Provision trade receivables	-154,130	-142,288
	2,744,565	33,304

Taxes and social security contributions

	31-12-2016	31-12-2015
	€	€
Value-added tax	466,216	400,264
Income Tax	43,581	150,229
	509,797	550,493

Other receivables, prepayments and accrued income

	31-12-2016	31-12-2015
	€	€
Interest	1,800	43,912
Prepayments and accrued income	927,283	338,186
	929,083	382,098

10 Cash and cash equivalents

This item in the cash flow statement is comprised as follows:

	31-12-2016	31-12-2015
	€	€
Cash and cash equivalents	950,731	3,422,648

Cash and cash equivalents include non-maturity deposits to the amount of € 168,450. Of cash and cash equivalents € 42,625 is not at the Company's free disposal. (Bank guarantees)

11 Group equity

For details to equity, please refer to the notes to the company financial statements.

12 Provisions

	31-12-2016	31-12-2015
	€	€
Warranty provision	526,595	540,005

The warranty provision covers the warranty costs for Hydrogen Generation Systems sold.

Movements in provisions were as follows:

	2016	2015
	€	€
At 1 January	540,005	1,024,896
Released/Added	-247,103	0
	292,902	1,024,896
Movements	233,693	-484,891
At 31 December	526,595	540,005

Of the provisions, € 176,456 qualifies as long-term (i.e. in effect for more than one year).

13 Non-current liabilities

	At 31 December 2016	Remaining term < 1 year	Remaining term > 1 year < 5years	Remaining term > 5 years
	€	€	€	€
Subordinated loan				
DRL Resource Management B.V.	41,345	0	0	41,345
Innovation loan (Innovatiekrediet)	70,789	70,789	0	0
Non-interest bearing loan:				
(Uitdagerskrediet)	877,000	0	877,000	0
	989,134	70,789	877,000	41,345

Repayment obligations falling due within 12 months of the end of the financial year, are included in current liabilities.

Subordinated loans

The subordinated loan DRL Resource Management B.V. bears 6% interest on a yearly basis. Interest is paid quarterly, no repayment schedule is in place.

Innovation loan (Innovatiekrediet)

This loan was issued by Agentschap NL on October 1, 2012 for a maximum amount of € 4,291,303. The loan can only be used to fund the development of a small scale Bio Gas to Liquid plant.

Advance payments received and repayments made: €

3rd quarter of 2012	131,694
2nd quarter of 2014	119,873
3rd quarter of 2015	-110,672
3rd quarter of 2016	-93,930
Total received advance payments on 31-12-2016	46,965
Total interest due on 31-12-2016	23,824
	70,789

The repayment of the loan is due in the period 2015 – 2017. Agentschap NL issued the loan against security of all assets gained under this development project. Besides this SDI Technology Ventures B.V. signed a security/suretyship bond to assure repayment obligations to Agentschap NL. This loan bears 3.2% interest on a yearly basis. The project has been cancelled at the request of Green Vision Holding, and has been approved by Agentschap NL.

Non-interest bearing loan (Uitdagerskrediet)
This loan was issued by Agentschap NL on February 8, 2008 for a maximum amount of € 1,000,000. The loan can only be used to fund the development project of the HGS-L.

Advance payments received and repayments made: €

2nd quarter of 2008	340,686
4th quarter of 2009	293,227
4th quarter of 2010	366,087
4th quarter of 2014	-41,000
2nd quarter of 2015	-82,000
Total received advance payments on 31-12-2016	877,000

According the approved postponement, the repayment of the non-interest bearing loan is due in the period 2014 – 2018. Agentschap NL issued the loan against security of all assets gained under this development project. Besides this SDI Technology Ventures B.V. signed a security/suretyship bond to assure repayment obligations to Agentschap NL. The remaining 877,000 is conditionally waived by Agentschap NL. Final absolution depends on the actual sales of HGS-L units, and will be determined latest in 2017.

14 Current liabilities

	31-12-2016	31-12-2015
	€	€
Construction contracts R&D projects	933,455	1,672,029
Construction contracts commercial projects	1,155,647	42,876
Repayment obligations	70,789	93.930
Prepayments on orders	99,400	228,800
Trade payables	1,518,287	435,479
Payroll tax	40,580	66,497
Other debts, accruals and deferred income	260,759	213,488
	4,078,917	2,753,099

All current liabilities fall due in less than one year. The fair value of the current liabilities approximates the book value due to its short term character.

15 Commitments and contingencies not included in the balance sheet

15.1 Government grant- R&D revenues

For several R&D projects, the company recognised income resulting from (pre)payments of governmental bodies, the final settlement of which is subject to approval by the governmental bodies.

15.2 Bank guarantees

The following bank guarantees are issued:

At 31 December 2016	€
Security with customs for duty-free ethanol permit	37,500
Service guarantee LHPU unit	5,125
Total	42,625

15.3 Commitment

Commitment for the rent of facilities for the sum of € 250,000 have not been included in the balance sheet. The contract will take effect around summer 2017, with a length of 15 years.

Obligations to pay	€
No later than 1 year	250,000
	Rental

15.4 Going concern

The management of Green Vision Holding B.V. hereby declares that it shall assume liability for all the debts arising from legal transactions and the equity deficit of HyGear Fuel Cell Systems B.V. This liability undertaking guarantees compliance by Green Vision Holding with all the liabilities, obligations and commitments of HyGear Fuel Cell Systems B.V. in event of any shortage of funds. This undertaking shall be valid for a period 1 year following the financial year ended December 31, 2016.

15.5 *Fiscal unity*

Green Vision Holding B.V. is with the following companies included in the fiscal unity for corporate income tax and VAT:

- HyGear Technology and Services B.V.
- HyGear B.V.
- HyGear Fuel Cell Systems B.V.

16 Events after balance sheet date

16.1 Public debt placement

In February 2017 Green Vision Holding BV concluded a € 2,499,000 public bond placement via NPEX to fund future growth of the company. The bonds, having a nominal value of € 1.000 each, carry a 7% annualised interest rate and a six year duration. Interest is payable monthly and the bonds are redeemable on February 28, 2023. Early redemption is possible.

GREEN VISION HOLDING

17 Net turnover

	2016	2015
	€	€
Third parties		
Product Revenue	2,063,255	139,867
Service Revenue	164,437	189,549
Lease Revenue	41,313	0
R&D Revenue	4,043,383	3,006,960
Total Revenue	6,312,388	3,336,376

18 Personnel Expenses

	2016	2015
	€	€
Salaries and wages	3,036,605	2,727,924
Temporary workers	198,664	152,120
WBSO wages subsidy	-763,715	-423,042
Social security contributions	240,104	205,120
Pension contributions	144,253	131,982
	2,855,911	2,794,104

19 Amortisation and depreciation

Amortisation and depreciation can be broken down as follows:

Amortisation and depreciation

	2016	2015
	€	€
Amortisation and depreciation	272,292	224,547
	272,292	224,547

20 Other operating expenses

Other operating expenses can be broken down as follows:

	2016	2015
	€	€
Personnel expenses	102,903	106,425
Premises and utilities expenses	423,868	235,102
Selling and marketing expenses	467,960	493,269
Transport expenses	16,361	19,574
General and administrative expenses	416,572	267,437
	1,427,664	1,121,807

Personnel expenses

	2016	2015
	€	€
Cafeteria / food plan	9,431	9,803
Other fringe benefits	5,689	4,797
Education and training	14,397	12,705
Commuting allowance	61,177	57,362
Recruiting expense	249	689
Professional fees salary administration	6,252	6,872
EHS expense	2,159	8,724
Other personnel expenses	3,549	5,473
	102,903	106,425

Premises and utilities expenses

	2016	2015
	€	€
Rent expense facilities	189,932	188,794
Heat power and light	222,454	36,778
Cleaning expense	6,132	4,347
Trash removal	4,362	4,376
Other facilities expenses	989	807
	423,868	235,102

Selling and marketing expenses

	2016	2015
	€	€
Appearance expense	0	1,750
Travel and living	190,242	130,631
Allowance doubtful debtors	11,842	142,288
Trade show and events	1,342	20,780
Asia Office	98,669	0
Membership industry grouping	50,129	90,919
Marketing expenses	115,735	106,901
	467,960	493,269

Transport expenses

	2016	2015
	€	€
Automobile fuel expense	10,099	8,059
Automobile repair and maintenance	3,392	2,854
Automobile road tax	3,880	5,559
Automobile insurance	1,946	5,460
Reimbursed automobile expenses management / other	-2,955	-2,358
	16,361	19,574

General and administrative expenses

	2016	2015
	€	€
Postage and courier expense	8,406	1,462
Telephone and internet expense	11,695	9,456
Stationary and office supplies	4,356	9,048
Equipment	0	473
Tooling & maintenance expenses	3,210	3.986
Dues and subscriptions	6,917	5,998
Computer supplies	21,256	9,471
Insurance expense	2,664	45,431
Professional fees accounting	38,826	27,270
Professional fees legal	286,006	86,443
Patent expenses	33,236	68,399
Non-deductable fines / penalties	0	0
	416,572	267,437

21 Finance income and costs

	2016	2015
	€	€
Interest and similar income	20,284	53,475
Interest and similar expense	-27,102	-33,788
	-6,818	19,687

Interest and similar expense contains a fee for guarantee provided by a shareholder for both the loans from Agentschap NL as referred to under note 13 on page 26.

22 Income tax

	2016
	€
Profit before tax	527,350
Income tax	0
Effective tax rate	0%
Applicable tax rate	24%

The effective tax rate differs from the applicable tax rate, mainly as a result of the application of the Innovationbox. This leads to a tax profit in 2016 of € 201,439 which can be offset with taxable losses in prior year (carry back).

Total remaining tax losses carried forward amount to € 1,460,399.

These losses can be utilised to prevent paying income taxes up to that (taxable) amount in the coming years, however only if the fiscal unity as whole is making a profit and the entity which owns the tax losses carried forward as well. These tax losses were not recognised in the accounts as a deferred tax asset because there is insufficient certainty on if, how and when the tax losses will be compensated. This is also a result of the Innovation box and RDA deduction.

23 Average number of employees

During the year 2016, the average number of employees, based on full-time equivalents, was 51,7 (2015: 49,6). No employees were employed outside the Netherlands. (2015: 0)

Company financial statements

GREEN VISION HOLDING

Company balance sheet as at 31 December 2016

(before profit appropriation)

	Note	31 December 2016		31 December 2015	
		€	€	€	€
Non-current assets					
Financial assets	24		1,612,186		1,278,143
Current assets					
Construction contracts		0		0	
Receivables	25	4,112,599		2,540,365	
Cash and cash equivalents	26	726,892		2,427,285	
			4,839,491		4,967,650
			6,451,677		6,245,793

		31 December 2016		31 December 2015	
	Note	€	€	€	€
Equity and liabilities					
Equity	27				
Share capital	28	31,468		31,468	
Share premium	29	2,236,532		2,236,532	
Other reserves	30	2,800,051		2,479,201	
Profit for the Year		233,782		371,516	
			5,301,833		5,118,717
Non-current liabilities	31		918,345		984,926
Current liabilities	32		231,499		142,150
			6,451,677		6,245,793

Company income statement for 2016

	Note	2016	2015
		€	€
Share of profit of group companies after tax	24	334,043	443,394
Company loss/profit after tax		-100,261	-71,878
Profit for the year		233,782	371,516

Notes to the company financial statements

24 General information

The company financial statements have been prepared in accordance with the statutory provisions of Part 9, Book 2, of the Dutch Civil Code and the firm pronouncements in the Guidelines for Annual Reporting in the Netherlands as issued by the Dutch Accounting Standards Board.
The accounting policies for the company financial statements and the consolidated financial statements are the same. Group companies are stated at net asset value.
For the accounting policies for the company balance sheet and income statement, reference is made to the notes to the consolidated balance sheet and income statement on pages 9 to 32.
Pursuant to Article 402, Book 2, of the Dutch Civil Code, the company profit-and-loss account has been presented in abridged form.

25 Financial assets

Movements in financial assets can be broken down as follows:

	Associates	Shareholder
	€	€
At 1 January 2016	1,028,143	250,000
Share of profit of group companies after tax	334,043	0
At 31 December 2016	1,362,186	250,000
Long-term	1,362,186	250,000

Income tax expense within group companies equals € 0.

List of group companies
Green Vision Holding B.V. has direct interests in the following group company:

Name, registered office*	Share in equity (%)
Fully consolidated	
HyGear Technology & Services B.V., Arnhem	100.00

* Unless indicated otherwise, the above companies have their registered offices in the Netherlands.

Green Vision Holding B.V. exercises decisive control over the related parties. Other companies whose financial and operating activities it can control also qualify as related parties.

Other receivables
Other receivables include a loan to shareholder DRL Resource Management B.V. amounting to € 250,000 (2015: € 250,000) which has been agreed on an arm's length basis. The floating-interest loan shall solely be repaid when the conditions as mentioned in the underlying loan agreement are met. The interest on

this loan shall be floating on the rate equal to the statutory interest as determined on the basis of article 6:119 Dutch Civil Code. Interest rate for 2016 was 2% (2015: 2%).

26 Receivables

	31-12-2016	31-12-2015
	€	€
Trade receivables	63,745	58,550
Provision trade receivables	-63,745	-58,550
Receivable from group companies	4,043,287	2,084,735
Tax and social security contributions	43,581	289,910
Other receivables, prepayments and accrued income	25,731	165,720
	4,112,599	2,540,365

Trade receivables include an amount of € 5,195 which was taken as a provision.

Tax and social security contributions

	31-12-2016	31-12-2015
	€	€
Income Tax	43,581	150,229
Value Added Tax	0	139,681
Social security contributions	0	0
	43,581	289,910

Receivable from group companies

	31-12-2016	31-12-2015
	€	€
Receivable from associate HyGear Technology & Services B.V.	4,043,287	2,084,735

The average intercompany balances bear interest at 3% per annum. Nothing has been agreed in respect of repayment and securities.

Other receivables, prepayments and accrued income

	31-12-2016	31-12-2015
	€	€
Interest	1,301	26,386
Prepayments	24,430	139,334
	25,731	165,720

27 Cash and cash equivalents

	31-12-2016	31-12-2015
	€	€
ABN AMRO Bank N.V.	22,088	478
Rabobank	693,556	7,092
Deposits	11,248	2,419,715
	726,892	2,427,285

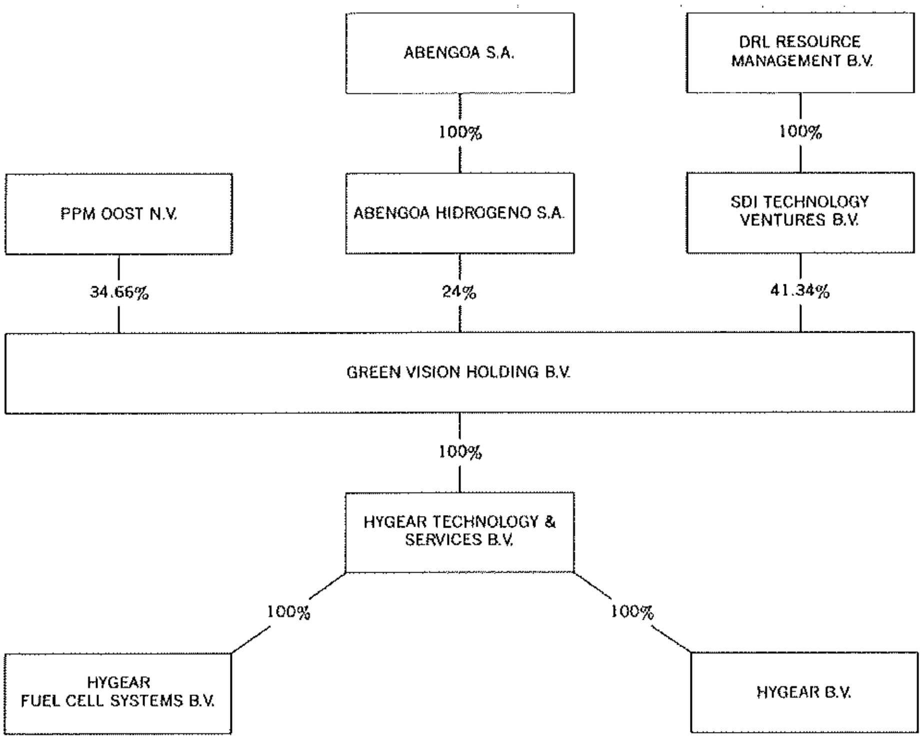
Cash and cash equivalents include non-maturity deposits of € 11,248.

28 Equity

	Issued share capital	Share premium	Other reserves	Profit for the year	Total
	€	€	€	€	€
At 1 January 2016	31,468	2,236,532	2,479,201	371,516	5,118,717
Changes					
Profit appropriation 2016	0	0	371,516	-371,516	0
Dividend distribution 2016	0	0	-50,666	0	-50,666
Profit for the year	0	0	0	233,782	233,782
At 31 December 2016	31,468	2,236,532	2,800,051	233,782	5,301,833

29 Share capital

The authorised share capital of Green Vision Holding B.V. amounts to € 31,468, divided into 31,468 ordinary shares of € 1 each. Of these, 31,468 ordinary shares have been issued.



30 Share premium

	2016	2015
	€	€
Share premium	2,236,532	2,236,532
	2,236,532	2,236,532

	2016	2015
	€	€
At 1 January	250,000	250,000

31 Other reserves

	2016	2015
	€	€
At 1 January	2,479,201	2,295,520
Profit appropriation	371,516	524,801
Dividend	-50,666	-341,120
At 31 December	2,800,051	2,479,201

32 Non-current liabilities

	31-12-2016	31-12-2015
	€	€
Innovation loan	0	66,581
Non-interest bearing loan (Uitdagerskrediet)	877,000	877,000
Subordinated loans:		
DRL Resource Management B.V.	41,345	41,345
	918,345	984,926

Innovation loan

The innovation loan from Agentschap NL. bears 3.2% interest on a yearly basis. Yearly interest is accumulated in the innovation loan, repayment schedule is in place. For further details please refer to note 13 on page 26.

Non-interest bearing loan (Uitdagerskrediet)

This loan was issued by Agentschap NL on February 8, 2008 to be used to fund the development project of the HGS-L. For further details please refer to note 13 on page 26.

Subordinated loans

The subordinated loan DRL Resource Management B.V. bears 6% interest on a yearly basis. Interest is paid quarterly, no repayment schedule is in place.

33 Current liabilities

	31-12-2016	31-12-2015
	€	€
Repayment obligations	70,789	93,930
Trade payables	108,078	29,108
Other debts, accruals and received prepayments	52,632	19,112
	231,499	142,150

Commitments and contingencies not included in the balance sheet

Tax group liability

The Company forms an income tax group with HyGear B.V., HyGear Fuel Cell Systems B.V. and HyGear Technology & Services B.V. Under the Dutch Collection of State Taxes Act, the Company and its fellow group members are jointly and severally liable for any taxes payable by the tax group.

The financial statements of HyGear B.V., HyGear Fuel Cell Systems B.V. and HyGear Technology & Services B.V. recognises a tax liability based on its profit for financial reporting purposes. Green Vision Holding B.V. settles its intercompany balances with its group companies based on the associate's profit for financial reporting purposes.

34 Average number of employees

During the year 2016, the average number of employees, based on full-time equivalents, was 0 (2015: 0). No employees were employed outside the Netherlands. (2014: 0)

35 Directors' remuneration

The company is exempted from disclosing information regarding directors' remuneration under Art. 2:383 DCC.

36 Proposed profit appropriation

Clause 21 of the Green Vision Holding Articles of Association governs profit appropriation. This text of this clause is as follows:

- 21.1. The profit is at the free disposal of the General Meeting of Shareholders.
- 21.2. The Company may make distributions to the shareholders and other persons entitled to the distributable profits only to the extent that the company's shareholders' equity exceeds the sum of the paid-in capital and the legal reserves required by law to maintain.
- 21.3. Distribution of profit will take place after adoption of the income statement that demonstrates the legitimacy of distribution.
- 21.4. Any shares held by the company in its own capital are not counted when calculating the profit appropriation, except where the shares are encumbered with usufruct, or depositary receipts for shares have been issued with the company's consent.
- 21.5. Any shares for which the company holds certificates of shares or shares with a limited right of entitlement to the distributable profits are also not counted when calculating the profit appropriation.
- 21.6. The Management Board may decide to distribute an interim dividend in anticipation of the expected dividend, subject to the provisions of paragraph 2 above.

The Management Board proposes to appropriate the profit of € 233,782 as follows:

	€
At the disposal of the Annual General Meeting of Shareholders	233,782
Profit for the year	233,782

The profit appropriation is not reflected in these financial statements.

Arnhem, 21 February 2016

Green Vision Holding B.V.

The Management Board,

The Supervisory Board,

Green Vision Holding B.V.
Westervoortsedijk 73
P.O. Box 5280
6802 EG Arnhem
The Netherlands

Independent Auditor's report

FLYNTH
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INDEPENDENT AUDITOR'S REPORT

To the shareholders of Green Vision Holding B.V.

A. Report on the audit of the financial statements 2016 included in the financial report

Our opinion

We have audited the financial statements 2016 of Green Vision Holding B.V., based in Arnhem.

In our opinion the accompanying financial statements give a true and fair view of the financial position of Green Vision Holding B.V as at 31 December 2016 and of its result for 2016 in accordance with Part 9 of Book 2 of the Dutch Civil Code.

The financial statements comprise:

1. the consolidated and company balance sheet as at 31 December 2016;
2. the consolidated and company profit and loss account for 2016; and
3. the notes comprising a summary of the 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 Green Vision Holding B.V in accordance with the "Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten" (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore we have complied with the Verordening gedrags- en beroepsregels accountants (VGBA, Dutch Code of Ethics).

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

B. Description of responsibilities regarding the financial statements

Responsibilities of management for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Part 9 of Book 2 of the Dutch Civil Code. Furthermore, management is responsible for such internal control as management 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, management is responsible for assessing the company's ability to continue as a going concern. Based on the financial reporting framework mentioned, management should prepare the financial statements using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

Management 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.

Those charges with governance (Supervisory Board) is responsible for the monitoring of the process related to the financial reporting of the company.

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Beconnummer 287234. Handelsregister 09063021. www.flynth.nl.
Dienstverlening vindt plaats onder algemene voorwaarden, op aanvraag verkrijgbaar en gedeponeerd bij de KvK in Arnhem.

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 detect all material errors and fraud during our audit.

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.

We have exercised professional judgement 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 management;
- Concluding on the appropriateness of management'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 a company to cease 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.

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.

We communicate with those charged with governance 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.

Arnhem, May 11, 2017
Flynth Audit B.V.

Was signed

drs. J.W.M. Verhagen RA