oranjewoud

Annual report 2015

Oranjewoud N.V.

Contents

FOREWORD

In this annual report, we present our figures for 2015 and update you on the development of the various segments within Oranjewoud N.V.

Oranjewoud N.V. was founded on October 18, 2001 and is listed on the official Euronext N.V. Market in Amsterdam. Oranjewoud N.V. is 95.70% owned by Sanderink Investments B.V. With a workforce of over 10,000, Oranjewoud N.V. recorded revenue of €2.3 billion in 2015.

Since 2005, Oranjewoud N.V. has expanded every year, partly driven by acquisitions. This trend was continued in 2015. The first in a line of acquisitions came on July 1, 2015 when NS Spooraansluitingen B.V. was acquired, which now operates under the name Strukton Short Line B.V. On December 7, 2015, Oranjewoud N.V. acquired a 47% stake in Angelbrasil Geologia e Meio Ambiente Ltda. And on December 21, 2015, Groupe IRH Environnement was taken over.

Revenue amounted to €2.3 billion. Historically, this is the highest revenue the Group has ever achieved. The growth in revenue of €169 million in comparison to 2014 was driven mainly by increased output of the Riyadh subway project (on which construction work actually got underway in 2015), the Maasvlakte-Vaanplein A15 project, and the Maastricht A2 tunnel project. Increased output from the Maasvlakte-Vaanplein A15 project and the Maastricht A2 tunnel project is a result of the raising of the Group's economic interest in these projects following an agreement to this effect with Ballast Nedam. Given that the A15 project and the A2 project are nearing completion, revenue is set to be lower in 2016. High revenue is not an objective for the Group in its own right. The Group pursues balance between risk, reward, and revenue. The strategy is focused on technology, specialty products, and projects with a smaller scope in comparison to past contracts. Project scope has tentatively been capped at €100 million.

The operating profit came in at €88.7 million in 2015, up €72.4 million from €16.3 million in 2014. Except for the Consulting and Engineering Services segment, all segments for which the Group presents figures saw their operating profits improve on 2014:

- Consulting and Engineering Services -/- €6.3 million
- Rail Systems + €11.6 million
- Civil Infrastructure + €53.6 million
- International Infrastructure and Rail Systems + €8.0 million
- Technology and Buildings + €5.2 million
- Other + €0.3 million

The net result was up €44.3 million to €19.2 million in 2015, after a loss of €25.1 million in 2014. This improvement is one that is particularly gratifying. It is, however, only the first step towards recovery, after two consecutive loss-making years. The Group has also set out to further limit the extent of the operating capital the Group needs to generate revenue. This will be achieved by successfully implementing the newly adopted strategy and continuing to stress the importance of operating capital management as a key parameter and management driver for the company's success.

To improve solvency and strengthen the company's cash position, Oranjewoud N.V. added €10 million to its Shareholders' Equity on March 6, 2015 through a private share issue to Sanderink Investments B.V. In 2015, Shareholders' Equity grew further owing to realized gains (€18.1 million) and unrealized gains (€7.6 million). This is offset against a balance sheet increase of €194 million as a result of acquisitions, the greater share in the A2 and A15 projects, the Riyadh project going fully operational, and the company's growth. Consequently, more operating capital is needed, for which funding will be sought under current bank covenants. The combination of these facts prompted the proposal from the Board of Directors to forgo payment of dividends for the 2015 financial year, with the approval of the Supervisory Board.

The Board of Directors

CORPORATE PROFILE

Oranjewoud N.V., top holding of Strukton Groep and Antea Group, is a listed enterprise encompassing companies that operate both nationally and internationally. The companies that are part of Oranjewoud N.V. are active in the fields of civil infrastructure, rail systems, technology and buildings, the environment, spatial development, infrastructure, water and recreation. This covers the whole process, from preliminary studies, consultancy, design, planning and organization, right up to realization, management and operation.

Strukton's focus is on railroad and civil engineering, as well as on technology-driven specialist products and services for railroad systems, civil infrastructure, and technology and buildings that set the company apart from the competition. Strukton has clients both in Europe and beyond and operates in three markets:

- Rail Systems: railroad infrastructure and electric train system maintenance, innovation, and construction, both heavy rail and light rail (Strukton Rail)
- Civil Infrastructure: design, execution, management, and maintenance as part of infrastructure projects across the Netherlands (Strukton Civiel)
- Technology and Buildings: design, implementation, maintenance, and operation of technical systems and buildings across the Netherlands (Strukton Worksphere)

Strukton International operates on an international scale, providing integrated railroad and civil infrastructure solutions that are used primarily in the construction of transport systems in densely populated areas, in ports, and as part of port hinterland connectivity infrastructure. In its operations, Strukton International draws on the capacity, experience, and expertise of both Strukton Rail and Strukton Civiel.

Strukton Integrale Projecten works on PPP concession projects and financing solutions both within each of these markets and across markets. Aside from that, Strukton Integrale Projecten offers project and contract management services for integrated PPP and MEAT (Most Economically Advantageous Tender) bidding procedures. For PPP assets acquired, Strukton Integrale Projecten takes care of all SPC management tasks during both the construction and the operation phase.

Antea Group provides Consulting & Engineering services in the area of infrastructure, space, management & data, the environment, safety and realization. A combination of strategic thinking, technical expertise and a pragmatic approach offers effective solutions to our clients.

In the area of sports and leisure facilities, Antea Group can take care of the whole process, from preliminary studies, consultancy, design, planning and organization, right up to realization, management and operation.

Oranjewoud N.V.'s temporary staff division focuses on technical professionals in a broad range of fields, including architectural engineering, civil engineering, industrial automation, mechanical engineering, electrical engineering, and technical business administration.

Oranjewoud N.V. operating companies work under contract from national and local government bodies and the private sector.

KEY FIGURES

	2015	2014	2013	2012 *	2011
Results (in millions of euros)					
Total revenue	2,305.6	2,136.8	1,962.1	1,719.8	1,743.4
Ebitda	88.7	16.3	44.6	69.3	84.3
Net profit	19.2	(25.1)	(12.6)	23.5	17.9
Total comprehensive income	26.8	(38.5)	(11.6)	19.4	15.0
Total net cash flow	56.5	17.0	17.1	(64.6)	(22.8)
Total operational cash flow	67.0	56.6	49.4	17.6	2.0
Equity (in millions of euros)					
Equity (E)	242.1	206.5	246.8	259.2	240.6
Total assets (TA)	1,661.3	1,467.3	1,317.9	1,037.8	1,085.4
E/TA	14.6%	14.1%	18.7%	25.0%	22.2%
Employees (headcount)					
Number at end of financial year	10187	10499	10587	9646	9369
Backlog (in millions of euros)					
Consultancy & Engineering Services	248.6	230.7	246.6	252.6	246.0
Rail Systems	1,290.0	1,196.4	1,043.2	719.2	757.5
Civil infrastructure	470.3	380.3	1,462.1	643.2	639.6
International	919.9	952.0	-	-	-
Technology & Buildings	538.2	445.2	507.6	583.6	587.7
Other	12.0	12.8	11.6	12.8	16.1
Total	3,479.0	3,217.4	3,271.1	2,211.4	2,247.0

* Restated for comparison purposes in connection with changes in accounting policies on pensions (IAS 19) and joint arrangements (IFRS 11).
The figures of 2011 have not been restated for the changes in accounting policies.

BOARD OF DIRECTORS MEMBER PROFILES

Mr. G.P. Sanderink (1948, nationality: Dutch)
Gerard Sanderink has spent a large part of his career in the IT software sector. In 1978, he co-founded and became managing director of ICT Automatisering. After selling his shares, Gerard Sanderink started up Centric. Centric has grown into a leading provider of information technology in the Netherlands, and also operates in Belgium, Germany, Norway, Romania, Switzerland and Sweden. In late 2005, Gerard Sanderink acquired the Oranjewoud consultancy and engineering firm, which was brought under the listed company Oranjewoud N.V. in late 2006. Driven by his passion for technology, his entrepreneurial spirit and his global vision, he then acquired engineering firms in the United States, France, Colombia and India. In late 2010, Oranjewoud N.V. acquired Strukton Groep, and Gerard Sanderink has been chairman of its Board ever since.

Mr. P.G. Pijper (1966, nationality: Dutch)
Pieter Pijper joined Oranjewoud in the year 2000 and became Oranjewoud N.V.'s CFO in 2007. In 2008, he added the role of CFO at Antea Group United States to his duties. In addition to his work at Oranjewoud N.V. and Antea Group United States, Pieter Pijper teaches risk management courses and fulfills a number of managerial roles. Since 2012, Pieter Pijper has been serving as the CFO of Strukton Rail. He is also a member of the Supervisory Board of Eurailscout B.V. and the Board of Directors of Strukton Rail in Sweden and Denmark.

SUPERVISORY BOARD MEMBER PROFILES

Mr. H.G.B. Spenkelink (1947, nationality: Dutch)
Herman Spenkelink was a member of the Board of Directors at Dura Vermeer Groep N.V. between 1983 and 2008. Starting from 1974 he held various positions at the Dura Vermeer Groep. After stepping down as director in 2008, he has continued to serve Dura Vermeer Groep in various advisory roles. Owing to his long tenure at Dura Vermeer, Herman Spenkelink can boast considerable experience and expertise in the construction and real estate market segments. He also holds a number of directorships and sits on several supervisory boards ("Aqua+" Beheer B.V. in Goor, AGAR Holding B.V. in Hengelo and Alewijnse Holding B.V. in Nijmegen, all in the Netherlands).

Mr. J.P.F. van Zeeland (1946, nationality: Dutch)
Jan van Zeeland brings key financial and corporate governance expertise and experience to the company. Between 1964 and 2004, Jan van Zeeland worked in accounting; from 1981 as a partner at the accounting firms Vis & Van Zeeland, Zeeland and Ernst & Young Accountants LLP. In 2008, he became an executive board member (*wethouder*) on the local council of Geldrop-Mierlo, a position he held until 2010.

Mr. W.G.B. te Kamp (1945, nationality: Dutch)
Wim te Kamp's forte is his specific knowledge and expertise of the engineering sector. Between 1967 and 1983 he held different positions at Fugro B.V., and in 1983 he became managing director at consultancy and engineering firm Tauw B.V., a position he held until 1998. As the managing director of the venture capital company Wadinko B.V., Wim te Kamp added experience and expertise in the area of finance and investment to his credentials. Since 2007, he has served in various advisory and managerial roles and sits on several supervisory boards (Rudico Beheer B.V. in Eerbeek, IJsseltechnologie Groep B.V. in Zwolle, Leferink Office Works Holding B.V. in Haaksbergen, Calder Holding B.V. in Zwolle and Coöperatieve Rabobank Salland U.A. in Deventer, all in the Netherlands).

SUPERVISORY BOARD REPORT

General

The membership of the Supervisory Board is as follows:

- Mr. H.G.B. Spenkelink, Chairman of the Supervisory Board. Year of birth: 1947. Nationality: Dutch. Most significant past position: Member of the Board of Directors of Dura Vermeer Groep N.V.
- Mr. W.G.B. te Kamp. Year of birth: 1945. Nationality: Dutch. Most significant past position: Managing Director of consulting and engineering firm Tauw B.V.
- Mr. J.P.F. van Zeeland. Year of birth: 1946. Nationality: Dutch. Most significant past position: partner at Ernst & Young Accountants LLP.

The members of the Supervisory Board were initially appointed in the extraordinary general meeting of October 29, 2010 to three-year terms. Mr. Spenkelink and Mr. Te Kamp were reappointed in 2012 to four-year terms (until 2016). In 2013, Mr. Van Zeeland was reappointed to a four-year term (until 2017).
At the General Shareholders' Meeting of Wednesday, May 25, 2016, Mr. Spenkelink will be nominated for reappointment to a three-year term. Mr. Te Kamp will be nominated for reappointment to a two-year term.

All members of the Supervisory Board are independent, as stipulated in best practice clause III.2.1 of the Dutch Corporate Governance Code. There are no conflicts of interests, in accordance with best practice clauses III.6.1 and III.6.3.

The Supervisory Board held six ordinary meetings in 2015 with the Board of Oranjewoud N.V. Aside from that, members of the Supervisory Board met with various people from across the organization on several occasions:

- various meetings with the boards of the operating companies;
- presentation by project management about the Riyadh subway project in Saudi Arabia;
- meeting with employee representatives; and
- meeting with representatives of Strukton's banks within the context of the refinancing deal for Strukton in May 2015.

The group auditor, PricewaterhouseCoopers Accountants N.V. (PwC) attended two Supervisory Board meetings in 2016: one to discuss the initial findings of their audit of Oranjewoud's 2015 financial statements, and one to discuss the audit report for the 2015 financial statements. Ordinary meetings were attended by all members of the Supervisory Board. The purpose of the meetings was to arrive at an effective and efficient working relationship between the Supervisory Board and the Board of Directors and to discuss the strategy. Moreover, meetings were also used to provide insight into the strategic, operational and financial goals of the organization. The meetings discussed items such as the interim financial reports and the semi-annual figures for 2015. The internal audit function was also discussed. While there is no formal internal audit function at Oranjewoud N.V. level, an audit function does exist embedded at the various operating companies. Reports have been prepared of all meetings.

Auditor appointment

In May of 2015, Ernst & Young Accountants announced that it would not be accepting an audit engagement for Oranjewoud N.V. for the 2015 financial year. Oranjewoud N.V. subsequently launched a bidding procedure to select a new auditor. PricewaterhouseCoopers Accountants N.V. (PwC) was ultimately selected as the new auditor. The bidding procedure lasted a total of four months and was completed in September of 2015. As a result, PwC could not start its activities until late October of 2015. Thanks to close cooperation between the new auditor and Oranjewoud N.V., the financial statements process was still completed on time. Working with a new auditor with a fresh outlook has turned up several new insights when it comes to internal controls. In 2016, a number of improvements to our internal controls will be implemented, in cooperation with the group auditor wherever necessary. The Supervisory Board would like to extend its gratitude to all involved for their efforts and their performance.

State of Affairs

2015 was characterized by the reorientation of the strategy (prompted mainly by the loss-making years 2013 and 2014), refinancing of Strukton, stabilizing the Maasvlakte-Vaanplein A15 project and the Maastricht A2 tunnel project, and falling oil prices in the global market, but also about Oranjewoud N.V.'s recovery of the financial results owing to various positive developments at most of the Group's segments.

The aforementioned circumstances and their consequences were regular topics of discussion at meetings of the Supervisory Board and the Board of Directors. The atmosphere at these meetings was always one of openness.

The strategy reorientation led to the conclusion that the importance of the Dutch home market will diminish in relation to other markets in the future, especially for Strukton Groep. Key market segments for infrastructure and railroads are seeing cut-throat competition (on price), unpredictable bidding processes, including unclear contracting criteria, and poor risk/reward ratios. The focus has therefore been shifted to further expanding operations in the area of technology and specialist products, which are generally easier to market abroad. Internationally, the strategy also targets the combination of civil engineering and railroads (such as the solving of transport issues in densely populated urban areas).

In financial terms, the Maasvlakte-Vaanplein A15 project and the Maastricht A2 tunnel project entered calmer waters toward the end of 2015, after a turbulent period that saw project partners Ballast Nedam (A2 and A15) and Imtech (A2) become unable or unwilling to see these projects through to the end. This led to some serious problems that we managed to resolve, which was both in our own interests and in those of our client.

Falling oil prices on the global market have hit the operations of Antea Group Colombia (Consulting and Engineering Services segment) particularly hard. Antea Group Colombia saw its order intake drop and was forced to reduce its workforce by nearly 600 employees as clients in the oil and gas industry suspended and delayed projects. The workforce dropped to approx. 175 employees. It is clear that product and geographical diversification are needed to prevent a repeat of this in the future.
Due to the situation in Colombia, the operating profit for the Consulting and Engineering segment decreased by approx. €6 million on 2014, coming in at €19.5 million.

The other segments for which the group presents figures all showed varying levels of improvement in their operating profits in comparison to 2014:

- Rail Systems + €11.6 million
- Civil Infrastructure + €53.6 million
- International infrastructure and rail systems + €8.0 million
- Technology and Buildings + €5.2 million
- Other + €0.3 million

Overall, this represents a clear improvement of €72.4 million in operating profits in comparison to the result for 2014. This improvement is one that is particularly gratifying. We have turned a corner, but the journey is not over. The Supervisory Board greatly appreciates the tremendous efforts made in 2015, but also realizes that more hard work will be needed in 2016. Things will not take care of themselves.

Continuity in financing
In the first quarter of 2015, Oranjewoud N.V.'s major shareholder, Sanderink Investments, injected €20 million into the listed company. This capital was made up of €10 million of share bonus and a subordinated loan of €10 million that will mature on January 1, 2018. This transaction was in compliance with best practice clause III.6.4. Aside from that, Strukton Groep agreed a refinancing deal with its banks on May 12, 2015. For further details on the capital injection and refinancing deal, please refer to the Directors' Report and the financial statements.

Acquisitions
2015 saw discussions on several acquisition proposals from the Board of Directors. The acquisitions completed were in accordance with the Group's strategic line. The report from the Board of Directors provides further details on these acquisitions.

Performance of the Supervisory Board and the Board of Directors
A separate meeting was held to discuss the performance of the Board of Directors and its individual members, as well as the performance of the Supervisory Board.
It concluded that the special areas of knowledge and experience for the organization are represented adequately in the current make-up of the Boards.

Supervisory Board Profile
Oranjewoud N.V.'s Supervisory Board compiled a profile of the Supervisory Board, in consultation with the Board of Directors and the works council. It was agreed that this profile would be subject to periodic reviews of its compatibility with social developments (such as corporate governance) and Oranjewoud N.V.'s policy and where necessary amended in consultation with the Board of Directors and the works council. The Corporate Governance Code contains both principles and best practices to which persons (directors and supervisory board members, among others) and parties affiliated with a company should mutually adhere. This profile was adopted on July 6, 2011 under the Oranjewoud N.V. Supervisory

Board Regulations, Section 2.2 (c). The 2015 profile does not feature any amendments with respect to 2011. Please visit the Oranjewoud N.V. website for the full text of the Supervisory Board Profile: www.oranjewoudnv.nl.

Diversity
The Dutch Management and Supervision Act (*Wet Bestuur en Toezicht*), which came into force on January 1, 2013, included imposition of a best efforts obligation on large corporations to appoint at least 30% women and at least 30% men to the seats filled by natural persons, on both the Board of Directors and the Supervisory Board. Both the members of the Board of Directors and the members of the Supervisory Board were appointed for long terms. As soon as new appointments are up for discussion, the Supervisory Board will take this best efforts obligation into account when drafting the profile.

Committees
In 2015, the Supervisory Board featured three members. Given the size of the Supervisory Board, the Board collectively fulfills the roles of audit committee and remuneration committee. Specific points for the audit committee were discussed during the ordinary Supervisory Board meetings and with the auditor.

Governance of the Company
There were no changes to the company's governance in 2015. Mr. Sanderink was appointed to the position of general director for an indefinite period of time. Besides holding a directorship under the articles of association, he has a special position and responsibility at the company as the company's CEO and major shareholder. The Supervisory Board recognizes this position and holds it in high esteem.
Mr. Pijper, the company's chief financial officer (CFO), was appointed to a four-year term on October 29, 2010. After this four-year term, he was reappointed to his position of CFO (titular). Competences specified by the articles of association were replaced by new working arrangements on the Board of Directors and corresponding competences.

Remuneration of Members of the Board
There were no changes to the system of remuneration for the members of the Board of Directors in 2015 in comparison to the 2014 financial year. Please refer to note 21 for details on remuneration.

Remuneration of the Board of Directors
The Board of Directors is made up of Mr. G. P. Sanderink. Mr. Sanderink was appointed to an indefinite term and does not receive any remuneration in exchange for his work. Mr. P. G. Pijper was appointed director under the articles of association for a four-year term on October 29, 2010. On October 29, 2014, Mr. Pijper was reappointed to the position of CFO (titular). Mr. Pijper is entitled to a payment of one year's salary in the event that he is asked to resign. This is in line with the Dutch Corporate Governance Code. There are no special agreements between the members of the Board of Directors and Oranjewoud N.V. that provide for a payment on termination of employment or dismissal as a member of the Board of Directors after a public takeover bid on the company. For further details, please refer to note 21 in the financial statements.

Remuneration of the Supervisory Board
Remuneration of the members of the Supervisory Board is set by the General Meeting, which it most recently did on October 29, 2010. The members of the Supervisory Board receive a fixed payment that is not related to the Group's performance. The Supervisory Board's remuneration is considered fair compensation for the duties performed and responsibilities handled by the Supervisory Board of an international, listed company. The details of the remuneration are given in note 21 of the financial statements.

Financial Statements
The 2015 financial statements have been drawn up and signed by the Board of Directors in accordance with legal requirements given in Section 2:101(2) of the Dutch Civil Code. The management report and the financial statements were discussed by the Supervisory Board in the presence of the external auditor. After assessing the external auditor's findings, summarized in a report submitted to the Supervisory Board and the Board of Directors, and after reviewing the approving auditor's report issued by PricewaterhouseCoopers Accountants N.V., the financial statements were approved and signed by all members of the Supervisory Board in accordance with their legal obligations by virtue of Section 2:101(2) of the Dutch Civil Code. The Supervisory Board proposes that the Shareholders' Meeting finalize the financial statements. In addition to this, it is proposed that the Board of Directors be granted discharge for the management services provided and the Supervisory Board be granted discharge for its supervision services.

Dividend
Oranjewoud N.V. intends to make 30% of the net profits plus amortization (after taxation) resulting from the acquisition of Strukton Groep N.V. available for dividend payment. Dividend payment is subject to future profit developments, market developments, desired solvency and the leverage under existing and future bank covenants. Dividends will be made available as optional dividends (cash and/or shares).

To improve solvency and strengthen the company's cash position, Oranjewoud N.V. added €10 million to its Shareholders' Equity on March 6, 2015 through a private share issue to Sanderink Investments B.V. In 2015, Shareholders' Equity grew further owing to realized gains (€18.1 million) and unrealized gains (€7.6 million). This is offset against a balance sheet increase of €194 million as a result of acquisitions, the greater share in the A2 and A15 projects, the Riyadh project going fully operational, and the company's growth. Consequently, more operating capital is needed, for which funding will be sought under current bank covenants. The combination of these facts prompted the proposal from the Board of Directors to forgo payment of dividends for the 2015 financial year, with the approval of the Supervisory Board.

In conclusion
After two loss-making years, 2015 showed a recovery in our financial results. This recovery did not come without a struggle and the company will have to go to great lengths to sustain it. The results for 2015 are a foundation that allows us to keep building in the future. In 2016, we are going to have to further shore up this foundation. This, coupled with the imminent refinancing for Strukton Groep, will help us sustain the positive momentum we have gained after two disappointing years.

The Oranjewoud N.V. Supervisory Board thanks the management and employees for all of their hard work in 2015.

The Supervisory Board

Mr. H. G. B. Spenkelink
Mr. W. G .B. te Kamp
Mr. J. P. F. van Zeeland

April 30, 2016

REPORT BY THE BOARD OF DIRECTORS

Preamble

Oranjewoud N.V. (Oranjewoud) is a leading partner in the development and application of sustainable and integral solutions for all facets of the environment in which we live, work, play and travel.

Oranjewoud N.V. has pinpointed four strategic growth sectors for the medium to long term – Infrastructure, Environment, Spatial Development and Water.

In 2015, Oranjewoud's net revenue totaled over €2.3 billion (2014: over €2.1 billion). The operating profit (EBITDA) stood at €88.7 million (2014: €16.3 million), an increase of €72.4 million. Oranjewoud N.V.'s net profit totaled €19.2 million, up €44.3 million on 2014, when the company posted a net loss of €25.1 million.

The improvement in the operating profit and the net result in 2015 was not achieved without a struggle. Oranjewoud N.V. faced several major challenges in 2015. In the Netherlands, our home market, the Group had to cope with developments surrounding the insecure future of Ballast Nedam, which had a potentially negative effect on Strukton Groep (Strukton) and Oranjewoud N.V., and the bankruptcy of Imtech.

Oranjewoud N.V. subsidiary Strukton had been partnering with these companies on several projects. To mitigate risk and stay in control, a letter of intent was signed with Ballast Nedam in late April of 2015, which saw Strukton increase its economic stake in the Maasvlakte-Vaanplein A15 project (A15) from 26.2/3% to 45% and in the civil engineering part of the Maastricht A2 tunnel project (A2) from 50% to 100%. Ballast Nedam takes over the area and planning development part of the A2 project from Strukton. In return for increasing its economic interest in these projects, Strukton receives a payment from Ballast Nedam to compensate for losses — six million euros for the A15 project and 22 million euros for the A2 project. Ballast Nedam will also pay for the acquisition of land and real estate as part of the A2 project. The letter of intent evolved into a final agreement that was signed on September 23, 2015. The aforementioned payment of 22 million euros was made in full in 2015.

Ballast Nedam will pay Strukton the six million euros for the A15 project in four €1.5-million installments in 2016. The first installment was received in late March of 2016.

By late 2015, the A15 project had all but been completed. In 2015, the Committee of Experts ruled in favor of the contracting consortium on some of the claims the consortium had submitted. This means that the end result of the project can now be defined with a greater level of certainty. This expected result is in line with our insights of approximately one year ago, when the 2014 financial statements were drawn up without recognizing this expected - higher - result.

Imtech’s bankruptcy affected mainly the A2 project. Traffic and tunnel engineering systems were scheduled to be installed in 2015. Imtech was a key project partner for this part of the project and the company’s bankruptcy threw the project’s progress into uncertainty, which ultimately led to stagnation. Strukton therefore decided to settle the contract with Imtech and take this complex part of the A2 project into its own hands. Thanks to the tremendous efforts of all involved, installation of traffic and tunnel engineering systems was completed in late 2015. This is a feat we can truly be proud of. The end is also in sight for the A2 project. As these two problem-filled projects draw to a close, the Group’s financial situation is set to enter calmer waters. The Civil Infrastructure segment reported revenue totaling €602.8 million (2014: €501.0 million), coupled with operating profit of €3.3 million (2014: loss of €50.3 million). In 2015, the Civil Infrastructure segment recognized an amount of €7.2 million as reorganization expenses, which were paid out of the profit. A reorganization was needed to bring the organization into line with its strategic focus, which is centered on combining technology with product specializations and being more selective in bidding for contracts.

Another impactful phenomenon in 2015 was the sharp drop in the price of oil. Two group companies, Antea Group U.S. and Antea Group Colombia (Consulting and Engineering Services segment), were affected by this phenomenon to varying degrees. In the U.S., there was a clear drop in demand for Antea Group’s services from major oil companies. The decline in revenue from the oil and gas industry was, however, offset through successful business development among technology companies. The effects were felt particularly in Colombia. Antea Group Colombia's revenue relies heavily on clients from the oil and gas industry. Projects were put on hold, delayed, or even aborted altogether. The workforce was cut from approx. 800 down to 200 in 2015. In the first quarter of 2016, the number of employees was reduced further to 175. The aim now is to stabilize the company and enable it to respond to renewed demand as soon as the market picks up again, as it is expected to do. Aside from that, the company has taken the first small steps toward diversification.

The operating profit in Colombia came in at a loss of €4 million (2014: a profit of €2.4 million). This drop of over €6 million accounts for the decrease in the operating profit of the entire Consulting and Engineering Services segment, which saw its operating profit fall from €25.8 million in 2014 to €19.5 million in 2015.

The Rail Systems segment (Strukton Rail) posted an operating profit of €49.3 million (2014: €37.7 million). All countries where Strukton Rail has a presence contributed to this increase in profits. The company posted good results in the field of rail system maintenance and renewal in the Netherlands. Its entities in Italy, Sweden, and Denmark also helped boost profits. In Scandinavia, the merger of the existing Strukton Rail companies with Balfour Beatty, which was acquired in 2014, has borne fruit. The Strukton Rolling Stock unit (traction systems, on-board power grids, and vehicle control systems) posted an operating loss of €6.7 million. This loss was caused by insufficient revenue, which resulted in utilization losses, while the company also ran losses on certain projects. Strukton Rolling Stock is in the middle of a transition from a development and pioneers environment to a phase where managed output is required and the primary process is becoming increasingly predictable.

In the 2015 financial statements, International Infrastructure and Rail Systems is presented as a separate segment for the first time. Revenue and profits in this segment are generated primarily by the Riyadh subway project in Saudi Arabia. In 2014, this segment was still part of the Civil Infrastructure segment. The new segment generated €164.2 million in revenue (2014: €63.5 million), coupled with an operating profit of €9.7 million (2014: €1.7 million). Having gotten underway in 2015, production as part of the project in Riyadh will be increased considerably over the coming two years. The project is making good progress.

The Technology and Buildings segment showed a marked rise in revenue. Revenue rose from €343.2 million in 2014 to €372.9 million in 2015. The operating profit for this segment stood at €5.3 million (2014: €0.1 million). A large part of the profit was generated by the various regional companies and business unit exploitation. The strategic focus for business unit projects was adjusted in 2015. Here, too, the focus is now on a combination of technology and products that set us apart from the competition. No large-scale bids for contracts where price generally turns out to be the deciding factor.

For further details, please refer to the segment reporting.

Losses posted in 2013 and 2014 still reverberated in 2015. Provisions made in those years to cover project losses, especially on the Maasvlakte-Vaanplein A15 project and the Maastricht A2 tunnel project, and reorganization expenses had a clear impact on Strukton's financing. Following talks with Strukton's banks in early 2015, a refinancing deal was sealed on May 12, 2015. This refinancing deal covers only Strukton Groep's Netherlands-based operations and is therefore ring-fenced. Strukton companies in Sweden and Italy have their own financing arrangements. The same is true of the Riyadh subway project. Aside from that, Oranjewoud agreed on a financing arrangement with its major shareholder, Sanderink Investments, for a total amount of €20 million. Oranjewoud subsequently proceeded to put €25 million into Strukton in the form of €10 million of share bonus and a subordinated loan of €15 million, hence safeguarding Strukton Groep's continuity. Strukton Groep's refinancing deal with its banks will expire on April 30, 2017. The refinancing process will be started immediately after completion of this annual report. Throughout 2015 and at the end of 2015, Oranjewoud N.V. and Strukton Groep (waiver received for the first quarter of 2015, which is when the refinancing deal was being negotiated, ultimately resulting in an agreement that was signed on May 12, 2015) were compliant with the covenants agreed with the banks. For further details, please refer to the 'Financing and Share Issue' section.

Strategy

Strukton's strategic focus is on technology combined with specialist products. This strategy has the Rail Systems segment (Strukton Rail) target things such as the further development of measuring and monitoring systems, software, and more extensive mechanization and automation of the production process. Strukton has also completed targeted acquisitions in the area of asset management (the former NS Spooraansluitingen, now operating under the name Strukton Rail Short Line) and technology (acquiring a 50% stake in Dual Inventive, more details in the 'Subsequent Events' section). In the Civil Infrastructure segment (Strukton Civiel), the focus is on technology in combination with specialist products and techniques such as immersed tunnels, concrete injection, infrastructure engineering, etc. The International Infrastructure and Rail Systems segment (Strukton International) deploys the - combined - knowledge and products of the aforementioned segments on an international scale in selected countries and business regions. The combination of specialist civil engineering products and railroad expertise gives Strukton a competitive edge in bidding for contracts that call for this kind of integrality. In terms of technology, the Technology and Buildings segment (Strukton Worksphere) specializes in remote monitoring of mechanical and power supply systems in buildings across the Netherlands as part of carbon emission reduction and energy management efforts. Strukton's strategic choice to go for technology in combination with specialist products could potentially lead to a drop in revenue in the long term.

This is a logical consequence of this strategy decision. Acquisitions and possible divestments are also an integral part of the adopted strategy. On top of that, corporate governance at Strukton Groep will be strengthened by the creation of a Supervisory Board.

Companies in the Consulting and Engineering Services segment are primarily centering their strategy on the areas of infrastructure, the environment, water, and urban planning. Their focus will initially be on developing operations in their home market. The companies in this segment team up in international bidding procedures and in product development and innovation, mostly in bilateral partnerships.

The strategy reorientation led to the conclusion that the importance of the Dutch home market will diminish in relation to other markets in the future, especially for Strukton Groep. Key market segments for infrastructure and railroads are seeing cut-throat competition (on price), unpredictable bidding processes, including unclear contracting criteria, and poor risk/reward ratios. The focus has therefore been shifted to further expanding operations in the area of technology and specialist products, which are generally easier to market abroad. Internationally, the strategy also targets the combination of civil engineering and railroads (such as the solving of transport issues in densely populated urban areas). Successful implementation of the strategy will further push down the risk profile of the company and the order portfolio.

Acquisitions
2015 saw a number of acquisitions, in line with the strategic goals formulated for the four strategic growth sectors. These acquisitions are explained below.

NS Spooraansluitingen
On July 1, 2015, Strukton Rail B.V. acquired NS Spooraansluitingen (Railroad Sidings) from the Netherlands' national railroad operator NS, and subsequently changed its name to Strukton Rail Short Line B.V. Strukton Rail Short Line manages and maintains over 200 kilometers of railroad track and 500 switches at around 130 companies across the Netherlands. This acquisition is in keeping with Strukton Rail's strategy, which spells out the ambition to branch out into asset management and make rail transport more attractive. Rail transport offers a sustainable solution to the problems that come with industrialization and urbanization.

Angelbrasil Geologia e Meio Ambiente
On December 7, 2015, Antea Group acquired a 47% minority stake in environmental consulting and engineering firm Angelbrasil Geologia e Meio Ambiente Ltda (Angel). Angel operates in the field of environmental studies, soil and groundwater remediation, sustainability consulting, and QHSE. Antea Group expects to achieve synergies in the partnership with Angel in various areas, especially when it comes to business development in the field of water management and sustainability.

Groupe IRH Environnement
On December 21, 2015, Antea Group's subsidiary in France acquired Groupe IRH Environnement, a French environmental consulting and engineering firm. This firm is made up of two operational entities: IRH Ingénieur Conseil (IRH IC) and ICF Environnement (ICF). IRH IC specializes in air and water sampling, as well as in drinking water and waste water management. ICF, in turn, provides consulting services on and carries out soil, groundwater and waste water remediation projects, including turn-key projects.
Antea Group France expects this acquisition to yield synergies in several areas, specifically in the international market for waste water treatment, soil remediation projects, and cost rationalization.

The share purchase liabilities associated with the above acquisitions came to approx. €9 million.

Acquisitions after the balance sheet date are detailed under 'Subsequent Events'.

Financing and Share Issue
Financing
On August 1, 2013, new financing deals were agreed with Rabobank, ABN AMRO, and NIBC for both Oranjewoud N.V. and Strukton Groep N.V. (Strukton). These financing arrangements have a term of four years, ending on July 31, 2017, and were concluded in line with market conditions. Following losses on the Maasvlakte-Vaanplein A15 project and the Maastricht A2 tunnel project, a refinancing deal was struck with Strukton's banks on May 12, 2015. The main features of this financing arrangement are:
- term through to April 30, 2017;
- no compulsory repayments up to the end date;

- term loan of €40 million;
- operating capital credit facility of €75 million;
- committed bank guarantee facilities totaling €400 million, of which €248 million for the Riyadh subway project in Saudi Arabia.

Bank Covenants
Oranjewoud N.V. is in compliance with the conditions agreed with the banks for the entirety of 2015 and as of December 31, 2015. Strukton Groep N.V. (Strukton) has its own financing arrangement that is fully ring-fenced from Oranjewoud N.V.'s financing. Throughout 2015 and at December 31, 2015, Strukton (waiver received for the first quarter of 2015, which is when the refinancing deal was being negotiated, ultimately resulting in an agreement that was signed on May 12, 2015) was compliant with respect to the covenants agreed with the banks. On May 12, 2015, a refinancing deal was reached with Strukton's banks.

The covenants are:
For 2015:
- set minimum EBITDA for the credit base (the Dutch Strukton companies) and the entire Strukton Groep (excluding the Riyadh subway project), with a maximum deviation of 20%; and
- minimum liquidity covenant, with a liquidity surplus of at least €5 million at the moment of reporting.

From 2016:
- the financial covenants as described above;
- recourse leverage ratio (of the Dutch credit base and with a maximum deviation of 20%);
- recourse interest cover ratio (of the Dutch credit base and with a maximum deviation of 20%);
- recourse fixed charge cover ratio (of the Dutch credit base and with a maximum deviation of 20%);
- recourse solvency ratio (of the Group excluding the Riyadh subway project and with a maximum deviation of 20%).

Share Capital and Subordinated Loan
On March 6, 2015, Oranjewoud N.V. increased its Shareholders' Equity through a private share issue of 1,855,288 B shares to Sanderink Investments B.V. Sanderink Investments furthermore granted a subordinated loan of €10 million, with a term up to January 1, 2018. The idea behind this share issue and subordinated loan is to strengthen up the company's equity and capital requirement. The aforementioned shares were issued to Sanderink Investments B.V. at the average closing price over the period from February 17, 2015 to March 4, 2015. The issue price was €5.39 per share. These B shares have not been listed. Oranjewoud N.V.'s B share issue to Sanderink Investments B.V. - described above - saw Sanderink Investments' stake grow from 95.56% to 95.70%.

Separate Companies
Antea Group's consulting and engineering services and Strukton's implementation operations have not been merged and will not be merged either. There will, of course, be cooperation whenever clients can be given the opportunity to take advantage of the Group's combined knowledge, capabilities and references, and the Group will also exchange knowledge and share best practices.
Antea Group and Strukton each have their own strategic objectives. Oranjewoud N.V.'s policy in terms of preventing possible conflicts of interest has been shaped by compartmentalizing companies and procedures that will be adapted to internal organizational changes and the requirements set by tender legislation and regulations. These procedures comprise: organizational separation of projects, separation of companies, separation of management systems, securing confidentiality and the corporate code (of conduct). Staff at Oranjewoud N.V.'s relevant entities will be briefed on conflicts of interest, integrity and the importance of compliance with (internal) regulations. The ICT systems and the management teams of Antea Group and Strukton are completely separate.

Revenue and Profit
Revenue amounted to €2.3 billion. Historically, this is the highest revenue the Group has ever achieved. Revenue growth of €169 million in comparison to 2014 was driven mainly by increased output of the Riyadh subway project (on which construction work actually got underway in 2015), the Maasvlakte-Vaanplein A15 project, and the Maastricht A2 tunnel project. Increased output from the Maasvlakte-Vaanplein A15 project and the Maastricht A2 tunnel project is a result of the raising of the Group's economic interest in these projects following an agreement to this effect with Ballast Nedam. Given that the A15 project and the A2 project are nearing completion, revenue is set to be lower in 2016. High revenue is not an objective for the Group in its own right. The Group pursues balance between risk, reward, and revenue.

The strategy is focused on technology, specialty products, and projects with a smaller scope in comparison to past contracts. Project scope has tentatively been capped at €100 million.

The operating profit came in at €88.7 million in 2015, up €72.4 million from €16.3 million in 2014. Except for the Consulting and Engineering Services segment, all segments for which the Group presents figures saw their operating profits improve on 2014:

- Consulting and Engineering Services -/- €6.3 million
- Rail Systems + €11.6 million
- Civil Infrastructure + €53.6 million
- International Infrastructure and Rail Systems + €8.0 million
- Technology and Buildings + €5.2 million
- Other + €0.3 million

The net result was up €44.3 million to €19.2 million in 2015, after a loss of €25.1 million in 2014. This improvement is one that is particularly gratifying. It is, however, only the first step towards recovery, after two consecutive loss-making years. The Group has also set out to further limit the extent of the operating capital the Group needs to generate revenue. This will be achieved by successfully implementing the newly adopted strategy and continuing to stress the importance of operating capital management as a key parameter and management driver for the company's success.

Total revenue and profit	**2015**	**2014**	**2013**	**2012 ***	**2011**
Results (in millions of euros)					
Revenue	2,305.6	2,136.8	1,962.1	1,719.8	1,743.4
Ebitda	88.7	16.3	44.6	69.3	84.3
Net profit	19.2	(25.1)	(12.6)	23.5	17.9
Total net cash flow	56.5	17.0	17.1	(64.6)	(22.8)
Equity (in millions of euros)					
Equity (E)	242.1	206.5	246.8	259.2	240.6
Total assets (TA)	1,661.3	1,467.3	1,317.9	1,037.8	1,085.4
E/TA	14.6%	14.1%	18.7%	25.0%	22.2%
Employees (headcount)					
Number at end of financial year	10187	10499	10587	9646	9369
Backlog (in millions of euros)					
Consultancy & Engineering Services	248.6	230.7	246.6	252.6	246.0
Rail Systems	1,290.0	1,196.4	1,043.2	719.2	757.5
Civil infrastructure	470.3	380.3	1,462.1	643.2	639.6
International	919.9	952.0			
Technology & Buildings	538.2	445.2	507.6	583.6	587.7
Other	12.0	12.8	11.6	12.8	16.1
Total	3,479.0	3,217.4	3,271.1	2,211.4	2,247.0

*) Restated for comparison purposes in connection with changes in accounting policies on pensions (IAS 19) and joint arrangements (IFRS 11).
The figures of 2011 have not been restated for the changes in accounting policies.

Amortization
Total gross amortization of intangible fixed assets, Purchase Price Allocation (PPA) depreciation and other amortizations amount to €14.8 million (2014: €14.7 million). Amortization of intangible fixed assets had a major impact on net profit in 2015.

In the 2015 financial year, a gross amount (non-cash) of €11.6 million (2014: €12.9 million) related to Purchase Price Allocations (PPAs) was amortized at the expense of the profits (see table). From the gross amortization, a sum of €2.6 million (2014: €3.6 million) arises from the amortization related to Strukton Groep's PPA.

Amortizations ensuing from Purchase Price Allocations (PPAs) will continue to affect net profits in 2016 and beyond. Based on Strukton Groep's PPA, existing amortizations from previous acquisitions and amortizations from later acquisitions, and the remaining economic service life estimated at the end of 2015, the effects reflected in the table are expected in the coming years.

PPA amortization (excl. other amortization and excl PPA depreciation etc.)

	Excl. Strukton			Strukton			Total		
Amounts x EUR 1,000	**Gross amortization**	**Corporate Tax Release**	**Effect on net profit**	**Gross amortization**	**Corporate Tax Release**	**Effect on net profit**	**Gross amortization**	**Corporate Tax Release**	**Effect on net profit**
2014	9,273	-2,475	6,798	3,626	-907	2,720	12,899	-3,382	9,518
2015	9,017	-2,415	6,601	2,629	-657	1,972	11,646	-3,073	8,573
2016	10,036	-2,734	7,301	635	-159	476	10,671	-2,893	7,778
2017	8,224	-2,175	6,049	0	0	0	8,224	-2,175	6,049
2018	2,804	-716	2,088	0	0	0	2,804	-716	2,088
2019	728	-184	544	0	0	0	728	-184	544
Total	**40,081**	**-10,699**	**29,382**	**6,890**	**-1,723**	**5,168**	**46,971**	**-12,422**	**34,549**

Subsequent Events

Oranjewoud N.V. subsidiary Strukton Rail is set to increase its shareholding in Italian railroad construction company Costruzioni Linee Ferroviarie (CLF) to 100%. Strukton Rail has been a CLF shareholder since 1998, and had previously increased its stake from 40% to 60% in 2013 by acquiring the shares of fellow shareholder Unieco. As part of this deal, a put option was agreed for Unieco. Unieco exercised the put option, making Strukton Rail the 100% owner of CLF. The shares in question will be transferred at the end of June of 2016, and from that moment on Strukton Rail will be the 100% legal and economic owner of CLF. Strukton Rail will pay €32 million for the shares in one single payment that will be effected at the end of June 2017. A bank guarantee to the amount of the purchase price will be provided as security.

On January 1, 2016, Oranjewoud N.V. subsidiary Strukton Rail acquired a 50% stake in Dual Inventive Holding. The agreement sealing this acquisition was signed on February 4, 2016. Dual Inventive develops and manufactures innovative technological products that improve safety, efficiency, and reliability of railroad infrastructure and maximize railroad capacity. By pooling their networks and innovation capability, the two companies expect to boost their fire power in the domestic and international markets for railroad maintenance and configuration of processes for rail safety improvement.

SEGMENTATION

Oranjewoud N.V. reports on the following segments: Consulting & Engineering Services, Rail Systems, Civil Infrastructure, International Infrastructure and Rail Systems, Technology and Buildings and Other.

Consulting & Engineering Services

In millions of euros	**2015**	**2014**
Operating income	358.3	368.9
Earnings (ebitda)	19.5	25.8
Backlog	248.6	230.7
Number of employees (at year-end)	3372	3528

Revenue in the Consulting and Engineering Services segment was down over €10 million to €358.3 million (2014: €368.9 million). The sharpest drop in revenue came at Antea Group Colombia, where revenue was down €24 million. Low oil prices caused numerous projects to be aborted, suspended, or postponed in 2015. This revenue drop was partially compensated through Antea Group Netherlands (€5 million) and Antea Group U.S.A. (€10 million). Antea Group Colombia's operating profit was down €6.4 million, which largely accounts for the decline in the operating profit of the entire segment. Operating profit fell from €25.8 million in 2014 to €19.5 million in 2015. In absolute terms, the other Antea Group companies posted slightly higher and lower operating profits, which, on balance, remains without effect.

By the end of 2015, the number of employees was approx. 150 down compared to the end of 2014. In Colombia, the workforce was reduced from approx. 800 to approx. 200 employees. The acquisition of IRH Groupe in France at the end of 2015 saw the workforce in this segment grow by approx. 400 employees.

Although the European economy showed signs of recovery in 2015, market conditions for consulting and engineering services continued to be challenging. Competition is cut throat, prices are being squeezed, public sector spending has been curbed, and low oil prices have led to a reduction in the number and scope of contracts for major oil and gas companies.

In the **Netherlands**, Antea Group has managed to maintain its solid position in various market sectors, despite these challenging conditions. In 2015, both revenue and operating profit were up on the previous year. The total value of the order portfolio (incl. India) grew slightly to €84.5 million (2014: €80.2 million). The number of employees rose to approx. 1,550 (2014: 1,494).

In **Belgium**, Antea Group continues to face price competition, cautious clients, and relatively high bidding costs. In spite of this, Antea Group Belgium saw a limited increase in revenue, which in combination with effective cost control (e.g. in overhead costs) and better use of personnel capacity has resulted in a strong increase in the operating profit. The total value of the order portfolio grew from €26.2 million to €27.1 million. The number of employees fell slightly to approx. 200 (2014: 207).

In line with expectations, Antea Group **France** is still having to deal with a decrease in investments by government clients, as well as projects that have been either put on hold or terminated all together. This situation is not expected to improve in the short term. As a result, Antea Group France is facing a decreasing number of contracts, causing both net revenue and operating profit to be lower than in 2014. The total value of the order portfolio grew from €34.4 million to €55.8 million and the number of employees on the payroll increased to about 900 as a result of the acquisition of Groupe IRH.

In the **United States**, Antea Group is further diversifying its product and service portfolio, partly in response to the decreasing number of orders from the major oil companies. This move has resulted in an improvement in net revenue, in the technology businesses in particular. The operating profit is still lagging behind the other positive developments achieved through this diversification, and was lower in 2015 than in 2014. The total value of the order portfolio fell from €82.3 million at the end of 2014 to €75.7 million at the end of 2015. This decrease in orders can be attributed mainly to Environmental Liability Transfer (ELT) projects, which are at the end of their term. The number of employees fell to approx. 450 (2014: 462).

In **Colombia**, Antea Group has been contending with an ongoing decrease in investment by clients in the oil and gas industry and fluctuating exchange rates between the Colombian peso and the US dollar. Both net revenue and operating profit were sharply lower than the figures for 2014. The order portfolio has also seen a considerable decrease in total value, to €5.1 million in 2015 (2014: €7.3 million). The employee figures dropped to about 200 by the end of 2015 (from approx. 800 in 2014) and decreased by another 25 in Q1 2016. The objective is to reduce the company's dependency on oil and gas companies as clients and enable it to maneuver more flexibly when the expected market recovery sets in. This will also require diversification. In 2015, the company had a number of minor successes, landing contracts from power companies and industrial clients.

Corporate Social Responsibility and Sustainability at Antea Group
Anticipating today's questions and tomorrow's answers. That is what Antea Group stands for. 'Understanding today. Improving tomorrow'. Together with our clients, we work to build a better and sustainable living environment every single day. An environment where we can all live, work, and play in comfort. Not only today, but also in the future. Sustainable business practices are possible only in harmony with the world around us. Antea Group takes its responsibility seriously, internally and in relationships with clients and partners, as well as across the chain. To Antea Group, sustainability and corporate social responsibility stand for sensible practices at the company, aimed at striking a balance between the Ps of Profit, People, and Planet to ensure the company continues to be relevant in both the market and society.

Rail Systems
Strukton Rail's core activities include new development, maintenance, and management of railroad and train systems, both heavy rail and light rail (including traction and overhead lines, signaling, telecommunications and information and control systems), design, manufacturing, installation, and commissioning of power supply systems for rolling stock, data acquisition, data management, and system integration. Strukton Rail specializes in asset management, high output working methods and equipment, monitoring systems, measuring and inspection trains, energy systems, overhead lines, traction electronics and on-board power grids, and installation and integration of ERTMS and other train security systems.

In millions of euros	**2015**	**2014**
Operating income	764.9	814.0
Earnings (ebitda)	49.3	37.7
Backlog	1,290.0	1,196.4
Number of employees (at year-end)	3534	3635

In the Rail Systems segment, Strukton achieved an operating profit of €49.3 million in 2015 (2014: €37.7 million). All countries contributed to this result, which represents an €11.6 million improvement on the 2014 financial year and came despite disappointing results at the Strukton Rolling Stock business unit. Strukton Rolling Stock develops, manufactures, and sells traction systems, on-board power grids, and vehicle control systems. Strukton Rolling Stock's operating loss for 2015 totaled €6.7 million, and was caused primarily by utilization losses and losses on projects. Results in the field of rail system maintenance and upgrades in the Netherlands were good. The entities in Italy, Sweden, and Denmark also helped boost profits.

Compared to 2014, the Rail Systems segment saw the value of its order portfolio rise by €94 million. This rise was driven predominantly by the order portfolio in Scandinavia.

Civil Infrastructure
Strukton Civiel's core activities are the design, execution, management, and maintenance of infrastructure projects, civil structures, road construction, underground construction, and hydraulic engineering. Strukton Civiel specializes in foundation engineering, bitumen, environmental engineering, asset management, bridge and lock renovation, traffic management technology (traffic and tunnel engineering systems), prefab concrete, noise barriers, raw and waste material management, traffic routing, and incident management.

In millions of euros	**2015**	**2014**
Operating income	602.8	501.0
Earnings (ebitda)	3.3	-50.3
Backlog	470.3	380.3
Number of employees (at year-end)	1303	1351

The Civil Infrastructure segment posted operating profits of €3.3 million in 2015 (2014: loss of €50.3 million).

Profits for 2015 were impacted by a reorganization following a strategy rethink that saw the segment shift its focus to specialist technology-based products and services and become more selective in bidding for contracts. Expenditure relating to this reorganization, which was paid out of the profits for 2015, amounted to €7.2 million.

Totaling €602.8 million, operating income came in higher than forecast, on the back of the increased economic stake in the Maasvlakte-Vaanplein A15 project and the Maastricht A2 tunnel project following an agreement to that effect with Ballast Nedam. Due to financial difficulties at Ballast Nedam, Strukton Civiel felt compelled to increase its economic stake so as not to jeopardize these two projects. The A15 project has driven up the result for 2015. Results on the A2 project have stabilized. Strukton's executive board is currently in talks with the commissioning authority, Rijkswaterstaat, for the Maasvlakte-Vaanplein A15 project to settle several claims relating to this project. Valuation of these claims is based on previous rulings by the Committee of Experts. The Maasvlakte-Vaanplein A15 project will be completed in 2016.

The Civil Infrastructure segment saw its order portfolio grow by €90 million. One key factor underlying this improvement is the strong order portfolio in the southern region. The order portfolio of Strukton Civil Projects, which takes on large nationwide projects, also grew in comparison to 2014. In line with the strategy, the company is more cautious when it comes to bidding for major projects with extensive contractual risks. The risk profile for a certain project is now assessed in relation to margins and the financial resources the company would need to have available for the project. The overriding aim is to strike a balance between risk, reward, and revenue.

International Infrastructure and Rail Systems

Strukton International's focus is on marketing specialist products and services across the globe, such as traction electronics and on-board power grids, monitoring systems, power systems, polymer modified bitumen (PMB), immersion and underwater engineering services and foundation engineering. The combination of specialist products and railroad and civil engineering expertise puts Strukton in a unique position in the construction of transport systems in densely populated areas, ports, and port hinterland connectivity. Strukton International primarily targets projects where its expertise can be deployed repeatedly.

In millions of euros	**2015**	**2014**
Operating income	164.2	63.5
Earnings (ebitda)	9.7	1.7
Backlog	919.9	952.0
Number of employees (at year-end)	115	92

The International Infrastructure and Rail Systems segment's operating profit amounted to €9.7 million (2014: €1.7 million), coming largely on the back of the Riyadh subway project getting underway. As a member of the FAST consortium handling this project, Strukton is working on three of the six lines of a fully automated and unmanned subway system that is laid out underneath the Saudi capital, Riyadh. The total value of this contract is around €6 billion. Strukton's share represents around €1 billion. By the end of 2015, the total output value stood at approx. €900 million (Strukton's share was around €163 million). Despite initial delays caused by changes to the design, unknown cables and pipes, and traffic management issues in this overcrowded city, work on this project is now progressing smoothly. This project is expected to be completed in 2020.

Technology and Buildings

Strukton Worksphere (Technology and Buildings segment) designs, develops, makes, maintains, and exploits technical systems and buildings across the Netherlands. Maintenance work and management are the basis of their activities, with the organization targeting the health-care, manufacturing, mobility hub, and office markets.

In millions of euros	**2015**	**2014**
Operating income	372.9	343.2
Earnings (ebitda)	5.3	0.1
Backlog	538.2	445.2
Number of employees (at year-end)	1680	1627

The Technology and Buildings segment posted an operating profit of €5.3 million for 2015 (2014: €0.1 million). Regional operations and operating contracts were particularly strong contributors to the positive result. A change to the Projects business unit's strategic focus saw integrality and sustainability become the new strategy mainstays, necessitating a few adjustments to ongoing projects in 2015.

The Technology and Buildings segment's order portfolio grew by €93 million, primarily on the back of the DBFMO contract for the conversion of the former Knoop barracks in Utrecht into government offices, which was awarded to the R Creators consortium in 2015. The contractors united in the R Creators consortium are Strukton Worksphere, Ballast Nedam, and Facilicom Bedrijfsdiensten. Strukton Worksphere's share in the DBMO phase totals 45%.

Corporate Social Responsibility and Sustainability at Strukton Groep
Like in previous years, a fixed percentage of employees' salary was invested in training in 2015. After all, keeping expertise up to date is a precondition at a knowledge company like Strukton. The on-the-job learning program that has inexperienced employees shadow experienced colleagues was continued in 2015. While sustainability tends to be about countering a growing shortage of resources, Strukton's sustainability focus is on the high percentages of contaminants in our living environment. These contaminants include diesel engine emissions (particulate matter, CO_2, and carcinogens), leaking pipes, and dumping of waste. The basis of Strukton's sustainability policy is expressed as "Thinking in terms of operational life". Strukton's operations have to comply with strict sustainability requirements. But Strukton also pursues sustainable and long-term solutions in projects, innovations, and partnerships with clients and suppliers. Strukton possesses the kind of technological expertise and capacity that empowers the company to contribute to sustainability worldwide. The products and services Strukton provides in this context include foundations for wind farms, transformer platforms and substations for wind farms, solar thermal collectors on railroad stations, tidal power systems, and environmental remediation. Strukton regularly teams up with its sister company Antea Group in working on sustainable solutions.

Other

In millions of euros	**2015**	**2014**
Operating income	42.5	46.2
Earnings (ebitda)	1.6	1.3
Backlog	12.0	12.8
Number of employees (at year-end)	183	266

The Other segment includes reporting on the Sports and Temporary staff units.

Sports
Both the Dutch sports market and the broader European sports market were slow to get going in 2015. As a result, prices were under even greater pressure in this highly competitive market at the start of the year. Revenue ultimately lagged behind the 2014 figure, but effective planning, little stagnation, low failure costs, and a number of interesting larger projects still enabled Sports to add €0.3 million to its operating profit in comparison to 2014. The order portfolio remained stable at €10 million.

Temporary staff
The Temporary staff unit saw its market conditions improve in 2015, although the recovery was weak and fragile. While demand for engineering staff showed an uptick, it continues to be challenging to pinpoint where this demand will emerge, given the fact that there was no sector-wide demand. Demand also showed sharp fluctuations over the year. Still, it is evident that the market was stronger in the second half of 2015 (July and August in particular) than in the first.

In August, the Temporary staff unit was hit hard by the bankruptcy of Imtech. As a result of the ensuing €0.4-million write-down, the unit only managed to break even. Revenue was down over €2.2 million on 2014. The total value of the order portfolio fell from €2.7 million to €2.5 million.

Internal Control

Working with the new auditor, PwC, has produced better insight into the internal control process. PwC brought a fresh look at internal procedures and processes, and formulated recommendations for improvement. The Group will implement these improvements, in cooperation with the auditor wherever necessary. Matters that will be addressed in the short term relate mainly to working capital management, project management, and work process and reporting standardization, with the implementation of one single ERP backbone at certain Group units, which is already underway, playing a key role.

Dividend

Oranjewoud N.V. intends to make 30% of the net profits plus amortization (after taxation) resulting from the acquisition of Strukton Groep available for dividend payment. Dividend payment is subject to future profit developments, market developments, desired solvency and the leverage under existing and future bank covenants. Dividends will be made available as optional dividends (cash and/or shares).

Oranjewoud N.V. has acquired loan capital from Rabobank for the acquisition of Strukton Groep. The loan documentation stipulates the conditions for dividend payment, which include capping dividends at 30% of the profit after taxation plus amortization (after taxation) resulting from the acquisition of Strukton Groep.

To improve solvency and strengthen the company's cash position, Oranjewoud N.V. added €10 million to its Shareholders' Equity on March 6, 2015 through a private share issue to Sanderink Investments B.V. In 2015, Shareholders' Equity grew further owing to realized gains (€18.1 million) and unrealized gains (€7.5 million). This is offset against a balance sheet increase of €194 million as a result of acquisitions, the greater share in the A2 and A15 projects, the Riyadh project going fully operational, and the company's growth. Consequently, more operating capital is needed, for which funding will be sought under current bank covenants.
The combination of these facts prompted the proposal from the Board of Directors to forgo payment of dividends for the 2015 financial year, with the approval of the Supervisory Board.

Capital Structure

The authorized capital stock as at December 31, 2015 amounted to €10,000,000, consisting of 100,000,000 A and B shares of €0.10 each. The subscribed and fully paid-up share capital amounted to 58,733,435 shares of €0.10 each. Subscribed share capital as at December 31, 2015 consisted of €2,955,307 in A shares and €2,918,037 in B shares (December 31, 2014: €2,955,307 A shares and €2,732,508 B shares). Unlike A shares, exchange-listing has not been requested for B shares. There is no difference in terms of control between the A shares and B shares.

On March 6, 2015, Oranjewoud N.V. increased its Shareholders' Equity through a private share issue of 1,855,288 B shares to strengthen the company's equity and capital requirement. The aforementioned shares were issued to Sanderink Investments B.V. at the average closing price over the period from February 17, 2015 to March 4, 2015. The issue price is €5.39 per share. These B shares have not been listed. Oranjewoud N.V.'s B share issue to Sanderink Investments B.V. - described above - saw Sanderink Investments' stake grow from 95.56% to 95.70%.

Financing and Financial Instruments

General

The Group's main financial instruments comprise bank loans and credits and cash and cash equivalents. The Group also uses interest rate swaps and inflation swaps to hedge interest and inflation risks arising from corporate and project financing. The main purpose of the financial instruments is to attract financing for the Group's operating activities. In addition there are various other financial fixed assets and liabilities, including trade receivables and debts to suppliers, which arise directly from the operating activities. No derivatives or financial instruments are held for trading purposes.

All financial assets and liabilities, excluding PPP receivables, annuity loans and derivatives valued at fair value, have been valued according to the "loans and receivables" category as referred to in IAS 39.

Financial Covenants

Oranjewoud N.V. is in compliance with the conditions agreed with the banks for the entirety of 2015 and as of December 31, 2015. Strukton Groep N.V. has its own financing arrangement that is fully ring-fenced from Oranjewoud N.V.'s financing. Throughout 2015 and at December 31, 2015, Strukton (waiver received for the first quarter of 2015, which is when the refinancing deal was being negotiated (standstill period), ultimately resulting in an agreement that was signed on May 12, 2015) was compliant with respect to the covenants agreed with the banks.

Interest Rate Risk
The interest rate risk in respect of interest-bearing loans and bank debts is discussed under the heading "Non-current liabilities". A 1%-increase in the interest rate will have a negative impact on the net result and shareholders' equity of approx. €0.7 million (2014: negative impact of €0.8 million). A drop in the interest rate will have the reverse effect.

Currency Risk
The majority of the Group's activities are carried out in the eurozone. Most subsidiaries outside of the eurozone do business in their country's currency. For transactions in foreign currencies, the policy is for the net position to be fully hedged by means of foreign currency contracts. The translation risk on shareholders' equity and loans granted to subsidiaries outside the eurozone is not hedged, with the exception of Antea Group United States (see below). The Group's currency risk is limited to its foreign subsidiaries.

The high volatility of the US dollar versus the euro is a risk. The takeover of Antea Group United States in early 2008 for a sum of $23,750,000 was settled in full by means of a transaction in euros. The euro/dollar rate at the time of the transaction was 1.47. The currency risk for this long-term investment was hedged with a loan at a rate of 1.35 in early 2011. As of August 1, 2013, the indicated US dollar loan was replaced with a new US dollar loan of 23,800,000. This USD loan serves as a natural hedge for Antea Group United States' equity value in US dollars.

Credit Risk
Strukton partners with Ballast Nedam on a number of projects. Ballast Nedam's continuity has been in doubt for quite some time. To mitigate the credit risk run in relation to Ballast Nedam, a declaration of intent was signed with Ballast Nedam on April 28, 2015. One of the objectives of this declaration of intent was to mitigate the credit risk on Ballast Nedam to the greatest possible degree. On September 23, 2015, the declaration of intent was effectuated in an agreement signed by all parties involved. As of June 30, 2015, Strukton upped its stake in the construction phase of the Maasvlakte-Vaanplein A15 project to 45%. In exchange, Ballast Nedam will pay Strukton a risk premium of 6 million euros in 2016. It will do so in four installments of 1.5 million euros each. The first installment was received in late March of 2016. For the A2 tunnel project near Maastricht, Strukton took over Ballast Nedam's full share in the infrastructure activities for this project - also as of June 30, 2015 - and transferred its share in the real estate development part of the project to Ballast Nedam. Ballast Nedam will pay Strukton 22 million euros to cover its share of 50% of losses made on the project. This payment was received in full in 2015.

The Group has procedures and policies in place to limit the extent of the credit risk with any counterparty and in any market. These procedures and the spread over a multitude of purchasers limit the Group's exposure to the risks associated with credit concentrations and market risks. Moreover, orders are invoiced in line with project progress, and wherever possible, invoiced in advance. Escrow arrangements have been drawn up for specific projects as security for payment. The available cash and cash equivalents are held with creditworthy banking institutions.

Liquidity Risk
The Group uses a liquidity planning tool to monitor its risk of a cash deficit. This tool assesses the maturity of both investments and operational cash flows. The liquidity planning tool is used wherever needed for specific units in the Group. The Group seeks to strike a balance between continuity in financing and flexibility by using credit facilities, loans and shareholder's equity.

The total working capital facility for Oranjewoud N.V. (including Strukton Groep) comes to around €205 million (2014: €205 million). Oranjewoud N.V. and its group companies based in the Netherlands are jointly and severally liable for their part of the aforementioned facility. The borrowers have entered into an obligation to refrain from encumbering their assets with security without prior consent from the lender. Some assets have been pledged as security.

Bank Guarantees
Bank guarantees have been issued by the Group for projects, lease agreements, and investment relief.

Corporate Social Responsibility and Sustainability

Investing in the Future

Finding a balance between financial/economic results, social interests and the environment. Not only thinking about the here and now, but also thinking about future generations. Oranjewoud N.V. actively works to ensure corporate social responsibility. This includes sustainability in business, sustainable operational management, volunteer work by employees and sponsorship of social initiatives. We are seeing a constant increase in market demand for sustainable solutions and applications. Oranjewoud N.V. is keeping pace with this significant development. Please refer to the sections on the different segments for specific information about activities and projects as part of Corporate Social Responsibility and Sustainability efforts.

2016

Although the 2015 figures inspire confidence, market conditions in several of the submarkets in which our group companies operate continue to be difficult. The Board of Directors therefore refrains from making any statements regarding results projected for 2016.

Statement from the Board as per Section 5:25C(2c) of the *Wet op het financieel toezicht* (Dutch Financial Supervision Act)

We confirm that the financial statements were prepared in compliance with International Financial Reporting Standards (IFRS) as ratified by the European Union, as well as in compliance with Title 9, Book 2 of the Dutch Civil Code and give a true and fair view of the assets, liabilities, financial position and profits of Oranjewoud N.V. and consolidated companies, and that the annual report prepared by the Board of Directors gives a true and fair view regarding the situation as at the balance sheet date and operations during the financial year, as well as of affiliated companies whose data was incorporated into Oranjewoud N.V.'s financial statements, and that important risks the Group is facing have been reflected in the annual report.

Corporate Governance

Organization

Oranjewoud N.V. is governed by a Board of Directors, which is supervised by a Supervisory Board. The members of the Board of Directors and the Supervisory Board are appointed and dismissed by the general shareholders' meeting (the "General Meeting").

Board of Directors

The Board of Directors is in charge of running the company, guided by the interests of the company and associated companies. Members of the Board of Directors are appointed by the General Meeting. A member of the Board of Directors shall step down by no later than the day on which the annual general meeting is held in the fourth calendar year following his or her last appointment and shall also be immediately re-appointable – provided that the candidate has stepped down in accordance with this clause. The Supervisory Board nominates one or multiple candidates for each vacancy. The General Meeting can revoke the binding nature of a binding nomination through a decision adopted with a simple majority of votes cast representing at least a third of the company's subscribed share capital. The General Meeting is authorized to suspend or dismiss any member of the Board of Directors. The General Meeting can only suspend or dismiss a director following a proposal to this effect from the Supervisory Board or with a simple majority of the votes cast representing at least one third of the company's subscribed share capital. A member of the Board of Directors can also be suspended by the Supervisory Board.

Supervisory Board

The Supervisory Board is charged with monitoring the company's management policy and general operations of the company and associated companies. The Supervisory Board also advises the Board of Directors. In fulfilling their task, Supervisory Board members are guided by the interests of the company and associated companies. The Supervisory Board must have at least three members. Supervisory Board members are appointed by the General Meeting on the recommendation of the Supervisory Board. Each Supervisory Board member shall step down by no later than the day of the first General Meeting held in the fourth calendar year following his or her last appointment. The Supervisory Board members shall step down periodically according to a schedule set by the Supervisory Board. The General Meeting can hold a vote of no confidence in the Supervisory Board (with an absolute majority of the votes cast, representing at least one third of the subscribed share capital).

Shareholders' Meeting

Oranjewoud N.V. convenes a general shareholders' meeting at least annually. The General Meeting is convened either by the Supervisory Board or by the Board of Directors. The General Meeting shall at least deliberate on and/or adopt: the annual report, the financial statements, the proposal to pay a dividend (if applicable) and the appointment of the external auditor. Other issues that may be put on the agenda and announced by the Supervisory Board or the Board of Directors under observance of the relevant provisions in the articles of association include the granting of discharge to members of the Board of Directors and the Supervisory Board, the reserve and dividend policy, assignment of a body within the company that is authorized to issue shares and/or authorization of the Board of Directors to have the company acquire its own shares.

Articles of Association

Oranjewoud N.V. is a public limited liability company under Dutch law. The General Meeting is authorized to amend the articles of association, on the understanding that a decision to that effect can only be made at the proposal of the Board of Directors. A proposal by the Board to amend the articles of association is subject to the approval of the Supervisory Board.
Oranjewoud N.V.'s articles of association were last amended on October 29, 2010.

Shares

Oranjewoud N.V.'s authorized capital stock amounts to €10,000,000, consisting of 50,000,000 A shares and 50,000,000 B shares with a nominal value of €0.10 each. As at December 31, 2015, subscribed capital amounts to €5,873,343.50, consisting of 29,553,066 A shares and 29,180,369 B shares. Unlike the A shares, the B shares are not listed. There is no difference in terms of control between the A shares and B shares.

New Share Issues

Shares are issued following a decision of the General Meeting or by virtue of a decision of the Board of Directors, if and insofar as the Board has been requested to do so by the General Meeting. The decision is subject to the approval of the Supervisory Board. This authority covers all unissued shares of the company's authorized capital stock. The duration of this authority is defined by a decision of the General Meeting and shall be five years at most. The General Meeting of June of 2015 granted the Board the authority, for a period of 18 months starting from the date of the meeting, to issue shares and grant rights to take shares, up to a maximum of 10% of the outstanding capital at the time of the meeting, plus a maximum of 20% if the allocation or issue is carried out within the framework of a merger or acquisition.

Acquisition of Shares in the Company's Own Capital
The company is permitted to acquire its own fully paid-up shares, albeit only for no consideration or if: a) the payable equity is at least equal to the purchase price; and b) the total nominal amount of the shares that the company has acquired, holds, holds in pledge or holds through a subsidiary does not exceed 50% of the company's subscribed share capital. Acquisition, other than acquisition for no consideration, is only possible if the General Meeting has authorized the Board to do so. The Board has not asked the General Meeting for any authorization to purchase the company's own shares.

Corporate Governance Code
Unless stated otherwise, Oranjewoud N.V.'s Board of Directors and Supervisory Board endorse and adhere to the principles and best practice clauses laid down in the Dutch Corporate Governance Code, as published in *Staatscourant* No. 18499 of December 3, 2009 (the Code).
Oranjewoud N.V. deviates from the Code on the following best practice clauses:

- II.1.1 Oranjewoud N.V. has a director under the articles of association, Mr. G. P. Sanderink, who was appointed to an indefinite term. Mr. Sanderink does not receive remuneration from the company in exchange for his work.
- II.1.3 Oranjewoud N.V. has not published a code of conduct on its website. Strukton Groep and Antea Group have published their codes of conduct on their respective websites.
- II.3.3 Oranjewoud N.V. does not adhere to best practice clause II.3.3, because a significant number of Oranjewoud N.V. shares (95.70%) are held by Sanderink Investments B.V., of which Mr. Sanderink is also director and sole shareholder.
- III.5 Oranjewoud N.V.'s Supervisory Board has three members and collectively fulfills the role of the core committees.

In 2015, there were no transactions of any significance involving a conflict of interests between the director and Oranjewoud N.V.

Risk Management

Business is about taking and managing risks. The Oranjewoud N.V. risk management policy is geared towards protecting the Group from events which may impede achievement of strategic objectives and which may have a material impact on the Group's financial position. A targeted market approach, consistent and regular reporting, and raising awareness across the company are the mainstays of Oranjewoud N.V.'s risk management policy.

Oranjewoud N.V. minimizes risks by requiring effective internal risk management and control systems at the business units and also oversees application of and compliance with these systems. Key factors of risk management include employee commitment, exemplary behavior by management, and transparency and openness when it comes to voicing opinions and discussing dilemmas.

The different Oranjewoud Group business units focus on engineering and consulting services provided by Antea Group on the one hand, and on construction and implementation activities by Strukton Groep on the other. Strukton Groep and Antea Group each have their own risk management systems within the framework of Oranjewoud N.V.'s overarching risk management policy. Responsibility for maintenance, adaptation, and application of these risk management systems primarily lies with the business units themselves.

All business units have a code of conduct in place specifying things such as the managers' level of authorization. These codes of conduct are subjected to regular audits. These audits are conducted both on an ongoing basis (part of the planning and control cycle within the group) and on an as-needed basis (audits conducted by certification institutes or auditors).

Strukton Groep Risk Management
Strukton uses the framework designed by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) to identify and eliminate duplications, inconsistencies, and gaps in risk management and internal control for existing operations. The various risks are continuously assessed and weighed.

Strukton's larger contracts, in terms of financial scale, in the Netherlands and beyond come from a limited number of major clients. In their procurement procedures, the Dutch government continues to look primarily at price when awarding contracts. Today's construction, management, and maintenance contractors in the railroad and infrastructure market are in constant talks with ProRail (the Dutch railroad network management organization) and Rijkswaterstaat (the Netherlands' public works authority) to execute projects and provide services based on terms that match current market conditions and based on a balanced allocation of risks (the private sector shoulders the risks it can manage).

Bidding costs are on the rise due to increasing complexity in these bidding procedures (especially involving projects put out to bid on a D&C or DBFMO basis). Generally, only part of these costs are covered by the contracting party. Strukton usually performs work for third parties in projects. The complexity and scope of the works may vary considerably. Clients generally want to transfer risks in exchange for a fixed price. These risks may result in losses and negative cash flows. As part of its project monitoring methodology, Strukton has had an advanced risk identification and quantification system at its disposal for years.

Strukton is a capital-intensive enterprise that manages a large and specialized inventory of machinery and equipment, especially in the area of rail systems. Most of this equipment is the property of Strukton. The associated costs are depreciated over the economic service life of the equipment. When Strukton is not in an adequate position to use the equipment at a viable price, it is true that this will not directly result in a cash outflow, but it will however adversely affect earnings. In addition to this, the majority of Strukton's workforce is made up of permanent employees. If these employees cannot be deployed to work on projects at viable prices, this will adversely affect profitability and cash flow. Strukton seeks to minimize the risk of underutilization of capacity by continuously striving to increase the proportion of non-project-related activities.
Due to the nature and scope of Strukton's projects, project management has to make estimates of total construction costs and earnings from those projects. Made within a certain bandwidth, these estimates are used in the valuation of work in progress (including associated provisions) as part of financial reporting. For further details, please refer to the financial statements.

The strategy rethink led to the conclusion that the importance of the Dutch home market will diminish in relation to other markets in the future, especially for Strukton Groep. Key market segments for infrastructure and railroads are seeing cut-throat competition (on price), unpredictable bidding processes, including unclear contracting criteria, and poor risk/reward ratios. The focus has therefore been shifted to further expanding operations in the area of technology and specialist products, which are generally easier to market abroad. Internationally, the strategy also targets the combination of civil engineering and railroads (such as the solving of transport issues in densely populated urban areas). Successful implementation of the strategy will further push down the risk profile of the company and the order portfolio.

Antea Group Risk Management
In day-to-day operations, achieving business objectives and managing risk go hand in hand. When it comes to raising awareness of and preventing business risk, the following factors play a key role: attainability of targets, employee commitment and exemplary behavior by management, transparency and openness in voicing opinions and discussing dilemmas, and adhering to and monitoring of risk management systems. The risk management systems are aligned with the nature and scale of clients and contracts. For contracts involving a lower level of complexity, a simpler, but still tried-and-tested and effective, model is used, such as rules of conduct, authorized signatory instructions, a risk assessment protocol, and uniform terms and conditions for entering into obligations.

For cross-border and large-scale projects, a risk management system is used which is derived from the risk management systems of the major oil companies commissioning the work. The quotations and project progress are discussed in full with the responsible management, the financial managers and the legal counsel. When putting together multinational bids and contracts, the Decision Making Framework is used to assess the various (project) risks, such as financial risks, local legislation and regulations, dealing with cultural differences, etc. All employees receive regular training in the use of this risk management system. Application of the risk management system is audited on a regular basis by Antea Group's group control and group legal departments.

International (Legislation and Regulations)
As internationalization advances, Oranjewoud N.V. business units increasingly operate on an international scale. The board of Oranjewoud N.V. has drafted clear, verifiable rules for the management of all business units. Each of the countries where Oranjewoud N.V. has operations presents some special focus points. All country organizations are subject to the same rules on matters such as hospitality, bribery, donations to political organizations or charities, and compliance with national legislation and regulations in the area of working conditions and employment terms. The risk management systems are the same for all business units, with local focus points for rules and regulations, governance

and compliance, insurance terms and conditions, and risk management. Several times a year, the directors from the different country organizations come together for a meeting. Strategy, risk management, claims, clients, compliance and governance are fixtures on the agenda of those meetings. This provides a good picture of the financial and project administration and the operational state of affairs in the company.

IT

IT governance is focused on IT security and business continuity: effective and efficient use of IT resources and information security management. Means used to this end include technical solutions such as the creation of a secure IT environment, data backups, arranging and maintaining fall-back and recovery plans, and awareness programs for employees who work in the area of personal data processing.

Financial Instruments

Please refer to note 17 “Financial Instruments” for details on financial risk management measures.

Sensitivity of the Results

Governments and private-sector parties acting on behalf of government bodies are important clients for Oranjewoud N.V.’s business units. The policies of these clients and the associated budgets are a critical factor for the operation of the companies within the Group. Delays in political decisions and adjustments in government investment budgets affect contract volumes. The impact of these cuts cannot be predicted. Through a targeted market approach and diversification, both in the Netherlands and on an international scale, Oranjewoud N.V. seeks to appeal to a more diverse range of clients and reduce dependency on large public-sector clients.

Joint Ventures

Joint ventures with different partners on an operational and financial level are always set up under the internal and external stewardship of specialists. As part of day-to-day operations, financial and project-related activities and results are discussed with the management of the unit participating in the joint venture, as well as with financial and legal experts of Antea Group, Strukton Groep, and Oranjewoud N.V.

Safety

The safety policy at the business units is geared toward control and preventing that operational activities lead to accidents, injury, and loss of reputation, as well as toward ensuring activities are not in breach of legislation and regulations. All employees have access to the Quality, Labor, and Environment systems (QLE). The QLE systems are tested regularly by independently accredited certification institutes. Prevention takes top priority within the Oranjewoud Group. Its safety policy also stresses human behavior as a risk factor. These risks must be minimized using careful work preparation, analysis of near-accidents, and toolbox meetings.

Liability Risk

Oranjewoud N.V. has a centralized insurance policy primarily geared towards prevention of fluctuations in profits due to damages in projects under the responsibility of a company in the Group. Oranjewoud N.V. has therefore formulated cover requirements and takes out insurance, such as liability insurance, professional indemnity insurance and more specific forms of insurance, at group level. Given the wide variety of projects, both in terms of size and complexity, as well as the requirements imposed by (local) legislation and regulations in the various countries where the companies operate, several supplementary insurance policies that take this diversity into account have been procured.

Status

The status of risk management efforts at Oranjewoud N.V. was discussed several times in 2015 during (joint) meetings of the Board of Directors and the Supervisory Board. The conclusion was that internal risk management was effective in the financial year under review.

In Control Statement

The Board of Directors declares acceptance of responsibility for the set-up and functioning of the internal risk management and control system tailored to the Group. During 2015, the Board of Directors systematically analyzed and assessed the relevant significant risks as well as the control environment. Based on this, the Board of Directors declares that the risk management and control systems in the financial reporting provide a reasonable degree of certainty that the financial reporting does not contain any inaccuracies of material significance, and that the risk management and control systems have functioned properly over the financial year.

The risk management and control systems in place significantly reduced the risk of incorrect decisions, deliberate circumvention of management processes and non-compliance with rules and regulations. However, it is virtually impossible to be aware of all risks at all times, let alone to fully describe and manage them. Therefore the existing systems cannot provide absolute certainty regarding attainment of objectives, nor can they fully prevent all inaccuracies of material significance, such as losses, fraud or transgressions of rules and regulations.

On behalf of the Board of Directors

Mr. G. P. Sanderink

April 30, 2016

Financial Statements 2015

Oranjewoud N.V.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
(in thousands of euros)

	31-12-2015		31-12-2014	
Non-current assets				
Intangible assets (1)	**100,762**		100,603	
Property, plant and equipment (2)	**180,066**		188,328	
Investment property (3)	**5,369**		9,657	
Associates (4)	**27,758**		29,960	
Other financial non-current assets (5)	**33,603**		34,518	
Deferred tax assets (6)	**47,534**		44,826	
		395,092		**407,892**
Current assets				
Inventories (7)	**29,800**		33,381	
Receivables (8)	**780,459**		665,593	
Work in progress (9)	**213,901**		185,022	
Income tax receivables	**7,896**		10,992	
Cash and cash equivalents (10)	**234,198**		164,421	
		1,266,254		**1,059,409**
Total assets		**1,661,346**		**1,467,301**
Equity				
Issued capital	**5,873**		5,688	
Share premium	**183,310**		173,495	
Translation reserve	**(2,684)**		(304)	
Legal reserve	**8,460**		893	
Hedging reserve	**(2,001)**		(6,021)	
Actuarial reserve	**(5,660)**		(11,577)	
Retained earnings	**36,760**		71,265	
Undistributed profit	**18,088**		(26,938)	
Equity attributable to equity holders of the parent company	**242,146**		206,501	
Non-controlling interests	**416**		454	
Total equity (11)		**242,562**		**206,955**
Non-current liabilities				
Deferred employee benefits (12)	**43,592**		45,546	
Provisions (13)	**13,988**		14,224	
Provision associates (4)	**-**		7,259	
Deferred tax liabilities (6)	**11,628**		13,285	
Subordinated loans (14)	**10,000**		-	
Non-current liabilities (14)	**150,044**		112,010	
Total non-current liabilities		**229,252**		**192,324**
Current liabilities				
Trade payables	**335,826**		384,558	
Amounts owed to credit institutions (10)	**92,301**		88,124	
Work in progress (9)	**338,194**		199,665	
Corporate income tax payable	**7,474**		7,798	
Provisions (13)	**3,543**		9,645	
Other current liabilities (15)	**412,194**		378,232	
Total current liabilities		**1,189,532**		**1,068,022**
Total equity and liabilities		**1,661,346**		**1,467,301**

CONSOLIDATED STATEMENT OF INCOME

(in thousands of euros)	2015	2014
Revenue (18)	**2,305,607**	2,136,835
Other operating income (19)	**1,887**	738
Total operating income	**2,307,494**	**2,137,573**
Project costs of third parties	**(1,246,830)**	(1,123,933)
Staff costs (20)	**(785,069)**	(800,474)
Other operating expenses (22)	**(186,867)**	(196,851)
Depreciation	**(49,246)**	(48,615)
Total operating expenses	**(2,268,012)**	**(2,169,873)**
Operating profit	**39,482**	**(32,300)**
Finance revenue (23)	**5,850**	2,697
Finance costs (23)	**(24,517)**	(12,238)
Net finance revenue/(costs)	**(18,667)**	(9,541)
Share in profit after taxes of associates (4)	**3,402**	4,130
Profit before taxes	**24,217**	**(37,711)**
Income tax (24)	**(4,973)**	12,562
Net profit for the year	**19,244**	**(25,149)**
Attributable to:		
Shareholders of the parent company	**18,088**	(26,938)
Non-controlling interests	**1,156**	1,789

EARNINGS PER SHARE (in euros)

	2015	2014
Net earnings per share attributable to equity holders of the parent company (basic and diluted)	0.31	(0.47)
Average number of shares outstanding	58,408,124	56,878,147

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
(in thousands of euros)

		2015	2015	2014	2014
Profit after taxes			**19,244**		(25,149)
<u>Other comprehensive income to be reclassified to profit and loss in future periods</u>					
Changes in fair value of derivatives for hedge accounting		**5,360**		(5,517)	
Income tax	note 6	**(1,340)**		1,379	
			4,020		(4,138)
Currency translation differences		**(2,380)**		(1,405)	
Income tax		**-**		-	
			(2,380)		(1,405)
Other comprehensive income to be reclassified to profit and loss in future periods			**1,640**		**(5,543)**
<u>Other comprehensive income not to be reclassified to profit and loss in future periods</u>					
Change in actuarial reserve	note 12	**7,755**		(10,169)	
Income tax	note 6	**(1,838)**		2,357	
Other comprehensive income not to be reclassified to profit and loss in future periods			**5,917**		**(7,812)**
Total comprehensive income after taxes			**26,801**		**(38,504)**
Attributable to:					
Shareholders of Oranjewoud			**25,645**		(40,293)
Non-controlling interests			**1,156**		1,789
Total comprehensive income after taxes			**26,801**		**(38,504)**

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
(in thousands of euros)

Group equity	Issued share capital	Share premium	Translation differences reserve	Legal reserve	Hedge-reserve	Actuarial reserve	Retained earnings	Profit for the financial year	Total capital and reserves	Non-controlling interests	Total
	Attributable to equity holders of the parent company										
Balance at January 1, 2014	5,688	173,495	1,101	758	(1,883)	(3,765)	84,693	(13,293)	246,794	427	247,221
Dividend payment for 2013	-	-	-	-	-	-	-	-	-	-	-
Retained earnings for 2013	-	-	-	-	-	-	(13,293)	13,293	-	-	-
	5,688	173,495	1,101	758	(1,883)	(3,765)	71,400	-	246,794	427	247,221
Profit for the financial year	-	-	-	-	-	-	-	(26,938)	(26,938)	1,789	(25,149)
Unrealised gains and losses	-	-	(1,405)	135	(4,138)	(7,812)	(135)	-	(13,355)	-	(13,355)
Total comprehensive income after taxes	-	-	(1,405)	135	(4,138)	(7,812)	(135)	(26,938)	(40,293)	1,789	(38,504)
Reclassification to liabilities	-	-	-	-	-	-	-	-	-	(1,762)	(1,762)
Balance at December 31, 2014	5,688	173,495	(304)	893	(6,021)	(11,577)	71,265	(26,938)	206,501	454	206,955
Balance at January 1, 2015	5,688	173,495	(304)	893	(6,021)	(11,577)	71,265	(26,938)	206,501	454	206,955
Issue of shares	185	9,815	-	-	-	-	-	-	10,000	-	10,000
Non-controlling interests	-	-	-	-	-	-	-	-	-	-	-
Dividend payment for 2014	-	-	-	-	-	-	-	-	-	-	-
Retained earnings for 2014	-	-	-	-	-	-	(26,938)	26,938	-	-	-
	5,873	183,310	(304)	893	(6,021)	(11,577)	44,327	-	216,501	454	216,955
Profit for the financial year	-	-	-	-	-	-	-	18,088	18,088	1,156	19,244
Unrealised gains and losses	-	-	(2,380)	7,567	4,020	5,917	(7,567)	-	7,557	-	7,557
Total comprehensive income after taxes	-	-	(2,380)	7,567	4,020	5,917	(7,567)	18,088	25,645	1,156	26,801
Reclassification to liabilities	-	-	-	-	-	-	-	-	-	(1,194)	(1,194)
Balance at December 31, 2015	5,873	183,310	(2,684)	8,460	(2,001)	(5,660)	36,760	18,088	242,146	416	242,562

CONSOLIDATED STATEMENT OF CASH FLOWS (in thousands of euros)		2015		2014	
Profit after taxes		**19,244**		(25,149)	
Non-cash movements:					
Profit/(loss) of associates	note 4	**(3,402)**		(4,130)	
Corporate income tax	note 24	**4,973**		(12,562)	
Finance revenue and costs	note 23	**18,667**		9,541	
Depreciation and amortization		**49,246**		48,615	
Result on sale of PPP-projects		**(1,310)**		(639)	
Result on sale of fixed assets		**-**		(80)	
Result on sale of associates		**(52)**		-	
Badwill business combination	note 1	**(1,741)**		-	
Result on deconsolidation business combination		**-**		3,343	
Change in provisions		**5,952**		(1,164)	
Cash flow from operating activities before changes in working capital		**91,577**		17,775	
Changes in working capital:					
Trade payables		**(58,880)**		72,733	
Other current liabilities		**15,288**		11,047	
Inventories		**3,930**		919	
Work in progress		**38,977**		78,598	
Trade receivables		**10,963**		(20,679)	
Other receivables and prepayments and accrued income		**(35,129)**		(97,014)	
Change in working capital		**(24,851)**		45,604	
Dividend received from associates		**2,961**		3,712	
Interest received		**5,847**		2,619	
Income tax paid		**(8,546)**		(13,104)	
		(24,589)		38,831	
Cash flow from operating activities			**66,988**		56,606
Investments in intangible assets	note 1	**(1,050)**		(2,458)	
Investments in property, plant and equipment	note 2	**(20,944)**		(28,161)	
Investments in investment property	note 3	**(184)**		-	
Investments in associates	note 4	**(2,943)**		(4,227)	
Investments in consolidated companies	note 1	**(1,848)**		2,700	
Disposal of consolidated companies		**-**		(679)	
Disposal of property, plant and equipment		**1,141**		1,025	
Disposal of associates		**3,781**		776	
Change in other financial non-current assets		**(2,732)**		(1,984)	
Cash flow from investing activities			**(24,779)**		(33,008)
Drawings subordinated loans		**10,000**		-	
Drawings loans		**23,457**		13,886	
Repayments loans		**(5,419)**		(7,508)	
Other changes		**(1,675)**		(476)	
Interest paid		**(22,057)**		(12,548)	
Issue of shares		**10,000**		-	
Cash flow from financing activities			**14,306**		(6,646)
Net cash flow			**56,515**		16,952
Balance of cash and cash equivalents at January 1st			**76,297**		59,799
Exchange differences on cash and cash equivalents			**9,085**		(454)
Balance of cash and cash equivalents at December 31st	note 10		**141,897**		76,297

ACCOUNTING POLICIES

Corporate information
Oranjewoud N.V. is a public limited liability company established under Dutch law in the Netherlands in Gouda, Antwerpseweg 8. The shares of the company are listed on the official market of Euronext N.V. in Amsterdam. Sanderink Investments B.V. holds 95.70% of the shares in Oranjewoud N.V. Sanderink Investments B.V. is wholly owned by Gerard Sanderink's Stichting Administratiekantoor Sanderink Investments. Oranjewoud N.V. engages in the fields of Consultancy and Engineering Services, sports and recreational facilities, temporary employment, railsystems, civil infrastructure, property and construction, technical management and services, and PPP-concession projects. The organization supplies premium-quality services in the fields of infrastructure and accommodation solutions, urban development, construction, nature and landscape, environment and safety, property and sports and recreational facilities. Oranjewoud N.V. handles the entire process from study, consulting, design, plan preparation and supervision to realization, management and commercial operation.

The financial statements 2015 were drawn up on April 29, 2016 by the company's Board of Directors and approved by the Supervisory Board and will be submitted to the General Meeting for adoption on May 25, 2016.

Basis of preparation
The consolidated Group figures are presented in euros, the functional currency of the Group.. The consolidated financial statements of the Group have been prepared in accordance with the International Financial Reporting Standards (IFRS) as endorsed by the European Union and also in accordance with Part 9 of Book 2 of the Dutch Civil Code.

Should this English version of the Financial Statements of Oranjewoud N.V. in certain parts be different from the Dutch version, then the Dutch version will be considered leading.

Continuity and liquidity of the company
Oranjewoud N.V. has several ringfenced financing arrangements.

To strengthen the company's equity and capital requirement Strukton Groep achieved in 2015 a refinancing with the support of the shareholder, banks and guarantors. This concerns refinancing arrangements for Strukton Groep's Netherlands-based group companies, which make up what is known as the Dutch credit base.
These refinancing arrangements include:
- additional paid-in capital of €10 million and a subordinated loan of €15 million granted by Oranjewoud N.V. The subordinated loan has a term up to January 1, 2018;
- credit facilities totaling €115 million (term loan of €40 million and operating capital of €75 million) and guarantee facilities totaling €400 million (including €248 million for the Riyadh project) under a Common Terms Agreement (hereinafter referred to as CTA) with a term up to April 30, 2017. No compulsory repayments are due during the term of the CTA;
- a guarantee by Sanderink Investments B.V. to grant an additional subordinated loan or equity capital totaling a maximum of €30 million in case of a liquidity deficit. This guarantee amounts to a maximum of €20 million upon completion of the Maasvlakte-Vaanplein A15 project and the A2 tunnel project near Maastricht.

For 2015, covenants were in place in relation to EBITDA, capital expenditure and minimum available liquidity. These covenants are:
- set minimum EBITDA for the credit base (the Dutch Strukton companies), the Riyadh subway project, and the entire Strukton Groep (excluding the Riyadh subway project), with a maximum deviation of 20%; and
- minimum liquidity covenant, with liquidity of at least €5 million at the moment of reporting; and
- maximum amount spent on Capital Expenditures (CAPEX) of €11.6 million.

These covenants were complied with in 2015.

Aside from the aforementioned covenants, additional covenants have been agreed regarding Leverage, Interest cover, Fixed charge cover, and Solvency for 2016. These covenants are:
- the financial covenants as described above;
- recourse senior leverage ratio (of the Dutch credit base and with a maximum deviation of 20%);
- recourse interest cover ratio (of the Dutch credit base and with a maximum deviation of 20%);
- recourse fixed charge cover ratio (of the Dutch credit base and with a maximum deviation of 20%);
- recourse solvency ratio (of the Group excluding the Riyadh subway project and with a maximum deviation of 20%).

Besides the minimum available liquidity, no covenants have been agreed for the period between January 1, 2017 and April 30, 2017.

The above refinancing arrangements have strengthened the balance sheet. Based on a liquidity forecast for Strukton through to April of 2017, the Strukton board expects to have sufficient financial elbow room to be able to implement the business plan. Forecasting liquidity is largely dependent on the development of external market conditions, order intake, the development of project results, and on the net working capital.

Strukton does not have any indications that point to unfavorable developments in certain market conditions, such as price development both at contracting authorities and suppliers and subcontractors, or arrangements with suppliers and credit insurance companies. The same goes for order intake and timely lead conversion and development of project results within the expected bandwidths.

The board of Strukton has identified a range of measures that will (or may) produce additional financial scope. These measures include:

- faster billing, better payment terms and payment collection on invoices to boost working capital;
- securing dividends from non-credit base subsidiaries, participations, and associated partnerships;
- selling investment property.

Based on the refinancing obtained, the business plan (factoring in identified sensitivities), measures to create additional financial scope, and previously realized results, the boards of Strukton and Oranjewoud are of the opinion that the company will be able to stay within the boundaries of its credit and guarantee facilities and comply with the covenants that were agreed.

The boards of Strukton and Oranjewoud acknowledge that there is a risk that failure to attain the forecast liquidity may lead to a need for additional liquidity and see the company draw on the guarantee provided by the shareholder.

New refinancing arrangements must be agreed by April 30, 2017. Strukton's group board is currently working on preparations for these refinancing arrangements. Based on the 2016 budget and the business plans for 2017 through 2020, the group board expects to agree on new financing deals before the aforementioned deadline.

Based on the actions, plans, and forecasts specified above, the 2015 financial statements were prepared based on the going-concern assumption.

Application of new and revised standards and interpretations (IAS / IFRS):
The Group has applied a number of new and revised standards in 2015 issued by the International Accounting Standards Board (IASB) and that are (mandatory or early adoption) in effect on reporting periods commencing on or after January 1, 2015.

IFRS 3 Business combinations
The amendment clarifies that all conditional schemes regarding payments that are classified as liability (or asset) ensuing from a business combination must subsequently be valued at fair value, which produces a profit or a loss (whether or not they are within the scope of IAS 39 is irrelevant in this case). This is in line with the current principles of valuation, meaning that this amendment does not affect the Group's principles.

Another amendment to IFRS 3 concerns joint arrangements. This amendment clarifies that, like joint ventures, joint arrangements are also outside the scope of IFRS 3.

IFRS 8 Operating segments
The amendments clarify that:

- management decisions on the application of aggregation criteria (Section 12 of IFRS 8) have to be detailed in a note, which must include a brief description of operating segments that have been aggregated and the economic characteristics (such as sales and gross profit margins) that were looked at in assessing whether or not segments are 'similar';
- reconciliation of segmented assets and total assets is required only when this was used a basis for operational decisions.

No segments have been aggregated in the financial statements. Like in previous years, reconciliation of segmented assets to total assets is explained in notes to the 2015 financial statements. The amendment to IFRS 8 does therefore not impact on the Group’s 2015 financial statements.

IAS 19 Employee benefits –Defined benefit plans: Employee contributions
The amendment simplifies recognition of employee or third-party contributions to defined benefit plans that are unrelated to an employee’s length of service. When contributions are linked to years of service, they must be attributed to these years of service as a negative benefit. When contributions are not linked to years of service, the company is entitled to deduct them in full from pension costs for the period in question. This amendment became effective on July 1, 2014, but is not material in the Group’s case.

IAS 40 Investment property
Asset acquisitions or business combinations are subject to IFRS 3 and not IAS 40. IAS 40 makes a distinction between investment property and tangible fixed assets for use by the entity itself. IFRS 3 distinguishes between a business combination and the acquisition of an asset. This is in line with the current principles of valuation, meaning that this amendment does not affect the Group’s principles.

IFRIC 21 Levies
IFRIC 21 clarifies that an entity assumes a liability regarding a levy as soon as the activity incurring the levy under current legislation materializes. It also clarifies that, when a levy is triggered by the exceeding of a certain threshold, the corresponding liability only has to be recognized when the specified threshold is actually exceeded. This interpretation does not affect the Group's financial position or results.

Not yet applied standards and interpretations
The standards and interpretations that have been issued on the date of publication of the financial statement of the Group but were not yet in force, are explained in the following. Where applicable, the Group intends to apply these as soon as they are in force.

The following standards and interpretations not yet mandatory in 2015, were not applied in these financial statements.

IFRS 9 Financial Instruments
The published version of IFRS 9 represents the first and third phase of the IASB project for the replacement of IAS 39. These phases concern classification and measurement of financial assets and liabilities (first phase) and hedge accounting (third phase) as defined in IAS 39. In subsequent phases, the IASB will turn to impairment of financial assets. The Group will assess the consequences of this standard in correlation with the other phases as soon as the final standard, including all phases, has been published. This standard will apply to financial years starting on or after January 1, 2018. Over the coming years, the Group will assess the impact of this standard.

IFRS 15 Revenue from contracts with customers
The new standard is based on the principle that revenue is recognized when control over goods or services is transferred to the customer. IFRS 15 replaces IAS 18 Revenue recognition and IAS 11 Construction contracts. This standard will apply to financial years starting on or after January 1, 2018. Over the coming years, the Group will assess the impact of this standard.

IAS 1 Presentation of financial statements
These amendments concern clarifications on:
- the use of the concept of “materiality”;
- presentation of specific items on the balance sheet, in the statement of income, and in the statement of total income/loss;
- flexibility in how to order notes;
- presentation of interests in associates and joint ventures in the statement of other total income/loss;
- requirements in terms of presenting notes relating to additional subtotals on the balance sheet, in the statement of income, and in the statement of total income/loss.

These clarifications are not expected to affect the Group's financial position or results. This standard will apply to financial years starting on or after January 1, 2016.

IAS 27 Separate financial statements
The amendment allows the use of the equity (accounting) method in recognizing investments in subsidiaries, associates, and joint ventures in an entity's separate financial statements. This amendment to IAS 27 is not expected to have an effect on the Group. This standard will apply to financial years starting on or after January 1, 2016.
Based on IFRS 11, joint arrangements are classified as joint ventures or joint operations. Classification depends on each shareholder's or partner's rights and obligations and is unrelated to the legal format. The Group is involved in both joint ventures and joint operations.

Basis of consolidation

Subsidiaries (full consolidation)
Subsidiaries include all entities in which the Group has direct or indirect decisive control. Decisive control is exercised when the Group:

- has the power to steer the relevant activities of a subsidiary so as to obtain benefits from its activities;
- is exposed, or has rights, to variable returns from its involvement with the subsidiary; and
- has the ability to use its power to affect its returns.

Subsidiaries are fully consolidated from the date on which the Group obtains control. They are deconsolidated from the moment the Group no longer has control.

The purchase method of accounting is used to account for the Group's acquisition of subsidiaries. The consideration transferred for the acquisition of a subsidiary is the fair value of assets transferred, the equity instruments issued at acquisition date, and the liabilities incurred by the Group. The consideration transferred includes the fair value of any asset, consideration or liability resulting from a contingent consideration agreement. Acquisition-related costs are expensed as incurred.

Acquired identifiable assets and (contingent) liabilities acquired are initially measured at their fair values at the acquisition date. For each acquisition, the Group values a possible non-controlling interest either at fair value or at the non-controlling interest share in the identified net assets of the acquired party.

If the consideration transferred, the non-controlling interest or the fair value at acquisition date of an interest in the acquired party that already existed at the acquisition date exceeds the fair value of the Group's share in the identifiable net assets, the difference will be recorded as goodwill. If the consideration transferred is less than the fair value of the identifiable net assets, the difference will be taken directly to the income statement.

Joint arrangements
Based on IFRS 11, joint arrangements are classified as joint ventures or joint operations. Classification depends on each shareholder's or partner's rights and obligations and is unrelated to the legal format. The Group is involved in both joint ventures and joint operations.

Associates and joint ventures
Associates are all entities over which the Group has significant influence but no control, generally accompanied by the possession of more than one fifth of the voting shares. Joint ventures are joint arrangements whereby the Group and other parties have joint control and have the rights to the net assets of the joint venture. The parties to the arrangement have agreed contractually that control is shared and decisions regarding relevant activities require unanimous consent of the parties which have joint control of the joint venture.

Investments in associates and joint ventures are initially recognised at cost and subsequently based on the equity method. Investments in associates include goodwill (net of any accumulated impairment losses). The Group recognises its part of the associates' changes in reserves and attributable results in the carrying amount of the participating interest. The Group's share in the participating interest's results is recognised in the income statement. The Group's share in the participating interest's changes in reserves after the acquisition date is recognised in the Group's reserves. The Group does not recognise any losses exceeding the carrying amount of the investment (including other unsecured receivables), unless it has a legal or constructive obligation to do so.

Associates and joint ventures are recognised from the date on which the Group obtains significant influence, until the date on which that significant influence ceases to exist.

Joint operations
Joint operations are the Group's interests in entities, in which control is contractually exercised jointly with third parties. The Group recognises its share in the joint operations' individual revenues and expenses, assets and liabilities and combines it on a line-by-line basis with corresponding items in the Group's financial statements.

Associates without significant influence
Participating without significant influence are carried at fair value, changes go through the consolidated statement of comprehensive income. If a reliable fair value can not be determined, valuation will be done at cost price.

Transactions eliminated on consolidation
Intragroup balances and any unrealized gains and losses on transactions within the Group and income and expenses arising from transactions, are eliminated in the preparation of the consolidated financial statements. Unrealized gains and losses arising from transactions with associates and jointly controlled entities are eliminated in proportion to the importance the Group has in the entity.

Company information
The financial information of Oranjewoud N.V. is included in the consolidated financial statements and therefore, applying Section 402 of Book 2 of the Dutch Civil Code, an abbreviated statement of income only is presented in the separate financial statements.

Consolidated interests
The consolidated associates and the equity interest percentages are presented in note 37.

Basis of valuation

Foreign currency transactions and investments in foreign operations
The consolidated Group figures are presented in euros, the functional currency of the Group. Each entity in the Group determines and uses its own functional currency. Transactions in foreign currencies are initially recorded at the functional currency rate at the time of the transaction. Cash and cash equivalents, receivables, debts and obligations in foreign currencies are translated at the rate applicable at the reporting date. Translation differences are recognized in the statement of income, with the exception of differences on foreign currency loans providing a hedge against an investment in a foreign operation. These differences are taken to the translation differences reserve until the date of sale of the foreign operations, following which they are recognized in the statement of income.

For consolidation purposes, assets and liabilities of foreign operations are translated into euros at the exchange rates ruling at the reporting date, with their income and expenses being translated at the average rates for the financial year. Exchange differences arising on the translation are recognized as unrealized results. On disposal of a foreign operation, the deferred accumulated amount recognized in the consolidated statement of comprehensive income relating to that specific foreign operation is recognized in the statement of income.

Derivative financial instruments
The Group uses interest rate swaps and inflation swaps to hedge interest rate and inflation risks arising from corporate and project financing. For the interest rate swaps and inflation swaps, which were concluded with Strukton in the acquisition of Strukton, hedge accounting is not applied. These interest rate swaps and inflation swaps are measured at fair value. The change in fair value of these swaps is directly recognized in the the statement of income. No hedge accounting is applied since the hedge in fact starts at the acquisition date and then ineffectiveness would arise for sure.

For interest rate swaps and inflation swaps which were conducted after the acquisition of Strukton, hedge accounting is applied. The change in fair value of the interest rate swaps and inflation swaps, which serve to hedge interest rate risks and inflation risks arising from future interest payments and receivable indexation payments, are reported directly in equity, if the hedge can be characterized as effective. The amounts deferred in equity are transferred to the income statement when the hedged future interest coupons and hedged future indexation payments are accounted for in the income statement. For the part where the hedge effectiveness can not be proved, the value changes are immediately justified in the consolidated statement of income. When the interest rate swap is sold or terminated, or if the hedge relationship is no longer effective, the cumulative gain or loss at that point remains included in equity, unless no longer is expected that the original hedged cash flows will occur. At that time, the deferred results in equity are immediately justified in the in the consolidated statement of income.

Intangible assets

Patents and IP

Patents are carried at cost less accumulated amortization and any impairments. Patents are amortized on a straight-line basis over their useful lives of five years. The lifespan of IP is seven years.

Software

Software is measured at historical cost, including capitalised finance costs, less annual straight-line amortization based on the expected lifespan and accumulated impairment. The lifespan of software is between two and five years.

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost price of an acquisition is determined based on the total fee transferred (determined based on fair value as of the acquisition date) and the sum of any minority interest in the acquired party. For every business combination, the acquiring party values the minority interest in the acquired party either at the fair value or in proportion to the acquired party's net assets. Expenses associated with the acquisition are deducted from the statement of income immediately.

When the Group acquires an enterprise, it evaluates the acquired financial assets and liabilities so they can be classified properly and, in accordance with the contractual conditions, so economic circumstances and other applicable circumstances can be identified. This also includes the separation of embedded derivatives by the acquired party. If the business combination is carried out in various phases, then the fair value as of the acquisition date of the interest in the acquired party held previously by the Group is recalculated, incorporating changes in value into the statement of income.

Any contingent fee to be transferred by the Group shall be recognized at fair value as of the acquisition date. Future changes in the fair value of the contingent fee regarded as an asset or liability shall be accounted for in accordance with IAS 39 either in the statement of income or as a transaction in the unrealized results. If the contingent fee is classified as equity, then it shall only be reevaluated on final settlement in the equity.

Goodwill is first valued at its cost price, which is the amount by which the transferred fee exceeds the balance of the assets acquired and the liabilities taken on. If this fee is less than the fair value of the net assets of the acquired subsidiary, then the difference shall be accounted for in the statement of income.

After initial recognition, the goodwill is valued at cost price minus any accumulated impairment losses. To check for impairment, the goodwill resulting from a business combination starting from the acquisition date is allocated to the cash flow-generating units expected to profit from the business combination, regardless of whether assets or liabilities from the acquired entity have been allocated to these units.

If goodwill is part of a cash flow-generating unit and some of the business activity within the unit is disposed, then the goodwill pertaining to the disposed activity will be included in that activity's carrying amount to determine the earnings resulting from the disposal. Goodwill that is disposed under the conditions described above is determined on the basis of the relative proportions of the values of the disposed activity and the part of the cash flow-generating unit to be retained.

Other intangible assets

If intangible assets can be separately identified on the acquisition of an entity, these are capitalised and amortized within the amortization period applicable. An amortization period varying between 4 to 12 years applies to client bases, depending on their nature and expected churn rate. An amortization period of 0.5 to 6 years is applied to the value of a backlog. Amortization periods are reviewed annually.

Property, plant and equipment

Land and buildings

Buildings are carried at cost less linear depreciation, based on their expected life-cycle, taking into account a residual value, and accumulated impairment. The lifespan of buildings is twenty-five years. If major repairs are carried out, the amount is activated and depreciated. Future buildings are being activated including interest. Land is not depreciated (excluding land hardening).

Plant, tools, fixtures, fitting and other

Plant, tools, fixtures, fittings and other (including inventories) are carried at cost less straight-line depreciation, based on their expected useful lives and residual value, and accumulated impairment. Cost includes the cost of replacing spare parts in the plant and tools, provided that those costs meet the requirements for recognition in the statement of financial position. The lifespan of plant, tools, fixtures and fittings are between two and six years, and of other between three and ten years.

Assets under construction
Assets under construction are valued at incurred costs.

Derecognition
An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition is recognized in the statement of income in the year in which the item is derecognized. Residual values, useful lives and measurement methods are reviewed and adjusted, if appropriate, at the end of each financial year.

Where tangible fixed assets consist of components with different lifespans, they are listed as separate items (major components) under tangible fixed assets.

Leased assets with the Group acting as a lessee
Leases under which the Group assumes substantially all risks and rewards of ownership are classified as finance leases. On initial recognition the leased asset is carried at the lower of fair value and the present value of the minimum lease installments. They are subsequently accounted for in accordance with the applicable accounting policy.
Other leases relate to operating lease agreements, for which the leased assets are not included in the statement of financial position of the Group. The leased assets are attributed linearly to the lease term.

Property investments
Property investment is an asset that is held to earn rentals or for capital appreciation, or both. Property investments are valued at cost price reduced with accumulated depreciation and impairment losses. When a property is issued for personal use, it is transferred to tangible assets. The fair value of investment properties is listed in the consolidated financial statement notes. Fair value is being defined as the price that would be received to sell an asset or that would be paid to transfer a liability in a orderly transaction between market participants at the measurement date.

The fair value measurement is based on the assumption that the transaction to sell an asset or transfer a liability takes place at: the principal market for the asset or liability, or in the absence of a major market, at the most favorable market for the asset or liability. The principal or most favorable market should be accessible to the Group.

Depreciation is charged to the income statement on a straight-line method based on the estimated life cycle of each component. Depreciation rates are similar to those of the categories of tangible fixed assets. Depreciation methods, life cycle and residual values are reassessed at the reporting date.

Other financial assests
Other long term receivables
Receivables with fixed or determinable repayments are initially recognized at fair value and subsequently at amortized cost using the effective interest method. Gains and losses are recognized in the statement of income when the receivables are derecognized or impaired, and through the amortization process. A non-current financial asset is written off as soon as the Group is no longer entitled to the cash flows from the asset.

PPP-claims
The PPP-claims are recognized as financial fixed assets. In the first processing in the consolidated financial statements, the PPP-assets are rated at fair value and subsequently at amortized cost using the effective interest method. This method uses a rate which is (almost) equal to the interest (after hedging) of the PPP-related non-recourse loan (PPP-loan where the borrower is not jointly and severally liable against the lender).

With the acquisition of Strukton the long-term receivables of four PPP-projects, existing on acquisition date, were consolidated. At acquisition date these claims were rated at fair value, in accordance with IFRS 3. Valuation after initial recognition takes place at fair value, to avoid an accounting mismatch between PPP-receivables and PPP-liabilities, that would arise from valuing against amortized cost. The change in fair value is recognized directly in the statement of income. For a more detailed explanation of the circumstances that led to this way of valuing the claim, reference is made to the explanations under note 17.

Deferred taxes
Deferred tax assets and liabilities are recognized for temporary differences between the tax bases of assets and liabilities and the accounting policies used in these financial statements as well as for carry-over losses for the portion for which sufficient taxable profit is likely to be realized. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that sufficient future taxable profits are not likely.

Deferred taxes are calculated at the rate that is likely to apply at the time of settlement pursuant to legislation. Deferred taxes are recognized in the statement of income, except if related to items recognized as unrealized results, in which case the deferred taxes are likewise recognized as unrealized results. If after settlement a deferred tax asset arises, it is recognized under non-current assets. Deferred tax assets and liabilities are offset if a legally enforceable right to do so exists, if they relate to income tax assessed by the same tax authority and if the company has the legally enforcable right to settle on a net basis.

Impairment
Financial assets
A financial asset is considered to be subject to impairment if objective evidence indicates that one or more events have had a negative effect on the expected future cash flows of that asset. An impairment loss in respect of a financial asset carried at amortized cost is calculated as the difference between carrying amount and the present value of expected future cash flows, discounted at the original effective interest rate.
All impairment losses are charged to the statement of income.

An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was taken. For financial assets carried at amortized cost, the reversal comes in favor of the statement of income. When it involves financial assets shares which are available for sale, the reversal is recognized directly in equity.

Non-financial assets
The carrying amounts of non-financial assets of the Group, other than inventories and deferred tax assets, is reviewed at each reporting date to determine whether there is any indication of impairment. If such indications exist, an estimate of the recoverable amount of the asset is made. Of goodwill and intangible assets with indefinite lifecycles or not yet in use, an estimate of the recoverable amount is made at each reporting date.

An impairment loss is recognized when the carrying amount of an asset or its cash flow generating unit to which it belongs, exceeds its recoverable amount. Impairment losses are included in the statement of income.

For an asset or a cash flow generating unit, the recoverable amount equals the highest company value or the fair value minus the costs to sell. In determining the company value, the present value of the estimated future cash flows is calculated using a discount rate that reflects current market assessments of the time value of money and the specific risks relating to the asset.

With respect to goodwill (excluding goodwill included in the bookvalue of investments) impairment losses are not reversed. For other assets, impairment losses included in prior periods are reviewed at each reporting date to determine indications that the loss has decreased or no longer exists. An impairment loss is reversed if the estimates used to determine the recoverable amount, have changed. An impairment loss is reversed only to the extent that the carrying amount of the asset does not exceed the carrying amount, after depreciation or amortization, which would have been determined if no impairment loss was recorded.

Inventories
Inventories are stated at cost price or net realizable value if lower. Net realizable value is the estimated selling price in the ordinary course of business, reduced with the estimated costs of completion and selling expenses. The costs of inventories are based on the average purchase costs or cost price, and include expenditure incurred in acquiring the inventories and related purchase costs. The cost price of inventories of finished goods includes an appropriate share of the overhead based on normal operating capacity.

Receivables
Projects in progress are carried at cost plus the profit to be recognized according to the percentage of completion. Invoiced installments and essential facilities are deducted from the (receivable) income. The results on projects are recognized in proportion to the progress on the work (percentage of completion method). The status of a project is determined for this purpose by expressing the recorded production costs as a percentage of the total recorded and

expected project costs outstanding. The estimate of the total expected project costs is based in part on advance costing and experience adjustments, on the basis of the actual efficiency of the project and for instance contract extras. Said estimate is surrounded by more uncertainty when for example projects are subject to more work and claim situations. Amounts payable by and to principals are carried separately in the statement of financial position, as an asset or as a liability.

Project expenditure for projects in the tender phase as of the balance sheet date are capitalized for projects whose costs can be determined and reliably measured and for which it is likely that the Group will be awarded the contract. Tender costs for public/private partnerships are incorporated as costs into the statement of income as soon as it becomes likely that the contract will be secured. As soon as it becomes likely that the contract will be secured, the costs are capitalized. In practice, the time when it becomes likely that the contract will be secured is generally equivalent to the preferred bidder announcement time. If a (provisional) design is delivered at the time of 'Financial Close', then income will be entered for this, minus the capitalized costs. This income is agreed between the contractual parties and represents the fair value of the delivered goods/services.

Receivables from affiliated companies are initially recognized at fair value and subsequently at amortized cost.

Trade and other receivables are carried at the initial invoice amount (historical cost) less an allowance for uncollectible amounts, based on creditworthiness reviews for the debtors' concerned taking account of historical data. Impairment amounts represent best estimates of the portion of outstanding amounts the Group is unable to collect. Doubtful debts are written off when identified as uncollectible.

Cash and cash equivalents
Cash and cash equivalents are bank balances, deposits and cash balances. Bank balances that are available on demand and that form an integral part of the company's cash management system is included in the statements of cash flows under cash and cash equivalents.

Pensions
Oranjewoud N.V. operates various pension plans in accordance with local regulations and terms.

Defined contribution plans
For defined contribution plans the Group pays on mandatory, contractual or voluntary basis contributions to pension funds or insurance companies. Apart from the payment of contributions, the Group has no further obligations. Obligations for contributions to pension based on defined contributions are charged to the statement of income when the contributions are due.

Defined benefit plans
Defined benefit plans lead to a fixed remuneration after leaving employment, the amount of which among other things depends on salary, service time and accrual percentage. Under IAS 19 the Group is required to take a provision for this fixed remuneration after employment. The Group's net obligation in respect of defined benefit pension plans, is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service during the reporting period and prior periods. The present value of these entitlements is determined and deducted with the fair value of Investment Funds.

The discount rate is the return at balance date from high quality corporate bonds of which the duration approaches the obligation deadlines of the Group. The calculation is performed by a qualified actuary using the 'projected unit credit' method. This method takes into account future salary increases as a result of career opportunities for employees and general wage developments including inflation.

If the benefits under a plan are improved, the part of the improved benefit plan relating to the past service of employees is then charged to the income statement immediately.

The Group recognizes all actuarial gains and losses related to defined benefit plans immediately under unrealized results in the OCI. The notional return on investment is equated to the same discount rate. If the investment funds exceed obligations, withdrawal of benefits will be restricted up to an amount equal to the balance of any unrecognized pension of past service and the present value of any future refunds from the fund or reductions in future contributions.

Provisions
Provisions are recognized in the statement of financial position if the Group has a present legal or constructive obligation as a result of a past event and when it is probable that resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, the provisions are discounted. Where discounting is applied, the increase in the provision due to the passage of time is recognized as finance costs.

Restructuring provision
A provision for restructuring is entered if a detailed formal plan for such has been approved and the stakeholders have a warranted expectation that the restructuring will be carried out, due to initiation of plan execution or due to communication of its key elements to the stakeholders.

Project provision (warranty obligations)
A warranty provision is entered if the underlying projects or services have been sold and delivered. This provision is included for costs that it is strictly necessary to incur in order to remove defects appearing after delivery but during the warranty period. The provision is based on the best estimate of the outgoing cash flow.

Jubilee provision (Other long term employee benefits)
The Group's net obligation for long-term employee benefits, except pension, is the amount of future benefits, such as jubilee payments, that employees have earned in exchange for their services during the reporting period and previous periods. The obligations are discounted to present value. The discount rate is the result at balance sheet date on high quality government bonds. The discount rate here depends on the duration of the liabilities. Any actuarial gains or losses are recognized in the income statement in the period in which they occur.

Other
For major maintenance to real estate a provision is made.

Subordinated loans
When a loan is subordinated to other recognized debts, it is classified as a subordinated loan. At initial recognition in the financial statements, subordinated loans are valued at fair value (less transaction costs) and subsequently at amortized cost based on the effective interest method.

Non-current liabilities
Non-current liabilities are initially recognized at fair value and subsequently at amortized cost using the effective interest method. The portion of the non-current liabilities due within one year is recognized as repayment of non-current liabilities under current liabilities. A liability is written off when the obligations ends, expires or matures.
At the acquisition of Strukton four acquisition date existing PPP-projects non-current liabilities have been consolidated. These liabilities have according to IFRS 3 at acquisition date been recognized at fair value. Valuation after initial recognition is at fair value, to avoid an accounting mismatch that would arise when valued at amortized costs. The change in fair value is accounted for in the income statement. In one of the PPP-projects, there is an annuity loan. This annuity loan is measured at fair value. For a more detailed breakdown of the circumstances that led to this way of valuing, see note 17.

Unconditional obligations which are based on an option agreement are valued at fair value. This fair value is calculated based on the discounting of the real rate of nominal liability.

Current liabilities
Current liabilities are initially recognized at fair value and subsequently at amortized cost.

Basis of accounting policies

Operating income
Services
Proceeds arising from services provided or goods supplied are credited to the statement of income, insofar as the economic benefit is likely to accrue to the Group and in respect of contracts for which the Group acts as the principal. This is prorated on the basis of the extent of completion of a project at the reporting date (percentage of completion method).

The completed portion of the total expected proceeds is determined by expressing the recorded production costs as a percentage of the total recorded and expected project costs. The estimate of the total expected project costs is based in part on advance costing and experience adjustments, on the basis of the actual efficiency of the project and contract extras, for instance.

Losses, calculated to the completion of a project, are recognized immediately. Costs incurred on projects for which no engagement has yet been obtained and is not expected either, are charged to the statement of income.

Projects commissioned by others
Contractual revenues and expenses in the income statement are recognized in proportion to the stage of completion of the project based on a reliable estimate of the outcome of the particular construction. The contractual revenues is defined as the contract price, more or less work as a result of changes to the contract, claims and incentive fees, provided it is probable that this will result in revenue and can be measured reliably. The interest expenses, to be allocated to a project, are a part of the contractual costs. The stage of completion is determined based on the proportion of costs against the total expected costs.

If the results of a project can not be estimated reliably, revenue is only recognized to the extent that contract costs will most likely be recoverable. Expected losses on projects are recognized immediately in the income statement.

Service and maintenance contracts
Revenue from service and maintenance contracts is recognized in the income statement in proportion to the stage of completion of the transaction at the reporting date. The stage of completion is determined based on assessments of the work done.

Revenue from goods in stock
Revenue of goods on stock concern mainly stock revenue of prefabricated concrete applications. Proceeds from the sale of stock is recognized in the income statement when significant risks and benefits of ownership are transferred to the buyer, the collection of the fee is probable, the associated costs and possible return of goods can be reliably estimated and there is no continuing management involvement with the goods.

Concessions
During the operational phase of concession management, revenue consists of:
- The fair value of the delivery of contractual services;
- Interest income related to the investment in the project.

Revenues are recognized when the related services are delivered. Interest is accounted for as financial income in the period to which it relates.

Other operating income
Other operating income include amongst others trading companies, real estate, and tangible assets transaction results. Transaction results are recognized when the significant risks and benefits of ownership are transferred to the buyer, the collection of the fee is probable, the associated costs can be reliably estimated and there is no continuing management involvement with the assets.

Revenues are recognized at fair value of the service contribution, net of discounts and direct taxes.

Operating expenses
Operating expenses are allocated to the year to which they relate.

Finance revenue and costs
Financial income includes interest income on invested funds, foreign exchange gains, gains on hedging instruments included in the income statement and results from investments.
Results from investments are recognized when the right to payment is established. Financial expenses includes interest payable on borrowings, unwinding of provisions, foreign currency losses, impairment losses on financial assets and losses on hedging instruments included in the income statement. Financial income and expenses directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of that asset during the period the asset is manufactured.

Government grants
Government grants are recorded if a reasonable assurance can be given that the entity can accomplish the conditions attached to the grant, and if therefore the grant will be received. Government grants are deducted from related expenses.

Profit Tax
Profit Tax includes the payable and deductible profit taxes and deferred income taxes for the reporting period. Income Tax is recognized in the income statement, except where it relates to items recognized directly in equity, in which case the tax is incorporated in equity.

The payable and deductable tax over a financial year is the expected tax payable on the taxable profit for the year, calculated using tax rates which are established at reporting date, or decided upon at reporting date, and any corrections from previous tax years.

Deferred tax liabilities are accounted for using the balance sheet method, a provision for temporary differences between the carrying amounts of assets and liabilities for financial reporting and the tax base of those items. Deferred tax liabilities are not recognized in the following temporary differences: the initial recognition of goodwill, the initial recognition of assets or liabilities in a transaction that is not a business concern and neither has influence on commercial or taxable profit, and differences relating to investments in subsidiaries and jointly controlled entities in that in the foreseeable future will probably not be settled. Deferred tax liabilities are measured using the tax rates that are expected to apply in the reversal of temporary differences based on the laws that are established at reporting date.

Deferred tax assets are only recognized to the extent it is probable that in the future taxable profits will be available for the realization of the temporary difference and can be utilized. Deferred tax assets are reviewed at each reporting date and reduced to the extent it is no longer probable that the related tax benefit will be realized.

Additional income tax in respect of dividend payments is included at the same time as the obligation to pay the related dividend.

Segmented information
For management purposes, the Group is divided into segments, based on products and services. The statement of income and a number of statement of financial position items are accounted for by segment. This classification is supported by the management reporting structure, under which the aforesaid units are reported wholly separately to the Group management. The Management monitors the operating results of the segments seperately to support decisionmaking concerning allocation of resources and review of results. Segment results are assessed on the basis of the operating result which in turn is based on the operating profit or loss disclosed in the consolidated financial statements. However, Group financing and income taxes are managed at Group level. Prices for transactions between segments are determined at arm’s length.

Principles for the statement of cash flows

Statement of cash flow
The statement of cash flows is prepared using the indirect method. Cash flows in foreign currencies are converted at the exchange rates ruling at the transaction date, with cash flows of associates being translated at the average exchange rate during the financial year. Revenue from interest and income taxes are included in the cash flow from operating activities. Interest paid is included in financing activities. Acquisition prices paid for associates acquired (after deduction of cash and cash equivalents purchased as part of the transaction) as well as selling prices received for disposed associates are included in the cash flow from investing activities. Transactions involving no exchange of cash, including finance lease agreements, are not included in the statement of cash flows.

Key estimates and evaluations

In order to draw up the consolidated annual financial statements, the management must form opinions and make estimates and assumptions which affect application of principles and the reported value of assets and liabilities, and of income and expenses. The estimates and associated assumptions are based on past experience and various other factors which are considered to be reasonable according to the circumstances. Actual results may deviate from these estimates. The estimates and underlying assumptions are subject to continuous review. Estimate revisions are incorporated in the period in which the estimate was revised, or in future periods if the revision applies to future periods.

The main elements in uncertainties regarding estimates are as follows:

Earnings taken from projects
As soon as a reliable estimate can be made of the earnings from a project, the contractual revenues and expenses in the statement of income are incorporated in proportion to the project completion phase. The completion phase is determined on the basis of the ratio of booked costs to total projected costs. Loss provisions for projects are taken out if it is likely that the costs of a project will exceed its revenue. This is evaluated periodically for each project by the project manager and the management. This assessment is conducted on the basis of the project administration, the project monitoring system, project files and stakeholder knowledge and experience. Making estimates is an inherent part of this process. For long-term projects in particular, there exists a risk that reality will deviate from the estimates. Past experience has shown that, in general, the estimates on which project provision sums are based are adequately reliable.

Performance-based pay and project claims
Bonuses on projects are included if the project has progressed far enough along for the sum of the bonus to be reliably determined and if it is likely that the specified performance targets will be met or exceeded. Claims are accounted for if negotiations between parties have progressed to such an extent that it is likely that the counterparty will accept the claim and the amount of the claim can be reliably determined.

Work in progress
The item work in progress contains besides the incurred cost and the billed amounts by project also the interim profit or the interim loss provision. Both this profit or this loss are based on an estimate of the final result by project, the forecast end work.

The mentioned estimate of the result contains more uncertainty when for example:
- The agreed contract form contains more risk for the contractor. In a design & construct contract the contractor also takes the design risk on his behalf. In a DBMO contract this is expanded with the responsibility for maintenance and operation;
- The contract is still in an early stage of design or realisation. In elaborating a provisional design to a final design material deviations from the provisional design can occur (because an initial solution may turn out to be impossible on second thoughts, or because the land conditions are better or worse than expected, or because the dialogue with stakeholders is much more complicated and therefore more expensive than assumed beforehand. Also during the realization a number of risks may prove that are on behalf of the contractor. The mentioned deviations can moreover be positive and negative.
- The term of the contract is longer and thus the forecasts of the final work is inherently more subject to uncertainty;
- Projects are subject to more work and claim situations.

PPP-projects
The fair value of PPP-projects is determined based on complex calculations, some of which are based on models.

Real estate investments
The main premises applied in determining any impairment losses from real estate investments are given in the explanatory notes to the relevant items.

Intangible and tangible assets
The depreciation periods for the intangible and tangible assets are based on the expected service life.
Goodwill is tested for impairment on an annual basis. Based on the business plans for the coming five years, cash flow projections are formulated for each business unit separately. A weighted average cost of capital (WACC) is defined for each business unit. Projected cash flows and the WACC are used as the basis for the discounted cash flow method that is used to test goodwill. The Group has developed a standard method for this purpose.

Deferred tax
Deferred tax assets and liabilities are based on expected future profits, differences between book and tax accounting policies and corporate income tax rates.

Restructuring provision
The restructuring provision entered is based on a formal detailed reorganization plan. A restructuring provision is only included if a reliable estimate can be made.

Doubtful debt provision

The doubtful debt provision is statistically calculated based on an individual assessment of all outstanding receivables, making an objective estimate of the risk that each receivable will be uncollectable. This objective estimate is based on past experience, information on the relevant debtor from stakeholders, correspondence, etc.

Defined benefit plans and employee benefits

The main actuarial premises underlying the reported pension liabilities and other employee benefits are given in the explanatory notes on the relevant items.
All assumptions, expectations and forecasts used as a basis for estimates in the consolidated financial statements reflect the prospects of Oranjewoud N.V. as closely as possible.

Impairment

An estimate of the realizable value is needed in order to be able to test for impairment losses on assets. The realizable value of an asset or cash-generating unit equals the value in use or fair value less cost of sales, whichever is highest.

If possible, fair value less cost of sales is calculated based on a binding sales contract in an arm's length transaction between independent parties. If there is no binding sales contract, but the asset is traded in an active market, fair value less cost of sales equals the market price of the asset less the costs of disposal. In the absence of both a binding sales contract for an asset and an active market, fair value less cost of sales will be based on the best available information to arrive at a figure that, on the balance sheet date, could be obtained through disposal of the asset in a transaction between knowledgeable and willing independent parties after deduction of the costs of disposal. In determining this value, the results of recent transactions involving similar assets in the same industry are also factored in.

In determining the value in use, the present value of projected future cash flows is calculated using a discount rate that reflects both the current market rate and specific risks relating to the asset. Cash flow projections are based on reasonable and well-founded assumptions that constitute the management's best estimate of economic conditions as they are expected to be during the remainder of the asset's service life.

Classification of joint arrangements

Investments in joint arrangements are classified as joint ventures or joint operations, depending on the contractual rights and obligations involved. Classification of joint ventures and joint operations can in some cases involve a certain level of subjectivity. The board's judgment in this respect is based on current economic conditions as much as possible.

Risk Management

Financial risks

The Group has a strict policy that aims to minimize and control present and future risks and to minimize financial costs. This is done by means of general management, including internal procedures and instructions and specific measures aimed at controlling the specified risks.

The financial risks of the Group are mainly interest rate risks, currency risks, credit risks and supplier risks. The risk of fluctuations in exchange rates and interest are partly hedged using various derivatives so risks to primary financial instruments are transferred to other contract parties. Interest and currency risks are largely managed centrally. Speculative positions are not taken.

Credit risks

A significant part of clients consist of public organizations (governments) so that credit risk is minimal. For deliveries to private customers higher than a certain amount, credit risk is involved in the contract assessment. In addition, invoices are sent in conjunction with the progress of the project (pre-pay). The available cash is placed with creditworthy banks.

Interest rate risk

Loans are required because of the mismatch between assets and liabilities. Variable rate loans are exposed to the risk of change in cash flows due to interest rate changes. The Group policy is aimed at long-term financing partially at fixed interest rates. To achieve this interest rate swaps are taken. The interest rate risk relating to the financing of PPP-projects is always hedged using interest rate swaps.

Currency risk
Most of the activities of the Group take place in the Euro area. In addition, the metro project in Riyad, Saudi Arabia, is started in 2013. For the metro project in Riyad the currency risk is hedged on a large part of the future cash flows in US dollar. Occasional foreign currency exposures are hedged by currency term contracts. The foreign currency risk on the equity of foreign subsidiaries and the provided long term loans to these subsidiaries, the so called translation risk, is not hedged, except for Antea Group USA.

Liquidity risk
Liquidity risk is the risk that the Group will not be able to meet its financial obligations at the required moment. The principles of liquidity management require that there are sufficient liquidity funds to meet current and future financial obligations, under normal and special circumstances, without suffering unacceptable losses or jeopardizing the reputation of the Group. Rolling cash flow forecasts are used to determine that sufficient liquidity is available. In long-term contracts clients are often requested for payments in installments to finance the project.

Inflation risk
Long-term contracts typically include indexation with respect to the client. Incidentally, the inflation risk is hedged using an inflation swap.

Capital management
The policy is geared towards maintaining a strong capital position to retain the confidence of clients, creditors and the markets and ensure future development of business operations. Capital consists of issued and paid-up capital, retained earnings, share premium reserve, hedge reserve, translation difference reserve and an actuarial reserve. In addition to the yield from equity, the management also monitors the amount of the dividend to be paid to the shareholder. Management strives to strike a balance between higher yield, which would be possible with more loan capital, and the benefits and security offered by a solvent capital position.

The management strives for a solvency rate of at least 12.5%. By year-end 2015, the solvency was 14.6% (2014: 14.1%).

NOTES TO THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

1. Intangible assets	Patents	IP	Software	Goodwill	Brand-name	Client base	Backlog	Total
Balance at January 1, 2014:								
Cost	650	-	6,283	61,560	6,100	56,048	63,005	193,646
Amortization	(420)	-	(4,492)	-	(1,998)	(34,367)	(41,360)	(82,637)
Carrying amount	230	-	1,791	61,560	4,102	21,681	21,645	111,009
Carrying amount at January 1, 2014	230	-	1,791	61,560	4,102	21,681	21,645	111,009
Investments	145	-	1,899	1,130	410	-	-	3,584
Other	-	1,063	(453)	-	-	-	-	610
Exchange differences	-	-	25	(241)	-	312	-	96
Amortization and impairment	(156)	(76)	(1,565)	(30)	(1,358)	(6,091)	(5,420)	(14,696)
Carrying amount at December 31, 2014	219	987	1,697	62,419	3,154	15,902	16,225	100,603
Balance at December 31, 2014:								
Cost	796	1,063	8,290	62,419	6,100	51,215	63,005	192,888
Amortization	(577)	(76)	(6,593)	-	(2,946)	(35,313)	(46,780)	(92,285)
Carrying amount	219	987	1,697	62,419	3,154	15,902	16,225	100,603
Carrying amount at January 1, 2015	219	987	1,697	62,419	3,154	15,902	16,225	100,603
Acquisition of associates	49	-	-	4,169	-	88	907	5,213
Investments	158	-	899	-	-	-	-	1,057
Disposals	-	-	(2)	-	-	-	-	(2)
Other	-	7,714	418	-	-	430	315	8,877
Exchange differences	-	-	3	(366)	-	215	-	(148)
Amortization and impairment	(126)	(1,389)	(1,021)	(1,030)	(824)	(5,181)	(5,267)	(14,838)
Carrying amount at December 31, 2015	300	7,312	1,994	65,192	2,330	11,454	12,180	100,762
Balance at December 31, 2015:								
Cost	1,003	8,777	7,924	65,192	6,100	46,427	64,227	199,650
Amortization	(703)	(1,465)	(5,930)	-	(3,770)	(34,973)	(52,047)	(98,888)
Carrying amount	300	7,312	1,994	65,192	2,330	11,454	12,180	100,762

Patents are amortized using the straight-line method over a five-year service life, and software for two to five years. There are no financing costs capitalized in 2015 and 2014 as part of the cost price of software in development.

In the category software the software tool iEHS, developed by Antea USA for selling to third parties is the main component. The total development costs are as of December 31, 2015 € 3,440,000 (2014: € 5,074,000). The decrease is the result of the disposal of fully amortized old parts.

Business Combinations
The effect of the acquisition on the assets and liabilities of the Group as at the date of acquisition and each acquisition is shown below. The revenue and results of the acquired companies are recognized from the acquisition date.

Book value of the acquisition has been determined immediately prior to the actual acquisition based on the applicable IFRS standards. In accordance with this IFRS standards, the value of the acquired assets and liabilities are recognized based on the fair values. This upward revision on the basis of fair values will in the coming years lead to higher depreciation. For the determination of the fair value of tangible assets, external valuation reports are used. The other items are mostly based on the method of the present value of future cash flows.

The brand name is amortized using the straight-line method over six years. The client portfolio of the acquired participations is amortized over a period of between four to twelve years. The backlogs have been or are still being amortized over a period of a half to six years.

At **January 1, 2015** Oranjewoud N.V. via Strukton Rail B.V. acquired all shares of NS Spooraansluitingen B.V. from the Nederlandse Spooregen (NS). On July 1, 2015 the name NS Spooraansluitingen B.V. was changed to Strukton Rail Short Line B.V. A breakdown of the fair value is set out below:

NS Spooraansluitingen B.V.	Fair value
Property, plant and equipment	3,003
Non-current assets subtotal	3,003
Stocks	350
Trade receivables	923
Other receivables	1,014
Cash and cash equivalents	6,233
Current assets subtotal	8,520
Assets subtotal	11,523
Trade payables	327
Other liabilities	2,255
Current debt subtotal	2,582
Liabilities subtotal	2,582
Assets subtotal less liabilities subtotal	8,941
Acquisition price	7,200
Fair value of assets and liabilities on acquisition date	8,941
Badwill purchased on acquisition	(1,741)

Current assets include work in progress on the basis of the accounting policies of the Group. With the acquisition by Oranjewoud the future of the railroad sidings has been secured. This acquisition fits within Oranjewoud's strategy, which aims to make rail-based transport more attractive. Rail transport offers a sustainable solution to the problems that come with industrialization and urbanization. The badwill, that is the difference between the acquisition price and the fair value of assets and liabilities, on acquisition date is recognized in the statement of income as other operating income. This

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means that an amount of € 1,741,000 is recognized as badwill. There is no value assigned to other intangible assets, because this value is not deemed material. The purchase price allocation is final.

At **December 21, 2015** Oranjewoud N.V. via Antea France S.A.S. acquired all shares of Groupe IRH Environnement SAS. A breakdown of the fair value is set out below:

Groupe IRH Environnement SAS	Fair value
Intangible assets	1,044
Property, plant and equipment	2,645
Financial non-current assets	3,069
Non-current assets subtotal	6,758
Trade receivables	4,306
Other receivables	5,632
Cash and cash equivalents	1,619
Current assets subtotal	11,557
Assets subtotal	18,315
Provisions	1,554
Non-current debt	3,711
Trade payables	2,810
Other liabilities	13,309
Current debt subtotal	16,119
Liabilities subtotal	21,384
Assets subtotal less liabilities subtotal	(3,069)
Acquisition price	1,100
Fair value of assets and liabilities on acquisition date	(3,069)
Goodwill purchased on acquisition	4,169

Current assets include work in progress on the basis of the accounting policies of the Group. Oranjewoud expects synergies arising from this acquisition. The market for waste water treatment systems is expected to see international development in a number of specific growth markets. Given IRH's many years' experience in this area, the acquisition of IRH makes for a key reinforcement of knowledge and expertise on the "small water cycle". IRH also has a sizable portfolio of loyal public-sector and private-sector clients for their measuring and management services in the area of air and water sampling, enabling the Group to also offer these clients a wide range of other services. And finally, the combination in the area of turn-key soil remediation projects offers opportunities for further growth, especially in the international market. These are factors as defined in IFRS 3.67(h), which resulted in the recognition of goodwill. The goodwill purchased on acquisition of € 4,169,000 includes the expected synergies arising from the acquisition. Separately from goodwill at the acquisition the value of the backlog and the client base have been included in the intangible assets. There is no value assigned to other intangible assets, because this value is not deemed material. The purchase price allocation is provisional. Part of the price paid to acquire IRH has been paid into an escrow account. The final acquisition price will be determined depending on the 2015 EBITA result, which may lead to the selling party having to pay back part of the acquisition price.

From the date of acquisition (economical January 1, 2015) of NS Spooraansluitingen B.V. and Groupe IRH Environnement SAS (December 21, 2015) the separate contribution to the Group's 2015 total revenue is € 5.7 million and to the 2015 profit after taxes amounted to € 1.8 million.

After the acquisition the projects, assets and staff of Vasteras, the Swedish part of Balfour Beatty Rail Scandinavia, have been transfered to and merged with Strukton Rail AB. From the date of acquisition (January 8, 2014, economical January 1, 2014) the separate contribution to the Group's 2014 total revenue is € 86.4 million and to the 2014 profit after taxes amounted to € 1.3 million. The contribution of Siebens Spoorbouw BVBA from the date of acquisition (April 7, 2014, economical January 1, 2014) to the 2014 total revenue is € 3.4 million and to the net result is - € 0.1 million.

The external (consulting) costs relating to the acquisition of the associates amounted at most to some tens of thousands of euros for each associate in 2015 and 2014.

Summary:

At December 31, 2015	Acquisition price	Fair value at date of obtaining control	Aggregate impairments	Goodwill	Negative goodwill
Oranjewoud Beheer B.V.	47,500	44,107	-	3,393	-
Temporary Staff	28,268	16,141	(1,000)	11,127	-
Other acquisitions in 2007	7,091	4,880	-	2,442	232
Van der Heide Beheer B.V.	15,246	9,186	-	6,060	-
Antea USA Inc.	16,172	15,828	-	344	-
Other acquisitions in 2008	741	433	-	360	52
Antea France SAS	14,500	8,769	-	5,731	-
J&E Sports B.V.	4,659	2,809	-	1,850	-
Strukton Groep N.V.	168,475	155,143	-	13,332	-
Antea Colombia SAS	9,157	7,065	-	2,092	-
Ooms Nederland Holding B.V.	17,876	24,774	-	-	6,898
Van Straten B.V.	1,039	1,039	-	-	-
Rasenberg Holding B.V.	15,850	8,451	-	7,399	-
Unihorn India Pvt. Ltd.	1,500	2,725	-	-	1,225
Géo-Hyd SARL	1,100	1,060	-	40	-
Costruzioni Linee Ferroviarie S.p.A.	48,920	43,379	-	5,541	-
Van Rens B.V.	1,273	976	(60)	237	-
Balfour Beatty Rail Scandinavia	2,407	1,626	-	781	-
Sieben Spoorbouw BVBA	1,300	1,006	-	294	-
NS Spooraansluitingen B.V.	7,200	8,941	-	-	1,741
Groupe IRH Environnement SAS	1,100	(3,069)	-	4,169	-
Total	411,374	355,269	(1,060)	65,192	10,148

2015	Payment	Net cash[1)]	Net payment
Costruzioni Linee Ferroviarie S.p.A.	5,000	-	5,000
Sieben Spoorbouw BVBA	300	-	300
NS Spooraansluitingen B.V.	2,400	6,233	(3,833)
Groupe IRH Environnement SAS	2,000	1,619	381
Total 2015	9,700	7,852	1,848

[1)] Relates to cash available in the associate at the date of acquisition.

The negative goodwill was credited to the statement of income for the years concerned, where it was presented as "other operating income".

Impairments and amortization
Acquired associates generate cash flows independently or in collaboration with other segment components and are therefore defined internally, either independently or jointly with the other segment components, as cash generating units (CGU). Capitalised goodwill has been tested, as refered to in IAS 36, for impairment at the CGU level, segment level and Group level.

The valuation methodology relates to the discounted cash flow method, assuming a indefinite lifespan. For each of the acquisitions as CGU the value has been detemined on the basis of the cash flows expected by management. The rate of growth applied varies on the basis of fixed amounts, or by means of relative increases per year, depending on management expectations. Management expectation is based on historical data, backlog, reviews and external information. The weighted average cost of capital (wacc) applied varies between 12% to 26%, depending on the CGU's risk profile.

The key assumptions and the method of quantification for impairment for material and more than proportionate sensitive for impairment business combinations are:

Temporary staff
The test was conducted on the future cash flows of the combined entities in the Netherlands. The entities must be considered combined due to extensive integration. The cash flows are discounted at a wacc before tax of 14.5%. In the planning period, 15 to 20% annual revenue growth in year one to four and 7% in year five was assumed. In the planning period an operational result of 6% in year one, 15% in year two and three and 20% in year four en five was assumed. In the residual value period, 0.5% annual revenue growth was entered (2014: 2%) and a operational result of 15%. The result of the calculation of the realizable value is lower than the carrying amount of the companies, including the goodwill entered there. Therefore, the Group accounted for an impairment on the goodwill of € 1.0 million for Tempory staff in this financial year. If a 1% point higher wacc is assumed in the planning period then the decrease of the realizable value will be € 1.4 million. A 1% point lower wacc increases the realizable value with € 1.4 million. A 1% point lower annual revenue growth decreases the realizable value with € 0.8 million and if there is no calculation of perpetual growth, the realizable value decreases with € 0.3 million.

Van der Heide Beheer B.V.
The test was conducted on the future cash flows in the Netherlands. The cash flows are discounted at a wacc before tax of 13.4%. In the planning period, 3% annual revenue and result growth was assumed (2014: 3%). In the residual value period, 0.5% annual revenue growth was entered (2014: 2%). The result of the calculation of the realizable value is € 5.2 million higher than the carrying amount of the companie, including the goodwill entered there. Therefore, the Group did not enter any impairment on the goodwill for Van der Heide Beheer B.V. in this financial year. If a 1% point higher wacc is assumed in the planning period then the decrease of the realizable value will be € 1.2 million. A 1% point lower wacc increases the realizable value with € 1.4 million. A 1% point lower annual revenue growth decreases the realizable value with € 0.7 million and if there is no calculation of perpetual growth, the realizable value decreases with € 0.3 million. If zero growth is assumed in the planning period and perpetual and the wacc is increased to over 19%, then the realizable value will be less than the carrying amount of the company.

Antea USA, Inc.
The test was conducted on the future cash flows in the United States. The cash flows are discounted at a wacc before tax of 16.7%. In the planning period, 3% annual revenue and result growth was assumed (2014: 3%). In the residual value period, 2% annual revenue growth was entered (2014: 2%). The result of the calculation of the realizable value is € 3.7 million higher than the carrying amount of the company, including the goodwill entered there. Therefore, the Group did not enter any impairment on the goodwill for Antea USA, Inc. in this financial year. If a 1% point higher wacc is assumed in the planning period then the decrease of the realizable value will be € 1.4 million. A 1% point lower wacc increases the realizable value with € 1.6 million. A 1% point lower annual revenue growth decreases the realizable value with € 0.9 million and if there is no calculation of perpetual growth, the realizable value decreases with € 1.0 million. If zero growth is assumed in the planning period and perpetual and the wacc is increased to over 19%, then the realizable value will be less than the carrying amount of the company.

Antea France SAS
The test was conducted on the future cash flows in France. The cash flows are discounted at a wacc before tax of 12.4%. In the planning period, 3% annual revenue and result growth was assumed (2014: 3%). In the residual value period, 0.5% annual revenue growth was entered (2014: 2%). The result of the calculation of the realizable value is € 2.7 million higher than the carrying amount of the company, including the goodwill entered there. Therefore, the Group did not enter any impairment on the goodwill for Antea France SAS in this financial year. If a 1% point higher wacc is assumed in the planning period then the decrease of the realizable value will be € 2.0 million. A 1% point lower wacc increases the realizable value with € 2.4 million. A 1% point lower annual revenue growth decreases the realizable value with € 0.7 million and if there is no calculation of perpetual growth, the realizable value decreases with € 0.4 million. If zero growth is assumed in the planning period and perpetual and the wacc is increased to over 13.7%, then the realizable value will be less than the carrying amount of the company.

Groupe IRH Environnement SAS
The test was conducted on the future cash flows in France. The cash flows are discounted at a wacc before tax of 14.2%. In the planning period, 3% annual revenue and result growth was assumed. In the residual value period, 0.5% annual revenue growth was entered. The result of the calculation of the realizable value is fractional higher than the carrying amount of the company, including the goodwill entered there. Therefore, the Group did not enter any impairment on the goodwill for Groupe IRH Environnement SAS in this financial year. If a 1% point higher wacc is assumed in the planning period then the decrease of the realizable value will be € 1.1 million. A 1% point lower wacc increases the realizable value with € 1.2 million. A 1% point lower annual revenue growth decreases the realizable value with € 0.6 million and if there is no calculation of perpetual growth, the realizable value decreases with € 0.3 million.

Strukton Groep N.V.
Strukton Groep N.V. can be split in three cash generating units (CGU) for impairment testing. This CGU classification is in accordance with the segment classification. The test has been done by CGU. The goodwill attribution by CGU is:

Goodwill by CGU (amounts x € 1,000)	2015	2014
Railsystems	3,000	3,000
Civil infrastructure	5,000	5,000
Buildings	5,332	5,332
Total	13,332	13,332

<u>Rail Systems</u>
The test was conducted on the future cash flows in Europe. The cash flows are discounted at a wacc before tax of 13.5%. In the planning period, -1.6% to +7.1% annual revenue growth was assumed. A stable operational result of 4.2% was assumed. In the residual value period, 0.5% annual revenue growth was entered (2014: 2%). The result of the calculation of the realizable value is € 16.9 million higher than the carrying amount of the CGU, including the goodwill entered there. Therefore, the Group did not enter any impairment on the goodwill for Strukton Rail in this financial year. If a 1% point higher wacc is assumed in the planning period then the decrease of the realizable value will be € 19.0 million. A 1% point lower wacc increases the realizable value with € 22.2 million. A 1% point lower annual revenue growth decreases the realizable value with € 14.8 million and if there is no calculation of perpetual growth, the realizable value decreases with € 3.9 million. If wacc rises above 14.1%, then the realizable value will be less than the carrying amount.

Civil infrastructure
The test was conducted on the future cash flows in Europe. The cash flows are discounted at a wacc before tax of 13.3%. In the planning period, a stable result in year two and three was assumed. In year four and five over 5% revenue growth is calculated. An operational result growth of 1.4% in year one, 2.1% in year two, 2.5% in year three, 2.9% in year four and five and 3.0% in the residual value period was assumed. In the residual value period, 0.5% annual revenue growth was entered (2014: 2%). The result of the calculation of the realizable value is € 9.8 million higher than the carrying amount of the CGU, including the goodwill entered there. Therefore, the Group did not enter any impairment on the goodwill for Strukton Civil in this financial year. If a 1% point higher wacc is assumed in the planning period then the decrease of the realizable value will be € 7.6 million. A 1% point lower wacc increases the realizable value with € 9.0 million. A 1% point lower annual revenue growth decreases the realizable value with € 6.2 million and if there is no calculation of perpetual growth, the realizable value decreases with € 1.8 million. If wacc rises above 14.6%, then the realizable value will be less than the carrying amount.

Technology & Buildings
The test was conducted on the future cash flows in the Netherlands. The cash flows are discounted at a wacc before tax of 13.0%. In the planning period, average about 10% annual revenue growth was assumed. An operational result growth of 1.2% in year one, 1.5% in year two, 1.9% in year three and 2.2% in year four and five and in the residual value period was assumed. In the residual value period, 0.5% annual revenue growth was entered (2014: 2%). The result of the calculation of the realizable value is € 63.9 million higher than the carrying amount of the CGU, including the goodwill entered there. Therefore, the Group did not enter any impairment on the goodwill for Strukton Technology & Buildings in this financial year. If a 1% point higher wacc is assumed in the planning period then the decrease of the realizable value will be € 5.8 million. A 1% point lower wacc increases the realizable value with € 6.8 million. A 1% point lower annual revenue growth decreases the realizable value with € 4.3 million and if there is no calculation of perpetual growth, the realizable value decreases with € 1.0 million. If wacc rises above 91%, then the realizable value will be less than the carrying amount.

Rasenberg Holding B.V.
The test was conducted on the future cash flows in the Netherlands. The cash flows are discounted at a wacc before tax of 13.0%. In the planning period, 3% annual revenue growth (2014: 3%) and a growth of the result was assumed. In the residual value period, 0.5% annual revenue growth was entered (2014: 2%). The result of the calculation of the realizable value is € 16.9 million higher than the carrying amount of the company, including the goodwill entered there. Therefore, the Group did not enter any impairment on the goodwill for Rasenberg Holding B.V. in this financial year. If a 1% point higher wacc is assumed in the planning period then the decrease of the realizable value will be € 2.6 million. A 1% point lower wacc increases the realizable value with € 3.1 million. A 1% point lower annual revenue growth decreases the realizable value with € 2.0 million and if there is no calculation of perpetual growth, the realizable value decreases with € 0.7 million. If zero growth is assumed in the planning period and perpetual and the wacc is increased to over 24.8%, then the realizable value will be less than the carrying amount of the company.

Costruzione Linee Ferroviarie S.p.A.
The test was conducted on the future cash flows in Italy. The cash flows are discounted at a wacc before tax of 15.3%. In the planning period, 3% annual revenue growth (2014: 3%) and a growth of the result was assumed. In the residual value period, 0.5% annual revenue growth was entered (2014: 2%). The result of the calculation of the realizable value is € 13.0 million higher than the carrying amount of the company, including the goodwill entered there. Therefore, the Group did not enter any impairment on the goodwill for Costruzione Linee Ferroviarie S.p.A. in this financial year. If a 1% point higher wacc is assumed in the planning period then the decrease of the realizable value will be € 7.4 million. A 1% point lower wacc increases the realizable value with € 8.4 million. A 1% point lower annual revenue growth decreases the realizable value with € 4.9 million and if there is no calculation of perpetual growth, the realizable value decreases with € 1.5 million. If zero growth is assumed in the planning period and perpetual and the wacc is increased to over 15.7%, then the realizable value will be less than the carrying amount of the company.

Other Cash Generating Units
Not material Cash Generating Units (business combinations) have been merged. The test was conducted on the future cash flows from operations. The cash flows are discounted at a wacc before tax of between 12% and 26%. In the planning period, 3% annual revenue growth was assumed (2014: 3%). In the residual value period, 0.5% to 4.0% annual growth was entered (2014: 2%). The result of the calculation of the realizable value is higher than the carrying amount of the company, including the goodwill entered there. Therefore, the Group did not enter any impairment on the goodwill in this financial year.

Sensitivity
A 1% point higher wacc decreases the cash value of the total cash flows by some € 69 million. A 1% point lower wacc increases the cash value of the total cash flows by some € 81 million. A 1% point change in the rate of growth has an impact of around € 50 million.

2. Property, plant and equipment	Buildings	Land	Plant and tools	Other	Assets under con-struction	Total
Balance at January 1, 2014:						
Cost	79,864	11,145	159,849	25,356	5,658	281,872
Depreciation	(15,873)	(153)	(65,963)	(12,461)	(1,317)	(95,767)
Carrying amount	63,991	10,992	93,886	12,895	4,341	186,105
Carrying amount at January 1, 2014	63,991	10,992	93,886	12,895	4,341	186,105
Acquisition of subsidiaries	120	-	9,727	1,937	-	11,784
Deconsolidation	(480)	(445)	(496)	-	-	(1,421)
Other changes	1,151	(865)	(666)	2,093	(951)	762
Additions	1,239	1	24,545	3,034	(658)	28,161
Disposals	(208)	(1,038)	(1,349)	(58)	-	(2,653)
Exchange differences	-	-	(588)	(52)	(54)	(694)
Depreciation	(4,370)	(77)	(25,256)	(4,013)	-	(33,716)
Carrying amount at December 31, 2014	61,443	8,568	99,803	15,836	2,678	188,328
Balance at December 31, 2014:						
Cost	81,604	8,798	189,209	32,003	2,678	314,292
Depreciation	(20,161)	(230)	(89,406)	(16,167)	-	(125,964)
Carrying amount	61,443	8,568	99,803	15,836	2,678	188,328
Carrying amount at January 1, 2015	61,443	8,568	99,803	15,836	2,678	188,328
Acquisition of subsidiaries	342	-	4,358	707	241	5,648
Other changes	(390)	-	1,684	(1,100)	(1,393)	(1,199)
Additions	81	109	17,110	2,793	866	20,959
Disposals	(131)	-	(371)	(31)	-	(533)
Exchange differences	1	-	548	27	2	578
Depreciation	(3,441)	(78)	(26,343)	(3,853)	-	(33,715)
Carrying amount at December 31, 2015	57,905	8,599	96,789	14,379	2,394	180,066
Balance at December 31, 2015:						
Cost	80,931	8,907	205,189	33,991	2,394	331,412
Depreciation	(23,026)	(308)	(108,400)	(19,612)	-	(151,346)
Carrying amount	57,905	8,599	96,789	14,379	2,394	180,066

In 2015 assets for an amount of € 5.6 million have been consolidated. This concerns the assets from the acquisitions of NS Spooraansluitingen (€ 3.0 million) and Groupe IRH Environnement (€ 2.6 million).

In 2014 assets for an amount of € 11.8 million have been consolidated. This concerns mainly the assets from the acquisition of Balfour Beatty Rail Scandinavia.

Depreciation periods:

Buildings	25 years
Land	none (surfacing is in fact depreciated)
Plant and tools	2 to 6 years
Other	3 to 10 years
Assets under construction	none

Mortgages on sites with buildings with a carrying amount of € 14.7 million (2014: € 18.4 million) have been taken out as security for a loan (see explanatory note 14).

In 2015 as well as in 2014, an assessment of the value of the tangible assets found that no impairments were necessary.

The item 'Assets under construction' primarily consists of payment installments for acquisition of equipment that is not yet in use.

Tangible assets financed by means of financial lease agreements have a carrying amount of € 14.9 million (2014: € 15.4 million) and concern cars, it-hardware, machines and installations. The payment obligations associated with the lease agreements have been entered under the current and long-term liabilities. The Group does not have legal ownership of these assets.

Additions in 2015 mainly concern, as well as in 2014, the segment railsystems.

The majority of the tangible assets are being used as security for banks and/or other providers of loan capital.

3. Investment property

	Total
Carrying amount at January 1, 2014	10,066
Additions	-
Depreciation	(203)
Other	(206)
Carrying amount at December 31, 2014	9,657
Balance at December 31, 2014:	
Cost	10,142
Depreciation	(485)
Carrying amount	9,657
Carrying amount at January 1, 2015	9,657
Additions	184
Depreciation and impairments	(283)
Deconsolidation	(4,189)
Carrying amount at December 31, 2015	5,369
Balance at December 31, 2015:	
Cost	6,137
Depreciation	(768)
Carrying amount	5,369

The fair value of investment property as at December 31, 2015 amounts to € 5.4 million (2014: € 9.7 million). This value is based on valuation reports prepared by recognized experts.

Real estate investment is run by a joint venture in which the Group has a 50% interest. The Group receives in 2015 € 0.9 million (2014: € 0.6 million) annually for its operations.

The deconsolidation of € 4,2 million is due to the fact that Ballast Nedam in 2015 has taken over the area- and plandevelopment part of the project 'Tunnelling A2 Maastricht'. Hereby a real estate object, in which the Group had previously 50% interest, is transferred to Ballast Nedam.

The depreciation periods are based on the projected service life.

- Foundation/Structure/Other 50 years
- Roof/Heating/Ventilation 15 years
- Window and Door frames/Façades/Natural gas/Electrical/Elevators 25 years

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4. Associates and joint ventures

Changes	2015	2014
Carrying amount at January 1st	29,960	19,689
Investments	2,943	4,227
Share in the profit/(loss)	3,402	4,130
Dividends	(2,961)	(3,712)
Exchange differences	22	36
Other	1,651	(1,669)
Change in provision	(7,259)	7,259
Carrying amount at December 31st	27,758	29,960

The Group has investments in (unlisted) associates and joint ventures. The Group also has interests in several small companies.

The investments in 2015 concern in particular Eurailscout (€ 1.7 million) and associates of Ooms Contruction B.V.

Changes in the fair value of interest rate swaps of PPP projects are recognized in the Other section. In 2015, loss-making PPP projects were valued at nil because the Group is not obliged to top up losses.

The investments in 2014 concern in particular Eurailscout.

2014	non-current assets	current assets	non-current liabilities	current liabilities	balance	operating income	profit	equity interest	liquid assets	finance revenue	finance costs	income tax
Edel Grass B.V.	1,722	5,433	308	2,454	4,393	19,227	393	50.0%	(43)	172	38	200
Strukton Finance Holding B.V.	(3,066)	233	3,172	331	(6,336)	-	451	20.0%	209	326	316	1
Eurailscout B.V.	270	714	208	284	492	2,527	201	50.0%	69	-	14	51
Tubex B.V.	10,869	6,409	4,125	7,217	5,936	11,783	190	50.0%	2,603	-	-	309
DMI Nederland B.V.	126	1,399	4	583	938	2,899	324	50.0%	230	2	13	94
DMI GmbH	374	2,625	-	584	2,415	4,544	575	50.0%	1,266	15	4	247
NOAP B.V.	800	2,632	-	1,500	1,932	9	454	25.0%	573	-	6	3
APA B.V.	710	1,663	-	1,129	1,244	5,307	576	25.0%	431	1	-	174
APRR B.V.	1,837	2,472	-	2,505	1,804	7,461	432	25.0%	(436)	-	9	136
Bituned B.V.	63	4,730	-	3,019	1,774	19,227	410	50.0%	1,156	-	5	137
NOAP B.V.	1,551	1,340	915	1,606	370	3,282	23	50.0%	-	-	33	7
Other					7,739		101					
Total					**22,701**		**4,130**					
Provision for associates, presented under the non-current liabilities					(7,259)							
Total					**29,960**							

The amounts in the chart are in proportion to the interest of the Group in the associates.

2015	non-current assets	current assets	non-current liabilities	current liabilities	balance	operating income	profit	equity interest	liquid assets	finance revenue	finance costs	income tax
Edel Grass B.V.	1,668	5,322	208	2,643	4,139	12,612	321	50.0%	193	29	1	100
Angelbrasil Geologia e Meio Ambiente	317	244	21	133	408	98	3	46.9%	86	1	-	6
Strukton Finance Holding B.V.	939	79	689	79	250	-	69	20.0%	52	159	159	-
A1 Electronics Netherlands B.V.	278	942	193	372	655	2,777	163	50.0%	21	-	6	23
Eurailscout B.V.	11,758	7,689	3,146	7,737	8,564	14,646	1,056	50.0%	1,416	6	105	242
Tubex B.V.	253	1,221	2	670	802	2,668	113	50.0%	18	-	-	23
DMI GmbH	479	4,624	50	2,120	2,933	6,987	576	50.0%	1,099	5	6	235
Aduco Holding B.V.	732	1,354	244	403	1,439	10,848	329	25.0%	130	35	-	55
APA B.V.	892	1,387	-	843	1,436	3,861	592	25.0%	244	-	-	197
APRR B.V.	1,708	1,660	225	1,556	1,587	4,758	282	25.0%	312	-	-	94
Bituned B.V.	51	2,607	-	820	1,838	12,198	364	50.0%	1,369	12	7	138
NOAP B.V.	1,435	1,237	716	1,444	512	3,786	143	50.0%	121	-	28	39
Other					3,195		(609)					
Total					**27,758**		**3,402**					

Strukton Finance Holding B.V.'s share capital is made up of different kinds of shares that are linked to various investments in PPP projects. The negative balance of Strukton Finance Holding B.V.'s assets and liabilities in 2014 is the result of the negative valuation of interest rate swaps of these PPP projects, which were taken out to convert loans with a variable rate of interest into loans with a fixed rate of interest. Given that the Group is under no obligation to top up negative equity, loss-making PPP projects were valued at nil as of 2015. In 2015, the 6% stake in the special purpose company Komfort B.V. was sold to DIF Infra 3 Finance B.V.

Cash flows realized in the PPP projects are not freely available to the Group. For other associates, there are no limitations. The (pro rata interest in the) profit of associates is € 3.4 million positive (2014: € 4.1 million positive), as presented.

Through Strukton Finance Holding B.V. the Group participates in various Public Private Partnerships. For other associates, there are no major limitations.

Comprehensive income associates	12-31-2015	12-31-2014
Share in the profit/(loss)	3,402	4,130
Other comprehensive income	6,868	(2,347)
Total comprehensive income	10,270	1,783

Unrealized gains on participations totaled €6.9 million in 2015. These gains were partly produced by the sale of the 6% stake in the special purpose company Komfort B.V. to DIF Infra 3 Finance B.V. As a result of this sale, the negative fair value of the interest rate swap that was recognized in Komfort B.V. has been corrected as a net amount in the Group's shareholders' equity.

Aside from that, the unrealized gains relate to positive changes to the fair value of interest rate swaps of other PPP projects and to the change following the aforementioned correction of the valuation of Strukton Finance Holding B.V.

The activities of the Group are partly performed in joint operations (temporary and permanent). The consolidated financial statements include the following items, which correspond to the interests of the Group in the revenues, assets and liabilities of the various joint operations:

Joint Operations

The Group has investments in project entities. See note 37.

Pro rata equity interest in Joint Operations	12-31-2015	12-31-2014
Assets	391,571	236,405
Liabilities	(467,779)	(226,065)
Total Revenue	393,414	263,320
Net profit	898	8,655

All material general partnerships (V.o.f.'s) are processed as Joint Operation. Joint and several liability applies to the general partnerships. There are however no contingent liabilities. The Joint Operations consist primarily of combinations aiming at the creation of projects.

5. Other financial non-current assets	Non-current receivables	PPP-receivables	Investments	Total
Carrying amount at January 1, 2014	24,307	36,320	3,705	64,332
Loans	3,051	-	-	3,051
Loan repayments	(1,361)	(455)	-	(1,816)
Deconsolidation	-	(33,957)	-	(33,957)
Accretion	-	153	-	153
Other changes	3,510	-	(755)	2,755
Carrying amount at December 31, 2014	29,507	2,061	2,950	34,518
Carrying amount at January 1, 2015	29,507	2,061	2,950	34,518
Loans	802	450	-	1,252
Loan repayments	(3,960)	-	-	(3,960)
Accretion	-	133	-	133
Other changes	1,660	-	-	1,660
Carrying amount at December 31, 2015	28,009	2,644	2,950	33,603

The deconsolidation under the PPP receivables of € 34.0 million in 2014 concerns SPC ISE B.V. This entity has been sold for 90%. The remaining 10% is acquires by Strukton Finance Holding B.V., which is part of the not consolidated entities of the Group.

The PPP-receivables relate to payments to be received under concession contracts in the Netherlands. The duration of the various PPP-receivables is approximately 25 years. The majority (of the amount of the receivables) has a maturity of over five years. Given the nature of the contract parties, the credit risk has been estimated at nil. (See also note 27).

Among the investments the interest in Voestalpine Railpro B.V. 10% (2014: 10%) is justified.

6. Deferred tax

The deferred tax position at December 31st can be broken down as follows:	Consolidated statement of financial position		Consolidated statement of income	
	2015	2014	2015	2014
Deferred tax assets (DTA)				
Valuation of carry-forward losses	35,264	32,816	(2,366)	(15,009)
Temporary differences in valutation of provisions	1,273	1,120	(104)	(159)
Temporary differences relating to acquisition of associates concerning (in)tangible assets	949	893	(56)	(496)
Financial derivatives	2,017	1,524	(86)	-
Other	8,031	8,473	(1,250)	(4,743)
DTA presented as asset	47,534	44,826		
Temporary differences in valuation of work in progress	524	533	10	20
Temporary differences in valutation of provisions	1,213	1,371	157	(219)
Valuation of carry-forward losses	2,200	2,000	(200)	(200)
Other	(10)	(10)	-	-
DTA netted with DTL	3,927	3,894		
Deferred tax liabilities (DTL)				
Temporary differences relating to acquisition of associates concerning (in)tangible assets	(10,541)	(13,501)	(2,960)	(3,691)
Fixed assets	(3,469)	(2,153)	1,316	(504)
Temporary differences in valuation of work in progress	(1,588)	(1,531)	57	695
Other	43	6	(37)	(63)
DTL	(15,555)	(17,179)		
Balance of DTA (netted) and DTL	(11,628)	(13,285)		
Deferred tax expense (income)			(5,519)	(24,369)
Balance of DTA and DTL	35,906	31,541		

The deferred tax has changed through the consolidated statement of comprehensive income for the income tax of changes in fair value of derivates for hedge accounting (financial derivates) of € 1,340,000 (2014: - € 1,379,000) and for the income tax of change in actuarial reserves (other) of € 1,838,000 (2014: - € 2,357,000).

The recognized deferred tax asset of € 47,534,000 (2014: € 44,826,000) relates in particular to the valuation of compensable losses. This valuation is based on expected future profits based on estimates of the responsible management. Based on the current corporate income tax rate (25%) in 2014 € 4,054,000 has been capitalized because of amounts paid in Germany. In addition it concerns the goodwill capitalized for tax purposes (to be amortized for tax purposes) on acquisitions of Antea Group USA, Inc. effected prior to the acquisition of Antea Group USA, Inc. by Oranjewoud N.V. Since this goodwill has not been recognized for financial reporting purposes, higher amortization for tax purposes is involved in respect of this deferred tax asset.

Dividend payments, if any, to shareholders of Oranjewoud N.V. will not have any corporate income tax consequences.

Carry-forward losses totalling € 30.5 million (2014: € 26.3 million) are available at several mainly foreign associates. No deferred tax asset has been recognized for this amount, as no future profits are expected. The losses can be carried forward indefinitely. Other then these carry-forward losses with foreign subsidiaries, no non-valued compensable losses apply.

In determining the valuation of the deferred tax a corporation tax rate was taken into account of between 25.0% and 40.0%, depending on the rates applicable in the relevant jurisdiction.

Deferred tax liabilities (DTL)
Deferred tax liabilities have been recognized for differences between the tax and the accounting bases of assets and liabilities, arising mainly from valuation differences arising on the valuation of assets and liabilities obtained in acquisitions.

7. Inventories	2015	2014
Raw materials and consumables	13,149	12,262
Finished goods and trade goods	3,824	3,006
Real estate	12,827	18,113
Total	29,800	33,381

The not sold part of real estate projects, that are already being realized, has decreased in 2015 with € 5.3 million (2014: decrease € 0.5 million). The not sold part of the real estate concerns land positions and incurred costs for real estate projects in progress. Of the unsold portion of the real estate in 2015 an amount of € 2.2 million (2014: € 3.3 million) has been provided as security to lenders.

8. Receivables	2015	2014
Receivables from affiliated companies	149	79
Trade receivables	449,808	442,230
To be invoiced for completed projects	59,252	6,414
Interest	-	16
Taxes and social security	9,082	5,556
Other receivables	165,226	151,695
Prepayments and accrued income	96,942	59,603
Total	780,459	665,593

The receivables from affiliated companies concern regular (short-term) intercompany balances between units of Oranjewoud N.V. and Centric (Holding) B.V. No interest is calculated on the balances owing to their short-term nature. Owing to their short-term nature, the face value approximates the fair value.

In other receivables and prepayments and accrued income € 60 million is related to payments in advance to subcontractors of the metro project in Riyadh. The remaining other receivables and prepayments and accrued income concern receivables on combinations and various kinds of other payments in advance.

The credit risks of the Group mainly relate to trade receivables, other receivables and amounts to be invoiced on completed projects and work in progress. To manage the credit risks, Oranjewoud N.V. has developed a credit policy and credit risks are continually monitored. There is no significant concentration of credit risk within Oranjewoud N.V., as there are a large number of customers, with the exception of rail operations, where there is a limited number of customers for which the credit risk is assessed as very limited and with the exception of Ballast Nedam, with which an agreement has been concluded in early 2015. The collectibility of the receivables is reviewed on a customer-by-customer basis, depending on the customer profile and the risk assessment drawn up by management. The provision for doubtful debts has been deducted from trade receivables in the statement of financial position. No write-downs of amounts to be invoiced on account of creditworthiness reviews were necessary.

The majority of the assets of two affiliates have been pledged to the banks that have presented a committed facilty.

At December 31st the aging of trade receivables was as follows:	2015	2014
- Not past due and not provided for (0 - 30 days):	185,393	222,018
- Past due:		
31 - 60 days	129,489	95,389
61 - 90 days	40,903	27,657
91 - 180 days	34,707	31,843
181 - 365 days	55,093	59,988
> 365 days	4,223	5,335
Total	449,808	442,230
Provided for as at January 1st	(4,393)	(8,978)
Addition for the year	(5,584)	(530)
Written off	2,879	2,492
Unutilized reversed amounts	79	1,627
Deconsolidation	-	641
Other	(7)	355
Total	(7,026)	(4,393)

The increase in accounts receivable is due to the acquisitions and to the increased company size.

9. Work in progress	2015	2014
Of which projects with a balance:		
To be invoiced	213,901	185,022
Invoiced in advance	(338,194)	(199,665)
Total	(124,293)	(14,643)
Proceeds	4,116,938	3,362,006
Invoiced installments	(4,241,231)	(3,376,649)
Total	(124,293)	(14,643)

To be invoiced on work in progress is presented as work in progress asset. The net amount invoiced in advance is presented as work in progress liability in the statement of financial position. The balance of uninvoiced projects currently in progress consists of all projects currently in progress whose contractual revenue plus the profit entered, minus the loss entered, is greater than the declared installments. This balance is accounted for under current assets. The pre-invoiced balance consists of all projects currently in progress whose contractual revenue plus the profit entered, minus the loss entered, is less than the declared installments. This balance is accounted for under current liabilities. On the balance sheet date, some of the pre-invoiced amounts had been received and some were outstanding accounts receivable.

In total in 2015 interest has been activated to the amount of € 0.1 million (2014: € 0.2 million). Big long-term projects are in most occasions pre-financed with invoiced amounts on these projects exceeding the costs incurred. The positive balance of work in progress consists mainly of current projects.

10. Cash and cash equivalents	2015	2014
Banks	234,049	164,356
Cash	149	65
Total	234,198	164,421
Amounts owed to credit institutions:		
Part of the cash management system of the Group	92,301	88,124
Not a part of the cash management system of the Group	-	-
Total	92,301	88,124
For the statement of cash flows:		
Cash and cash equivalents	234,198	164,421
Subtracting: amounts owed to credit institutions part of the cash management system of the Group	92,301	88,124
Balance of cash and cash equivalents at December 31st	141,897	76,297

Bank balances are receiving a market interest rate.

Cash and cash equivalents are bank balances, deposits and cash balances. Bank balances that are due on demand and that form an integral part of the company's cash management system is included in the statement of cash flows under cash and cash equivalents.

The liquid assets include cash from contractor combinations to the amount of € 139.8 million (2014: € 83.3 million) and cash received on blocked accounts to the amount of € 0.8 million (2014: € 2.3 million). This cash is not freely available for company use. The increase in 2015 of cash that is not freely available is mainly explained by the cash received regarding the metro project in Riyadh.

The cash included in contractor combinations is cash in partnerships with contractual stipulations against free access to the liquid assets. The cash received on blocked accounts is for blocked accounts that must be maintained due to the *Wet Ketenaansprakelijkheid* (Dutch Chain Liability Act). All other cash and cash equivalents are freely available.

11. Group equity
Equity attributable to equity holders of the parent company
Share capital
The authorised share capital at December 31, 2015 amounted to € 10,000,000 consisting of 100,000,000 A and B shares of € 0.10 each. The issued and fully paid-up share capital amounted to 58,733,435 shares of € 0.10 each.

The issued share capital at December 31, 2015 consists of € 2,955,307 in A shares and € 2,918,037 in B shares (December 31, 2014: € 2,955,307 in A shares and € 2,732,508 in B shares). Unlike for A shares, no listing was requested for B shares. There is no difference in terms of control or profit entitlements between the A shares and B shares.

The articles of association of the company provide that issues of shares take place pursuant to a decision of the Management. The company may acquire fully paid-up shares in its own capital, but only for no consideration. Acquisition other than for no consideration can only take place if the general meeting has authorised the Management accordingly.

On March 6, 2015, Oranjewoud N.V. increased its shareholders' equity through a private share issue of 1,855,288 B shares. The shares were issued to Sanderink Investments B.V. The shares were issued at the average closing price over the period from February 17, 2015 to March 4, 2015. The issue price is € 5.39 per share. These B shares will not be listed.

Earnings per share
The profit attributable to holders of ordinary shares amounted to € 18,088,000 (2014: loss € 26,938,000). The number of shares outstanding is at January 1, 2014 and at December 31, 2014 56,878,147 and at December 31, 2015 58,733,435.

The profit per share amount to € 0.31 (2014: loss € 0.47).

The calculation of net earnings per share at December 31, is based on the net profit available to ordinary shareholders divided by the average weighted number of shares outstanding that were in issue during the year (2015: 58,408,124 shares and 2014: 56,878,147 shares). Diluted earnings per share were equal to basic earnings per share in 2015 and 2014.

Dividend
Oranjewoud N.V. intends to make 30% of the net profit increased with amortization (after taxation) resulting from the acquisition of Strukton available for dividend payment. Dividend payment is subject to future profit developments, market developments, desired solvency and the leverage under existing and future bank covenants. Dividend will be made available as optional dividend (cash and/or shares).

Oranjewoud N.V. has acquired loan capital from Rabobank for the acquisition of Strukton Groep N.V. The loan documentation stipulates the conditions for dividend payment, which includes capping dividend at 30% of the profit after taxation plus amortization (after taxation) resulting from the acquisition of Strukton Groep N.V.

To boost solvency and bolster the company's cash position, Oranjewoud N.V. added €10 million to its Shareholders' Equity on March 6, 2015 through a private share issue to Sanderink Investments B.V. In 2015, Shareholders' Equity grew further owing to realized gains (€18.1 million) and unrealized gains (€7.5 million). This is offset against a balance sheet increase of €194 million as a result of acquisitions, the greater share in the A2 and A15 projects, the Riyadh project going fully operational, and the company's growth. Consequently, more operating capital is needed, for which funding will be sought under current bank covenants. The combination of these facts prompted the proposal from the Board of Directors to forgo payment of dividends for the 2015 financial year, with the approval of the Supervisory Board.

Non-controlling interests
Strukton Railinfra Projekten B.V. has on April 9, 2013 increased its stake in the Italian Railway Builders Costruzione Linee Ferroviarie S.p.A. and Uniferr S.r.l. from 40% to 60%. As a result of this acquisition, Oranjewoud gained control of these companies and therefore they are consolidated to 100%. In December of 2015, 40% minority stakeholder Unieco Societa Cooperativa exercised its option to sell the remaining 40% of shares in Costruzione Linee Ferroviarie S.p.A. and Uniferr S.r.L. These shares will be transferred in late June of 2016. The respective third-party share is not recognized as part of group equity, but rather as long-term debt. For further details see note 1 and note 14.

12. Deferred employee benefits
Oranjewoud N.V. operates various pension plans in accordance with local regulations and terms. These plans are mostly classified as defined contribution plans. These pension plans are based on a contribution which is a fixed percentage of the pensionable amount. The employer's portion of this contribution is accounted for in the statement of income.

For the personnel and many of the Group companies, the benefit plans for the following pension funds apply, with indication of the number of active participants as of December 31, 2015 and the coverage of the funds as of December 31, 2015 and 2014:

	Actives	Coverage 2015	Coverage 2014
• Industry-wide pension fund - Construction	1,607	108.9%	114.5%
• Industry-wide pension fund - Concrete production industry	21	97.1%	106.4%
• Industry-wide pension fund - Metal and Technology	1,524	97.4%	102.8%
• Railway pension fund	1,834	106.1%	115.7%
• Group insurance Zwitserleven	5		
• Pension fund - Transport	14		
• Nationale Nederlanden	81		
• Alecta pension insurance plan Sweden ITP scheme	316		
• Alecta pension insurance plan Sweden SAF-LO scheme	612		
• Axa pension insurance Strukton Railinfra NV Belgium	52		
• FONDO TFR – Pension Fund - ITALY	253		

The first three benefit plans mentioned above are industry-wide pension fund schemes. In all cases of association with industry-wide pension funds, Group companies are not under any obligation to make supplemental contributions in the event of a shortcoming in the industry-wide pension fund, only future premiums. Further, the Group companies can not claim any excess amounts in the funds. Consequently, these benefit plans have been incorporated into these financial statements as defined contribution plans.

Regarding the benefit plan for the railway industry, taken out with the railway pension fund, employers and employee representatives reached an agreement for a new benefit plan in this industry in 2005. This new plan went into effect on December 31, 2005. This plan qualifies as a defined contribution plan for financial accounting purposes. A distinctive characteristic of this benefit plan is that the company has committed to paying a predefined annual premium. The premium agreed to with the railway pension fund is a percentage of the salary which increases annually.
After payment of the agreed premium, the company is not under any obligation to pay supplemental amounts in the event of a shortcoming in the railway pension fund. Further, the Group companies cannot claim any excess amounts in the funds. The actuarial risks and investment risks are born by the railway pension fund and its participants.

The pension scheme with Zwitserleven has been qualified as a defined contribution plan.

Antea France SAS, Géo-Hyd and Groupe IRH Environnement SAS and a part of the Strukton Groep companies operate pension plans which are classified as defined benefit plans. The obligation comprises pension entitlements with the principal actuarial results (changes in value of plan assets, life expectancy and the likelihood of the employee leaving the company) being for the account of the company.

The costs of these plans and the cash value of the future pension obligations are measured actuarially. The actuarial methods applied, comprise the use of assumptions regarding discount rates, future salary increases, mortality rates and the future indexation of pensions. All assumptions are reviewed at each reporting date. The table below lists the net provision for pensions, the fair value of the plan assets and the pension plan financing status.

The pension provision is specified below:	2015	2014
Antea France SAS and Géo-Hyd SARL (France)	3,165	3,389
Groupe IRH Environnement SAS (France)	1,262	-
Strukton Rail AB (Sweden)	32,477	34,701
Strukton Railinfra NV (Belgium)	1,227	1,638
Reef Infra B.V. (The Netherlands)	1,519	1,434
Rasenberg Holding B.V. (The Netherlands)	1,377	1,246
Costruzioni Linee Ferroviarie S.p.A. (Italy)	2,565	3,138
	43,592	45,546

The decrease of the pension provision in 2015 is mainly caused by the increase of the discount rate.

Antea France SAS and Géo-Hyd SARL (France)
This benefit plan provides for an amount to be paid to the employee if the employee is employed by the employer until the agreed pension age. The amount to be paid, in addition to the monthly salary, depends on the number of years of employment when the pension date is reached. When Antea France became independent, the pension liabilities were determined and paid off to an insurance provider. This receivable was presented in the balance sheet as a long-term receivable. The liability is a pension entitlement for which the biggest actuarial gains and losses are covered by the company.

Groupe IRH Environnement SAS (France)
There are two plans, a retirement indemnity plan and a retirement benefits plan. The retirement benefits plan is a closed plan for participants who were employed before 1996.

Strukton Rail AB (Sweden)
The pension scheme for Strukton Rail AB (Sweden) employees who were born before 1978 is a defined benefit plan. All active participants in this plan have been enrolled in the Sweden Pension Plan ITP2. The other two current schemes are the Sweden Pension Plan Balfour Beatty and the Sweden Pension Plan KPA. All the remaining participants in these two pension plans are retirees of the former Balfour Beatty and the former Svensk Banproduktion. All three pension plans are administered by pension insurer PRI. As at the end of 2015, the total liability amounts to €32.5 million (2014: €34.7 million). Pension entitlements were calculated at present value based on IAS 19. This calculation was made by a certified actuary. The liability has to be financed by the company. Pension payments are handled by Alecta. The company is insured against bankruptcy with PRI. As part of this policy, guarantees totaling SEK160 million were provided to PRI. In calculating the pension liability, Alecta uses bases that differ from those used by PRI. As a result, the liability calculated by Alecta is greater. An annual premium paid to PRI covers the ‘estimated redemption cost’.

Strukton Rail Infra NV (Belgium)
This pension insurance plan for employees of Strukton Railinfra N.V. is a defined benefit plan. The pension liability is financed with an insurance agreement.

Reef Infra B.V. (The Netherlands)
For Reef Infra B.V. an indexation liability has been entered for the benefit plan taken out with Nationale Nederlanden. New entitlements are no longer being accrued in this benefit plan.

Rasenberg Holding B.V. (The Netherlands)
For Rasenberg Holding B.V. an indexation liability has been entered for the benefit plan. The indexation liability is financed with an insurance agreement with Delta Lloyd.

Costruzioni Linee Ferroviarie S.p.A. (Italy)
Costruzioni Linee Ferroviarie S.p.A. has a defined benefit plan for its employees. A sum of € 1.4 million (2014: € 3.1 million) has been reserved on the company balance sheet for this. The pension provision in Italy has not been externally financed but should be financed by the company.

Starting points
The identified material starting points are the inflation, the discount rate and the mortality tables. The inflation is an ‘indirect starting point’. Salary growth and pension growth are direct starting points derived from this inflation.

Starting points	**December 31, 2015**	**December 31, 2014**
Benefit plan discount rate	1.75-3.25%	1.50-2.50%
Inflation	1.50-1.75%	1.50-1.75%
Projected fund investment returns	1.75-3.25%	1.50-2.50%
Projected salary increase	1.75-3.25%	0.25-3.25%

The following mortality tables are used as of December 31, 2015:

Antea France SAS	: INSEE TF/TH 2004-2010	
Groupe IRH Environnement SAS	: IFC Plan:	INSEE TF/TH 2008-2010
Groupe IRH Environnement SAS	: RET Plan:	TG HF 2005
Strukton Rail AB	: PRI 2011	
Strukton Rail Infra NV	: MR/FR mortality tables in accordance with Belgian Control legislation for minimum funding	
Reef Infra B.V.	: AG 2014 prognosis	
Radenberg Holding B.V.	: AG 2014 prognosis	
CLF S.p.A.	: ISTAT 2013	

Sensitivity
If the discount rate would increase by 1% point, under the same other assumptions, than the present value of pension liabilities would decrease by € 8.8 million. A decrease in the discount rate by 1% point and the same other conditions, would cause the present value of pension liabilities to increase by € 11.3 million.

If the inflation would increase by 0.25% point, under the same other assumptions, than the present value of pension liabilities would increase by € 1.9 million. A decrease in the inflation by 0.25% point and the same other conditions, would cause the present value of pension liabilities to decrease by € 1.8 million.

Duration
The duration of the Defined Benefit Obligation as of December 31, 2015 for the plans amount to 19.0 years.

Sweden
If the discount rate would increase by 1% point, under the same other assumptions, than the present value of pension liabilities would decrease by € 6.8 million. A decrease in the discount rate by 1% point and the same other conditions, would cause the present value of pension liabilities to increase by € 8.9 million.

If the inflation would increase by 0.25% point, under the same other assumptions, than the present value of pension liabilities would increase by € 1.5 million. A decrease in the inflation by 0.25% point and the same other conditions, would cause the present value of pension liabilities to decrease by € 1.4 million.

If the participants of the three Swedish plans are supposed to live one year longer than assumed, then the liabilities increase by around 3.5%.

The actuarial loss on the three pension plans in Sweden is €6.8 million, of which €6.2 million is down to a drop in the notional interest rate and €0.6 million to the difference between assumed demographic opportunities and actual turnover in 2015. Amounts payable by the employer directly over the coming years range from €0.3 million to €0.6 million per year. The ITP2 plan has a term of 25.5 years, while the terms for the Balfour Beatty plan and the KPA plan are 24.9 years and 22.9 years respectively.

Breakdown
The pension liabilities and the pension plan assets are determined based on actuarial calculations that are performed as of December 31. The breakdown and the progress of the pension liabilities and the pension plan assets concerning the defined benefit plans are listed hereafter.

Provision for pension liabilities	2015	2014
Breakdown:		
Pension plan assets (fair value)	2,111	1,800
Pension liabilities (net present value)	45,703	46,949
Negative difference	43,592	45,149
Pension plan assets (fair value) presented as asset	-	397
Provision for pension liabilities	43,592	45,546
Progress:		
Pension plan assets as at January 1st	1,800	1,812
Acquisition	418	-
Expected return on plan assets	32	50
Pension contributions	729	700
Pensions paid	(1,014)	(941)
Net actuarial gain or loss on plan assets	127	208
Other changes	19	(29)
Pension plan asset as at December 31st	2,111	1,800
Pension liabilities as at January 1st	46,949	27,449
Acquisition	1,680	9,936
Claims to be awarded in financial year	3,753	1,524
Interest expense	1,056	1,442
Pensions paid	(1,014)	(941)
Net actuarial gain or loss on pension liabilities	(7,634)	10,586
Exchange rate differences	905	(2,048)
Other changes	8	(999)
Pension liabilities as at December 31st	45,703	46,949
Actuarial results as at January 1st	-	-
Net actuarial gain or loss on pension liabilities	(7,755)	10,413
Net actuarial gain or loss on plan assets	-	(10)
Other	-	(234)
Recognized in other comprehensive income	7,755	(10,169)
Actuarial results as at December 31st	-	-
Pension expense components under defined benefit plans		
Claims to be awarded in financial year	3,753	1,524
Interest expense	1,056	1,442
Expected return on plan assets	(23)	(51)
Total pension expense under defined benefit plans in statement of income	4,786	2,915

The result realised on plan assets is € 0 (2014: € 0). The Group did not hold or use any plan assets. The major categories of plan assets as a percentage of the fair value of total plan assets were as follows:

	2015	2014
Bonds	0%	20%
Funds	0%	2%
Other plan assets	100%	78%

Given that the vast majority of the benefit plans is financed with an insurance policy, the assets consist of the guarantee by the insurer that specific pensions will be paid out in the future. The value of these assets is the current cash value of these guaranteed payments. Allocation to different financial instruments is not applicable, therefore these assets are presented under other fund investments.

There are long-term receivables due to a qualified insurance policy.

Please refer to note 20 for the breakdown of pension expenses into defined benefit plans and defined contribution plans. The expected contribution to the defined benefit plans in 2016 is € 4.1 million.

13. Provisions

	2015	2014
Provision for restructuring	2,693	8,776
Provision for projects	4,507	4,815
Jubilee provision etc.	10,181	10,192
Other provisions	150	86
Total	17,531	23,869
Non-current part	13,988	14,224
Current part	3,543	9,645
Total	17,531	23,869

The non-current component of the provisions (excluding the jubilee provision, etc.) is expected to be settled after one year, and will certainly be settled within five.

The jubilee provision and such like are based on an IAS19 calculation, including discount. The likelihood of departure falls over a range from 25% for employees aged 20 years to 0% for employees aged 60 years and up. The other non-current provisions are small.

Change in provisions	Restruc-turing	Projects	Jubilee etc.	Other	Total
Balance at January 1, 2014	2,519	14,748	9,361	22	26,650
Changes due to:					
Additions	6,645	1,342	1,064	64	9,115
Acquisition of subsidiaries	-	2,467	-	-	2,467
Utilization	(1,202)	(4,383)	(87)	-	(5,672)
Exchange rate differences	(35)	(7)	-	-	(42)
Other	1,067	(8,056)	(146)	-	(7,135)
Release	(218)	(1,296)	-	-	(1,514)
Balance at December 31, 2014	8,776	4,815	10,192	86	23,869
Non-current part	-	4,797	9,341	86	14,224
Current part	8,776	18	851	-	9,645
Balance at December 31, 2014	8,776	4,815	10,192	86	23,869
Balance at January 1, 2015	8,776	4,815	10,192	86	23,869
Changes due to:					
Additions	2,096	931	181	64	3,272
Acquisition of subsidiaries	-	292	-	-	292
Utilization	(7,871)	(1,020)	(30)	-	(8,921)
Exchange rate differences	9	1	-	-	10
Other	9	134	467	-	610
Release	(326)	(646)	(629)	-	(1,601)
Balance at December 31, 2015	2,693	4,507	10,181	150	17,531
Non-current part	-	4,507	9,331	150	13,988
Current part	2,693	-	850	-	3,543
Balance at December 31, 2015	2,693	4,507	10,181	150	17,531

Provision for restructuring
As part of reorganizations underway a restructuring provision has been formed for expected severance costs. The provision is carried at nominal value.

Provision for projects
The provision for projects comprises a provision for claims for damages and foreseeable losses. The provision is carried at at nominal value. Other changes concerne a reclassification to work in progress.

Jubilee provision etc.
The provision is the amount of future benefit payments and claims for jubilee payments and leave entitlements. The obligations are realized to present value. Any actuarial gains or losses are recognized in the statement of income in the period in which they occur.

As part of service anniversary schemes at the Group, bonuses are paid out after a certain number of years of service. Given that there are various such schemes in place across the Group, the extent of this bonus and when it is paid depends on the entity at which an employee works. The primary risk the Group runs in relation to this facility is the interest rate risk, as a lower interest rate means a higher liability.

14. Subordinated loans and Non-current liabilities

Subordinated loans		2015	2014
	Sanderink Investments B.V.	10,000	-
	Total	10,000	-

The subordinated loan granted by associated party Sanderink Investments B.V. has a term that runs through to January 1, 2018. Interest on this loan is payable at a rate of 5.0%.

Subordination applies to all of the Group's obligations towards the lender (Sanderink Investments B.V.), ensuing from this subordinated loan in relation to all current and future receivables of the Rabobank under the Rabobank Loan Agreement, both in cases of bankruptcy or suspension of payments on the part of the borrower and otherwise.

Non-current liabilities		2015	2014
	Total current and non-current liabilites	187,638	161,785
	Less:		
	Current portion of non-current liabilities	(37,594)	(49,775)
	Non-current liabilities	150,044	112,010
	Property, plant and equipment financing	822	804
	Term loan	39,361	39,673
	Obligation purchase price CLF	32,000	31,061
	Building Oosterhout mortgage loan	9,741	10,314
	Debts financing real estate projects	2,237	3,128
	Bankloans	52,849	11,043
	Financial derivatives	1,925	4,165
	Groupe IRH	1,454	-
	Lease liabilities	7,342	5,743
	Non-recourse PPP-financing	2,305	1,545
	Other non-current liabilities	8	4,534
	Total	150,044	112,010

The increase of the non-current liabilities is caused by the increase of the non-current part of the bankloans by € 41.8 million. On the other hand the current part is decreased by € 12.2 million. See also note 15.

Non-current loans with terms up to and including 2018 have been taken out to finance cars, tools and software.

The term loan consists of a USD-part of 23.8 million (A) and a Euro-part of 20 million (2014: 22.5 million) (B), of which € 2.5 million is current. The loan runs until July 31, 2017. Interest consists of three-month Libor (A) or Euribor (B) plus a margin of 2.6%-point (A) or 2.5% (B). The variable interest rate (A) was swapped at 1.05%.

Oranjewoud will increase its stake in Italian railroad construction company Costruzioni Linee Ferroviarie S.p.A. (CLF) to 100%. Strukton Rail has been a CLF shareholder since 1998, and had previously upped its stake from 40% to 60% in 2013 by acquiring the shares of fellow shareholder Unieco. As part of this deal, a put option was agreed with Unieco. On

December 18, 2015, Unieco exercised this put option, obliging the Group to buy the remaining 40% of shares at the pre-agreed price of €32 million. These shares will be transferred in late June of 2016. A bank guarantee to the amount of the purchase price will be provided as security in late June of 2016. From that moment onward, the Group will be the 100% legal and economic owner of CLF. Payment will be effected in late June of 2017.

The interest rate on the mortgage loan on property Oosterhout is swapped for half of the mortgage amount. The interest consists of three-month Euribor plus a margin of 3.0%-points for the not swapped portion and 4.11% for the swapped portion. The term of the loan is until July 31, 2018. The carrying amount of the item of property, plant and equipment encumbered with the mortgage was € 11,712,000 at year-end 2015 (2014: € 12,228,000).

The interest rate on debt financing real estate projects is 2,87%, duration till 2018. The interest on bankloans is 3.35% (2014: 2.85%), duration varies from 2017 to 2027. Due to consolidation of PPP-projects, in 2015 the non-recourse PPP-financing came to € 2.3 million (2014: € 1.5 million). The interest rate is 4.00% (2014: 0.20%) and the duration varies from 2018 to 2043. The other non-current liabilities concern private loans.

The increase in financing from banks in relation to 2014 is the result of credit granted by factoring companies (€23.4 million), where accounts receivable were given as security.

Strukton Groep's €40-million term loan is recognized under bank financing and has a term that runs through to April 30, 2017. In 2014, the term loan of €40 million was recognized under the short-term part of long-term debt. This was due to the failure to comply with bank covenants as at December 31, 2014. On May 12, 2015, a refinancing arrangement was agreed that, on July 27, 2015, led to a Common Terms Agreement with a term through to April 30, 2017.

The repayment plan for the non-current liabilities and the repayment liabilities entered under the current liabilities is as follows:

2014	< 1 year	1-5 years	> 5 years	Total
Property, plant and equipment financing	273	804	-	1,077
Term loan	2,500	39,673	-	42,173
Antea Colombia	2,149	-	-	2,149
Obligation purchase price CLF	-	31,061	-	31,061
Building Oosterhout mortgage loan	573	10,314	-	10,887
Debts financing real estate projects	-	3,128	-	3,128
Bankloans	42,974	9,457	1,586	54,017
Financial derivatives	721	4,165	-	4,886
Lease liabilities	306	5,743	-	6,049
Non-recourse PPP-financing	279	1,545	-	1,824
Other non-current liabilities	-	129	4,405	4,534
Balance at December 31, 2014	49,775	106,019	5,991	161,785

2015	< 1 year	1-5 years	> 5 years	Total
Property, plant and equipment financing	364	822	-	1,186
Term loan	2,500	39,361	-	41,861
Antea Colombia	2,388	-	-	2,388
Obligation purchase price CLF	-	32,000	-	32,000
Building Oosterhout mortgage loan	573	9,741	-	10,314
Debts financing real estate projects	-	2,237	-	2,237
Bankloans	29,368	51,409	1,440	82,217
Financial derivatives	528	1,925	-	2,453
Groupe IRH	589	1,454	-	2,043
Lease liabilities	940	7,342	-	8,282
Non-recourse PPP-financing	344	1,787	518	2,649
Other non-current liabilities	-	8	-	8
Balance at December 31, 2015	37,594	148,086	1,958	187,638

For more information about interest and currency risks, see the section on financial instruments and the financial risk management section.

Further reference is made to the continuity paragraph in the accounting policies.

15. Other current liabilities	2015	2014
Repayment obligations	37,594	49,775
Debts to affiliated companies	961	1,666
Debts in respect of other taxes and contributions	75,749	76,711
Pension obligations	5,070	5,909
Other liabilities	200,778	133,039
Accrued liablities	92,042	111,132
Total	412,194	378,232

The current liabilities have a remaining term to maturity of less than one year.

Within the other current liabilities a decrease is visible of the repayment obligations by € 12.2 million. This is a shift from the non-current liabilities. See also note 14.

Other payables and accrued liabilities consist largely of outstanding invoices for work completed and holiday money and days.

The other liabilities are increased by € 67.7 million and the accrued liabilities are decreased by € 19.1 million. On balance, an increase of € 48.6 million in particular by increased liabilities of joint operations to consortium partners.

Oranjewoud N.V. is in compliance with the conditions agreed with the banks for the entirety of 2015 and as of December 31, 2015.

Strukton Groep N.V. (Strukton) has its own financing arrangement that is fully ringfenced from Oranjewoud N.V.'s financing. In 2015 and on December 31, 2015, Strukton was compliant with the conditions agreed with the banks.

Schematically, the covenant results of Strukton can be listed as follows:

		Condition	Realization
Ebitda - Creditbase		> 28.1	38.0
Ebitda - Group excl. Riyad		> 52.3	66.4
Ebitda – Project Riyad		> 5.3	9.3
Senior Leverage Ratio	Net debt / Ebitda	n/a	
Fixed Charge Cover Ratio	(Ebitda – investments) / Interest costs	n/a	
Interest Cover Ratio	Ebitda / Interest costs	n/a	
Solvency Ratio	Guaranteed capital / Total balance sheet	n/a	
Capital Expenditure	Investments in assets	< 11.6	6.1

Because at year-end 2014 the Strukton financing did not fulfill the conditions agreed with the banks, the relevant banking liabilities have been presented in 2014 under the current liabilities. Further reference is made to the continuity paragraph in the accounting policies.

16. Liabilities not included in the statement of financial position

Contingent liabilities

Contingent liabilities are liabilities resulting from events in the past whose existence is only confirmed by the occurrence of one or more uncertain future events, over which the entity does not have total control.
If it is not likely that an outflow of means that contain economic benefits will be required to settle a liability or if the amount of the liability cannot be valued in a sufficiently reliable manner, then the liabilities in question will also be designated as contingent liabilities.

The contingent liabilities are guarantees issued and any liabilities from legal proceedings against Oranjewoud N.V. and/or its operating companies for which the scope of the risks and any resulting liabilities cannot be valued in a sufficiently reliable manner.

In addition to this, Oranjewoud N.V. is jointly and severally liable for all liabilities of general partnerships (contractor combinations) in which it is directly involved. This liability is limited to the Group companies participating in the general partnership. Liabilities of this kind have not been entered in the financial statements.

For real estate projects, a sum of € 2.2 million (2014: € 3.3 million) has been allocated as security for loans.

Bank guarantees, rental and lease obligations

The bank guarantees for projects, leases and capital commitments amounted to € 458,425,000 (2014: € 338,167,000).
The total financial obligations for rental and operating lease amounted to € 158,466,000 (2014: € 160,937,000).

The installments mature as follows:

	2015	2014
Within one year	50,214	49,856
After one year but within five years	97,257	99,227
After five years	10,995	11,854
Total	158,466	160,937

The lease installments relate to cars and computer equipment. The rental obligations relate mainly to office buildings.

Investment obligations related to the purchase of land amount to € 0 (2014: € 23,925,000) and related to tangible fixed assets € 355,000 (2014: € 53,000).

Dividend payments, if any, made by Oranjewoud N.V. to shareholders do not result in corporate income tax consequences.

Legal proceedings
The Group was involved in a number of legal proceedings at year-end 2015 and 2014. Provisions were formed for them, based on estimates of financial risks.

17. Financial instruments

General
The main financial instruments of the Group comprise of bank loans and credits and cash and cash equivalents. The Group also uses interest rate swaps and inflation swaps to hedge interest rate and inflation risks arising from corporate and project financing. The main purpose of the financial instruments is to raise financing for the operating activities of the Group. In addition there are various other non-current financial assets and liabilities, including trade receivables and debts to suppliers, which arise directly from the operating activities. No derivatives and financial instruments are held for trading purposes.

All financial assets and liabilities, excluding (rated at fair value) PPP-claims, annuity loans and derivatives, are valued according to the category "loans and receivables" as referred to in IAS39.

On conclusion of the PPP-contracts, the variable interest rate on the non-current non-recourse financing will be switched to a fixed rate using interest rate swaps. Here, the interest accrual factor is also determined for the non-current PPP-receivable. The swapped interest and the interest accrual factor are interlinked in models and are close together. When determining the fair values of the PPP-liability and PPP-receivable, we look at the future cash flows and the differences in value resulting from the change in market interest rates with respect to the interest accrual factor and the swap interest, respectively.

Interest rate risk
The interest rate risk in respect of interest-bearing loans and bank debts is discussed under the heading Non-current liabilities.

The impact of a 1 percentage point interest increase on profit before taxes and equity is around € 0.7 million negative (2014: € 0.8 million negative). The impact of a decrease is similar in size but contrary. This interest rate risk is exclusive the effect of derivates.

Currency risk
The majority of the Group's activities are carried out in the eurozone. Most subsidiaries outside of the eurozone do business in their country's currency. For transactions in foreign currency the policy is to hedge the total net position by means of foreign currency contracts. The translation risk on equity and loans granted to subsidiaries is not hedged outside of the eurozone, except for Antea Group USA (see below). The Group's currency risk is limited to its foreign subsidiaries.

The currency risk of the Group relates to the foreign subsidiaries, in Colombia, Scandinavia, India and in Riyadh (Saudi Arabia), to an amount equivalent to € 40.9 million (2014: € 28.5 million).

The high volatility of the US dollar versus the euro is a risk. The acquisition of Antea Group USA in early 2008 for a sum of USD 23,750,000 was settled in full by means of a transaction in euros. The euro/dollar rate at the time of the transaction was 1.47. The currency risk for this non-current investment was hedged by means of a loan at a rate of 1.35 in early 2011. As of August 1, 2013 the mentioned US dollar loan has been replaced with a new loan of US dollar 23.8 million. The US dollar loan functions as a natural hedge as to the equity value in US dollar of Antea Group USA.

The main exchange rates over the financial year are as follows:

	Average rate 2015	2014	Spot rate 2015	2014
USD	1.1101	1.3285	1.0887	1.2098
DKK	7.4587	7.4548	7.4626	7.4471
NOK	8.9496	8.3612	9.6030	9.0162
SEK	9.3563	9.1013	9.1895	9.4441
GBP	0.7262	0.8062	0.7340	0.7765
COP	3,046.6200	2,655.0750	3,454.6600	2,876.0000
INR	71.2616	81.0821	72.0215	76.6271
SAR	4.1685	4.9829	4.0807	4.5413

A 10% increase in the value of the euro against other currencies at year-end would have reduced equity by € 6.3 million (2014: € 2.3 million) and profit by € 0.6 million (2014: € 0.3 million). All other variables, interest rates in particular, are assumed to remain unchanged. A 10% fall in the euro against the other currencies would have had a similar, but contrary, effect, assuming that all other variables remain unchanged.

Credit risk

The Group applies procedures and policies to limit the extent of the credit risk with any counterparty or in any market. These procedures and the spread across numerous customers limit the Group's exposure to the risk related to credit concentrations and market risks. In addition, projects are invoiced on a progress basis and to the extent possible under the contract advanced billing are used. Escrow arrangements have been drawn up for specific projects as security for payment.The available cash and cash equivalents is held with creditworthy banking institutions. See also note 8.

Liquidity risk

The Group monitors its risk of a cash deficit by means of a liquidity planning tool. This tool considers the maturity of both investments and operating cash flows. The liquidity planning tool is used where relevant for specific parts of the Group. The Group aims for a balance between continuity in financing and flexibility in the use of credit facilities, loans and equity.

The total credit facilities for Oranjewoud N.V. (included Strukton Groep) amounted to some € 205 million (2014: € 205 million). Oranjewoud N.V. and its Group companies established in the Netherlands are jointly and severally liable for the aforesaid facility. The borrowers have imposed themselves not to encumber their assets with security without the lender's advance consent. Assets have been pledged as security for some of the debts. From these current account facilities € 49 million (2014: € 94 million) was used at December 31, 2015.

To finance accounts receivables, factoring agreements have been concluded with financiers with a total facility of € 88 million (2014: € 0). Of this, an amount of € 23.4 million (2014: € 0) was used.

The maturity profile of the financial obligations of the Group as at December 31, 2014 and 2015 is as follows:

Maturity profile (amounts x € 1,000)	Book Value	Contracted Cash flows	Within 6 months	6 to 12 months	1 to 5 years	> 5 years
At December 31, 2014						
Interest-bearing loans	125,838	137,909	46,230	9,021	70,835	11,823
Trade payables and other liabilities	949,960	961,562	509,752	367,334	84,476	-
Amounts owed to credit institutions	88,124	89,964	40,047	49,917	-	-
Financial derivatives	35,947	39,891	1,635	1,422	36,834	-
Total	1,199,869	1,229,327	597,664	427,695	192,145	11,823
At December 31, 2015						
Subordinated loans	10,000	11,417	-	-	11,417	-
Interest-bearing loans	153,185	165,348	31,957	13,633	117,711	2,047
Trade payables and other liabilities	1,134,165	1,134,165	601,194	433,085	99,886	-
Amounts owed to credit institutions	92,301	101,360	43,032	58,328	-	-
Financial derivatives	34,453	40,257	3,187	2,619	34,451	-
Total	1,424,104	1,452,548	679,370	507,665	263,465	2,047

Given the policy to cover liquidity and interest risks the Group has entered into several swaps. The special purpose companies have entered into interest and inflation swaps for the PPP-projects. The changes of these interest and inflation swaps have been accounted in the PPP-projects. Fair value accounting was applied for all swaps that existed at the time of Strukton's acquisition. This means that the value transactions for the derivative are accounted for directly in the statement of income. For the other swaps, hedge accounting was applied using the cash flow model.

Cash Flows due to derivatives (amounts x € 1,000)	Book Value	Contracted Cash flows	Within 6 months	6 to 12 months	1 to 5 years	> 5 years
2014						
Interest swaps: liabilities	(889)	(1,012)	(844)	-	(168)	-
Forward exchange contracts: liabilities	(3,997)	(5,378)	(791)	(1,422)	(3,165)	-
Obligation purchase price	(31,061)	(33,501)	-	-	(33,501)	-
Total	(35,947)	(39,891)	(1,635)	(1,422)	(36,834)	-
2015						
Interest swaps: liabilities	(716)	(715)	-	-	(715)	-
Forward exchange contracts: liabilities	(1,737)	(7,542)	(3,187)	(2,619)	(1,736)	-
Obligation purchase price	(32,000)	(32,000)	-	-	(32,000)	-
Total	(34,453)	(40,257)	(3,187)	(2,619)	(34,451)	-

Credit facilities are disclosed in note 15. Lease obligations are disclosed in note 16.

Fair values

A comparison of the carrying amounts and fair values of financial assets and liabilities of the Group are set out below:

(amounts x € 1,000)	Carrying amount		Fair value	
	2015	2014	2015	2014
Financial assets				
Trade receivables	449,808	442,230	449,808	442,230
Other receivables	552,448	419,377	552,448	419,377
Non-current receivables	28,009	29,507	28,009	29,507
PPP-receivables	5,594	5,011	5,594	5,011
Cash and cash equivalents	234,198	164,421	234,198	164,421
Total	1,270,057	1,060,546	1,270,057	1,060,546
Financial liabilities				
Interest-bearing loans	153,185	125,838	153,185	125,838
Trade payables and other liabilities	1,128,845	1,003,178	1,128,845	1,003,178
Amounts owed to credit institutions	92,301	88,124	92,301	88,124
Financial derivatives	34,453	35,947	34,453	35,947
Total	1,418,784	1,253,087	1,418,784	1,253,087

Fair value hierarchy

The Group uses the following hierarchy for determining and disclosing financial instruments, distinguishing between valuation methods.

Level 1: quoted (non-adjusted) prices in active markets for similar assets or liabilities.

Level 2: other methods with all variables having a significant impact on the recognized fair value and being directly or indirectly observable

Level 3: methods using variables that have a significant impact on the recognized fair value, but are not based on observable market data.

The fair values are based on a model in which the main variable is the market rate and in which indications of value from third parties have been processed.

Assets measured at fair value

(amounts x € 1,000)

	December 31, 2014			
	Total	Level 1	Level 2	Level 3
PPP- receivables	2,061	-	-	2,061
Associates	2,950	-	-	2,950
Total	5,011	-	-	5,011

	December 31, 2015 Total	Level 1	Level 2	Level 3
PPP- receivables	2,644	-	-	2,644
Associates	2,950	-	-	2,950
Total	5,594	-	-	5,594

Progress Level 3

(amounts x € 1,000)	2015	2014
PPP-receivables and associates		
Balance as at January 1	5,011	40,025
Disinvestments	-	(33,957)
Loans	450	(455)
Accretion	133	153
Other	-	(755)
Balance as at December 31	5,594	5,011

Liabilities measured at fair value
(amounts x € 1,000)

	December 31, 2014 Total	Level 1	Level 2	Level 3
Interest swaps: liabilities	889	-	889	-
Forward exchange contracts: liabilities	3,997	-	3,997	-
Obligation purchase price	31,061	-	-	31,061
Total	35,947	-	4,886	31,061

	December 31, 2015 Total	Level 1	Level 2	Level 3
Forward exchange contracts: liabilities	1,737	-	1,737	-
Obligation purchase price	32,000	-	32,000	-
Total	34,453	-	34,453	-

NOTES TO THE CONSOLIDATED STATEMENT OF INCOME

18. Segmented information

The distribution of total revenue and profit and the distribution of statement of financial position items on the basis of the core segments of the company are as follows:

In millions of euros	Consultancy & Engineering Services		Rail		Civil		International		Technology & Buildings		Other		Eliminations		Total	
	2015	2014	**2015**	2014	**2015**	2014	**2015**	2014	**2015**	2014	**2015**	2014	**2015**	2014	**2015**	2014
Total revenue (external)	**358.3**	368.9	**764.9**	814.0	**602.8**	501.0	**164.2**	63.5	**372.9**	343.2	**42.5**	46.2			**2,305.6**	2,136.8
Between segments	**12.0**	11.8	**8.9**	11.8	**6.2**	12.8	**1.7**		**3.9**	27.2	**7.5**	7.6	**-40.2**	-71.2		
Depreciation	**6.2**	6.2	**19.8**	19.0	**5.7**	6.4	**0.5**		**2.0**	1.6	**0.2**	0.7			**34.4**	33.9
Amortization	**3.6**	4.1	**5.2**	5.4	**2.0**	2.2	**0.6**		**1.3**	1.2	**2.1**	1.8			**14.8**	14.7
Operating profit	**9.7**	15.5	**24.3**	13.3	**-4.4**	-58.9	**8.6**	1.7	**2.0**	-2.7	**-0.7**	-1.2			**39.5**	-32.3
Finance revenue and costs	**-1.6**	-1.2	**-5.3**	-3.7	**-2.7**	-2.0	**-5.3**	-0.2	**-2.3**	-0.7	**-1.5**	-1.7			**-18.7**	-9.5
Profit form associates	**-0.1**		**0.8**	0.6	**1.5**	2.5	**0.8**	0.3		0.2	**0.4**	0.5			**3.4**	4.1
Taxes	**-1.3**	-3.4	**-3.6**	-2.0	**1.7**	18.4	**-1.5**	-1.7	**-0.6**	0.5	**0.3**	0.8			**-5.0**	12.6
Net profit	**6.7**	10.9	**16.2**	8.2	**-3.9**	-40.0	**2.6**	0.1	**-0.9**	-2.7	**-1.5**	-1.6			**19.2**	-25.1
Total assets	**324.3**	281.6	**631.3**	560.4	**303.9**	227.3	**283.5**	220.8	**218.1**	196.7	**-6.0**	6.8	**-93.8**	-26.3	**1,661.3**	1,467.3
Total financial assets	**15.9**	13.7	**15.8**	11.9	**15.8**	23.9	**5.6**	1.4	**3.2**	9.2	**5.1**	5.5		-1.1	**61.4**	64.5
Total liabilities	**148.1**	118.1	**526.6**	474.9	**272.1**	218.4	**276.9**	224.9	**191.1**	159.8	**97.8**	88.3	**-93.8**	-24.1	**1,418.8**	1,260.3
Total investments	**5.6**	4.8	**11.9**	17.4	**2.2**	5.2	**0.3**	0.1	**0.8**	0.6	**0.2**	0.1			**21.0**	28.2
Employees	**3372**	3528	**3534**	3635	**1303**	1351	**115**	92	**1680**	1627	**183**	266			**10187**	10499

The geographical spread is as follows:

In millions of euros	The Netherlands		Italy		Sweden		Other Europe		US		Colombia		Asia		Middle East		Total	
	2015	2014	**2015**	2014	**2015**	2014	**2015**	2014	**2015**	2014	**2015**	2014	**2015**	2014	**2015**	2014	**2015**	2014
Total revenue	**1,487.5**	1,410.6	**132.7**	123.2	**274.1**	256.0	**153.5**	174.1	**78.9**	69.0	**13.2**	37.4	**2.5**	2.2	**163.2**	64.3	**2,305.6**	2,136.8
Total assets	**843.5**	810.7	**242.8**	223.3	**119.2**	108.7	**146.8**	122.8	**51.5**	44.1	**12.1**	21.6	**3.4**	2.8	**242.0**	133.3	**1,661.3**	1,467.3
Total financial assets	**45.1**	46.9	**2.9**	3.1			**-1.7**	0.8	**15.1**	13.1						0.6	**61.4**	64.5
Total liabilities	**738.7**	743.6	**201.6**	178.5	**65.5**	55.9	**129.0**	110.0	**44.7**	37.4	**8.0**	14.8	**0.4**	0.1	**230.9**	120.0	**1,418.8**	1,260.3
Total investments	**10.0**	13.0	**6.3**	11.1	**0.8**	0.6	**2.4**	2.0	**0.9**	1.2	**0.5**	0.2	**0.1**			0.1	**21.0**	28.2

The fall in total revenue and the fall in profit in the segment Consultancy & Engineering Services is mainly caused by the sharp fall in total revenue and profit in Colombia. This because of the low oil prices on the world market.

The Rail segment recorded a rise in operating profits on 2014. This is primarily down to rising profits on railroad system maintenance and construction in the Netherlands. Apart from this, results also improved in comparison to 2014 because of the integration costs relating to the integration of Balfour Beatty in Sweden that were recognized in 2014. The Group also made provisions for workforce reduction in 2014 (€15 million).

The total revenue and the profit in the segment Civil have improved significantly compared to 2014. This is mainly explained by the additional provisions made in 2014 for the A15 Maasvlakte Vaanplein project (€ 33 million) and the A2 Tunnelling Maastricht project (€ 16 million).

The rise in net revenue and operating profits in the International segment comes mainly on the back of the Riyadh subway project. As a member of the FAST consortium handling this project, the Group is working on three of the six lines of a fully automated and unmanned subway system that is laid out underneath the Saudi capital, Riyadh. The construction phase of these subway lines got underway in 2015.

The uptick in operating profits in the 'Technology and Buildings' segment was driven by growth of revenue from direct labor and projects in the area of systems-related activities and by higher profit margins on direct labor. Profit margins on projects are still under pressure.

According to revenue categories, the breakdown of the total revenue is as follows:

In millions of euros	2015	2014
Projects for third parties	1,733.9	1,642.0
Temporary staff	9.7	11.0
Service maintenance and concessions	492.5	449.3
Revenue from inventory	7.0	8.0
Other	62.5	26.5
Total	2,305.6	2,136.8

19. Other operating income

Other operating income in 2015 of € 1,887,000 relates for € 1,741,000 to the badwill on the acquisition of NS Spooraansluitingen B.V.

Other operating income in 2014 of € 738,000 relates mainly to the transaction result on the sales of Delfluent € 314,000 and the sale of 90% of the interest in ISE € 295,000.

20. Staff costs

	2015	2014
Wages and salaries	510,391	517,981
Social security contributions	92,849	99,834
Defined contribution plans	38,799	38,957
Defined benefit plans	4,786	2,915
Temporary agency staff	49,038	51,040
Other staff costs	89,206	89,747
Total	785,069	800,474

The decrease of wages and salaries and social expenses is explained by the reduction in the number of employees.

Some of the Group companies also have defined benefit plans (see note 12).

The lease payments for passenger cars, included under other staff costs, were € 43.2 million (2014: € 46.3 million).

At December 31, 2015, the number of employees in the Group, expressed in full-time equivalents, was 9878 (2014: 10173). The breakdown is as follows:

	2015	2014
The Netherlands	6222	6425
Other Europe	2843	2389
US	415	462
Colombia	250	762
Asia	148	135
Total	9878	10173

21. Related parties

Sanderink Investments B.V. with its associates is identified as a related party. Sanderink Investments B.V. with its 95.70% stake in Oranjewoud N.V. is the ultimate holding company of the company. The related parties of the Group consist of the associates, the directors and other related parties. For a list of the subsidiaries see note 37.

Purchases from related parties were made at normal market prices and concern IT related purchases in "the normal course of business" of both Oranjewoud and other companies belonging to the Group. The total amount of these purchases amounted to € 3.0 million (2014: € 3.9 million). As of the year end, we have the following outstanding receivables and liabilities due to transactions with Sanderink Investments B.V.: receivables € 149,000 (2014: € 79,000) and liabilities € 961,000 (2014: € 1,666,000).

Balances outstanding at year-end are not covered by collateral security, carry no interest and are settled in cash. Current account balances with foreign related entities carry interest, with a limited divergence from the current variable market rate of interest. No guarantees have been issued nor received for the amounts payable to or receivable from related parties.

In addition, there is a subordinated loan of Sanderink Investment B.V. of € 10 million (2014: € 0). See also note 14 “Subordinated loans”.

Board of Directors

In 2015, the membership of the Board of Directors consists of Mr G.P. Sanderink and Mr P.G. Pijper. The remuneration provided by the company for the financial year, consisting of fixed and variable remuneration, as well as pension expenses, for directors (also key decision-makers in the Group) came to € 310,821 (2014: € 287,407).

The remuneration of Mr. P.G. Pijper is as follows. The fixed salary including holiday allowance, fixed year end bonus and reimbursements amounts to € 232,525 (2014: € 229,440) on an annual basis. The variable remuneration (exclusive one time bonuses), based on agreed upon criteria per financial year, is no more than 35% of the annual salary. Besides this the employer pays a pension contribution of 8.0% (2014: 9.0%) of the pension giving salary. Once a year, at June 30, the remuneration may be adjusted.

	Year	Salary	Bonus [1)]	Pension
G.P. Sanderink	2015	-	-	-
	2014	-	-	-
P.G. Pijper	2015	232,525	71,400	6,896
	2014	229,440	40,000	17,967

[1)] The bonus is based on agreed criteria by calendar year.

The bonus 2015 of € 71,400 is the maximum amount. The actual amount is determined after the General Meeting.

No loans, advances or related guarantees have been issued to the management.

Supervisory Board
The remuneration for the members of the Supervisory Board, consisting only of fixed remuneration, is € 94,500 (2014: € 94,500).

	2015	2014
H.G.B. Spenkelink	37,500	37,500
J.P.F. van Zeeland	28,500	28,500
W.G.B. te Kamp	28,500	28,500

22. Other operating expenses

	2015	2014
Facility expenses	37,901	39,805
Office expenses	12,478	14,085
Selling expenses	7,002	6,833
Other expenses	129,486	136,128
Total	186,867	196,851

The lease payments for company cars, included under other expenses, amount to € 20.0 million (2014: € 29.1 million). The rental costs, included in facility costs, amount to approximately € 27.1 million (2014: € 26.7 million). The rental costs mainly relate to leases of office buildings. Leases are entered into for an average of 5 to 10 years, generally with renewal options. The future lease obligations are specified in the "Liabilities not included in the statement of financial position" (note 16).

In 2015, a total of € 1.9 million was granted (2014: € 3.2 million). These grants are deducted from the costs of which the grant relates to. The costs for 'research and development' (excluding training costs) amounted to € 0.9 million in 2015 (2014: € 0.5 million).

23. Finance revenue and costs

		2015	2014
Finance revenue:	Interest income	5,536	2,544
	Accretion financial non-current assets	133	153
	Result on investments	181	-
	Subtotal	5,850	2,697
Finance costs:	Interest expense for bank debt and affiliated companies	(16,773)	(11,203)
	Exchange losses	(1,211)	(1,035)
	Change in derivatives	(2,319)	-
	Results forward exchange contracts	(4,214)	-
	Subtotal	(24,517)	(12,238)
	Total finance revenue and costs	(18,667)	(9,541)

In comparison to 2014, the negative balance of financial income and expenditure was pushed down by a further €9.1 million, due mainly to a €4.2-million loss on forward exchange contracts in 2015. This loss relates to contracts for the Riyadh subway project that were entered into in 2014 and settled in 2015, and was caused by the euro's sharp fall against the U.S. dollar over the past two years. Losses caused by the dwindling euro are offset by a positive EBITDA result as U.S.-dollar cash flows from Riyadh resulted in more euros.

The €2.3-million drop in the value of derivatives is the result of the sale of Kromhout PPP.

On top of that, a commission was paid for refinancing arrangements in 2015. This commission will be paid out of profits over the term of the financing.

In 2015 interest has been activated to the amount of € 0.1 million (2014: € 0.2 million) in work in progress, see also note 9.

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24. Income Tax

The main components of the corporate income tax expense for 2015 and 2014 were:

Consolidated statement of income	2015	2014
Current corporate income tax		
Corporate income tax payable on profit for the year	10,817	11,025
Adjustment tax expense previous years	(325)	782
Deferred corporate income tax		
Relating to acquisition of associates concerning intangible assets and property, plant and equipment	(1,700)	(4,691)
Relating to valuation of carry-forward losses	(2,566)	(15,209)
Relating to other temporary differences	(1,253)	(4,469)
Corporate income tax presented in the statement of income	4,973	(12,562)

The reconciliation between the nominal and the effective tax rate is as follows:	2015	%	2014	%
Profit before tax	24,217		(37,711)	
Nominal corporate income tax	6,054	25.0	(9,428)	25.0
Effect adjustment tax expense previous years	(325)	(1.3)	782	(2.1)
Participation exemption	(1,352)	(5.6)	(1,366)	3.6
Effect of foreign group companies	(188)	(0.8)	1,079	(2.9)
Impairment goodwill	250	1.0	-	-
(Not) compensable losses	165	0.7	(3,512)	9.3
Other	369	1.5	(118)	0.3
Total	4,973	20.5	(12,562)	33.3

The effective tax rate in 2015 differs from what can be expected on the basis of the nominal rate. In particular the effect of participation exemption increase the effective rate.

The effective tax rate in 2014 differs from what can be expected on the basis of the nominal rate. In particular the effect of not compensable losses increase the effective rate.

25. Cash flow statement

In the cash flow statement the changes without a cash flow have been made visible separately as a part of the operatonal cash flow. Besides that the interest receved, the interest paid and the income tax paid has been stated separately.

The total cash flow in 2015 is € 56.5 million positive (2014: € 17.0 million positive). The operational cash flow in 2015 is € 67.0 million positive (2014: € 56.6 positive).

Acquisition of associates of € 1.8 million concerns mainly the remaining payment related to the expansion of the interest in Costruzioni Linee Ferroviarie S.p.A. and the acquisition of Shortline, which has led to a positive cash flow of € 3.8 million.

Acquisition of associates in 2014 of € 2.7 million cash-in concerns the remaining (earn-out) payments related to the acquisitions of Géo-Hyd SARL and Costruzione Linee Ferroviarie S.p.A. as well as the net payments related to the acquisitions of Balfour Beatty Rail Scandinavia and Siebens Spoorbouw. The net payment related to Balfour Beatty Rail Scandinavia was negative because of the net cash in the business combination.

26. Subsequent events

Oranjewoud N.V. subsidiary Strukton Rail is set to increase its shareholding in Italian railroad construction company Costruzioni Linee Ferroviarie (CLF) to 100%. Strukton Rail has been a CLF shareholder since 1998, and had previously increased its stake from 40% to 60% in 2013 by acquiring the shares of fellow shareholder Unieco. As part of this deal, a put option was agreed for Unieco. Unieco exercised the put option, making Strukton Rail the 100% owner of CLF.

Oranjewoud N.V. subsidiary Strukton Rail acquired a 50% stake in Dual Inventive Holding. The agreement sealing this acquisition was signed on February 4, 2016. Since January 1, 2016 Strukton Rail is 50% shareholder of Dual Inventive Holding. Dual Inventive has 21 employees and a total revenue of € 4.5 million.

27. Services rendered for concessions and PPP

Oranjewoud Group companies participate at year-end 2015 in a set of seven Special Purpose Companies for PPP-concession projects. These companies have closed a concession agreement for provision of services. All agreements are based on a Public Private Partnership. These contracts are of a type known as DBFM(O) (Design, Build, Finance, Maintain and Operate). The companies over which the Group can (collectively) exercise decision-making authority have been consolidated (proportionally). If the Group does not have collective decision-making authority, then the company is accounted for as a participation or investment.

The following applies for all concession agreements:

- the concession payments depend on the availability of the installation or accommodation;
- insofar as the payment is for provision of (support) services, it is accounted for in proportion to the services provided;
- the concession agreement contains indexation provisions and certain aspects can be adjusted on the basis of a benchmark;
- the Group itself is not the owner of the installation or accommodation;
- the volatility of the revenue and earnings is limited;
- the concession agreement does not include an option for extension.

Water treatment

The Group held till July 31, 2014 a 2% stake in Delfluent B.V. The concession agreement was a DBFMO contract for construction, maintenance and management of a waste water treatment system (Harnaschpolder) for the Haaglanden region. The concession started in 2003 and runs until 2033. At July 31, 2014 the full interest is sold to DIF Infra 3 Finance B.V.

Schoolbuildings

The Group holds a 9% (2014: 9%) stake in Talentgroep Montaigne B.V. The concession agreement is a DBFMO contract for construction, maintenance and management of a school building for the Montaigne Lyceum high school in The Hague. The concession started in 2004 and runs until 2034.

The Group held till July 30, 2014 a 100% stake in SPC ISE B.V. The concession agreement is a DBFMO contract for construction, maintenance and management of a school building for the International School Eindhoven. The concession started in 2011 and runs until 2043. At July 30, 2014 90% of the interest in SPC ISE B.V. is sold to DIF Infra 3 Finance B.V.

Public buildings

The Group held till July 30, 2014 a 1% stake in Safire B.V. The concession agreement was a DBFMO contract for construction, maintenance and management of the Ministry of Finance in The Hague. The concession started in 2006 and runs until 2033. At July 30, 2014 the full interest is sold to DIF Infrastructure Capital Holdings (Netherlands) Sàrl.

The Group holds a 6% (2014: 6%) stake in Duo2 B.V. The concession agreement is a DBFMO contract for construction, maintenance and management of the shared accommodations of the Education Executive Agency (Dienst Uitvoering Onderwijs) and the Tax Administration (Belastingdienst) in Groningen. The concession started in 2008 and runs until 2031.

The Group held till September 30, 2015 a 6% (2014: 6%) stake in Komfort B.V. The concession agreement is a DBFMO contract for construction, maintenance and management of the Kromhout Barracks in Utrecht. The concession started in 2008 and runs until 2035. At September 30, 2015 the full interest is sold to DIF Infra 3 Finance B.V.
The Group holds a 50% (2014: 50%) stake in Strukton Hurks Heijmans Holding B.V. The concession agreement is a DBFMO contract for construction, maintenance and management of the new accommodations of the National Institute for Public Health and Environment (Rijksinstituut voor Volksgezondheid en Milieu (RIVM)) and the Medicines Evaluation Board (College ter Beoordeling van Geneesmiddelen (CBG)) at the Utrecht Science Park. The concession started in 2014 and runs until 2043.
The Group holds since July 2015 a 80% stake in consortium R-creators Holding B.V. The concession agreement is a DBFMO contract for the redevelopment of the national office the Knoop. The project involves the combination of partial demolition, renovation and extension on the site of the former Knoopbarracks for the realization of a combined office and meeting centre of approximately 30.000 m^2 gross floor area for the National Government. The realization will start in the spring of 2016 and the national office will be put to use at the beginning of 2018. Then will start a maintenance and operation period of 20 years.

Infrastructure
The Group holds a 4.8% (2014: 4.8%) stake in A-Lanes A15 B.V. The concession agreement is a DBFM contract for construction and maintenance of sustainable infrastructure solutions which will ensure maximum traffic flow and safety on the A15 Maasvlakte - Vaanplein route, both during and after the works. The concession started in 2010 and runs until 2035.

The special purpose companies in question were financed with non-recourse loans. Repayment and interest guarantees were not issued by the Group. At 2015 year-end, the PPP-projects had a backlog of € 447.7 million (2014: € 314.5 million).

SEPARATE STATEMENT OF FINANCIAL POSITION AT DECEMBER 31st

before proposed profit appropriation (in thousands of euros)

	2015		2014	
Non-current assets				
Intangible assets (28)	**16,719**		16,719	
Associates and receivables from associates (29)	**336,267**		296,732	
Other financial fixed assets (30)	**15,750**		1,000	
Deferred tax assets	**47**		42	
		368,783		314,493
Current assets				
Receivables (31)	**9**		-	
		9		-
Total assets		**368,792**		314,493
Equity				
Issued capital	**5,873**		5,688	
Share premium	**183,310**		173,495	
Translation differences reserve	**(2,684)**		(304)	
Legal reserve	**8,460**		893	
Hedge reserve	**(2,001)**		(6,021)	
Actuarial reserve	**(5,660)**		(11,577)	
Retained earnings	**36,760**		71,265	
Undistributed profit	**18,088**		(26,938)	
Total equity (32)		**242,146**		206,501
Provisions (29)		**112**		112
Non-current liabilities				
Subordinated loans (14)	**10,000**		-	
Non-current liabilities (14)	**49,289**		50,155	
Total non-current liabilities		**59,289**		50,155
Current liabilities (33)		**67,245**		57,725
Total equity and liabilities		**368,792**		314,493

SEPARATE STATEMENT OF INCOME
(in thousands of euros)

	2015	2014
Profit from associates after taxes	**16,338**	(28,574)
Other income/(expenses)	**1,750**	1,636
Profit after taxes	**18,088**	(26,938)

NOTES TO THE SEPARATE STATEMENT OF FINANCIAL POSITION

Accounting policies

The separate financial statements have been prepared in accordance with Part 9 of Book 2 of the Dutch Civil Code. In accordance with Section 362 (8) of Book 2 of the Code, the accounting policies applied are consistent with the accounting policies applied by Oranjewoud N.V. in the consolidated financial statements, with the exception of the accounting policy concerning associates. For the accounting policies see the notes to the consolidated financial statements. An abridged separate statement of income of Oranjewoud N.V. is presented in accordance with Section 402 of Part 9 of Book 2 of the Dutch Civil Code.

Associates

Subsidiaries included in the consolidation (please refer to Consolidated equity interests and associates in note 37) are accounted for using the equity method pursuant to Section 362 (8) of Book 2 of the Code, with equity and profit of the subsidiaries being determined in accordance with the accounting policies of Oranjewoud N.V.

Associates with a negative net asset value are valued at zero. If the company fully or partly guarantees the debts of the associate concerned, a provision is formed primarily against the receivables from this associate and then in the other provisions for the share in the losses incurred by the associate, or the expected obligations at the company on behalf of these associates.

28. Intangible assets	Goodwill
Carrying amount at January 1, 2014	16,719
Amortization	-
Carrying amount at December 31, 2014	16,719
Balance at December 31, 2014:	
Accumulated cost	16,719
Amortization	-
Carrying amount	16,719
Carrying amount at January 1, 2015	16,719
Amortization	-
Carrying amount at December 31, 2015	16,719
Balance at December 31, 2015:	
Accumulated cost	16,719
Amortization	-
Carrying amount	16,719

29. Associates and receivables from associates	Associates	Receivables	Provisions	Total
Balance of receivables at January 1, 2014	279,138	76,699	112	355,949
Balance of provisions at January 1, 2014	-	-	(112)	(112)
Position at January 1, 2014	279,138	76,699	-	355,837
Change in actuarial reserve	(7,812)	-	-	(7,812)
Capital reduction	(20,000)	-	-	(20,000)
Translation differences	(3,085)	-	-	(3,085)
Reported profit	(28,574)	-	-	(28,574)
Increase in receivables	-	254	-	254
Position at December 31, 2014	219,667	76,953	-	296,620
Balance at December 31, 2014	219,667	76,953	112	296,732
Balance of provisions at December 31, 2014	-	-	(112)	(112)
Position at December 31, 2014	219,667	76,953	-	296,620
Balance of receivables at January 1, 2015	219,667	76,953	112	296,732
Balance of provisions at January 1, 2015	-	-	(112)	(112)
Position at January 1, 2015	219,667	76,953	-	296,620
Capital funding	10,000	-	-	10,000
Change in actuarial reserve	5,917	-	-	5,917
Translation differences	3,843	-	-	3,843
Reported profit	16,338	-	-	16,338
Increase in receivables	-	3,437	-	3,437
Position at December 31, 2015	255,765	80,390	-	336,155
Balance at December 31, 2015	255,765	80,390	112	336,267
Balance of provisions at December 31, 2015	-	-	(112)	(112)
Position at December 31, 2015	255,765	80,390	-	336,155

The receivables from associates were influenced in particular by the distribution of dividend, the set-off in current account of the corporate income tax within the tax group and by the issue of loans by Oranjewoud N.V.

30. Other financial fixed assets

The other financial fixed assets include the provided subordinated loan to Strukton Groep of €15 million (2014: € 0). The interest on the subordinated loan to Strukton Groep is 5% per year. The duration is till January 1, 2018.

In addition, this item includes a loan to Sanderink Holding B.V. of € 0.75 million (2014: € 1.0 million). Interest 3.5% per year. Repayment per June 30, 2016, December 31, 2016 and June 30, 2017 anytime € 0.25 million.

31. Receivables

	2015	2014
Other receivables	9	-
Total	9	-

Other receivables have a remaining term to maturity of less than one year.

32. Equity	Issued share capital	Share premium	Translation differences reserve	Legal reserve	Hedge-reserve	Actuarial reserve	Retained earnings	Profit for the financial year	Total
Balance at January 1, 2014	5,688	173,495	1,101	758	(1,883)	(3,765)	84,693	(13,293)	246,794
Dividend payment for 2013	-	-	-	-	-	-	-	-	-
Retained earnings for 2013	-	-	-	-	-	-	(13,293)	13,293	-
Unrealized results	-	-	(1,405)	135	(4,138)	(7,812)	(135)	-	(13,355)
Add: profit for the financial year	-	-	-	-	-	-	-	(26,938)	(26,938)
Balance at January 1, 2015	5,688	173,495	(304)	893	(6,021)	(11,577)	71,265	(26,938)	206,501
Issue of shares	185	9,815	-	-	-	-	-	-	10,000
Dividend payment for 2014	-	-	-	-	-	-	-	-	-
Retained earnings for 2014	-	-	-	-	-	-	(26,938)	26,938	-
Unrealized results	-	-	(2,380)	7,567	4,020	5,917	(7,567)	-	7,557
Add: profit for the financial year	-	-	-	-	-	-	-	18,088	18,088
Balance at December 31, 2015	5,873	183,310	(2,684)	8,460	(2,001)	(5,660)	36,760	18,088	242,146

The authorised share capital at December 31, 2015 amounted to € 10,000,000 consisting of 100,000,000 A and B shares of € 0.10 each. The issued and fully paid-up share capital amounted to 58,733,435 shares of € 0.10 each. The issued capital at December 31, 2015 consisted of € 2,955,307 in A shares and € 2,918,037 in B shares (December 31, 2014: € 2,955,307 in A shares and € 2,732,508 in B shares). Unlike for A shares, no listing was requested for B shares. There is no difference in terms of control between the A shares and B shares.

On March 6, 2015, Oranjewoud N.V. increased its shareholders' equity through a private share issue of 1,855,288 B shares. These shares were issued to Sanderink Investments B.V. The issue price is €5.39 per share. This share issue generated €10 million. These B shares will not be listed.

The translation difference reserve contains all currency exchange rate differences arising due to conversion of the Group's net investment in foreign subsidiaries with a currency other than the functional currency.

The legal reserve subsidiaries concerns not free distributable profits and reserves of joint ventures.

The hedge reserve consists of the cumulative change in fair value of hedge instruments when the hedged transactions have not yet been carried out or the hedge position has not yet ended.

The actuarial reserve consists of the cumulative change in fair value of pension liabilities as a result of changes in actuarial assumptions.

The Articles of Association of the company provide that issues of shares take place pursuant to a decision of the Management. The company may acquire fully paid-up shares in its own capital, but only for no consideration. Acquisition other than for no consideration can only take place if the general meeting has authorised the Management accordingly. The translation differences reserve and the actuarial reserve are not freely distributable. Other reserves consist of the balance of accumulated losses and retained earnings.

33. Current liabilities

	2015	2014
Amounts owed to credit institutions	63,161	53,653
Repayment obligations	3,073	3,073
Amounts owed to suppliers and trade payables	-	21
Other liabilities	1,011	978
Total	67,245	57,725

The current liabilities have a remaining term to maturity of less than one year.

Oranjewoud N.V. and its Group companies established in the Netherlands are jointly and severally liable for the credit facility. The borrowers have undertaken not to encumber their assets with security without the lender's advance consent.

The amounts owed to credit institutions are further explained in note 10. For an explanation on the repayment obligations see note 14. This concerns the Term loan and the mortgage loan on building Oosterhout.

34. Liabilities not included in the statement of financial position
All Dutch wholly-owned associates, which are not a part of the Strukton Groep, are part of the tax group for corporate income tax purposes of Oranjewoud N.V. Consequently, the aforesaid companies are jointly and severally liable for corporate income tax liabilities of Oranjewoud N.V. and the companies forming part of this tax group.

Within the tax group the corporate income tax will be settled in current account.

As of October 29, 2010 Strukton Groep N.V. is forming a new taxable unit with the majority of its 100% domestic subsidiaries.

NOTES TO THE SEPARATE STATEMENT OF INCOME

35. Remuneration

For details of the remuneration of the Board of Directors and the Supervisory Board as referred to in Section 383 (1) of Book 2 of the Dutch Civil Code, see note 21 to the consolidated statement of income.

36. Audit fees

The audit firm's fees can be broken down as follows:

	2015 PwC The Netherlands	2015 PwC Network	2015 PwC Total
Audit of the financial statements	810	474	1,284
Other assurance services	35	5	40
Total PwC Assurance	845	479	1,324
Tax advice	206	44	250
Other non assurance services	-	-	-
Total PwC tax/other	206	44	250
Total	1,051	523	1,574

The audit firm's fees have been disclosed in accordance with Section 382a of Part 9 of Book 2 of the Dutch Civil Code.

37. Consolidated interests and associates

The consolidated subsidiaries and the equity interest percentages are:	Equity interest (%) 2015	2014
Oranjewoud N.V., Gouda	100	100
Antea Nederland B.V., Heerenveen	100	100
Croonen B.V., Rosmalen	100	100
Oranjewoud Beheer B.V., Heerenveen	100	100
Ingenieursbureau Oranjewoud III B.V., Heerenveen	100	100
Oranjewoud International B.V., Heerenveen	100	100
Antea Inspection B.V., Heerenveen	100	100
HMVT B.V., Rotterdam	100	100
Hazelaar/HMVT Milieutechniek B.V., Coevorden	100	100
Inogen Design en Management B.V., Capelle aan den IJssel	100	100
WeGroSport N.V., Antwerp (Belgium)	100	100
WeGroSan/HMVT B.V.B.A., Antwerp (Belgium)	100	100
Antea Belgium N.V., Antwerpen (Belgium)	100	100
Antea Group N.V., Gouda	100	100
Inogen Global Holding Inc., Delaware (USA)	100	100
Antea USA Inc., St. Paul (USA)	100	100
Antea France SNC, Barenton Bugny (France)	100	100
Antea France SAS, Orléans (France)	100	100
Géo-Hyd SARL, Olivet (France)	100	100
Antea Burkina Faso, Ouagadougou (Burkina Faso)	100	100
Groupe IRH Environnement SAS, Gennevilliers (France)	100	-
ICF Environnement SAS, Gennevilliers (France)	100	-
IRH Ingenieur Conseil SAS, Gennevilliers (France)	100	-
Sorange SAS, Barenton Bugny (France)	100	100
Antea Colombia SAS, Bogota (Colombia)	100	100
Unihorn India Pvt. Ltd, New Delhi, India	100	100
Oranjewoud Realisatie Holding B.V., Gouda	100	100
Antea Realisatie B.V., Oosterhout	100	100
Van der Heide Beheer B.V., Kollum #	100	100
Van der Heide Bliksembeveiliging B.V., Kollum #	100	100
Van der Heide Bliksembeveiliging Inspecties B.V., Kollum #	100	100
Van der Heide Opleidingen & Inspecties B.V., Kollum #	100	100
Van der Heide Cathodic Protection & Corrosion Engineering B.V., Kollum #	100	100
Instituut voor Technische Vakexamens B.V., Kollum #	100	100
Waterrijk Infra Boskoop B.V., Oosterhout	100	100
Gebrüder Becker GmbH, Taunusstein-Hahn (Germany)	100	100
Oranjewoud Sportanlagen GmbH, Taunusstein-Hahn (Germany)	-	100
Oranjewoud Detachering Holding B.V., Gouda	100	100
TecQ B.V., Capelle aan den IJssel	100	100
InterStep B.V., Utrecht ***	100	100
InterStep-des Corps B.V., Den Haag ***	-	100
InterStep Projects B.V., Utrecht	100	-
InterStep Professionals B.V., Utrecht	100	-
Nexes Services B.V., Utrecht	100	100
Ingenieursbureau Oranjewoud II B.V., Gouda	100	100
Centric Information Engineering Gouda B.V., Gouda	100	100
Oranjewoud Holding B.V., Gouda	100	100

	Equity interest (%) 2015	2014
KSI Software Solutions B.V., IJsselstein	100	100
KSI Interactive B.V., IJsselstein	100	100
Delphi Data B.V., Gouda	100	100
Multihouse TSI B.V., Gouda	100	100
Minihouse International B.V., Gouda	100	100
ASAC Belgium N.V., Brussel (Belgium)	100	100
Strukton Groep N.V., Utrecht	100	100
Strukton Rail B.V., Utrecht	100	100
Strukton Rail Nederland B.V., Utrecht *	100	100
Strukton Rail Shortline B.V., Utrecht	100	-
Strukton Rolling Stock B.V., Utrecht	100	100
Strukton Embedded Solutions B.V. (v/h Centric TSolve), Utrecht	100	100
Strukton M&E B.V., Maarssen *	100	100
Strukton Systems B.V., Utrecht	100	100
Ecorail B.V., Den Haag *	100	100
Strukton Rail Equipment B.V., Den Bosch *	100	100
Strukton Rail Consult B.V., Utrecht *	100	100
Strukton Rail Projects B.V., Utrecht	100	100
Strukton Railinfra Projecten B.V., Maarssen *	100	100
Strukton Rail Australia PTY Ltd., Perth (Australia)	100	100
Strukton Rail International B.V., Utrecht *	100	100
Nova Gleisbau AG, Zürich (Switzerland)	100	100
Strukton Rail N.V., Merelbeke (Belgium)	100	100
Siebens Spoorbouw B.V.B.A., Wilrijk (Belgium)	100	100
Strukton Railinfra AB, Stockholm (Sweden)	100	100
Strukton Rail AB, Stockholm (Sweden)	100	100
Strukton Railinfra Nordic AB, Stockholm (Sweden)	100	100
Strukton Rail Västeras AB, Västeras (Sweden)	100	100
Strukton Rail Danmark A/S, Kopenhagen (Denmark)	100	100
SR Kraft AS, Voyenenga (Norway)	100	100
Strukton Rail AS (i.l.), Oslo (Norway) **	-	100
Strukton Rail Holding A/S, Kopenhagen (Denmark)	100	100
Strukton Rail A/S, Kopenhagen (Denmark)	100	100
Strukton Railinfra GmbH, Kassel (Germany)	-	100
Strukton Rail GmbH & Co KG, Kassel (Germany)	-	100
Strukton Rail Verwaltungsgesellschaft mbH, Kassel (Germany)	-	100
Strukton Systems Verwaltungs GmbH, Kassel (Germany)	-	100
Strukton Systems GmbH & Ko. KG, Kassel (Germany)	-	100
THV Noordzuidlijn, Merelbeke (Belgium)	100	-
Strukton Civiel B.V., Utrecht	100	100
Strukton Civiel Projecten B.V., Utrecht	100	100
Grondbank Nederland B.V., Utrecht	100	100
Grondbank Stadskanaal B.V., Utrecht	100	100
Grind & Ballast Recycling Nederland B.V., Utrecht	100	100
Strukton Asset Management Civiel B.V., Utrecht	100	100
Terracon Molhoek Beheer B.V. (v/h Colijn Beheer B.V.), Nieuwendijk	100	100
Colijn Aannemersbedrijf B.V., Nieuwendijk	100	100
Tensa B.V., Nieuwendijk	100	100
Terracon Funderingstechniek B.V., Nieuwendijk	100	100
Terracon International B.V., Nieuwendijk	100	100
Terracon Spezialtiefbau GmbH, Berlijn (Germany)	100	100
Molhoek Aannemingsbedrijf B.V., Nieuwendijk	100	100
Strukton Industriebouw B.V., Utrecht	100	100

	Equity interest (%) 2015	2014
Strukton Engineering B.V., Utrecht	100	100
Strukton Infratechnieken B.V., Utrecht	100	100
Strukton Microtunneling B.V., Maarssen	100	100
Canor Benelux B.V., Utrecht	100	100
Reanco Benelux B.V., Utrecht	100	100
Strukton Prefab Beton B.V., Maarssen	100	100
Strukton Verkeerstechnieken B.V., Utrecht	100	100
Adpa Holding B.V., Deventer	100	100
Repa Infra B.V., Deventer	100	100
Reef Beheer B.V., Oldenzaal	100	100
Reef Infra B.V., Oldenzaal	100	100
Reef Milieu B.V., Oldenzaal	100	100
Reef Infra Netwerkbouw B.V., Oldenzaal	100	100
Reef GmbH, Gronau (Germany)	100	100
Ooms Civiel B.V., Scharwoude	100	100
Ooms Construction B.V., Scharwoude	100	100
Ooms Materieel B.V., Scharwoude	100	100
Ooms Transport B.V., Scharwoude	100	100
Ooms Producten B.V., Scharwoude	100	100
Unihorn B.V., Avenhorn	100	100
Unihorn Astana, Astana (Kazachstan) **	100	100
Strukton Milieutechniek B.V., Utrecht	100	100
Strukton Civiel Zuid B.V. (v/h Rasenberg Infra B.V.), Utrecht	100	100
Rasenberg Infra B.V. (v/h Rasenberg Wegenbouw B.V.), Breda	100	100
Reanco B.V., Breda	100	100
Rasenberg Verkeer & Mobiliteit B.V., Breda	100	100
Recycling & Overslag Breda B.V., Breda	100	100
Van Rens B.V., Horst	100	100
Mergor v.o.f., Maarssen	100	100
Strukton Civiel Projecten - Reef Infra v.o.f., Oldenzaal	100	100
Combinatie Reef - Colijn v.o.f. (ROR), Oldenzaal	100	100
Combinatie Strukton Infratechnieken - Colijn - Reef v.o.f., Utrecht	100	100
CMS Bouwkuipen v.o.f., Werkendam	100	100
Bouwcombinatie Strukton – Rasenberg – Ooms v.o.f., Utrecht	100	100
Colijn – Rasenberg v.o.f., Breda	100	100
RACO A59 v.o.f., Breda	100	100
Avenue2 Infra v.o.f., Nieuwegein	100	50
Meppelerdiepsluis v.o.f., Utrecht	100	100
Combinatie Strukton Zaanstad CSZ v.o.f., Utrecht	100	100
Combinatie Strukton Damsterdiep v.o.f., Oldenzaal	100	100
Duo^2 v.o.f., Maarssen	100	100
Strukton Bouw B.V., Utrecht	100	100
Strukton Bouw & Onderhoud B.V., Maarssen	100	100
Strukton Avenue2 Onroerend Goed B.V., Utrecht	-	100
Strukton Groene Loper B.V., Utrecht	-	100
Strukton Heerderweg B.V., Utrecht	-	100
Strukton Van Straten B.V., Eindhoven	100	100
Strukton Projectontwikkeling B.V., Utrecht	100	100
Strukton Gamma B.V., Maarssen	100	100
Strukton Delta B.V., Maarssen	100	100
C.V. Voorstadslaan, Utrecht	100	100
La Mondiale N.V., Kortrijk (Belgium)	100	100
BC Verkerk - Strukton v.o.f., Utrecht	-	100
Bouwcombinatie ISE Bouw v.o.f., Eindhoven	-	100

	Equity interest (%) 2015	2014
Bouwcombinatie Eureka v.o.f., Utrecht	100	100
Strukton CSNS v.o.f., Utrecht	100	100
Strukton Services B.V., Utrecht	100	100
Strukton WorkSphere B.V., Utrecht	100	100
WorkSphere Beheer B.V., Utrecht	100	100
Strukton WorkSphere Belgium B.V.B.A., Tongeren (Belgium)	100	100
Strukton WorkSphere Bouw B.V., Utrecht	100	100
Strukton Integrale Projecten B.V., Maarssen *	100	100
Strukton Finance ESCo's Holding B.V., Utrecht	100	100
RGG cluster zwembaden ESCo Invest B.V., Utrecht	100	100
RGG KPP Esso Invest B.V., Utrecht	100	-
Strukton Finance Holding Belgium N.V., Merelbeke (Belgium)	-	100
Strukton Assets B.V., Utrecht	100	100
Strukton Management B.V., Utrecht *	100	100
Strukton Vastgoedbeheer en Facility Management B.V., Utrecht	100	100
Servica B.V., Utrecht	100	100
Servica Advies B.V., De Meern	100	100
Strukton Materieel B.V., Maarssen *	100	100
Strukton Vuka B.V., Maarssen	100	100
Strukton Elschot B.V., Maarssen	100	100
Strukton International B.V., Utrecht	100	100
Strukton International Denmark A/S, Kopenhagen (Denmark)	100	-
Strukton Immersion Projects B.V., Utrecht	100	100
Strukton Specialistische Technieken B.V., Utrecht	100	100
Onderwatertechniek Nederland B.V., Utrecht	100	100
Ooms PMB B.V., Scharwoude	100	100
Strukton International Railpersoneel B.V., Utrecht	100	-
Strukton International Belgium N.V., Merelbeke (Belgium)	100	-
Integral consolidation with minority interests include the following:		
J&E Sports B.V., Oss	85	85
Inogen Environmental Alliance Inc. (USA)	73	73
Uniferr S.r.l., Reggio Emilia (Italy)	60	60
Construzioni Linee Ferroviari S.p.A., Bologna (Italy)	60	60
S.I.F. EL S.p.A., Spigno Monferrato (Italy)	60	60
Fimont S.r.l., Spigno Monferrato (Italy)	37.2	37.2
Ar.Fer S.r.l., Alessandria (Italy)	60	60
Sviluppo 2010 S.r.l., Bologna (Italy)	60	60
Techno Engineering System S.r.l., Bologna (Italy)	60	60
CLF Albanie SHPK, Tirane (Albany)	60	60
Construzioni Linee Ferroviari CLF C.A., Caracas (Venezuela)	60	60
Frejus s.c.r., Bologna (Italy)	16.79	16.79
The following entities have been treated as a joint operation:		
NV Sint-Michiels-Warande, Brussel (Belgium) **	65	65
Sitec Consorzio Stabile ferr., Bologna (Italy)	28.5	28.5
MT Piling B.V., Harmelen	50	50
Microtunneling Equipment Exploitatie B.V., Maarssen	50	50
Exploitatiemaatschappij A-Lanes A15 B.V., Nieuwegein	33 1/3	33 1/3
Grondontwikkeling Beilen B.V., Amsterdam	50	50
La Linea Leiden C.V., Rotterdam	50	50
ISE Exploitatie B.V., Eindhoven	34	34

	Equity interest (%) 2015	2014
Not consolidated are the following entities:		
Edel Grass B.V., Genemuiden	50	50
HMVTRS B.V., Ede	50	50
Reym-HMVT B.V., Ede	50	50
Angelbrasil Geologia e Meio Ambiente, Sao Paulo (Brasil)	46.94	-
Aanlegkunstgrasvelden.nl B.V., Oss	18.7	18.7
Tubex B.V., Oostburg	50	50
Voestalpine Railpro B.V., Hilversum	10	10
Profin B.V.B.A., Gent (Belgium)	50	50
Strukton Finance Holding B.V., Maarssen	12	10
Strukton Finance B.V., Maarssen	-	10
TalentGroep Montaigne Holding B.V., Rotterdam	9	9
TalentGroep Montaigne B.V., Rotterdam	9	9
ISE Holding B.V., Utrecht	10	10
SPC ISE B.V., Eindhoven	10	10
Duo^2 Holding B.V., Utrecht	6	6
Duo^2 B.V., Utrecht	6	6
Komfort Holding B.V., Nieuwegein	-	6
Komfort B.V., Nieuwegein	-	6
A-Lanes A15 Holding B.V., Nieuwegein	4.8	4.8
A-Lanes A15 B.V., Nieuwegein	4.8	4.8
A1 Electronics Netherlands B.V., Almelo	50	50
Buca Electronics B.V., Almelo	50	50
Eurailscout Inspection & Analysis B.V., Utrecht	50	50
Eurailscout France SAS, Parijs (France)	48.7	48.7
Eurailscout Italy S.r.l., Bologna (Italy)	50	-
New Sorema Ferroviaria S.p.A., Brescia (Italy)	30	30
Erdmann Software GmbH, Görlitz (Germany)	25	25
BAG B.V., Maastricht	20	20
Nederlands Wegen Markeerbedrijf B.V., Oosterwolde	25	25
Nebeco B.V., Ede	50	50
Grondstoffenrecycling Weert B.V., Weert	50	-
Recycling Overslag Schiedam (ROS) B.V., Schiedam	-	50
ACH Beheer B.V., Hengelo	-	50
ACH Exploitatie B.V., Hengelo	-	50
Noordelijke Asfaltproduktie (NOAP) B.V., Heerenveen	50	50
Aduco Holding B.V., Haarlem	25	25
Aduco Nederland B.V., Ede	25	25
Lareco Nederland B.V., Arnhem	33 1/3	33 1/3
Lareco Holding B.V., Hardenberg	33 1/3	33 1/3
Lareco Bornem N.V., Antwerpen (Belgium)	33 1/3	33 1/3
Sureco N.V., Boom (Belgium)	33 1/3	33 1/3
Lareco GmbH, Wesel (Germany)	33 1/3	33 1/3
Asfalt Productie Rotterdam Rijnmond, (APRR) B.V., Rotterdam	25	25
Asfalt Productie Amsterdam (APA) B.V., Amsterdam	25	25
BituNed B.V., Reeuwijk	50	50
Palletteer B.V., Wervershoof	50	50
Al Jaber Bitumen-Ooms LLC, Abu Dhabi (UAE)	30	30
Fast Consortium LLC, Riyad (SA)	17.96	-
Ooms PMB Gulf Asphalt Trading LLC, Abu Dhabi (UAE)	49	49
Strukton Contruction Trading WLL, Doha (Qatar)	49	49
Strukton LLC, Riyad (SA)	49	-
DMI Nederland B.V., Weert	50	50

	Equity interest (%) 2015	2014
DMI Geräte GmbH, Berlijn (Germany)	50	50
DMI Spezialinjektionen Süd GmbH, Berlijn (Germany)	50	50
DMI Injektionstechnik GmbH, Berlijn (Germany)	50	50
DMI International, Berlijn (Germany)	50	50
DBS Spezialsanierungen GmbH, Forst (Germany)	50	50
Incasu Utrecht B.V., Utrecht	-	12.5
La Linea Leiden Beheer B.V., Rotterdam	50	50
Venturium Beheer B.V., Capelle a/d IJssel	25	25
Exploitatiemaatschappij DC 16 B.V., Nieuwegein	50	50
Exploitatiemaatschappij Komfort B.V., Nieuwegein	50	50
MEET RIVM CBG B.V., Den Bosch	37.5	37.5
SPC Management Services B.V., Utrecht	50	33 1/3
A-Lanes Management Services B.V., Nieuwegein	25	25
RCreators Holding B.V., Utrecht	80	-
RCreators B.V., Utrecht	80	-
Strukton Hurks Heijmans B.V., Utrecht	50	50
Strukton Hurks Heijmans Holding B.V., Utrecht	50	50

For the with # branded companies disclaimers have been issued by Oranjewoud N.V. in accordance with Article 403 of Title 9 of Book 2 Civil Code.
For the with * branded companies disclaimers have been issued by Strukton Groep N.V. in accordance with Article 403 of Title 9 of Book 2 Civil Code.
** in liquidation
*** InterStep B.V. and InterStep-des Corps B.V. are legally merged January 1, 2015.

With the Chamber of Commerce a list has been filed of all associates, joint ventures and joint operations (mainly building combinations) which are involved in the consolidation.

A list of participations as referred to in Article 379 and 414 of Book 2 Civil Code has been filed with the trade register in Rotterdam.

Gouda, April 30, 2016

Supervisory Board:
Mr. H.G.B. Spenkelink, chairman
Mr. J.P.F . van Zeeland
Mr. W.G.B. te Kamp

Board of Directors:
Mr. G.P. Sanderink

OTHER INFORMATION

Provisions on profit appropriation in the Articles of Association
Article 33 of the Articles of Association of the company provides that the profit is at the disposal of the General Meeting of Shareholders.

Provisions for amendment of the Articles of Association
The General Meeting is authorised to amend the Articles of Association. A resolution to amend the Articles of Association can only be made on the proposal of the combined meeting. A proposal to amend the Articles of Association must be stated in the notice convening the General Meeting of Shareholders.

Before the combined meeting submits a proposal to amend the Articles of Association to the General Meeting, the combined meeting must consult with Euronext Amsterdam N.V. on the substance of the proposed amendment of the Articles of Association.

Proposal regarding profit appropriation over 2015
The Board of Directors, with the approval of the Supervisory Board, has proposed to pass dividend payment for the financial year 2015.

Subsequent events
See explanatory note 26.

Independent Auditor's Report

To: the general meeting and the supervisory board of Oranjewoud N.V.

Statement on the 2015 Financial Statements

Our Opinion

In our opinion:

- the accompanying consolidated financial statements give a true and fair view of the financial position of Oranjewoud N.V. as at 31 December 2015 and of its result and cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union (EU-IFRS) and with Part 9 of Book 2 of the Dutch Civil Code;
- the accompanying company financial statements give a true and fair view of the financial position of Oranjewoud N.V. as at 31 December 2015 and of its result for the year then ended in accordance with Part 9 of Book 2 of the Dutch Civil Code.

What we audited

We have audited the accompanying financial statements 2015 of Oranjewoud N.V., Gouda ('the company'). The financial statements include the consolidated financial statements of Oranjewoud N.V. and its subsidiaries (together: 'the Group') and the company financial statements.

The consolidated financial statements comprise:

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

The company financial statements comprise:

- the company balance sheet as at 31 December 2015;
- the company profit and loss account for the year then ended;
- the notes, comprising a summary of the accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is EU-IFRS and the relevant provisions of Part 9 of Book 2 of the Dutch Civil Code for the consolidated financial statements and Part 9 of Book 2 of the Dutch Civil Code for the company financial statements.

The 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 section 'Our responsibilities for the audit of the financial statements' of our report.

We are independent of Oranjewoud N.V. in accordance with the 'Verordening inzake de onafhankelijkheid van accountants bij assuranceopdrachten' (ViO) and other relevant independence requirements in the Netherlands. Furthermore, we have complied with the 'Verordening gedrags- en beroepsregels accountants' (VGBA).
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

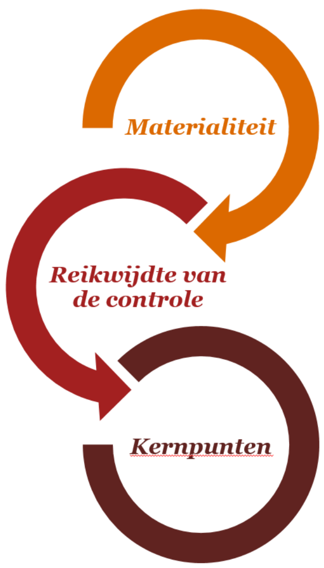
Our Audit Approach

Summary and Context

2015 was the first year that we audited Oranjewoud N.V. Together with the management of Oranjewoud N.V., we put together and executed a transition plan as part of the transfer of the audit engagement to PwC. The transition plan included a review of the previous auditor's files on Oranjewoud N.V., mapping of processes at each of the Oranjewoud N.V. business units, assessment of the IT environment, and visits to business units in France, Sweden, Italy, Saudi Arabia, and the Netherlands. We furthermore organized several meetings with all internal audit teams from across the group, and reported our findings on the internal control environment back to the various business units, divisions, the board of directors, and the supervisory board.

Our audit approach is based on our materiality assessment and identification and assessment of the risk of material misstatement in the financial statements. We look in particular at those areas where the board of directors has made subjective estimates, such as significant estimates based on assumptions regarding future events that are inherently uncertain. In all our audits, we look at the risk of a breach of internal control measures by the board, which includes assessment of the risk of material misstatements caused by fraud, based on an analysis of the possible interests of the board of directors.

We have ensured that the audit teams, both at group level and at individual business unit level, possess the kind of specialist knowledge and expertise needed to audit a project organization. To make this possible, our team included specialists in the areas of IT, pensions, financial instruments, taxes, and measurement.



Materiality

- Materiality: €5,000,000, based on approximately 0.25% of consolidated revenue.

Audit Scope

- Oranjewoud N.V. is the top holding of Strukton Groep, Antea Group, and a number of smaller business units. Our auditing activities covered a total of 96% of consolidated revenue and 95% of the consolidated balance sheet total.
- We performed audits in all countries where Oranjewoud N.V. does the majority of its business, being the Netherlands, Belgium, Sweden, Italy, France, Denmark, the United States, and Colombia, and we also visited the project in Saudi Arabia.

Key Points

- Valuation of large-scale and complex projects
- Valuation of goodwill
- Valuation of deferred tax receivables
- Going-concern assumption in relation to financing and covenants for Strukton Groep

Materiality

The scope of our audit is influenced by the application of materiality. The concept of 'materiality' is detailed in the section entitled 'Our responsibility in auditing the financial statements'.

We establish quantitative boundaries for materiality. These boundaries, as well as the associated qualitative considerations, help us establish the nature, timing, and scope of our audit for individual items in and notes to the financial statements, as well as to evaluate the effect of identified misstatements on our opinion.

Based on our professional judgment, we have set materiality for the financial statements as a whole as follows:

Materiality for the group	€5,000,000
Materiality assessment	Approximately 0.25% of consolidated revenue.
Benchmark selection considerations	We have applied this generally accepted benchmark based on our analysis of the shared information requirements of the users of the financial statements. Given the volatility of results for the past years, pre-tax profit was not considered to be a suitable benchmark. Net revenue was therefore selected

	as an alternative benchmark, as this is generally also deemed to be a suitable benchmark. Given the relatively low profit margins on projects, we used a relatively low percentage in relation to net revenue. Based on the users of the financial statements and their requirements, we estimated that a lower threshold of approximately 0.25% would be suitable.
Materiality for business units	Within the scope of our audit and based on our judgment, the level of materiality set for each of the business units is lower than materiality for the group as a whole. The materiality we set for business units was between €175,000 and €4,400,000.

We also factored in misstatements and/or possible misstatements that are, in our opinion, material for qualitative reasons.

Scope of our Group Audit

Oranjewoud N.V. heads up a group of entities. The group's financial information is presented in Oranjewoud N.V.'s consolidated financial statements.

Given our ultimate responsibility for the opinion, we are responsible for the management, supervision, and performance of the group audit. In this context, we made sure the nature and scope of our activities at the business units were as such that our audit work was sufficiently comprehensive for us to be able to form an opinion on the financial statements as a whole. The size and/or risk profile of business units or activities, business processes, and internal control measures, as well as the industry in which the company operates, were decisive factors in defining the nature and scope of our audit. Based on these factors, we selected business units where we felt an audit or evaluation of financial information or specific balance sheet items was required.

Oranjewoud N.V. has organized the group into six segments for which it presents figures, as outlined in note 18 to the financial statements. Four of these segments relate to Strukton Groep, one relates to Antea Group, and the other segment relates mainly to secondment operations. These six segments group together companies or clusters of companies (hereinafter referred to as: group companies) that report to (divisional) management. Given the interests and/or risk characteristics of the operating companies, we are of the opinion that an audit of the complete financial information is required at each of the operating companies: 96% of revenue is covered by an audit for group purposes, while 4% of revenue is covered by an evaluation for group purposes. In performing our audit, we used the services of the business units' own accountants from other PwC network firms in each of the nine countries where Oranjewoud N.V. has (significant) operations, except for France (where another accounting firm still has a current mandate) and Saudi Arabia (where another accounting firm takes care of project audits).

The Rail, Civil Engineering, and Technology & Buildings divisions are individually significant group companies for Strukton Groep and group reporting on Strukton Groep is therefore audited separately. For Oranjewoud, Strukton Groep is an individually significant group company for which consolidated figures are reported to Oranjewoud N.V. as if it were a single entity, and it was also audited as such by us. At Antea Group level, there is no subconsolidation for group purposes. We therefore audited the five largest, but individually not significant, group companies of Antea Group (Netherlands, Realization, France, USA, and Colombia). For the other group companies that report to Oranjewoud N.V., we performed specific activities for group purposes.

As the group auditor, we have undivided ultimate responsibility for the audit of the financial statements of Oranjewoud N.V. and the management, supervision, and performance of local audits. Our work includes issuing audit instructions to local auditors, discussing and analyzing the audit approach to significant risks at each of the group companies with local auditors, frequent meetings with these local auditors following completed and reported work and findings, examining and discussing their reports and audit statements for group purposes, and physical or teleconference-based attendance of final meetings of local auditors and local boards.
Where audit work was performed by a group company's local auditors, we arranged our involvement in such a way that we were able to draw a conclusion or gather sufficient and suitable audit information regarding these units to be able to form our opinion on the group financial statements as a whole. In deciding which auditors of the respective business units to visit, we looked at things such as the size of the business units, rotation, whether or not the auditor is a non-PwC firm, and actual events over the year. For the financial year under review, we attended final meetings in Italy (Costruzioni Linee Ferroviari S.p.A.), Sweden (Strukton Rail AB), and France (Antea France SAS). We also visited the Riyadh subway project in Saudi Arabia.

Group consolidation, notes to the financial statements, as well as a number of complex aspects such as the recognition of acquisitions, group financing, measurement of deferred tax receivables, measurement of intangible fixed assets, measurement of Public Private Partnership projects, and the going-concern assumption for Strukton and Oranjewoud were audited by the group team with the help of specialists.

Through the aforementioned audit work at group companies, combined with supplementary work at group level, we obtained sufficient and suitable audit information on the group's financial situation to be able to provide an opinion on the consolidated financial statements.

Overall, these activities have enabled us to perform an audit that covers the financial statement items listed below to the following extent:

Revenue	96%
Balance sheet total	95%
Pre-tax profit	87%

None of the business units that are not included in the audit scope represent over 1% of consolidated revenue or the consolidated balance sheet total. We subjected the financial information of these remaining business units to analytical procedures and specific activities at group level to confirm our assessment that these units do not represent significant risks of material misstatement.

Key Points of our Audit

In the key points of our audit, we describe items that, in our professional opinion, were the most important in auditing the financial statements. Although we submitted the key points to the supervisory board, they do not constitute a comprehensive reflection of all risks and points we identified and discussed as part of our audit.

We have described the key points along with a summary of our activities in relation to these points.

We organized our audit work relating to these key points in the context of the audit of the financial statements as a whole. Our findings on individual key points must therefore be viewed in that context and not as separate opinions on these key points or on specific elements of the financial statements.

Key points	***Our auditing activities on the key points***
Valuation of large-scale and complex projects *Note 9 to the financial statements* The stage of completion of and related results on major and complex projects has a great bearing on Oranjewoud's results. Oranjewoud's estimate of the value of these projects is considered a key point in the audit, because this estimate is subject to uncertainties due to the risk profile of projects, complexity of contracts, the company's complex estimates of future costs for project completion, and significant settlements for contract extras and claims with clients.	Our audit work for these projects consisted in testing estimates made by management based on projects' stage of completion and related results on projects based on the level of progress made. In doing so, we consulted underlying documents relating to claims and contract extras including reports by legal counsels. We also analyzed the differences in relation to earlier estimates and looked into consistency with developments over the year. Wherever relevant, we visited project sites (such as the project in Saudi Arabia). We found that claims and contract extras for these projects complied with criteria for recognition, and we verified recognition of these items through the aforementioned activities. To evaluate reasonableness and consistency in the measurement of contract extras and claims, as well as in result projections for projects, we engaged in critical discussions with project management, operating company

Key points	*Our auditing activities on the key points*
	boards, and the board of directors about the management's underlying assumptions.
Valuation of goodwill *Note 1 to the financial statements* As at December 31, 2015, Oranjewoud N.V. recognized €101 million in intangible fixed assets mainly as a result of past acquisitions. Of the total value of intangible fixed assets, €65 million represents goodwill (which is not amortized). Given the size of the goodwill item, this is a key point in our audit. When it comes to goodwill, the company performs an annual test for each cash-generating unit, in line with International Financial Reporting Standards, to check for impairment. Except for a €1-million impairment on Temporay Staff, the tests across the various cash-generating units performed by Oranjewoud N.V. did not give cause for an impairment on goodwill, because the realizable value is, based on future cash flows per unit (in particular revenue growth over the first five years, as well as the residual value period and discount rate), higher than the carrying amount of intangible fixed assets and the other relevant net assets. Oranjewoud also conducted sensitivity analyses of realizable value based on revenue growth and discount rate, and further detailed these analyses for all cash-generating units that are material and disproportionately susceptible to downward revaluation.	We brought in our measurement specialists to provide us with support in our audit to evaluate the assumptions and methods applied by Oranjewoud N.V. in relation to the discount rate used for the various cash-generating units and the model used to calculate cash flow projections. Aside from that, we audited the expected revenue growth rates and associated expected development of future cash flows. We analyzed these expected cash flows partly based on the budget for 2016 as compiled by the board of directors and approved by the supervisory board, as well as based on long-term business plans for each of the group companies and other relevant developments in business operations at cash-generating units. We also looked at the adequacy of notes to assumptions applied and the sensitivity analysis included in the financial statements.
Valuation of deferred tax receivable *Note 6 to the financial statements* Recognition and measurement of deferred tax receivables totaling €47 million, which relate mainly to offsettable losses, is based on expected future taxable income over the coming 9 years. We classed this as a key point in our audit on account of the size and degree of estimation uncertainty regarding future cash flows on future taxable income within the maximum setoff period.	Our audit approach includes an analysis of the company's assumptions underlying estimated future offsettable profits, looking at their reasonableness and consistency with internal budgets, as well as of the basis of the valuation test for goodwill and strategic plans for the coming years. We discussed the aforementioned future cash flows and the underlying detailed plans and bases with the boards of Strukton and its various divisions, as well as with the Board of Directors of Oranjewoud, in a professional and critical manner. We also drew on the expertise of tax experts in verifying whether the setoff periods are consistent with applicable tax legislation.
Going-concern assumption in relation to financing and covenants *Directors' report and principles of valuation in the financial statements* The financial statements of Oranjewoud N.V. were prepared based on the going-concern assumption, as detailed by the board in the 'going-concern' section of the principles of valuation in the financial statements. This section also states that the group has two financing arrangements, one for Oranjewoud and one for Strukton Groep. For 2015, covenants were in place in relation to	As part of the going-concern assumption, it was important to obtain assurance on Strukton Groep's continued compliance with the covenants over the coming 12 months. Our audit approach included an analysis of the business plan for 2016 and the cash flow forecast for the coming 12 months. We made a critical assessment of the management's assumptions and the sensitivities in the cash

Key points	Our auditing activities on the key points
EBITDA, investments, and minimum available liquidity. These covenants were complied with in 2015. Strukton Groep's current financing arrangement is set to expire on April 30, 2017, and Oranjewoud's on July 31, 2017.	flow forecast, checking their consistency with the bases of the valuation test for goodwill. We did so with the help of our specialists. We also looked at the adequacy of notes to the going-concern assumption that was applied and the sensitivity analysis included in the financial statements.

Responsibilities of the board of directors and the supervisory board

The board of directors is responsible for:

- the preparation and fair presentation of the financial statements in accordance with EU-IFRS and with Part 9 of Book 2 of the Dutch Civil Code, and for the preparation of the directors' report in accordance with Part 9 of Book 2 of the Dutch Civil Code; and 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 frameworks 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.

The supervisory board is responsible for supervising the company's financial reporting process.

Our responsibility in auditing the financial statements

Our responsibility is to plan and perform an audit engagement to obtain sufficient and appropriate audit evidence to provide a basis for our opinion. Our audit opinion aims to provide reasonable assurance about whether the financial statements are free from material misstatement. Reasonable assurance is a high but not absolute level of assurance which makes it possible that we may not detect all misstatements. Misstatements may arise due to fraud or error. They are considered to be material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A more detailed description of our responsibilities is set out in the appendix to our report.

Statement on other requirements under legislation and regulations

Statement on the Directors' Report and supplementary information

Pursuant to the legal requirements of Part 9 of Book 2 of the Dutch Civil Code (concerning our obligation to report about the directors' report and the other information):

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

Our appointment

On October 22, 2015, we were appointed Oranjewoud N.V.'s external auditor following a decision by the general meeting of June 24, 2015 to authorize the board of directors to appoint a new auditor for the audit of the financial statements for the 2015 financial year.

Rotterdam, April 30, 2016
PricewaterhouseCoopers Accountants N.V.
Original signed by Mr. J. G. Bod, Certified Public Accountant

Appendix to our auditor's report on the 2015 financial statements of Oranjewoud N.V.

In addition to what is included in our auditor's report we have further set out in this appendix our responsibilities for the audit of the financial statements and explained what an audit involves.

The responsibilities of the auditor in auditing the financial statements

We have exercised professional judgement and have maintained professional scepticism throughout the audit in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error. Our audit consisted, among other things of the following:

- 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 intentional 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, concluding whether a material uncertainty exists related to events and/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 and are made in the context of our opinion on the financial statements as a whole. However, future events or conditions may cause the 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.

Considering our ultimate responsibility for the opinion on the company's consolidated financial statements we are responsible for the direction, supervision and performance of the group audit. In this context, we have determined the nature and extent of the audit procedures for components of the group to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole. Determining factors are the geographic structure of the group, the significance and/or risk profile of group entities or activities, the accounting processes and controls, and the industry in which the group operates. On this basis, we selected group entities for which an audit or review of financial information or specific balances was considered necessary.

We communicate with the supervisory board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We provide the supervisory board with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the supervisory board, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, not communicating the matter is in the public interest.

SHAREHOLDER INFORMATION

Provisions in the Articles of Association on profit appropriation
The Articles of Association provide as follows on profit appropriation:

1. The Management will determine, subject to the approval of the Supervisory Board, which portion of the profit achieved in a financial year is to be added to reserves.
2. The portion of the profit then remaining will be distributed as dividend. This distribution will be made after adoption of the financial statements evidencing that it is permissible.
3. Distributions on shares can only be made up to at most the amount of distributable reserves.
4. The Management can decide to make interim distributions. The decision is subject to the approval of the Supervisory Board.
5. Moreover, Sections 103, 104 and 105 of Book 2 of the Dutch Civil Code will apply to distributions to shareholders.

Proposal concerning the 2015 profit appropriation
The Board of Directors, with the approval of the Supervisory Board, has proposed to pass dividend payment for the financial year 2015.

Disclosure of Significant Shareholdings Act
On December 31, 2015, the following notifications of significant shareholdings had been received:

- Sanderink Investment B.V. 95.70%.

Stichting Administratiekantoor Sanderink Investments of Gerard Sanderink has full ownership of Sanderink Investments B.V.

Statement of changes in issued share capital
At year-end 2015, the authorised capital consisted of 100,000,000 ordinary shares of € 0.10.

	2015	2014
Balance at January 1st	56,878,147	56,878,147
Dividend	-	-
Share issue March 6	1,855,288	-
Balance at December 31st	58,733,435	56,878,147

Selected financial information per share

	2015	2014
Net earnings (net profit after taxes/ average number of issued shares)	0.31	(0.47)
Net earnings following share issue after the reporting date		(0.46)
Equity	4.15	3.63
Equity after share issue after the reporting date		3.52

Five-year summary

	2015	2014	2013	2012 *	2011
Results (in millions of euros)					
Total revenue	2,305.6	2,136.8	1,962.1	1,719.8	1,743.4
Ebitda	88.7	16.3	44.6	69.3	84.3
Net profit	19.2	(25.1)	(12.6)	23.5	17.9
Total comprehensive income	26.8	(38.5)	(11.6)	19.4	15.0
Total net cash flow	56.5	17.0	17.1	(64.6)	(22.8)
Total operational cash flow	67.0	56.6	49.4	17.6	2.0
Equity (in millions of euros)					
Equity (E)	242.1	206.5	246.8	259.2	240.6
Total assets (TA)	1,661.3	1,467.3	1,317.9	1,037.8	1,085.4
E/TA	14.6%	14.1%	18.7%	25.0%	22.2%
Employees (headcount)					
Number at end of financial year	10187	10499	10587	9646	9369
Backlog (in millions of euros)					
Consultancy & Engineering Services	248.6	230.7	246.6	252.6	246.0
Rail Systems	1,290.0	1,196.4	1,043.2	719.2	757.5
Civil infrastructure	470.3	380.3	1,462.1	643.2	639.6
International	919.9	952.0	-	-	-
Technology & Buildings	538.2	445.2	507.6	583.6	587.7
Other	12.0	12.8	11.6	12.8	16.1
Total	3,479.0	3,217.4	3,271.1	2,211.4	2,247.0

* Restated for comparison purposes in connection with changes in accounting policies on pensions (IAS 19) and joint arrangements (IFRS 11).
The figures of 2011 have not been restated for the changes in accounting policies.

Prevention of insider trading

Oranjewoud N.V. has drawn up regulations on insider trading in accordance with Section 46d of the Securities Transactions Supervision Act 1995, which have been approved by the Netherlands Authority for the Financial Markets. Oranjewoud N.V. has bound a wide ranging group of employees of the company, as well as the management of Centric Holding B.V., to the Insider Trading Regulations through signatures of commitment.

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