oranjewoud

2019 Annual report

Oranjewoud N.V.

The 2019 Annual Report Oranjewoud N.V. is an unofficial translation of the Dutch version. In the event of any inconsistency between this translation and the Dutch version, the Dutch version shall prevail.

Contents

Foreword

In this annual report, we present our figures for 2019 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. As at the date of the financial statements, Oranjewoud N.V. is 98.87% owned by Sanderink Investments B.V., has over 10,000 employees, and recorded revenue of €2.4 billion from contracts with customers in 2019.

Since 2005, Oranjewoud N.V. has been expanding, both autonomously and through acquisitions. On January 16, 2019, Oranjewoud increased its stake in Italian railroad construction firm CLF Group (Costruzioni Linee Ferroviarie) from 60% to 100%. On May 29, 2019, Oranjewoud acquired a 100% stake in Antea Polska S.A.

In 2019, revenue from contracts with customers was up slightly to €2.4 billion (2018: €2.3 billion). The operating profit (EBITDA) came in at €105.1 million (the pre-IFRS 16 Leases EBITDA was €63.4 million, compared to €72.4 million in 2018). This is a €32.7 million rise. When not factoring in the impact of IFRS 16, the operating profit was down €9 million.

The net result for 2019 was a loss of €3.9 million (2018: a profit of €15.4 million), a €19.3 million drop caused by poor performance of a number of maintenance contracts in the Netherlands and a major contract in Denmark, both at Rail Systems.

Of all the segments, the Technology & Buildings segment achieved the largest absolute improvement of the operating result in 2019. The Consulting and Engineering Services segment (Antea Group) recorded the highest operating profit in 2019 and continued its year-on-year upward trend. Civil Infrastructure improved its operating profit in 2019. Like last year, all segments contributed to the Group’s operating profit.

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 planning, water and recreation. This covers the whole process, from preliminary studies, consultancy, design, planning and organization, right up to realization, management and operation.

Strukton Groep is passionate about technology and professionalism, focusing primarily on railroad and civil engineering, as well as on technology-driven specialist products and services. These latter specialist products and services are unique in the industry and really set Strukton apart from the competition. Maintenance and management using high-end technology, domain expertise, and professionalism are the basis of Strukton's operations. Strukton has clients both in Europe and beyond.

Strukton operates in three markets:

- Rail Systems: design, construction, refurbishment, management, and maintenance of light and heavy railroad infrastructure, electric train systems, and mobility systems (Strukton Rail);
- Civil Infrastructure: design, implementation, management, and maintenance as part of infrastructure projects (Strukton Civiel);
- Technology and Buildings: design, development, implementation, maintenance, and operation of technical systems and buildings across the Netherlands (Strukton Worksphere).

Strukton also provides integrated railroad and civil infrastructure solutions on an international scale, which are used primarily in the construction of transport systems in densely populated areas, in ports, and as part of port hinterland connectivity infrastructure.

Antea Group is an internationally operating consulting and engineering firm that specializes in full-service solutions in the areas of the environment, infrastructure, spatial planning, and water. By combining strategic thinking, engineering expertise, and a pragmatic approach, Antea Group is able to deliver effective and sustainable solutions for its 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.

The temporary staff division focuses on the secondment of engineering staff 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

Total revenue and profit	2019 *	2018 **	2017	2016	2015
Results (in millions of euros)					
Revenue from contracts with customers	2.365,8	2.268,8	2.384,7	2.315,6	2.305,6
Ebitda	105,1	72,4	96,9	71,4	88,7
Net profit	(3,9)	15,4	40,1	13,9	19,2
Total net cash flow	10,3	86,0	(11,7)	43,9	56,5
Equity (in millions of euros)					
Equity (E)	285,9	285,4	311,3	273,9	242,1
Total assets (TA)	1.689,5	1.629,3	1.436,9	1.632,8	1.661,3
E/TA	16,9%	17,5%	21,7%	16,8%	14,6%
Employees (headcount)					
Number at end of financial year	10216	10275	10232	9864	10187
Backlog (in millions of euros)					
Consulting and Engineering Services	272,3	239,0	241,7	234,9	248,6
Rail Systems	1.499,5	1.881,4	1.896,8	1.486,0	1.290,0
Civil Infrastructure	585,9	442,0	612,5	861,0	1.390,2
Technology and Buildings	767,2	619,3	549,3	502,0	538,2
Other	17,7	16,7	16,9	16,4	12,0
Total	3.142,7	3.198,3	3.317,2	3.100,3	3.479,0

* After adjustment in the principles for financial reporting concerning Lease accounting (IFRS 16).
** After adjustments in the principles for financial reporting concerning Financial instruments (IFRS 9) and Revenue from contracts with customers (IFRS 15).

Member profiles

Board of Directors

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, Lithuania, Norway, Romania and Sweden. In late 2005, Gerard Sanderink acquired the Oranjewoud consulting 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, India, Brazil, Spain and Poland. In late 2010, Oranjewoud N.V. acquired Strukton Group, and Gerard Sanderink has been chairman of its Board ever since.

Supervisory Board

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. Since 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, Stichting Sacon Administratiekantoor in Zwolle and Van Kamperdijk Exploitatie B.V. in Almelo, all in the Netherlands).

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 consulting 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 and Calder Holding B.V. in Zwolle).

Mr. M. J. C. Janmaat (1954, nationality: Dutch) (until 12 February 2020)
Following his career as a legal counsel in the public sector and as a management consultant in the technology industry, Martijn Janmaat has gained wide-ranging experience in the international business-to-business software industry as an entrepreneur, CEO and industry regulator over a period of thirty years, including at Nedgraphics Holding N.V. and most recently at BlueCielo B.V., Exact Holding N.V. and Centric Holding B.V. In his previous position as a non-executive board member at Centric Holding B.V., he became familiar with the organization and activities of Oranjewoud N.V. Besides general operational management, commercial and product development strategy are his main focus areas. Martijn Janmaat has a degree in business and public law from Leiden University. His sideline jobs are Member of the Supervisory Board of CCV Group B.V. and Managing Director of Makmende Media B.V.

Supervisory Board Report

General

In the 2019 financial year, the following changes to the membership of the Supervisory Board took place:

- On June 30, 2019, Ms. H. P. J. M. Jans stepped down from the Supervisory Board as she accepted a position elsewhere that could lead to a potential conflict of interests.
- For personal reasons, Mr. J. P. F. Van Zeeland decided to resign his seat on the Supervisory Board as of the close of the General Meeting of October 24, 2019.
- At that same General Meeting, Mr. M. J. C. Janmaat and Mr. W. G. B. te Kamp joined the Supervisory Board.

As a result, the membership of the Supervisory Board is as follows as at December 31, 2019:

- 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: General Director of consulting and engineering firm Tauw B.V.
- Mr. M. J. C. Janmaat. Year of birth: 1954. Nationality: Dutch. Most significant past position: non-executive board member at Centric Holding B.V.

All members of the Supervisory Board are independent, as stipulated in best practice clauses 2.1.7 to 2.1.9 of the Dutch Corporate Governance Code.

Mr. Spenkelink was initially appointed at the extraordinary general meeting of October 29, 2010. In 2016, Mr. Spenkelink was reappointed to a three-year term. In 2019, he was reappointed to a two-year term. Mr. Te Kamp was member of the Supervisory Board from 2010 through to 2018. Since standing down as a member, Mr. Te Kamp has continued to assist the Supervisory Board in an advisory role. The 2019 General Meeting appointed him to a two-year term. The 2019 General Meeting appointed Mr. Janmaat to a four-year term.

To avoid a conflict of interests, Ms. H. P. J. M. Jans stepped down as a member of Oranjewoud N.V.'s Supervisory Board as of June 30, 2019. Mr. Janmaat unfortunately, for personal reasons, decided to resign his seat on the Supervisory Board as of February 12, 2020.

Given the aforementioned resignation of Mr. Janmaat and Mr. Spenkelink's and Mr. Te Kamp's intention to step down at the General Meeting of 2021, the Supervisory Board is currently deliberating, in consultation with the nominal director and the company's major shareholder, on the future composition of the Supervisory Board and the associated format of the supervisory bodies. Besides the level of expertise, competencies and independence that Supervisory Board members are required to have, the Supervisory Board also considers diversity highly important and wants members to be familiar with the organization and its unique shareholding structure.

The Supervisory Board held five ordinary meetings in 2019 with the Board of Oranjewoud N.V. Discussions on agenda items concerning Strukton Group and Antea Group were attended by board members of these respective subsidiaries. There were regular meetings with the auditor, PwC, on the audit and measures taken by the Supervisory Board in relation to the raid by the Dutch Fiscal Intelligence and Investigation Service (FIOD) on February 15, 2019. Other than that, PwC discussed its interim findings and the final version of the financial statements with the full Supervisory Board in its capacity of Audit Committee. The Supervisory Board and the members separately met with various people from across the organization and from outside the organization as and when deemed useful for the performance of its or their supervisory duties.

The purpose of these meetings and interim discussions was to, among other things, discuss the strategy and arrive at an effective and efficient working relationship between the Supervisory Board and the Board of Directors. 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. The Supervisory Board furthermore sets great store by building personal relationships through meetings with the management of the operating companies, which also help create understanding of their competencies and skills. The effectiveness of the internal audit function was also reviewed in 2019. 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 regular Supervisory Board meetings.

Auditor appointment

PricewaterhouseCoopers Accountants N.V. (PwC) was appointed for the 2019 financial year. 2019 was PwC's fifth year as Oranjewoud's auditor. To gain even better insight into the organization, PwC Netherlands visited the various group companies outside the Netherlands (including in Denmark and the U.S.) on several occasions in 2019 and 2020.

State of Affairs

The Group's results for 2019 were impacted considerably by poor performance of a number of railroad maintenance contracts in the Netherlands and a major contract in Denmark, both at Rail Systems.

After four straight years of turning a profit, the Group posted a net loss of €3.9 million in 2019. All segments posted an operating profit in 2019, whereby that of the Technology & Buildings (Strukton Worksphere) segment showed the most improvement compared to last year and that of the Civil Infrastructure (Strukton Civiel) segment also showed improvement. Unfortunately, Rail Systems' (Strukton Rail) operating profit was down, as was that of the Other segment. Consultancy and engineering services (Antea Group) continued its upward performance trend and posted its best-ever operating profit.

Oranjewoud achieved €2.4 billion in revenue from contracts with customers in 2019 (2018: €2.3 billion), while operating profits (EBITDA) were up €32.7 million in 2019, rising from €72.4 million to €105.1 million. Given that the implementation of IFRS 16 Leases pushed up the operating profit by €41.7 million, there was an underlying loss of €9 million. The net result fell by €19.3 million in 2019, from a profit of €15.4 million to a loss of €3.9 million.

The Rail Systems (€30.9 million) and Consulting and Engineering Services (€43.8 million) segments together represent 65% of the Group's operating profit recorded in 2019 (2018: 86%).

The performance and strategy, and other circumstances and their consequences, were regular topics of discussion at meetings of the Supervisory Board and the Board of Directors. These meetings were always held in a positive, open, and constructive atmosphere.

Continuity in financing

In April 2018, Strukton Group sealed a new long-term financing deal with its banks. In June 2020, Strukton Group extended this financing deal by six months to October 13, 2021. For 2021, a multi-year refinancing deal is anticipated. For details of this financing arrangement, please refer to the Directors' Report and the financial statements.

Acquisitions

2019 saw discussion of 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

The Board of Directors and the Supervisory Board met on several occasions to discuss their respective performance, focusing on the allocation of roles between the Boards and the performance of individual members. They concluded that the special areas of expertise and experience for the organization are for the time being, given the special relationships, represented adequately in the current make-up of the Boards.

One focus point that was raised on several occasions was the quality and composition of the management of the separate companies and the operating companies. Improvements were implemented where deemed necessary.

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 2019 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 member of the Board of Directors and the members of the Supervisory Board were appointed to long terms. Since 2018, the Supervisory Board had one female member, who filled a vacancy that had arisen that year, but she stepped down in mid-2019 for the reason specified above. For future appointments, the targeted level of diversity will again be a consideration.

Committees

For a large part of 2019, the Supervisory Board had three members. Given the size of the Supervisory Board, the Board collectively fulfills the roles of audit committee and remuneration committee. Specific items for the audit and remuneration committees were discussed during the ordinary Supervisory Board meetings and with the auditor.

Governance of the Company

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 also has a special position and responsibility at the company as a nominal director and the company's major shareholder. The Supervisory Board greatly appreciates the way in which Mr. Sanderink fulfills the roles associated with this position. It is important to both the Supervisory Board and Mr. Sanderink that he, in his directorship under the articles of association, has managers with the right qualities work alongside him at board level in running the companies and the operating companies.

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. Sanderink Investments B.V. receives an annual management fee from Oranjewoud N.V. For further details, please refer to note 23 in the financial statements.

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. There were no changes to the system of remuneration for the members of the Board of Directors in 2019 in comparison to the 2018 financial year.

Financial Statements

The 2019 financial statements have been drawn up and signed by the Board of Directors in accordance with legal requirements under 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

In principle, Oranjewoud N.V. aims to earmark 30% of net profits for dividend. 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).

Shareholders' equity grew in 2019. Realized gains (-€4.4 million) were negative. Unrealized gains (-€10.8 million) were also negative. There was a one-off positive change in the shareholders' equity on the back of transactions with minority stakeholders (+€15.7 million). On balance, shareholders' equity was up €0.5 million in 2019. The balance sheet total has also increased, which caused solvency to fall from 17.5% to 16.9%. This is below the internal target of 25%.

The company needs sufficient resources to be able to cover possible operating capital growth resulting from an increase in the scale of our operations. Aside from that, the financing terms and conditions impose certain restrictions with respect to dividend distribution. The combination of these facts prompted the proposal from the Board of Directors to forgo payment of dividends for the 2019 financial year, with the approval of the Supervisory Board.

FIOD raid

In February of 2019, the Dutch Fiscal Intelligence and Investigation Service (FIOD) raided the offices of Strukton Group. The suspicion relates to involvement of various Strukton Group companies and several of Strukton Group's (former) employees in corruption and forgery of documents in landing a contract for the Riyadh subway project.

After the FIOD raid on February 15, 2019, which came as a complete and unpleasant surprise not only to Strukton Group, but to us all, Strukton Group immediately launched an internal investigation. This investigation was handled by Strukton Group's Compliance Officer under the direction of the Group Board. We have sought external advice on the process to follow and the quality of the internal investigation.

An independent expert concluded that the internal investigation was conducted adequately and meticulously. He also concluded that we have acquitted ourselves well of our supervisory duties. Pending the Public Prosecution Service's investigation, we have stepped up our supervisory efforts.

There are no specific indications of irregularities, as becomes clear, in our view, from the documents that the Public Prosecution Service has provided so far and which we have discussed with the Group Board of Strukton Group. As far as we know, there were no circumstances or transactions at Strukton Group that justified a FIOD raid.

COVID-19

The Subsequent Events section of the Director's Report will go into COVID-19.

An afterword

The Group's negative results for 2019, which came mainly as a result of poor performance of a number of railroad maintenance contracts in the Netherlands and a major contract in Denmark, both at Rail Systems, continue to highlight the vulnerability of certain segments. While lowering the risk profile will reduce this vulnerability, the risk of volatility remains.
The underlying performance shows that most of the Group's segments have found the strategic paths that are right for them. For the Rail Systems and Other segments, the strategic focus is primarily on improving performance based on a truly differentiating strategic plan.

The Supervisory Board is confident that the strategic proposition of the company as a whole is sufficiently solid. In 2020, we are going to need the same level of energy from everyone across the organization to achieve our strategic goals and set ourselves apart from the competition.

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

The Supervisory Board
H. G. B. Spenkelink
W. G. B. te Kamp

July 14, 2020

Board of Directors' report

Introduction

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 – the environment, water, infrastructure, and spatial planning.

De facto, Oranjewoud N.V. is made up of two groups, Antea Group and Strukton Group. In 2019, the Board of Antea Group and the Group Board of Strukton Group again each put a lot of effort into further developing and improving a strategy that sets both groups apart from the competition.

Key points

The results for 2019 were impacted negatively by poor performance of a number of maintenance contracts in the Netherlands and a major contract in Denmark, both at Rail Systems.

Key points to note are that:

- the Group posted a loss of €3.9 million in 2019 after four straight years of turning a profit;
- all segments posted operating profits in 2019;
- the operating profit in the Rail Systems segment was down considerably;
- operating profits in the Civil Infrastructure, Technology and Buildings, and Consulting and Engineering Services (Antea Group) segments were up;
- the Group's continuity has been guaranteed by a six-month extension to (ring-fenced) financing for Strukton Groep N.V. through to October 13, 2021;
- the COVID-19 outbreak has spread rapidly in 2020. So far, the consequences for our operations and our results have been minor. Although there is still uncertainty, we do not see the impact of the COVID-19 pandemic having a materially negative effect on our financial condition or liquidity.

State of Affairs

Oranjewoud recorded €2.4 billion in revenue from contracts with customers in 2019 (2018: €2.3 billion). The Group is satisfied with revenue from contracts with customers, given that revenue growth in this area is not a goal in its own right.

Revenue growth in the Consulting and Engineering Services segment (Antea Group), where revenue grew by €21.4 million to €438.6 million, was generated mainly by Antea Group Netherlands, Antea Group USA, and the acquisition of Antea Group Poland. The Rail Systems segment saw its revenue rise by €63.4 million to €890 million. At Civil Infrastructure, revenue was down €27.6 million to €552.6 million. Revenue in the Technology and Buildings segment reached €408.1 million, a €40.2 million rise.

Operating profits (EBITDA) were up €32.7 million in 2019, from €72.4 million to €105.1 million. This increase comes as a result of the implementation of IFRS 16 Leases, which pushed up operating profits by €41.7 million, combined with an underlying pre-IFRS 16 loss of €9 million. Technology and Buildings (+ €4.8 million), Civil Infrastructure (+ €4.3 million), and Consulting and Engineering Services (+ €0.9 million) all showed improved performance (pre-IFRS 16).
Both Rail Systems and the Other segment saw their profits drop considerably by €16.9 million and €2.1 million respectively.

The net result fell by €19.3 million in 2019, from a profit of €15.4 million to a loss of €3.9 million.

For further details on the segments for which the Group presents figures, please refer to the Segmentation section of the Directors' Report.

Strategy

The key points of the strategy are targeted at:

- creating and capitalizing on our ability to set ourselves apart from the competition;
- investing in technology and specialist products;
- focusing on innovation and digital transformation;
- optimizing the risk profile of projects;
- striking a balance between revenue-risk-profit;

- pursuing business development in selected industries and countries.
- achieving synergy within and across segments.

The specific strategic focus of the segments for which the Group presents figures will be detailed below.

At Strukton Group, we are increasingly selective in terms of the contracts we bid for. We combine our enormous wealth of domain knowledge and professionalism with high-end technology. This is a trinity that gives us a strong position in maintenance and management. We set ourselves apart from the competition through targeted use of data and asset management. The maintenance and management contracts give the company a stable basis. Aside from that, we focus on projects and operations with a manageable risk profile and good profit prospects. We do not use tactics of quoting unrealistically low prices to land contracts. We go for predictability, quality and trust.

Our focus is mainly on contracts and growth in Europe, the Middle East, the United States, Canada and Australia. Also, outside these geographical areas, we see opportunities. By working on a project basis, we can be selective in keeping up with global developments, including urbanization and the associated growing need for subway and light rail transit solutions.

Rail Systems (Strukton Rail)
We posted good results in Italy and returned to an upward trend in Sweden and Belgium. The Dutch projects wing also showed satisfactory performance. We are completing great projects and the atmosphere at the business unit is highly positive. In the U.S. and Australia, our new markets, we are continuing to raise our profile through services based on data and smart maintenance.

The performance-based maintenance contracts (PBM contracts) in the Netherlands are a cause for concern for us. Even though ProRail had been working on these contracts for several years, we can conclude that both ProRail and the contractors were not prepared for this new contract form. Over the coming two years, the misunderstandings that have arisen around these contracts will have to be addressed, and the parties will have to better prepare for the next series of contracts. The Group is now working on several fronts to improve in this area by using modern tools, better working methods, and maintaining close dialog with the client.

There is also extra focus on the F-Bane contract for installation of ERTMS, the new European rail traffic management system, in nearly half of Denmark's rail network. This is an important project for the Group going forward, given that all European countries will ultimately be switching to this system. As it turned out, this project was not being managed well. We have meanwhile taken drastic steps in how this project is managed and are confident that it will get back on track from 2020 onwards. With all the experience we have gained, we expect to land more ERTMS projects in Europe in the future.

Civil Infrastructure (Strukton Civiel)
After years of disappointing results, Strukton Civiel has turned a corner and is on the up again. The decision to strike up close collaboration with Strukton Rail proved to be a smart move. Work on the construction of the Riyadh subway is on schedule. Trains are meanwhile running along large parts of lines 4, 5 and 6 as part of the test phase, and the expectation is that all trains will be running by mid-2021. The parts of the project that were commissioned later, such as the two stations at the airport and the science park, will probably be completed by the end of 2021. Owing to the expected risks involved in completion of the project, it contributed to profits only to a minor degree in 2019.

In 2019, Strukton Integrale Projecten reached an important milestone, sealing a refinancing deal for the A15 highway project. Following completion of the capacity expansion of the A15 highway between the Maasvlakte industrial site and the Vaanplein intersection in 2015, the twenty-year maintenance phase has now started. Refinancing was sought to be able to take advantage of more favorable financing conditions compared to the original financing deal signed in 2010, and with a view to securing a stable remainder of the maintenance contract, which still has fifteen years to go.
The financial gains from the refinancing deal, which also benefited the commissioning authority, Rijkswaterstaat, also allowed Strukton to improve the management and maintenance business case for the highway to such an extent that it now offers prospects of long-term returns.

Technology & Buildings (Strukton Worksphere)
Strukton Worksphere continued its work on building a stable and solid organization in 2019. And they were successful, thanks to our critical approach of only tendering for contracts that are a good fit with our ambitions and expertise. We want to be the best, most sustainable management and maintenance company and developing construction company

around, using our strong technology component. We have been awarded many new maintenance contracts by industry-leading clients. Also, when it came to projects, Strukton Worksphere showed solid performance in 2019. One example is the contract we landed for the sustainable and circular refurbishment of a major financial institution's head office in Amsterdam. Strukton Worksphere's backlog contains ample work.

Consultancy and engineering services (Antea Group)
Antea Group is an international consulting and engineering firm that specializes in full-service solutions in the areas of the environment, water, infrastructure and spatial planning. By combining strategic thinking, multidisciplinary perspectives and engineering expertise, we are able to deliver sustainable results for a better future and solve our clients' challenges in the most effective way possible. The various country organizations that make up Antea Group each focus on providing services in their respective countries. As the overarching organization, Antea Group bids for international contracts — such as from donor agencies — and is active in product development, innovation, and digital transformation, as well as in international focus areas such as water, remediation, and data and asset management.

With over 3,250 employees across the globe, we serve clients ranging from international energy companies and manufacturers to donor agencies, national governments and local authorities.

Every day, we set out to make our activities grow sustainably by building an international enterprise that makes the most of its expertise from its sources to deliver innovative solutions to partners and clients across the globe.

We offer client value through a varied range of consulting and engineering services that are aligned with current challenges in the market and that promote fit-for-purpose solutions. Our employees are passionate about what they do and committed to translating complex requirements to workable solutions. Thanks to our agility and capacity for adaptation, we are able to innovate and make the most of our global resources to continue to be a leading player in the industry. By engaging Antea Group, customers will reap the benefits of successful projects that protect the planet, enable business growth and guarantee social well-being.

Antea Group's results for 2019 were even better than those for the preceding year. Improvement through innovation is the best way to sum up 2019 and 2018 — two years in which we made significant investments in our capacity for innovation and were able to reap the first rewards of our innovations. We were also able to further expand our position as an international firm, for instance, by reinforcing the international connections between the various country organizations.

Antea Group Netherlands achieved its best result ever for the third time in a row, as our thousand-day plan helped us raise our profile, increase profitability, galvanize our client focus and boost capacity for innovation. Although Antea Group Belgium performed well in 2019, it was unable to match its 2018 performance.

The positive trend in two countries that are highly important for Antea Group, France and the United States, continued in 2019. Antea Group USA saw its profit grow significantly, thanks to diversification of services and customers and improved productivity. In France, significant investments have been made in the organization's optimization over the past three years, including through the "Smart Builders" program, which paid off in improved results in 2019.

Iceacsa Grupo in Spain and Latin America contributed positively to the Group's profits in both 2019 and 2018, as did Antea Group India and Antea Group Brazil.

From its acquisition on 29 May 2019, Antea Group Poland has been contributing to the Group's revenue and profits, while also being instrumental in the Group's expansion into Eastern Europe.

Disruptive developments
In the various countries where they have operations, the segments are being impacted directly or indirectly, and to varying degrees, by disruptive conditions such as COVID-19, availability of adequately qualified staff, (lack of clarity on future) legislation and regulations, currency exchange rates, availability and prices of resources and commodities, digitalization and robotization. The Board and the management of the segments and units are working dynamically on analyzing the potential risks and designing measures to mitigate the impact of the expected disruptions. In the area of the digital transformation and innovation, several initiatives were launched and are now underway at both segment level (Antea Group's Innovation Hub in Orléans, France) and more broadly across the organization.

Acquisitions

If deemed expedient for the development of the strategy of and long-term value creation for the Group's segments, the Group will make acquisitions as and when the opportunity arises. Decisions to take part in an acquisition process will not be made until various conditions are met, such as the conditions that the acquiring segment must have sufficient cash and cash equivalents available, also in relation to current bank covenants, that the acquisition target must conform to a certain profile (minimum scope, spread of customer base and products, limited financial, legal, and tax risks, ratios), and that the target business must be able to contribute promptly to the development of the segment's strategy and long-term value creation. The value of a business that is an acquisition target is measured using various measurement methods, factoring in considerations such as future cash flows and capital costs.

After acquisition, the acquired entity will be monitored as an independent unit or as part of a larger cash-generating unit (CGI), while its figures will be presented as an integrated part of the Group's regular reports. The value of the business combination is reviewed on a regular basis, which will again take account of future cash flows and capital costs. The outcome of this review is a key status indicator.

In the event that any Group unit does not contribute or no longer contributes to the Group's strategy and long-term value creation, a decision can be made to sell the business unit in question. This kind of decision will never be made lightly and will be made only after careful consideration of all potential risks (including reputation-related risks) and adverse effects.

On May 29, 2019, the Group acquired a 100% stake in Antea Polska S.A.

Financing and Equity Interest

Financing

On April 13, 2018, Strukton Group agreed a new financing arrangement with an expiry date of April 13, 2021, plus an option for an extension through to April 13, 2023 at the latest. The main features of this financing arrangement are:

- three-year term with two options for a one-year extension;
- no compulsory repayments up to the end date;
- committed revolving credit facility of €115 million, the credit margin is 150 bps (all-in) through to year-end 2018. From 2019, the credit margin depends on a price grid that is linked to the leverage ratio (price range of 100 to 175 bps);
- committed bank guarantee facilities totaling €75.1 million specifically for the Riyadh subway project in Saudi Arabia;
- uncommitted (bank) guarantee facilities amounting to €207.4 million.

In May of 2020, Strukton Group received paid-in capital from Oranjewoud N.V. totaling €20 million.

In June of 2020, Strukton extended its financing deal by six months to October 13, 2021 and set the total amount of the facility at €80 million. The covenants agreed are the following:

- leverage ratio (of the Dutch credit base);
- EBITDA (of the Dutch credit base);
- interest cover ratio (of the Dutch credit base);
- solvency ratio (of Strukton Group, excluding the Riyadh subway project).

The banks were provided with securities for this facility. This means that the majority of Strukton Group's assets have been pledged to the banks who provided the committed facility.

For 2021, a multi-year refinancing deal is anticipated. Based on the agreed financing, Strukton Group has adequate credit and bank guarantee facilities.

Bank Covenants

Oranjewoud N.V. is compliant with the conditions agreed with the banks for the entirety of 2019 and as of Tuesday, December 31, 2019.

Strukton Groep N.V. (Strukton) has its own financing arrangement that is fully ring-fenced from Oranjewoud N.V.'s financing. As at December 31, 2019, Strukton is compliant with the covenants agreed with the banks and has been throughout 2019.

Equity Interest
As at the date of the financial statements, Oranjewoud N.V. is 98.87% owned by Sanderink Investments B.V. (year-end 2019: 98.47%).

Separate Companies
Antea Group's consulting and engineering services and Strukton Group's implementation activities have not been and will not be merged. There will, of course, be collaboration 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 Group each have their respective 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. Antea Group and Strukton Group have separate IT systems and management teams.

Subsequent Events
The COVID-19 outbreak has spread rapidly in 2020. Measures to stem the spread taken by governments across the globe have had a negative impact on economic activity. The Group itself has also taken measures to monitor and prevent the effects of COVID-19, including health and safety measures for our workers (such as social distancing and home working) and measures to secure the supply of materials that are essential for our business processes.

At this stage, the consequences for our operations and our results have been minor, albeit that this varies per segment and per country. A number of units operate in essential sectors.

To mitigate the impact of the COVID-19 outbreak, it is key for both our clients and the Group that our work can go ahead as much as possible. In various countries where the Group is active, we are confronted with reduced activity. At present, there are no indications that the Group will be unable to meet its financial obligations.

Governments of the countries in which we operate have announced and come through on relief measures intended to cushion the impact of the COVID-19 outbreak on our results and liquidity. We are currently looking into our eligibility for such government support in the countries in which we operate. In the Netherlands, Belgium, France, the U.S., Denmark, Italy and Spain, we have applied for, been promised, or received government relief.

We will continue to abide by the policy and advice of the various national bodies, while at the same time doing everything within our power to proceed with our operations in the best and safest way possible without jeopardizing our workers' health. Although there is still uncertainty, we do not see the impact of the COVID-19 pandemic having a materially negative effect on our financial condition or liquidity. Please also refer to note 28 in the financial statements.

Segmentation

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

Consulting and Engineering Services

in millions of €	**2019**	**2018**
Revenue from contracts with customers	438.6	417.2
Operating profit (EBITDA)	43.8	31.4
Pre-IFRS 16 EBITDA	32.3	31.4
Backlog	272	239
Number of employees (at year-end)	3267	3213

Revenue from contracts with customers in the Consultancy and Engineering Services segment came in at €438.6 million in 2019 (2018: €417.2 million). The operating profit totaled €43.8 million (pre-IFRS 16 EBITDA: €32.3 million) (2018: €31.4

million). By year-end 2019, the workforce had grown to 3267 (2018: 3213), mainly as a result of the acquisition of Antea Poland.

The **Dutch** economy was challenging in 2019. With a labor market that continued to be overheated, demand for qualified workers still outstrips supply. The Netherlands' Integrated Approach to Nitrogen (PAS) and PFAS are a challenge, but also an opportunity. In 2019, Antea Netherlands managed to hang on to its leading position, once again increasing its revenue and operating profit. The backlog grew to €104.1 million (2018: €91.2 million). Standing at 1481, the number of employees fell slightly compared to 2018 (1487).

Operating capital management, pressure on prices and strong competition in 2019 all impacted on development in **Belgium**. As a result, Antea Belgium's revenue has remained virtually stable, while the operating profit was down. The backlog grew to €35.9 million (2018: €32.1 million). The number of employees in Belgium has fallen slightly (2019: 202 and 2018: 207).

The economy in **France** was stable in 2019, but prolonged strike action in December did have an impact. Unemployment is falling and we have confidence in our business development in France. In November 2019, Antea France celebrated its 25th anniversary. Both revenue and operating profit were up in 2019. The backlog grew to €58.8 million (2018: €56.6 million). The workforce grew to 855 (2018: 837).

Antea Group continued to further diversify its range of products and services in the **United States** in 2019. Both revenue and operating profit were up, partly on the back of improved productivity. The backlog grew to €52.1 million (2018: €44.3 million), while the number of employees rose to 399 (2018: 384).

Iceacsa Grupo in Spain and Latin America, as well as Antea Group in **Brazil**, **India** and **Poland**, all showed satisfactory performance in 2019. Both revenue and operating profit from these operations helped push up the overall profit posted by the Consulting and Engineering Services segment.

Rail Systems

Strukton Rail's core activities include new development, maintenance and management of railroad infrastructure, 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, monitoring systems, measuring and inspection systems, energy systems, traction electronics and on-board power grids, and installation and integration of ERTMS and other train safety systems.

in millions of €	**2019**	**2018**
Revenue from contracts with customers	890.0	826.6
Operating profit (EBITDA)	30.9	30.9
Pre-IFRS 16 EBITDA	14.0	30.9
Backlog	1,500	1,881
Number of employees (at year-end)	3780	3817

Poor performance of a number of maintenance contracts in the Netherlands and a large contract in Denmark resulted in the Rail Systems segment posting a disappointing operating profit. In Italy and Sweden, on the other hand, Strukton Rail recorded excellent profits, while projects in the Netherlands also contributed significantly to the overall result. Strukton Rolling Stock has been running a loss.

The Rail Systems segment's backlog in the Netherlands has declined compared to the previous year. In Sweden and Italy, too, the backlog has shrunk.

Civil Infrastructure

Strukton Civiel's core activities are the design, execution, management and maintenance of integrated infrastructure projects, civil structures, road construction, hydraulic engineering, concrete construction, and generation and distribution of (sustainable) energy, and underground construction. Strukton Civiel specializes in foundation engineering, immersion and underwater engineering, bitumen, injection techniques, environmental engineering, asset management, bridge resurfacing, traffic management technology (traffic and tunnel engineering systems), prefab concrete, noise barriers, raw and waste material management, traffic routing, incident management, bridge and lock renovation, pressing, shifting, and jacking up, and rail-based civil infrastructure.

in millions of €	**2019**	**2018**
Revenue from contracts with customers	552.6	580.2
Operating profit (EBITDA)	11.9	1.1
Pre-IFRS 16 EBITDA	5.4	1.1
Backlog	586	442
Number of employees (at year-end)	1187	1291

The Civil Infrastructure segment's results were up on 2018. The results of the regional companies and specialist operations are generally stable. Plus, a €4.5 million release from the provision for loss-making contracts on a project in the Netherlands further boosted the results. Owing to the expected risks involved in the completion of the Riyadh subway project, its contribution to profits was minor in 2019.

The Civil Infrastructure segment's backlog was up on 2018 as a result of additional work on the Riyadh subway contract.

Technology and Buildings

The core business of Strukton Worksphere (Technology and Buildings segment) is building engineering, management and maintenance, project design and realization, operation and revitalization, and development. Strukton Worksphere specializes in asset management, risk-based maintenance, Strukton PULSE, monitoring systems, data management, energy management, system engineering, electrical engineering and mechanical engineering, DBMO contracts, operating management (including Energy Service Companies) and sustainability consulting.

in millions of €	**2019**	**2018**
Revenue from contracts with customers	408.1	367.9
Operating profit (EBITDA)	17.2	6.0
Pre-IFRS 16 EBITDA	10.8	6.0
Backlog	767	619
Number of employees (at year-end)	1814	1751

The operating profit posted by the Technology and Buildings segment is up on the previous financial year. Management and maintenance operations have contributed substantially towards the result. Aside from that, the OVT project in The Hague was completed, which also contributed positively towards the result. There was an improvement in the progress of the construction of the new premises for the National Institute for Public Health and the Environment (RIVM) and Medicines Evaluation Board (CBG).

The Technology and Buildings segment's backlog contains ample work and grew in 2019.

Other

in millions of €	**2019**	**2018**
Revenue from contracts with customers	76.5	76.9
Operating profit (EBITDA)	1.3	2.9
Pre-IFRS 16 EBITDA	0.9	2.9
Backlog	18	17
Number of employees (at year-end)	168	203

The Other segment includes reporting on the Sports and Temporary Staff.

Sports
The Sports segment is made up of Antea Sport Netherlands, J&E Sports, and Edel Grass. Sports' revenue was up on the previous year, while the operating profit remained stable. At €15.5 million (2018: €13.7 million), the backlog is good, while the workforce decreased to 55 (2018: 56).

Temporary Staff
Compared to last year, both revenue and operating result fell. The backlog was also down. The workforce decreased to 113 (2018: 147).

Internal control

Oranjewoud N.V.'s operations are wide-ranging and performed by a varied group of operating companies that are active in the areas of hydraulic engineering, infrastructure, the environment and spatial planning. Internal control is handled by each of the operating companies separately, so there is only limited internal control at the level of Oranjewoud N.V. itself. Organizing internal control in this way was a conscious choice, prompted by the fact that it fosters entrepreneurship. However, due to increased complexity of the environment in which the group operates (in terms of risks, legal context and increased international business), a need has arisen to design and implement additional procedures at Oranjewoud N.V. level, in the area of internal auditing and related processes for example, on top of existing procedures. These procedures will be detailed in a handbook and, as a minimum requirement, they will govern the activities of the operating companies.

The group's strategy is focused on reducing risk exposure in the backlog and order intake. In 2019, important steps were taken in this area.

Amortization

Total gross amortization of intangible fixed assets, Purchase Price Allocation (PPA) depreciation and other amortizations amount to €7.7 million (2018: €9.6 million). Amortization of intangible fixed assets had a major impact on net profit in 2019.

In the 2019 financial year, a gross amount (non-cash) of €1.7 million (2018: €3.8 million) relating to PPAs was amortized at the expense of the profits.

Capital Structure

The authorized capital stock as at December 31, 2019 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 62,872,869 shares of €0.10 each. As at December 31, 2019 (and 2018), subscribed capital amounted to €2,955,307 in A shares and €3,331,980 in B shares. Unlike with A shares, stock exchange listing has not been requested for B shares. There is no difference in terms of control between the A shares and B shares.

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 and derivatives measured at fair value, have been measured according to the 'loans and receivables' category as referred to in IAS 39.

Financial Covenants

Oranjewoud N.V. is compliant with the conditions agreed with the banks for the entirety of 2019 and as of December 31, 2019.

Strukton Groep N.V. (Strukton) has its own financing arrangement that is fully ring-fenced from Oranjewoud N.V.'s financing. As at December 31, 2019, Strukton is compliant with the covenants agreed with the banks and has been throughout 2019.

Interest Rate Risk

Loans and credit are needed due to the mismatch between receivables and liabilities. Loans and credit with a variable rate of interest are exposed to the risk of cash flow changing due to interest rate fluctuations. The Group's policy aims to acquire long-term financing at a fixed rate of interest by taking out interest rate swaps. Interest rate swaps are always used to hedge interest rate risks on the financing of ppp projects.

Currency Risk
The majority of the Group's activities are carried out in the eurozone. Outside Europe, the Riyadh subway project in Saudi Arabia got underway in 2013. The currency risk on a large part of future cash flows from the Riyadh subway project is hedged in US dollars. Incidental non-euro positions are hedged using forward exchange contracts. Currency risk on foreign subsidiaries' shareholders' equity and on long-term loans granted to these subsidiaries, known as the translation risk, is not hedged, with the exception of Antea United States.

Credit Risk
Given that a large number of our clients are public-sector organizations (governments), our exposure to credit risk is minimal. For projects above a certain value for private-sector clients, credit risk is also a factor in the assessment of the contract. Aside from that, billing for contracts (in advance) is based on project progress. The available cash and cash equivalents are held with credit-worthy banking institutions.

Liquidity Risk
Liquidity risk is the risk of the Group being unable to meet its financial obligations at the required time. The basic principles of liquidity management are that there must be sufficient liquidity to be able to meet current and future financial obligations, both under normal and exceptional circumstances, without incurring unacceptable losses or jeopardizing the Group's reputation. The Group uses ongoing liquidity forecasting to monitor whether the available liquidity is sufficient. In case of long-term contracts, clients are generally asked to pay installments to cover the financing of project expenditure.

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 and staff 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. For specific information about activities and projects in the context of corporate social responsibility and sustainability, reference is made to the notes in Segmentation.

Integrity
We are committed to integrity. Integrity means that we always work to the highest professional and ethical standards, and that we earn trust by being transparent and fair to all stakeholders, including clients, shareholders, partners, and employees.

Reliable Partner
We are a reliable partner to our clients, and our overriding aim is to deliver our products and services without ever losing sight of our partners' interests. We offer our products and services under terms and conditions that do not impair our independent professional judgment or obstruct our pursuit of optimum value creation for clients.

Dilemmas
Although it would simply be impossible to plan for all eventualities, we do encourage our employees to discuss dilemmas with each other and the management.

Anti-Corruption
We are committed to the principles of the free market and fair competition, and we adhere to all applicable rules. Our company code offers specific guidelines on gifts, hospitality, and payments to third parties. Specific instructions to combat corruption are also given. All employees are quizzed on their knowledge of the company code every year.

Responsible Employer
Our employees are our assets and the key to the Group's success. Aside from offering our employees a broad and flexible package of employment conditions and employee benefits, we are committed to supporting our employees in developing their knowledge and skills. And we want them to work and develop in a healthy, safe, and professional work

environment. All employees have equal opportunity when it comes to personal recognition, general and career development, and remuneration, regardless of their gender, age, background, or beliefs.

Social Affairs
In all countries where the Group has a presence, we abide by current legislation and regulations and respect the local culture and interests of society. We aim to improve the quality of the world around us.

Personal Affairs
The Group appreciates its staff and respects their human and workers' rights, so that they can work in a safe, healthy, and professional work environment, an environment where co-workers work together. The Group has the ambition to be one of the top employers in every country in which it operates. All employees have equal opportunity when it comes to personal recognition, general and career development, and remuneration, regardless of their gender, age, background, or beliefs. When it comes to discrimination and intimidation, the Group has a zero-tolerance policy. Personal data are only processed and handled in compliance with current data protection legislation.

Human and Workers' Rights
The Group respects human rights and workers' rights as an integral part of responsible business conduct; prohibits the use of any kind of form of forced labor and human trafficking, including child labor; does not accept intimidation or disrespectful or inappropriate behavior; focuses on safety, health, and well-being; promotes work-life balance, and strives for competitive pay.

Diversity Policy
With a view to being a reflection of society, workforce diversity is an important consideration for the Group. Diversity inspires appreciation of all aspects of our internal and external environment and of our relationship with all stakeholders, and it supports our strategy internationally and in the areas of innovation and digital transformation. Our aim for 2018 is to define our diversity policy and, where possible, make it quantifiable.

2020

As detailed in the principles in the Risk Management section under the Liquidity Risk and note 28 Subsequent Events, the COVID-19 outbreak and measures taken by various governments in response to stem the spread have had a negative impact on the Group in the first six months of 2020. Over the first five months of 2020, we experienced a slight drop in revenue compared to the same period in 2019.
The developments have led to a positive recurring operating result in the first five months of 2020. Whether or not we will see revenue and profitability improve in the remaining months of 2020 depends on how long the areas in which we operate are exposed to COVID-19 and on the degree to which government measures are extended, amplified or eased.

The Group will limit its investments to necessary asset replacements until there is certainty on when government measures will be lifted and business operations will improve. The Group does not currently intend to reduce the workforce other than through previously announced adjustments. However, if the COVID-19 pandemic endures, the Group may have to reconsider. Although there is still uncertainty, we do not see the impact of the COVID-19 pandemic having a materially negative effect on our financial condition or liquidity.

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

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 must 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 will also immediately qualify for reappointment – 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 at 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 must 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 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 will at least deliberate on and/or adopt: the annual report, the financial statements, the proposal for appropriation of the profits (if applicable), and the appointment of the external auditor. Other issues that may be put on the agenda for the General Meeting 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, 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, 2019, the subscribed share capital stands at €6,287,286.90, consisting of 29,553,066 A shares and 33,319,803 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 October 2019 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 provisions of the Dutch Corporate Governance Code of December 8, 2016 (the Code). Oranjewoud N.V. deviates from the Code on the following best practice clauses:

- 2.2.1 Oranjewoud N.V. has a director under the articles of association, Mr. G.P. Sanderink, who was appointed to an indefinite term. Besides holding a directorship under the articles of association, he also has a special position and responsibility at the company as a nominal director and the company's major shareholder. Mr. Sanderink does not receive remuneration from the company in exchange for his work.
- 2.5.2 Oranjewoud N.V. has not published a code of conduct on its website. Oranjewoud N.V.'s operations are performed by the various operating companies. Strukton Groep and Antea Group have published their codes of conduct on their respective websites. The management of the operating companies sees to compliance with the code of conduct.
- Oranjewoud N.V. does not apply best practices provision 2.7.3 insofar as it concerns the reporting of transactions with a potential conflict of interest to the Board of Directors; Oranjewoud N.V. has one director.

In 2019, 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 all echelons of 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 N.V. 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.

The business units also 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
Like other companies, Strukton faces various commercial, operational, and financial risks. These risks are inherent in the company's operations. The company tries to limit these risks by taking a systematic approach, both on a strategic and on an operational level.

Strukton identifies and monitors risks across the company in a structured manner. Adequate risk management hinges on broad risk awareness across the company. Strukton works to raise risk awareness by creating an open and transparent corporate culture.

To reduce the organization’s risk profile, the boards of the respective operating companies use strict selection criteria for new projects. Strukton bids only for management and maintenance contracts that are a good fit with Strukton’s core competencies, involve a limited level of risk, and offer good profit prospects. Projects that include a long-term maintenance and management component are of particular interest to Strukton. In line with the company’s strategy, the Group board always weighs returns up against risks within the boundaries of the company’s risk appetite. Continuity depends largely on good profit prospects. In 2019, the various risks were mapped out and analyzed once again.

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.

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 adherence 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 triedand-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. Antea Group is one of the first engineering firms in the Netherlands to be ISO 27001 certified. This ISO standard stands for a process-based approach to defining, implementing, executing, monitoring, maintaining and improving information security using an Information Security Management System.

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. Quotations and project progress are discussed in full with the responsible management and financial and legal managers. When putting together multinational bids and contracts, the Decision Making Framework is used to assess the various project-related and other risks, such as financial risks, local legislation and regulations, dealing with cultural differences, etc. 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 financial and legal managers.

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 the business units. Each of the countries where Oranjewoud N.V. has operations presents some special focus points. All country organizations are subject to the 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. All business units have risk management systems, each with local focus points for legislation and regulations, governance and compliance, insurance terms and conditions, and risk management. 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 fallback and recovery plans, and awareness programs for employees who work in the area of personal data processing.

Information security
The Group’s technological solutions depend on availability and continuity of information provision. Without information, the Group’s processes will come to a standstill and operations will cease to be possible. Unavailability or public disclosure of the information used could have major impact on the Group. Risks with respect to information provision increase as a result of the various developments of the current age. To stay in control, the Group maintains a continuous and structured focus on protecting information and connections.

Financial Instruments
Please refer to note 19 '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 and Strukton Groep.

Safety
The safety policy at the business units is geared toward control and preventing operational activities from leading to accidents, injury and loss of reputation, as well as toward ensuring activities are not in breach of legislation and regulations. Employees have access to the Quality, Labor and Environment (QLE) systems. The QLE systems are tested regularly by independently accredited certification institutes. Prevention takes top priority at the 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 Risks
The Oranjewoud N.V. business units have an insurance policy primarily geared towards prevention of fluctuations in profits due to damage and/or losses 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. Given the wide variety of projects, both in terms of size and complexity, as well as the requirements imposed by local and other legislation and regulations in the various countries where the companies operate, several supplementary insurance policies that take this diversity into account have been procured.

Agency Contracts
The Group uses agents to a limited degree. In actual fact, there is only one single relevant agency contract, namely the one with the local agent for the Riyadh subway project in Saudi Arabia. This project started in mid-2013. The contract with the local agent was signed in the first quarter of 2013. Investigation by Oranjewoud N.V.'s Supervisory Board did not turn up any concrete indications of possible irregularities. The review did, however, find that internal procedures in the area of – non-exhaustive- compliance and standardization of agency contracts needed further tightening. Given the Group's international ambitions, this process will require continuous focus. Improving compliance and risk management is an ongoing process that is partly subject to the continuously changing social context in which the Group operates.

The Group has meanwhile taken the following rectification measures:
- Internal procedures in the area of anti-corruption and integrity procedures were tightened further, including through additional Strukton All Right provisions in the Code of Conduct. The company also draws on third-party expertise in designing such procedures.
- Compliance officers have been appointed and employees involved in international bidding procedures and contracts receive compliance training.
- Best practices in the areas of compliance and duty of care are shared with peer companies in the industry.
- The current standard agency agreement now includes – non-exhaustive - provisions on the obligation to provide information, on nticorruption, and on compliance with the Code of Business Ethics. Agents with current agreements are required to confirm compliance with the Code of Business Ethics on an annual basis through a Letter of Representation.
- Agents outside the Netherlands are screened for good conduct using, among other sources, a database in the U.S.
- Internal controls were performed and supporting documentation has been compiled to keep track of the activities of agents (minutes, emails, letters).
- Existing agency agreements will be improved and amended wherever possible.

After the FIOD raid on 15 February 2019, which took us completely and unpleasantly by surprise, following the suspicion of corruption and forgery in obtaining the contract for the subway project in Riyadh, Strukton Groep immediately launched an internal investigation itself. This investigation was carried out by the Strukton Groep Compliance Officer under the direction of the Group Management Board.

The list of all data seized by the FIOD has been assessed for indications of irregularities. No findings emerged from this investigation that indicate failure to comply with applicable laws and regulations.
An independent expert has determined that the internal investigation was carried out adequately and carefully.

There are no new developments regarding the FIOD investigation. In 2019 the initial police report, and at the beginning of 2020, also the information that was confiscated during the raid, was made available to us digitally. We have determined that this information does not provide any new insights or requires further investigation into the reason for the raid on 15 February 2019.

The potential impact of COVID-19 on our company
As detailed in the principles in the Risk Management section under the Liquidity Risk and note 28 Subsequent Events, the COVID-19 outbreak and measures taken by various governments in response to stem the spread have had a negative impact on the Group in the first six months of 2020.

Besides the already widely known impact, the macro-economic uncertainty is disrupting economic activity and it is unknown what the long-term impact on our business operations will be. Although both the scale and the duration of this pandemic are still unknowns, they are expected to have further consequences for our business operations.

The main risks ensuing from the current uncertain situation surrounding COVID-19 are the following:
- The supply chain is made up of suppliers and subcontractors who provide services or supply goods for our projects for customers. The Group does not face material supply interruptions or problems from these suppliers. The Group has, however, adopted a critical approach to the use of subcontractors.
- The lockdowns and other measures lead to a risk of projects not being able to go ahead, which, in turn, means less revenue and reduced profitability. The severity, start date and duration of the lockdowns all have a bearing on their impact on Group segments' revenue and profitability. In Italy, this impact was significant for Rail Systems. Internally at the segments, productivity can be kept up adequately by switching to home working. Certain services have been classed as essential by the governments of the various countries where the Group operates. In a limited number of cases, projects were terminated or suspended. Although revenue lagged behind in the month of April in particular, overall revenue up to and including May 2020, was only fractionally down on the same period last year. Although the recurring operating profit through to the end of May 2020 was down, it is still a profit.
- Given the Group's nature and scale, it is exposed to a risk of impairment to a very limited degree only.
- In the Netherlands (the NOW scheme to protect jobs jeopardized by the COVID-19 pandemic), Belgium, Denmark, Italy, France, Spain and the United States, the Group relies on relief measures to cover staff costs. In France, the United States and Spain, the Group also uses the government-backed loan facilities. These relief measures are temporary. The loan facilities come with future payment obligations. These fit within the future operations.
- For details of financing and liquidity, please refer to the Continuity of financing section in the Supervisory Board Report and the Financing section in the Directors' Report, as well as to notes 16, 17 and 19 to the financial statements.
- Even before the COVID-19 outbreak, home working was an integrated part of the Group's work practices. Processes and procedures are geared towards accommodating home working. The lockdown situations triggered by COVID-19 have not had a material impact on these processes and internal controls.
- Although there is still uncertainty, we do not see the impact of the COVID-19 pandemic having a materially negative effect on our financial condition or liquidity. Also refer to the Risk Management section in the financial statements.

Status
The status of risk management efforts at Oranjewoud N.V. was discussed several times in 2019 during individual and 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 2019, 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. We do intend, however, to further tighten risk management and control systems in 2020 by investing in highly educated financial professionals.

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

G. P. Sanderink

July 14, 2020

Financial Statements 2019

Oranjewoud N.V.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(in thousands of euros)

	12-31-2019 *		12-31-2018	
Non-current assets				
Intangible assets (1)	**72,822**		78,160	
Property, plant and equipment (2)	**163,715**		170,252	
Right-of-use assets (3)	**136,269**		-	
Investment property (4)	**4,864**		4,950	
Associates (5)	**41,871**		40,535	
Other financial non-current assets (6)	**82,901**		61,683	
Deferred tax assets (7)	**48,206**		49,710	
		550,647		**405,290**
Current assets				
Inventories (8)	**25,905**		27,613	
Receivables (9)	**542,612**		627,067	
Work in progress (10)	**274,903**		276,176	
Income tax receivables	**12,736**		17,154	
Cash and cash equivalents (11)	**282,664**		275,950	
		1,138,820		**1,223,960**
Total assets		**1,689,467**		**1,629,250**
Equity				
Issued capital	**6,287**		6,287	
Share premium	**201,896**		201,896	
Translation reserve	**4,420**		3,920	
Hedging reserve	**(4,116)**		(3,446)	
Actuarial reserve	**(26,067)**		(15,379)	
Retained earnings	**107,846**		81,191	
Undistributed profit	**(4,379)**		10,919	
Equity attributable to equity holders of the parent company	**285,887**		285,388	
Non-controlling interests	**1,719**		41,727	
Total equity (12)		**287,606**		**327,115**
Non-current liabilities				
Deferred employee benefits (13)	**74,637**		58,889	
Provisions (14)	**50,391**		41,809	
Deferred tax liabilities (7)	**7,696**		6,002	
Lease liabilities (15)	**95,667**		-	
Subordinated loans (16)	**11,000**		1,000	
Non-current liabilities (16)	**238,166**		217,079	
Total non-current liabilities		**477,557**		**324,779**
Current liabilities				
Trade payables	**311,511**		319,977	
Amounts owed to credit institutions (11)	**56,888**		62,325	
Work in progress (10)	**205,398**		242,756	
Corporate income tax payable	**4,667**		10,890	
Provisions (14)	**20,896**		29,125	
Lease liabilities (15)	**42,752**		-	
Other current liabilities (17)	**282,193**		312,283	
Total current liabilities		**924,305**		**977,356**
Total equity and liabilities		**1,689,467**		**1,629,250**

* After adjustment in the principles for financial reporting concerning Lease accounting (IFRS 16).
See also paragraph "Newly applied and revised standards and interpretations" in the accounting policies.

CONSOLIDATED STATEMENT OF INCOME

(in thousands of euros)	2019 *	2018
Revenue from contracts with customers (18)	**2,365,799**	2,268,841
Other operating income (19)	**2,730**	2,635
Total operating income	**2,368,529**	**2,271,476**
Project costs of third parties	**(1,162,047)**	(1,123,330)
Staff costs (20)	**(892,013)**	(875,497)
Other operating expenses (22)	**(209,339)**	(200,263)
Depreciation	**(78,385)**	(39,844)
Total operating expenses	**(2,341,784)**	**(2,238,934)**
Operating profit	**26,745**	**32,542**
Finance revenue (23)	**6,840**	4,925
Finance costs (23)	**(18,272)**	(13,745)
Net finance revenue/(costs)	**(11,432)**	(8,820)
Share in profit after taxes of associates (4)	**2,443**	7,257
Profit before taxes	**17,756**	**30,979**
Income tax (24)	**(21,687)**	(15,535)
Net profit for the year	**(3,931)**	**15,444**
Attributable to:		
Shareholders of the parent company	**(4,379)**	10,919
Non-controlling interests	**448**	4,525

EARNINGS PER SHARE (in euros)

Net earnings per share attributable to equity holders of the parent company (basic and diluted)	(0.07)	0.17
Average number of shares outstanding	62,872,869	62,872,869

* After adjustment in the principles for financial reporting concerning Lease accounting (IFRS 16).
See also paragraph "Newly applied and revised standards and interpretations" in the accounting policies.

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CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
(in thousands of euros)

		2019 *		2018	
Profit after taxes			**(3,931)**		15,444
<u>Other comprehensive income to be reclassified to profit and loss in future periods</u>					
Changes in fair value of derivatives for hedge accounting		**(846)**		(2,113)	
Income tax	note 7	**176**		528	
	note 34		**(670)**		(1,585)
Unrealized gains and losses associates and joint ventures		**-**		(89)	
Income tax		**-**		-	
	note 34		**-**		(89)
Currency translation differences		**500**		(924)	
Income tax		**-**		-	
	note 34		**500**		(924)
Other comprehensive income to be reclassified to profit and loss in future periods			**(170)**		**(2,598)**
<u>Other comprehensive income not to be reclassified to profit and loss in future periods</u>					
Change in actuarial reserve	note 13	**(13,662)**		(2,975)	
Income tax	note 7	**2,974**		336	
			(10,688)		**(2,639)**
Other changes		**5**		-	
Income tax		**-**		-	
	note 34		**5**		-
Other comprehensive income not to be reclassified to profit and loss in future periods	note 34		**(10,683)**		**(2,639)**
Total comprehensive income after taxes			**(14,784)**		**10,207**
Attributable to:					
Shareholders of Oranjewoud			**(15,232)**		5,682
Non-controlling interests			**448**		4,525
Total comprehensive income after taxes			**(14,784)**		**10,207**

* After adjustment in the principles for financial reporting concerning Lease accounting (IFRS 16).
See also paragraph "Newly applied and revised standards and interpretations" in the accounting policies.

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

Group equity	Attributable to equity holders of the parent company								Non-controlling interests	Total
	Issued share capital	Share premium	Translation differences reserve	Hedge-reserve	Actuarial reserve	Retained earnings	Profit for the financial year	Total capital and reserves		
Balance at December 31, 2017	6,287	201,896	4,933	1,861-	12,740-	74,639	38,111	311,265	37,475	348,740
Adjustment IFRS 16 *	-	-	-	-	-	1,140-	30,419-	31,559-	-	31,559-
Balance at January 1, 2018	6,287	201,896	4,933	(1,861)	(12,740)	73,499	7,692	279,706	37,475	317,181
Retained earnings for 2017	-	-	-	-	-	7,692	(7,692)	-	-	-
Subtotal	6,287	201,896	4,933	(1,861)	(12,740)	81,191	-	279,706	37,475	317,181
Profit for the financial year	-	-	-	-	-	-	10,919	10,919	4,525	15,444
Unrealized gains and losses	-	-	(1,013)	(1,585)	(2,639)	-	-	(5,237)	-	(5,237)
Total comprehensive income after taxes	-	-	(1,013)	(1,585)	(2,639)	-	10,919	5,682	4,525	10,207
Other changes	-	-	-	-	-	-	-	-	(273)	(273)
Balance at December 31, 2018	6,287	201,896	3,920	(3,446)	(15,379)	81,191	10,919	285,388	41,727	327,115
Balance at January 1, 2019	6,287	201,896	3,920	(3,446)	(15,379)	81,191	10,919	285,388	41,727	327,115
Retained earnings for 2018	-	-	-	-	-	10,919	(10,919)	-	-	-
Subtotal	6,287	201,896	3,920	(3,446)	(15,379)	92,110	-	285,388	41,727	327,115
Profit for the financial year	-	-	-	-	-	-	(4,379)	(4,379)	448	(3,931)
Unrealized gains and losses	-	-	500	(670)	(10,688)	5	-	(10,853)	-	(10,853)
Total comprehensive income after taxes	-	-	500	(670)	(10,688)	5	(4,379)	(15,232)	448	(14,784)
Transactions with minority shareholders	-	-	-	-	-	15,731	-	15,731	(40,328)	(24,597)
Other changes	-	-	-	-	-	-	-	-	(128)	(128)
Balance at December 31, 2019	6,287	201,896	4,420	(4,116)	(26,067)	107,846	(4,379)	285,887	1,719	287,606

* After adjustment in the principles for financial reporting concerning Lease accounting (IFRS 16).
See also paragraph "Newly applied and revised standards and interpretations" in the accounting policies.

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CONSOLIDATED STATEMENT OF CASH FLOWS

(in thousands of euros)

		2019		2018	
Profit after taxes		**(3,931)**		15,444	
Non-cash movements:					
Profit/(loss) of associates	note 5	**(2,443)**		(7,257)	
Corporate income tax	note 26	**21,687**		15,535	
Finance revenue and costs	note 25	**11,432**		8,820	
Depreciation and amortization		**78,385**		39,844	
Badwill business combination	note 21	**-**		(2,417)	
Other changes lease		**258**		-	
Change in provisions		**30,055**		15,784	
Cash flow from operating activities before *changes in working capital*		**135,444**		85,753	
Changes in working capital:					
Trade payables		**(9,119)**		(6,030)	
Other current liabilities		**(27,570)**		(7,689)	
Inventories		**1,708**		(814)	
Work in progress		**(52,100)**		(50,478)	
Trade receivables		**44,778**		7,917	
Other receivables and prepayments and accrued income		**35,243**		(18,157)	
Change in working capital		**(7,060)**		(75,251)	
Dividend received from associates		**7,412**		4,839	
Interest received		**3,239**		4,045	
Income tax paid		**(16,140)**		(13,126)	
		(12,550)		(79,493)	
Cash flow from operating activities			**122,894**		6,260
Investments in intangible assets	note 1	**(1,812)**		(2,744)	
Investments in property, plant and equipment	note 2	**(26,253)**		(30,273)	
Expansion interest special purpose company	note 27	**-**		119,704	
Investments in associates	note 5	**(3,947)**		(1,036)	
Investments in consolidated companies	note 1	**334**		(3,488)	
Disposal of property, plant and equipment		**(1,075)**		1,759	
Disposal of associates		**368**		(485)	
Addition non-current receivables and PPP receivables	note 6	**(22,933)**		-	
Repayment non-current receivables and PPP receivables	note 6	**5,745**		-	
Change in other financial non-current assets		**(2,925)**		3,018	
Cash flow from investing activities			**(52,498)**		86,455
Acquisition minority shares		**(22,600)**		-	
Drawings subordinated loans	note 16	**10,000**		-	
Drawings loans	note 16	**25,990**		21,176	
Repayments loans	note 16	**(14,061)**		(12,840)	
Repayment lease obligations	note 15	**(41,974)**		-	
Other changes		**(1,343)**		(1,571)	
Interest paid		**(16,142)**		(13,480)	
Cash flow from financing activities			**(60,131)**		(6,715)
Net cash flow			**10,265**		86,000
Balance of cash and cash equivalents at January 1st			**253,625**		163,281
Exchange differences on cash and cash equivalents			**1,886**		4,344
Balance of cash and cash equivalents at December 31st	note 11		**265,776**		253,625

ACCOUNTING POLICIES

Information on the Company
Oranjewoud N.V. is a public limited liability company under Dutch law, headquartered at Antwerpseweg 8, Gouda, the Netherlands. Shares in the company are listed on the official Euronext N.V. Exchange in Amsterdam. Oranjewoud N.V. is 98.87% owned by Sanderink Investments B.V. Sanderink Investments B.V. is 100% owned by Gerard Sanderink's Stichting Administratiekantoor Sanderink Investments. Oranjewoud N.V. is active in the areas of consulting and engineering services, sports and leisure facilities, staffing, rail systems, civil infrastructure, technology and buildings, and ppp/concession projects. The organization is a provider of high-quality services across a wide-ranging field covering infrastructure and accommodation solutions, urban development, construction, nature and landscape, environment and safety, and sports & leisure. Oranjewoud N.V. takes care of the whole process, from preliminary studies, consultancy, design, planning and organization, right up to realization, management and operation.

The 2019 financial statements were drafted by the Board of Directors on July 14, 2020, and approved by the company's Supervisory Board, and will be submitted to the General Meeting of October 22, 2020 for adoption.

Basic Principles
The consolidated and separate financial statements are presented in euros, which is the company's functional currency. The consolidated financial statements were prepared in compliance with International Financial Reporting Standards (IFRS) as ratified by the European Union (IFRS-EU), as well as in compliance with Title 9, 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.

Going-concern assumption
Oranjewoud N.V.'s 2018 financial statements were prepared based on the going-concern assumption. For a detailed explanation of the reasons for this, please refer to the section on Risk Management under Liquidity Risk.

Principles used in preparing the consolidated financial statements
Unless stated otherwise, the consolidated financial statements were prepared based on historical costs. The principles for financial reporting as outlined below have been applied consistently for the periods presented in these consolidated financial statements, excepting only standards and interpretations that have not yet been applied.

Newly applied and revised standards and interpretations (IAS/IFRS)
The Group applied IFRS 16 for the first time in the 2019 financial year. The following will detail how the nature and impact of the changes as a result of application of this new standard affected the 2019 financial statements. While various other changes and interpretations were also applicable for the first time in 2019, these did not impact on the Group's consolidated financial statements. Explanatory notes on IFRS 16 are included in note 3 (right-of-use assets) and note 15 (lease liabilities).

IFRS 16 Leases
On January 1, 2019, IFRS 16 came into effect, replacing IAS 17 and associated interpretations. The new standard requires systematic recognition of rights and obligations under leases. As a result, the majority of all leases are recognized on the lessee's balance sheet, in a way that is similar to how finance leases were recognized under IAS 17.

Lessees recognize a lease liability with an associated right-of-use asset on the consolidated balance sheet, and they recognize interest costs and depreciation separately in the consolidated income statement. The Group has opted not to recognize right-of-use assets and lease liabilities for short-term leases with a term of 12 months or under and leases for low-value assets (value of under €5,000). The Group recognizes lease payments under these leases as an expense in the income statement over the lease term using the straight-line method. Recognition on the side of the lessors is essentially the same as lessor accounting under IAS 17.

In switching to IFRS 16, the limited retrospective method was used, whereby lease liabilities and the respective right-of-use assets under lessee leases for the 2019 financial year are recognized on the balance sheet and the corresponding figures were not restated. Based on this method, right-of-use assets were recognized as at January 1, 2019 with a value that equals that of the lease liabilities that used to be classified as operational leases under IAS 17, causing the cumulative effect to be zero. The right-of-use assets have been adjusted for all prepaid lease payments that were recognized on the balance sheet when IFRS 16 was first applied.

In determining the impact of IFRS 16, the following practical applications were used:

- Use one single discount rate for a portfolio of leases with similar characteristics.
- No new analysis performed to assess whether a lease existed on the transition date.
- Rely on previous assessments of whether leases are loss-making based on IAS 37 at the moment of first application.
- Exclude initial direct costs when measuring right-of-use assets.
- Classify leases with a remaining term of 12 months or under at the time of first application as short-term leases.
- Use evolving insights in the measurement of the lease liability.

Assets under leases that were previously classified as a finance lease under IAS 37 have been reclassified from tangible fixed assets to right-of-use assets, whereby the carrying amount of the right-of-use assets (and lease liabilities) equal that of the lease asset (and the lease liability) prior to the date of first application of IFRS 16.

The financial impact of the implementation of IFRS 16 in the financial statements 2019 is as follows:

	12-31-2018		01-01-2019 (revised)	12-31-2019		
Amounts in millions of euros	Before IFRS 16	Effect IFRS 16	After IFRS 16	Before IFRS 16	Effect IFRS 16	After IFRS 16
Intangible assets	78	0	78	73	0	73
Property, plant and equipment	170	-4	167	167	-4	164
Right-of-use assets	0	131	131	0	136	136
Investment property	5	0	5	5	0	5
Associates	41	0	41	42	0	42
Other financial non-current assets	62	1	63	82	1	83
Deferred tax assets	50	0	50	48	0	48
Non-current assets	**405**	**129**	**534**	**417**	**134**	**551**
Total current assets	**1,224**	**-1**	**1,223**	**1,144**	**-5**	**1,139**
Total assets	**1,629**	**128**	**1,757**	**1,561**	**129**	**1,689**
Equity	**285**	**0**	**285**	**287**	**-1**	**286**
Non-controlling interests	42	0	42	2	0	2
Total equity	**327**	**0**	**327**	**288**	**-1**	**288**
Deferred employee benefits	59	0	59	75	0	75
Provisions	42	0	42	50	0	50
Deferred tax liabilities	6	0	6	8	0	8
Lease liabilities	0	97	97	0	96	96
Subordinated loans	1	0	1	11	0	11
Non-current liabilities	217	-2	215	247	-9	238
Total non-current liabilities	**325**	**95**	**420**	**391**	**87**	**478**
Trade payables	320	-3	317	312	0	312
Amounts owed to credit institutions	62	0	62	57	0	57
Work in progress	243	0	243	205	0	205
Corporate income tax payable	11	0	11	5	0	5
Provisions	29	0	29	21	0	21
Lease liabilities	0	36	36	0	43	43
Other current liabilities	312	0	312	282	0	282
Total current liabilities	**977**	**33**	**1,010**	**882**	**43**	**924**
Total equity and liabilities	**1,629**	**128**	**1,757**	**1,561**	**129**	**1,689**

	up to and including December 31, 2019		
Amounts in millions of euros	Before IFRS 16	Effect IFRS 16	After IFRS 16
Total operating income	**2,368.8**	**-0.3**	**2,368.5**
Total operating expenses	**-2,343.4**	**1.6**	**-2,341.8**
Operating profit (EBIT)	**25.5**	**1.3**	**26.7**
Net finance revenue/(costs)	-9.5	-1.9	-11.4
Share in profit of associates	2.4	0.0	2.4
Profit before taxes	**18.4**	**-0.7**	**17.8**
Income tax	-21.7	0.0	-21.7
Net profit for the year	**-3.3**	**-0.7**	**-3.9**
Attributable to:			
Shareholders of the parent company	-3.7	-0.7	-4.4
Non-controlling interests	0.5	0.0	0.5

Under IFRS 16, the main focus of the cost profile is on the start of the accounting period. This is caused by the fact that the Group capitalizes the right-of-use asset, which is depreciated using the straight-line method, and the fact that the financial expenses go down over the term of the lease. Over the full lease term, this levels out the impact and IFRS will not have an impact on the Group’s profitability, although the EBITDA is up as a result of changes to the classification. Under IAS 17, the Group recognized lease costs in EBITDA. This has changed under IFRS 16, except for costs relating to short-term leases and low-value assets for which practical exceptions are used, given that lease-related costs are classified as depreciation and financial expenses.

The financial impact on the cash flow statement 2019 of the Group can be illustrated as follows:

	2019 *Before IFRS 16*	IFRS 16 effect	2019 *After IFRS 16*
From operating activities	80,986	-41,974	122,961
From investing activities	-52,498	-	-52,498
From financing activities	-18,223	41,974	-60,198
Total net cash flow	**10,265**	**-**	**10,265**

Reconciliation of off-balance sheet liabilities and securities provided and impact on the opening balance sheet:
In applying IFRS 16 for the first time, the Group recognized lease liabilities relating to leases that were previously classified as “operational lease” in off-balance sheet liabilities and securities provided, as per the principles of IAS 17.

The table below shows a reconciliation between off-balance sheet liabilities as at December 31, 2018, and the cumulative effect of the first application of IFRS 16 as at January 1, 2019. The differences are caused mainly by:

- the splitting of the rate into lease and non-lease components: in measuring off-balance sheet liabilities and securities provided, no distinction was made between the lease and non-lease components. IFRS 16 does make this distinction;
- application of exemptions: the Group has opted not to recognize right-of-use assets and lease liabilities for short-term leases with a term of 12 months or under and leases for low-value assets. These leases are included in the summary of off-balance sheet liabilities and securities provided.

Off-balance sheet liabilities in accordancewith IAS 17 as per December 31, 2018	**152,072**
(amounts in thousands of euros)	
Discounted based on the incremental borrowing rate as per January 1, 2019	**147,162**
+/+ financial lease agreements as per December 31, 2018	4,251
-/- short term lease agreements	4,432
-/- lease agreements of low value assets	200
-/- net present value of non-lease items	27,206
-/- change of lease term	(613)
+/+ value of buying option	320
-/- other adjustments	(11,822)
Recognised liability as at January 1, 2019	**132,330**

Sensitivity analysis

In measuring the present value ofs the lease liabilities, the incremental borrowing rate of interest is used. The incremental borrowing rate of interest has the following impact on the recognition of leases that were not recognized on the balance sheet under IAS 17:

Incremental borrowing rate	Value Right-of-Use assets	Value Lease liabilities	Impact Right-of-use	Impact Lease liabilities
- 1%	131,581	131,834	3,440	3,440
- 0%	128,141	128,395	0	0
+ 1%	124,880	125,133	-3,261	-3,261
+ 2%	121,779	122,032	-6,363	-6,363

The impact of the incremental borrowing rate on the closing balance and the profit and loss accounts of 2019 is indicated in the next table:

Incremental borrowing rate	Value Right-of-Use assets	Value Lease liabilities	Impact Right-of-use	Impact Lease liabilities	Cost 2019	Impact costs
- 1%	136,251	132,456	3,600	3,017	41,948	-493
- 0%	132,651	129,439	0	0	42,442	0
+ 1%	129,213	126,557	-3,438	-2,882	42,906	465
+ 2%	125,946	123,809	-6,705	-5,630	43,389	948

IFRIC 23 Uncertainty over Income Tax Treatments

IFRIC 23 interpretation on uncertainty over income tax treatments has been issued. The Group concluded that, based on compliance with tax rules and transfer pricing studies, it is likely that all tax treatments (including those for the group companies) will be accepted by the tax authorities. IFRIC 23 does not have a material impact on the Group's consolidated financial statements. Besides IFRIC 23, there are no other IFRS standards on IFRIC amendments that have a material impact on the Group.

Standards and interpretations that have not yet been applied

Standards and interpretations that had been issued by the date of publication of the Group's financial statements, but were not yet effective, are detailed below. Wherever applicable, the Group intends to apply these as soon as they come into force. The following standards and interpretations that were not yet mandatory in 2019 have not been applied in these financial statements.

IFRS 17 Insurance contracts

This new standard applies to companies that issue insurance contracts, providing a comprehensive description of all aspects applicable to the recording of insurance contracts. This standard does not apply to the Group.

Amendments to IFRS 3: definition of a business

In the amended IFRS 3 standard (Business combinations), the definition of what constitutes a business has changed. This change helps companies analyze whether a set of operations or assets acquired can be classed as a business. The change is made up of the following elements:

- further explanations on the criteria for designation as a business;
- an analysis of whether market parties are able to replace missing elements is no longer required;
- instructions helping companies in determining whether processes acquired are significant;
- refined definition of a business and output; and
- introduction of an optional market value concentration test.

The amendment applies solely to future transactions completed after the amendment was implemented and, therefore, has no impact on the Group's financial statements.

Amendments to IAS 1 and IAS 8: definition of material

Amendments to IAS 1 "Presentation of Financial Statements" and IAS 8 "Accounting Policies, Changes in Accounting Estimates and Errors" respectively are intended to ensure consistent use of the definition of "material" in both these standards and to clarify a number of specific aspects of the definition. The new definition is as follows: "Information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general-purpose financial statements make on the basis of those financial statements." This amendment is not expected to have an effect on the financial statements.

Consolidation Principles

Subsidiaries (full consolidation)

Subsidiaries are all entities that are directly or indirectly controlled by the Group. Control exists when the Group:

- has the power to direct relevant operations of a participation to obtain benefits from its operations;
- is exposed or has entitlement to variable returns from its involvement with the participation; and
- is able to use its power to influence returns.

Subsidiaries are fully consolidated from the date on which the Group acquires control. Subsidiaries are deconsolidated as soon as the Group no longer has control.

The Group recognizes the acquisition of subsidiaries as per the acquisition method. The amount paid for an acquisition is set at the fair value of the assets stated, the equity instruments as at the acquisition date, and liabilities acquired or assumed. The amount paid also includes the fair value of assets, fees, and liabilities under contractually agreed conditional provisions. Transaction costs in relation to an acquisition are recognized at the expense of the profits on the date they are incurred.

At initial recognition in the financial statements, the acquired identifiable assets and the acquired liabilities/contingent liabilities are measured at fair value as at the acquisition date. For each acquisition, the Group measures a possible minority stake either at fair value or at the share of the minority stake in the identified net assets of the acquired entity.

If the amount paid, the minority stake, and the fair value as at the acquisition date of a stake in the acquired entity that already existed on the acquisition date exceeds the fair value of the Group's share in the identifiable net assets, the difference will be recognized as goodwill. If the amount paid is lower than the fair value of the identifiable net assets, the difference is recognized directly in the statement of income.

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.

Joint Operations
Joint operations are participating interests in entities of which the Group has joint control with third parties under a contract. The Group recognizes its stake in the revenue and costs, assets, and liabilities of the joint operation and combines this item by item with corresponding items in the Group's financial statements.

Joint Ventures
Joint ventures are entities of which the Group has joint control with third parties, whereby such control is laid down in an agreement. The Group is entitled to a share of these entities' net profits, as well as to a share of the net asset. The consolidated financial statements recognize joint ventures as a participation as per the equity method. Participations are measured including the goodwill established upon acquisition, less possible cumulative impairments. The parties involved have contractually agreed to share control and that decisions on relevant operations require unanimity of the parties that have joint control of the joint venture.

Associates
Associates are entities where the Group has significant influence on financial and operating policy without having decision-making authority, as these are not joint ventures. The consolidated financial statements recognize the Group's share in total loss/income from unconsolidated investments as per the equity method, after correction of the principles in accordance with the Group's principles, from the date on which the Group gained significant influence until the date on which it ceased to have significant influence. Participations are measured including the goodwill established upon acquisition, less possible cumulative impairments.

Elimination of transactions upon consolidation
Intra-group balances and possible unrealized gains and losses on transactions within the Group or income and expenses relating to such transactions are eliminated upon preparation of the consolidated financial statements. Unrealized gains and losses on transactions with participations and entities of which the group has joint control are eliminated in proportion to the Group's stake in the entity.

Consolidated interests
The consolidated participations and the percentage of the interest are detailed in note 44.

Basis of valuation

Foreign currency transactions and investments in foreign operations
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.

Assets and liabilities of foreign operations are translated into euros at the exchange rates ruling at the reporting date. Currency differences ensuing from this conversion are included in conversion difference reserves of the shareholders' equity via OCI. In case of full or partial divestiture of foreign subsidiaries, joint operations, joint ventures and participations in which the Group has ceased to have decision-making authority, conversion differences are transferred to the statement of income. Income and expenditure from foreign operations are converted to euros at the rate that approximates the exchange rate on the transaction date.

Derivative financial instruments
The Group uses interest rate swaps, inflation swaps and an "overdraft facility" 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 Groep in the acquisition of Strukton Groep, hedge accounting is not applied. These interest rate swaps, inflation swaps and "overdraft facility" are measured at fair value. The change in fair value of these swaps is directly recognized in 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, inflation swaps and "overdraft facility" which were conducted after the acquisition of Strukton Groep, hedge accounting is applied. The change in fair value of the interest rate swaps, inflation swaps and "overdraft facility", which serve to hedge interest rate risks and currency risks arising from future interest payments and future cash flows in US dollars, 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 Intellectual Property
Patents and Intellectual Property are carried at cost less accumulated amortization and any accumulated impairments. Patents are amortized on a straight-line basis over their useful lives of five years. The lifespan of Intellectual Property 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. 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 liability shall be accounted for in the statement of income. 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. Land is not depreciated (excluding land hardening (ten years)).

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 and consist mainly of term payments for the acquisition of equipment that is not already in use.

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 significant parts, they are listed as separate items (major components) under tangible fixed assets.

Leases
Initial recognition of right-of-use assets and lease liabilities
Recognition of leases on the balance sheet leads to recognition of a liability that represents the present value of future lease payments and recognition of an asset that represents a right of use to the leased asset during the lease term. Upon initial recognition, the right-of-use asset is measured at the amount of the initial measurement of the lease liability, to which any lease payments made on or before the effective date have been added. If applicable, initial direct costs incurred by the Group to enter into the lease and compulsory estimated costs for restoration and dismantling that have been factored in are included in the measurement of the right-of-use asset as per the conditions of the lease.

Lease payments
Upon initial recognition, the liability equals the present value of the future lease payments over the lease term. Lease payments are split up into lease and non-lease components. The value of the lease and non-lease components is measured based on the relative stand-alone price of the various components. The non-lease components are not included in the measurement of the liability and are recognized directly in the income statement on a straight-line basis. Measurement of the lease components includes the fixed payments, variable lease payments that depend on an index or percentage (initially measured using the index or percentage that applied on the lease effective date), the strike price of a purchase option when it is reasonably certain that this option will be exercised, amounts that are expected to be payable by the lessee under residual value guarantees, and payment of penalties for early lease termination, if the lease term reflects that the lessee exercises an option to terminate the lease.

Lease term determination
The lease term equals the lease's non-cancellable period, whereby the legally enforceable extension and termination options included in the contract must be taken into account, if there is a reasonable level of certainty that these options will be exercised. The non-cancellable period ends as soon as both the lessor and the lessee can terminate the contract.

Treatment of right-of-use assets after initial recognition
After initial recognition, the right-of-use asset is depreciated over the service life of the underlying asset or, if this is shorter, the lease term. In the event of purchase options that are reasonably likely to be exercised, the depreciation term equals the service life of the underlying asset. In this case, the exception for short-term contracts (term of 12 months or under) cannot be used.

Treatment of liabilities after initial recognition
After initial recognition, the lease liability is measured based on a process that is comparable to the amortized cost method using the discount rate, whereby the liability is increased by the interest accrued on the back of the discounting of the lease liability at the start of the lease term, less payments that were already made. The interest costs for the term, as well as variable payments not factored into the initial measurement of the lease liability and that were made during the relevant term, are recognized as costs.

Revaluation of lease liabilities
The lease liability is revalued in case of a change to the lease term, to the estimate in the assessment of the reasonable extent of certainty that an option will be exercised, to the estimate of the assessment of the likelihood of the residual value guarantee and/or to the rates or indexes used to measure the future lease payments. In the event of revaluations ensuing from a change to the lease term or the estimate in the assessment of the reasonable extent of certainty that an option will be exercised, a revised discount rate is used for the revaluation. In the event of revaluations ensuing from a change to the estimate of the assessment of the likelihood of the residual value guarantee and/or the rates or indexes used to measure the future lease payments, the discount rate that was determined upon initial recognition is used. The difference compared to the lease liability prior to the revaluation is corrected in the capitalized right-of-use asset.

Contract changes
A contract change is when the purport of the contract has been changed and this change was not part of the original contract. If the change ensues from an increase in the price of the rented property and the price increase equals the stand-alone price of the additionally rented asset, the change is recognized as a separate contract. If the change is not recognized as a separate contract, the lease liability is recalculated based on a revised discount rate. The difference compared to the lease liability prior to the contract change is corrected in the capitalized right-of-use asset.

A decrease in the price of the rented property will lead to a decrease in the value of the right-of-use asset. Any resulting losses or gains are recognized directly in the income statement.

Right-of-use assets capitalized
<u>Land</u>
Land is rented primarily for material storage purposes. These leases include annual indexation based on the consumer price index. Initial recognition is based on the index as it is on the effective date. On the date of indexation, the lease liability is recalculated and the difference compared to the lease liability prior to indexation is corrected in the capitalized right-of-use asset.

<u>Company buildings</u>
The lease term is determined as specified above. For a large number of leases, exercising an option requires the consent of both the lessee and the lessor, meaning that the non-cancellable period equals the period of time through to the end date without application of contract options.

These leases include annual indexation based on the consumer price index. Initial recognition is based on the index as it is on the effective date. On the date of indexation, the lease liability is recalculated and the difference compared to the lease liability prior to indexation is corrected in the capitalized right-of-use asset.

<u>Machines and equipment</u>
The machines and equipment that are leased mainly concern equipment such as forklift trucks and cranes. The lease term is determined as specified above. A number of equipment leases include a purchase option. If there is reasonable certainty that such purchase options will be used, the purchase options will be factored into the measurement of the lease liability. In these cases, the depreciation term for the right-of-use asset equals the asset's economic service life.

When a contract includes a purchase option, the practical application for non-capitalization of short-term leases is not used.

<u>Vehicles</u>
Vehicle leases relate to the leasing of passenger vehicles, vans and trucks. The lease term is determined as specified above. The term of these leases equals the non-cancellable period specified in the lease. The non-cancellable period is a standard term (starting on the lease commencement date), unless the contracted number of kilometers is reached before the end of that term.

<u>Other</u>
The other assets relate to various rented assets that cannot be classified in a specific category due to their diverse nature, such as videoconferencing equipment. The lease term is determined as specified above. Under these leases, exercising an option requires the consent of both the lessee and the lessor, meaning that the non-cancellable period equals the period of time through to the end date without application of contract options.

Non-capitalized right-of-use assets
The Group uses the exception rule that allows the Group not to recognize right-of-use assets and lease liabilities for short-term leases and leases for low-value assets. Short-term leases are leases with a term of 12 months or under and relate mainly to tools and equipment. “Low-value” assets are assets with a new value of under €5,000 and concern mainly printers and other small mechanical tools. The Group recognizes lease payments under these leases as an expense over the lease term using the straight-line method.

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.

Non-current assets held for sale
Non-current assets (or groups of assets and liabilities that are disposed) of which the carrying amount is expected to mainly be realized through a sale transaction and not through the continued use of the asset are classified as ‘held for sale’.

Immediately prior to this classification, the assets (or the components of a group of assets that are to be disposed) are revalued in line with the Group’s financial reporting principles. The assets (or a group of assets that are to be disposed) are subsequently valued based on the carrying amount, or, if lower, the fair value (less cost of sales).

Impairment losses on a group of assets to be disposed will initially be recognized as goodwill and subsequently be prorated to the remaining assets and liabilities. Impairment losses ensuing from the initial classification are included in the statement of income.

Other financial assests
Other long term receivables
The other non-current receivables concern assets that are held within a business model designed to hold financial assets to receive contractual cash flows. Such cash flows exclusively concern repayments and interest payments on the principal outstanding. Such non-current receivables are initially recognised at the fair value of the relevant performance, and subsequently at amortised cost based on the effective interest rate method.

Ppp claims
Receivables from public/private partnerships (ppp-receivables) are pending concession payments from public bodies (governments) in relation to ppp concession projects. The ppp claims are recognized as financial fixed assets. This

concerns assets that are held within a business model designed to hold financial assets to receive contractual cash flows. Such cash flows exclusively concern repayments and interest payments on the principal outstanding. These long term receivables are initial 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).

Investments in equity instruments
Upon initial recognition, the Group may choose to irrevocably designate its investments in shares as equity instruments measured at fair value through OCI (other comprehensive income) if they fulfil the definition of equity according to IAS 32 'Financial instruments: presentation' and are not held for trading purposes. The classification is determined on an instrument basis.
Gains and losses on such financial assets are never recycled into profit or loss. Dividends are recognised as other income in the statement of income if the right to receive payment is established. The Group chose to irrevocably designate the equity investments to this category.

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. A deferred tax asset or liability is not recognised for assets and liabilities whose initial recognition does not affect accounting or taxable profit. 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
The Group created a provision for expected credit losses on any differences between the cash flows due according to the contract, and the cash flows that the Group expects to receive, discounted at the approximate original effective interest rate. The amount of expected credit losses (or their reversal) is recognised as an impairment result in the statement of income.

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
Works in progress are gross amounts that still have to be charged for contract work performed up to the reporting date that are pending collection from clients. This item is valued at realized revenue less installments billed.

Projects are presented in the statement of financial position as receivables from or payables to the customer based on the contract. A receivable is created if the amount of the realized revenue exceeds the amount of the invoiced instalments. A payable is created if the amount of the realized revenue falls below the amount of the invoiced instalments.

Trade receivables, receivables from affiliated companies and *other receivables*
Trade receivables, receivables from affiliated companies and other receivables are initially recognized at fair value and subsequently at amortized cost using the effective interest method.

Impairments work in progress and trade and other receivables
For work in progress and trade and other receivables the Group fits the simplified approach to calculate expected credit losses. The Group applies a provisions matrix for calculating expected credit losses on work in progress and trade and other receivables. Based on this matrix, expected credit losses for groups of different customer segments are calculated and work in progress and trade and other receivables are impaired in case of expected credit losses.

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.

Equity attributable to equity holders of the parent company
Reserves
The reserves consist of a share premium, a translation differences reserve, a hedge reserve and an actuarial reserve. The share premium reserve is a reserve created through additional capital injections by the shareholder. The conversion difference reserve contains all currency exchange rate differences arising due to conversion of the Group's net investment in foreign subsidiaries. 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. An actuarial reserve is created for the cumulative change in fair value of pension liabilities as a result of changes in actuarial assumptions.

Retained earnings
Retained earnings include the cumulative results of previous financial years less the dividend payment.

Non-controlling interests
Non-controlling interests concerns the equity that is entered by third parties and relates to non-controlling interests in consolidated subsidiaries.

Group equity
The group equity consists of the equity attributable to equity holders of the parent company and non-controlling interests.

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 pensionobligation 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. During the financial year defined benefits are directly recognized in the statement of income.

The Group recognizes all actuarial gains and losses related to defined benefit plans and the notional return of investments immediately in the consolidated statement of comprehensive income. The notional return on investments is based on 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. Provisions are made by discounting expected future cash flows. The discount rate used is a pre-tax discount rate that reflects both the current market estimations of the time value of money and specific risks relating to the liability.

Onerous contracts provisions
The Group applies the cautious directly related cost approach in measuring the loss on a contract. The loss is recognised on the entire contract. This could imply that the profit on a performance obligation in an onerous contract, prior to realising the performance obligation, is already fully deducted from the loss of the other performance obligation(s). The provision for onerous contracts represents the value of the loss to be produced.

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 calculated with the 'projected unit credit' method and are discounted to present value. The discount rate is the result at balance sheet date on high quality government bonds of which the duration approaches the term of these longterm obligations of the Group. Any actuarial gains or losses are recognized in the income statement in the period in which they occur.

Other
The other provisions include provisions for specific guarantees issued in selling participations, risks of legal proceedings against the group and/or its operating companies, severance schemes and other relatively minor risks.

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
The non-current liabilities consist of liabilities relating to the financing of investment properties, PPP projects as well of bank loans, derivatives (non-current part) and other non-current liabilities. These non-current liabilities are initially recognized at fair value (less transaction costs) and subsequently at amortized cost using the effective interest method. Transaction costs are amortized over the term of the financing. 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.

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
Trade payables, other current liabilities and amounts owed to credit institutions are initially recognized at fair value and subsequently at amortized cost using the effective interest method. Income tax payable is recognized at nominal value.

Basis of accounting policies

Operating income
Projects for third parties, service and maintenance contracts
When determining the revenue recognition, the number of performance obligations in a contract is identified. Subsequently, the transaction price is determined. If the consideration promised in a contract includes a variable component, such as a performance bonus or penalty for delays, the amount of consideration to be received is estimated. In such an event, the variable component is measured using the expected value or the most likely amount, depending on the method that can be expected to best predict the amount of consideration that the entity will be entitled to. This method is subsequently applied consistently throughout the contract. An increase of the amount of consideration due to including or excluding the variable component may not take place until it is highly probable that a significant reversal in the amount of cumulative revenue will not occur when the uncertainty associated with the variable consideration has been resolved.

After determining the amount of consideration, this consideration is allocated to the separate performance obligations. This allocation is based on determining the 'stand-alone selling price' for each performance obligation. The stand-alone selling price is measured based on the 'cost plus a margin' method, determining the cost based on the preliminary calculation as prepared during the tender phase. Subsequently, a customary margin is allocated.

Finally, revenue is recognised when transferring control of the goods or services to the customer against an amount reflecting the consideration that the Group expects to be entitled to in exchange for the relevant goods or services.

The Group is active in consultancy & engineering services, developing, building, maintaining and operating infrastructure projects, buildings and technical installations and rail systems, that are in the principal's control. If the principal has control during the project, the revenue recognition will be based on progress of the project. Progress of the project is determined based on the input method, with project progress being measured based on the cost incurred by the entity in fulfilling a performance obligation. It is not permitted to recognise revenue for costs incurred that can be attributed to significant inefficiencies and that are not factored into the contract sum, as such costs do not contribute to progress regarding fulfilment of the performance obligation.

In the event of changes in the scope of a contract or a (potential) change in the contract consideration, revenue relating to this modification will not be recognised until a written or oral agreement has been is reached.

If the date of transferring the performance obligation is not the same as the date of receiving the consideration, the time value of money is taken into account when recognising revenue. For this purpose, the Group makes use of the practical expedient to not adjust the promised amount of consideration for the effects of a significant financing component if the Group expects that the period between the date on which the entity transfers a performance consideration and the date on which the customer pays for this performance obligation is no more than one year.

Tender fees are recognised as part of the amount of consideration over the term of the contract in proportion with performances completed.

Revenue from goods in stock
Revenue of goods on stock concern mainly stock revenue of prefabricated concrete applications. Revenue from sales from stock are recognised in the statement of income when handing over control over the goods or services to the customer against an amount reflecting the consideration that the Group expects to be entitled to in exchange for the relevant goods or services.

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 recognised when handing over control of the associates, property or property, plant and equipment items to the customer against an amount reflecting the consideration that the Group expects to be entitled to in exchange for the relevant items.

Operating expenses
Costs to obtain a contract
Costs incurred to obtain a contract with a customer that would not have been incurred if the contract had not been obtained, or incremental costs of obtaining a contract, are capitalised. If the criteria of incremental costs are not met, costs to obtain a contract are recognised as an expense. Therefore, the costs of obtaining a contract are in principle charged to the result directly, unless such costs are explicitly chargeable to the customer, regardless of whether the contract is obtained.

Costs to fulfil the performance obligation
The costs to fulfil a performance obligation are capitalised if such costs are directly related to an existing contract or specific anticipated contract, provided that these costs are expected to be recovered.

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

Lease payments under operational leases
In the comparative figures, the lease payments under operational leases are recognized in the statement of income over the lease term using the straight-line method.

Public/private partnerships (concessions)
The costs incurred for proposals for ppp projects are in principle charged to the result, unless such costs are explicitly charged to the customer, regardless of whether the contract is obtained. If such costs are chargeable to the customer, regardless of whether the contract is obtained, these costs are capitalised as soon as it is probable that the contract will be obtained.

Finance revenue and costs
Financial income includes interest income on invested funds, foreign exchange gains, gains on hedging instruments included in the income statement. 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.

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. When the government grant is an investment grant, this shall be deducted from the carrying amount of the asset. Operation 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 assets and liabilities are recognized for temporary differences between the amounts of assets and liabilities according to the basis of valuation and accounting policies in this annual account and according to the tax base.

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. The in acquisitons included stocks, receivables, liabilities, provisions and amount owed to credit institutions are included in the cash flow from investing 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. Revenue from interest, dividend and income taxes are included in the cash flow from operating activities. Transactions involving no exchange of cash are not included in the statement of cash flows. Bank debts that are payable on demand and which constitute an integral part of the company's cash management system are included under the liquid assets in the cash flow statements. Lease payments are split up into an interest component and a repayment component. Both components are recognized in the cash flow from financing activities. Costs relating to short-term lease liabilities and costs for the leasing of low-value assets are recognized in the cash flow from operations.

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:

Assumptions revenue recognition of contracts with customers

When recognising revenues of contracts with customers , the contract consideration must be determined. This consideration may also include variable components, such as a performance bonus or penalty for delays. If the consideration promised in a contract includes a variable component, the amount of consideration to be received is estimated. In such an event, the variable component is measured using the expected value or the most likely amount, depending on the method that can be expected to best predict the amount of consideration that the entity will be entitled to. This method is subsequently applied throughout the contract. An increase of the amount of consideration due to including or excluding the variable component may not take place until it is highly probable that a significant reversal in the amount of cumulative revenue will not occur when the uncertainty associated with the variable consideration has been resolved. Pursuant to IFRS 15, the threshold to recognise positive variable considerations is therefore relatively high. Nevertheless, this variable component is subject to management estimates.

In the event of changes in the scope of a contract or a (potential) change in the contract consideration, revenue relating to this modification will not be recognised until a written or oral agreement has been reached. If this agreement is reached but no agreement was reached about the consideration, the recognition will not take place until it is highly probable that a significant reversal in the amount of cumulative revenue will not occur when the uncertainty regarding the consideration for the contract modification has been resolved. In practice, this means that considerations for requests for change or claims cannot be recognised until a written or oral agreement has been reached on the nature of the change and the relevant consideration.

When allocating the contract consideration to the separate performance obligations, the stand-alone selling price of the performance obligations must be determined. This stand-alone selling price is measured based on the 'cost plus a margin' method, determining the cost based on the preliminary calculation as prepared during the tender phase. Subsequently, a customary margin is allocated. Both the measurement of the cost and the measurement of the margin are subject to the management's estimates.

Revenue recognition is based on the input method, with project progress based on the cost incurred by the entity in fulfilling a performance obligation in proportion with the total forecast project cost. The total project cost is subject to accounting estimates. Such accounting estimates are subject to more uncertainty as:

- 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.

Goodwill
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
Measured deferred tax assets due to tax loss carried forward are subject to the management's estimates in terms of future taxable results to be achieved. The Group has operations in various countries. Tax legislation and guidelines differ from one country to the next. Tax treaties between countries do not always immediately offer certainty on how specific tax issues will play out. This means that assumptions will have to be made in determining the tax position.

Whenever such assumptions may lead to uncertainty with respect to the accuracy of the tax position recognized in the financial statements, this will be indicated in the explanatory notes to the financial statements.

Defined benefit plans and deferred employee benefits
The main actuarial premises underlying the reported pension liabilities and other deferred 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 the Group as closely as possible.

Lease term
The lease term equals the lease's non-cancellable period, whereby the legally enforceable extension and termination options included in the contract must be taken into account, if there is a reasonable level of certainty that these options will be exercised. The non-cancellable period ends as soon as both the lessor and the lessee can terminate the contract. An assessment is made for each lease separately whether there is a reasonable level of certainty that options will be exercised.

Impairment
Non-financial assets
In order to ascertain whether assets are impaired it is necessary to make an estimate of the recoverable amount. The recoverable amount of an asset or a cash generating unit equals the higher of the value in use and the fair value net of cost of selling. If possible, the fair value net of cost of selling is calculated on the basis of a binding sales contract in an arm's length and objective transaction between independent parties. If there is no binding sales contract, but the asset is

traded on an active market, the fair value net of cost of selling is equal to the market price of the asset net of cost of selling.

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.

Risk Management

Agency Contracts

The Group uses agency contracts. Given the heightened corruption risk that is inherent in such contracts, the Group perform a corruption risk analysis every year and have formulated an anti-corruption policy. Tone at the top and boosting employees' defenses are the mainstays of this anti-corruption policy, as is the effectiveness of internal anti-corruption and integrity procedures. Improving our compliance and risk management is therefore an ongoing process.

Compliance officers were trained and employees who are involved in international bidding procedures and contracts now also receive compliance training. We share best practices in the areas of compliance and duty of care with peer companies. Agency contracts now include information obligations, anti-corruption clauses, and clauses for compliance with the Code of Business Ethics.

We now also run background checks on agents based outside the Netherlands. Invoices and payments require approval based on the four-eyes principle before payment is actually made. We intend to comply with anti-corruption legislation and regulations at all time, hence preventing corruption and possible ensuing criminal prosecution and reputational damage.

Determination of the lease term

In determining the term of leases, legally enforceable options included in the lease must be taken into account, provided that there is a reasonable level of certainty that these options will be exercised. The likelihood that an option will be exercised is determined based on an estimate by the management.

- *Determination of the incremental borrowing rate of interest*The determination of the incremental borrowing rate of interest has a major impact on the measurement of the lease liability. In determining the incremental borrowing rate of interest, the following components must be taken into account: the company's creditworthiness
- the term of the lease
- the amount of the lease liability
- whether there are guarantees
- the economic circumstances.

The Group calculated the incremental borrowing rate of interest based on the following steps:

1. Determining the reference rate: this reference rate is determined based on government bonds (issued by the various countries in which the Group has operations) on the date on which the asset was made available. The government bonds used for this purpose are five-year bonds. This five-year term is used because the vast majority of the Group's leases have a term of between 3 and 5 years.
2. Determining the financial spread adjustment: credit spreads included in the financing agreements of the various countries are used to determine the finance spread adjustments.

Lease-specific adjustment: a lease constitutes a secured loan because the risk of irrecoverability it involves is lower as a result of the fact that the lessor retains ownership of the underlying asset. The finance spread adjustments used at step 2 relate to loans involving collateral. As a result, no additional correction was made.
The weighted average rate of interest used to determine the cumulative effect of the first application of IFRS 16 amounts to 1.5%.

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 credit risks, interest rate risks, currency risks, liquidity risks and inflation 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 subway project in Riyadh, Saudi Arabia, is started in 2013. For the subway project in Riyadh 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.

Oranjewoud N.V. has several ringfenced financing arrangements. On April 13, 2018, a new deal was sealed for the financing of the Dutch group companies of Strukton Groep with a three-year term with two one-year extension options. In May of 2020, Strukton Group received paid-in capital from Oranjewoud N.V. totaling €20 million. In June of 2020, Strukton extended its financing deal by six months to October 13, 2021 and set the total amount of the facility at €80 million.
The covenants agreed are the following:

- Leverage ratio (of the Dutch credit base) – no more than 3.0
- EBITDA (of the Dutch credit base) – at least €21.5 million
- Interest cover ratio (of the Dutch credit base) – at least 4.0
- Solvency ratio (of Strukton Group, excluding the Riyadh subway project) – at least 22.5%.

The banks were provided with securities for this facility. This means that the majority of Strukton Group's assets have been pledged to the banks who provided the committed facility. For 2021, a multi-year refinancing deal is anticipated. Based on the agreed financing, Strukton has adequate credit and bank guarantee facilities.

Liquidity is guaranteed by a committed facility for the Dutch group companies to an amount of €115 million (2018: €115 million). This facility consists entirely in a current account facility. Aside from that, the guarantee facilities total €282.5 million (of which €75.1 million for the Riyadh subway project). No compulsory repayments are due during the term. Based on the liquidity forecast and the agreed financing, the Strukton Groep 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 operating capital.

Strukton does not have any specific 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 extended financing, the additional paid-in capital of Oranjewoud N.V., 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.

To the banks guarantees are provided for the realization of the facility. This means that the majority of the assets of Strukton Groep have been pledged to the banks that have presented the committed facility.

Covid-19
The COVID-19 outbreak has spread rapidly in 2020. Measures to stem the spread taken by governments across the globe have had a negative impact on economic activity. The Group itself has also taken measures to monitor and prevent the effects of COVID-19, including health and safety measures for our workers (such as social distancing and working from home) and measures to secure the supply of materials that are essential for our business processes.

At this stage, the consequences for our operations and our results have been minor, albeit that this varies per segment and per country. A number of units operate in essential sectors.

To mitigate the impact of the COVID-19 outbreak, it is key for both our clients and the Group that our work can go ahead as much as possible. In various countries where the Group is active, we are confronted with reduced activity. At present, there are no indications that the Group will be unable to meet its financial obligations.

Governments of the countries in which we operate have announced and come through on relief measures intended to cushion the impact of the COVID-19 outbreak on our results and liquidity. We are currently looking into our eligibility for such government support in the countries in which we operate. In the Netherlands, Belgium, France, the U.S., Denmark, Italy and Spain, we have applied for, been promised, or received government relief.

We will continue to abide by the policy and advice of the various national bodies, while at the same time doing everything within our power to proceed with our operations in the best and safest way possible without jeopardizing our workers' health.

The main risks ensuing from the current uncertain situation surrounding COVID-19 are the following:
- The supply chain is made up of suppliers and subcontractors who provide services or supply goods for our projects for customers. The Group does not face material supply interruptions or problems from these suppliers. The Group has, however, adopted a critical approach to the use of subcontractors.
- The lockdowns and other measures lead to a risk of projects not being able to go ahead, which, in turn, means less revenue and reduced profitability. The severity, start date and duration of the lockdowns all have a bearing on their impact on Group segments' revenue and profitability. In Italy, this impact was significant for Rail Systems. Internally at the segments, productivity can be kept up adequately by switching to home working. Certain services have been classed as essential by the governments of the various countries where the Group operates. In a limited number of cases, projects were terminated or suspended. Although revenue lagged behind in the month of April in particular, overall revenue up to and including May 2020, was only fractionally down on the same period last year. Although the recurring operating profit through to the end of May 2020 was down, it is still a profit.
- Given the Group's nature and scale, it is exposed to a risk of impairment to a very limited degree only.
- In the Netherlands (the NOW scheme to protect jobs jeopardized by the COVID-19 pandemic), Belgium, Denmark, Italy, France, Spain and the United States, the Group relies on relief measures to cover staff costs. In

France, the United States and Spain, the Group also uses the government-backed loan facilities. These relief measures are temporary. The loan facilities come with future payment obligations. These fit within the future operations.

- Even before the COVID-19 outbreak, home working was an integrated part of the Group's work practices. Processes and procedures are geared towards accommodating home working. The lockdown situations triggered by COVID-19 have not had a material impact on these processes and internal controls.

Although there is still uncertainty, we do not see the impact of the COVID-19 pandemic having a materially negative effect on our financial condition or liquidity.

Capital management
The policy of the management 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 25%. By year-end 2019, the solvency was 16.9% (2018: 17.5%).

NOTES TO THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION
(in thousands of euros)

1. Intangible assets	Patents	IP	Software	Goodwill	Brand-name	Client base	Backlog	Other	Total
Balance at January 1, 2018:									
Cost	1,360	8,777	6,974	64,033	2,600	34,633	22,506	-	140,883
Amortization	(1,047)	(4,340)	(4,825)	-	(1,275)	(30,225)	(19,943)	-	(61,655)
Carrying amount	313	4,437	2,149	64,033	1,325	4,408	2,563	-	79,228
Carrying amount at January 1, 2018	313	4,437	2,149	64,033	1,325	4,408	2,563	-	79,228
Acquisition of subsidiaries	-	-	-	935	-	3,040	-	3,000	6,975
Investments	222	75	1,519	-	-	-	-	457	2,273
Other	-	-	(767)	(10)	-	-	-	-	(777)
Exchange differences	-	-	7	(14)	-	37	-	-	29
Amortization and impairment	(215)	(1,449)	(949)	(2,532)	(200)	(2,354)	(1,482)	(388)	(9,569)
Carrying amount at December 31, 2018	320	3,063	1,959	62,412	1,125	5,131	1,081	3,069	78,160
Balance at December 31, 2018									
Purchase Value	1,582	8,852	7,733	62,412	2,600	13,549	22,495	3,457	122,680
Amortization	(1,262)	(5,789)	(5,774)	-	(1,475)	(8,418)	(21,414)	(388)	(44,520)
Carrying amount	320	3,063	1,959	62,412	1,125	5,131	1,081	3,069	78,160
Carrying amount at January 1, 2019	320	3,063	1,959	62,412	1,125	5,131	1,081	3,069	78,160
Acquisition of associates	-	-	-	14	-	52	238	-	304
Investments	259	-	1,482	-	-	71	-	-	1,812
Other	-	-	(3)	-	-	11	-	-	8
Exchange differences	-	-	185	(7)	-	14	-	-	192
Amortization and impairment	(228)	(250)	(2,353)	(3,003)	-	(1,298)	(117)	(405)	(7,654)
Carrying amount at December 31, 2019	351	2,813	1,270	59,416	1,125	3,981	1,202	2,664	72,822
Balance at December 31, 2019:									
Purchase Value	1,841	8,852	9,396	59,416	2,600	5,015	22,389	3,457	112,966
Amortization	(1,490)	(6,039)	(8,126)	-	(1,475)	(1,034)	(21,187)	(793)	(40,144)
Carrying amount	351	2,813	1,270	59,416	1,125	3,981	1,202	2,664	72,822

The column other is for a non-competition clause. There are no financing costs capitalized in 2018 and 2019 as part of the cost price of software in development.

Business Combinations

On May 29, 2019, Oranjewoud N.V. acquired Tractebel-Engie's Polish operation through its Antea Group N.V. subsidiary. This engineering and consultancy firm employs around 100 people and has made a good name for itself as a specialist in thermal and renewable energy and the transportation and distribution of energy. Since the takeover, the firm has been operating under the name of Antea Poland.

Summary overview net payments:

2018	Payment	Net cash[1)]	Net payment
Costruzioni Linee Ferroviarie S.p.A.	1,000	-	1,000
Other acquisitions in 2018	2,845	357	2,488
Total 2018	3,845	357	3,488

2019	Payment	Net cash[1)]	Net payment
Other acquisitions in 2019	250	584	(334)
Total 2019	250	584	(334)

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

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.

The valuation methodology relates to the discounted cash flow method, assuming a indefinite lifespan. The test is conducted on the future cash flows in the countries in which the CGU's are active. For each of the (combined) 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 11.9% to 17.3%, depending on the CGU's risk profile. In relation to previous year, the pre-tax WACC applied decreased, mainly due to the implementation of IFRS 16 'Lease accounting'.

The development of the working capital of Costruzioni Linee Ferroviarie S.p.A. is an key assumption. The key assumptions and the method of quantification for impairment for the CGU's are listed below. The pre-tax Wacc is a percentage. The revenue growth is also a percentage. If the annual revenue growth for the CGU varies per year, the range is listed.

Assumptions percentages	**Wacc (pre-tax)** 2019	2018	**Revenue growth planperiod** 2019	2018	**Revenue growth perpetual** 2019	2018
Antea Nederland B.V.	11.2	12.9	3.0	3.0	0.5	0.5
Temporary Staff	11.8	13.5	10-15	10-15	0.5	0.5
Van der Heide Beheer B.V.	11.2	12.9	3.0	3.0	0.5	0.5
Antea USA Inc.	16.6	15.9	3.0	3.0	2.0	2.0
J&E Sports B.V.	11.2	12.9	3.0	3.0	0.5	0.5
France	11.3	13.1	3.0	3.0	0.5	0.5
Edel Grass B.V.	11.0	12.8	3.0	3.0	0.5	0.5
Iceacsa Consultores S.L.U.	12.7	17.1	3.0	3.0	0.5	0.5
Antea Polska S.A.	12.9		3.0		0.5	
Strukton Rail Systems	12.4	14.5	-1,0-+4,0	0,9-2,9	0.5	0.5
Strukton Technology and Buildings	11.2	12.8	-12,9-+2,8	-5,6-+8,7	0.5	0.5
Rasenberg Holding B.V.	11.0	12.0	3,0-3,3	2,8-3,0	0.5	0.5
Strukton Milieutechniek B.V.	11.2	11.9	4,4-11,8	3,2-3,6	0.5	0.5
Siebens Spoorbouw BVBA	12.1	14.4	3,0-3,2	-1,3-+9,3	0.5	0.5
Costruzioni Linee Ferroviarie S.p.A.	14.8	17.3	0,0-+0,5	0-+1,8	0.5	0.5

The table below shows the impact on the realizable values in the impairment test for the sensitive CGU's of changes in the assumptions while the other assumptions remain the same:

Sensitivity amounts in millions of euros	**Wacc + 1%** 2019	2018	**Wacc - 1%** 2019	2018	**Annual revenue growth -1%** 2019	2018	**No perpetual growth** 2019	2018
Temporary Staff	-0.9	-1.1	1.1	1.3	-0.6	-0.7	-0.3	-0.3
France	-5.4	-3.8	6.5	4.4	-2.3	-1.4	-1.2	-0.7
Edel Grass B.V.	-0.8	-0.7	0.9	0.8	-0.2	-0.2	-0.1	-0.1
Costruzioni Linee Ferroviarie S.p.A.	-7.9	-5.7	9.0	6.4	-5.1	-3.7	-1.4	-0.9

The result of the calculation of the realizable value is for Temporary Staff and Edel Grass B.V. lower than the carrying amount. Therefore, in this financial year, the goodwill for these CGUs have been impaired for an amount of respectively € 2.5 million and € 0.5 million. The result of the calculation of the realizable value is for the other CGUs higher than the carrying amount including the goodwill entered there.

If for Tempory Staff de Wacc (pre-tax) is higher than 12.2%, the realizable value is lower than the carrying amount. If for France de Wacc (pre-tax) is higher than 12.0%, the realizable value is lower than the carrying amount. If for Edel Grass de Wacc (pre-tax) is higher than 11.2%, the realizable value is lower than the carrying amount. For Costruzioni Linee Ferroviarie S.p.A. the limit is a Wacc (pre-tax) of 16.6%.

A 1% point higher Wacc decreases the cash value of the total cash flows by some €84 million. A 1% point lower Wacc increases the cash value of the total cash flows by some €101 million. A 1% point change in the rate of growth has an impact of around €54 million.

2. Property, plant and equipment

	Buildings	Land	Plant and tools	Other	Assets under construction	Total
Balance at January 1, 2018						
Cost	80,271	9,690	237,033	39,718	6,918	373,630
Depreciation	(29,082)	(325)	(148,058)	(27,514)	-	(204,979)
Carrying amount	51,189	9,365	88,975	12,204	6,918	168,651
Carrying amount at January 1, 2018	51,189	9,365	88,975	12,204	6,918	168,651
Acquisition of subsidiaries	60	-	485	49	-	594
Other changes	2	-	(7)	133	2,549	2,677
Additions	497	-	25,389	5,475	(1,666)	29,695
Disposals	(259)	(34)	(536)	(28)	-	(857)
Exchange differences	-	-	(334)	11	(15)	(338)
Depreciation	(3,377)	(1)	(22,679)	(4,113)	-	(30,170)
Carrying amount at December 31, 2018	48,112	9,330	91,293	13,731	7,786	170,252
Balance at December 31, 2018						
Cost	79,793	9,656	253,783	44,575	7,786	395,593
Depreciation	(31,681)	(326)	(162,490)	(30,844)	-	(225,341)
Carrying amount	48,112	9,330	91,293	13,731	7,786	170,252
Carrying amount at January 1, 2019	48,112	9,330	91,293	13,731	7,786	170,252
Adjustment IFRS 16	-	-	(3,544)	-	-	(3,544)
Carrying amount at January 1, 2019 (revised)	48,112	9,330	87,749	13,731	7,786	166,708
Acquisition of subsidiaries	-	-	112	43	-	155
Other changes	(7)	(10)	344	(129)	-	198
Additions	259	-	23,145	3,459	165	27,028
Disposals	(8)	-	(473)	(17)	-	(498)
Exchange differences	-	-	(140)	9	5	(126)
Depreciation	(3,276)	(1)	(22,305)	(4,168)	-	(29,750)
Carrying amount at December 31, 2019	45,080	9,319	88,432	12,928	7,956	163,715
Balance at December 31, 2019						
Cost	79,972	9,656	271,064	47,212	7,956	415,860
Depreciation	(34,892)	(337)	(182,632)	(34,284)	-	(252,145)
Carrying amount	45,080	9,319	88,432	12,928	7,956	163,715

Depreciation periods:

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

The additions in 2019 and 2018 mainly concern the segment railsystems.

Mortgages on sites with buildings with a carrying amount of €10.0 million (2018: €10.5 million) have been taken out as security for a loan (see explanatory note 16). The majority of the tangible assets are being used as security for banks and/or other providers of loan capital.

3. Right-of-use assets	Office buildings	Land	Equipment	Vehicle fleet	Other equipment	Total
Book value at January 1, 2019	-	-	-	-	-	-
Adjustment IFRS 16	80,531	3,253	6,504	41,064	21	131,373
Book value at January 1, 2019 (revised)	80,531	3,253	6,504	41,064	21	131,373
Acquisitions	345	-	-	-	-	345
Additions	4,496	115	17,257	18,821	22	40,711
Remeasurements	4,564	(11)	-	9	-	4,562
Depreciations	(19,355)	(1,070)	(2,967)	(17,468)	(16)	(40,876)
Exchange rate differences	131	1	-	22	-	154
Book value at December 31, 2019	70,712	2,288	20,794	42,448	27	136,269

The depreciation periods are based on the lease/rental agreements:
- Office buildings 5 - 10 years
- Grounds 5 - 10 years
- Equipment 4 years
- Vehicle fleet 5 years
- Other 3 years

One section of the assets leased is subleased to third parties. These subleases have been assessed and classify as operational leases. Revenue from these subleases in 2019 totaled €0.3 million.

The payment obligations associated with the subleases are recognized under the current and long-term liabilities. For further details on these lease liabilities, please refer to section 15 “Lease liabilities”.

4. Investment property

	Total
Carrying amount at January 1, 2018	5,053
Additions	(3)
Depreciation	(105)
Deconsolidation	5
Carrying amount at December 31, 2018	4,950
Balance at December 31, 2018	
Cost	6,046
Depreciation	(1,096)
Carrying amount	4,950
Carrying amount at January 1, 2019	4,950
Depreciation and impairments	(105)
Other	19
Carrying amount at December 31, 2019	4,864
Balance at December 31, 2019	
Cost	6,065
Depreciation	(1,201)
Carrying amount	4,864

The fair value of investment property as at December 31, 2019 amounts to €4.9 million (2018: €5.0 million). This value is based on valuation reports prepared by recognized experts. The Group receives in 2019 €0.5 million (2018: €0.4 million) annually for its operations.

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

5. Associates and joint ventures

Changes	2019	2018
Carrying amount at January 1st	40,535	37,923
Investments	3,947	2,236
Share in the profit/(loss)	2,443	7,257
Decline attributable to increase in equity interest	(133)	(1,327)
Dividends	(7,412)	(4,839)
Exchange differences	(16)	-
Other	2,507	(715)
Carrying amount at December 31st	41,871	40,535

The Group has investments in (unlisted) associates and joint ventures.

The additions in associates are mainly the result of the new associate GBN Artificial Grass Recycling B.V. (€2.2 million) and by the increase of the interest in Exploitatiemaatschappij A-lanes A15 B.V. (€ 1.3 million). The result relating to associates and joint ventures is mainly deriving from the share in the FAST consortium LLC (€ 2.0 million). The dividends paid are realized by DMI GmbH (€ 3.0 million) and the FAST consortium LLC (€ 2.6 million). The other movements mainly consist of the devaluation of the non-consolidated associates, which are recognized in the Group result of 2019.

			Share Oranjewoud	
Entity	**Company activity**	**Principal place**	**12-31-2019**	**12-31-2018**
TRS Europe B.V.	Thermal Remediation Services	Ede	50%	50%
GBN Artificial Grass Recycling B.V.	Artificial turf recycling	Utrecht	70%	
Dual Inventive B.V.	Services and products track work	Oisterwijk	50%	50%
Eurailscout Inspection & Analysis B.V.	Maintenance rail infrastructure	Utrecht	50%	50%
Tubex B.V.	Foundation work	Oostburg	50%	50%
DMI Geräte GmbH	Concrete injection and sealing work	Berlin		50%
Aduco Holding B.V.	GRW activities	Haarlem	25%	25%
APA B.V.	Production and sales of road contruction products	Amsterdam	25%	25%
APRR B.V.	Production and sales of road contruction products	Rotterdam	25%	25%
Bituned B.V.	Trade oil and other bituminous products	Reeuwijk	50%	50%
NOAP B.V.	Production and sales of road contruction products	Heerenveen	50%	50%
Fast Consortium LLC	Construction of Riyadh metro	Riyadh	18%	18%
Exploitatiemaatschappij A-Lanes A15 B.V.	Management and maintenance of infrastr. and civil engineering works	Nieuwegein	50%	33%
R Creators B.V.	DBFMO for National Office in Knoop	Utrecht	80%	80%
Strukton Arrigoni SpA	Construction activities and building materials	Santiago	50%	50%

The Group has jointly with the other consortium parties control in Fast Consortium LLC. For important operational decisions is unanimity of decision making.

In the table below also the amounts of interest of the Group in the associates are listed.

2018	interest	non-current assets	current assets	non-current liabilities	current liabilities	balance	balance in proportion to interest	operating income	profit	profit in proportion to interest	liquid assets	finance revenue	finance costs	income tax	divi-dend	depre-ciation
TRS Europe B.V.	*50%*	706	1,415	-	2,140	(19)	(10)	3,409	96	48	106	-	25	24	-	281
Dual Inventive B.V.	*50%*	6,640	2,992	550	1,342	7,740	3,870	1,302	1,036	518	582	-	(4)	(270)	-	816
Eurailscout Inspection & Analysis B.V.	*50%*	24,994	14,628	9,398	9,760	20,464	10,232	6,384	(188)	(94)	8,632	26	(376)	(1,208)	-	4,412
Tubex B.V.	*50%*	1,586	1,930	176	1,680	1,660	830	4,092	(92)	(46)	(78)	-	10	(34)	-	144
DMI Geräte GmbH	*50%*	94	4,160	-	1,594	2,660	1,330	7,190	880	440	1,876	2	2	376	1,700	60
Aduco Holding B.V.	*25%*	1,894	5,288	764	1,424	4,994	1,249	12,729	828	207	668	-	(31)	(383)	1,132	569
APA B.V.	*25%*	4,001	6,575	785	2,525	7,266	1,817	22,426	1,960	490	1,651	-	(1)	650	1,200	404
APRR B.V.	*25%*	4,577	4,914	855	1,299	7,337	1,834	23,228	1,404	351	727	-	(1)	476	600	868
Bituned B.V.	*50%*	84	5,979	73	2,126	3,864	1,932	42,047	760	380	2,524	4	-	238	600	26
NOAP B.V.	*50%*	-	36	-	-	36	18	-	34	17	-	-	-	-	-	-
Fast Consortium LLC	*18%*	3,169	263,351	3,362	210,275	52,884	9,498	703,434	27,198	4,885	24,791	-	-	6,299	10,195	3,684
Exploitatiemij. A-Lanes A15 B.V.	*33%*	258	20,469	-	13,208	7,519	2,506	44,121	-	-	3,958	-	1	-	-	69
R Creators B.V.	*80%*	64,762	718	57,292	6,080	2,108	1,686	5,569	780	624	19	2,673	1,900	178	-	-
Strukton Arrigoni SpA	*50%*	-	-	-	1,800	(1,800)	(900)	-	(3,958)	(1,979)	-	-	-	-	-	-
Overig							4,643			1,416						
Total							**40,535**			**7,257**						

2019	interest	non-current assets	current assets	non-current liabilities	current liabilities	balance	balance in proportion to interest	operating income	profit	profit in proportion to interest	liquid assets	finance revenue	finance costs	income tax	divi-dend	depre-ciation
TRS Europe B.V.	*50%*	514	530	-	929	115	58	1,236	106	53	178	-	22	26	-	192
GBN Artificial Grass Recycling B.V.	*70%*	2,602	4,617	-	4,219	3,000	2,100	3,340	-	-	4,099	-	-	-	-	39
Dual Inventive B.V.	*50%*	7,428	4,504	644	2,276	9,012	4,506	4,590	1,222	611	3,260	-	(4)	(328)	-	950
Eurailscout Inspection & Analysis B.V.	*50%*	23,258	19,288	11,618	12,786	18,142	9,071	31,970	(2,234)	(1,117)	11,910	(380)	(274)	176	-	4,314
Tubex B.V.	*50%*	1,422	3,600	192	2,566	2,264	1,132	8,010	368	184	(150)	-	28	88	-	218
Aduco Holding B.V.	*25%*	2,374	5,782	933	2,127	5,096	1,274	11,597	1,143	286	1,250	-	33	334	1,044	152
APA B.V.	*25%*	4,079	8,304	277	3,230	8,876	2,219	26,015	2,809	702	2,273	3	-	778	1,200	450
APRR B.V.	*25%*	3,710	6,414	219	3,209	6,696	1,674	20,010	758	190	(827)	-	3	243	1,400	816
Bituned B.V.	*50%*	69	5,023	75	1,640	3,377	1,689	76,262	1,111	556	5,366	2	-	710	1,600	38
Fast Consortium LLC	*18%*	2,428	376,096	3,257	322,791	52,477	9,425	718,054	11,001	1,976	28,619	-	-	3,079	14,204	4,081
Exploitatiemij. A-Lanes A15 B.V.	*50%*	211	17,360	-	10,053	7,518	3,759	15,580	-	-	2,883	-	-	-	-	59
R Creators B.V.	*80%*	61,878	476	60,822	(193)	1,725	1,380	4,096	215	172	-	2,211	2,138	109	-	-
Overig							3,585			(1,169)						
Total							**41,871**			**2,443**						

The section Other in 2018 and 2019 concerns several, relatively small, non consolidated accociates.

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 €2.4 million positive (2018: €7.3 million positive), as presented.

Comprehensive income associates	2019	2018
Share in the profit/(loss)	2,443	7,257
Other comprehensive income	-	(89)
Total comprehensive income	2,443	7,168

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 44.

Pro rata equity interest in Joint Operations	**12-31-2019**	**12-31-2018**
Assets	111,281	175,765
Liabilities	(180,437)	(236,084)
	2019	**2018**
Total Revenue	232,586	287,604
Net profit	6,297	9,831

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.

6. Other financial non-current assets	Non-current receivables	Ppp-receivables	Investments	Financial derivatives	Total
Carrying amount at January 1, 2018	27,617	2,159	1,810	385	31,971
Acquisition of subsidiaries	-	31,956	-	-	31,956
Loans	5	-	-	-	5
Loan repayments	(1,391)	(443)	-	(371)	(2,205)
Accretion	-	817	-	-	817
Other changes	(1,305)	444	-	-	(861)
Carrying amount at December 31, 2018	24,926	34,933	1,810	14	61,683
Carrying amount at January 1, 2019	24,926	34,933	1,810	14	61,683
Adjustment IFRS 16	1,196	-	-	-	1,196
Carrying amount at January 1, 2019 (revised)	26,122	34,933	1,810	14	62,879
Loans	286	22,647	-	-	22,933
Loan repayments	(5,278)	(453)	-	(14)	(5,745)
Accretion	-	2,145	-	-	2,145
Other changes	424	265	-	-	689
Carrying amount at December 31, 2019	21,554	59,537	1,810	-	82,901

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 29).

The 10% stake in Voestalpine Railpro B.V. is recognized under investments in equity instruments. Given the Group’s view that this investment is of a strategic nature, it has been irrevocably allocated at fair value through other comprehensive income (FVOCI). In 2019, the Group received €0.3 million (2018: €0.4 million) in dividends from Voestalpine Railpro B.V.

The growth of PPP-receivables due to consolidation of business combinations is related to acquisition of the remaining 50% equity stake in MEET Strukton Holding B.V. (formerly StruktonHurksHeijmans Holding B.V.) from Hurks and Heijmans. In 2019, the PPP-receivables with respect to MEET Strukton Holding B.V. have increased by €19.9 million as the result of the continued operations.

7. Deferred tax

The deferred tax position at December 31st can be broken down as follows:	Consolidated statement of financial position		Consolidated statement of income	
	12-31-2019	12-31-2018	2019	2018
Deferred tax assets (DTA)				
Valuation of carry-forward losses	34,241	36,057	1,816	4,663
Temporary differences in valuation of provisions	2,271	1,947	(324)	94
Temporary differences in valuation of (in)tangible assets	485	695	210	152
Financial derivatives	8	10	2	-
Actuarial result	9,054	6,095	(15)	-
Other	3,189	6,473	3,070	(2,131)
DTA	49,248	51,277		
Temporary differences in valuation of (in)tangible assets	(1,042)	(1,567)	(525)	(768)
Deferred tax positions netted	(1,042)	(1,567)		
Deferred tax liabilities (DTL)				
Temporary differences in valuation of (in)tangible assets	(1,903)	(2,117)	(214)	(457)
Fixed assets	(3,095)	(1,511)	1,584	(2,523)
Temporary differences in valuation of work in progress	(2,063)	(2,087)	(24)	296
Financial derivatives	-	(181)	(5)	-
Other	(635)	(106)	529	69
DTL	(7,696)	(6,002)		
Balance of DTA and DTL *(presented as DTA)*	48,206	49,710		
Balance of DTA and DTL *(presented as DTL)*	(7,696)	(6,002)		
Deferred tax expense (income)			6,104	(605)
Balance of DTA and DTL	40,510	43,708		

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 €0.2 million negative (2018: €0.5 million negative) and for the income tax of change in actuarial reserves of €3.0 million negative (2018: €0.3 million negative).

The recognized deferred tax asset of €48.2 million (2018: €49.7 million) 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 management's estimate of the future result, the DTA has been amortized by € 5.0 million. In addition it concerns the goodwill capitalized for tax purposes (to be amortized for tax purposes) on acquisitions of Antea USA, Inc. effected prior to the acquisition of Antea 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 €100.3 million (2018: €50.9 million) are available at several associates. No deferred tax asset has been recognized for this amount, as no future profits are expected. The losses can be carried forward indefinitely.

In determining the valuation of the deferred tax a corporation tax rate was taken into account of between 16.5% and 35.0%, depending on the rates applicable in the relevant jurisdiction. 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.

8. Inventories	12-31-2019	12-31-2018
Raw materials and consumables	14,457	17,757
Finished goods and trade goods	10,718	9,126
Real estate	730	730
Total	25,905	27,613

The not-sold part of real estate projects, that are already being realized, is stable in 2019 (2018: decrease €2.3 million). The not-sold part of the real estate concerns land positions and incurred costs for real estate projects in progress. The write-off of inventories amounts to €1.1 million in 2019, what is mainly caused by the category Finished goods and trade goods.

9. Receivables	12-31-2019	12-31-2018
Receivables from affiliated companies	9	8
Trade receivables	375,742	419,942
Taxes and social security	18,814	11,822
Other receivables	96,226	125,913
Prepayments and accrued income	51,821	69,382
Total	542,612	627,067

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.

The 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. 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.

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:	2019 Gross	2019 Provided	2018 Gross	2018 Provided
- Not past due	208,573	2,880	226,361	1,653
31 - 60 days	68,626	698	81,364	1,967
61 - 90 days	28,533	1,409	36,718	1,714
91 - 180 days	54,490	2,177	31,287	2,168
181 - 365 days	12,042	663	13,306	1,258
> 365 days	17,982	6,677	49,794	10,128
Total	390,246	14,504	438,830	18,888
Net trade receivables	375,742		419,942	

	2019	2018
Provided for as at January 1st	(18,888)	(20,358)
Addition for the year	(2,674)	(3,277)
Written off	6,205	1,779
Unutilized reversed amounts	850	2,960
Other	3	8
Provided for as at December 31st	(14,504)	(18,888)

10. Work in progress	12-31-2019	12-31-2018
Of which projects with a balance:		
To be invoiced	274,903	276,176
Invoiced in advance	(205,398)	(242,756)
Total	69,505	33,420
Proceeds	5,202,182	4,981,038
Invoiced installments	(5,132,677)	(4,947,618)
Total	69,505	33,420

The balance of uninvoiced projects currently in progress consists of all projects currently in progress whose cost plus or less the realized result, 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 cost plus or less the realized result, 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.

Big long-term projects are in most occasions pre-financed with invoiced amounts on these projects exceeding the costs incurred. In 2019, the prefinancing of the subway project in Ryad has dereased by € 45,0 million. The positive balance of work in progress consists mainly of current projects. Note 14, “Provisions”, explains the provision for losses on contracts with customers that are yet to be realized.

11. Cash and cash equivalents	12-31-2019	12-31-2018
Banks	282,579	275,884
Cash	85	66
Total	282,664	275,950
Amounts owed to credit institutions:		
Part of the cash management system of the Group	16,888	22,325
Not a part of the cash management system of the Group	40,000	40,000
Total	56,888	62,325
For the statement of cash flows:		
Cash and cash equivalents	282,664	275,950
Subtracting: amounts owed to credit institutions part of the cash management system of the Group	16,888	22,325
Balance of cash and cash equivalents at December 31st	265,776	253,625

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. Bank balances are receiving a market interest rate.

The liquid assets include cash from contractor combinations to the amount of €139.7 million (2018: €177.8 million) and cash received on blocked accounts to the amount of €1.1 million (2018: €1.8 million).

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.

12. Group equity

Equity attributable to equity holders of the parent company

Share capital

The authorised share capital at December 31, 2019 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 62,872,869 shares of €0.10 each. The issued share capital at December 31, 2018 and 2019 consists of €2,955,307 in A shares and €3,331,980 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.

Earnings per share

The profit attributable to holders of ordinary shares amounted to €4,379,000 negative (2018: € 10,919,000 positive). The number of shares outstanding is at January 1, 2018, December 31, 2018, January 1, 2019 and December 31, 2019 62,872,869. The profit per share amount to €0.07 negative (2018: €0.17 positive).

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 (2018 and 2019: 62,872,869 shares). Diluted earnings per share were equal to basic earnings per share in 2019 and 2018.

Dividend
Oranjewoud N.V. intends in principle to make 30% of the net profit 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).

In 2019 the Equity has increased. The realized result (-€4.4 million) was negative. The unrealized result (-€10.8 million) was also negative. The positive one-off regarding transactions with minority shareholders was €15,7 million. On balance, the Equity is in 2019 increased by €0.5 million. The balance sheet total is also increased. The solvency is therefore decreased from 17.5% to 16.9%. This does not satisfy the internal target of 25%.

The company needs sufficient resources to be able to fund possible growth of operating capital due to an increase in activity. There are also restrictions imposed in the financing documentation in respect of dividend payments. The combination of these facts prompted the proposal from the Board of Directors to forgo payment of dividends for the 2019 financial year, with the approval of the Supervisory Board.

Non-controlling interests
Strukton Railinfra Projekten B.V. has on December 31, 2018 a 60% share in the Italian Railway Builders Costruzione Linee Ferroviarie S.p.A. and Uniferr S.r.l. The Group controls these companies and therefore they are consolidated to 100%.

On January 15, 2019, Strukton Rail Italy S.r.l. extended her share in Costruzioni Linee Ferroviarie S.p.A. from 60% to 100%. As at 31 december 2019, the value of the minority shares are limited and only consists of relatively small entities.

13. 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.

Pension plans in the Netherlands are subject to the provisions from the Dutch Pensions Act (Pensioenwet). The Dutch Pensions Act stipulates that pension plans must be fully funded and provided independently from the company by a separate legal entity. The various pension plans are administered by a range of industry-wide pension funds and insurers. The Group has no additional responsibility for the administration of these plans.

Each employee's basic pension is covered by group plans, to which multiple employers have signed up, because they are required to by law. These plans contain an indexed career average pension scheme and are therefore considered to be defined-benefit plans. This applies in particular to the industry-wide pension funds for the construction, metal, engineering and rail industries. Given that these funds are unable to provide the required information on the Group's proportional share of the pension liabilities and fund investments, defined-benefit pension schemes are recognized as defined-contribution schemes. The Group is required to pay a pre-established premium for these schemes. The Group will not be able to claim a refund of any overpaid premiums and is not required to make good any shortfalls, unless these are caused by amendment of future premiums. The part exceeding the basic pension (top-up part), which is not covered by group schemes, is administered by external parties and concerns defined-contribution schemes.

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, 2019 and the coverage of the funds as of December 31, 2018 and 2018:

	Actives	**Coverage 2019**	**Coverage 2018**
• Industry-wide pension fund - Construction	1,386	114.1%	113.6%
• Industry-wide pension fund - Concrete production industry	19	103.1%	97.3%
• Industry-wide pension fund - Metal and Technology	1,613	98.8%	99.4%
• Railway pension fund	1,700	111.1%	110.3%
• Pension fund - Transport	11		
• Delta Lloyd	71		
• Alecta pension insurance plan Sweden ITP scheme	382	148.0%	142.0%
• Alecta pension insurance plan Sweden SAF-LO scheme	677		
• Axa pension insurance Strukton Railinfra NV Belgium	50		
• FONDO TFR – Pension Fund - ITALY	345		

Antea France SAS 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 hereafter lists the net provision for pensions, the fair value of the plan assets and the pension plan financing status.

The pension provision is specified as follows:	**12-31-2019**	**12-31-2018**
Antea France SAS (France)	3,942	3,198
Groupe IRH Environnement SAS (France)	1,222	1,124
Strukton Rail AB (Sweden)	59,275	45,269
Strukton Rail NV (Belgium)	1,546	1,214
Strukton Civiel Noord & Oost B.V. (The Netherlands)	3,287	3,130
Strukton Civiel Zuid B.V. (The Netherlands)	3,022	2,820
Costruzioni Linee Ferroviarie S.p.A. (Italy)	2,343	2,134
Total	74,637	58,889

The increase of the pension provision in 2019 is mainly caused by the decrease of the discount rate in Sweden.

Antea France SAS (France)
These benefit plans provide 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. 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 2019, the total liability amounts to €59.3 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 SEK110 million (€10.5 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 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.

Strukton Civiel Noord & Oost B.V. (The Netherlands)
For Strukton Civiel Noord & Oost B.V. an indexation liability has been entered for the benefit plan. The indexation liability is financed with an insurance agreement with Nationale Nederlanden. New entitlements are no longer being accrued in this benefit plan.

Strukton Civiel Zuid B.V. (The Netherlands)
For Strukton Civiel Zuid 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 (FONDO TFR – Pension Fund) for its employees. A sum of €2.3 million (2018: €2.1 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 for the calculation of the pension liability 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, 2019**	**December 31, 2018**
Benefit plan discount rate	0.60-1.50%	1.25-2.50%
Inflation	1.75-2.00%	1.50-2.00%
Projected fund investment returns	0.60-1.50%	1.25-2.50%
Projected salary increase	1.75-3.00%	1.75-3.00%

The following mortality tables are used as of December 31, 2019:

Groupe IRH Environnement SAS	: TG HF 2005
Strukton Rail AB	: DUS14
Strukton Railinfra NV	: MR/FR (1993 Belgium motality table)
Strukton Civiel Noord & Oost B.V.	: AG 2018 prognosis
Strukton Civiel Zuid B.V.	: AG 2018 prognosis
CLF S.p.A.	: ISTAT 2013 M/F

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 €8.5 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 €24.2 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 €3.1 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 €3.0 million.

Duration
The duration of the Defined Benefit Obligation as of December 31, 2019 for the plans amount to 20.6 years (2018: 20.0 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 €12.2 million (2018: €9.2 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 €16.2 million (2018: € 12.0 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 €2.8 million (2018: € 2.0 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 €2.6 million (2018: €1.9 million). If the participants of the three Swedish plans are supposed to live one year longer than assumed, then the liabilities increase by around 4.8% (2018: 4.4%).

The actuarial loss on the pension plans in Sweden (which together make up 79% of the total provision) is €12.1 million (2018: €2.4 million), of which €12.0 million (2018: €2.5 million) is down to a drop in the notional interest rate, beside which €0.1 million (2018: - €0,1 million) is realized by experience. Amounts payable by the employer directly over the coming years range from €0.5 million to €0.9 million per year. The ITP2 plan has a term of 24.0 years, while the term for the KPA plan is 20.6 years.

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	**12-31-2019**	**12-31-2018**
Breakdown:		
Pension plan assets (fair value)	3,572	2,797
Pension liabilities (net present value)	78,209	61,686
Negative difference	74,637	58,889
Pension plan assets (fair value) presented as asset	-	-
Provision for pension liabilities	74,637	58,889
Changes:	**2019**	**2018**
Pension plan *assets* as at January 1st	2,797	2,709
Expected return on plan assets	417	382
Pension contributions	1,113	1,171
Pensions paid	(1,224)	(1,441)
Net actuarial gain or loss on plan assets	469	(24)
Pension plan asset as at December 31st	3,572	2,797
Pension *liabilities* as at January 1st	61,686	57,566
Claims to be awarded in financial year	2,550	2,615
Interest expense	1,619	1,705
Pensions paid	(1,220)	(1,433)
Net actuarial gain or loss on pension liabilities	14,125	2,945
Exchange rate differences	(632)	(1,678)
Other changes	81	(34)
Pension liabilities as at December 31st	78,209	61,686
Actuarial results as at January 1st	-	-
Net actuarial gain or loss on pension liabilities	13,662	2,975
Recognized in other comprehensive income	(13,662)	(2,975)
Actuarial results as at December 31st	-	-
Pension expense components under defined benefit plans		
Claims to be awarded in financial year	2,550	2,615
Interest expense	1,619	1,705
Expected return on plan assets	(417)	(382)
Other	114	32-
Total pension expense under defined benefit plans in statement of income	3,866	3,906

The result realised on plan assets is €0 (2018: €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:

	2019	2018
Bonds	0%	0%
Funds	0%	0%
Other plan assets	100%	100%

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.

Please refer to note 22 for the breakdown of pension expenses into defined benefit plans and defined contribution plans. The expected contribution to the defined benefit plans in 2020 is €4.1 million (2019: €4.1 million). The cost for the pension scheme is beared by the Group.

14. Provisions

	12-31-2019	12-31-2018
Provision for restructuring	4,268	3,502
Provision for onerous contracts with customers	43,656	46,410
Provision for projects other	14,326	12,455
Jubilee provision etc.	7,848	7,989
Other provisions	1,189	578
Total	71,287	70,934
Non-current part	50,391	41,809
Current part	20,896	29,125
Total	71,287	70,934

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 current component is expected to be settled within one year.
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	Onerous contracts with customers	Projects other	Jubilee etc.	Other	Total
Balance at January 1, 2018	2,021	26,538	3,716	7,837	456	40,568
Changes due to:						
Additions	3,175	61,004	2,284	389	202	67,054
Utilization	(938)	(42,257)	-	-	-	(43,195)
Other	-	4,979	6,832	-	-	11,811
Release	(739)	(3,854)	(377)	(237)	(80)	(5,287)
Balance at December 31, 2018	3,502	46,410	12,455	7,989	578	70,934
Non-current part	-	23,345	10,962	7,502	-	41,809
Current part	3,502	23,065	1,493	487	578	29,125
Balance at December 31, 2018	3,502	46,410	12,455	7,989	578	70,934
Balance at January 1, 2019	3,502	46,410	12,455	7,989	578	70,934
Changes due to:						
Additions	3,898	18,606	2,012	112	860	25,488
Acquisition of subsidiaries	-	44	-	-	-	44
Utilization	(1,420)	(15,262)	-	-	-	(16,682)
Exchange rate differences	5	-	-	-	-	5
Other	(136)	-	(141)	-	-	(277)
Release	(1,581)	(6,142)	-	(253)	(249)	(8,225)
Balance at December 31, 2019	4,268	43,656	14,326	7,848	1,189	71,287
Non-current part	-	31,393	11,329	7,367	302	50,391
Current part	4,268	12,263	2,997	481	887	20,896
Balance at December 31, 2019	4,268	43,656	14,326	7,848	1,189	71,287

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.

Provison for onerous contracts with customers

The provision for loss-making contracts with customers totals €43.6 million. This provision represents the amount of unrealized losses on contracts based on project progress. Of the total provision for loss-making contracts with customers, €12.3 million is current.

Provision for projects other

The provision concerns mainly guarantee commitments.

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.

Other
The other provisions include provisions for specific guarantees issued in selling participations, risks of legal proceedings against the group and/or its operating companies, severance schemes and other relatively minor risks.

15. Lease liabilities

	2019	2018
Book value at January 1	**-**	**-**
Adjustment IFRS 16	132,330	-
Book value at January 1 (revised)	**132,330**	**-**
Interest expense	2,033	-
Instalments paid	(41,974)	-
Exchange rate differences	144	-
Remeasurements	4,562	-
Renewals	40,594	-
Other changes	730	-
Book value at December 31	**138,419**	**-**
Non-current part	95,667	-
Current part	42,752	-
Totaal	**138,419**	-

Revaluations
These are revaluations of lease liabilities as part of IFRS 16. These revaluations are caused mainly by changes to the lease term and the recognition of indexations during 2019.

Land
Leases for Land generally have a short term (of 5 to 10 years). These leases include extension options to ensure operational flexibility. If both the lessor and the lessee want to renew or not terminate the leases, the leases are generally renewed automatically based on the same conditions. The majority of the leases is indexed annually based on the consumer price index (CPI). Although the leases do not impose any covenants, it is not allowed to use assets leased as collateral for loans.

Company buildings
Leases for buildings generally have a short term (of 5 to 10 years). These leases include extension options to ensure operational flexibility. If both the lessor and the lessee want to renew or not terminate the leases, the leases are generally renewed automatically based on the same conditions. The majority of the leases is indexed annually based on the consumer price index (CPI). Although the leases do not impose any covenants, it is not allowed to use assets leased as collateral for loans.

One company building is subleased, whereby the sublease can be classified as a financial lease. The term of the subleases equals that of the main lease. The leases run through to December 31, 2022. After this date, the current agreement can no longer be extended. The fees received in 2019 totaled €0.3 million. The rent is indexed annually based on the consumer price index (CPI).

	2019	2018
Balance at January 1	**-**	**-**
Adjustment IFRS 16	1,195	-
Balance at January 1 (revised)	**1,195**	**-**
Received payments	(311)	-
Interest income	14	-
Balance at December 31	**898**	**-**

2019	Book value	Cash flow	< 6 months	6-12 months	1-2 year	2-5 year	> 5 year
Lease receivables	898	932	155	155	311	311	0

Machines and equipment
Although the leases do not impose any covenants, it is not allowed to use assets leased as collateral for loans. The measurement of the machines and equipment as at January 1, 2019 includes measurement of a total amount of €0.3 million in purchase options. These leases do not include extension options.

Vehicles
Vehicle leases have a maximum term of 5 years. If the number of kilometers specified in the lease is exceeded, the lease term will be shortened to under 5 years. A change to the lease term automatically also leads to a change to the lease rate. These leases do not provide for indexations and variable payments. The lease term cannot be extended after termination of the maximum term of 5 years.

Amounts recognized in the income statement
Payments on short-term leases and leases for low-value assets are recognized as an expense in the income statement using the straight-line method. This also applies to variable interest costs that are not linked to an index. Short-term leases are leases with a term of 12 months or under and relate mainly to the leasing of equipment and vehicles. Low-value assets concern mainly printers and small mechanical tools.

In the income statement, the following amounts are recognized:

	2019	2018
Depreciations Right-of-use assets	40,876	-
Interest lease agreements	2,033	-
Cost short term lease agreements	15,364	-
Cost lease agreements low-value assets, which have not been recorded in the cost of short term lease agreements	172	-
Cost relating to lease payments which have not been recorded in the calculation of the lease liabilities	-	-
Rental income from Right-of-use assets	325	-

Book value of the contracted cash flows

2019	Book value	Cash flow	< 6 months	6-12 months	1-2 year	2-5 year	> 5 year
Lease liabilities	138,419	150,613	25,183	21,486	37,678	49,461	16,805

The total cash out for rental and lease contracts in 2019 was €42.1 million.

16. Subordinated loans and Non-current liabilities

Subordinated loans	12-31-2019	12-31-2018
Sanderink Investments B.V.	11,000	1,000
Total	11,000	1,000

The subordinated loan granted by associated party Sanderink Investments B.V. has a term of 55 years. Early repayment is possible. 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	**12-31-2019**	**12-31-2018**
Total current and non-current liabilites	245,283	236,299
Less:		
Current portion of non-current liabilities	(7,117)	(19,220)
Non-current liabilities	238,166	217,079
Property, plant and equipment financing	533	477
Term loan	31,186	30,786
Debts financing real estate projects	1,679	1,852
Bankloans	32,880	9,914
Groupe IRH	1,117	579
Lease liabilities	-	1,638
Non-recourse PPP-financing	170,383	171,826
Other non-current liabilities	388	7
Total	238,166	217,079

The increase of the non-current liabilities is caused by the bankloans. The increase of the bankloans concerns Rail Italy.

Non-current loans with terms up to and including 2024 have been taken out to finance property, plant and equipment (cars, tools and software).

The term loan consists of a USD-part of 23.8 million (A) and a Euro-part of 10 million (2018: 10 million) (B). The loan runs until July 27, 2022. Interest consists of three-month Libor (A) or Euribor (B) plus a margin of 1.8%-point (A) or 1.6% (B). Given the duration till July 27, 2022 this term loan is recognized as non-current liability. The carrying amount of the item of property, plant and equipment encumbered with the mortgage was €10,044,000 at year-end 2019 (2018: €10,498,000). The mortgage serves as security for the term loan.

The interest rate on debt financing real estate projects is 2.00%, duration till 2021. The interest on bankloans is 1.90%, duration varies from 2020 to 2028. The non-recourse Ppp-financing amount to €170.4 million (2018: €171.8 million). The interest rate is between 3.30% and 4.51% and the duration varies from 2020 to 2041. The other non-current liabilities concern private loans.

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

2018	< 1 year	1-5 years	> 5 years	Total
Property, plant and equipment financing	271	477	-	748
Term loan	-	30,786	-	30,786
Debts financing real estate projects	172	1,852	-	2,024
Bankloans	15,765	8,421	1,492	25,678
Groupe IRH	-	579	-	579
Lease liabilities	2,613	1,635	3	4,251
Non-recourse Ppp-financing	399	34,119	137,708	172,226
Other non-current liabilities	-	-	7	7
Balance at December 31, 2018	19,220	77,869	139,210	236,299

2019	< 1 year	1-5 years	> 5 years	Total
Property, plant and equipment financing	233	533	-	766
Term loan	-	31,186	-	31,186
Debts financing real estate projects	172	1,679	-	1,851
Bankloans	6,359	31,845	1,035	39,239
Groupe IRH	-	1,117	-	1,117
Non-recourse Ppp-financing	353	26,686	143,697	170,736
Other non-current liabilities	-	381	7	388
Balance at December 31, 2019	7,117	93,427	144,739	245,283

2019	Balance at 1-1-2019	Adjustment IFRS 16	Balance at 1-1-2019 (revised)	Drawings	Repayments	Other	Balance at 12-31-2019
Property, plant and equipment financing	748	-	748	289	(271)	-	766
Term loan	30,786	-	30,786	-	-	-	31,186
Debts financing real estate projects	2,024	-	2,024	-	(173)	-	1,851
Bankloans	25,678	-	25,678	25,163	(11,606)	4	39,239
Groupe IRH	579	-	579	538	-	-	1,117
Lease liabilities	4,251	(4,251)	-	-	-	-	-
Non-recourse Ppp-financing	172,226	-	172,226	-	(2,011)	521	170,736
Other non-current liabilities	7	-	7	-	-	-	388
Total	236,299	(4,251)	232,048	25,990	(14,061)	525	245,283

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.

17. Other current liabilities

	12-31-2019	12-31-2018
Repayment obligations	7,117	19,220
Debts to affiliated companies	339	1,332
Debts in respect of other taxes and contributions	70,952	74,707
Pension obligations	2,959	2,704
Other liabilities	113,464	119,167
Accrued liablities	87,362	95,153
Total	282,193	312,283

Other payables and accrued liabilities consist largely of outstanding invoices for work completed (mainly the subway project in Riyadh) and holiday money and days.

Oranjewoud N.V. is for its financing arrangement in compliance with the conditions agreed with the banks for the entirety of 2019 and as of December 31, 2019.

18. 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.

Bank guarantees, rental and lease obligations
The bank guarantees for projects, leases and capital commitments amounted to €324,914,000 (2018: €340,002,000).

	12-31-2019	12-31-2018
Rental agreements		
Shorter than 1 year	-	21,165
Between 1 and 5 years	-	44,298
Longer than 5 years	-	12,978
	-	78,441
Operational lease liabilities		
Shorter than 1 year	-	29,224
Between 1 and 5 years	-	43,686
Longer than 5 years	-	721
	-	73,631
Investeringsverplichtingen		
Contractuele verbintenissen in verband met:		
- verwerving van materiële vaste activa	-	4,567
	-	4,567

At the end of 2019, the Group has no commitments relating to investments. 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 2019 and 2018, most of which are small scale.

In May 2018, a court in the Middle East returned a ruling in a material legal case to which the Group has appealed. The Group has not recognized a provision for this because the Group does not deem it likely, based on a detailed analysis and consultations with external lawyers, that this will lead to an outflow of resources. There are further means of redress available to the Group. In the event that the court does ultimately rule against the Group, this may lead to a considerable outflow of resources.

FIOD
On Friday February 15, 2019, officers of the Dutch Fiscal Intelligence and Investigation Service (FIOD) raided various Strukton Groep premises. The board maintains that there was no need whatsoever for this raid, and that it was conducted without any kind of preparation. Strukton Groep would happily have provided the information obtained through the raid. The exact reason behind the Fiscal Intelligence and Investigation Service's raid remains unclear.

The suspicion relates to involvement of various Strukton Groep companies and several of their (former) employees in corruption and forgery of documents in landing a contract for the Riyadh subway project. We are fully prepared to cooperate with the Fiscal Intelligence and Investigation Service in any way as may be required and to disclose the full state of affairs.

Immediately after the raid, the board of Strukton Groep launched an internal investigation. The list of all information confiscated by the Fiscal Intelligence and Investigation Service has been reviewed for indicators of irregularities. This review did not reveal any indications of non-compliance with applicable legislation and regulations.

The Supervisory Board subsequently had an independent external legal expert assess the quality of the internal investigation. This legal expert concluded that the internal investigation was conducted adequately and meticulously, and that there is not a single specific indicator backing up the Fiscal Intelligence and Investigation Service's suspicions.

Although the board has full confidence in the outcome of its investigation, the Fiscal Intelligence and Investigation Service has not yet concluded its investigation, which could lead to sanctions for the company.

Corporate income tax

The Dutch tax authorities are currently auditing the Riyadh subway project and the associated transfer pricing and distribution of profits between the Netherlands and Saudi Arabia. This audit is focussed on the period in the past, but the outcome will also be applied for future years. Based on this audit, the tax authorities are provisionally of the view that similar business parties operating under the same circumstances would have agreed a different profit distribution arrangement, while also stating that they intend to reach a solution for the transfer prices to be used for the project that is acceptable to both parties. To get to a reasonable solution, the Group is in discussion with the Dutch tax authorities and is supported by an external advisor.

Our financial statements do not include a provision for this. In part based on the double taxation avoidance agreement between the government of the Kingdom of the Netherlands and the government of the Kingdom of Saudi Arabia, which includes a provision regarding corresponding corrections and a provision on a mutual consultation procedure, we assume that the countries involved will reach an amicable solution that will not have any kind of adverse impact on the Group.

Pre-commencement lease liabilities

Pre-commencement lease liabilities relate to leases that have been signed while the Group is not yet able to use the underlying asset. These leases are not included in the scope of IFRS 16 and are recognized under off-balance sheet liabilities and securities provided. The summary below shows the expected cash outflows for these leases. The summary of the lease liabilities and operational lease liabilities is recognized in the context of the corresponding figures as at December 31, 2018. The chapter on the new standards that are now applied includes a reconciliation between off-balance sheet liabilities and securities provided and the impact of IFRS 16 on the balance sheet as at January 1, 2019.

As per the end of 2019, there are no investment commitments.

Pre-commencement lease liabilities

Total cash outflow		< 1 year	1-2 year	2-5 year	> 5 year
	3,045	1,087	1,439	519	-

19. 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.

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 (2018: €0.5 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. In 2014 and 2016 forward exchange contracts are closed to the subway project in

Riyadh, where the currency risk on future cash flows in USD is covered. The translation risk on equity and loans granted to subsidiaries is not hedged outside of the eurozone, except for Antea USA (see below). The Group's currency risk is limited to its foreign subsidiaries in India, Brazil, Scandinavia and in Riyadh (Saudi Arabia). The total equity of these foreign subsidiaries amount to €2.4 million at year-end 2019 (2018: €23.1 million).

The high volatility of the US dollar versus the euro is a risk. The acquisition of Antea 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 in early 2011. As of August 1, 2013 and as of July 27, 2017 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 USA.

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

	Average rate		Spot rate	
	2019	2018	2019	2018
USD	1.1195	1.1810	1.1234	1.1450
DKK	7.4661	7.4532	7.4715	7.4673
NOK	9.8511	9.5975	9.8638	9.9483
SEK	10.5891	10.2583	10.4468	10.2548
GBP	0.8778	0.8847	0.8508	0.8945
COP	3,674.1732	3,486.5744	3,688.0000	3,719.1395
INR	78.8363	80.7332	80.1870	79.7298
SAR	4.2116	4.4295	4.2105	4.3107

A 10% increase in the value of the euro against other currencies at year-end would have reduced equity by €1.4 million (2018: €3.7 million) and profit by €2.0 million (2018: €0.8 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.

Interest rate and inflation swaps

A 100 bps rise in the interest rate means a gain of €0.4 million on the financial derivative, which will be, in case applicable, recognized in the income statement. A 100 bps drop in the interest rate means a loss of €0.5 million on the financial derivative, which will be, in case applicable, recognized in the shareholders' equity. The measurement of derivatives is based on data supplied by banks and validated against corresponding figures from the market.

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.

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 €253 million (2018: €255 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 €52 million (2018: €52 million) was used at December 31, 2019. To finance accounts receivables, factoring agreements have been concluded with financiers with a total facility of €35 million (2018: €28 million). Of this, an amount of €34 million (2018: €28 million) was used.

The maturity profile of the financial obligations of the Group as at December 31, 2018 and 2019 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, 2018						
Subordinated loans	1,000	1,103	-	-	1,103	-
Interest-bearing loans	236,299	322,370	16,726	20,065	117,458	168,122
Trade payables and other liabilities	964,731	964,731	514,331	369,223	81,177	-
Amounts owed to credit institutions	62,325	62,389	60,191	2,198	-	-
Total	1,264,355	1,350,593	591,248	391,486	199,738	168,122
At December 31, 2019						
Subordinated loans	11,000	12,128	-	-	-	12,128
Interest-bearing loans	245,283	332,926	13,990	15,047	136,679	167,210
Trade payables and other liabilities	950,272	950,272	494,685	379,605	75,982	-
Amounts owed to credit institutions	56,888	56,934	55,348	1,586	-	-
Total	1,263,443	1,352,260	564,023	396,238	212,661	179,338

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. As per the end of 2019 and 2018, the value of the derivatives is nihil.

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	
	2019	2018	2019	2018
Financial assets				
Trade receivables	375,742	419,942	375,742	419,942
Other receivables	454,509	500,455	454,509	500,455
Non-current receivables	21,554	24,926	21,554	24,926
Ppp-receivables	61,347	36,743	78,949	35,042
Financial derivatives	0	14	0	14
Cash and cash equivalents	282,664	275,950	282,664	275,950
Total	1,195,816	1,258,030	1,213,418	1,256,329
Financial liabilities				
Subordinated loans	11,000	1,000	11,000	1,000
Interest-bearing loans	245,283	236,299	294,879	239,236
Trade payables and other liabilities	950,272	1,002,511	950,272	1,002,511
Amounts owed to credit institutions	56,888	62,325	56,888	62,325
Total	1,263,443	1,302,135	1,313,039	1,305,072

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, 2018			
	Total	Level 1	Level 2	Level 3
Ppp-receivables	33,232	-	-	33,232
Financial derivatives	14	-	14	-
Total	33,246	-	14	33,232

	December 31, 2019			
	Total	Level 1	Level 2	Level 3
Ppp-receivables	77,139	-	-	77,139
Total	77,139	-	-	77,139

NOTES TO THE CONSOLIDATED STATEMENT OF INCOME

20. Segmented information

Performance details of operational segments are reported based on internal reports to the board. The board assesses business operations from a combination of industries and geographical regions and defines Consulting and Engineering Services, Rail Systems, Civil Infrastructure, Technology and Buildings, and Other as operational segments. Operational segments have not been aggregated. The distribution of the revenue from contracts with customers 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	Consulting and Enginee-ring Services		Rail		Civil		Technology and Buildings		Other		Eliminations		Total	
	2019	2018	**2019**	2018	**2019**	2018	**2019**	2018	**2019**	2018	**2019**	2018	**2019**	2018
Revenue from projects	**438.6**	417.2	**614.7**	517.2	**518.1**	544.2	**214.5**	184.2	**68.1**	66.9			**1,854.0**	1,729.7
Revenue from secondment									**8.4**	10.0			**8.4**	10.0
Revenue from maintenance			**268.9**	302.0	**-1.9**	0.7	**192.8**	181.9					**459.8**	484.6
Revenue from inventory					**7.8**	7.2							**7.8**	7.2
Revenue other			**6.4**	7.4	**28.6**	28.1	**0.8**	1.8					**35.8**	37.3
Revenue from contracts with customers (external)	**438.6**	417.2	**890.0**	826.6	**552.6**	580.2	**408.1**	367.9	**76.5**	76.9			**2,365.8**	2,268.8
Between segments	**17.3**	16.8	**16.6**	7.8	**28.3**	14.9	**19.4**	8.2	**12.8**	12.3	**-94.4**	-60.0		
Depreciation	**16.4**	5.5	**34.1**	17.6	**11.9**	5.4	**7.7**	1.6	**0.6**	0.2			**70.7**	30.3
Amortization	**1.1**	2.1	**2.4**	3.6	**0.9**	0.9			**3.3**	2.9			**7.7**	9.5
Operating profit	**26.3**	23.8	**-5.6**	9.7	**-0.9**	-5.2	**9.5**	4.4	**-2.6**	-0.2			**26.7**	32.5
Finance revenue and costs	**-0.7**	-0.9	**-2.6**	-0.3	**-2.7**	-3.7	**-4.3**	-3.3	**-1.1**	-0.6			**-11.4**	-8.8
Profit form associates	**0.1**		**-0.9**	0.7	**3.2**	6.2		0.2		0.1			**2.4**	7.2
Taxes	**-6.0**	-5.5	**-12.5**	-6.0	**-2.2**	-3.6	**-1.2**	0.2	**0.2**	-0.6			**-21.7**	-15.5
Net profit	**19.7**	17.4	**-21.6**	4.1	**-2.6**	-6.3	**4.1**	1.5	**-3.5**	-1.3			**-3.9**	15.4
Total assets	**348.3**	275.3	**733.3**	665.9	**326.7**	371.6	**438.2**	408.9	**60.9**	66.1	**-217.9**	-158.5	**1,689.5**	1,629.3
Total financial assets	**13.7**	13.0	**50.3**	50.4	**29.1**	25.2	**80.7**	53.2	**1.0**	0.4	**-50.0**	-40.0	**124.8**	102.2
Total liabilities	**197.9**	146.1	**639.9**	513.6	**218.6**	289.0	**418.0**	387.4	**95.3**	84.5	**-167.8**	-118.5	**1,401.9**	1,302.1
Total investments	**5.2**	6.7	**17.7**	15.7	**4.3**	6.7	**0.3**	0.4	**0.3**	0.2			**27.8**	29.7
Employees	**3267**	3213	**3780**	3817	**1187**	1291	**1814**	1751	**168**	203			**10216**	10275

The rise in revenue from contracts with customers of the **Consultancy and engineering services (Antea Group)** unit constitutes autonomous growth that was generated primarily in the Netherlands and the United States. The Group realized growth through expansion in May of 2019 by acquiring what is now called Antea Poland. Profit growth was driven by strong performance in the Netherlands, France and the United States. Profits posted in Belgium, Brazil, India and Poland, as well as at Iceacsa, were good.

Poor performance of a number of maintenance contracts in the Netherlands and a loss on the F-Bane contract in Denmark resulted in the **Rail Systems** segment posting a disappointing operating profit. In Italy and Sweden, on the other hand, Strukton Rail recorded excellent profits, while projects in the Netherlands also contributed significantly to the overall result. Strukton Rolling Stock has been running a loss.

The **Civil Infrastructure** segment posted better results than in 2018 on the back of the release of a provision for loss-making contracts totaling €4.5 million. The results of the regional companies and specialist operations are generally stable.

The operating profit posted by the **Technology and Buildings** segment was up on the previous financial year. Management and maintenance operations have contributed substantially towards the result. Aside from that, the OVT project in The Hague was completed, which also contributed positively towards the result. There was good progress in the construction of the new premises for the National Institute for Public Health and the Environment (RIVM) and Medicines Evaluation Board (CBG), and work on both these buildings is scheduled to be finished by late 2021.

Revenue from contracts with customers for €247.3 million (2018: €235.6 million) came from a single external customer. This revenue is attributed to the segment Rail Systems.

The geographical spread is as follows:

In millions of euros	The Nether-lands		Italy		Sweden		Other Europe		US		South-America		Asia		Middle East		Total	
	2019	2018	**2019**	2018	**2019**	2018	**2019**	2018	**2019**	2018	**2019**	2018	**2019**	2018	**2019**	2018	**2019**	2018
Revenue from projects	**1,105.1**	1,056.7	**209.6**	168.4	**84.8**	29.5	**241.9**	232.8	**75.2**	72.2	**5.0**	4.5	**2.8**	2.9	**129.6**	162.7	**1,854.0**	1,729.7
Revenue from secondment	**8.4**	10.0															**8.4**	10.0
Revenue from maintenance	**298.2**	293.3			**162.0**	190.5	**-0.4**	0.8									**459.8**	484.6
Revenue from inventory	**7.8**	7.2															**7.8**	7.2
Revenue other	**35.7**	33.4		1.8			**0.1**	2.1									**35.8**	37.3
Revenue from contracts with customers (external)	**1,455.2**	1,400.6	**209.6**	170.2	**246.8**	220.0	**241.6**	235.7	**75.2**	72.2	**5.0**	4.5	**2.8**	2.9	**129.6**	162.7	**2,365.8**	2,268.8
Total assets	**957.0**	889.7	**297.6**	269.9	**133.5**	123.6	**196.3**	179.7	**48.7**	42.3	**2.4**	4.7	**1.5**	3.9	**52.5**	115.5	**1,689.5**	1,629.3
Total financial assets	**109.4**	81.0	**3.0**	8.0	**28.1**	9.7	**-27.2**	-8.7	**12.9**	12.2	**-0.7**		**-0.7**				**124.8**	102.2
Total liabilities	**872.7**	734.6	**191.4**	186.7	**59.9**	73.0	**177.1**	156.7	**39.9**	35.0	**6.6**	8.8	**6.3**	0.4	**48.0**	106.9	**1,401.9**	1,302.1
Total investments	**11.4**	18.9	**8.6**	3.6	**2.4**	2.0	**4.6**	4.4	**0.8**	0.7		0.1					**27.8**	29.7

Projects for third parties
The performance obligation is fulfilled in proportion to project progress. Invoicing is based on installment schedules that are related to project progress. The use of installment schedules means that fulfillment of the performance obligation does not run in sync with the payments. If output is higher than the amount due on the invoice, a contract asset will be recognized. If the amount due on the invoice is higher than the output, a contract liability will be recognized. Work under a cost-plus contract will be invoiced after completion of the work. Invoices are generally paid between 30 and 60 days after the send date. For certain contracts, advance payments are contractually required.

Temporary Staff
The performance obligation is fulfilled in proportion to the progress of the secondment. Invoicing is periodic. Payment must be made before the invoice due date.

Service maintenance and concessions
The performance obligation is fulfilled in proportion to the progress of the output. Service maintenance and concessions are invoiced monthly based on contractual arrangements. Work under maintenance contracts is invoiced at the end of the month. Invoicing at the end of the month means that fulfillment of the performance obligation does not run in sync with the payments. Whenever invoicing is in arrears, a contract asset will be recognized. If the contract includes variable fees, these will be estimated periodically and included in the transaction price. For certain contracts, advance payments are contractually required before the maintenance service is provided.

The following provides additional information on revenue from contracts with customers recognized in the financial year.

Recognized revenues that in the beginning of the period were included in the credit balance work in progress (amounts in thousands of euros):

	2019	2018
Projects for third parties	84,702	153,753
Service maintenance and concessions	14,307	3,775
Total	**99,009**	**157,528**

Recognized revenues from in former periods (partial) performance obligations fulfilled (amounts in thousands of euros):

	2019	2018
Projects for third parties	2,525	2,160
Service maintenance and concessions	2,910	-
Total	**5,435**	**2,160**

Projects may take longer than one year or may be carried over from one calendar year to the next. As at December 31, expected revenue from contracts with customers in relation to unfulfilled performance obligations (current projects or future projects that have already been acquired) is as follows:

	2019	2018
Within one year	1,703,252	1,552,610
After more than one year	1,439,401	1,645,722
Total	**3,142,652**	**3,198,332**

For further explanation on the revenue from contracts with customers see note 19 ‘Financial instruments’.

21. Other operating income

In 2019, the realized other operating income is €2.7 million, which mainly relates the sale of DMI Geräte GmbH. Other operating income in 2018 of € 2.6 million concerns in particular the badwill and the transaction result arising from the extension of the interest in MEET Strukton Holding B.V

22. Staff costs

	2019	2018
Wages and salaries	577,261	550,140
Social security contributions	109,152	105,936
Defined contribution plans	46,198	44,621
Defined benefit plans	3,866	3,906
Temporary agency staff	66,374	71,950
Other staff costs	89,162	98,944
Total	892,013	875,497

Some of the Group companies also have defined benefit plans (see note 13). The lease payments for passenger cars, included under other staff costs, were €29.8 million (2018: €43.7 million).

At December 31, 2019, the number of employees in the Group, expressed in full-time equivalents, was 9851 (2018: 9914). The breakdown is as follows:

	2019	2018
The Netherlands	6097	6141
Other Europe	3162	3108
US	373	357
South America	103	135
Asia	116	173
Total	9851	9914

23. Related parties

Sanderink Investments B.V. with its associates is identified as a related party. Oranjewoud N.V. is per the date of the financial statements for 98.87% (at year end 2019: 98.47%) owned by Sanderink Investments B.V. Sanderink Investments B.V. is for 100% owned by Stichting Administratiekantoor Sanderink Investments of Gerard Sanderink. The related parties of the Group consist of the associates, the directors, the managers on key positions and other related parties. For a list of the subsidiaries see note 44.

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 €4.4 million (2018: €6.1 million). As of the year end, we have the following outstanding receivables and liabilities due to transactions with Sanderink Investments B.V.: receivables €9,000 (2018: €8,000) and liabilities €339,000 (2018: €1,332,000). Outstanding receivables and payables relating to transactions with Sanderink Investments B.V. as per yearend are not covered by collaterals nor interest-bearing and won't be settled in terms of money. In addition, there is a subordinated loan of Sanderink Investment B.V. of €11 million (2018: €1 million) with an interest of 5.0%. See also note 16 "Subordinated loans".

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.

Board of Directors
In 2018, the membership of the Board of Directors consists until Februay 28, 2018 of Mr. G.P. Sanderink and Mr. P.G. Pijper. On February 28, 2018 the Board of Directors of Oranjewoud N.V. and Mr. Pijper decided to say goodbye to each other. The remuneration provided by the company for the financial year, consisting of fixed and variable remuneration, as well as pension expenses and dissolution fees for directors came to €0 (2018: €374,577).

	Year	Salary	Bonus [1)]	Ending	Pension
G.P. Sanderink	2019	-	-	-	-
	2018	-	-	-	-
P.G. Pijper	2019	-	-	-	-
	2018	39,266	11,900	321,244	2,167

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

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

Transactions with managers in key positions
Managers in key positions are those persons who are authorized and responsible for the planning, direction, and exercise of control over the entity's operations. The directors of Oranjewoud N.V., the directors of Antea Group, and the directors of Strukton Groep are the managers who have been identified as managers in key positions. Pay and employee benefits for managers in key positions are made up of the following components:

	2019	2018
Short term employee benefits	1,559,879	1,463,306
Post-employment benefits	41,514	61,343
Other long term employee benefits	-	-
Dissolution fees	-	321,244
Share-based payments	-	-
Total	1,601,393	1,845,893

Oranjewoud N.V. pays for the director (Mr. Sanderink) a management fee to Sanderink Investments B.V. This management fee is reflected in the table above and amount to €275,000 (2018: €275,000).

Supervisory Board
The remuneration for the members of the Supervisory Board, consisting only of fixed short term employee benefits, is:

	2019	2018
H.G.B. Spenkelink	52,500	37,500
J.P.F. van Zeeland (until October 24, 2019)	28,500	28,500
W.G.B. te Kamp (until May, 16 2018 and as from October 24, 2019)	15,000	10,688
H.P.J.M. Jans (until June 30, 2019)	14,250	28,500
M.J.C. Janmaat (as from October 24, 2019)	15,000	-
Total	125,250	105,188

Mr. W.G.B. te Kamp was and advisor of the Supervisory Board of Oranjewoud N.V. in the period between May 17, 2018 till October 24, 2019. He received a remuneration of € 28,500 for the period between January 1 and October 24, 2019 and € 17,812 for the period between May 17 till December 31, 2018.

24. Other operating expenses

	2019	2018
Facility expenses	19,153	34,430
Office expenses	13,442	13,031
Selling expenses	21,895	5,205
Other expenses	154,849	147,597
Total	209,339	200,263

The lease payments for company cars, included under other expenses, amount to €27.6 million (2018: €24.0 million). These payments relate to non-lease components included in the lease payments, such as costs of service and maintenance. The rental costs, included in facility costs, amount to €0 (2018: €23.1 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.

In 2019, a total of €0.9 million was granted (2018: €1.3 million). These grants are deducted from the costs of which the grant relates to.

25. Finance revenue and costs

		2019	2018
Finance revenue:	Interest income	3,649	3,219
	Interest income sublease	14	-
	Accretion financial non-current assets	2,145	817
	Result on associates	285	362
	Exchange gains	747	378
	Results forward exchange contracts	-	149
	Subtotal	6,840	4,925
Finance costs:	Interest expense for bank debt and affiliated companies	(15,798)	(12,951)
	Interest expense lease obligations	(2,033)	-
	Exchange losses	(93)	(794)
	Results forward exchange contracts	(348)	-
	Subtotal	(18,272)	(13,745)
	Total finance revenue and costs	(11,432)	(8,820)

In comparison to 2018, the negative balance of financial income and expenditure was €2.6 million more negative. This is mainly due to interest costs from non-recourse PPP-financing of the current project for the RIVM. In the financial results, no changes in the fair value of financial fixed assets are recognized.

26. Income Tax

The main components of the corporate income tax expense for 2019 and 2018 were:

Consolidated statement of income	2019	2018
Current corporate income tax		
Corporate income tax payable on profit for the year	14,021	15,594
Adjustment tax expense previous years	1,562	546
Deferred corporate income tax		
Relating to acquisition of associates concerning intangible assets and property, plant and equipment	1,055	(3,596)
Relating to valuation of carry-forward losses	1,816	4,663
Relating to other temporary differences	3,233	(1,672)
Corporate income tax presented in the statement of income	21,687	15,535

The reconciliation between the nominal and the effective tax rate is as follows:	2019	%	2018	%
Profit before tax	17,756		30,979	
Nominal corporate income tax	4,439	25.0	7,745	25.0
Effect adjustment tax expense previous years	1,562	8.8	546	1.8
Effect adjustment deferred tax rate	134	0.8	5,760	18.6
Participation exemption	(602)	(3.4)	(1,807)	(5.8)
Effect of foreign group companies	988	5.6	1,494	4.8
Impairment goodwill	625	3.5	625	2.0
(Not) valued compensable losses	7,917	44.6	1,019	3.3
Revaluation deferred tax asset	5,000	28.2	-	-
Other	1,623	9.1	152	0.5
Total	21,687	122.1	15,534	50.1

The effective tax rate in 2019 and 2018 differs sharp from the nominal rate. The main effect in 2019 is caused by the not valued compensable losses and the amortization of the deferred tax asset. The main effect in 2018 is caused by the adjustment of the rate of income tax.

27. 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 net cash flow in 2019 is €10.3 million positive (2018: €86.0 million positive). Cash flow in 2019 is significantly affected by the buy of a minority share in CLF (€ 22.6 million) and the increase in the PPP-receivable relating MEET RIVM CBG (€ 19.9 million). The operational cash flow in 2019 is €122.9 million positive (2018: €6.3 million positive). In 2018 investments in consolidated companies of €3.5 million concerns A1 Electronics, Promofer en CLF.

28. Subsequent events

Covid-19

The COVID-19 outbreak has spread rapidly in 2020. Measures to stem the spread taken by governments across the globe have had a negative impact on economic activity. The Group itself has also taken measures to monitor and prevent the effects of COVID-19, including health and safety measures for our workers (such as social distancing and working from home) and measures to secure the supply of materials that are essential for our business processes.

At this stage, the consequences for our operations and our results have been minor, albeit that this varies per segment and per country. A number of units operate in essential sectors. Over the first five months of 2020, we experienced a slight drop in revenue compared to the same period in 2019. The developments have led to a positive recurring operating result in the first five months of 2020. Whether or not we will see revenue and profitability improve in the remaining months of 2020 depends on how long the areas in which we operate are exposed to COVID-19 and on the degree to which government measures are extended, amplified or eased.

To mitigate the impact of the COVID-19 outbreak, it is key for both our clients and the Group that our work can go ahead as much as possible. In various countries where the Group is active, we are confronted with reduced activity. At present, there are no indications that the Group will be unable to meet its financial obligations.

Governments of the countries in which we operate have announced and come through on relief measures intended to cushion the impact of the COVID-19 outbreak on our results and liquidity. We are currently looking into our eligibility for such government support in the countries in which we operate. In the Netherlands, Belgium, France, the U.S., Denmark, Italy and Spain, we have applied for, been promised, or received government relief.

We will continue to abide by the policy and advice of the various national bodies, while at the same time doing everything within our power to proceed with our operations in the best and safest way possible without jeopardizing our workers' health.

Financing

In May of 2020, Strukton Group received paid-in capital from Oranjewoud N.V. totaling €20 million. In June 2020, Strukton Group extended this financing deal by six months to October 13, 2021 and set the total amount of the facility at €80 million. For 2021, a multi-year refinancing deal is anticipated. Based on the agreed financing, Strukton Group has adequate credit and bank guarantee facilities.

The covenants agreed are the following:

- leverage ratio (of the Dutch credit base) – maximum of 3.0;
- EBITDA (of the Dutch credit base) – minimum of € 21.5 million;
- interest cover ratio (of the Dutch credit base) – minimum of 4.0;
- solvency ratio (of Strukton Group, excluding the Riyadh subway project) – minimum of 22.5%.

The banks were provided with securities for this facility. This means that the majority of Strukton Group's assets have been pledged to the banks who provided the committed facility.

29. Services rendered for concessions and public private partnership (ppp)

Oranjewoud Group companies participate at year-end 2019 in a set of six 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.

Schoolbuildings
The Group holds a 20% (2018: 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 holds a 10% (2018: 10%) 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.

Public buildings
The Group holds a 6% (2018: 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.

In the financial year 2018 the Group acquired the remaining 50% of the shares in MEET Strukton Holding B.V. (earlier StruktonHurksHeijmans Holding B.V.) of Hurks en Heijmans. The Group holds thereby, since June 8, 2018, a 100% stake in MEET Strukton 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% (2018: 80%) stake in consortium R-creators Holding B.V. The concession agreement is a 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% (2018: 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 2019 year-end, the ppp projects had a backlog of €610.3 million (2018: €493.5 million).

SEPARATE STATEMENT OF FINANCIAL POSITION
before proposed profit appropriation (in thousands of euros)

	12-31-2019		12-31-2018	
Non-current assets				
Intangible assets (30)		**16,685**		16,685
Associates (31)	**281,812**		272,212	
Receivables from associates (32)	**77,092**		75,284	
Other financial fixed assets (33)	**11,250**		11,250	
		370,154		358,746
		386,839		375,431
Current assets				
Receivables (34)	**1,519**		1,502	
Cash and cash equivalents	**424**		388	
		1,943		1,890
Total assets		**388,782**		377,321
Equity				
Issued capital	**6,287**		6,287	
Share premium	**201,896**		201,896	
Translation differences reserve	**4,420**		3,920	
Hedge reserve	**(4,116)**		(3,446)	
Actuarial reserve	**(26,067)**		(15,379)	
Retained earnings	**107,846**		81,191	
Undistributed profit	**(4,379)**		10,919	
Total equity (35)		**285,887**		285,388
Provisions (31)		**412**		461
Non-current liabilities				
Payables to associates (36)	**610**		610	
Subordinated loans (16)	**11,000**		1,000	
Non-current liabilities (16)	**31,186**		30,786	
Total non-current liabilities		**42,796**		32,396
Current liabilities (37)		**59,687**		59,076
Total equity and liabilities		**388,782**		377,321

SEPARATE STATEMENT OF INCOME
(in thousands of euros)

	2019	2018
Internal charges	**928**	1,486
Staff costs (39)	**(160)**	(130)
Other operating expenses (40)	**(927)**	(1,210)
Total operating expenses	**(1,087)**	(1,340)
Operating profit	**(159)**	146
Finance revenue	**3,216**	3,231
Finance costs	**(1,540)**	(1,092)
Net finance revenue/(costs)	**1,676**	2,139
Share in profit after taxes of associates	**(5,628)**	9,082
Profit before taxes	**(4,111)**	11,367
Income tax	**(268)**	(448)
Profit after taxes	**(4,379)**	10,919

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.

Error correction
In the 2019 financial statements, a material misstatement in the corresponding figures was corrected. In the 2018 financial statements, an amount of €57 million in current debts to participations was erroneously offset against the participation value on the separate balance sheet. The correction results in accurate presentation of the current debts to participations and has no impact on shareholders' equity and profits.

Associates
Subsidiaries included in the consolidation (please refer to Consolidated equity interests and associates in note 44) 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.

30. Intangible assets	Goodwill
Carrying amount at January 1, 2018	16,685
Carrying amount at December 31, 2018	16,685
Balance at December 31, 2018:	
Accumulated cost	16,685
Carrying amount	16,685
Carrying amount at January 1, 2019	16,685
Carrying amount at December 31, 2019	16,685
Balance at December 31, 2019:	
Accumulated cost	16,685
Carrying amount	16,685

31. Associates and provisions

	Associates	Provisions	Total
Position at January 1, 2018	268,657	(458)	268,199
Change in actuarial reserve	(2,639)	-	(2,639)
Change in hedge reserve	(1,585)	-	(1,585)
Dividend payment	(94)	-	(94)
Translation differences	(1,180)	(32)	(1,212)
Reported profit	9,053	29	9,082
Position at December 31, 2018	272,212	(461)	271,751
Position at January 1, 2019	272,212	(461)	271,751
Capital funding	10,000	-	10,000
Change in actuarial reserve	(10,688)	-	(10,688)
Change in hedge reserve	(670)	-	(670)
Translation differences	904	-	904
Transactions with minority shareholders	15,731	-	15,731
Reported profit	(5,677)	49	(5,628)
Position at December 31, 2019	281,812	(412)	281,400

32. Receivables from associates

	KSI Inter-active	Oranjewoud Realisatie Holding	Oranjewoud Holding	Oranjewoud Beheer	Antea Group	Total
Balance at January 1, 2018	300	18,476	449	13,972	37,776	70,973
Loans	-	-	-	-	200	200
Repayments loans	-	(500)	-	(1,500)	-	(2,000)
Change current accounts	-	5,272	17	(55)	877	6,111
Balance at January 1, 2019	300	23,248	466	12,417	38,853	75,284
Loans	-	-	-	-	1,550	1,550
Repayments loans	-	(150)	-	(650)	-	(800)
Change current accounts	-	393	(4)	65	604	1,058
Balance at December 31, 2019	300	23,491	462	11,832	41,007	77,092

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. For the loans to associates an interest of 5% is charged.

33. Other financial fixed assets

The other financial fixed assets include the provided subordinated loan to Strukton Groep of €11 million (2018: €11 million). The interest on the subordinated loan to Strukton Groep is 5% per year. The duration is 55 years. Early repayment is possible. In addition, this item includes a loan to Sanderink Holding B.V. of €0.25 million (2018: €0.25 million). Interest 3.0% per year.

34. Receivables

	12-31-2019	12-31-2018
Receivables from associates	10	224
Other receivables	1,509	1,278
Total	1,509	1,278

Receivables from associates	12-31-2019	12-31-2018
Oranjewoud Detachering Holding	-	224
Strukton Groep	10	-
Total	10	224

35. Equity

	Issued share capital	Share premium	Translation differences reserve	Hedge reserve	Actuarial reserve	Retained earnings	Profit for the financial year	Total
Balance at January 1, 2018	6,287	201,896	4,933	(1,861)	(12,740)	73,499	7,692	279,706
Retained earnings for 2017	-	-	-	-	-	7,692	(7,692)	-
Unrealized results	-	-	(1,013)	(1,585)	(2,639)	-	-	(5,237)
Profit for the financial year	-	-	-	-	-	-	10,919	10,919
Balance at January 1, 2019	6,287	201,896	3,920	(3,446)	(15,379)	81,191	10,919	285,388
Retained earnings for 2018	-	-	-	-	-	10,919	(10,919)	-
Unrealized results	-	-	500	(670)	(10,688)	5	-	(10,853)
Transactions with minority shareholders	-	-	-	-	-	15,731	-	15,731
Restult for the financial year	-	-	-	-	-	-	(4,379)	(4,379)
Balance at December 31, 2019	6,287	201,896	4,420	(4,116)	(26,067)	107,846	(4,379)	285,887

The authorised share capital at December 31, 2019 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 62,872,869 shares of €0.10 each. The issued capital at December 31, 2018 and at December 31, 2019 consisted of €2,955,307 in A shares and €3,331,980 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.

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 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 present value of pension liabilities minus the fair value of the plan assets as a result of changes in actuarial assumptions. It concerns a distributable reserve.

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 hedge reserve are not freely distributable. Other reserves consist of the balance of accumulated losses and retained earnings.

36. Payables to associates

	12-31-2019	12-31-2018
Payables to associates	610	610
Total	610	610

Payables to associates	12-31-2019	12-31-2018
Multihouse TSI	408	408
Minihouse International	202	202
Total	610	610

37. Current liabilities

	12-31-2019	12-31-2018
Payables to associates	58,022	56,860
Amounts owed to suppliers and trade payables	104	-
Other liabilities	1,561	2,216
Total	59,687	59,076

Payables to associates	12-31-2019	12-31-2018
Antea Nederland	57,871	56,860
Oranjewoud Detachering Holding	151	-
Totaal	58,022	56,860

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 11. For an explanation on the repayment obligations see note 16.

38. 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. (with the exception of Edel Grass B.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. The corporate income tax is calculated by applying the current rate (2019 and 2018: 25%) to the profit before taxes.

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

39. Remuneration
For details of the remuneration of the Board of Directors, the managers on key positions and the Supervisory Board as referred to in Section 383 b-e of Book 2 of the Dutch Civil Code, see note 21 to the consolidated statement of income.

40. Other operating expenses

	2019	2018
Office expenses	117	179
Other expenses	810	1,031
Total	927	1,210

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

	2019 PwC The Netherlands	2019 PwC Network	2019 PwC Total	2018 PwC The Netherlands	2018 PwC Network	2018 PwC Total
Audit of the financial statements	1,820	585	2,405	1,320	451	1,771
Other assurance services	-	9	9	-	36	36
Total PwC Assurance	1,820	594	2,414	1,320	487	1,807
Tax advice	-	-	-	-	76	76
Other non assurance services	15	70	85	-	-	-
Total PwC taks and other	15	70	85	-	76	76
Total	**1,835**	**664**	**2,499**	**1,320**	**563**	**1,883**

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

42. Proposal regarding profit appropriation over 2019
The Board of Directors, with the approval of the Supervisory Board, has proposed to pass dividend payment for the financial year 2019.

43. Subsequent events
See explanatory note 28.

44. Consolidated interests and associates

The consolidated subsidiaries and the equity interest percentages are:	Equity interest (%) 2019	2018
Oranjewoud N.V., Gouda	100	100
Antea Nederland B.V., Heerenveen	100	100
Croonen B.V., Rosmalen	100	100
BodemBasics B.V., Oosterhout	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
Hannover Milieu- en Veiligheidstechniek B.V., Rotterdam	100	100
WeGroSan/HMVT B.V.B.A., Antwerpen (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
AG Participations SNC, Olivet (France)	100	100
Antea France SAS, Orléans (France)	100	100
Géo-Hyd SARL, Olivet (France)	-	100
Antea Burkina Faso, Ouagadougou (Burkina Faso)	100	100
Antea Mali SASU, Bamako (Mali)	100	100
Antea Benin SASU, Cotonou (Benin)	100	100
Groupe IRH Environnement SAS, Gennevilliers (France)	100	100
ICF Environnement SAS, Gennevilliers (France)	100	100
IRH Ingenieur Conseil SAS, Gennevilliers (France)	100	100
Iceacsa Consultores S.L., A Coruña (Spain)	100	100
Iceacsa Colombia SAS, Bogotá (Colombia)	100	100
Iceacsa Panama S.A., Ciudad de Panamá (Panama)	100	100
Iceacsa Mexico S.A., México (Mexico)	100	100
Iceacsa Peru SAC, Lima (Peru)	100	100
Antea Polska S.A., Katowice (Poland)	100	-
Antea Group Ventures B.V., Heerenveen	100	100
Antea 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
Gebrüder Becker GmbH, Taunusstein-Hahn (Germany)	100	100
Edel Grass B.V., Genemuiden #	100	100

	Equity interest (%) 2019	2018
Oranjewoud Detachering Holding B.V., Gouda	100	100
TecQ B.V., Capelle aan den IJssel	100	100
InterStep B.V., Utrecht	100	100
InterStep Projects B.V., Utrecht	100	100
InterStep Professionals B.V., Utrecht	100	100
Nexes Services B.V., Utrecht	100	100
Ingenieursbureau Oranjewoud II B.V., Gouda	100	100
Oranjewoud Holding B.V., Gouda	100	100
KSI Interactive B.V., IJsselstein	100	100
Delphi Data B.V., Gouda	100	100
Multihouse Technical Scientific and Industrial B.V., Gouda	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 Short Line B.V., Utrecht	100	100
IWORKX B.V. (earlier Strukton Rail Projects B.V.), Utrecht	100	100
Strukton Rolling Stock B.V., Utrecht	100	100
Strukton M&E B.V., Maarssen	100	100
Strukton Embedded Solutions B.V., Utrecht	100	100
Strukton Systems B.V., Utrecht	100	100
Strukton Rail Equipment B.V., Utrecht	100	100
Strukton Rail Asset Management B.V. (earlier Strukton Rail Consult B.V.), Utrecht	100	100
Strukton Railinfra Projecten B.V., Utrecht	100	100
Strukton Rail Italy S.r.l., Bologna (Italy)	100	100
Uniferr S.r.l., Reggio Emilia (Italy)	100	60
Promofer S.r.l., Rome (Italy)	100	100
FER RENT S.r.l., Milaan (Italy)	100	100
Costruzioni Linee Ferroviari S.p.A., Bologna (Italy)	100	60
Strukton Rail Investment S.r.l., Bologna (Italy)	-	100
CLF Albanie SHPK, Tirana (Albania)	100	60
Costruzioni Linee Ferroviari CLF C.A., Caracas (Venezuela)	100	60
Sviluppo 2010 S.r.l., Bologna (Italy)	100	60
S.I.F. EL S.p.A., Spigno Monferrato (Italy)	100	60
Société d'Installations Ferroviaires et Electriques Maroc, Rabat (Marocco)	100	60
Techno Engineering System S.r.l., Bologna (Italy)	100	60
Ar.Fer S.r.l., Alessandria (Italy)	100	60
Strukton Rail Australia PTY Ltd., Perth (Australia)	100	100
Strukton Rail International B.V., Utrecht	100	100
Nova Gleisbau AG, Baar (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
RBS ban och signal AB, Stockholm (Sweden)	100	100
Strukton Rail A/S, Kopenhagen (Denmark)	100	100
Strukton Rail Västeras AB, Stockholm (Sweden)	100	100
SR Kraft AS, Oslo (Norway)	100	100
Strukton Rail Holding A/S, Taastrup (Denmark)	100	100

	Equity interest (%) 2019	2018
Strukton Rail S-Bane A/S, Taastrup (Denmark)	100	100
Strukton Rail North America Inc., Delaware (USA)	100	100
THV Noordzuidlijn, Merelbeke (Belgium)	100	100
Strukton Civiel B.V., Utrecht	100	100
Strukton Civiel Projecten B.V., Utrecht	100	100
GBN Holding B.V., Utrecht	100	-
GBN Groep B.V., Utrecht	100	100
GBN Immobilisatie, Utrecht	100	100
Grondbank Stadskanaal B.V., Utrecht	100	100
Grind & Ballast Recycling Nederland B.V., Utrecht	100	100
A-Lanes Asset Management B.V. (earlier Strukton Asset Management Civiel B.V.), Utrecht	100	100
Terracon Molhoek Beheer B.V., Werkendam	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 Engineering B.V., Utrecht	100	100
Strukton Prefab Beton B.V., Utrecht	100	100
Strukton Civiel Regio Noord & Oost B.V. , Oldenzaal	100	100
Strukton Civiel Noord & Oost B.V., Oldenzaal	100	100
Reef GmbH, Gronau (Germany)	100	100
Strukton Civiel Regio West B.V., Scharwoude	100	100
Strukton Civiel West B.V., Scharwoude	100	100
Strukton Civiel West Materieel B.V., Scharwoude	100	100
Strukton Civiel West Transport B.V., Scharwoude	100	100
Ooms Producten B.V., Scharwoude	100	100
Unihorn B.V., Avenhorn	100	100
Unihorn Astana, Astana (Kazakhstan) **	100	100
Strukton Milieutechniek B.V., Utrecht	100	100
Strukton Civiel Regio Zuid B.V., Utrecht	100	100
Strukton Civiel Zuid B.V., Breda	100	100
Tensa B.V., Nieuwendijk	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
Colijn Beton- en Waterbouw B.V., Breda	100	100
Combinatie Strukton Infratechnieken - Colijn - Reef 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	100
Meppelerdiepsluis v.o.f., Utrecht	100	100
Combinatie Geo Grid v.o.f., Utrecht	100	100
Strukton Bouw B.V., Utrecht *	100	100
Strukton Bouw & Onderhoud B.V., Utrecht *	100	100
Strukton Van Straten B.V., Eindhoven	100	100
Strukton Revitalisatie en Ontwikkeling B.V., Utrecht	100	100

	Equity interest (%) 2019	2018
Strukton Gamma B.V., Utrecht	100	100
Strukton Delta B.V., Utrecht	100	100
C.V. Voorstadslaan, Utrecht	100	100
La Mondiale N.V., Etterbeek (Belgium)	100	100
Strukton CSNS v.o.f., Utrecht	-	100
Het Spaarne 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 Bouw B.V., Utrecht	100	100
Strukton WorkSphere België B.V.B.A., Tongeren (Belgium)	100	100
MEET RIVM CBG B.V., Utrecht	100	100
Strukton Integrale Projecten B.V., Utrecht *	100	100
SPC Management Services B.V., Utrecht	100	50
Strukton Finance ESCo's Holding B.V., Utrecht	100	100
RGG cluster zwembaden ESCo Invest B.V., Utrecht	100	100
RGG KPP Esco Invest B.V., Utrecht	100	100
Strukton Assets B.V., Utrecht	100	100
MEET Strukton Holding B.V., Utrecht	100	100
MEET Strukton 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., Utrecht *	100	100
Strukton Vuka B.V., Utrecht	100	100
Strukton Elschot B.V., Utrecht	100	100
Molhoek - CCT B.V. (earlier Ecorail 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
Combinatie Strukton Zaanstad CSZ v.o.f., Utrecht	-	100
Duo2 v.o.f., Maarssen	100	100
Strukton combinatie Rijswijk Delft Zd, Utrecht	100	-
Strukton International B.V., Utrecht	100	100
Strukton International Sweden AB, Göteborg (Sweden)	100	100
Strukton International Denmark A/S, Kopenhagen (Denmark)	100	100
Strukton Immersion Projects B.V., Utrecht	100	100
Strukton Immersion Projects B.V. Turkey Branch, Istanbul (Turkey)	100	-
Onderwatertechniek Nederland B.V., Utrecht	100	100
Strukton Specialistische Technieken B.V., Utrecht	100	100
Ooms PMB B.V., Scharwoude	100	100
Strukton International Rail B.V., Utrecht	100	100
Strukton International Belgium N.V., Merelbeke (Belgium)	100	100

	Equity interest (%) 2019	2018
Strukton International Deutschland GmbH, Kleve (Germany)	100	100
Strukton International Argentina SA, Buenos Aires (Argentina)	100	100
Integral consolidation with minority interests include the following:		
J&E Sports B.V., Oss	85	85
Mook Trading B.V., Nuenen	85	85
Inogen Environmental Alliance Inc., Delaware (USA)	56,2	73
Antea Brazil, Sao Paulo (Brazil)	50,94	50,94
A1 Electronics Netherlands B.V., Almelo	80	50
Buca Electronics B.V., Almelo	80	50
The following entities have been treated as a joint operation:		
Tribase Computer and Netw Serv v.o.f., Utrecht	33,33	33,33
Combinatie Hollandia – Strukton Systems v.o.f., Utrecht	50	50
Strukton-Aarsleff JV I/S, Aarhus (Denmark)	45	45
Sitec Consorzio Stabile ferr., Bologna (Italy)	47,5	28,5
Exploitatiemaatschappij A-Lanes A15 B.V., Nieuwegein	50	33,33
A-Lanes Civil v.o.f., Nieuwegein	45	45
HSL1 Hollandse Meren v.o.f., Utrecht	14,5	14,5
Combinatie Strukton Betonbouw - Van Oord ACZ (Noord-Zuidlijn), Utrecht	75	75
Bouwcombinatie HSL4 Drechtse Steden v.o.f., Zwijndrecht	15,7	15,7
Geluidschermen Combinatie HSL v.o.f., Zaandam	15,7	15,7
Combinatie Zinktunnel Strukton/Van Oord ACZ, Utrecht	50	50
Bouwcombinatie Strukton-Boskalis, Utrecht	58	58
Avenue 2 v.o.f., Nieuwegein	50	50
GWW Combinatie A2 v.o.f., Arnhem	25	25
FC AV2 v.o.f., Nieuwegein	50	50
Combinatie Versterken Bruggen v.o.f., Capelle a/d IJssel	50	50
Combinatie Strukton Ballast Maatvoering v.o.f., Zaandam	-	50
Bouwcombinatie Kaam v.o.f., Weert	-	7
Combinatie –SRS, Breda	-	50
BPL Wegen, Rotterdam	50	50
Combinatie Buitenring v.o.f. (BPL Koepel), Rotterdam	33,33	33,33
Combinatie Spanstaal – Tensa v.o.f., Werkendam	50	50
A-Lanes A15 Mobility v.o.f., Nieuwegein	45	45
A-Lanes A15 JV Roads v.o.f., Nieuwegein	45	45
Combinatie Van Gelder - Strukton Civiel Projecten v.o.f. (IGO A1), Elburg	50	50
DUOS v.o.f., Oldenzaal	50	50
A9V1, Utrecht	50	50
Combinatie Natuuronwikkeling Maasplassen v.o.f., Vinkel	50	50
Rions – Rasenberg, Sittard	50	50
Hydraphalt v.o.f.,Scharwoude	50	50
CE-Asfaltonderzoek v.o.f., Scharwoude	50	50
Combinatie Ooms Ballast MNO v.o.f., Scharwoude	33,33	33,33
Zandexploitatie Westfriesland v.o.f., Scharwoude	50	50
Grondbank West Brabant v.o.f., Utrecht	50	50
Combinatie Dinteloord, Middelharnis	50	50
Combinatie Ooms – Schadenberg, Scharwoude	50	50
Combinatie K. Dekker - Ooms Construction Muiden, Warmenhuizen	50	50

	Equity interest (%) 2019	2018
Ooms Construction - RDM v.o.f., Scharwoude	50	50
Combinatie Zijkanaal D, Sliedrecht	50	50
Combinatie Colijn/Rasenberg/van den Herik, Sliedrecht	50	50
BNRA Gladheid v.o.f., Leerdam	50	50
Fast Riyadh Metro Alliance = Fast, Riyad (SA)	14,08	14,08
Construction Joint Venture (CJV), Riyad (SA)	17,96	17,96
Track Joint Venture (TJV), Riyad (SA)	8,08	8,08
Ooms PMB Gulf Asphalt Trading LLC, Abu Dhabi (UAE)	-	49
Arge Instandsetzung Reinbrucke Maxau, Karlsruhe (Germany)	50	50
Grondontwikkeling Beilen B.V., Amsterdam	50	50
Safire Services v.o.f., Eindhoven	33,33	33,33
Bouwcombinatie Komfort v.o.f., Utrecht	50	50
Bouwcombinatie DC 16 v.o.f., Utrecht	50	50
Avenue 2 v.o.f., Nieuwegein	25	25
Bouwcombinatie ISE DB v.o.f., Eindhoven	91	91
Bouwcombinatie Strukton - De Nijs v.o.f., Utrecht	-	50
La Linea Leiden C.V., Rotterdam	50	50
RGG cluster Zwembaden ESCo Exploitatie v.o.f., Utrecht	50	50
Bouwcombinatie ICCS v.o.f., Utrecht	-	50
SPARK v.o.f., Utrecht	50	50
R Creators DBMO v.o.f., Nieuwegein	45	45
Exploitatiemaatschappij DC 16 B.V., Nieuwegein	50	50
Exploitatiemaatschappij Komfort B.V., Nieuwegein	50	50
ProCUS v.o.f., Utrecht	50	50
Not consolidated are the following entities:		
Thermal Remediation Services Europe B.V., Ede	50	50
Reym-HMVT B.V., Ede	50	50
Aanlegkunstgrasvelden.nl B.V., Oss	18,7	18,7
J & E Sports Baltic UAB, Panevezys, (Lithuania)	43,35	43,35
Mhouse B.V., Gouda	23,9	23,9
AG-LEN BridgXperts SpA, Santiago (Chile)	63,5	63.5
Antea Ventures Beheer B.V., Oosterhout	50	50
CAG Ventures C.V., Oosterhout	50	50
Sky Survey B.V., Hoofddorp	24,5	24,5
4DR Studios B.V., Eindhoven	17,5	-
Strukton Finance Holding B.V., Utrecht ***	11,99	11,99
TalentGroep Montaigne Holding B.V., Rotterdam	20	8,97
TalentGroep Montaigne B.V., Rotterdam	20	8,97
ISE Holding B.V., Utrecht	10	10
SPC ISE B.V., Eindhoven	10	10
Duo2 Holding B.V., Utrecht	6	6
Duo2 B.V., Utrecht	6	6
A-Lanes A15 Holding B.V., Nieuwegein	4,8	4,8
A-Lanes A15 B.V., Nieuwegein	4,8	4,8
Profin B.V.B.A., Gent (Belgium)	50	50
Voestalpine Railpro B.V., Hilversum	10	10

	Equity interest (%) 2019	2018
Shandong SRCC Rail Transit Technology Co.Ltd., Jihan (China)	45	45
Dual Inventive Holding B.V., Udenhout	50	50
Dual Inventive Nederland B.V., Udenhout	50	50
Dual Inventive Production B.V., Udenhout	50	50
Dual Inventive Technology Centre B.V., Oisterwijk	50	50
Dual Inventive Europe B.V., Oisterwijk	50	50
Dual Inventive Ltd., Sheffield (Great Britain)	37,5	37,5
Eurailscout Inspection & Analysis B.V., Utrecht	50	50
Erdmann Software GmbH, Görlitz (Germany)	25	25
Eurailscout France SAS, Parijs (France)	48,7	48,7
Eurailscout Italy S.r.l., Bologna (Italy)	50	50
New Sorema Ferroviaria S.p.A., Brescia (Italy)	50	30
Frejus s.c.r., Bologna (Italy)	27,99	16,79
Willow Rail PTY Ltd., New South Wales (Australia)	50	-
JPL Rail A/S, Ørje (Norway)	30	30
C2CA Technology B.V., Utrecht	50	50
GBN Artificial Grass Recycling B.V., Utrecht	70	-
BAG B.V., Maastricht ****	20	20
Grondstoffen Recycling Weert B.V., Weert	50	50
Nebeco B.V., Ede	-	50
Combinatie Verkeersmaatregelen A-Lanes v.o.f., Rotterdam	50	50
Combinatie Ballast Nedam Infra Spec./Van Rens, Leerdam	30	30
Noordelijke Asfaltproduktie (NOAP) B.V., Heerenveen	50	50
Nederlands Wegen Markeerbedrijf B.V., Oosterwolde	25	25
Lareco Holding B.V., Hardenberg	-	33,33
Sureco N.V., Boom (Belgium)	33,33	33,33
Aduco Holding B.V., Ede	25	25
Aduco Nederland B.V., Ede	25	25
Lareco Bornem N.V., Antwerpen (Belgium)	33,33	33,33
Tubex B.V., Oostburg	50	50
Hoka Noord-West v.o.f., ‘s-Hertogenbosch	50	50
Asfalt Productie Amsterdam (APA) B.V., Amsterdam	25	25
Asfalt Productie Rotterdam Rijnmond, (APRR) B.V., Rotterdam	25	25
BituNed B.V., Reeuwijk	50	50
MT Piling B.V., Harmelen	50	50
Solaroad B.V., Delft	20	-
Microtunneling Equipment Exploitatie B.V., Utrecht	50	50
Rebru v.o.f., Utrecht	50	50
GBB Grondbank Budel v.o.f., Zeeland	50	50
BNOC v.o.f., Leerdam	50	50
Combinatie Strukton Civiel / Oosterhof Holman, Oldenzaal	50	-
Floow, Oldenzaal	50	50
Fast Consortium LL, Riyad (SA)	17,96	17,96
Strukton LLC, Riyad (SA)	49	49
DMI Nederland B.V., Weert	50	50
DMI Geräte GmbH, Berlijn (Germany)	-	50
DMI Spezialinjektionen Süd GmbH, Berlijn (Germany)	-	50
DMI International, Berlijn (Germany)	-	50
DMI Injektionstechnik GmbH, Berlijn (Germany)	-	50

	Equity interest (%) 2019	2018
DBS Spezialsanierungen GmbH, Forst (Germany)	50	50
Strukton Arrigoni SpA, Santiago (Chile)	-	50
Strukton Construction Trading WLL, Doha (Qatar)	49	49
Petroserv Ltd./Strukton Construction and Trading WLL, Doha (Qatar)	50	50
A-team v.o.f., Utrecht	50	50
La Linea Leiden Beheer B.V., Rotterdam	50	50
Venturium Beheer B.V., Capelle a/d IJssel	25	25
Ontwikkel- en Bouwcombinatie Laudy-Strukton v.o.f., Eindhoven	-	50
ISE Exploitatie B.V., Eindhoven	34	34
A-Lanes Management Services B.V., Nieuwegein	25	25
RCreators Holding B.V., Utrecht	80	80
RCreators B.V., Utrecht	80	80

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

*** 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 company's participations are generally 80/20 splits (DIF/Strukton), with the only exceptions being ISE Holding BV, for which the share split is 90/10 (DIF/Strukton), and Strukton Finance B.V. (Delfluent) and Komfort Holding B.V., where all tracker shares are held by DIF.

**** declared bankrupt

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, July 14, 2020

Supervisory Board:
Mr. H. G. B. Spenkelink, chairman
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.

Independent Auditor's Report

This is a translation of the formal financial statements, which were originally drafted in Dutch. The English language version of the financial statements has not been audited. The Dutch version, including audit opinion, is available at www.oranjewoudnv.nl/financial-reports.

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 2019 profit appropriation
The Board of Directors, with the approval of the Supervisory Board, has proposed to pass dividend payment for the financial year 2019.

Disclosure of Significant Shareholdings Act
On December 31, 2019, the following notifications of significant shareholdings had been received:
- Sanderink Investment B.V. 98.47%

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 2019, the authorised capital consisted of 100,000,000 ordinary shares of €0.10.

	2019	2018
Balance at January 1st	62,872,869	62,872,869
Balance at December 31st	62,872,869	62,872,869

Selected financial information per share

	2019	2018
Net earnings (net profit after taxes / average number of issued shares)	(0.07)	0.17
Equity	4.55	4.54

Five-year summary

Total revenue and profit	2019 *	2018 **	2017	2016	2015
Results (in millions of euros)					
Revenue from contracts with customers	2,365.8	2,268.8	2,384.7	2,315.6	2,305.6
Ebitda	105.1	72.4	96.9	71.4	88.7
Net profit	(3.9)	15.4	40.1	13.9	19.2
Total comprehensive income	(14.8)	10.2	39.3	15.3	26.8
Total net cash flow	10.3	86.0	(11.7)	43.9	56.5
Total operational cash flow	122.9	6.3	65.8	103.7	67.0
Equity (in millions of euros)					
Equity (E)	285.9	285.4	311.3	273.9	242.1
Total assets (TA)	1,689.5	1,629.3	1,436.9	1,632.8	1,661.3
E/TA	16.9%	17.5%	21.7%	16.8%	14.6%
Employees (headcount)					
Number at end of financial year	10216	10275	10232	9864	10187
Backlog (in millions of euros)					
Consulting and Engineering Services	272.3	239.0	241.7	234.9	248.6
Rail Systems	1,499.5	1,881.4	1,896.8	1,486.0	1,290.0
Civil Infrastructure	585.9	442.0	612.5	861.0	1,390.2
Technology and Buildings	767.2	619.3	549.3	502.0	538.2
Other	17.7	16.7	16.9	16.4	12.0
Total	3,142.7	3,198.3	3,317.2	3,100.3	3,479.0

* After adjustment in the principles for financial reporting concerning Lease accounting (IFRS 16).
** After adjustments in the principles for financial reporting concerning Financial instruments (IFRS 9) and Revenue from contracts with customers (IFRS 15).

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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Registered in the trade register of the Chamber of Commerce under number 29030061.

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