
CORE LABORATORIES N.V.

**FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH
INTERNATIONAL FINANCIAL REPORTING STANDARDS,
AS ADOPTED BY THE EU**

Annual Report for December 31, 2014

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ANNUAL REPORT FOR THE FISCAL YEAR ENDED DECEMBER 31, 2014

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Annual Report of the Directors

(including the Corporate Governance Statement)

Currency - United States Dollars (“\$”)

General

Core Laboratories N.V. (“Core Laboratories”, “Core Lab”, “Company”, “we”, “our” or “us”) is a limited liability company incorporated in The Netherlands and publicly traded in the United States on the New York Stock Exchange (“NYSE”) and in The Netherlands on the Euronext Amsterdam stock exchange (“Euronext Amsterdam”). We were established in 1936 and are one of the world’s leading providers of proprietary and patented reservoir description, production enhancement and reservoir management services and products to the oil and gas industry. These services and products are directed toward enabling our clients to improve reservoir performance and increase oil and gas recovery from their producing fields. We have over 70 offices in more than 50 countries and have approximately 5,000 employees.

Business Strategy

Our business strategy is to provide advanced technologies that improve reservoir performance by (i) continuing the development of proprietary technologies through client-driven research and development, (ii) expanding the services and products offered throughout our global network of offices and (iii) acquiring complementary technologies that add key technologies or market presence and enhance existing services and products.

Development of New Technologies, Services and Products

We conduct research and development to meet the needs of our clients who are continually seeking new services and technologies to lower their costs of finding, developing and producing oil and gas. While the aggregate number of wells being drilled per year has fluctuated relative to market conditions, oil and gas producers have, on a proportional basis, increased expenditures on technology services to improve their understanding of the reservoir and increase production of oil and gas from their producing fields. We intend to continue concentrating our efforts on services and technologies that improve reservoir performance and increase oil and gas recovery.

International Expansion of Services and Products

Another component of our business strategy is to broaden the spectrum of services and products offered to our clients on a global basis. We intend to continue using our worldwide network of offices to offer many of our services and products that have been developed internally or obtained through acquisitions. This allows us to enhance our revenues through efficient utilization of our worldwide network.

Acquisitions

We continually review potential acquisitions to add key services and technologies, enhance market presence or complement existing businesses.

Marketing and Sales

We market and sell our services and products through a combination of sales representatives, technical seminars, trade shows and print advertising. Direct sales and marketing are carried out by our sales force, technical experts and operating managers, as well as by sales representatives and distributors in various markets where we do not have offices. Our Business Development group manages a Large Account Management Program to better serve our largest and most active clients by meeting with key personnel within their organizations to ensure the quality of our services and products are meeting their expectations and we are addressing any issues or needs in a timely manner.

Research and Development

The market for our services and products is characterized by changing technology and frequent product introduction. As a result, our success is dependent upon our ability to develop or acquire new services and products on a cost-effective basis and to introduce them into the marketplace in a timely manner. Many of our acquisitions have allowed us to obtain the benefits of the

acquired company's research and development projects without the significant costs that would have been incurred if we had attempted to develop the services and products ourselves. We incur costs as part of internal research and development and these costs are charged to expense as incurred. We intend to continue committing financial resources and effort to the development and acquisition of new services and products. Over the years, we have made a number of technological advances, including the development of key technologies utilized in our operations. Substantially all of the new technologies have resulted from requests and guidance from our clients, particularly major oil companies.

Patents and Trademarks

We believe our patents, trademarks, trade secrets and other intellectual property rights are an important factor in maintaining our technological advantage, although no single one of these is considered essential to our success. Typically, we will seek to protect our intellectual property, including through the use of appropriate confidentiality agreements, legal enforcement proceedings and by other means, in all jurisdictions where we believe the cost of such protection is warranted. While we have patented some of our key technologies, we do not patent all of our proprietary technology even where regarded as patentable.

International Operations

We operate facilities in more than 50 countries. Our non-U.S. operations accounted for approximately 52% and 55% of our revenue from operations during the years ended December 31, 2014 and 2013, respectively. Prior to 2014, we attributed revenue to the country in which the revenue was recorded. During 2014, we began attributing sales revenue to the country where the product was shipped as we feel this gives a clearer view of our operations. We do, however, have significant levels of revenue recorded in the U.S., where the services were performed, that are sourced from projects on foreign oilfields.

While we are subject to fluctuations and changes in currency exchange rates relating to our international operations, we attempt to limit our exposure to foreign currency fluctuations by limiting the amount in which our foreign contracts are denominated in a currency other than the U.S. dollar to an amount generally equal to the expenses expected to be incurred in such foreign currency. However, the ultimate decision as to the proportion of the foreign currency component within a contract usually resides with our clients. Consequently, we are not always able to eliminate our foreign currency exposure. We have not historically engaged in and are not currently engaged in any significant currency hedging or trading transactions designed to compensate for adverse currency fluctuations.

Environmental Regulation

We are subject to stringent governmental laws and regulations, both in the United States and other countries, pertaining to protection of the environment and the manner in which chemicals and gases used in our analytical and manufacturing processes are handled and generated wastes are disposed. Consistent with our quality assurance and control principles, we have established proactive environmental policies for the management of these chemicals and gases as well as the handling, recycling or disposal of wastes resulting from our operations. Compliance with these laws and regulations, whether at the federal, provincial, regional, state or local levels, may require the acquisition of permits to conduct regulated activities, capital expenditures to limit or prevent emissions and discharges, and stringent practices to handle, recycle and dispose of certain wastes. Failure to comply with these laws and regulations may result in the assessment of administrative, civil and criminal penalties, the imposition of remedial obligations, and the issuance of injunctive relief.

Moreover, new, modified or stricter environmental laws, regulations or enforcement policies could be implemented that significantly increase our or our client's compliance costs, pollution mitigation costs, or the cost of any remediation of environmental contamination that may become necessary, and these costs could be material. For example, from time to time, legal requirements have been proposed and, in some instances, adopted, in the United States that could adversely affect our business, financial condition, results of operations, or cash flows related to the following:

* *Reduction of Methane Emissions.* In January 2015, the Obama Administration announced that the U.S. Environmental Protection Agency ("EPA") is expected to propose in the summer of 2015 and finalize in 2016 new regulations that would reduce methane emissions from new and modified sources in the oil and gas sector by up to 45 percent from 2012 levels by 2025.

* *Climate Change.* A number of state and regional efforts exist that are aimed at tracking or reducing greenhouse gas (GHG) emissions. In addition, the EPA has determined that GHG emissions present a danger to public health and the environment and has adopted regulations that restrict emissions of GHGs under existing provisions of the Clean Air Act, and require monitoring and annual reporting of GHG emissions from certain onshore and offshore

production facilities and onshore processing, transmission and storage facilities in the petroleum and natural gas system sources.

* *Hydraulic Fracturing.* Several federal agencies have asserted regulatory authority over aspects of hydraulic fracturing, including the EPA, which plans to propose effluent limit guidelines in the first half of 2015 for waste water from shale gas extraction operations before being discharged to a treatment plant, and the federal Bureau of Land Management (“BLM”), which is expected to issue a final rule in the first half of 2015 regarding hydraulic fracturing conducted on federal and Indian oil and natural gas leases. Moreover, the EPA is one of several federal governmental agencies conducting reviews and studies on the environmental aspects of hydraulic fracturing, with the EPA planning to issue a draft of its final report on hydraulic fracturing in the first half of 2015. In addition, Congress, some states and certain local governments have from time to time considered or adopted or implemented legal requirements that have imposed, and in the future could continue to impose, new or more stringent permitting, disclosure or well construction requirements on hydraulic fracturing activities.

* *Offshore Compliance.* In response to the *Deepwater Horizon* incident in the Gulf of Mexico in 2010, federal governmental agencies under the U.S. Department of the Interior have imposed new and more stringent permitting procedures and regulatory safety and performance requirements for new wells to be drilled in federal waters. These governmental agencies have implemented and enforced new rules, Notices to Lessees and Operators and temporary drilling moratoria that imposed safety and operational performance measures on exploration, development and production operators in the Gulf of Mexico or otherwise resulted in a temporary cessation of drilling activities.

Our compliance with such new or amended legal requirements could result in our incurring significant additional expense and operating restrictions with respect to our operations, which may not be fully recoverable from our clients and, thus, could reduce net income. Our clients, to whom we provide our services, may similarly incur increased costs or restrictions that may limit or decrease those clients’ operations and have an indirect material adverse effect on our business.

Our analytical and manufacturing processes involve the handling and use of numerous chemicals and gases as well as the generation of wastes. Spills or releases of these chemicals, gases, and wastes at our facilities, whether by us or prior owners or operators, or at offsite locations where we transport them for recycling or disposal could subject us to environmental liability, either from the applicable government agency or private landowners or other third parties. Such liabilities could be strict, joint and several, as is applicable in the United States under such laws as the federal Comprehensive Environmental Response, Compensation and Liability Act and the federal Resource Conservation and Recovery Act. This could also include costs of cleaning up chemicals and wastes released into the environment and for damages to properties or natural resources. As a result of such actions, we could be required to remove previously disposed wastes (including wastes disposed of or released by prior owners or operators), remediate environmental contamination (including contaminated groundwater), and undertake measures to prevent future contamination. We may not be able to recover some or any of these remedial or corrective costs from insurance. While we believe that we are in substantial compliance with current applicable environmental laws and regulations and that continued compliance with existing requirements will not have a material adverse impact on us, we cannot give any assurance as to the amount or timing of future expenditures for environmental compliance or remediation, and actual future expenditures may be different from the amounts we currently anticipate.

Our operations are also subject to stringent governmental laws and regulations, including the federal Occupational Safety and Health Act, as amended (“OSHA”), and comparable state laws in the United States, whose purpose is to protect the health and safety of workers. In the United States, the OSHA hazard communication standard and applicable community right-to-know regulations require that information is maintained concerning hazardous materials used or produced in our operations and that this information is provided to employees, state and local government authorities, and citizens. We believe that we are in substantial compliance with all applicable laws and regulations relating to worker health and safety.

Competition

The businesses in which we engage are competitive. Some of our competitors are divisions or subsidiaries of companies that are larger and have greater financial and other resources than we have. While no one company competes with us in all of our service and product lines, we face competition in these lines, primarily from independent regional companies and internal divisions of major integrated oil and gas companies. We compete in different service and product lines to various degrees on the basis of price, technical performance, availability, quality and technical support. Our ability to compete successfully depends on elements both within and outside of our control, including successful and timely development of new services and products, performance and quality, client service, pricing, industry trends and general economic trends.

Reliance on the Oil and Gas Industry

Our business and operations are substantially dependent upon the condition of the global oil and gas industry. Future downturns in the oil and gas industry, or in the oilfield services business, may have a material adverse effect on our financial position, results of operations or cash flows.

The oil and gas industry is highly cyclical and has been subject to significant economic downturns at various times as a result of numerous factors affecting the supply of and demand for oil and natural gas, including the level of capital expenditures of the oil and gas industry, the level of drilling activity, the level of production activity, market prices of oil and gas, economic conditions existing in the world, interest rates and the cost of capital, environmental regulations, tax policies, political requirements of national governments, coordination by the Organization of Petroleum Exporting Countries (“OPEC”), cost of producing oil and natural gas, and technological advances.

Personnel

We have approximately 5,000 employees. The downturn in the oil and gas industry, which began in late 2014, has had an impact on our business and necessitated some reductions in our workforce. Any further changes to the size of our workforce will depend on market conditions and the impact on our business.

Results of Operations

We operate our business in three reportable segments. These complementary segments provide different services and products and utilize different technologies for improving reservoir performance and increasing oil and gas recovery from new and existing fields:

- *Reservoir Description:* Encompasses the characterization of petroleum reservoir rock, fluid and gas samples. We provide analytical and field services to characterize properties of crude oil and petroleum products to the oil and gas industry.
- *Production Enhancement:* Includes services and products relating to reservoir well completions, perforations, stimulations and production. We provide integrated services to evaluate the effectiveness of well completions and to develop solutions aimed at increasing the effectiveness of enhanced oil recovery projects.
- *Reservoir Management:* Combines and integrates information from reservoir description and production enhancement services to increase production and improve recovery of oil and gas from our clients’ reservoirs.

General Overview and Future Outlook

We provide services and design and produce products which enable our clients to evaluate reservoir performance and increase oil and gas recovery from new and existing fields. These services and products are generally in higher demand when our clients are investing capital in their field development programs that are designed to increase productivity from existing fields or when exploring for new fields. Our clients’ investment in capital expenditure programs tends to correlate over the longer term to oil and natural gas commodity prices. During periods of higher, stable prices, our clients generally invest more in capital expenditures and, during periods of lower or volatile commodity prices, they tend to invest less. Accordingly, the level of capital expenditures by our clients impacts the demand for our services and products.

Average prices for West Texas Intermediate (“WTI”) crude oil and natural gas decreased during 2014 while average prices for natural gas and the average rig count both in North America and worldwide increased. Prices for WTI and Brent crude oil as well as natural gas ended 2014 at levels below year-end 2013. The rig count also ended 2014 below 2013.

The following table summarizes the annual average and year-end worldwide and U.S. rig counts for the years ended December 31, 2014, 2013 and 2012, as well as the annual average and year-end spot price of a barrel of WTI crude, Europe Brent crude and an MMBtu of natural gas:

	<u>2014</u>	<u>2013</u>	<u>2012</u>
Baker Hughes Worldwide Average Rig Count (1)	3,578	3,412	3,518
Baker Hughes U.S. Average Rig Count (1)	1,862	1,761	1,919
Baker Hughes Worldwide Year-End Rig Count (2)	3,570	3,478	3,390
Baker Hughes U.S. Year-End Rig Count (2)	1,882	1,771	1,784
Average Crude Oil Price per Barrel WTI (3)	\$ 93.17	\$ 97.98	\$ 94.05
Average Crude Oil Price per Barrel Brent (4)	\$ 98.97	\$ 108.56	\$ 111.63
Average Natural Gas Price per MMBtu (5)	\$ 4.37	\$ 3.73	\$ 2.75
Year-end Crude Oil Price per Barrel WTI (3)	\$ 53.45	\$ 98.17	\$ 91.83
Year-end Crude Oil Price per Barrel Brent (4)	\$ 55.27	\$ 109.95	\$ 110.80
Year-end Natural Gas Price per MMBtu (5)	\$ 3.14	\$ 4.31	\$ 3.43

(1) Twelve month average rig count as reported by Baker Hughes Incorporated - Worldwide Rig Count.

(2) Year-end rig count as reported by Baker Hughes Incorporated - Worldwide Rig Count.

(3) Average daily and year-end West Texas Intermediate crude spot price as reported by the U.S. Energy Information Administration.

(4) Average daily and year-end Europe Brent crude spot price as reported by the U.S. Energy Information Administration.

(5) Average daily and year-end Henry Hub natural gas spot price as reported by the U.S. Energy Information Administration.

During 2014, North American activity increased slightly for emerging unconventional oil plays while activity in established unconventional tight-oil and gas plays remained at reduced, yet stable, levels. Without a significant increase in the price of crude oil and natural gas, we anticipate North American industry activity levels to dramatically decline during 2015 and possibly into 2016. Although the price for WTI crude oil has declined by approximately 4% since year end 2014 and Henry Hub natural gas price has declined approximately 14% subsequent to year end 2014, the price volatility during this period has seen both prices as much as 18% lower than year end 2014. The US rig count has fallen approximately 28% since year-end 2014. We anticipate that North American land rig count will continue to fall sharply into the second quarter of 2015, while deepwater Gulf of Mexico activities will continue at, or near, fourth quarter 2014 levels.

Internationally, Brent crude prices declined in the latter part of 2014 which had the impact of slowing international and deepwater development activity. During 2014, we did experience modest growth. Similar to North America, without significant increases in the price of crude oil, we anticipate global activity levels to also decline during 2015 and into 2016, although not as dramatically as in North America. Subsequent to year-end 2014, the price of Brent crude has increased approximately 3%, but has shown volatility during the period with prices down as much as 18%. The worldwide rig count has fallen approximately 16% since the end of 2014. We anticipate international activity levels will decrease slightly, with the Middle East region continuing at a relatively higher level of activity.

We continue our efforts to expand our market presence by opening or expanding facilities in strategic areas and realizing synergies within our business lines. We believe our market presence provides us a unique opportunity to service clients who have global operations in addition to the national oil companies.

We have established internal earnings targets that are based on market conditions existing at the time our targets were established. Based on recent developments, unless there is a significant increase in the price of crude oil and natural gas, we believe that the global level of activities and workflows will dramatically decline during 2015 and into 2016, which could negatively impact our revenues, operating income and operating margins as well.

We expect to meet ongoing working capital needs, capital expenditure requirements and funding of our dividend and share repurchase programs from a combination of cash on hand, cash flow from operating activities and available borrowings under our revolving credit facility.

Net revenues for the years ended December 31, 2014 and 2013 were \$1,085.2 million and \$1,073.5 million, respectively. We offer our services worldwide through our global network of offices. Services accounted for approximately 72% and 71% of our revenues from operations for the years ended December 31, 2014 and 2013, respectively. We manufacture products primarily in four facilities for distribution on a global basis. Product sales, generated principally in our Production Enhancement segment, accounted for approximately 28% and 29% of our revenues from operations for the years ended December 31, 2014 and 2013, respectively.

We recorded operating income of \$344.1 million and \$335.2 million for the years ended December 31, 2014 and 2013, respectively.

Investments

Fixed assets are comprised of tangible fixed assets and intangible fixed assets. During 2014 and 2013, fixed asset additions were \$38.0 million and \$41.3 million respectively. We expect our investment in capital expenditures to track client demand for our services and products. Given the current downward trend in industry activity levels, we have not determined, at this time, the level of investment that will be made in 2015. We will, however, continue to invest to fund the purchase of instrumentation, tools and equipment along with expenditures to replace obsolete or worn-out instrumentation, tools and equipment, to consolidate certain facilities to gain operational efficiencies, and to increase our presence where requested by our clients.

Results of Operations

Segment Revenues

<u>(USD in thousands)</u>	<u>For the Years Ended December 31,</u>		
	<u>2014</u>	<u>% Change</u>	<u>2013</u>
Reservoir Description	\$ 518,974	(0.6)%	\$ 522,251
Production Enhancement	467,577	3.4%	452,415
Reservoir Management	98,671	(0.2)%	98,842
Total Revenues	<u>\$ 1,085,222</u>	1.1%	<u>\$ 1,073,508</u>

Segment Operating Income

<u>(USD in thousands)</u>	<u>For the Years Ended December 31,</u>		
	<u>2014</u>	<u>% Change</u>	<u>2013</u>
Reservoir Description	\$ 142,654	(3.8)%	\$ 148,325
Production Enhancement	164,403	5.8 %	155,454
Reservoir Management	36,959	17.6 %	31,416
Corporate and other (1)	80	142.4 %	33
Operating income	<u>\$ 344,096</u>	2.6 %	<u>\$ 335,228</u>

(1) "Corporate and other" represents those items that are not directly related to a particular segment.

Reservoir Description

Revenue for our Reservoir Description segment decreased by 0.6% in 2014 compared to 2013. As oil prices plummeted during the final months of 2014, international and global deepwater activities and opportunities declined as well. This segment's operations, however, which focus on international crude-oil related products, continued to benefit from large-scale core analyses and reservoir fluids characterization studies in the Asia-Pacific areas, offshore West and East Africa, the eastern Mediterranean region and the Middle East, including Kuwait and the United Arab Emirates.

Operating income decreased to \$142.7 million in 2014 from \$148.3 million in 2013. As 2014 revenues declined, we also saw a corresponding decrease in operating income; however, operating margins remained at 27% in 2014. This segment emphasizes technologically demanding services on internationally-based development and production-related crude oil projects over the more cyclical exploration-related projects.

Production Enhancement

Revenue for our Production Enhancement segment increased by 3.4% in 2014 compared to 2013, primarily due to the continued success of Core's FLOWPROFILERTM service, our new completion diagnostic service for optimizing completions and stimulations of horizontal wells, and our new KODIAK Enhanced Perforating SystemTM coupled with our HEROTM perforating charges.

Operating income for this segment increased to \$164.4 million in 2014 from \$155.5 million in 2013, an increase of 5.8%. Operating margins increased to 35.2% in 2014 from 34.4% in 2013. The increases in operating income and operating margin were primarily driven by increased demand for the Company's proprietary and patented hydraulic fracture and field flood diagnostic technologies and services such as FLOWPROFILERTM, ZERO WASH[®], SEPECTRACHEM[®], and SPECTRAFLOODTM diagnostic tracers in North America and internationally.

Reservoir Management

Revenue for our Reservoir Management segment was flat at \$98.7 million in 2014 compared to 2013. Our existing multi-client reservoir studies such as the *Duvernay Shale Project* in Canada and the *Tight Oil Reservoirs of the Midland Basin* study as well as our new joint-industry projects in the Williston Basin targeting the tight oil of the entire Three Forks sections and a

study in the Appalachian Basin of the emerging Devonian shales in the liquids window continue to provide a solid revenue stream.

Operating income for this segment increased to \$37.0 million in 2014 compared to \$31.4 million in 2013. Operating margins increased to 37.5% in 2014 from 31.8% in 2013. The increase in operating income was primarily a result of additional participants in our joint-industry projects, including the Utica, Duvernay and Mississippi Lime studies and the Marcellus, Niobrara, Wolfcamp and Eagle Ford plays, as well as sales of fully completed studies, which generate significant incremental margins.

Corporate and Other

Operating (income) expenses for Corporate and Other are (income) expenses not directly related to a particular segment but pertain to the operation of all of the segments as a combined group. In 2014 and 2013, the overall effect was minimal.

Liquidity and Capital Resources

We have historically financed our activities through cash on hand, cash flows from operations, bank credit facilities, equity financing and the issuance of debt. Cash flow from operating activities provides the primary source of funds to finance operating needs, capital expenditures and our share repurchase and dividend programs. If necessary, we supplement this cash flow with borrowings under bank credit facilities to finance some capital expenditures and business acquisitions. As we are a holding company incorporated in The Netherlands, we conduct substantially all of our operations through subsidiaries. Our cash availability is largely dependent upon the ability of our subsidiaries to pay cash dividends or otherwise distribute or advance funds to us.

The following table summarizes cash flows from continuing operations for the years ended December 31, 2014 and 2013:

<u>(USD in thousands)</u>	<u>Years Ended December 31,</u>	
	<u>2014</u>	<u>2013</u>
Cash provided by/(used in):		
Operating activities	\$ 306,458	\$ 301,105
Investing activities	(41,662)	(42,422)
Financing activities	(266,534)	(252,821)
Net change in cash and cash equivalents	<u>\$ (1,738)</u>	<u>\$ 5,862</u>

The increase in cash flow from operating activities in 2014 compared to 2013 was primarily attributable to the timing of income tax installment payments and changes in working capital.

Cash flow used in investing activities in 2014 was comparable to 2013.

Cash flow used in financing activities in 2014 increased \$13.7 million compared to 2013. During 2014, we spent \$264.4 million to repurchase our common shares and \$89.1 million to pay dividends, offset by a net increase in our revolver balance of \$89.0 million. During 2013, we spent \$227.2 million to repurchase our common shares and \$58.6 million to pay dividends, offset by a net increase in our debt balance of \$33.0 million.

We expect our investment in capital expenditures to track client demand for our services and products. Given the current downward trend in industry activity levels, we have not determined, at this time, the level of investment that will be made in 2015. We will, however, continue to invest to fund the purchase of instrumentation, tools and equipment along with expenditures to replace obsolete or worn-out instrumentation, tools and equipment, to consolidate certain facilities to gain operational efficiencies, and to increase our presence where requested by our clients. In addition, we plan to continue to (i) repurchase our common shares on the open market through our stock repurchase program, (ii) pay a dividend and/or (iii) acquire complimentary technologies. Our ability to continue these programs depends on, among other things, market conditions and our ability to generate free cash flow.

Our ability to maintain and increase our operating income and cash flows is largely dependent upon continued investing activities. Substantially all of our operations are conducted through subsidiaries. Consequently, our cash flow depends upon the ability of our subsidiaries to pay cash dividends or otherwise distribute or advance funds to us. We believe our future cash flows

from operating activities, supplemented by our borrowing capacity under existing facilities and our ability to issue additional equity should be sufficient to meet our contractual obligations, capital expenditures, working capital needs and to finance future acquisitions.

Due to the low inflationary rates in 2014 and 2013, the impact of inflation on our results of operations was insignificant.

Significant Events

None.

Board Structure

We have a two-tier board structure consisting of a Management Board and a Supervisory Board, each of which must consist of at least one member under the Company's Articles of Association. Under Dutch law, the Supervisory Board's duties include supervising and advising the Management Board in performing its management tasks. The Supervisory Board currently consists of eight Supervisory Directors. The Supervisory Directors are expected to exercise oversight of management with the Company's interests in mind. The Supervisory Board is divided into three classes, with each class subject to re-election every third year by the shareholders at the annual meeting.

The Management Board's sole member is Core Laboratories International B.V. ("CLIBV"). As a Managing Director, CLIBV's duties include overseeing the management of the Company, consulting with the Supervisory Board on important matters and submitting certain important decisions to the Supervisory Board for its prior approval.

Board of Supervisory Directors

In 2011, the Company initiated steps to bring new membership to the Board of Supervisory Directors, with a plan of replacing one existing non-executive director who will have served for longer than ten years each year over the next few years (the "Succession Plan"). The Succession Plan will be completed as of the annual shareholder meeting in 2017, at which time the longest tenure of any non-executive director will be six (6) years. At the 2011 annual meeting, the shareholders elected Mr. Jan Willem Sodderland to replace Mr. Jacobus Schouten, coinciding with the resignation of Mr. Schouten from the Supervisory Board. At the 2012 annual meeting, the shareholders elected Ms. Margaret Ann van Kempen to replace Mr. Lex Vriesendorp, coinciding with the retirement of Mr. Vriesendorp from the Supervisory Board. At the 2013 annual meeting, the shareholders elected Mr. Charles L. Dunlap and Ms. Lucia van Geuns each for three year terms ending in 2016 to replace Mr. Joe Perna, coinciding with his retirement from the Supervisory Board and to replace Mr. Rene Joyce, coinciding with his early resignation from the Supervisory Board. At the 2013 annual meeting, the shareholders also re-elected Mr. D. John Ogren for a three year term ending in 2016. At the 2014 annual meeting, the shareholders re-elected Messrs. Demshur, Kearney and Sodderland for a three year term ending in 2017. For the 2015 annual meeting, the Board of Supervisory Directors is proposing the re-election of Mr. Bergmark and Ms. van Kempen as Class III Supervisory Directors. Both candidates are being nominated for terms expiring at the annual meeting in 2018.

Supervisory Director Independence

In connection with determining the independence of each Supervisory Director of the Company, the Supervisory Board inquired as to any transactions and relationships between each Supervisory Director and his or her immediate family and us and our subsidiaries, and reviewed and discussed the results of such inquiry. The purpose of this review was to determine whether any such relationships or transactions were material and, therefore, inconsistent with a determination that a Supervisory Director is independent, under the standards set forth by the Dutch Corporate Governance Code (the "Dutch Code"). Under the Dutch Code, the Supervisory Board is to be composed of members who are able to act critically and independently of each other and of the Management Board. Regarding Messrs. Kearney, Ogren and Dunlap and Mmes. van Geuns and van Kempen, none have ever held any position with us or our affiliates apart from their service on the Supervisory Board and its committees. Mr. Sodderland served as a nonemployee managing director of the management board of CLIBV, an affiliate of the Company, until his election to the Supervisory Board of Directors in May 2011, at which time he resigned from that director position with CLIBV and his position as a nonemployee director of other Dutch affiliates of the Company. Mr. Sodderland has been neither an employee nor an officer of any Core Laboratories entity.

Supervisory Board Meetings

The Supervisory Board held four meetings in 2014. All Supervisory Directors participated in 100% of the 2014 Supervisory Board meetings. All Supervisory Directors, except for Charles Dunlap, participated in 100% of the meetings in 2014 of all committees on which he or she serves. Mr. Dunlap serves on all three committees of the Board and participated in 10 of the 11 committee meetings held during the year, missing one due to a personal commitment. Under our Corporate Governance Guidelines, Supervisory Directors are expected to diligently fulfill their fiduciary duties to shareholders, including preparing for, attending and participating in meetings of the Supervisory Board and the committees of which the Supervisory Director is a member. In 2014, all Supervisory Directors attended the annual shareholder meeting and we expect each of our Supervisory Directors to attend our 2015 annual meeting as our current policy and Articles of Association impose an obligation upon the Supervisory Directors to attend the annual meeting.

Our non-executive Supervisory Directors have met separately in executive session without any members of management present. The Lead Director is the presiding Supervisory Director at each such session. If any of our non-executive Supervisory Directors were to fail to meet the applicable criteria for independence, then our independent Supervisory Directors would meet separately at least once a year in accordance with the rules of the NYSE.

Committees of the Supervisory Board

The Supervisory Board has three standing committees, the identities, memberships and functions of which are described below. Each Supervisory Director who is at the time “independent” and who has never served as a director of any affiliate of the Company may be considered for Committee assignment at any time during their term, as determined by the Supervisory Board. Any Supervisory Director who is at the time “independent”, but who has previously served as a director of any affiliate of the Company, may be considered for Committee assignment, as determined by the Supervisory Board, at the earlier of: (a) five (5) years after they last served as an affiliate director or (b) they are not classified as “non-independent” at the time of their nomination and election.

Audit Committee. The current members of the Audit Committee are Messrs. Kearney (Chairman), Dunlap and Ogren. For 2015, the Supervisory Board is not expecting any changes to the membership of the Audit Committee.

The Audit Committee’s principal functions, which are discussed in detail in its charter, include making recommendations concerning the engagement of the independent registered public accountants, reviewing with the independent registered public accountants the plan and results of the engagement, approving professional services provided by the independent registered public accountants and reviewing the adequacy of our internal accounting controls. Each member of the Audit Committee is independent, as defined by Section 10A of the Exchange Act and by the corporate governance standards set forth by the NYSE and, to the extent consistent therewith, the Dutch Code. Each member of the Audit Committee is financially literate and Mr. Kearney qualifies as an audit committee financial expert under the rules promulgated pursuant to the Exchange Act.

New Dutch regulations require Dutch publicly traded companies to rotate the public auditors of their IFRS/Dutch GAAP accounts after eight years starting with the fiscal year that begins January 1, 2016. At that time, the Company will be required to replace Pricewaterhouse Coopers (“PwC”) as its auditor on its Dutch annual statutory accounts because PwC will have served in that role since April 2002, which is more than eight years, though there is no requirement to change the auditor of the Company’s U.S. GAAP accounts filed with the Securities and Exchange Commission (the “SEC”) in the United States. Due to the fact that we must change our Dutch auditor, the Audit Committee of the Supervisory Board, after conducting extensive due diligence, has concluded that it is in our best interests to replace PwC with the international KPMG accounting firm, including its U.S. and Dutch affiliates, (collectively, “KPMG”) completely, effective January 1, 2016, instead of having one audit firm for our Dutch IFRS accounts and a separate audit firm for our U.S. GAAP accounts, subject to the negotiation and execution of a satisfactory engagement letter and the approval by our shareholders. The engagement letter is currently being negotiated and upon execution, we will formally dismiss PwC as our auditor at that time, to be effective January 1, 2016. There is no dispute with PwC on any issue that is causing this change.

The Audit Committee held six meetings in 2014. A copy of the Audit Committee’s written charter may be found on the Company’s website at <http://www.corelab.com/investors/governance>.

Compensation Committee. The current members of the Compensation Committee are Messrs. Ogren (Chairman), Dunlap and Sodderland and Ms. van Kempen. Mr. Sodderland was appointed to the Compensation Committee at the Supervisory Board meeting on July 31, 2014, following his re-election to the Supervisory Board at the 2014 shareholder meeting. The Supervisory Board has determined that each of the members of the Compensation Committee is (i) independent under the NYSE’s rules

governing Compensation Committee membership; (ii) a “non-employee director” under Rule 16b-3 of the Exchange Act; and (iii) an “outside director” under Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”). For 2015, the Supervisory Board is not expecting any additional changes to the membership of the Compensation Committee.

The Compensation Committee’s principal functions, which are discussed in detail in its charter, include a general review of our compensation and benefit plans to ensure that they are properly designed to meet corporate objectives. The Compensation Committee reviews and approves the compensation of our Chief Executive Officer and our senior executive officers, granting of awards under our benefit plans and adopting and changing major compensation policies and practices. The Compensation Committee also regularly discusses a succession plan for the Chief Executive Officer and other senior executive management. In addition to establishing the compensation for the Chief Executive Officer, the Compensation Committee reports its recommendations to the Supervisory Board for approval to review and approve awards made pursuant to our LTIP. Pursuant to its charter, the Compensation Committee has the authority to delegate its responsibilities to other persons. The Compensation Committee held three meetings in 2014.

The Compensation Committee periodically retains a consultant to provide independent advice on executive compensation matters and to perform specific project-related work. The consultant reports directly to the committee, which pre-approves the scope of the work and the fees charged. The Compensation Committee communicates to the consultant the role that management has in the analysis of executive compensation, such as the verification of executive and Company information that the consultant requires. For 2015, the Compensation Committee has again retained Frost HR Consulting (“Frost”), to advise it on selecting a peer group of companies to be used for compensation purposes. See “Compensation Discussion and Analysis - Role of Consultant” below. The Compensation Committee has considered the independence of Frost in light of SEC rules and the NYSE listing standards. The Compensation Committee requested and received a letter from Frost addressing the consulting firm’s independence, including the following factors:

- Other services provided to us by Frost;
- Fees paid by us as a percentage of Frost’s total revenue;
- Policies or procedures maintained by Frost that are designed to prevent a conflict of interest;
- Any business or personal relationships between the individual consultants involved in the engagement and members of the Compensation Committee;
- Any stock of the Company owned by the individual consultants involved in the engagement; and
- Any business or personal relationships between our executive officers and Frost or the individual consultants involved in the engagement.

The Compensation Committee discussed these considerations and concluded that the work of Frost did not raise any conflict of interest and that Frost is independent.

The Compensation Committee operates under a written charter. A copy of the Compensation Committee charter may be found on the Company’s website at <http://www.corelab.com/investors/governance>. See “Compensation Committee Report” below.

Nominating, Governance and Corporate Responsibility Committee (“NGCR Committee”). The current members of the NGCR Committee are Mr. Dunlap (Chairman), and Mmes. van Geuns and van Kempen. For 2015, the Supervisory Board is not expecting any changes to the membership of the NGCR Committee.

The NGCR Committee’s principal functions, which are discussed in detail in its charter, include:

- recommending candidates to the Supervisory Board for election as Supervisory Directors;
- recommending candidates to the Supervisory Board for appointment to the Supervisory Board’s committees;
- reviewing and overseeing compliance with the Company’s corporate governance and social responsibility policies; and
- leading the Supervisory Board in its annual review of the performance of the Supervisory Board, its committees and management.

Each member of the NGCR Committee is independent as defined by the corporate governance standards of the NYSE. The NGCR Committee held two meetings in 2014.

The NGCR Committee operates under a written charter, which was updated in February 2014. A copy of the NGCR Committee Charter may be found on the Company's website at <http://www.corelab.com/investors/governance>.

Qualifications of Supervisory Directors

The NGCR Committee has the responsibility to make recommendations to the Board of Supervisory Directors of candidates for the Supervisory Board that the NGCR Committee believes will perform well in that role and maximize shareholder value. In considering suitable candidates for that position, the NGCR Committee considers, among other factors, the person's reputation, knowledge, experience, integrity, independence, skills, expertise, business and governmental acumen and time commitments. In addition to considering these factors on an individual basis, the NGCR Committee considers how these factors contribute to the overall variety and mix of attributes of our Supervisory Board as a whole so that the members of our Supervisory Board collectively possess the diverse knowledge and complementary attributes necessary to oversee our business. Supervisory Directors should be excellent representatives of the Company and be able to provide a wide range of management and strategic advice and be someone that the Company can count on to devote the required time and attention needed from members of the Supervisory Board. In the case of current Supervisory Directors being considered for re-nomination, the NGCR Committee will also take into account the Supervisory Director's tenure as a member of our Supervisory Board; the Supervisory Director's history of attendance at meetings of the Supervisory Board and committees thereof; the Supervisory Director's preparation for and participation in all meetings, and the Supervisory Director's contributions and performance as a member of the Supervisory Board.

Dutch legislation that took effect on January 1, 2013, required "large companies", such as Core Laboratories, to have a balanced gender distribution whereby at least 30% of the seats of the Board are held by men and at least 30% of the seats of the Board are held by women. The Company is required to take the above allocation of seats into account upon the appointment, re-appointment, recommendation or nomination of Board members. Pursuant to the new legislation, if we do not comply with the gender diversity rules, we are required to explain in our IFRS Annual Report filed with the Dutch regulator, the Autoriteit Financiële Markten (the "AFM") why we failed to meet them and the efforts we will make in the future to meet them. The Company will continue to look for ways to nominate the best candidates available and to have a diverse, experienced and highly qualified Board.

Six of the eight members of the Supervisory Board are considered independent under applicable SEC, NYSE and Dutch Code standards. For this year's annual meeting and election, the NGCR Committee believes they possess the characteristics outlined above and bring to the Supervisory Board valuable skills that enhance the Supervisory Board's ability to manage and guide the strategic affairs of the Company in the best interests of our shareholders.

Consistent with Dutch legislation that took effect on January 1, 2013, at the time of their re-election to the Supervisory Board, the two nominees will be serving on no more than five supervisory directorships in other "large companies" as defined under Dutch law, whereby a chairmanship in such company counts as two directorships.

Supervisory Director Nomination Process

The NGCR Committee, the Chairman of the Supervisory Board, the Chief Executive Officer, or a Supervisory Director identifies a need to add a new Supervisory Board member that meets specific criteria or to fill a vacancy on the Supervisory Board. The NGCR Committee also reviews the candidacy of existing members of the Supervisory Board whose terms are expiring and who may be eligible for reelection to the Supervisory Board. The NGCR Committee also considers recommendations for nominees for directorships submitted by shareholders as provided below:

If a new Supervisory Board member is to be considered, the NGCR Committee initiates a search by seeking input from other Supervisory Directors and senior management, and hiring a search firm, if necessary. An initial slate of candidates that will satisfy specific criteria and otherwise qualify for membership on the Supervisory Board are identified by and/or presented to the NGCR Committee, which ranks the candidates. Members of the NGCR Committee review the qualifications of prospective candidate(s), and the Chairman of the Supervisory Board, the Chief Executive Officer, and all other Supervisory Board members have the opportunity to review the qualifications of prospective candidate(s);

Shareholders seeking to recommend Supervisory Director candidates for consideration by the NGCR Committee may do so by writing to the Company's Secretary at the address indicated on page 5 of this proxy statement, giving the recommended candidate's name, biographical data and qualifications. The NGCR Committee will consider all candidates submitted by shareholders within the time period set forth in our proxy statement.

The NGCR Committee recommends to the Supervisory Board the nominee(s) from among the candidate(s), including existing members of the Supervisory Board whose terms are expiring and who may be eligible for reelection to the Supervisory Board, and new candidates, if any, identified as described above; and

The nominee(s) are nominated by the Supervisory Board.

Related Person Transactions

Related person transactions have the potential to create actual or perceived conflicts of interest between the Company and its Supervisory Directors and named executive officers or their immediate family members. Under its charter, the Audit Committee is charged with the responsibility of reviewing with management and the independent registered public accountants (together and/or separately, as appropriate) insider and affiliated party transactions and potential conflicts of interest. The Audit Committee has delegated authority to review transactions involving employees, other than our named executive officers, to our general counsel. We identify such transactions by distributing questionnaires annually to each of our Supervisory Directors, officers and employees.

In deciding whether to approve a related person transaction, the following factors may be considered:

- information about the goods or services proposed to be or being provided by or to the related party or the nature of the transactions;
- the nature of the transactions and the costs to be incurred by the Company or payments to the Company;
- an analysis of the costs and benefits associated with the transaction and a comparison of comparable or alternative goods or services that are available to the Company from unrelated parties;
- the business advantage the Company would gain by engaging in the transaction; and
- an analysis of the significance of the transaction to the Company and to the related party.

To receive approval, the related person transaction must be on terms that are fair and reasonable to the Company, and which are on terms as favorable to the Company as would be available from non-related entities in comparable transactions. The Audit Committee requires that there is a Company business interest supporting the transaction and the transaction meets the same Company standards that apply to comparable transactions with unaffiliated entities. The Audit Committee has adopted a written policy that governs the approval of related person transactions.

There were no transactions that occurred during fiscal year 2014 in which, to our knowledge, the Company was or is a party, in which the amount involved exceeded \$120,000, and in which any director, director nominee, named executive officer, holder of more than 5% of our common shares or any member of the immediate family of any of the foregoing persons had or will have a direct or indirect material interest.

Compensation Committee Interlocks and Insider Participation

During 2014, no named executive officer served as:

- a member of the compensation committee (or other Supervisory Board committee performing equivalent functions or, in the absence of any such committee, the entire Supervisory Board of Directors) of another entity, one of whose named executive officers served on our Compensation Committee;
- a member of the compensation committee (or other Supervisory Board committee performing equivalent functions or, in the absence of any such committee, the entire Supervisory Board of Directors) of another entity, one of whose named executive officers served as one of our Supervisory Directors; or
- a director of another entity, one of whose named executive officers served on our Compensation Committee or the board of directors of one of our subsidiaries.

Communications with Directors; Website Access to Our Corporate Documents

Shareholders or other interested parties can contact any Supervisory Director or committee of the Board of Supervisory Directors by directing correspondence to them in care of Mark F. Elvig, Secretary, in care of Core Laboratories LP, 6316

Windfern Road, Houston, Texas 77040. Comments or complaints relating to the Company's accounting, internal controls or auditing matters will be referred to members of the Audit Committee.

Our Internet address is www.corelab.com. Our Corporate Governance Guidelines, Code of Ethics and Corporate Responsibility and the charters of our Supervisory Board committees are available on our website. We will also furnish printed copies of such information free of charge upon written request to our Investor Relations department.

Corporate Governance

Core Laboratories maintains a corporate governance page on its website that includes key information about corporate governance initiatives, including Corporate Governance Guidelines, a Code of Ethics and Corporate Responsibility, and Committee charters for the Audit, Compensation, and NGCR committees of the Supervisory Board. The corporate governance page can be found at <http://www.corelab.com/investors/governance>.

Core Laboratories' policies and practices reflect corporate governance initiatives that are designed to comply with SEC rules, the listing requirements of the NYSE and the Euronext Amsterdam, the corporate governance requirements of the Sarbanes-Oxley Act of 2002 and to the extent not inconsistent therewith, the Dutch Corporate Governance Code (the "Dutch Code", including:

- All non-executive Supervisory Board members are deemed independent under the NYSE rules;
- All members of the Audit Committee, Compensation Committee and NGCR Committee are non-employees and are independent;
- The charters of the Supervisory Board committees clearly establish their respective roles and responsibilities;
- The Board of Supervisory Directors has adopted corporate governance policies; and
- Core Laboratories has a code of ethics and corporate responsibility that applies to all employees and Supervisory Board members.

Corporate Responsibility

As a leading service provider with a global presence and impact, we strive to respect the communities and environments in which we do business.

Throughout our 75+ year history, Core Laboratories has built a solid and reliable reputation. The principles of integrity and ethical conduct are paramount in everything we do and we take this responsibility very seriously. Our continued success depends on maintaining high integrity, ethical and safety standards to get results the "right" way.

Every project we undertake, and the services and products we provide, are guided by these principles. Our customers, communities, employees and investors trust us to do so.

We describe many of the actions we are taking and policies we have adopted on our website, and specifically in our 2014 Annual Sustainability Report, under the "Corporate Responsibility" link at <http://www.corelab.com/cr/>.

Social and Community

Core Values and Business Ethics

Core Values

Core Laboratories has taken extensive measures to ensure the services and data provided by all of our worldwide companies are of the highest quality and integrity. Our Ethics Program is designed to ensure that all business operations comply with applicable industry standards and government regulations. Management commitment, ethics training and internal and third party audits are integral parts of our Ethics Program.

To ensure the Program's success, we create awareness through an annual and periodic training and communication campaign throughout the Company. In addition to our annual training, we provide periodic presentations, including the following topics:

- Anti-Corruption Compliance
- Ethics Compliance
- Export Controls and Sanctions Compliance
- Fraud Detection and Prevention
- Workplace Harassment

When appropriate, disciplinary action, up to and including termination, is taken in response to breaches of our ethics standards. Additionally, our customers, vendors, contract employees and contractors are held to the same standards.

Code of Ethics and Corporate Responsibility

We have developed an Ethics Program consisting of internal controls and a compliance program designed to ensure that the Company and its employees operate at the highest level of ethical conduct and behavior. Our Ethics Program has been recognized as a model for other organizations.

We conduct business in more than 50 countries and, therefore, have a global network of contractors, suppliers and vendors. Consistent with our Code of Ethics and Corporate Responsibility Policy, we seek to work with contractors, suppliers and vendors who contribute to sustainable development and are economically, environmentally and socially responsible. Core Laboratories provides its Code of Ethics and Corporate Responsibility to all of its vendors, including those that may be involved as a contract security provider. Our policy is detailed in our Code of Ethics and Corporate Responsibility, which is available for review on our website at <http://www.corelab.com/cr/core-values>.

Key elements of our Ethics Program include:

- Our Code of Ethics and Corporate Responsibility.
- Full-time Compliance Officer.
- Access to a telephone and web portal helpline monitored by the Compliance Officer and available 24 hours a day and seven days a week for reporting any suspected wrongdoing or for obtaining answers on ethics, fraud, regulatory compliance or other questions.
- Annual training and certification of compliance with the Code of Ethics and Corporate Responsibility.
- Strictly enforcing our policy against whistleblower retaliation.
- Posters at each office with the Code of Ethics and Corporate Responsibility and Helpline Access Information.
- Zero tolerance on unethical conduct, including termination for any such occurrence, as warranted.
- Completion of a “Reportable Transaction and Conflicts of Interest” questionnaire on a bi-annual basis.
- Employee review of the Law Department’s Anti-Corruption and Export Controls presentations and certifications of compliance with those policies on an annual basis.

Training and Development

Core Laboratories is committed to the development of employee skills, expertise and ability in support of its business strategies, operational plans, and career development. Our Training and Development Policy can be found on our website at <http://www.corelab.com/cr/core-values>.

Promoting a Professional Workplace

The Company believes it promotes a positive workplace environment through the following:

- Background investigations and reference checks: These investigations, which include verifying a candidate’s education, employment history, criminal record, and professional references, are performed for all individuals being considered for employment.
- Delegation of Responsibility: Management has developed policies and procedures to ensure that employees to whom significant responsibility has been delegated have the necessary skills and experience.

- Effective HR-related practices, such as training and regular performance evaluations.
- Management and development: The Company has a Human Resources department that promotes the management and development of effective human resources programs.

Ethics Hotline Program

We continuously monitor and enforce compliance with our Code of Ethics and Corporate Responsibility and other corporate policies through confidential and non-confidential reporting mechanisms. An anonymous hotline, mail, and email are the primary means for reporting fraud or ethics violations in a confidential manner. Face-to-face meetings are also encouraged with the Company's General Counsel.

- All issues are sorted and categorized (legal, ethics or other) by the Ethics & Compliance Officer, who reports to the General Counsel. All calls of a legal nature are handled by the General Counsel.
- These reporting procedures have been made available to all employees of the Company.

"Whistleblower" Policy

All information reported by our employees is reviewed by the General Counsel, HR Department and/or our Compliance Officer and follow-up investigations are conducted, as appropriate. The General Counsel ensures that there is no retaliation against any employee who has utilized our reporting mechanism to come forward with a concern about their co-workers, supervisor or management.

Fraud Prevention and Protection

Deterrence, Detection, & Remediation of Fraud

Our anti-fraud program and internal controls have been implemented throughout the Company and they are considered an entity-level control which management relies upon to establish the Company's "tone at the top" relative to fraud and financial reporting. The program and controls address each element of the *Internal Control-Integrated Framework* published by the Committee of Sponsoring Organizations of the Treadway Commission, generally known as the COSO framework. Accordingly, it is tested at Corporate, at Level 1 locations, and at Level 2 locations selected for entity-wide testing and the use of an internal control questionnaire.

We evaluate the effectiveness of our anti-fraud program through a detailed analysis of specific organizational policies and procedures. Through discussions with management, each part of our Ethics Program is compiled and reviewed for appropriateness and availability to appropriate personnel.

Human Rights

Statement on Labor and the Workplace

Core Laboratories is committed to the optimum utilization of human resources and we are committed to providing positive, productive and supportive work environments throughout our global operations. We have established programs to attract, develop and retain a highly talented workforce that is representative of the regions in which we operate.

Core Lab is located and does business in various environments and diverse cultures. Wherever Core Lab operates, certain principles consistently apply to the Company's relationships with its employees and its expectations of conduct in the workplace. Our Code of Ethics and Corporate Responsibility provides a worldwide framework for responsible operations and is consistent with the spirit and intent of the Fundamental Principles and Rights at Work of the 1998 International Labour Organization (ILO) Declaration. The ILO Declaration sets an obligation on Member States to promote and realize the following principles:

- Freedom of Association and effective recognition of the right to collective bargaining.
- Elimination of all forms of forced or compulsory labor.
- Effective abolition of child labor.
- Elimination of discrimination in respect of employment and occupation.

As of December 31, 2014, less than 10% of our workforce had elected to be represented under collective bargaining agreements or similar-type labor arrangements, the majority of which are outside the U.S.

Freedom of Association and Right to Collective Bargaining

We recognize and respect our employees' right to join associations and choose representative organizations for the purpose of engaging in collective bargaining in a manner consistent with applicable laws, rules and regulations as well as local customs, as appropriate.

Policy against Forced or Compulsory Labor

Core Laboratories does not utilize forced or compulsory labor. We recruit our employees and provide working conditions, including payment of wages and benefits, that comply with applicable laws and regulations.

Policy against Child Labor

Throughout our worldwide operations, we prohibit the use of children in our workforce. All Core Lab employees are at or above the legal employment age in the country of their employment.

Policy against Workplace Discrimination and Harassment

At Core Laboratories, each and every employee, supervisor, manager and executive is responsible for preventing harassment by:

- Treating others with courtesy and respect in all work relationships.
- Eliminating harassing conduct, including unwanted touching, or comments or behavior that is sexual, sexist, racially or religiously based, or otherwise discriminatory.
- Reporting harassment to the Human Resources Department, the Corporate Compliance Officer or the Law Department so that each concern is investigated promptly and resolved appropriately.

We recognize that ascertaining whether a particular action or incident is purely a personal, social relationship without a discriminatory employment effect will require a factual determination based on all facts in the case. Therefore, we diligently investigate every alleged harassment claim and effectively remedy them when an allegation is determined to be valid.

Core Lab's Code of Ethics and Corporate Responsibility includes an *Equal Employment Opportunity Policy* which states, in part:

It is the policy of Core Lab to provide equal employment opportunity in conformance with all applicable laws and regulations to individuals who are qualified to perform job requirements.

Conflict Minerals

The term "conflict minerals" refers to certain minerals being tin, tantalum, tungsten and gold, the metal ores from which those minerals are extracted, or their derivatives. The "conflict minerals" term originates from the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Act") and associated rule issued by the SEC. The SEC rule and related parts of the Act were issued in response to violence and human rights violations in the mining of those minerals from the Democratic Republic of the Congo ("DRC") and adjoining countries (the "Conflict Region"). The SEC rule requires SEC registrants to disclose, on an annual basis, whether the products they manufacture or contract to manufacture contain conflict minerals that are "necessary to the functionality or production" of those products, and if so, certain information about the source of those conflict minerals. The first required disclosure report covered the calendar year ended December 31, 2013.

In response to the Act, early in 2013 we formed a multi-disciplinary task force to examine all products that we either directly manufacture or contract with third parties to manufacture to determine which of our products, if any, contain conflict minerals. The review of our supply chain associated with these conflict minerals is now included in our routine review of suppliers and the supply chain management policy and process. During this process, we evaluated 100% of the parts and materials necessary to the functionality or production of products, manufactured by us or contracted to be manufactured for us,

and have concluded that, while some of our products contain conflict minerals, the information we obtained shows that all of those conflict minerals came from countries outside of the Conflict Region.

The ethical sourcing of minerals is an important part of our mission to ensure safe and fair working conditions in our supply chain. We strive to use only conflict-free minerals in our products.

Our Form SD (Specialized Disclosure Report) regarding Conflict Minerals for the year ended December 31, 2013, was filed with the SEC in May 2014 and is available for review on our website at <http://www.corelab.com/investors/sec-filings>.

Corporate Citizenship

Core Laboratories supports local communities all over the world through our contributions of resources and the involvement of our employees, particularly when we can leverage our technical capabilities to provide a higher level outcome for those that we are supporting. We prefer to support efforts aimed at improving education in science, technology and business. It's our way of giving back to the community which we feel is very important in order to improve career and social opportunities for young adults around the globe. Core Laboratories does not contribute or donate cash or any of its resources to any political parties or political candidates. Examples of support provided to community groups and organizations include those involved with secondary education initiatives and financial literacy, workforce readiness and entrepreneurship, among others.

Corporate Responsibility Recognition

We are committed to ways of advancing our environmental, social and governance performance. As a result of our diligent focus on our corporate responsibility obligations, we have been recognized by the following:

- Euronext Vigeo: Designated as one of the top 50 companies in the U.S. for most advanced Environmental, Social and Governance performances.
- Euronext Vigeo: Designated as one of the top 120 companies in the world for most advanced Environmental, Social and Governance performances.
- Forum ETHIBEL: Selected for inclusion in the Ethibel EXCELLENCE Investment Register. This selection by Forum ETHIBEL (www.forumethibel.org) signifies that we perform better than average in our sector in terms of Corporate Social Responsibility (CSR).
- PAX | elevate: Recognized for our commitment to advancing women's leadership globally.
- Calvert Investments: Recognized as meeting the Calvert Social Index's standards for Environment and Workplace Safety as a result of improvements to environment and workplace safety policy, program and performance.
- 2020 Women on Boards: Named as a 2020 Women on Boards Winning 'W' Company for 2014 in recognition of having achieved a percentage of women on our Supervisory Board of greater than 20% by the year 2020.

Our Global Workforce

We employ approximately 5,000 people in over 50 countries providing technology to enhance our clients' production in major oil-producing regions around the world. The Company is organized into three business segments - Reservoir Description, Production Enhancement and Reservoir Management - each with a global presence.

Workplace Diversity and Equal Opportunity

Core Lab's talented workforce is as diverse as our business presence. We respect diversity and strive to ensure an equal employment opportunity environment and an environment free of harassment and discrimination. Our commitment to diversity promotes and fosters attracting and maintaining a highly diverse and talented workforce.

We are committed to attracting and retaining a talented workforce, without regard to race, ethnicity, color, national origin, religion, creed, gender, sexual orientation, marital status, or ancestry and also without regard to disability, age, political affiliation, or any other legally protected status.

Core's Employee Training and Development Commitment

We have an established Performance Management Program that enables employees and their supervisors to discuss at least annually performance goals and to agree upon career development priorities. In addition to setting performance goals with measurements, we discuss interpersonal characteristics and behaviors which are part of the performance measurement criteria.

We deliver technical and nontechnical training throughout our operations. Examples include but are not limited to health, safety, and environmental, legal/ethics, and management/leadership skills.

We believe making the development of our workforce a priority is part of securing our sustainability as a successful company. The New Leader Program introduces supervisors, field and team leads to the areas of management and leadership, which drive acquiring a solid foundation to manage and lead a workforce. We offer in-house courses which emphasize effective leadership skills in today's challenging business environment. Our Leadership Development Program is sponsored by senior executives and supported by all leaders within the Company.

We are also committed to empowering our employees to continue their educational development in order to grow their career potential. The Company's Educational Assistance Program supports this commitment by reimbursing a portion of employees' tuition costs.

Total Compensation Approach

We use a "total compensation" approach aligned with our business strategy and priorities. We offer competitive compensation and benefit programs in each country where we operate. Our goal is to ensure our local leaders have the tools for attracting, motivating and retaining a talented workforce that can achieve business results. The basic foundation of our total compensation model is based on our three financial tenets (maximize return on invested capital, maximize free cash flow and return excess capital to our shareholders), which have consistently driven our business results throughout our Company's history.

Our benefits programs are country-specific, enabling our compensation programs to be designed to deliver competitive base salaries and variable pay.

Safety & Environment

Mission Statements

We are committed and accountable for promoting a culture focused on the health and safety of people and the environment and we take a proactive approach in identifying and managing risks through recognition, evaluation and education.

We empower our people fostering a sense of responsibility for managing their own work environment through open communication, and a management supported "zero accident" culture. Our safety and environmental mission statements may be located on our website at <http://www.corelab.com/cr/safety-company>.

While our Health and Safety programs are directed by our Corporate Safety Officer, these global programs and the resultant performance by each business unit is engaged through our Global Operations Executive Committee. This committee is chaired by the Company's Chief Operations Officer and includes the presidents of all business units along with the Corporate Safety Officer and other corporate executives. The committee meets quarterly with two of those meetings being held in person each year.

Health Mission Purpose: To protect the health, safety and security of our employees, and those around us.

We carefully assess and mitigate the risks of our business to make sure everyone is aware of the environment in which they operate.

To maintain this standard, we will:

- Take a Behavior Based Approach to Health and Safety.

- Engineer Better Solutions and Improvements on Our Existing Products and Services.
- Empower Employees to Make Smart Decisions.

Safety Mission Purpose: To provide a safe work environment for all.

Safety does not just happen; it requires commitment by everyone from management to our field teams. Safety starts with a strong leadership team that is committed and accountable. It is our management’s responsibility to set the tone and be the example. Core Laboratories’ goal is to eliminate injuries from the work environment.

To achieve this goal, we will concentrate our efforts in the following areas:

- Training and education.
- Zero Incident culture.
- Systematic identification of risks, addressing them and following up to closure.

Environmental Mission Purpose: To protect the environment and its natural resources.

It is the goal of Core Laboratories to be recognized by our customers, employees, and community as a responsible business committed to reducing impact on the environment in all business activities.

To achieve this goal, we will:

- Comply with all applicable local, state, and federal environmental laws and regulations.
- Be responsible for protective environmental management.
- Focus on research and development of products that minimize impact on the environment.
- Educate all employees on their roles and responsibilities for protecting the environment.

Safety Performance

As a leading service provider with a global presence and impact, we strive to respect the communities and environments in which we do business. We are committed to and strive for a zero accident environment, which makes safety the top priority in all of our locations and those of our clients. Core Laboratories’ 5,000 employees operate in over 50 countries around the globe and in 2014 these employees worked over 10 million man hours. For the 4th consecutive year, both the Total Recordable Incident Rate (TRIR) and Lost Time Incident Rate (LTIR) have improved. In 2014, the TRIR improved by 13.5% and the LTIR improved by 21.1%. These significant gains were driven by the Company’s increased focus on safety training and safety audits in the work place with reportable incident occurrences falling 11.5% from 2013 to 2014.

Environmental Focus

The UN Global Compact

The UN Global Compact is a strategic policy initiative for businesses that are committed to aligning their operations and strategies with ten universally accepted principles in the areas of human rights, labor, environment and anti-corruption. By doing so, business, as a primary driver of globalization, can help ensure that markets, commerce, technology and finance advance in ways that benefit economies and societies everywhere. This ever-increasing understanding is reflected in the Global Compact’s rapid growth. With over 12,000 corporate participants and other stakeholders from over 145 countries, it is the largest voluntary corporate responsibility initiative in the world. The Global Compact is global and local; private and public; voluntary yet accountable.

The Global Compact incorporates a transparency and accountability policy known as the Communication on Progress (“COP”), which is mandatory to communicate to our shareholders. In 2002, certain operations within our Reservoir Description business segment joined the UN Global Compact.

Consistent with the requirements of Global Compact membership, it is the policy of Core Lab to conduct our business in a manner consistent with applicable environmental regulations. In areas where environmental regulations do not exist, we will

exercise practical care in our efforts to protect employees and preserve the environment. Country managers will manage their business in a manner consistent with established Company policies and applicable laws and regulations.

Managers have a responsibility to maintain a safe working environment for their employees and to implement programs and procedures as necessary to ensure that their operation meets the environmental goals of the Company and applicable regulatory requirements.

We provide guidance to managers and employees regarding environmental issues. We provide employee training and conduct audits to ensure compliance. Each employee will be responsible for performing their job function with constant consideration of our commitment to this policy.

Respecting and Minimizing Community and Environment Impact

We recognize the diversity of the communities and people where we operate. We commit that we will act responsibly and will obey all applicable laws, minimize the impact of our operations on the environment, protect the communities' health and safety and respect cultural backgrounds.

Our operational footprint is primarily our office buildings and laboratories rather than field locations. Our six Advanced Technology Centers ("ATC") located in Aberdeen, Abu Dhabi, Calgary, Houston, Kuala Lumpur, and Rotterdam along with our Production Enhancement manufacturing facility in Godley, Texas comprise our more significant operating locations. The primary type of energy consumed by these facilities is electricity; however, low-carbon emission natural gas is also consumed for heating the facilities in some regions.

We may choose responsible alternative sources of electricity when there are options available in contribution to our efforts to reduce greenhouse gas (GHG) emissions. For example, we may have the option to use electricity from a renewable source in place of electricity generated from a non-renewable source, such as coal. A second alternative may be an option to use electricity sourced from natural gas (reduced GHG emissions) compared with electricity sourced from coal. As natural gas continues to be one of the most environmentally friendly and cost efficient fossil fuel sources of electricity, this reduces our environmental footprint.

We also consume some fuel to operate field vehicles, however this is limited to our staff working in the field, and is not a significant emission component of our total operations.

Our operations outside of our offices are conducted, for the most part, on our clients' property. Although those operations are not conducted within our own facilities, while we are on our clients' property we continue to follow our corporate policies regarding health and safety as well as our Code of Ethics and Corporate Responsibility. For the most part, we remain in a location for extended periods of time, decades in many cases. In the event we do leave a particular location, we ensure that the land and building are properly put back to their agreed condition. We also take steps to ensure that any potential environmental conditions have been dealt with as required by local regulation and standards.

Given that we do not have locations under our control that are in a natural, rural environment, we do not have programs regarding restoration or rehabilitation of natural lands.

Company Environment Goals and Achievements

With respect to our six ATCs, our Aberdeen facility continues to lead our effort in reducing our energy consumption and reduce our GHGs by completing their ISO 14011 Environmental Management system certification audit and setting aggressive targets to reduce energy consumption and surpassing those targets. In 2014, we were able to reduce our total usage of electricity for these six ATCs by approximately 2.5% compared to 2013 consumption levels, while activity for these regions increased.

With the start of this program back in 2012, we continue to see the expanded use of energy from renewable sources and reductions in the use of electricity sourced from the burning of coal. Since 2012, we have seen a reduction in the use of electricity sourced from coal by over 6% and our use of electricity sourced from renewable sources has increased by 46% over this same 2 year time period. These improvements were achieved through internal efforts by executing a focused plan of educating staff, and installing more efficient system of timers and switches for electricity and natural gas heating equipment. This has been a great success story internally and has raised the bar for our other facility management teams to set aggressive goals and execute their energy management plans.

The source of the electricity is limited to what the local providers are able to offer. In our six ATCs, over 20% of our electricity was sourced from renewable sources in 2014; which is up from 18% and 14% in 2013 and 2012 respectively. On average, approximately 39% of our electricity is sourced from natural gas, which continues to be one of the most environmentally friendly fossil fuel sources of electricity due to its low carbon emission.

In 2014, we made an investment in our Reservoir Description laboratories-based business to reduce the use of water that is used in the cooling process of equipment. Our initial investment was in our Calgary, Canada facility, where we have invested in cooling units which allow the water to be recycled through the system used to cool the equipment. This has resulted in a reduction of almost 65% of the water normally used in this process and also an annual cost savings in excess of \$100,000 for water and sewage expenses in just one facility. This new program and investment is being expanded globally to our other laboratory facilities.

Climate Change

Core Laboratories Provides Technologies to Mitigate the Risks of Carbon Emissions

We offer high-technology services that provide scientific data used when designing projects involving the injection of CO₂ into oil fields. In our laboratories, we study how CO₂ interacts with other fluids in the reservoir as well as how the CO₂ mobilizes residual oil within the reservoir. This provides at least two benefits which help the environment:

- First, CO₂ can be captured from industrial complexes and injected into oil fields, effectively sequestering the CO₂ underground and reducing the amount of CO₂ emitted into the atmosphere; and
- Second, using CO₂ as a miscible gas enhances the ultimate recovery from an existing field and reduces the need to drill more exploratory wells (which are more energy intensive and carbon emitting than existing wells) in search of the same amount of resources already available in an established well.

Thus, the positive impact to the environment is not only the reduction of CO₂ in the atmosphere, but also the more energy-efficient and more environmentally friendly recovery from an existing reservoir.

Greenhouse Gas Reporting

The Environmental Protection Agency (“EPA”) has certain annual reporting requirements related to the quantities of petroleum fuels and blend stocks imported into or exported out of regulated areas. The EPA’s regulation provides specific instructions regarding methods that can be used to determine quantities for imported and exported shipments. Core Laboratories will assist clients with these measurements used for their annual reporting.

Reporting requires petroleum product suppliers to use an appropriate method developed by a consensus-based standards organization, when such a standard exists, or industry standard practices to measure the shipment quantities. In addition, suppliers of petroleum products must also ensure that equipment used to measure quantities of imported and exported fuel is calibrated and periodically recalibrated according to the manufacturer’s recommended procedures or by using an appropriate consensus-based industry standard method for calibration. Core Laboratories provides these approved measurement practices to ensure the proper reporting of greenhouse gases.

Dutch Corporate Governance Code

The Company is subject to corporate governance requirements in the Netherlands. The Management Board and the Supervisory Board of the Company support the principles and best practice provisions of corporate governance set out in the Dutch Corporate Governance Code (the “Dutch Code”) as amended in December, 2008 and effective as per January 1, 2009. In addition, as a listed company on the New York Stock Exchange (“NYSE”) we are also required to certify to the NYSE whether or not the Company is or has been acting in violation of NYSE Corporate Governance listing standards.

The Dutch Code contains principles of good corporate governance and best practice provisions. The Dutch Code emphasizes the principles of integrity, transparency and accountability as the primary means of achieving good corporate governance. The Dutch Code includes certain principles of good corporate governance, supported by “best practice” provisions. Listed Dutch N.V. companies are required to disclose in their annual report and accounts how they intend to incorporate the principles of the Dutch Code or, where relevant, to explain why they do not. The Management Board and the Supervisory Board regularly monitor the Dutch Code and generally agree with its fundamental principles.

In view of the Company's U.S. listing, the Company has to comply with all the relevant requirements relating to corporate governance and disclosure under U.S. securities laws and NYSE rules. As a consequence, the Company's obligations under those rules and regulations may overlap from a substantive point of view with some of the best practices of the Dutch code. To the extent such overlap exists, the Company's requirements under U.S. securities law or NYSE rules will prevail. For efficiency considerations, the Company wishes to prevent double compliance burdens with respect to the Dutch Code which may arise as a consequence of its dual listing where possible and as such, the Company deviates from certain best practices of the Dutch Code where the U.S. securities laws or the NYSE rules provide for or prescribe a different approach. The Company intends to continue to monitor the developments in corporate governance and shall take such steps as it considers appropriate to further implement the principles and best practice provisions of the Dutch Code. See <http://www.commissiecorporategovernance.nl> for the full text of the Dutch Corporate Governance Code.

Compliance with the Dutch Corporate Governance Code

The Company applies the major part of the principles and provisions of the Dutch Code, in so far as they are applicable, with the exceptions listed hereafter.

Where reference is made in the Dutch Code to reports, profiles or other documents, such documentation may not exist; however, the principles of the Dutch Code are being followed - subject to deviations as explained below - and the information to be contained in such reports, profiles and other documentation is set-out in the Company's Proxy Statement, which is inter alia published on the Company's website at <http://www.corelab.com/investors/sec-filings>.

Best practice provision I.1

The corporate governance structure of the Company is not explained in a separate chapter of the consolidated financial information under International Financial Reporting Standards ("IFRS") in the annual report for December 31, 2014 ("Dutch annual report"). However, the corporate governance structure of the Company is explained in the Corporate Governance Guidelines which the Company adopted pursuant to the Rule 303A.09 of the NYSE, and which are described in the Company's publicly available Proxy Statement. A copy of the Corporate Governance Guidelines is available on the Company's website at <http://www.corelab.com/investors/governance>.

Best practice provision II.1.1

The sole member of the Management Board of the Company is Core Laboratories International B.V. The composition of the management board of the latter company changes from time to time. Certain members of the management board of Core Laboratories International B.V. have been in office for a longer period than four years in order to have a continuing overview with respect to the ongoing corporate formalities.

Best practice provisions II.1.2, II.1.10, and II.1.11

The decisions mentioned in these best practice provisions will normally be submitted to the Supervisory Board by officers of the Company.

Principle II.2 and the relevant Best practice provisions

The sole member of the Management Board of the Company is Core Laboratories International B.V., an entity to which no remuneration is paid. As a consequence, Principle II.2 and the relevant Best practice provisions II.2.1 - II.2.15 do not apply to the Company.

Regarding remuneration paid to the members of the Supervisory Board of the Company, a description of the types and amount of cash and non-cash remuneration paid to those directors is contained in the Company's Proxy Statement as required by Item 402(g) of Regulation S-K of the U.S. securities laws. In addition, with regard to the named Executive Officers of the Company, the Compensation Committee Report, which is contained in the Proxy Statement, describes the objective of the Company's remuneration program, as well as the principle components of the Company's remuneration for those individuals. The Company also discloses in its Proxy Statement, as required by U.S. securities laws, the types and amount of cash and non-cash remuneration awarded to its named executive officers.

Best practice provision II.3.1

The Company does comply with this provision except where gifts are concerned; the Company's policy requires disclosure to the Company's compliance officer and to the General Counsel of the receipt of any substantial gift. The gift is then reviewed to determine if it compromises the decision making of the executive and if deemed to do so, the gift must be refused.

Best practice provision III.1.1

The division of duties within the Supervisory Board and the rules of procedure of the Supervisory Board are not laid down in a separate set of Supervisory Board regulations, but instead are described in detail in the Company's Proxy Statement.

Best practice provision III.1.2

Reference is made to the remarks in relation to best practice provision I.1.

Best practice provision III.1.3

The information mentioned in this provision is or will be provided in the Corporate Governance Guidelines. A copy of the Corporate Governance Guidelines is available on the Company's website at <http://www.corelab.com/investors/governance>.

Best practice provision III.1.5

In respect of the administration concerning the attendance of the members of the Supervisory Board, under the Company's Corporate Governance Guidelines, Supervisory Board members are expected to diligently fulfill their fiduciary duties to shareholders, including preparing for, attending and participating in meetings of the Supervisory Board and the committees of which the Supervisory Director is a member. The Company does require its members of the Supervisory Board to attend annual meetings of shareholders. As required by Item 7(h)(3) of Schedule 14A of the U.S. Exchange Act, the Company discloses its Supervisory Board members' annual meeting attendance policy in its Proxy Statement.

Best practice provision III.2.1, III.2.2 and III.2.3

At present, 6 out of 8 Supervisory Board members meet the criteria for independence as set forth in Best Practice III.2.2 of the Dutch Code. The two Supervisory Board members that are not considered independent under the standard set forth in Best Practice III.2.2 of the Dutch Code are David Demshur, CEO, and Richard Bergmark, CFO. Messrs. Demshur and Bergmark have served on the Company's Supervisory Board of Directors since the Company's initial public offering in 1995 and subsequent listing on the NYSE in 1998 and Euronext Amsterdam in 2012. Given their experience and their important contributions to the Company and its business, the Supervisory Board considers it important to retain Messrs. Demshur and Bergmark as members of the Supervisory Board. Also, given the Company's size and its activities, the Supervisory Board considers that having Messrs. Demshur and Bergmark serve as members of the Supervisory Board provides for the most efficient Supervisory Board leadership structure for the Company at the present time. It is furthermore noted that all Supervisory Board members meet the standard for independence as set forth by the NYSE. The Company publishes a statement on the independence (using the SEC's definition thereof) of its members of the Supervisory Board in the Proxy Statement mailed out annually to its shareholders. Therefore, the Company does not include a statement in relation thereto in the Dutch annual report.

Best practice provision III.3.5 and III.3.6

The Company does have a retirement schedule for the Supervisory Board. The composition of the Supervisory Board changes from time to time. Further, the Company has announced a Board Succession Plan to bring new membership to the Supervisory Board. This plan has been furnished to the SEC.

Best practice provision III.4.1 and III.4.4

As described in the Company's Corporate Governance Guidelines and Articles of Association, the Company does comply with this provision except for the duty of the Supervisory Board to elect a vice-chairman. A copy of the Corporate Governance Guidelines is available on the Company's website at <http://www.corelab.com/investors/governance>.

Best practice provision III.5.2

The Company publishes a report of each of the Supervisory Board committees in the Proxy Statement mailed out annually to its shareholders. Therefore, the Company does not include such a reference in its Dutch annual report.

Best practice provision III.5.10

The Company's Compensation Committee does review, evaluate and approve the agreements, plans, policies and programs of the Company to compensate the Company's Chief Executive Officer and nonexecutive members of the Supervisory Board. Also, the Company's compensation committee reviews and evaluates the policy on the remuneration of the Company's senior executives. The remuneration report of the compensation committee is subject to approval by the Supervisory Board. Additionally, the Company complies with New York Stock Exchange Rule 303A(5)(b)(i) which governs the composition of the Company's compensation committee and requires the committee have a charter that addresses certain topics. A full overview of the compensation committee's duties is laid down in the compensation committee's charter which is available on the Company's website at <http://www.corelab.com/investors/governance>.

Best practice provision III.5.14

The Nominating, Governance and Corporate Responsibility Committee's (the "NGCR Committee") principal functions, which are discussed in detail in its charter, include recommending candidates to the Supervisory Board for election or appointment as Supervisory Director and advising about, and recommending to the Supervisory Board, an appropriate set of corporate governance practices. Since Core Laboratories International B.V. is the sole member of the Management Board in the Company's governance structure, the nominating and governance committee does not focus on drawing up selection criteria and appointment procedures for management board members or proposals for appointment or reappointment of such management board members. However, the nominating and governance committee does focus on the Company's policy regarding selection criteria and appointment procedures for the CEO and, together with the CEO, the other senior executive officers. A full overview of the NGCR Committee's duties is laid down in the compensation committee's charter which is available on the Company's website at <http://www.corelab.com/investors/governance>.

Best practice provision III.6.1

The Company does have a general policy regarding conflicts of interest. The Company's policy is described in its *Code of Ethics and Corporate Responsibility* and *Code of Ethical Conduct for Senior Financial Officers and Managers Adopted by the Board of Supervisory Directors* pursuant to New York Stock Exchange Rule 303A(10). A copy of these codes of business conduct and ethics is available on the Company's website at <http://www.corelab.com/investors/governance>.

Best practice provision III.6.5

The Company's Supervisory Board has drawn up policies concerning ownership of and transactions in Company securities by the Management Board, but does not have a policy regarding ownership and transactions in securities issued by third party companies. To the extent that investments do constitute a conflict of interest, both the New York Stock Exchange rules and Company policy provide that the director should disclose the conflict and should not take any actions that are inconsistent with their fiduciary duties.

Best practice provision III.7.1

As is customary in the industry in which we compete, the Company does grant annual equity compensation to the members of the Supervisory Board. The Company believes that widespread common share ownership by its directors is an effective way to align the interests of the members of the Supervisory Board with those of the Company and its shareholders. The Company also believes that directors with substantial equity positions are more proprietary in their approach to oversight than those with little or no stake in the Company. As required by the rules of the NYSE, the Company has obtained shareholder approval of its equity compensation plans. In addition, all grants of equity compensation are disclosed in the Company's Proxy Statement as required by Item 402 of Regulation S-K.

Best practice provision III.7.2

U.S. securities laws do not require directors to retain shares for a particular length of time. Beginning in 2011, the Company granted time-based restricted stock that vest at the end of a three-year period. Nonexecutive Supervisory Directors are required to retain ownership of shares equal to no less than 5 times the annual base retainer for the previous year, and will be allowed five years to achieve that minimum equity ownership.

Best practice provision IV.1.1

Pursuant to statutory obligations, current dismissals require a majority vote by the shareholders.

Best practice provision IV.1.4

The Company does not have a policy with regard to additions on reserves and dividends. It decides what reserves are appropriate on a case by case basis in accordance with IFRS. Evaluation of dividends is done by the senior executive management of the Company, in consultation with the audit committee of the Supervisory Board.

Best practice provision IV.3.4

The Company does convene meetings with analysts and investors periodically throughout the year and conducts these meetings in compliance with Regulation FD of the U.S. securities law, which prohibits the selective disclosure of any material non-public information.

Best practice provision IV.3.6

A proxy which contains all the facts and circumstances relevant for approvals to be granted by the General Meeting of Shareholders is annually made available to the Company's shareholders. If under U.S. law and/or Dutch law additional information should be provided, such information will be provided by additional mailing and/or on the Company's website as the case may be.

Best practice provision IV.3.10

The Company does not publish a copy of the minutes of the shareholder meetings. However, it does file a form 8-K following the date of such meeting summarizing the actions taken at the shareholder meeting.

Best practice provision IV.3.11

The Company does not have specific existing or potential anti-takeover measures in place.

Best practice provision IV.3.12

Proxies for the annual General Meeting of Shareholders can be given to Mark Elvig, Jacobus Schouten, Jaap Stoop, Roderick Hanrath and any other lawyer with NautaDutilh N.V. with power of substitution, who may not be independent third parties but who will vote on these powers as directed by the shareholders.

Best practice provision IV.3.13

The Company does have a general policy with regard to bilateral contacts with shareholders pursuant to New York Stock Exchange Rule 17 CFR Part 243 Regulation FD (*Fair Disclosure*). The Company has posted on its website (see <http://www.corelab.com/investors/governance>), the Company's *Code of Ethics and Corporate Responsibility*, including policies on Insider Trading and Confidentiality as well as the Company's *Code of Ethical Conduct for Senior Financial Officers and Managers Adopted by the Board of Supervisory Directors*.

Best practice provision V.2.3

The audit committee is responsible for the supervision of the independence of the auditors and does conduct an assessment of the functioning of the external auditor. In addition, the Company complies with Section 10A(m)(6) of the U.S. Exchange Act which requires the audit committee, in its capacity as a committee of the members of the Supervisory Board, to be directly responsible for the appointment, compensation, retention and oversight of the work of any registered public accounting firm engaged (including resolution of disagreements between management and the auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the listed issuer. The Company also complies with Rules 303A.06 and 303A.07 of the New York Stock Exchange, which demands additional requirements regarding the composition and independence of the audit committee.

Best practice provision V.4.1

The external auditor of the Company has a separate meeting with the audit committee shortly after or before the Supervisory Board meeting to discuss the report of the U.S. auditor and to approve the financial statements. The Company does comply with Section 10A(m)(6) of the U.S. Exchange Act.

Risk Management Approach & Financial Reporting Risks - Best practice provisions II.1.4 and II.1.5

Our Management Board is responsible for ensuring that the Company complies with all relevant legislation and regulations. It is responsible for proper financing of the Company and the management of the risks that the Company is facing. It reports on and accounts for internal risk management and control systems to the Supervisory Board and its Audit Committee. Within the Company, risk management forms an integral part of business management. The Company's risk and control policy is designed to provide reasonable assurance that strategic objectives are met by creating focus, by integrating management control over the Company's operations, by ensuring compliance with legal requirements and by safeguarding the reliability of the financial reporting and its disclosures. The Company's risk management approach is embedded in the periodic business planning and review cycle. With respect to financial reporting a structured self-assessment and monitoring process is used company-wide to assess, document, review and monitor compliance with internal control over financial reporting. On the basis of risk assessments, operating division and business management determines the risks related to the achievement of business objectives and appropriate risk responses in relation to business processes and objectives.

Our Management Board is responsible for internal control in the Company and has implemented a risk management and control system that is designed to ensure that significant risks are identified and to monitor the realization of operational and financial objectives of the Company. Furthermore the system is designed to ensure compliance with relevant laws and regulations. The Company has designed its internal control system in accordance with the recommendations of the Committee of Sponsoring Organizations of the Treadway Commission (COSO), which recommendations are aimed at providing a reasonable level of assurance.

The Company's risk management and internal control system is designed to determine risks in relation to the achievement of operational and financial business objectives and appropriate risk responses.

In view of the above, the Management Board believes that it is in compliance with the requirements of recommendations II.1.4 and II.1.5 of the Dutch Code, taking into account the recommendation of the Corporate Governance Code Monitoring Committee on the application thereof.

We file Quarterly Reports on Form 10-Q, Annual Reports on Form 10-K and Current Reports on Form 8-K with the SEC and Interim Management Statements, Annual Accounts and Semi-Annual Accounts with the Dutch regulator, the Autoriteit Financiële Markten (the “AFM”). These reports are available free of charge through the Company’s website as soon as reasonably practicable after they are filed. We may from time to time provide important disclosures to investors by posting them in the investor relations section of the Company’s website, as allowed by SEC rules.

Materials we file with the SEC may also be read and copied at the SEC’s Public Reference Room at 100 F Street, N.W., Washington, D.C. 20549. Information on the operation of the Public Reference Room may be obtained by calling the SEC at 1-800-SEC-0330. The SEC also maintains an Internet website at www.sec.gov that contains reports, proxy and information statements, and other information regarding the Company that we file electronically with the SEC. Our 2013 Annual Report on Form 10-K included the required Section 302 certifications.

Materials we file with the AFM are also available on the Internet website of the AFM at www.afm.nl.

General Meeting of Shareholders

The functioning and the powers of the General Meeting of Shareholders are also governed by the SEC rules since the Company’s shares are listed on the New York Stock Exchange.

Disclosure Controls and Procedures

Disclosure Controls and Procedures

Our management, under the supervision of and with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures, as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, as of the end of the period covered by this report. Our disclosure controls and procedures are designed to provide reasonable assurance that the information required to be disclosed by us in our reports filed or submitted under the Exchange Act is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure and is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of December 31, 2014 at the reasonable assurance level.

Our management does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent all errors and all fraud. Further, the design of disclosure controls and internal control over financial reporting must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

Management’s Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as that term is defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management, under the supervision of and with the participation of our Chief Executive Officer and Chief Financial Officer, conducted an evaluation of our internal control over financial reporting as of December 31, 2014. In making this assessment, management used the criteria set forth in *Internal Control - Integrated Framework* (2013) issued by the

Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment using these criteria, our management determined that our internal control over financial reporting was effective as of December 31, 2014.

The effectiveness of our internal control over financial reporting as of December 31, 2014, has been audited by PricewaterhouseCoopers LLP.

Changes in Internal Control over Financial Reporting

There was no change in our system of internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, during our fiscal quarter ended December 31, 2014 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Responsibility Statement

In accordance with the EU Transparency Directive, as incorporated in chapter 5.1A of the Dutch Financial Markets Supervision Act (Wet op het financieel toezicht), the Board declares that, to the best of its knowledge:

- The Consolidated Financial Statements, together with the stand-alone Company Financial Statements, give a true and fair view of the assets, liabilities, financial position and results of Core Laboratories N.V. at December 31, 2014;
- The Annual Report gives a true and fair view of the position as per the balance sheet date, the state of affairs during the 2014 financial year of Core Laboratories N.V. and its affiliated companies included in the consolidated financial statements and
- The Annual Report describes the principal risks that Core Laboratories N.V. faces.

Risk Factors

Our forward-looking statements are based on assumptions that we believe to be reasonable but that may not prove to be accurate. All of our forward-looking information is, therefore, subject to risks and uncertainties that could cause actual results to differ materially from the results expected. All known, material risks and uncertainties are discussed below.

Downturns in the oil and gas industry, or in the oilfield services business, may have a material adverse effect on our financial condition or results of operations.

The oil and gas industry is highly cyclical and demand for the majority of our oilfield services and products is substantially dependent on the level of expenditures by the oil and gas industry for the exploration, development and production of crude oil and natural gas reserves, which are sensitive to oil and natural gas prices and generally dependent on the industry's view of future oil and gas prices. There are numerous factors affecting the supply of and demand for our products and services, which are summarized as:

- general and economic business conditions;
- market prices of oil and gas and expectations about future prices;
- cost of producing and the ability to deliver oil and natural gas;
- the level of drilling and production activity;
- mergers, consolidations and downsizing among our clients;
- coordination by OPEC;
- the impact of commodity prices on the expenditure levels of our clients;
- financial condition of our client base and their ability to fund capital expenditures;
- the physical effects of climatic change, including adverse weather or geologic/geophysical conditions;
- the adoption of legal requirements or taxation relating to climate change that lowers the demand for petroleum-based fuels;
- civil unrest or political uncertainty in oil producing or consuming countries;

- level of consumption of oil, gas and petrochemicals by consumers;
- changes in existing laws, regulations, or other governmental actions, including temporary or permanent moratoria on hydraulic fracturing or offshore drilling;
- the business opportunities (or lack thereof) that may be presented to and pursued by us;
- availability of services and materials for our clients to grow their capital expenditures;
- ability of our clients to deliver product to market;
- availability of materials and equipment from key suppliers; and
- cyber-attacks on our network that disrupt operations or result in lost or compromised critical data.

The oil and gas industry has historically experienced periodic downturns, which have been characterized by diminished demand for our oilfield services and products and downward pressure on the prices we charge. A significant downturn in the oil and gas industry could result in a reduction in demand for oilfield services and could adversely affect our operating results.

We depend on the results of our international operations, which expose us to risks inherent in doing business abroad.

We conduct our business in over 50 countries; business outside of the United States accounted for approximately 52% and 55% of our revenues during the years ended December 31, 2014 and 2013, respectively. Prior to 2014, we attributed revenue to the country in which the revenue was earned. During 2014, we began attributing sales revenue to the country where the product was shipped as we feel this gives a clearer view of our operations. We do, however, have significant levels of revenue recorded in the U.S., where the services were performed, which are sourced from projects on foreign oilfields.

Our operations, and those of our clients, are subject to the various laws and regulations of those respective countries as well as various risks peculiar to each country, which may include, but are not limited to:

- global economic conditions;
- political actions and requirements of national governments including trade restrictions, embargoes, seizure, detention, nationalization and expropriations of assets;
- interpretation of tax statutes and requirements of taxing authorities worldwide, routine examination by taxing authorities and assessment of additional taxes, penalties and/or interest;
- civil unrest;
- acts of terrorism;
- fluctuations and changes in currency exchange rates (see section below);
- the impact of inflation;
- difficulty in repatriating foreign currency received in excess of the local currency requirements; and
- current conditions in oil producing countries such as Venezuela, Nigeria, Libya, Iran and Iraq considering their potential impact on the world markets.

Historically, economic downturn and political events have resulted in lower demand for our services and products in certain markets. The continuing instability in the Middle East and North Africa and the potential for activity from terrorist groups that the U.S. government has cautioned against have further heightened our exposure to international risks. The global economy is highly influenced by public confidence in the geopolitical environment and the situation in the Middle East and North Africa continues to be highly fluid; therefore, we expect to experience heightened international risks.

Our results of operations may be significantly affected by foreign currency exchange rate risk.

By the nature of our business, we derive a substantial amount of our revenue from our international operations, subjecting us to risks relating to fluctuations in currency exchange rates.

Our results of operations may be adversely affected because our efforts to comply with applicable anti-corruption laws such as the United States' Foreign Corrupt Practices Act (the "FCPA") and the United Kingdom's Anti-Bribery Act (the "ABA") could restrict our ability to do business in foreign markets relative to our competitors who are not subject to these laws.

We operate in many parts of the world that have experienced governmental corruption to some degree and, in certain circumstances, strict compliance with anti-bribery laws may conflict with local customs and practices. We may be subject to competitive disadvantages to the extent that our competitors are able to secure business, licenses or other preferential treatment by making payments to government officials and others in positions of influence or through other methods that we are prohibited from using.

We are subject to the regulations imposed by the FCPA and the ABA, which generally prohibits us and our intermediaries from making improper payments to foreign officials for the purpose of obtaining or keeping business. In particular, we may be held liable for actions taken by our strategic or local partners even though our partners are not subject to these laws. Any such violations could result in substantial civil and/or criminal penalties and might adversely affect our business, results of operations or financial condition. In addition, our ability to continue to work in these parts of the world discussed above could be adversely affected if we were found to have violated certain laws, including the FCPA and the ABA.

If we are not able to develop or acquire new products or our products become technologically obsolete, our results of operations may be adversely affected.

The market for our services and products is characterized by changing technology and product introduction. As a result, our success is dependent upon our ability to develop or acquire new services and products on a cost-effective basis and to introduce them into the marketplace in a timely manner. While we intend to continue committing substantial financial resources and effort to the development of new services and products, we may not be able to successfully differentiate our services and products from those of our competitors. Our clients may not consider our proposed services and products to be of value to them; or if the proposed services and products are of a competitive nature, our clients may not view them as superior to our competitors' services and products. In addition, we may not be able to adapt to evolving markets and technologies, develop new products, or achieve and maintain technological advantages.

If we are unable to continue developing competitive products in a timely manner in response to changes in technology, our businesses and operating results may be materially and adversely affected. In addition, continuing development of new products inherently carries the risk of inventory obsolescence with respect to our older products.

If we are unable to obtain patents, licenses and other intellectual property rights covering our services and products, our operating results may be adversely affected.

Our success depends, in part, on our ability to obtain patents, licenses and other intellectual property rights covering our services and products. To that end, we have obtained certain patents and intend to continue to seek patents on some of our inventions, services and products. While we have patented some of our key technologies, we do not patent all of our proprietary technology, even when regarded as patentable. The process of seeking patent protection can be long and expensive. There can be no assurance that patents will be issued from currently pending or future applications or that, if patents are issued, they will be of sufficient scope or strength to provide meaningful protection or any commercial advantage to us. In addition, effective copyright and trade secret protection may be unavailable or limited in certain countries. Litigation, which could demand significant financial and management resources, may be necessary to enforce our patents or other intellectual property rights. Also, there can be no assurance that we can obtain licenses or other rights to necessary intellectual property on acceptable terms.

There are risks relating to our acquisition strategy. If we are unable to successfully integrate and manage businesses that we have acquired and any businesses acquired in the future, our results of operations and financial condition could be adversely affected.

One of our key business strategies is to acquire technologies, operations and assets that are complementary to our existing businesses. There are financial, operational and legal risks inherent in any acquisition strategy, including:

- increased financial leverage;
- ability to obtain additional financing;

- increased interest expense; and
- difficulties involved in combining disparate company cultures and facilities.

The success of any completed acquisition will depend on our ability to integrate effectively the acquired business into our existing operations. The process of integrating acquired businesses may involve unforeseen difficulties and may require a disproportionate amount of our managerial and financial resources. In addition, possible future acquisitions may be larger and for purchase prices significantly higher than those paid for earlier acquisitions. No assurance can be given that we will be able to continue to identify additional suitable acquisition opportunities, negotiate acceptable terms, obtain financing for acquisitions on acceptable terms or successfully acquire identified targets. Our failure to achieve consolidation savings, to incorporate the acquired businesses and assets into our existing operations successfully or to minimize any unforeseen operational difficulties could have a material adverse effect on our financial condition and results of operation.

We are subject to a variety of environmental laws and regulations, which may result in increased costs and significant liability to our business.

We are subject to a variety of stringent governmental laws and regulations both in the United States and abroad relating to protection of the environment, occupational health and safety and the use and storage of chemicals and gases used in our analytical and manufacturing processes and the discharge and disposal of wastes generated by those processes. Certain of these laws and regulations may impose joint and several, strict liability for environmental liabilities, such as the remediation of historical contamination or recent spills, and failure to comply with such laws and regulations could result in the assessment of damages, fines and penalties, the imposition of remedial or corrective action obligations or the suspension or cessation of some or all of our operations. These stringent laws and regulations could require us to acquire permits or other authorizations to conduct regulated activities, install and maintain costly equipment and pollution control technologies, impose specific safety and health standards addressing work protection, or to incur costs or liabilities to mitigate or remediate pollution conditions caused by our operations or attributable to former owners or operators. If we fail to control the use, or adequately restrict the emission or discharge, of hazardous substances or wastes, we could be subject to future material liabilities including remedial obligations. In addition, public interest in the protection of the environment has increased dramatically in recent years with governmental authorities imposing more stringent and restrictive requirements. We anticipate that the trend of more expansive and stricter environmental laws and regulations will continue, the occurrence of which may require us to increase our capital expenditures or could result in increased operating expenses.

Due to concern over the risk of climate change, there has been a broad range of proposed or promulgated state, national and international laws focusing on greenhouse gas (GHG) reduction. Regulatory frameworks adopted, or being considered for adoption, to reduce GHG emissions include cap and trade regimes, carbon taxes, restrictive permitting, increased efficiency standards, and incentives or mandates for renewable energy. For example, the European Emissions Trading Scheme is a program through which many of the European Union (“EU”) member states are implementing cap and trade controls covering numerous power stations and industrial facilities. Also, international accords for GHG reduction are evolving, but they have uncertain timing and outcome, making it difficult to predict their business impact. These proposed or promulgated laws and legal initiatives apply or could apply in countries where we have interests or may have interests in the future. These requirements could make our services and products more expensive, lengthen project implementation times, and reduce demand for the production of oil and natural gas, which could decrease demand for our services and products. In the United States, a number of state and regional efforts have emerged that are aimed at tracking or reducing emissions of GHGs and Congress has from time to time considered legislation to reduce emissions of GHGs but no such legislation has yet been adopted. However, the EPA made findings in 2009 that emissions of GHGs present a danger to public health and the environment and, based on these findings, has adopted regulations under existing provisions of the federal Clean Air Act that establish construction and operating permit reviews for GHG emissions from certain large stationary sources that are already potential major sources of criteria pollutant emissions and that require the monitoring and annual reporting of GHG emissions from specified onshore and offshore production sources in the United States, which include the operations of many of our exploration and production clients. Although it is not possible at this time to predict how legislation or new regulations that may be adopted to address GHG emissions in the United State would impact our business, any such future laws and regulations that require reporting of GHGs or otherwise limit emissions of GHGs from our clients’ operations could require our clients to incur increased costs and also could adversely affect demand for the oil and natural gas that they produce, which could decrease demand for our services and products.

Hydraulic fracturing is a process used by oil and gas exploration and production operators in the completion of certain oil and gas wells whereby water, sand and chemicals are injected under pressure into subsurface formations to stimulate gas and, to a lesser extent, oil production. Hydraulic fracturing activity is more extensively pursued in the United States than internationally.

Some countries outside the United States, such as Bulgaria and France, currently have imposed moratoria on hydraulic fracturing while other countries, such as the United Kingdom, allow fracturing activities but those activities are not as widely pursued as they are in the United States. In the United States, the fracturing process is typically regulated by state oil and gas commissions, but several federal agencies have asserted regulatory authority over certain aspects of the process. For example, the EPA issued final Clean Air Act regulations in 2012 governing performance standards, including standards for the capture of air emissions released during hydraulic fracturing; announced its intent to propose in the first half of 2015 effluent limit guidelines that wastewater from shale gas extraction operations must meet before discharging to a treatment plant; and issued in May 2014 a prepublication of its Advance Notice of Proposed Rulemaking regarding Toxic Substances Control Act reporting of the chemical substances and mixtures used in hydraulic fracturing. Also, in 2013, the BLM issued a revised proposed rule containing disclosure requirements and other mandates for hydraulic fracturing on federal lands and the agency is now analyzing comments to the proposed rulemaking and is expected to promulgate a final rule in the first half of 2015. In addition, the United States Congress has from time to time considered the adoption of legislation to provide for federal regulation of hydraulic fracturing. At the state level, a growing number of states have adopted or are considering legal requirements that could impose more stringent permitting, disclosure or well construction requirements on hydraulic fracturing activities. States could elect to prohibit fracturing altogether, as the State of New York announced in December 2014 with regard to fracturing activities in New York. In addition, local governments may seek to adopt ordinances within their jurisdictions regulating the time, place and manner of drilling activities in general or hydraulic fracturing activities in particular. If new or more stringent federal, state or local legal restrictions related to the hydraulic fracturing process are adopted in areas where our exploration and production clients' operate, those clients could incur potentially significant added costs to comply with such requirements and experience delays or curtailment in the pursuit of exploration, development or production activities, which could reduce demand for our products and services. Further, several federal governmental agencies in the United States are conducting studies on the environmental aspects of hydraulic fracturing activities. In particular, the EPA is pursuing a study on the potential environmental effects of hydraulic fracturing on drinking water sources, with a draft report expected to be issued for public comment and peer review in the first half of 2015. On-going or future studies, depending on their degree of pursuit and any meaningful results obtained, could spur initiatives to further regulate hydraulic fracturing in the United States, which events could delay or curtail production of natural gas by exploration and production operators, some of which are our clients, and thus reduce demand for our products and services.

We may be unable to attract and retain skilled and technically knowledgeable employees, which could adversely affect our business.

Our success depends upon attracting and retaining highly skilled professionals and other technical personnel. A number of our employees are highly skilled engineers, geologists and highly trained technicians, and our failure to continue to attract and retain such individuals could adversely affect our ability to compete in the oilfield services industry. We may confront significant and potentially adverse competition for these skilled and technically knowledgeable personnel, particularly during periods of increased demand for oil and gas. Additionally, at times there may be a shortage of skilled and technical personnel available in the market, potentially compounding the difficulty of attracting and retaining these employees. As a result, our business, results of operations and financial condition may be materially adversely affected.

We require a significant amount of cash to service our indebtedness, and our ability to generate cash may depend on factors beyond our control.

Our ability to make payments on and to refinance our indebtedness, and to fund planned capital expenditures depends, in part, on our ability to generate cash in the future. This ability is, to a certain extent, subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control.

No assurance can be given that we will generate sufficient cash flow from operations or that future borrowings will be available to us in an amount sufficient to enable us to service and repay our indebtedness or to fund our other liquidity needs. If we are unable to satisfy our debt obligations, we may have to undertake alternative financing plans, such as refinancing or restructuring our indebtedness, selling assets, reducing or delaying capital investments or seeking to raise additional capital. We cannot assure that any refinancing or debt restructuring would be possible or, if possible, would be completed on favorable or acceptable terms, that any assets could be sold or that, if sold, the timing of the sales and the amount of proceeds realized from those sales would be favorable to us or that additional financing could be obtained on acceptable terms. Disruptions in the capital and credit markets could adversely affect our ability to refinance our indebtedness, including our ability to borrow under our existing revolving credit facility ("Credit Facility"). Banks that are party to our existing Credit Facility may not be able to meet their funding commitments to us if they experience shortages of capital and liquidity or if they experience excessive volumes of borrowing requests from us and other borrowers within a short period of time.

Because we are a company incorporated in The Netherlands, it may be difficult for you to take legal action against our Supervisory Directors or us and it may not be possible to obtain or enforce judgments against us.

Although we are a company incorporated in The Netherlands, our assets are located in a variety of countries. In addition, not all members of our Supervisory Board of Directors are residents of the same countries as other Supervisory Directors. As a result, it may not be possible for you to effect service of process within certain countries upon our Supervisory Directors, or to enforce against our Supervisory Directors or use judgments of courts of certain countries predicated upon civil liabilities under a country's federal securities laws. Because there is no treaty between certain countries and The Netherlands providing for the reciprocal recognition and enforcement of judgments, some countries' judgments are not automatically enforceable in The Netherlands or in the United States, where the principal market for our shares is located. In addition, there is doubt as to whether a court in one country would impose civil liability on us or on the members of our Supervisory Board of Directors in an original action brought against us or our Supervisory Directors in a court of competent jurisdiction in another country and predicated solely upon the federal securities laws of that other country.

Our operations are subject to the risk of cyber-attacks that could have a material adverse effect on our consolidated results of operations and consolidated financial condition.

Our information technology systems are subject to possible breaches and other threats that could cause us harm. If our systems for protecting against cyber security risks prove not to be sufficient, we could be adversely affected by loss or damage of intellectual property, proprietary information, or client data, interruption of business operations, or additional costs to prevent, respond to, or mitigate cyber security attacks. These risks could have a material adverse effect on our business, consolidated results of operations, and consolidated financial condition.

Regulations related to conflict-free minerals could limit the supply and increase the cost of certain metals used in our manufacturing processes.

In August 2012, the SEC issued their final rule to implement Section 1502 of the Dodd-Frank Wall Street Reform and Consumer Protection Act regarding mandatory disclosure and reporting requirements by public companies of their use of "conflict minerals" (tantalum, tin, tungsten and gold) and whether these minerals originate in the Democratic Republic of Congo or adjoining countries. We have performed specified reasonable country of origin inquiry activities throughout the 2013 and 2014 calendar years, and filed our first report in May 2014. As our suppliers determine the original source of the conflict minerals they sell or use in their manufacturing processes, we may find that sourcing at competitive prices and availability in sufficient quantities of certain of these conflict minerals could be affected. If the number of suppliers who provide conflict-free minerals is limited, this could have a material adverse effect on our ability to purchase these products or to purchase these products at a favorable price or on favorable terms in the future.

We have a defined-benefit pension plan for our Dutch employees. The funded status and the cost of maintaining this plan is influenced by movements in financial markets and by demographic developments, creating volatility in our financial statements.

The accounting for defined-benefit pension plans requires management to make estimates on discount rates, inflation, longevity and expected rates of compensation. Movements (e.g. due to the movements of financial markets) in these assumptions can have a significant impact on the Defined Benefit Obligation, Fair Value of Plan Assets and resulting pension cost. A negative performance of the financial markets could have a material impact on cash funding requirements and pension costs and also affect the value of certain financial assets and liabilities of the company. For further details, please see Note 20 - *Pension and Other Benefit Plans*.

Decree Article 10 Take-Over Directive

Shares

The issued share capital of Core Laboratories N.V. amounts to \$1.2 million, consisting of 45,600,002 shares with a par value of EUR 0.02 each. Each share carries one vote. The shares are listed on the NYSE (CLB US) and Euronext Amsterdam (CLB NA).

All shares carry equal rights and are freely transferable (unless provided otherwise hereunder).

Shares repurchased by Core Laboratories N.V. for the share-based RSAP and PSAP awards or for any other purpose do not carry any voting rights or dividend rights until redistributed. Repurchased ordinary shares amounts to \$317.6 million and consists of 1,963,018 ordinary shares with a par value of EUR 0.02 each.

Shareholders who hold shares on a predetermined record date are entitled to attend and vote at General Meetings of Shareholders. The record date for the Annual General Meeting of Shareholders to be held on Thursday, May 21, 2015 is April 23, 2015, 28 days before the Annual General Meeting of Shareholders.

Substantial shareholdings

Pursuant to the Financial Supervision Act (wet op het financieel toezicht) and the Decree on Disclosure of Major Holdings and Capital Interests in Issuing Institutions (Besluit melding zeggenschap en kapitaalbelang in uitgevende instellingen), the Financial Markets Authority (AFM) has been notified about the following substantial shareholding regarding Core Laboratories N.V.:

- ClearBridge Investments, LLC owns 4,668,050 shares, 11%;
- The Vanguard Group owns 2,971,828 shares, 7%;
- EARNEST Partners, LLC owns 2,675,223 shares, 6%;
- Capital World Investors owns 2,459,760 shares, 6%; and
- Wedgewood Partners Inc owns 2,220,875 shares, 5%.
- Brown Advisory Incorporated owns 3,415,862 shares, 8%.

Share plans

We have granted restricted stock awards under two stock incentive plans: the 2014 Long-Term Incentive Plan (the “Plan”) and the 2014 Nonemployee Director Stock Incentive Plan (the “Director Plan”). Awards under the following two compensation programs have been granted pursuant to both plans: (1) the Performance Share Award Program (“PSAP”) and (2) the Restricted Share Award Program (“RSAP”).

We have been issuing shares from treasury stock upon the lapsing of vesting restrictions on restricted stock or performance restricted stock. We do not use cash to settle equity instruments issued under share-based compensation awards.

2014 Long-term Incentive Plan

On May 13, 2014, the 2007 Long-Term Incentive Plan was amended, restated and renamed as the 2014 Long-Term Incentive Plan (the “Plan”). The primary changes effected by the 2014 amendment and restatement were to (a) extend the period during which awards may be granted under the Plan to May 12, 2024, and (b) increase the number of common shares subject to the Plan by 1,100,000 shares. At December 31, 2014, 1,500,029 shares remained available for the grant of new awards under the Plan. Specifically, we encourage share ownership by awarding various long-term equity incentive awards under the Plan, consisting of the PSAP and RSAP. We believe that widespread common share ownership by key employees is an important means of encouraging superior performance and employee retention. Additionally, our equity-based compensation programs encourage performance and retention by providing additional incentives for executives to further our growth, development and financial success over a longer time horizon by personally benefiting through the ownership of our common shares and/or rights.

2014 Nonemployee Director Stock Incentive Plan

On May 13, 2014, the 2006 Nonemployee Director Stock Incentive Plan was amended, restated and renamed the 2014 Nonemployee Director Stock Incentive Plan (the “Director Plan”). The primary change effected by the 2014 amendment was to extend the period during which awards may be granted under the Director Plan to May 12, 2024. The Director Plan provides common shares for grant to our eligible Supervisory Directors. As of December 31, 2014, 564,965 shares remained available for the grant of new awards under the Director Plan. Only non-employee Supervisory Directors are eligible for these equity-based awards under the Director Plan.

Change of control

The Company is a party to a Sixth Amended and Restated Credit Agreement dated August 29, 2014. Article 8.01(k) in that Agreement provides that a Change of Control constitutes an Event of Default, triggering certain default remedies specified in the Agreement. The Company is also a party to a Master Note Purchase Agreement dated September 30, 2011. Sections 9.5 and 10.2 contain certain requirements regarding merger or consolidation of the Company or its subsidiaries that may impact compliance with the Agreement.

The Share Plans described above also have Change of Control provisions. Awards granted to Core Laboratories N.V. employees and directors will vest automatically if the Company and/or its affiliates undergo a change of control or are absorbed by merger and liquidated.

In 1998, based on our review of post-retirement compensation provided by various companies in the oilfield services industry, we adopted a Supplemental Executive Retirement Plan, referred to as the “Group SERP,” for the benefit of certain key employees. In 1999, we adopted a Supplemental Executive Retirement Plan for an additional employee, which is referred to as the “Individual SERP.” Both SERP plans were established to provide additional retirement income for certain of our named executive officers and death benefits to the officers’ designated beneficiaries as a reward for the named executive officer’s prior contributions and future efforts to our success and growth.

Through our subsidiary, Core Laboratories LP, we have adopted a non-qualified deferred compensation plan that allows certain highly compensated employees, including all named executive officers, to elect to defer all or a part of their cash compensation (base salary, annual incentives and/or commissions) from us until the termination of their status as an employee. Participating employees are eligible to receive a matching deferral under the non-qualified deferred compensation plan that compensates them for contributions they could not receive from us under the 401(k) plan due to the various limits imposed on 401(k) plans by the U.S. Internal Revenue Code of 1986, as amended (the “Internal Revenue Code”). Employer contributions to the Deferred Compensation Plan vest ratably over a period of five years. Discretionary employer contributions may also be made on behalf of participants in the plan and are subject to discretionary vesting schedules determined at the time of such contributions. Contributions to the plan are invested in equity and other investment fund assets, and carried on the balance sheet at fair value. Vesting in all employer contributions is accelerated upon the death of the participant or a change in control.

Compensation rights on termination of employment agreements

As part of our normal course of business, we engage in discussions with other companies about possible collaborations and/or other ways in which the companies may work together to further our respective long-term objectives. In addition, many larger, established companies consider companies at similar stages of development to ours as potential acquisition targets. In certain scenarios, the potential for merger or being acquired may be in the best interests of our shareholders. We have entered into certain agreements and maintain certain plans that will require us to provide compensation and/or benefits to our named executive officers in the event of a termination of employment following a change in control transaction to promote the ability of our senior executives to act in the best interests of our shareholders even though their employment could be terminated as a result of the transaction.

Each executive’s employment agreement contains a standard confidentiality and nonsolicitation provision and requires that the executive not compete with the business conducted by the Company at any time during the period that he is employed by the Company and for the two-year period thereafter unless his employment with the Company is terminated by him for good reason, or by the Company for cause. Notwithstanding, the post-employment noncompetition and nonsolicitation restrictions terminate upon a change in control of the Company.

Upon a change of control, our named executive officers may be subject to certain excise taxes pursuant to Section 4999 of the Code (which imposes a 20% excise tax on certain excess parachute payments). In such case, we have agreed to pay each of our named executive officers a gross-up payment such that, after the payment of any income, excise or other tax on the gross-up payment, the named executive officer retains an amount sufficient to pay all excise taxes pursuant to Section 4999 of the Code.

Nomination and Election of Supervisory Board members

Candidates for the Supervisory Board of Directors are nominated by the Supervisory Board and elected by the shareholders at the annual shareholder meeting. The Company has three classes of Supervisory Directors with each class serving for three year terms. Following the 2015 annual shareholder meeting, Class I will have three members whose terms expire at the annual

meeting in 2017, Class II will have three members whose terms will expire at the annual meeting in 2016 and Class III will have two members whose terms will expire at the annual meeting in 2018.

Amendment of the Articles of Association

The Articles of Association can be amended by resolution of the General Meeting of Shareholders with a two-thirds majority of the valid votes cast representing more than half of the issued share capital and further only on the proposal of the management board, which proposal must be approved by the board of supervisory directors.

Acquisition of own shares

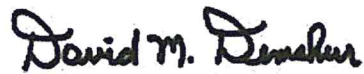
We are a Dutch limited liability company and under the Dutch Civil Code, a company and its subsidiaries can hold a maximum of 50% of their issued shares in treasury, if approved by its shareholders. On October 29, 2002, we began to repurchase our shares under a share repurchase program approved by shareholders in connection with our initial public offering in September 1995. We currently have shareholder approval to hold up to 10% of our issued share capital in treasury. At our May 13, 2014 annual shareholder's meeting, our shareholders authorized the extension of our share repurchase authorization of up to 10% of our issued share capital from time to time for an 18 month period until November 13, 2015, and such repurchased shares may be used for any legal purpose. The repurchase of shares in the open market is at the discretion of management pursuant to shareholder authorization.

The general meeting shall, upon a proposal thereto by the board of supervisory directors, have power to pass a resolution to reduce the issued share capital either by cancelling shares or by reducing the par value of the shares by means of an amendment to the Company's Articles of Association but only with due observance of the provisions in article 2:99 of the (Dutch) Civil Code.

Issue of shares and Preemptive Rights

On May 13, 2014, the Annual General Meeting of Shareholders also authorized the Board of Supervisory Directors (for a period of 18 months) to issue shares or grant rights to (including options to purchase) with respect to our common and preference shares and to limit or exclude the preemptive rights of the holders of our common shares up to a maximum of 10% of outstanding shares per annum until November 13, 2015. For the 2015 annual meeting, scheduled for May 21, 2015, we included similar agenda items.

Amsterdam, The Netherlands
April 29, 2015



David M. Demshur
President, Chief Executive Officer and
Supervisory Director (Principal Executive
Officer)



Jacobus Schouten, on behalf of
Core Laboratories International B.V.
sole managing director of Core Laboratories N.V.



Richard L. Bergmark
Executive Vice President, Chief Financial
Officer, and Supervisory Director



Charles L. Dunlap
Supervisory Director



Michael C. Kearney
Supervisory Director



D. John Ogren
Supervisory Director



Jan Willem Sodderland
Supervisory Director



Lucia van Geuns
Supervisory Director



Margaret Ann van Kempen
Supervisory Director

CORE LABORATORIES N.V.
CONSOLIDATED BALANCE SHEET PREPARED IN ACCORDANCE WITH
INTERNATIONAL FINANCIAL REPORTING STANDARDS AS ADOPTED BY THE EU
December 31, 2014 and 2013
(In thousands of USD, except share data)

	ASSETS	Ref.	2014	2013
NON-CURRENT ASSETS				
Property, plant and equipment		6	\$ 149,014	\$ 138,824
Intangible assets		7	221,686	220,866
Investment in associates		8	2,336	1,907
Deferred income tax asset		9	20,593	31,659
Other financial assets		30	36,886	32,092
Other assets			4,304	3,952
TOTAL NON-CURRENT ASSETS			<u>\$ 434,819</u>	<u>\$ 429,300</u>
CURRENT ASSETS				
Inventories		10	\$ 43,371	\$ 46,821
Prepaid expenses and other current assets		11	20,829	16,409
Income tax receivable		11	10,980	5,294
Accounts receivable		12	197,163	201,322
Cash and cash equivalents		30	23,350	25,088
TOTAL CURRENT ASSETS			<u>295,693</u>	<u>294,934</u>
TOTAL ASSETS			<u>\$ 730,512</u>	<u>\$ 724,234</u>
EQUITY				
SHAREHOLDERS' EQUITY				
Common shares, EUR 0.02 par value in 2014 and in 2013; 200,000,000 shares authorized, 45,600,002 issued and 43,636,984 outstanding at 2014 and 46,750,002 issued and 45,101,389 outstanding at 2013			\$ 1,174	\$ 1,203
Additional paid-in capital			—	4,597
Retained earnings			479,858	476,355
Other reserves			(16,982)	(10,068)
Treasury shares (at cost), 1,963,018 at 2014 and 1,648,613 at 2013			(317,613)	(245,184)
TOTAL SHAREHOLDERS' EQUITY			<u>146,437</u>	<u>226,903</u>
NON-CONTROLLING INTEREST			<u>6,420</u>	<u>6,066</u>
TOTAL EQUITY		13	<u>\$ 152,857</u>	<u>\$ 232,969</u>
LIABILITIES				
NON-CURRENT LIABILITIES				
Borrowings		16	\$ 353,672	\$ 265,356
Income tax payable		17	14,262	16,000
Deferred income tax liabilities		9	17,546	17,088
Employee benefit obligations		20	69,471	58,174
Derivative financial instruments		29	1,082	—
Provisions		19	3,556	3,859
TOTAL NON-CURRENT LIABILITIES			<u>\$ 459,589</u>	<u>\$ 360,477</u>
CURRENT LIABILITIES:				
Accounts payable		21	\$ 47,084	\$ 50,821
Borrowings		16	—	26
Income tax payable		17	8,615	14,743
Other taxes payable		17	(431)	1,860
Payroll and social security contributions		20	34,958	39,593
Unearned revenues		18	11,309	11,088
Other accrued expenses		21	16,531	12,657
TOTAL CURRENT LIABILITIES			<u>\$ 118,066</u>	<u>\$ 130,788</u>
TOTAL LIABILITIES			<u>577,655</u>	<u>491,265</u>
TOTAL EQUITY AND LIABILITIES			<u>\$ 730,512</u>	<u>\$ 724,234</u>

The accompanying notes are an integral part of these Consolidated Financial Statements.

CORE LABORATORIES N.V.
CONSOLIDATED INCOME STATEMENT PREPARED IN ACCORDANCE WITH
INTERNATIONAL FINANCIAL REPORTING STANDARDS
For the Years Ended December 31, 2014 and 2013
(In thousands of USD, except share and per share data)

	<u>Ref.</u>	<u>2014</u>	<u>2013</u>
REVENUES:			
Services		\$ 780,872	\$ 765,428
Product sales		304,350	308,080
TOTAL REVENUES:	5	<u>1,085,222</u>	<u>1,073,508</u>
OPERATING EXPENSES:			
Cost of services	6,12,14,20,22	463,730	459,343
Cost of product sales	6,10,12,14,22	223,543	225,779
		<u>687,273</u>	<u>685,122</u>
GROSS PROFIT		397,949	388,386
General and administrative expenses	6,7,14,22	50,499	52,543
Other (income) expense, net	23	3,354	615
OPERATING PROFIT		<u>344,096</u>	<u>335,228</u>
Finance income	24	(403)	(776)
Finance costs	24	10,600	9,317
Finance costs, net	24	10,197	8,541
Share of profit (loss) of associates	8	364	177
PROFIT (LOSS) BEFORE INCOME TAX EXPENSE		<u>334,263</u>	<u>326,864</u>
Income tax expense	25	72,528	72,807
PROFIT (LOSS) FOR THE YEAR		<u>\$ 261,735</u>	<u>\$ 254,057</u>
Attributable to:			
Equity holders of the parent		\$ 260,594	\$ 253,674
Non-controlling interest		1,141	383
		<u>\$ 261,735</u>	<u>\$ 254,057</u>
EARNINGS PER SHARE INFORMATION:			
Basic earnings per share	26	<u>\$ 5.87</u>	<u>\$ 5.55</u>
Diluted earnings per share	26	<u>\$ 5.84</u>	<u>\$ 5.52</u>
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING (in thousands):			
Basic	26	<u>44,362</u>	<u>45,692</u>
Diluted	26	<u>44,600</u>	<u>45,994</u>

The accompanying notes are an integral part of these Consolidated Financial Statements.

CORE LABORATORIES N.V.
CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME
IN ACCORDANCE WITH INTERNATIONAL FINANCIAL REPORTING STANDARDS
For the Years Ended December 31, 2014 and 2013
(In thousands of USD)

	Ref.	2014	2013
Profit (loss) for the year		\$ 261,735	\$ 254,057
Items that will not be reclassified to profit or loss			
Remeasurements of post-employment benefit obligations, net of \$2,409 and \$472 tax for 2014 and 2013, respectively	13,20	(7,130)	(524)
Items that may be subsequently reclassified to profit or loss			
Cash flow hedges, net of \$270 tax for 2014	29	(811)	—
Currency translation adjustment, net of \$342 and \$130 tax for 2014 and 2013, respectively	13,20	1,027	(390)
Net income (loss) recognized directly in equity		<u>(6,914)</u>	<u>(914)</u>
Total comprehensive income (loss) for the year		<u>\$ 254,821</u>	<u>253,143</u>
Attributable to:			
Equity holders of the parent		\$ 253,680	\$ 252,760
Non-controlling interest		<u>1,141</u>	<u>383</u>
		<u>\$ 254,821</u>	<u>\$ 253,143</u>

The accompanying notes are an integral part of these Consolidated Financial Statements.

CORE LABORATORIES N.V.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
For the Years Ended December 31, 2014 and 2013
(In thousands of USD, except share data)

	Ref.	Number of Shares Outstanding	Common Shares	Additional Paid-In Capital	Retained Earnings	Other Reserves	Treasury Stock	Non- controlling Interest	Total Equity
Balance at January 1, 2013		46,349,411	\$ 1,233	\$ 4,111	\$ 404,358	\$ (9,154)	\$ (171,845)	\$ 5,683	\$ 234,386
Comprehensive income:									
Profit (loss) for the year		—	—	—	253,674	—	—	383	254,057
Other comprehensive income:									
Pension remeasurement	14,21	—	—	—	—	(524)	—	—	(524)
Currency translation adjustment	14,21	—	—	—	—	(390)	—	—	(390)
Total other comprehensive income		—	—	—	—	—	—	—	(914)
Total comprehensive income for the year		—	—	—	—	—	—	—	253,143
Transactions with owners:									
Stock options exercised, net of capital taxes	14	12,000	—	(1,411)	—	—	1,494	—	83
Stock-based compensation	14	—	—	22,876	—	—	—	—	22,876
Stock-based awards issued	14	222,176	—	(24,988)	—	—	24,988	—	—
Tax benefit related to stock-based awards	14	—	—	8,341	—	—	—	—	8,341
Repurchases of common shares	13	(1,482,198)	—	—	—	—	(227,216)	—	(227,216)
Cancellation of treasury shares	13	—	(30)	(4,332)	(123,033)	—	127,395	—	—
Dividends paid	13	—	—	—	(58,644)	—	—	—	(58,644)
Balance at December 31, 2013		45,101,389	\$ 1,203	\$ 4,597	\$ 476,355	\$ (10,068)	\$ (245,184)	\$ 6,066	\$ 232,969

	Ref.	Number of Shares Outstanding	Common Shares	Additional Paid-In Capital	Retained Earnings	Other Reserves	Treasury Stock	Non- controlling Interest	Total Equity
Balance at December 31, 2013		45,101,389	\$ 1,203	\$ 4,597	\$ 476,355	\$ (10,068)	\$ (245,184)	\$ 6,066	\$ 232,969
Comprehensive income:									
Profit (loss) for the year		—	—	—	260,594	—	—	1,141	261,735
Other comprehensive income:									
Pension remeasurement	13,20	—	—	—	—	(7,130)	—	—	(7,130)
Cash flow hedges	29	—	—	—	—	(811)	—	—	(811)
Currency translation adjustment	13,20	—	—	—	—	1,027	—	—	1,027
Total other comprehensive income		—	—	—	—	—	—	—	(6,914)
Total comprehensive income for the year		—	—	—	—	—	—	—	254,821
Transactions with owners:									
Stock-based compensation	14	—	—	21,932	—	—	—	—	21,932
Stock-based awards issued	14	216,395	—	(31,857)	—	—	31,857	—	—
Tax benefit related to stock-based awards	14	—	—	(2,621)	—	—	—	—	(2,621)
Repurchases of common shares	13	(1,680,800)	—	—	—	—	(264,368)	—	(264,368)
Cancellation of treasury shares		—	(29)	7,949	(168,002)	—	160,082	—	—
Non-controlling interest - dividend		—	—	—	—	—	—	(787)	(787)
Dividends paid	13	—	—	—	(89,089)	—	—	—	(89,089)
Balance at December 31, 2014		<u>43,636,984</u>	<u>\$ 1,174</u>	<u>\$ —</u>	<u>\$ 479,858</u>	<u>\$ (16,982)</u>	<u>\$ (317,613)</u>	<u>\$ 6,420</u>	<u>\$ 152,857</u>

The accompanying notes are an integral part of these Consolidated Financial Statements.

CORE LABORATORIES N.V.
CONSOLIDATED STATEMENT OF CASH FLOWS PREPARED IN ACCORDANCE
WITH INTERNATIONAL FINANCIAL REPORTING STANDARDS
For the Years Ended December 31, 2014 and 2013
(In thousands of USD)

	<u>Ref.</u>	<u>2014</u>	<u>2013</u>
CASH FLOWS FROM OPERATING ACTIVITIES:			
Profit (loss) before income tax expense		\$ 334,263	\$ 326,864
Adjustments to reconcile income to net cash provided by operating activities:			
Depreciation	6	25,297	24,168
Amortization	7	1,399	1,303
Equity in (earnings) loss of associates	8	364	(177)
Stock-based compensation	14	21,932	22,876
Finance costs	24	10,197	8,541
Fair value (gains)/losses on other financial assets	31	(1,581)	(5,112)
Other non-cash items		(764)	(909)
Changes in assets and liabilities:			
Accounts receivable	12,30	4,729	(16,548)
Inventories	10	3,450	2,443
Other assets		(13,703)	13,048
Accounts payable	21,30	(3,021)	(6,339)
Accrued expenses	21,30	10,598	(10,511)
Other long-term liabilities		3,214	7,328
Cash provided by operating activities		<u>396,374</u>	<u>366,975</u>
Interest paid		(10,272)	(8,869)
Income tax paid		(79,644)	(57,001)
Net cash provided by operating activities		<u>306,458</u>	<u>301,105</u>
CASH FLOWS FROM INVESTING ACTIVITIES:			
Capital expenditures	6	(36,586)	(35,416)
Patents and other intangibles	7	(854)	(3,531)
Acquisitions, net of cash acquired	28	(1,200)	—
Investment in non-consolidated affiliates		—	(98)
Proceeds from sale of assets	6	884	1,036
Proceeds from insurance recovery	23	—	1,385
Interest received	24	403	776
Premiums on life insurance		(4,309)	(6,574)
Net cash used in investing activities		<u>(41,662)</u>	<u>(42,422)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:			
Repayment of debt borrowings	16	(128,162)	(134,046)
Proceeds from debt borrowings	16	217,000	167,000
Stock options exercised	13	—	83
Repurchase of common shares	13	(264,368)	(227,216)
Dividends paid	13	(89,089)	(58,642)
Non-controlling interest - (dividends)		(787)	—
Debt financing costs	16	(1,128)	—
Net cash used in financing activities		<u>(266,534)</u>	<u>(252,821)</u>
NET CHANGE IN CASH AND CASH EQUIVALENTS		(1,738)	5,862
CASH AND CASH EQUIVALENTS, beginning of year		25,088	19,226
CASH AND CASH EQUIVALENTS, end of year		<u>\$ 23,350</u>	<u>\$ 25,088</u>

The accompanying notes are an integral part of these Consolidated Financial Statements.

CORE LABORATORIES N.V.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS PREPARED IN
ACCORDANCE WITH INTERNATIONAL FINANCIAL REPORTING STANDARDS
DECEMBER 31, 2014

1. DESCRIPTION OF BUSINESS

Core Laboratories N.V. (“Core Laboratories”, “Core Lab”, “we”, “our” or “us”) is a limited liability company incorporated and domiciled in The Netherlands. The address of the registered office is Strawinskylaan 913 Tower A, Level 9, 1077 XX Amsterdam, The Netherlands. We were established in 1936 and are one of the world’s leading providers of proprietary and patented reservoir description, production enhancement and reservoir management services to the oil and gas industry. These services are directed toward enabling our clients to improve reservoir performance and increase oil and gas recovery from their producing fields. We have over 70 offices in more than 50 countries and had approximately 5,000 employees in 2014 and 2013, respectively. We are dual listed on the New York Stock Exchange (“NYSE”) and the Euronext Amsterdam stock exchange (“Euronext Amsterdam”). These consolidated financial statements were authorized for issuance by the board of directors on April 29, 2015, and will be submitted for adoption at the Annual Meeting of Shareholders to be held in 2015.

We operate our business in three reportable segments. These complementary segments provide different services and products and utilize different technologies for improving reservoir performance and increasing oil and gas recovery from new and existing fields: (1) Reservoir Description, (2) Production Enhancement and (3) Reservoir Management.

- *Reservoir Description*: Encompasses the characterization of petroleum reservoir rock, fluid and gas samples. We provide analytical and field services to characterize properties of crude oil and petroleum products to the oil and gas industry.
- *Production Enhancement*: Includes services and products relating to reservoir well completions, perforations, stimulations and production. We provide integrated services to evaluate the effectiveness of well completions and to develop solutions aimed at increasing the effectiveness of enhanced oil recovery projects.
- *Reservoir Management*: Combines and integrates information from reservoir description and production enhancement services to increase production and improve recovery of oil and gas from our clients’ reservoirs.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

Basis of Preparation

Our consolidated financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union (“IFRS”) and with Part 9 Book 2 of The Netherlands Civil Code. The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets and financial liabilities at fair value through profit or loss. In accordance with article 402 Book 2 of The Netherlands Civil Code the income statement in the Company Financial Statements is presented in abbreviated form.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying our accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in Note 4 - *Critical Accounting Estimates and Assumptions*.

Standards, amendments and interpretations to existing standards effective in 2014

The following standards, amendments, and interpretations to existing standards have been published which are mandatory for our accounting periods beginning on or after January 1, 2014 or later periods and have been applied to our financial statements:

- IFRS 10, Consolidated Financial Statements (effective for annual periods beginning on or after January 1, 2014). This standard builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements. This standard has been adopted by the EU. The adoption of this amendment had no impact on our financial statements or results of operations.

- Annual Improvements to the 2010-2012 Cycle (effective for annual periods beginning on or after July 1, 2014) amends the following standards (these improvements have been adopted by the EU):
 - IFRS 2 amends the definitions of “vesting condition” and “market condition” and adds definitions for “performance condition” and “service condition”. The adoption of this amendment had no impact on our financial statements or results of operations.
 - IFRS 8 requires disclosure of the judgments made by management in applying the aggregation criteria to operating segments, and clarifies that an entity shall only provide reconciliations of segments’ assets to the entity’s assets if the segment assets are reported regularly. The adoption of this amendment had no impact on our financial statements or results of operations.
 - clarifies that issuing IFRS 13 and amending IFRS 9 and IAS 39 did not remove the ability to measure short-term receivables and payables with no stated interest rate at their invoice amounts with discounting if the effect of not discounting is immaterial. The adoption of this amendment had no impact on our financial statements or results of operations.

Standards, amendments and interpretations to existing standards effective after 2014

A number of new standards and amendments to standards and interpretations are effective for annual periods beginning after January 1, 2014, and have not been applied in preparing these consolidated financial statements. The adoption of the following new standards, amendments and interpretations are not expected to have a significant effect on our consolidated financial statements.

- IFRS 9, Financial Assets (effective for annual periods beginning on or after January 1, 2018). This is the first standard issued as part of a wider project to replace IAS 39. It retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value. The basis of classification depends on the entity’s business model and the contractual cash flow characteristics of the financial asset. It replaces the guidance in IAS 39 that relates to the classification and measurement of financial instruments. This standard has not yet been adopted by the EU. The adoption of this amendment will have no impact on our financial statements or results of operations.
- IFRS 15, Revenue from Contracts with Customers (effective for annual periods beginning on or after January 1, 2017) provides a single, principles based five-step model to be applied to all contracts with customers. The five steps in the model are as follows: (1) identify the contract with the customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to the performance obligations in the contract; and (5) recognize revenue when (or as) the entity satisfies a performance obligation. This standard has not yet been adopted by the EU. We are still determining the effect the adoption of this standard will have on our financial statements and results of operations.
- Amendments to IAS 16 and IAS 38, Clarification of Acceptable Methods of Depreciation and Amortization (effective for annual periods beginning on or after January 1, 2016) amends IAS 16, Property, Plant and Equipment and IAS 38, Intangible Assets, to: (1) clarify that a depreciation method that is based on revenue that is generated by an activity that includes the use of an asset is not appropriate for property, plant and equipment; (2) introduce a rebuttable presumption that an amortization method that is based on the revenue generated by an activity that includes the use of an intangible asset is inappropriate, which can only be overcome in limited circumstances where the intangible asset is expressed as a measure of revenue, or when it can be demonstrated that revenue and the consumption of the economic benefits of the intangible asset are highly correlated and (3) add guidance that expected future reductions in the selling price of an item that was produced using an asset could indicate the expectation of technological or commercial obsolescence of the asset, which, in turn, might reflect a reduction of the future economic benefits embodied in the asset. These amendments have been adopted by the EU. The adoption of this amendment will have no impact on our financial statements or results of operations.
- Annual Improvements 2012-2014 Cycle (effective for annual periods beginning on or after January 1, 2016) amends IAS 9, Employee Benefits, to clarify that the high quality corporate bonds used in estimating the discount rate for post-employment benefits should be denominated in the same currency as the benefits to be paid. These improvements have not yet been adopted by the EU. The adoption of this amendment will have no impact on our financial statements or results of operations.
- Amendments to IAS 1, Disclosure Initiative (effective for annual periods beginning on or after January 1, 2016) to address perceived impediments to preparers exercising their judgment in presenting their financial reports by

making the following changes: (1) clarification that information should not be obscured by aggregating or by providing immaterial information, materiality considerations apply to all parts of the financial statements and even when a standard requires a specific disclosure, materiality considerations do apply; (2) clarification that the list of line items to be presented in these statements can be disaggregated and aggregated as relevant and additional guidance on subtotals in these statements and clarification that an entity's share of OCI of equity-accounted associates and joint ventures should be presented in aggregate as single line items based on whether or not it will subsequently be reclassified to profit or loss; and (3) additional example of possible ways of ordering the notes to clarify that understandability and comparability should be considered when determining the order of the notes and to demonstrate that the notes need not be presented in the order so far listed in paragraph 114 of IAS 1. This standard has not yet been adopted by the EU. The adoption of this amendment will have no impact on our financial statements or results of operations.

Reclassifications and Revisions

Certain reclassifications were made to prior year amounts in order to conform to the current year's presentation. These reclassifications had no impact on equity and reported net income for the year ended December 31, 2013.

Principles of Consolidation

The accompanying Consolidated Financial Statements include the accounts of Core Laboratories N.V. and its subsidiaries. Subsidiaries are all entities (including structured entities) over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to us. They are de-consolidated from the date that control ceases. Inter-company transactions, balances and unrealized gains on transactions between consolidated companies are eliminated. Unrealized losses are also eliminated but considered an impairment indicator of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by us. The equity method of accounting is used to record our interest in investments in which we have less than a majority interest and do not exercise control but have significant influence.

We record non-controlling interest associated with consolidated subsidiaries that are less than 100% owned.

We use the acquisition method of accounting to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair value of the assets transferred, the liabilities incurred and the equity interests issued by us. The consideration transferred includes the fair value of any assets or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, we recognize any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets.

Transactions and Non-controlling Interests

We treat transactions with non-controlling interests as transactions with equity owners of the group. For purchases from non-controlling interests, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

When we cease to have control or significant influence, any retained interest in the entity is remeasured to its fair value, with the change in carrying amount recognized in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an association, joint venture or financial asset. In addition, any amounts previously recognized in other comprehensive income in respect of that entity are accounted for as if we had directly disposed of the related assets or liabilities. This may mean that amounts previously recognized in other comprehensive income are reclassified to profit or loss.

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions - that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

Associates

Associates are all entities over which we have significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting and are initially recognized at cost. Our share of the associates' post-acquisition profits or losses is recognized in the consolidated income statement. When our share of losses in an associate equals or exceeds our interest in the associate, including any other unsecured receivables, we do not recognize further losses, unless we have incurred obligations or made payments on behalf of the associate. Accounting policies of associates have been changed where necessary to ensure consistency with our policies.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognized in other comprehensive income are reclassified to profit or loss where appropriate.

Cash Flow Statement

We have prepared the cash flow statement using the indirect method. Cash and cash equivalents include all short-term, highly liquid instruments purchased with an original maturity of three months or less and time deposits and money market investment accounts. Certain non-cash transactions have been adjusted from the cash flow statement.

Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the steering committee that makes strategic decisions.

Foreign Currencies

Our functional and presentation currency is the U.S. Dollar ("USD") which is the currency of the primary economic environment in which we operate. All inter-company financing, transactions and cash flows of our subsidiaries are transacted in USD. Additionally, certain significant operations transact contractual business denominated in USD.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the consolidated income statement.

Property, Plant and Equipment

Property, plant and equipment are carried at historical cost less accumulated depreciation and impairment, except for land which is shown at historical cost less impairment. Historical cost includes expenditures that are directly attributable to the acquisition of the items. Assets, other than land, are depreciated using the straight-line method based on their individual estimated useful lives, except for leasehold improvements, which are depreciated over the remaining lease term, if shorter. We estimate the useful lives and salvage values of our assets based on historical data of similar assets as follows:

Buildings and leasehold improvements	3 - 40 years
Machinery and equipment	3 - 10 years

Expenditures for repairs and maintenance are charged to expense as incurred and major renewals and improvements are capitalized and depreciated over their useful life. Historical cost and accumulated depreciation applicable to assets retired or sold are removed from the accounts, and any resulting gain or loss is included in operations.

We review our long-lived assets, including definite-lived intangible assets, for impairment when events or changes in circumstances indicate that their net book value may not be recovered over their remaining service lives. Indicators of possible impairment may include significant declines in activity levels in regions where specific assets or groups of assets are located, extended periods of idle use, declining revenue or cash flow or overall changes in general market conditions.

Whenever possible impairment is indicated, we compare the carrying value of the assets to the sum of the estimated undiscounted future cash flows expected from use, plus salvage value, less the costs of the subsequent disposition of the assets. If impairment is still indicated, we compare the fair value of the assets to the carrying amount, and recognize an impairment loss for the amount by which the carrying value exceeds the fair value. We did not record any impairment charges relating to our long-lived assets held for use during the years ended December 31, 2014 and 2013.

Intangible Assets

Intangible assets include goodwill, patents, trademarks, and trade names and are measured at cost less accumulated amortization. Intangibles with finite lives are amortized using the straight-line method based on the estimated useful life of the intangible. Intangibles with indefinite lives, which consist primarily of corporate trade names are not amortized, but are evaluated for impairment annually or whenever events or changes in circumstances indicate that impairment is possible. The useful lives of intangible assets range from two to twenty years.

We record goodwill as the excess of the purchase price over the fair value of the net assets acquired in acquisitions accounted for under the purchase method of accounting and is carried at historical cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold. Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill on acquisitions of associates is included in investments in associates and is tested for impairment as part of the overall investment balance. We test goodwill for impairment annually or more frequently if circumstances indicate that a potential impairment has occurred. Impairment losses on goodwill are not reversed. Goodwill is recorded in the cash-generating units expected to benefit from the business combination in which the goodwill arose. Groups of cash-generating units equivalent to the segment level reporting are used for the purpose of goodwill impairment testing. An impairment loss is recognized for the amount by which the assets' carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use.

Research expenditures are recognized in the profit and loss account as incurred. Expenses incurred for development projects are capitalized as a component of manufacturing price if the projects in question are likely to be commercially and technically viable (i.e. it is likely that economic benefits will be realized and the expenses can be reliably estimated). Capitalized development expenses are amortized as soon as the commercial production process has commenced, with amortization being based on the estimated useful life of the asset. Development costs are not material.

Financial Instruments at Fair Value Through Profit and Loss

We hold one type of non-derivative financial asset, certain life insurance policies, which are held at fair value. The fair value is determined by the plan administrator's actuary calculation.

Derivative financial instruments and hedging activities

We initially recognize derivatives at fair value on the date a derivative contract is entered into and subsequently re-measure them at their fair value. We document at the inception of the transaction the relationship between hedging instruments and hedged items, as well as the risk management objectives and strategy for undertaking various hedging transactions. We also document our assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in cash flows of hedged items. The fair values of various derivative instruments used for hedging purposes are disclosed in Note 30 - *Fair Value*. The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months, and as a current asset or liability when the remaining maturity of the hedged item is less than 12 months.

We currently apply cash flow hedge accounting for our interest rate swaps. The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognized in other comprehensive income. Amounts accumulated in equity are reclassified to profit or loss in the periods when the hedged item reflects profit or loss. The gain or loss relating to the effective portion of interest rate swaps hedging variable rate borrowings is recognized in the income statement within finance income/cost. When a hedging instrument expires or no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recognized when the forecast transaction is ultimately recognized in the income statement. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately transferred to the income statement within 'Other gains/(losses) – net'.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

Inventories

Inventories consist of manufactured goods, materials and supplies used for sales or services to clients. Inventories are stated at the lower of cost or net realizable value, and are reflected net of valuation reserves. The cost of manufactured goods and work in progress comprises design costs, raw materials, direct labor, other direct costs and related production overheads (based on normal operating capacity). It excludes borrowing costs. Net realizable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses. Inventory costs are recorded at standard cost which approximates the first-in, first-out method.

Accounts Receivable

Trade accounts receivable are recorded initially at fair value and subsequently at amortized cost, which generally equals their invoiced amounts. The terms of invoices allow 30 days for payment to be received. Invoices outstanding greater than 30 days are past due. A provision for impairment of trade receivables is established when there is objective evidence that we will not be able to collect all amounts due according to the original terms of the receivables or the balance becomes greater than 180 days past due (or 365 days for major oil companies, government entities or Fortune 500 size companies). Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganization, and default or delinquency in payments are considered indicators that the receivable is impaired. A provision for impairment of trade receivables is established based on our review of this information along with our current aging of client receivables outstanding. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account, and the amount of the loss is recognized in the income statement in Cost of Sales or Services. When a trade receivable is uncollectible, it is written off against the allowance account for trade receivables. Subsequent recoveries of amounts previously written off are credited against bad debt expense in the consolidated income statement in Cost of Sales or Services. Impairment testing of trade receivables is described in Note 12 - *Trade and Other Receivables*.

Cash and Cash Equivalents

Cash and cash equivalents include all short-term, highly liquid instruments purchased with an original maturity of three months or less and time deposits accounts. These items are carried at cost, which approximates market value.

Share Capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. When we repurchase our own equity share capital (treasury shares), the consideration paid, including any directly attributable incremental costs (net of income taxes), is deducted from equity attributable to our equity holders until the shares are cancelled or reissued. Where such shares are subsequently reissued, any consideration received (net of any directly attributable incremental transaction costs and the related income tax effects) is included in equity attributable to our equity holders. We revalue our common stock at the historical rate for changes in the exchange rate from the Euro par value to the reportable currency.

Borrowings

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

Borrowings are classified as current liabilities unless we have an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

Current and Deferred Income Taxes

The current income tax payable is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where we operate and generate taxable income. We periodically evaluate positions taken in tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establish provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

We recognize deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the consolidated financial statements or tax returns.

Deferred tax assets and liabilities are determined based on the difference between the financial statement and the tax basis of assets and liabilities using enacted or substantively enacted tax rates and laws in effect for the year in which the asset is recovered or the liability is settled. We include interest and penalties from tax judgments in income tax expense.

Deferred income tax assets are recognized to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized. Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority.

However, deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Pensions and Other Postretirement Benefits

We operate various pension schemes and have both a defined benefit plan and defined contribution plans. One scheme is a defined benefit plan which is funded through payments to insurance companies or trustee-administered funds, determined by periodic actuarial calculations. A defined contribution plan is a pension plan under which we pay fixed contributions into a separate entity. We have no legal or constructive obligations to pay further contributions. A defined benefit plan defines an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

We maintain a non-contributory defined benefit pension plan for substantially all of our Dutch employees hired prior to 2007. We recognize defined benefit costs associated with this plan in income from current operations and the liability recognized in the consolidated balance sheet is the present value of the defined benefit obligation at the balance sheet date less the fair value of plan assets, together with adjustments for recognized actuarial gains or losses and past service costs. We recognize actuarial gains and losses directly in other comprehensive income in the period in which they occur. Past-service costs are recognized immediately in income. The projected benefit obligation and fair value of plan assets requires the use of actuarial assumptions and estimates which are calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the Currency in which the benefits will be paid and that have terms to maturity approximating to the terms of the related pension liability. Actual results could differ from those estimates.

Furthermore, we sponsor several defined contribution plans for the benefit of our employees. For defined contribution plans, we pay contributions to trusts that invest the employer's and participants' contributions as directed by the participants in the plan. We have no further payment obligations during the period in which the contribution was made. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in the future payments is available.

Accruals are recognized for termination benefits which represent future payouts guaranteed to employees upon departure from the Company. These benefits are accrued as they are earned from continuous employment with the Company. The benefits for the executive officers are accrued based on the present value of the earned benefit calculated from the terms in the employment agreement with each executive officer.

Stock-Based Compensation

We issue stock-based compensation as a form of compensation for certain employees. This is accounted for under IFRS 2, “Share-based Payment”. This statement requires compensation costs related to share-based payments to be recognized in the consolidated income statement based on their fair values. The expense is recognized over the requisite service period of the award.

We operate a number of equity-settled, share-based compensation plans. The fair value of the employee services received in exchange for the grant of the shares is recognized as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the shares granted, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of shares that are expected to vest. At each balance sheet date, we revise our estimates of the number of shares that are expected to vest. We recognize the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to equity.

Provisions

Provisions are recognized when there is a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated. Provisions are not recognized for future operating losses. Provisions are measured at the present value of expenditures expected to be required to settle the obligation using a pre-tax rate which reflects current market assessments of the time value of money and the risks specific to the obligation, if the amount or time is reasonably determinable.

Trade Payables

Trade accounts payable are recorded at their invoiced amounts and do not bear interest. The carrying value of accounts payable is considered to be representative of its respective fair value.

Revenue Recognition

We recognize revenue when we determine that the following criteria are met: (i) persuasive evidence an arrangement exists; (ii) delivery has occurred or services have been rendered; (iii) the fee is fixed or determinable; and (iv) collectability is reasonably assured.

Services Revenue: We provide a variety of services to clients in the oil and gas industry. Where services are provided related to the testing and analysis of rock and fluids, we recognize revenue upon the provision of the test results or analysis to the client. For our design, field engineering and completion diagnostic services, we recognize revenue upon the delivery of those services at the well site. In the case of our consortium studies, revenue is recognized when the reservoir model solution is presented to our clients. We conduct testing and provide analysis services in support of our consortium studies recognizing revenue as the testing and analysis results are made available to our consortium members.

Product Sales Revenue: We manufacture equipment that we sell to our clients in the oil and gas well industry. Revenue is recognized when title to that equipment passes to the client, which is typically when the product is shipped to the client or picked up by the client at our facilities, as set out in the contract.

All advance payments are classified as unearned revenue until services are performed or product title is transferred. All known or anticipated losses on contracts are provided for currently.

Interest Expense / Income

Interest expense and interest income are recognized when the expense is incurred or the income is earned.

Operational and Financial Leases

Lease contracts for which substantially all of the risks and rewards incidental to ownership of the assets does not lie with the Company are recognized as operational leases. Obligations under operational leases are recognized on a straight-line basis in the profit and loss account over the term of the contract, taking into account reimbursements received from the lessor.

Earnings Per Share

We compute basic earnings per common share by dividing net income available to common shareholders by the weighted average number of common shares outstanding during the period. Diluted earnings per common and potential common share include additional shares in the weighted average share calculations associated with the incremental effect of dilutive employee stock options, restricted stock awards and contingently issuable shares.

3. FINANCIAL RISKS AND RISK MANAGEMENT

Market Risk

We are exposed to market risk, which is the potential loss arising from adverse changes in currency, interest rate and price risk. We do not believe that our exposure to market risks, which are primarily related to interest rate changes, is material.

Currency Risks

We operate in a number of international areas which expose us to foreign currency exchange rate risk. We do not currently hold or issue forward exchange contracts or other derivative instruments for hedging or speculative purposes. Foreign exchange gains and losses are the result of fluctuations in the U.S. dollar ("USD") against other currencies and are included in other (income) expense in the consolidated income statement. We recognized foreign exchange losses in countries where the USD weakened against the local currency and we had net monetary liabilities denominated in the local currency, as well as in countries where the USD strengthened against the local currency and we had net monetary assets denominated in the local currency. We recognized foreign exchange gains in countries where the USD strengthened against the local currency and we had net monetary liabilities denominated in the local currency, as well as in countries where the USD weakened against the local currency and we had net monetary assets denominated in the local currency. We manage our risk to foreign exchange fluctuations by minimizing our net monetary assets and liabilities denominated in currencies other than USD.

The following table summarizes the impact on our other comprehensive income and post-tax profit for the year if the US Dollar exchange rate changed by 20% against the listed currencies with all other variables held constant (in thousands):

	2014		2013	
	Increase 20%	Decrease 20%	Increase 20%	Decrease 20%
Euro	\$ 1,521	\$ (1,521)	\$ 1,197	\$ (1,197)
British Pound	596	(596)	691	(691)
Canadian Dollar	2,468	(2,468)	2,306	(2,306)
Mexican Peso	257	(257)	161	(161)
Russian Ruble	44	(44)	284	(284)
Total	<u>\$ 4,886</u>	<u>\$ (4,886)</u>	<u>\$ 4,639</u>	<u>\$ (4,639)</u>

The above listed currencies represent 24% and 25% of our net monetary assets on December 31, 2014 and 2013, respectively while our position in US Dollars represents 57% and 57% of our net monetary assets on December 31, 2014 and 2013, respectively. The overall increase in our exposure to an increase or decrease in foreign exchange rates at December 31, 2014 is due to an increase in our net monetary asset position in Canadian dollars and Euros, combined with a decrease in our net monetary asset position in USD.

Interest Rate Risks

Our policy on interest rate risks is aimed to manage the net financing charges due to fluctuations in market rates of interest. We analyze our interest rate exposure on a dynamic basis. Various scenarios are simulated taking into consideration refinancing, renewal of existing positions and alternative financing.

At December 31, 2014, we had \$206.0 million in debt outstanding under this facility including \$156.0 million which carries a variable interest rate (from LIBOR + 1.25% to LIBOR + 2.0%) as well as \$25 million which carries an interest rate of 3.75% and \$25 million which carries an interest rate of 2.98% under this facility.

If LIBOR had changed by 20% with all other variables held constant, our interest expense for the year would have increased/decreased by \$71 thousand.

Our Senior Notes carry a fixed interest rate and therefore there is no interest rate sensitivity on our Senior debt.

We manage our cash flow interest rate risk by using floating-to-fixed interest rate swaps. Such interest rate swaps have the economic effect of converting borrowings from floating rates to fixed rates. Under the interest rate swaps, we agree with other parties to exchange, at specified intervals, the difference between fixed contract rates and floating-rate interest amounts calculated by reference to the agreed notional amounts.

Credit Risks

Our financial instruments that potentially subject us to concentrations of credit risk consist primarily of cash, cash equivalents, accounts receivable and other financial assets. All cash and cash equivalents are on deposit at commercial banks or investment firms with significant financial resources. Our trade receivables are with a variety of independent, international and national oil and gas companies. We consider our credit risk to be limited due to the creditworthiness and financial resources of these financial institutions and companies. We limit this risk by evaluating the credit history and credit worthiness using various credit agencies, such as Dun and Bradstreet, to determine if we should conclude transactions with the company. All new customers are required to be reviewed by our credit department who obtains independent credit reports and trade reports on the customer. If there is no independent rating, our credit department assesses the credit quality of the customer taking into account its financial position, past experience and other factors. In certain situations we will require a letter of credit before completing the sale. In addition, ongoing customers are periodically reviewed to ensure their financial position continues to warrant the extension of credit. The aim is to maintain a customer base where no one customer will account for a significant portion of our business. We evaluate our estimate of the allowance for doubtful accounts on an on-going basis throughout the year. We had no clients who provided more than 10% of our revenues for the years ended December 31, 2014 and 2013. Our exposure to credit risk is the total balance of financial instruments that is not impaired which is \$254.4 million and \$255.8 million at December 31, 2014 and 2013, respectively.

Liquidity Risks

We maintain a credit facility that is used as needed for operational purposes with a group of commercial banks with significant financial resources that share in the amount outstanding on a pre-determined ratio. We issued letters of credit on the credit facility for \$25 million at December 31, 2014. The balance that may be drawn under the credit facility was \$119 million at December 31, 2014. No credit limits were exceeded during the reporting period.

The management of liquidity risk entails maintaining sufficient cash and marketable securities along with the availability of funding through our credit facility. Our financing policy is directed at establishing and maintaining an optimal financing structure that takes into account our current asset base and our investment program. From time to time, we seek access to the capital markets when external funding is required to the extent we need outside funding beyond our internally generated free cash flow in order to finance investments, potential acquisitions and repayment of debt. We have a revolving credit facility that matures in September 2016. In addition, we have outstanding \$150 million of Senior Notes due 2021 and 2023 (“Senior Notes”). In addition to our repayment commitments under our credit facilities and the Senior Notes, we have non-cancelable lease arrangements under which we lease property including buildings, equipment and vehicles.

The following table summarizes our future contractual obligations under these arrangements into relevant maturity groupings based on the remaining period at the balance sheet to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows, including interest. Balances due within 12 months equal their carrying balances as the impact of interest is not significant.

At December 31, 2014	Total	Less than 1 year	1-3 Years	3-5 Years	More than 5 Years
Contractual Obligations (in thousands):					
Debt	\$ 404,796	\$ 6,090	\$ 12,180	\$ 218,180	\$ 168,346
Derivative financial instruments	1,082	—	—	201	881
Trade payables	47,084	47,084	—	—	—
Other accrued expenses	16,531	16,531	\$ —	\$ —	\$ —
Total contractual obligations	<u>\$ 469,493</u>	<u>\$ 69,705</u>	<u>\$ 12,180</u>	<u>\$ 218,381</u>	<u>\$ 169,227</u>
At December 31, 2013	Total	Less than 1 year	1-3 Years	3-5 Years	More than 5 Years
Contractual Obligations (in thousands):					
Debt	\$ 320,363	\$ 6,090	\$ 12,180	\$ 129,180	\$ 172,913
Derivative financial instruments	—	—	—	—	—
Trade payables	50,821	50,821	—	—	—
Other accrued expenses	12,657	12,657	—	—	—
Total contractual obligations	<u>\$ 383,841</u>	<u>\$ 69,568</u>	<u>\$ 12,180</u>	<u>\$ 129,180</u>	<u>\$ 172,913</u>

We plan on funding these obligations through existing cash balances, operating cash flows and the unused portion of our credit facility. We have no significant purchase commitments or similar obligations outstanding at December 31, 2014.

Capital Risk Management

Our objectives when managing capital are to safeguard our ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, we may adjust the amount of capital we return to shareholders through our share repurchase and dividend programs, issue new shares or convert assets to cash to reduce debt. Consistent with others in our industry, we monitor capital on the basis of the debt to EBITDA ratio. This ratio is calculated as debt divided by the sum of net income, interest, taxes, depreciation and amortization.

The debt to EBITDA ratio at December 31, 2014 and 2013 were as follows (in thousands):

	2014	2013
Total borrowings	\$ 356,000	\$ 267,028
Net income	261,735	254,057
Interest expense	10,197	8,541
Tax expense	72,528	72,807
Depreciation expense	25,297	24,168
Amortization expense	1,399	1,303
EBITDA	<u>\$ 371,156</u>	<u>\$ 360,876</u>
Debt to EBITDA ratio	96%	74%

4. CRITICAL ACCOUNTING ESTIMATES AND ASSUMPTIONS

Use of Estimates

The preparation of financial statements requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. We evaluate our estimates on an ongoing basis and

utilize our historical experience, as well as various other assumptions that we believe are reasonable in a given circumstance, in order to make these estimates. Actual results could differ from our estimates as assumptions and conditions change.

The following accounts, among others, require us to use critical estimates and assumptions:

- allowance for doubtful accounts, see Note 12 - Trade and Other Receivables;
- inventory reserves, see Note 10 - Inventories;
- depreciation and amortization, see Notes 6 - Property, Plant and Equipment and 7 - Intangible Assets;
- determining the fair value of financial instruments, see Note 30 - Fair Value;
- assumptions used in determining obligations for pensions and other post-retirement benefits, see Note 20 - Pension and Other Benefit Plans;
- determining the fair value of share-based compensation, see Note 14 - Stock-Based Compensation;
- income taxes and non-income related taxes. see Notes 9 - Deferred Income Taxes, 17 - Income and Other Tax Payable and 25 - Income Taxes; and
- impairment testing of long-lived assets, intangibles and goodwill, see Note 7 - Intangible Assets.

Accounting policies relating to these accounts and the nature of these estimates are further discussed under the applicable caption. For each of these critical estimates it is at least reasonably possible that changes in these estimates will occur in the short term which may impact our financial position or results of operations.

Fair Value Estimation

The carrying value less impairment provision of trade receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to us for similar financial instruments. For further discussion of fair value, see Note 30 - Fair Value.

Pension

We maintain a non-contributory defined benefit pension plan for substantially all of our Dutch employees hired prior to 2007. As required by current accounting standards, we recognize defined benefit costs associated with this plan in income from current operations and recognize the unfunded status of the plan, if any, as a long-term liability. In addition, we recognize as a component of other comprehensive income all remeasurement gains or losses. The projection of benefit obligation and fair value of plan assets requires the use of assumptions and estimates. Actual results could differ from those estimates. See Note 20 - *Pension and Other Benefit Plans*. Furthermore, we sponsor several defined contribution plans for the benefit of our employees. We expense these contributions in the period the contribution is made.

Income Taxes

We are subject to income taxes in numerous jurisdictions. Significant judgment is required in determining the worldwide provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. We recognize liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. See Note 9 - *Deferred Income Taxes*, Note 17 - *Income and Other Tax Payable* and Note 25 - *Income Taxes*.

Estimated Impairment of Goodwill

We annually determine whether goodwill has suffered any impairment, in accordance with the accounting policy stated in Note 2 - *Summary of Significant Accounting Policies*. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. We calculated the recoverable amounts at December 31, 2014 and determined that no impairment was necessary. The calculations require the use of estimates, see Note 7 - *Intangible Assets*.

If the estimated operating margin at December 31, 2014 had been 10% lower than management's estimates, we would not have recognized any impairment of goodwill.

If the estimated pre-tax discount rate applied to the discounted cash flows had been 10% higher than management's estimates, we would have not recognized any impairment against goodwill.

If the estimated short term and long term growth rates applied to the discounted cash flows had been 50% lower than management's estimates, we would have not recognized any impairment against goodwill.

5. SEGMENT REPORTING

We operate our business in three reportable segments. These complementary segments provide different services and products and utilize different technologies for improving reservoir performance and increasing oil and gas recovery from new and existing fields: (1) Reservoir Description, (2) Production Enhancement and (3) Reservoir Management.

- *Reservoir Description*: Encompasses the characterization of petroleum reservoir rock, fluid and gas samples. We provide analytical and field services to characterize properties of crude oil and petroleum products to the oil and gas industry.
- *Production Enhancement*: Includes products and services relating to reservoir well completions, perforations, stimulations and production. We provide integrated services to evaluate the effectiveness of well completions and to develop solutions aimed at increasing the effectiveness of enhanced oil recovery projects.
- *Reservoir Management*: Combines and integrates information from reservoir description and production enhancement services to increase production and improve recovery of oil and gas from our clients' reservoirs.

Results for these business segments are presented below. We use the same accounting policies to prepare our business segment results as are used to prepare our Consolidated Financial Statements. We evaluate performance based on income or loss from continuing operations before income tax, interest and other non-operating income (expense). Summarized financial information concerning our segments is shown in the following table (in thousands):

	<u>Reservoir Description</u>	<u>Production Enhancement</u>	<u>Reservoir Management</u>	<u>Corporate & Other¹</u>	<u>Consolidated</u>
December 31, 2014					
Revenues from unaffiliated customers	\$ 518,974	\$ 467,577	\$ 98,671	\$ —	\$ 1,085,222
Inter-segment revenues	10,387	2,459	366	(13,212)	—
Segment income (loss)	142,654	164,403	36,959	80	344,096
Finance costs	—	—	—	10,197	10,197
Share of profit (loss) of associates	479	(115)	—	—	364
Total assets	341,582	274,149	50,979	63,802	730,512
Capital expenditures	21,371	7,990	2,681	4,544	36,586
Intangible asset expenditures	379	428	11	36	854
Depreciation and amortization	15,816	7,509	1,393	1,978	26,696
December 31, 2013					
Revenues from unaffiliated customers	\$ 522,251	\$ 452,415	\$ 98,842	\$ —	\$ 1,073,508
Inter-segment revenues	3,432	3,140	1,742	(8,314)	—
Segment income (loss)	148,325	155,454	31,416	33	335,228
Finance costs	—	—	—	8,541	8,541
Share of profit (loss) of associates	397	(220)	—	—	177
Total assets	345,536	274,109	55,265	49,324	724,234
Capital expenditures	22,601	7,124	1,366	4,325	35,416
Intangible asset expenditures	—	3,531	—	—	3,531
Depreciation and amortization	14,898	7,745	945	1,883	25,471

(1) "Corporate and other" represents those items that are not directly related to a particular segment and eliminations.

Inter-segment transfers or transactions are entered into under the normal commercial terms and conditions that would also be available to unrelated third parties.

Segment assets consist primarily of cash and cash equivalents, trade and other receivables, inventories, property, plant and equipment and intangible assets. Unallocated assets in Corporate and Other is comprised of deferred taxation and miscellaneous assets related to the corporate function.

Capital expenditures comprise cash paid for additions to property, plant and equipment.

Our general and administrative costs are allocated to the segments on a proportional basis relative to each segment's costs of sales.

Geographical Information

We are a company incorporated in The Netherlands and we derive our revenues from services and product sales to clients primarily in the oil and gas industry. No single client accounted for 10% or more of revenues in any of the periods presented.

Prior to 2014, we attributed revenue to the country in which the revenue was recorded. During 2014, we began attributing sales revenue to the country where the product was shipped as we feel this gives a clearer view of our operations. We do, however, have significant levels of revenue recorded in the U.S., where the services were performed, that are sourced from projects on foreign oilfields. The following table shows a summary of our U.S. and non-U.S. operations (with 2013 revenue reclassified as described above) for December 31, 2014 and 2013 (in thousands):

GEOGRAPHIC INFORMATION	United States	Canada	Europe	Other Countries	Consolidated
December 31, 2014					
Revenues	\$ 515,643	\$ 105,244	\$ 188,838	\$ 275,497	\$ 1,085,222
Operating income	191,198	30,508	51,161	71,229	344,096
Property, plant and equipment	83,748	16,057	24,959	24,250	149,014
Total assets	384,441	80,430	112,765	152,876	730,512
Capital expenditures	20,871	1,914	6,133	7,668	36,586
December 31, 2013					
Revenues	\$ 487,252	\$ 107,842	\$ 178,430	\$ 299,984	\$ 1,073,508
Operating income	186,957	35,106	50,248	62,917	335,228
Property, plant and equipment	73,870	17,195	25,186	22,573	138,824
Total assets	366,421	96,217	125,025	136,571	724,234
Capital expenditures	17,017	2,902	5,970	9,527	35,416

We are domiciled in The Netherlands. The revenues from external customers in The Netherlands were \$52.9 million and \$51.3 million for 2014 and 2013, respectively, and the total revenue from external customers from other countries are included in the table above. Operating income and total assets associated with our corporate operations have been included in the results for the United States.

6. PROPERTY, PLANT AND EQUIPMENT

The components of property, plant and equipment were as follows at December 31, 2014 and 2013 (in thousands):

	<u>Land</u>	<u>Buildings</u>	<u>Machinery and Equipment</u>	<u>Construction In Progress</u>	<u>Total</u>
At January 1, 2013					
Historical cost	\$ 6,792	\$ 87,087	\$ 201,782	\$ 15,818	\$ 311,479
Accumulated depreciation	—	(35,845)	(150,216)	—	(186,061)
Net book amount	<u>6,792</u>	<u>51,242</u>	<u>51,566</u>	<u>15,818</u>	<u>125,418</u>
Year ended December 31, 2013					
Opening net book amount	6,792	51,242	51,566	15,818	125,418
Additions	—	1,054	10,021	26,719	37,794
Disposals	—	(21)	(198)	(1)	(220)
Transfers	683	8,882	19,577	(29,142)	—
Depreciation expense	—	(4,284)	(19,884)	—	(24,168)
Closing net book amount	<u>7,475</u>	<u>56,873</u>	<u>61,082</u>	<u>13,394</u>	<u>138,824</u>
At December 31, 2013					
Historical cost	7,475	95,249	221,028	13,394	337,146
Accumulated depreciation	—	(38,376)	(159,946)	—	(198,322)
Net book amount	<u>7,475</u>	<u>56,873</u>	<u>61,082</u>	<u>13,394</u>	<u>138,824</u>
Year ended December 31, 2014					
Opening net book amount	7,475	56,873	61,082	13,394	138,824
Additions	—	619	5,021	30,169	35,809
Acquisitions	—	—	6	—	6
Disposals	—	(292)	(23)	(13)	(328)
Transfers	—	7,455	18,770	(26,225)	—
Other	—	—	—	—	—
Depreciation expense	—	(4,733)	(20,564)	—	(25,297)
Closing net book amount	<u>7,475</u>	<u>59,922</u>	<u>64,292</u>	<u>17,325</u>	<u>149,014</u>
At December 31, 2014					
Historical cost	7,475	103,119	239,266	17,325	367,185
Accumulated depreciation	—	(43,197)	(174,974)	—	(218,171)
Net book amount	<u>\$ 7,475</u>	<u>\$ 59,922</u>	<u>\$ 64,292</u>	<u>\$ 17,325</u>	<u>\$ 149,014</u>

Machinery and equipment included in construction in progress was \$13.6 million and \$7.6 million for the years ended December 31, 2014 and 2013, respectively and buildings and improvements included in construction in progress was \$3.7 million and \$5.7 million for the years ended December 31, 2014 and 2013, respectively. The fair value of our property, plant and equipment approximates the book value. We recorded no material impairment charges related to property, plant and equipment held for use in continuing operations during the years ended December 31, 2014 and 2013.

For the years ended December 31, 2014 and 2013, depreciation expense recognized in the income statement is as follows (in thousands):

	<u>2014</u>	<u>2013</u>
Cost of sales and services	\$ 23,820	\$ 22,476
General and administrative	1,477	1,692
Total depreciation expense	<u>\$ 25,297</u>	<u>\$ 24,168</u>

7. INTANGIBLE ASSETS

The components of intangibles as of December 31, 2014 and 2013 are as follows (in thousands):

	<u>Goodwill</u>	<u>Other Intangibles</u>	<u>Indefinite Life Trade Names</u>	<u>Total</u>
At January 1, 2013				
Cost	\$ 209,917	\$ 9,783	\$ 3,895	\$ 223,595
Accumulated amortization	—	(4,957)	—	(4,957)
Net book amount	<u>209,917</u>	<u>4,826</u>	<u>3,895</u>	<u>218,638</u>
Year ended December 31, 2013				
Opening net book amount	209,917	4,826	3,895	218,638
Additions	—	2,946	585	3,531
Acquisitions	—	—	—	—
Amortization charge	—	(1,303)	—	(1,303)
Closing net book amount	<u>209,917</u>	<u>6,469</u>	<u>4,480</u>	<u>220,866</u>
At December 31, 2013				
Cost	209,917	11,041	4,480	225,438
Accumulated amortization	—	(4,572)	—	(4,572)
Net book amount	<u>209,917</u>	<u>6,469</u>	<u>4,480</u>	<u>220,866</u>
Year ended December 31, 2014				
Opening net book amount	209,917	6,469	4,480	220,866
Additions	—	812	42	854
Acquisitions	1,127	238	—	1,365
Amortization charge	—	(1,399)	—	(1,399)
Closing net book amount	<u>211,044</u>	<u>6,120</u>	<u>4,522</u>	<u>221,686</u>
At December 31, 2014				
Cost	211,044	12,091	4,522	227,657
Accumulated amortization	—	(5,971)	—	(5,971)
Net book amount	<u>\$ 211,044</u>	<u>\$ 6,120</u>	<u>\$ 4,522</u>	<u>\$ 221,686</u>

The following table summarizes the gross carrying value and the related accumulated amortization of our intangibles (except for goodwill) by significant category (in thousands):

	Original life in years	2014		2013	
		Gross Carrying Value	Accumulated Amortization	Gross Carrying Value	Accumulated Amortization
Acquired trade secrets	2-20	\$ 1,388	\$ 878	\$ 1,388	\$ 775
Acquired patents and trademarks	4-10	6,854	1,601	6,367	1,181
Agreements not to compete	3-5	3,849	3,492	3,286	2,616
Acquired trade names	Indefinite	4,522	—	4,480	—
Total other intangibles and trade names		<u>\$ 16,613</u>	<u>\$ 5,971</u>	<u>\$ 15,521</u>	<u>\$ 4,572</u>

For the years ended December 31, 2014 and 2013, \$1.4 million and \$1.3 million of amortization expense was recognized in general and administrative costs in the income statement, respectively.

Impairment

Certain intangibles, primarily related to trade names, are deemed to have an indefinite life and are not amortized. These assets are specific trade names which have been determined will be used and provide future cash flows indefinitely. These intangibles are held by the Company and are included in an impairment analysis. We performed this impairment testing at December 31, 2014 assuming an average gross margin of 30%, growth rates of approximately (25.7)% for 2015, (05)% for 2016, 6% for 2017, 12% for 2018 and 2019 and a terminal growth rate of 4% and a discount rate of 10.1% and no impairment was indicated. Therefore, no impairment losses were recorded or reversed in 2014 or 2013.

We monitor or test goodwill for impairment annually or more frequently if circumstances indicate a potential impairment. For purposes of this test, we group our CGU to a level equivalent to our reportable segments, and compare the recoverable amount of CGU groupings to their net carrying value. The recoverable amount is determined by estimating the present value of projected future cash flows using our weighted average cost of capital as a basis for the discount rate. We performed this impairment testing at December 31, 2014 and no impairment was indicated.

Goodwill is recorded in our reportable segments as follows (in thousands):

	2014	2013
Reservoir Description	\$ 100,495	\$ 99,368
Production Enhancement	92,305	92,305
Reservoir Management	18,244	18,244
Total goodwill	<u>\$ 211,044</u>	<u>\$ 209,917</u>

The key assumptions used for the impairment calculation at December 31, 2014 are as follows:

	<u>Reservoir Description</u>	<u>Production Enhancement</u>	<u>Reservoir Management</u>
Gross margin (1)	27%	34%	32 %
Growth rate (2)	1.9%	0.7%	(2.9)%
Terminal growth rate (3)	4%	4%	4 %
Discount rate (4)	10.1%	10.1%	10.1 %

(1) Budgeted gross margin

(2) Average growth rate used for the next 5 years to extrapolate cash flows beyond the budget period

(3) Average growth rate used to calculate a terminal value beyond 5 years

(4) Weighted average cost of capital is used as a basis for the discount rate applied to the cash flow projections

These assumptions have been used for the analysis for each CGU grouping. Management determined the budgeted gross margin based on past performance and its expectations of market development. The weighted average growth rates used are consistent with the forecasts included in industry reports. The discount rate used is pre-tax. We used cash flow projections based on financial budgets approved by management covering a one year period. Cash flows beyond the first year are extrapolated using the estimated growth rates stated above. For sensitivity analysis, see the Estimated Impairment of Goodwill section in Note 4 - *Critical Accounting Estimates and Assumptions*.

8. ASSOCIATES

The investments in associates comprise the financial information of the following companies:

Name	Legal Seat	Ownership Percentage
Saybolt Tunisie	Tunis, Tunisia	49%
Saybolt Saudi Arabia Co., Ltd	Riyadh, Saudi Arabia	45%
Saybolt MED	Tunis, Tunisia	49%
Shanghai SIC - Saybolt Commodities Surveying Co Ltd.	Shanghai, China	50%
Saybolt Maroc (1)	Rabat, Morocco	49%
Projeito Brasil	Macaé, Brasil	49%

(1) Our investment in Saybolt Maroc comes through our investment in Saybolt Tunisie

These associates are not consolidated since we do not exercise decisive control over their operations. For Saybolt Saudi Arabia Co., Ltd, we share in the profit at 45%, however, we are responsible for 100% of the losses.

The aggregated summarized financial information of the non-consolidated associates is as follows (in thousands):
The activity from our non-consolidated associates consisted of (in thousands):

	2014	2013
Assets	\$ 5,282	\$ 3,913
Liabilities	1,264	1,015
Revenues	4,759	4,248
Profit/Loss	1,186	355

The movement in the book value of our non-consolidated associates consisted of (in thousands):

	2014	2013
Beginning of the year	\$ 1,907	\$ 1,851
Investment	65	(121)
Dividends	—	—
Share of income/(loss)	364	177
End of the year	<u>\$ 2,336</u>	<u>\$ 1,907</u>

9. DEFERRED INCOME TAXES

Deferred tax assets and liabilities result from various temporary differences between the financial statement carrying amount and their tax basis. Deferred tax assets and liabilities as of December 31, 2014 and 2013 are summarized as follows (in thousands):

	<u>2014</u>	<u>2013</u>
Deferred tax assets:		
Deferred income tax asset to be recovered within 12 months	\$ 10,587	\$ 18,272
Deferred income tax asset to be recovered after more than 12 months	10,006	13,387
Net deferred tax asset	<u>\$ 20,593</u>	<u>\$ 31,659</u>
Deferred tax liabilities:		
Deferred income tax liability to be recovered within 12 months	\$ (3,093)	\$ (975)
Deferred income tax liability to be recovered after more than 12 months	(14,453)	(16,113)
Net deferred tax liability	<u>(17,546)</u>	<u>(17,088)</u>
Net deferred income taxes	<u>\$ 3,047</u>	<u>\$ 14,571</u>
The gross movement on the deferred income tax account is as follows:		
Beginning of year	\$ 14,571	\$ 13,590
Income statement charge	(6,153)	(3,622)
Charges to other comprehensive income and equity	(5,371)	4,603
End of year	<u>\$ 3,047</u>	<u>\$ 14,571</u>

The movement in deferred income tax assets and liabilities during the year, taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

Deferred Tax Assets

	<u>Tax Losses</u>	<u>Tax Credits</u>	<u>Stock Compensation</u>	<u>Accruals</u>	<u>Other</u>	<u>Total</u>
January 1, 2013	\$ 5,866	\$ 3,122	\$ 11,493	\$ 7,414	\$ 3,853	\$ 31,748
(Charged)/credited to income statement	671	(2,676)	(91)	1,893	(4,489)	(4,692)
(Charged)/credited to other comprehensive income and equity	—	—	4,603	—	—	4,603
December 31, 2013	6,537	446	16,005	9,307	(636)	31,659
(Charged)/credited to income statement	(192)	(18)	(656)	(4,829)	—	(5,695)
Balance sheet reclass	—	—	—	—	—	—
(Charged)/credited to other comprehensive income and equity	—	—	(5,641)	270	—	(5,371)
December 31, 2014	<u>\$ 6,345</u>	<u>\$ 428</u>	<u>\$ 9,708</u>	<u>\$ 4,748</u>	<u>\$ (636)</u>	<u>\$ 20,593</u>

Deferred Tax Liabilities

	<u>Intangibles</u>	<u>Tangible Fixed Assets</u>	<u>Stock Compensation</u>	<u>Reserves Accruals</u>	<u>Other</u>	<u>Total</u>
January 1, 2013	\$ (1,750)	\$ (5,540)	\$ —	\$ (7,243)	\$ (3,625)	\$ (18,158)
(Charged)/credited to income statement	(1,300)	1,046	—	—	1,324	1,070
(Charged)/credited to other comprehensive income and equity	—	—	—	—	—	—
December 31, 2013	(3,050)	(4,494)	—	(7,243)	(2,301)	(17,088)
(Charged)/credited to income statement	(2,600)	(2,500)	—	4,642	—	(458)
(Charged)/credited to other comprehensive income and equity	—	—	—	—	—	—
December 31, 2014	<u>\$ (5,650)</u>	<u>\$ (6,994)</u>	<u>\$ —</u>	<u>\$ (2,601)</u>	<u>\$ (2,301)</u>	<u>\$ (17,546)</u>

At December 31, 2014, we had net operating loss carry-forwards for income tax purposes in various tax jurisdictions of approximately \$23.5 million. Of those carry-forwards that are subject to expiration, they will expire, if unused, \$4.7 million in 2015, \$0.6 million in 2016, \$1.4 million in 2017, \$2.3 million in 2018, \$8.7 million in 2018-2020, and \$3.7 million in 2021-2027. We currently do not believe the tax benefit will be realized; as such we have not recognized a deferred tax asset.

10. INVENTORIES

Inventories consisted of the following at December 31, 2014 and 2013 (in thousands):

	<u>2014</u>	<u>2013</u>
Finished goods	\$ 32,249	\$ 37,143
Parts and materials	9,147	8,323
Work in progress	1,975	1,355
Inventories, net	<u>\$ 43,371</u>	<u>\$ 46,821</u>

The cost of inventories recognized as expense and included in Cost of Sales was \$125.7 million and \$130.6 million for the years ended December 31, 2014 and 2013, respectively. We include freight costs incurred for shipping inventory to our clients in the Cost of Sales caption in the accompanying consolidated income statement. The balances above are net of valuation reserves of \$2.6 million and \$2.9 million at December 31, 2014 and 2013, respectively.

11. PREPAID AND OTHER CURRENT ASSETS AND INCOME TAX RECEIVABLE

Prepaid expenses and other current assets are comprised primarily of prepaid insurance, value added taxes and rents.

Income tax receivable relates to estimated tax pre-payments made in excess of actual tax liabilities. These receivables are due back as refunds from the respective taxing authorities.

12. TRADE AND OTHER RECEIVABLES

Trade and other receivables consisted of the following at December 31, 2014 and 2013 (in thousands):

	<u>2014</u>	<u>2013</u>
Trade receivables	\$ 194,194	\$ 198,630
Other receivables	6,366	5,564
Total receivables	<u>200,560</u>	<u>204,194</u>
Less - valuation reserves	3,397	2,872
Receivables, net	<u>\$ 197,163</u>	<u>\$ 201,322</u>

The carrying value of trade and other receivables approximates their fair values at December 31, 2014 and 2013.

Trade receivables that are past due 180 days for customers, are considered impaired. However, for major or national oil companies, government entities, or Fortune 500 size companies, trade receivables are not considered impaired until they are past due greater than 365 days. As of December 31, 2014 and 2013 we had \$3.8 million and \$2.1 million, respectively, that were 180 days past due but not impaired. As of December 31, 2014 and 2013 there were no receivables that were 365 days past due but not impaired. The amount of the provision for impaired receivables was \$3.4 million and \$2.9 million for 2014 and 2013, respectively. The impaired receivables related to receivables that met the criteria to be considered impaired according to our policy. The aging analysis of these receivables is as follows (in thousands):

	<u>Not Impaired</u>		<u>Impaired</u>	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
Not past due	\$ 113,024	\$ 114,442	\$ —	\$ —
Up to 180 days past due	73,941	79,248	—	—
180 to 365 days past due	3,832	2,068	1,736	1,070
Over 365 days past due	—	—	1,661	1,802
Total	<u>\$ 190,797</u>	<u>\$ 195,758</u>	<u>\$ 3,397</u>	<u>\$ 2,872</u>

The carrying amount of our trade and other receivables are denominated in the following currencies (in thousands):

	2014	2013
US dollar	\$ 129,848	\$ 125,979
Euro	17,038	16,932
Pound	10,312	11,736
Canadian dollar	17,768	22,395
Ruble	5,091	6,920
Other currencies	20,503	20,232
Total	<u>\$ 200,560</u>	<u>\$ 204,194</u>

Movements in the allowance on trade receivables are as follows (in thousands):

	2014	2013
At January 1,	\$ 2,872	\$ 3,516
Provision for receivable impairment (recoveries)	1,243	(236)
Receivables written off as uncollectible	(883)	(476)
Other ¹	165	68
At December 31,	<u>\$ 3,397</u>	<u>\$ 2,872</u>

(1) Comprised primarily of differences due to changes in the exchange rate.

The additions to and recoveries from provisions for impaired receivables have been included in Cost of Product Sales or Services in the consolidated income statement. Amounts charged to the allowance account are generally written off when there is no expectation of recovering any of the outstanding balance.

The other classes of receivables within trade and other receivables do not contain impaired assets.

The maximum exposure to credit risk at the reporting date is the fair value of each class of receivable mentioned above. We do not hold any collateral as security on receivables.

13. EQUITY

Share capital

The authorized share capital of the Company as at December 31, 2014 amounts to EUR 4 million and consists of 200,000,000 ordinary shares with a par value of EUR 0.02 each.

Issued and paid in share capital amounts to \$1.2 million and consists of 45,600,002 issued and 43,636,984 outstanding ordinary shares with a par value of EUR 0.02 each. Repurchased ordinary shares amounts to \$317.6 million and consists of 1,963,018 ordinary shares with a par value of EUR 0.02 each.

The movements in the number of shares in 2014 are as follows:

	Ordinary Shares	Repurchased Ordinary Shares	Shares Outstanding
Balance at January 1, 2014	46,750,002	1,648,613	45,101,389
Issue of ordinary shares	—	(216,395)	216,395
Cancellation of treasury shares	(1,150,000)	(1,150,000)	—
Repurchased own shares	—	1,680,800	(1,680,800)
Balance at December 31, 2014	<u>45,600,002</u>	<u>1,963,018</u>	<u>43,636,984</u>

Treasury Shares

We are incorporated in The Netherlands and under the Dutch Civil Code, a corporation and its subsidiaries can hold a maximum of 50% of their issued shares in treasury. On October 29, 2002, we began to repurchase our shares under a share repurchase program approved by shareholders in connection with our initial public offering in September 1995. We currently have shareholder approval to hold 10% of our issued share capital in treasury. On May 13, 2014 at our annual shareholder's meeting, our shareholders authorized the extension of our share repurchase program of up to 10% of our issued share capital from time to time for an 18 month period until November 13, 2015. The cancellation of shares had also been approved by shareholders at prior shareholder meetings. The repurchase of shares in the open market is at the discretion of management pursuant to shareholder authorization.

From the activation of the share repurchase program through December 31, 2014, we have repurchased 37,867,189 shares for an aggregate purchase price of approximately \$1.5 billion, or an average price of \$38.43 per share and have cancelled 30,975,406 shares at a cost of \$840.0 million. During the twelve months ended December 31, 2014, we repurchased 1,680,800 of our common shares for \$264.4 million, at an average price of \$157.29 per share which included rights to 69,075 shares valued at \$10.3 million, or \$148.85 per share, that were surrendered to us pursuant to the terms of a stock-based compensation plan, in consideration of the exercise price of their stock options and their personal tax burdens that may result from the issuance of common shares under this plan. Subsequent to year end, we have repurchased 843,130 shares at a total cost of approximately \$91.7 million.

At the annual meeting of shareholders on May 13, 2014, the shareholders approved the cancellation of 1,150,000 shares of our common stock then held as treasury stock. These treasury shares were cancelled on July 25, 2014, after the expiration of the waiting period required under Dutch law. We charged the excess of the cost of the treasury stock over its par value to additional paid-in capital.

For the year ended December 31, 2014, we issued out of treasury stock 216,395 shares relating to the vesting of restricted stock.

Dividends

Cash dividends of \$0.50 per share were paid each quarter of 2014. The total dividends paid in 2014 were \$89.1 million. In 2015 we increased our dividend and paid \$0.55 per share of common stock on February 20, 2015 to shareholders of record on January 23, 2015.

The declaration and payment of future dividends will be at the discretion of the Supervisory Board of Directors and will depend upon, among other things, future earnings, general financial condition, liquidity, capital requirements, and general business conditions. Dividend distributions to be paid to shareholders are recognized as a liability in the Balance Sheet in the period in which they are declared but not paid.

Because we are a holding company that conducts substantially all of our operations through subsidiaries, our ability to pay cash dividends on the common shares is also dependent upon the ability of our subsidiaries to pay cash dividends or otherwise distribute or advance funds to us and on the terms and conditions of our existing and future credit arrangements.

Other Reserves

Other Reserves is comprised of adjustments directly to other comprehensive income.

	<u>Pension</u>	<u>Cash Flow Hedge</u>	<u>Translation</u>	<u>Total</u>
Balance at January 1, 2013	\$ (8,790)	\$ —	\$ (364)	\$ (9,154)
Pension remeasurement	(524)	—	—	(524)
Currency translation adjustment	—	—	(390)	(390)
Balance at December 31, 2013	<u>(9,314)</u>	<u>—</u>	<u>(754)</u>	<u>(10,068)</u>
Pension remeasurement	(7,130)	—	—	(7,130)
Currency translation adjustment	—	—	1,027	1,027
Cash flow hedge	—	(811)	—	(811)
Balance at December 31, 2014	<u>\$ (16,444)</u>	<u>\$ (811)</u>	<u>\$ 273</u>	<u>\$ (16,982)</u>

14. STOCK-BASED COMPENSATION

We have granted restricted stock awards under two stock incentive plans: the 2014 Long-Term Incentive Plan and the 2014 Nonemployee Director Stock Incentive Plan. Awards under the following two compensation programs have been granted pursuant to both plans: (1) the Performance Share Award Program (“PSAP”) and (2) the Restricted Share Award Program (“RSAP”).

We issue shares from either treasury stock or authorized shares upon the lapsing of vesting restrictions on restricted stock. During 2014 and 2013, we issued 216,395 shares and 222,176 shares, respectively, out of treasury stock relating to the vesting of restricted stock. The average share price on the dates that the awards vested was \$95.84. We do not use cash to settle equity instruments issued under stock-based compensation awards.

Compensation expense is recorded at the grant date fair value of the shares expected to vest. Grant date fair value is calculated as the closing price on the date of the grant adjusted down by the discounted value of the dividends expected to be paid over the life of the grant. The shares expected to vest takes into account the expected forfeiture rate.

2014 Long-term Incentive Plan

On May 13, 2014, the 2007 Long-Term Incentive Plan was amended, restated and renamed as the 2014 Long-Term Incentive Plan (the “Plan”). The primary changes effected by the 2014 amendment and restatement were to (a) extend the period during which awards may be granted under the Plan to May 12, 2024, and (b) increase the number of common shares subject to the Plan by 1,100,000 shares. At December 31, 2014, 1,500,029 shares remained available for the grant of new awards under the Plan. Specifically, we encourage share ownership by awarding various long-term equity incentive awards under the Plan, consisting of the PSAP and RSAP. We believe that widespread common share ownership by key employees is an important means of encouraging superior performance and employee retention. Additionally, our equity-based compensation programs encourage performance and retention by providing additional incentives for executives to further our growth, development and financial success over a longer time horizon by personally benefiting through the ownership of our common shares and/or rights.

Performance Share Award Program

On February 17, 2012, certain executives were awarded rights to receive an aggregate of 79,009 common shares if our calculated return on invested capital (“ROIC”), as defined in the PSAP, is in the top decile of the Bloomberg Comp Group at the end of the three year performance period, which ended on December 31, 2014. This arrangement was recorded as an equity award that required us to recognize compensation expense totaling \$9.4 million over the performance period that began on January 1, 2012, of which \$3.2 million and \$3.1 million has been recognized in 2014 and 2013, respectively. At December 31, 2014, the Company had the highest ROIC compared to the Bloomberg Comp Group. The Compensation Committee of our Board of Supervisory Directors verified that the performance target criteria had been met and 79,009 shares vested. We issued these common shares on December 31, 2014 and, simultaneously, the participants surrendered 29,593 common shares to settle any personal tax liabilities which may result from the award, as permitted by the agreement. We recorded these surrendered shares as treasury stock with an aggregate cost of \$3.6 million at \$120.34 per share. We have recognized a tax benefit from the vesting of the PSAP of \$0.1 million in 2014.

On February 13, 2013, certain executives were awarded rights to receive an aggregate of 79,660 common shares if our calculated ROIC, as defined in the PSAP, is in the top decile of the Bloomberg Comp Group at the end of the performance period, which ends on the last trading day of 2015, Thursday, December 31, 2015. Unless there is a change in control as defined in the PSAP, none of these awards will vest if the specified performance target is not met as of the last day of the performance period. This arrangement is recorded as an equity award that requires us to recognize compensation expense totaling \$10.2 million over the performance period that began on January 1, 2013, of which \$3.4 million and \$3.4 million has been recognized in 2014 and 2013, respectively. The unrecognized compensation expense is expected to be recognized over an estimated amortization period of 12 months.

On February 10, 2014, certain executives were awarded rights to receive an aggregate of 53,548 common shares if our calculated ROIC, as defined in the PSAP, is in the top decile of the Bloomberg Comp Group at the end of the performance period, which ends on the last trading day of 2016, Friday, December 30, 2016. Unless there is a change in control as defined in the PSAP, none of these awards will vest if the specified performance target is not met as of the last day of the performance period. This arrangement is recorded as an equity award that requires us to recognize compensation expense totaling \$9.3

million over the performance period that began on January 1, 2014, of which \$3.1 million has been recognized in 2014. The unrecognized compensation expense is expected to be recognized over an estimated amortization period of 24 months.

Restricted Share Award Program

In 2004, the Equity Awards Subcommittee of our Compensation Committee of our Board of Supervisory Directors approved the RSAP to attract and retain the best employees, and to better align employee interests with those of our shareholders. Under this arrangement we have awarded grants totaling 80,983 shares in 2014. Each of these grants awarded in 2014 has a vesting period of principally six years and vests ratably on an annual basis. There are no performance accelerators for early vesting for these awards. Awards under the RSAP are classified as an equity award and recorded at the grant-date fair value and the compensation expense is being recognized over the expected life of the award. As of December 31, 2014, there was \$33.8 million of unrecognized total stock-based compensation relating to nonvested RSAP awards. The unrecognized compensation expense is expected to be recognized over an estimated weighted-average amortization period of 48 months. We have recognized compensation expense of \$12.0 million and \$12.6 million in 2014 and 2013, respectively. We have recognized a tax benefit from the vesting of the RSAP of \$10.2 million in 2014.

2014 Nonemployee Director Stock Incentive Plan

On May 13, 2014, the 2006 Nonemployee Director Stock Option Plan was amended, restated and renamed as the 2014 Nonemployee Director Stock Incentive Plan (the “Director Plan”). The primary change effected by the 2014 amendment was to extend the period during which awards may be granted under the Director Plan to May 12, 2024. The Director Plan provides common shares for grant to our eligible Supervisory Directors. As of the date of the amendment, subject to adjustment as provided in the Director Plan, there were available for Awards granted wholly or partly in Common Shares (including rights or options which may be exercised for or settled in Common Shares) during the term of the Director Plan, the sum of 583,963 Common Shares. As of December 31, 2014, 564,965 shares remained available for the grant of new awards under the Director Plan. Only non-employee Supervisory Directors are eligible for these equity-based awards under the Director Plan.

Restricted Share Award Program

Effective April 1, 2012, we made a grant of restricted shares to the non-executive Supervisory Directors, including Mr. Vriesendorp, who was leaving the Supervisory Board pursuant to the Succession Plan, as discussed below, and Ms. van Kempen, the new Supervisory Director elected at the annual meeting in 2012 (the Effective Date of her grant was May 31, 2012) in the amount of \$150,000, divided by the closing price of the Company’s stock on March 31, 2012, rounded upwards to the nearest whole share for a total of 1,141 shares each. The restricted shares will vest, without performance criteria, at the end of a three-year vesting period that began on April 1, 2012 and will end on March 31, 2015.

Effective April 1, 2013, we made a grant of restricted shares to the non-executive Supervisory Directors, including Mr. Perna, who was leaving the Supervisory Board pursuant to the Succession Plan, and Mr. Dunlap and Ms. van Geuns, the new Supervisory Directors elected at the annual meeting in 2013 (the Effective Date of their grant was May 31, 2013) in the amount of \$150,000, divided by the closing price of the Company’s stock on March 31, 2013, rounded upwards to the nearest whole share for a total of 1,088 shares each. The restricted shares will vest, without performance criteria, at the end of a three-year vesting period that began on April 1, 2013 and will end on March 31, 2016.

Effective April 1, 2014 we made a grant of restricted shares to the non-executive Supervisory Directors elected at the annual meeting in 2014 in the amount of \$150,000, divided by the closing price of the Company’s stock on March 31, 2014, rounded upwards to the nearest whole share for a total of 756 shares each. The restricted shares will vest, without performance criteria, at the end of a three-year vesting period that began on April 1, 2014 and will end on March 31, 2017.

For all of the pending awards, at the time they were approved by the Compensation Committee and the Supervisory Board, they required the recipient’s continued service as a director (other than for death or disability) to the time of vesting for the recipient to receive the shares that otherwise vested. In the event of an award recipient’s death or disability prior to the last day of these performance or vesting periods, his or her restricted shares would vest as described above. As originally provided, if an award recipient’s service with us terminated (other than for death or disability) prior to the last day of these performance or vesting periods, his or her restricted shares would be immediately forfeited to the extent not then vested. In the event of a change in control (as defined in the 2006 NonEmployee Director Stock Incentive Plan) prior to the last day of these performance or vesting periods and while the award recipient is in our service (or in the event of a termination of the award recipient’s service upon such change in control), all of the award recipient’s restricted shares will vest as of the effective date of such change in control.

On March 2, 2011, the Supervisory Board approved the Succession Plan whereby one nonexecutive Supervisory Director would be replaced per year over a period of six years to allow new members to join the Supervisory Board. Consequently, the Compensation Committee and Supervisory Board have taken action to adjust the award agreements to equitably take into account the fact that (1) the Company is initiating the change in nonexecutive Supervisory Directors and (2) the members being rotated off of the Supervisory Board pursuant to the Succession Plan will not have a choice about remaining in service as a Supervisory Director to achieve full vesting of all currently awarded grants. At present, only Messrs. Kearney, Ogren, Perna, Schouten and Vriesendorp are governed by the Succession Plan and have had or will have their grants extended. Mr. Joyce, who resigned from the Supervisory Board in 2013, one year prior to the end of his term, forfeited any RSAP grants pending at the time of his early resignation.

Nonvested restricted and performance share awards as of December 31, 2014 and changes during the year were as follows:

	Long-term Incentive Plan		Nonemployee Director Stock Incentive Plan	
	Number of Shares	Weighted Average Grant Date Fair Value	Number of Shares	Weighted Average Grant Date Fair Value
Nonvested at December 31, 2012	616,040	\$ 88.74	18,270	\$ 112.48
Granted	174,280	129.05	7,616	130.32
Vested	(222,176)	80.55	—	—
Forfeited	(28,085)	92.01	(2,610)	112.77
Nonvested at December 31, 2013	540,059	104.98	23,276	118.28
Granted	134,531	180.73	4,536	196.34
Vested	(207,581)	119.12	(8,814)	100.74
Forfeited	(16,686)	110.14	—	—
Nonvested at December 31, 2014	450,323	\$ 131.73	18,998	\$ 146.55

The fair value of the nonvested restricted stock awards at December 31, 2014 was \$56.5 million.

Stock Options

The following table presents the change in outstanding stock options under the Plan and the Director Plan for the years ended December 31, 2014 and 2013. All options are fully vested and have been exercised.

	Shares	Range of Exercise Prices	Weighted Average Exercise Price
Balance at December 31, 2012	12,000	—	\$ 6.95
Options granted	—	—	—
Options exercised	(12,000)	—	6.95
Options forfeited	—	—	—
Balance at December 31, 2013	—	—	—
Options granted	—	—	—
Options exercised	—	—	—
Options forfeited	—	—	—
Balance at December 31, 2014	—	—	\$ —

The total intrinsic value of options exercised during 2014 and 2013 was immaterial.

Stock-Based Compensation Expense

For the years ended December 31, 2014 and 2013, stock-based compensation expense recognized in the income statement is as follows (in thousands):

	<u>2014</u>	<u>2013</u>
Cost of sales and services	\$ 10,921	\$ 11,508
General and administrative	10,728	11,368
Total stock-based compensation expense	<u>\$ 21,649</u>	<u>\$ 22,876</u>

15. PREFERENCE SHARES

We have 6,000,000 preference shares authorized by our shareholders with a par value of EUR 0.02. At both December 31, 2014 and 2013, there were zero preference shares issued or outstanding.

16. BORROWINGS

Debt at December 31, 2014 and 2013 is summarized in the following table (in thousands):

	<u>2014</u>	<u>2013</u>
Senior Notes	\$ 150,000	\$ 150,000
Credit facility	206,000	117,000
Capital lease obligations	—	28
Deferred debt acquisition costs	(2,328)	(1,646)
Borrowings, net	<u>\$ 353,672</u>	<u>\$ 265,382</u>

In September 2011, we issued two series of senior notes with an aggregate principal amount of \$150 million in a private placement transaction. Series A consists of \$75 million in aggregate principal amount of notes that bear interest at a fixed rate of 4.01% and are due in full on September 30, 2021. Series B consists of \$75 million in aggregate principal amount of notes that bear interest at a fixed rate of 4.11% and are due in full on September 30, 2023. Interest on each series of the Senior Notes is payable semi-annually on March 30 and September 30.

On August 29, 2014, we entered into an agreement to amend our Credit Facility to increase the aggregate borrowing capacity from \$300 million to \$350 million and to increase the uncommitted availability an additional \$50 million to bring the total borrowings available to \$400 million if certain prescribed conditions are met by the Company. Also, the variable rate was reduced from LIBOR plus 1.5% to LIBOR plus 1.25% and the maturity date was extended from September 28, 2016 to August 29, 2019.

Any outstanding balance under the Credit Facility is due August 29, 2019, when the Credit Facility matures. Interest payment terms are variable depending upon the specific type of borrowing under this facility. Our available capacity at any point in time is reduced by borrowings outstanding at the time and outstanding letters of credit which totaled \$25 million at December 31, 2014, resulting in an available borrowing capacity under the Credit Facility of \$119 million. In addition to those items under the Credit Facility, we had \$19.8 million of outstanding letters of credit and performance guarantees and bonds from other sources as of December 31, 2014.

The terms of the Credit Facility and Senior Notes require us to meet certain financial covenants, including, but not limited to, certain operational and cash flow ratios. We believe that we are in compliance with all such covenants. Certain of our material wholly owned subsidiaries are guarantors or co-borrowers under the Credit Facility and Senior Notes.

The carrying amounts of our borrowings are denominated in US Dollars. The fair value of the Senior Notes was \$150.4 million and \$145.4 million at December 31, 2014 and 2013, respectively. The fair value was estimated using Level 2 inputs by calculating the sum of the discounted future interest and principal payments through the date of maturity. The fair value of the Credit Facility, capital lease obligations and deferred debt acquisition costs approximates the book value.

17. INCOME AND OTHER TAX PAYABLE

Long-term income tax payable relates to tax exposures for tax obligations including potential interest and penalties in various taxing jurisdictions. Short-term income tax payable relates to tax obligations in various tax jurisdictions.

Other taxes payable relates to various local non-income tax obligations.

18. UNEARNED REVENUE

We recognize revenue when we determine that the following criteria are met: (i) persuasive evidence an arrangement exists; (ii) delivery has occurred or services have been rendered; (iii) the fee is fixed or determinable; and (iv) collectability is reasonably assured.

Services Revenue: We provide a variety of services to clients in the oil and gas industry. Where services are provided related to the testing and analysis of rock and fluids, we recognize revenue upon the provision of the test results or analysis to the client. For our design, field engineering and completion diagnostic services, we recognize revenue upon the delivery of those services at the well site. In the case of our consortium studies, revenue is recognized when the reservoir model solution is presented to our clients. We conduct testing and provide analysis services in support of our consortium studies recognizing revenue as the testing and analysis results are made available to our consortium members.

Product Sales Revenue: We manufacture equipment that we sell to our clients in the oil and gas well industry. Revenue is recognized when title to that equipment passes to the client, which is typically when the product is shipped to the client or picked up by the client at our facilities, as set out in the contract.

All advance payments are classified as unearned revenue until services are performed or product title is transferred. All known or anticipated losses on contracts are provided for currently.

19. PROVISIONS FOR OTHER LIABILITIES AND CHARGES

Provisions consist of accrued amounts related to claims from clients, and amounts due under certain service agreements and contractual commitments.

Claims from clients occur from disputes that may arise from the providing of services. These are investigated and resolved once a determination is made. The timing of any potential settlement varies for each claim.

The movement of provisions for 2014 is as follows (in thousands):

At January 1, 2014	\$ 3,859
Charged / (credited) to the income statement:	
Additional provisions	3,777
Used during the year	(4,080)
At December 31, 2014	<u><u>\$ 3,556</u></u>

20. PENSION AND OTHER BENEFIT PLANS

EMPLOYEE BENEFIT PLANS (USD in thousands)

Balance sheet obligations for:	2014	2013
Post-employment benefits - Dutch Pension	\$ 11,810	\$ 7,202
Post-employment benefits - SERP	15,940	14,091
Post-employment benefits - Deferred Compensation Plan	29,153	25,429
Post-employment benefits - Employee Severance	12,568	11,452
Liability in the balance sheet	\$ 69,471	\$ 58,174
Income statement charge (benefit) for:		
Dutch Pension benefits	\$ 435	\$ (1,031)
Other post-employment benefits	2,538	(2,374)
	\$ 2,973	\$ (3,405)
Remeasurements recognized in the statement of other comprehensive income in the year	\$ (7,130)	\$ (524)
Cumulative remeasurements recognized in the statement of other comprehensive income	\$ (16,444)	\$ (9,314)

Defined Benefit Plan

We provide a noncontributory defined benefit pension plan covering substantially all of our Dutch employees (“Dutch Plan”) who were hired prior to 2007 based on years of service and final pay or career average pay, depending on when the employee began participating. Employees are immediately vested in the benefits earned. We fund the future obligations of the Dutch Plan by purchasing investment contracts from a large multi-national insurance company. The investment contracts are purchased annually and expire after five years. Each year, as a contract expires, it is replaced with a new contract that is adjusted to include changes in the benefit obligation for the current year and redemption of the expired contract. We make annual premium payments, based upon each employee’s age and current salary, to the insurance company. We determine the fair value of the plan assets with the assistance of an actuary using observable inputs (Level 2), which approximate the contract value of the investments. The costs related to the Dutch Plan are included in Cost of Services on the Consolidated Income Statement.

We have entered into deferred compensation contracts for certain key employees and an outside director to provide the participants an annual retirement benefit based on years of service and on the average of their base salary for the five years prior to retirement. The benefits under these contracts are fully vested and benefits are paid when the participants attain 65 years of age. Life insurance policies with cash surrender values have been purchased for the purpose of funding the deferred compensation contracts.

The most significant risks relating to defined benefit plans are that investment returns fall short of expectations, discount rates decline, inflation exceeds expectations, and retirees live longer than expected.

The following table summarizes the change in the projected benefit obligations and the fair value of plan assets for the years ended December 31, 2014 and 2013 (in thousands):

	<u>2014</u>	<u>2013</u>
Defined Benefit Obligations:		
Defined benefit obligations at beginning of year	\$ 74,998	\$ 71,237
Current service cost	1,230	2,295
Past service cost	(1,024)	(583)
Interest cost	5,117	(964)
Benefits paid	(1,936)	(1,577)
Remeasurements		
Effect of changes in demographic assumptions	117	(2)
Effect of changes in financial assumptions	16,002	2,511
Effect of experience adjustments	(115)	41
Unrealized (gain)/ loss on foreign exchange	(6,693)	2,042
Defined benefit obligations at end of year	<u>\$ 87,696</u>	<u>\$ 75,000</u>
Fair Value of Plan Assets:		
Fair value of plan assets at beginning of year	\$ 54,089	\$ 47,836
Interest income	2,197	1,231
Employer contributions	2,013	2,655
Benefits paid	(1,136)	(1,368)
Administrative expenses	(276)	56
Remeasurements		
Return on plan assets (excluding interest income)	8,874	2,026
Unrealized gain (loss) on foreign exchange	(5,666)	1,653
Fair value of plan assets at end of year	<u>\$ 60,095</u>	<u>\$ 54,089</u>
Over (under)-funded status of the plan at end of the year ⁽¹⁾	<u>\$ (27,601)</u>	<u>\$ (20,911)</u>
Accumulated Benefit Obligations	<u>\$ 72,888</u>	<u>\$ 62,512</u>

⁽¹⁾ includes \$12,570 and \$11,834, for 2014 and 2013 respectively, of insurance contracts used to partially fund the deferred compensation for the executives and is shown separately as an asset on the Balance Sheet

The following actuarial assumptions were used to determine the actuarial present value of our defined benefit obligations at December 31, 2014 and 2013:

	<u>2014</u>	<u>2013</u>
Weighted average assumed discount rate	2.2% - 4.51%	3.7% - 5.32%
Weighted average rate of compensation increase	0% - 3%	0% - 3%
Weighted average rate of price inflation	0% - 2%	0% - 2%
Rate of pension increases	0% - 2%	0% - .25%

The discount rate used to determine our projected benefit obligation for our Dutch Plan at December 31, 2014 decreased from 3.7% to 2.2% at the recommendation of our third-party actuary. The decrease in the discount rate was consistent with a general decrease in interest rates in Europe for AAA-rated long-term Euro corporate bonds.

The components of defined benefit cost for the years ended December 31, 2014 and 2013 included:

	<u>2014</u>	<u>2013</u>
Service cost	\$ 206	\$ 1,712
Net interest cost	2,920	(2,195)
Administrative expenses and taxes	276	(56)
Defined benefit cost	<u>\$ 3,402</u>	<u>\$ (539)</u>

The defined benefit cost of \$3.4 million and \$(0.5) million for the years ended December 31, 2014 and 2013, respectively was recognized in Cost of Services in the Consolidated Income Statement. This defined benefit cost was calculated using the following assumptions:

	<u>2014</u>	<u>2013</u>
Weighted average assumed discount rate	2.2% - 4.51%	3.7% - 5.32%
Weighted average rate of compensation increase	0% - 3%	0% - 3%
Weighted average rate of price inflation	0% - 2%	0% - 2%
Rate of pension increases	0% - 2%	0% - .25%

Plan assets for our Dutch Plan at December 31, 2014 and 2013 consisted of insurance contracts with returns comparable with governmental debt securities. Our expected long-term rate of return assumptions are based on the average yield on government bonds in The Netherlands. Dutch law dictates the minimum requirements for pension funding. Our goal is to meet these minimum funding requirements, while our insurance carrier invests to minimize risks associated with future benefit payments.

Our employer contributions to the defined benefit pension plan were approximately \$2.0 million and \$2.7 million in 2014 and 2013, respectively. Our benefit payments were approximately \$1.1 million and \$1.4 million in 2014 and 2013, respectively. Our 2015 minimum funding requirements are expected to be approximately \$2.0 million. Our estimate of future annual contributions is based on current funding requirements, and we believe these contributions will be sufficient to fund the plan. Expected benefit payments under this plan for the next five years are as follows (in thousands):

2015	\$ 1,047
2016	1,151
2017	1,292
2018	1,343
2019	1,366

The weighted average duration of the defined benefit obligation is 20.4 years.

Mortality rate

Assumptions regarding future mortality experience are set based on advice, published statistics and experience in The Netherlands. The average life expectancy in years of a pensioner retiring at age 67 on the balance sheet date, is as follows:

	<u>2014</u>	<u>2013</u>
Male	19.5	19.6
Female	22.4	22.5

The average life expectancy in years of a pensioner retiring at age 67, 20 years after the balance sheet date, is as follows:

	<u>2014</u>	<u>2013</u>
Male	21.8	21.4
Female	24.3	23.5

Sensitivity Analysis

The impact on the defined benefit obligation of changes in the weighted principal assumption is as follows:

	<u>Change in assumption</u>		<u>Increase in assumption</u>		<u>Decrease in assumption</u>
Discount rate	0.50%	Decrease by	(9.5)%	Increase by	10.9 %
Salary growth rate	0.50%	Increase by	3.0 %	Decrease by	(3.0)%
Pension growth rate	0.50%	Increase by	8.0 %		N/A
			<u>Increase by 1 year in assumption</u>		<u>Decrease by 1 year in assumption</u>
Life expectancy**		Increase by	2.7 %	Decrease by	(2.8)%

* Increases accrued to benefit active members in Indexed Career Average Pay Plan have also been increased with 0.5% in this scenario.

** Simulated by age correction of +1 and -1 year for all ages.

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the pension liability recognized within the statement of financial position.

Defined Contribution Plans

We maintain defined contribution plans (the “Defined Contribution Plans”) for the benefit of eligible employees in primarily Canada, The Netherlands, the United Kingdom, and the United States. In accordance with the terms of each plan, we and our participating employees contribute up to specified limits and under certain plans, we may make discretionary contributions in accordance with the Defined Contribution Plans. For the years ended December 31, 2014 and 2013, we expensed approximately \$7.9 million and \$7.1 million respectively, for our contributions and our additional discretionary contributions to the Defined Contribution Plans.

Deferred Compensation Arrangements

We have adopted a non-qualified deferred compensation plan that allows certain highly compensated employees to defer a portion of their salary, commission and bonus, as well as the amount of any reductions in their deferrals under the deferred compensation plan for employees in the United States (the “Deferred Compensation Plan”), due to certain limitations imposed by the U.S. Internal Revenue Code of 1986, as amended (the “Internal Revenue Code”). The Deferred Compensation Plan also provides for employer contributions to be made on behalf of participants equal in amount to certain forfeitures of, and/or reductions in, employer contributions that participants could have received under the 401(k) Plan in the absence of certain limitations imposed by the Internal Revenue Code. Employer contributions to the Deferred Compensation Plan vest ratably over a period of five years. Contributions to the plan are invested in equity and other investment fund assets, and carried on the balance sheet at fair value. The benefits under these contracts are fully vested and payment of benefits generally commences as of the last day of the month following the termination of services except that the payment of benefits for select executives generally commences on the first working day following a six month waiting period following the date of termination. Employer contributions to the deferred compensation plan were \$0.3 million and \$0.3 million for the years ended December 31, 2014 and 2013, respectively.

Vesting in all employer contributions is accelerated upon the death of the participant or a change in control. Employer contributions under the plans are forfeited upon a participant’s termination of employment to the extent they are not vested at that time.

21. ACCOUNTS PAYABLE AND OTHER ACCRUED EXPENSES

Accounts payable and other accrued expenses represent short term liabilities arising out of normal business activities which will be settled within twelve months. The stated value recorded on the consolidated balance sheet represents the fair value.

22. EMPLOYEE BENEFIT EXPENSE

Employee benefit expenses are comprised of salaries, bonuses and other compensation. For the years ended December 31, 2014 and 2013, employee expense recognized in the income statement is as follows (in thousands):

	<u>2014</u>	<u>2013</u>
Wages and salaries	\$ 270,478	\$ 264,970
Social security costs	58,877	56,565
Stock based compensation	21,649	22,876
Total employee expense	<u>\$ 351,004</u>	<u>\$ 344,411</u>

Included in social security costs is the expenses related to our employee benefit plans as described in Note 20 - *Pension and Other Benefit Plans*.

For the years ended December 31, 2014 and 2013, employee expense recognized in the income statement is as follows (in thousands):

	<u>2014</u>	<u>2013</u>
Cost of sales and services	\$ 318,671	\$ 311,366
General and administrative	32,333	33,045
Total employee expense	<u>\$ 351,004</u>	<u>\$ 344,411</u>

We had approximately 5,000 employees in 2014 and 2013.

23. OTHER (INCOME) EXPENSE, NET

The components of other expense (income), net, are as follows (in thousands):

	<u>Year Ended</u>	
	<u>2014</u>	<u>2013</u>
Sale of assets	\$ (764)	\$ (909)
Foreign exchange	5,748	4,339
Rents and royalties	(817)	(863)
Insurance and other settlements	(292)	(1,611)
Other, net	(521)	(341)
Total other (income) expense, net	<u>\$ 3,354</u>	<u>\$ 615</u>

We incurred property losses during Hurricane Isaac in 2012. During 2013, our insurance claim for property losses and business interruption was fully settled for a gain of \$1.6 million.

Foreign exchange gains and losses are summarized in the following table (in thousands):

	<u>Year Ended</u>	
	<u>2014</u>	<u>2013</u>
<i>(Gain) loss by currency</i>		
Australian Dollar	\$ 289	\$ 432
British Pound	1,132	(49)
Canadian Dollar	1,886	1,456
Euro	(19)	848
Malaysian Ringgit	278	421
Mexican Peso	284	156
Nigerian Naira	432	94
Other currencies, net	1,466	981
Total (gain) loss	<u>\$ 5,748</u>	<u>\$ 4,339</u>

24. FINANCE COSTS

Finance costs consist of interest expense on bank borrowings and senior notes, financial leases, and amortization of debt issuance costs.

The components of finance costs for 2014 and 2013 are as follows (in thousands):

	2014	2013
Finance costs:		
Interest expense on senior notes	\$ 6,090	\$ 6,090
Interest expense on bank borrowings	4,260	3,227
Interest expense on interest rate swaps	250	—
Total finance costs	<u>10,600</u>	<u>9,317</u>
Finance income	(403)	(776)
Net finance costs	<u>\$ 10,197</u>	<u>\$ 8,541</u>

25. INCOME TAXES

The components of income tax expense for 2014 and 2013 are as follows (in thousands):

	2014	2013
Current tax	\$ 78,681	\$ 76,429
Deferred tax	(6,153)	(3,622)
Income tax expense	<u>\$ 72,528</u>	<u>\$ 72,807</u>

The differences in income tax expense computed using the Dutch statutory income tax rate of 25.0% in 2014 and 2013 and our income tax expense as reported in the accompanying consolidated income statement for 2014 and 2013 are as follows (in thousands):

	2014	2013
Profit (loss) before tax	\$ 334,263	\$ 326,862
Tax at Dutch income tax rate	83,566	81,716
International earnings taxed at rates other than Dutch statutory rate	(11,081)	(15,204)
Non-deductible expenses and permanent differences, net	2,806	2,138
Tax attributes realized	1,149	(1,156)
State and provincial taxes	3,338	3,439
Adjustments of prior year taxes	(2,972)	(4,258)
Adjustments of income tax reserves	(1,570)	59
Other	(2,708)	6,073
Income tax expense	<u>\$ 72,528</u>	<u>\$ 72,807</u>

Non-deductible expenses and permanent differences include the impact of various expenses disallowed under local tax law.

The change in adjustments of prior year taxes is attributable primarily to our stock-based compensation plans. The change in other contains non-deductible elements from our various benefit plans.

26. EARNINGS PER SHARE

The following table summarizes the calculation of weighted average common shares outstanding used in the computation of diluted earnings per share (in thousands):

	Year Ended December 31,	
	2014	2013
Weighted average basic common shares outstanding	44,362	45,692
Effect of dilutive securities:		
Stock options	—	1
Performance shares	110	119
Restricted stock	128	182
Weighted average diluted common and potential common shares outstanding	<u>44,600</u>	<u>45,994</u>

27. COMMITMENTS AND CONTINGENCIES

From time to time, we may be subject to legal proceedings and claims that arise in the ordinary course of business in which we have established liabilities to cover. It is not anticipated that any material liabilities will arise from these contingent liabilities.

We do not maintain any off-balance sheet debt or other similar financing arrangements nor have we formed any special purpose entities for the purpose of maintaining off-balance sheet debt.

Scheduled minimum rental commitments under non-cancelable operating leases at December 31, 2014, consist of the following (in thousands):

2015	\$ 17,166
2016	13,455
2017	10,785
2018	8,411
2019	6,035
Thereafter	22,874
Total commitments	<u>\$ 78,726</u>

Operating lease commitments relate primarily to rental of equipment and office space. Rental expense for operating leases, including amounts for short-term leases with nominal future rental commitments, was approximately \$24.1 million and \$23.2 million for the years ended December 31, 2014 and 2013, respectively.

In connection with an audit of the 2008 and 2009 U.S. federal income tax returns of our U.S. consolidated group, the U.S. Internal Revenue Service has proposed that certain transfer pricing positions taken by the Company be adjusted, which could result in additional federal income tax of approximately \$11 million plus interest for this two year audit period. We believe that these transactions are valid as originally recorded, and we are appealing this proposed adjustment. It is our belief that we will prevail on this issue; consequently, we have made no additional income tax accrual for this proposed adjustment.

28. ACQUISITIONS

We continually review potential acquisitions to add key services and technologies, enhance market presence or complement existing businesses. We had no significant acquisitions during the years ended December 31, 2014 and 2013.

29. DERIVATIVE FINANCIAL INSTRUMENTS

	2014		2013	
	Assets	Liabilities	Assets	Liabilities
Interest rate swaps - cash flow hedge	\$ —	\$ 1,082	\$ —	\$ —

All interest rate swaps have a maturity of more than one year and are classified as non-current.

The full fair value of a hedging derivative is classified as a non-current asset or liability if the remaining maturity of the hedged item is more than 12 months, and as a current asset or liability if the remaining maturity of the hedged item is less than 12 months.

In October 2014, we entered into two interest rate swap agreements for a total notional amount of \$50 million to hedge changes in the variable interest rate expense on \$50 million of our existing or replacement LIBOR-priced debt. Under the first swap agreement of \$25 million, which is effective through August 29, 2024, we will receive interest at one-month LIBOR and will pay interest at a fixed rate of 2.50%, resulting in a total fixed rate of 3.75% for this amount of debt. Under the second swap agreement of \$25 million, which is effective through August 29, 2019, we will receive interest at one-month LIBOR and will pay interest at a fixed rate of 1.73%, resulting in a total fixed rate of 2.98% for this amount of debt. Both of these swaps are designated and qualify as cash flow hedging instruments, resulting in no effect to the Consolidated Statements of Operations or Earnings Per Share.

The notional principal amounts of the outstanding interest rate swap contracts at December 31, 2014 were \$50 million.

30. FAIR VALUE

Financial Assets and Liabilities - Fair Value Estimation

The financial instruments have been summarized below (in thousands):

	Ref.	2014		2013	
		Assets	Liabilities	Assets	Liabilities
Loan and Receivables					
Cash and cash equivalents		\$ 23,350	\$ —	\$ 25,088	\$ —
Trade receivables	12	194,194	—	198,630	—
Financial Instruments at Fair Value Through Profit and Loss					
Derivative financial instruments	29	—	1,082	—	—
Other financial assets		36,886	—	32,092	—
Other Financial Liabilities at Amortized Cost					
Trade payables		—	47,084	—	50,821
Other accrued expenses		—	16,531	—	12,657
Borrowings	16	—	353,672	—	265,382
Total		<u>\$ 254,430</u>	<u>\$ 418,369</u>	<u>\$ 255,810</u>	<u>\$ 328,860</u>

The Company's only financial assets and liabilities which involve fair value measures relate to certain aspects of the Company's benefit plans and our interest rate swaps. On a recurring basis, we use the market approach to value certain assets and liabilities at fair value at quoted prices in an active market (Level 1) and certain assets and liabilities using significant other observable inputs (Level 2). We do not have any assets or liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3). Gains and losses related to the fair value changes in these assets and liabilities are recorded in Other Comprehensive Income and in the Consolidated Statement of Operations. The carrying value less impairment provision of trade receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for

disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to us for similar financial instruments. The following table summarizes the fair value balances (in thousands):

	Total	Fair Value Measurement at December 31, 2014		
		Level 1	Level 2	Level 3
Assets:				
Other financial assets	\$ 36,886	\$ —	\$ 36,886	\$ —
Derivative financial instruments	—	—	—	—
Liabilities:				
Benefit plans	57,661	—	57,661	—
Derivative financial instruments	1,082	—	1,082	—

	Total	Fair Value Measurement at December 31, 2013		
		Level 1	Level 2	Level 3
Assets:				
Other financial assets	\$ 32,092	\$ —	\$ 32,092	\$ —
Derivative financial instruments	—	—	—	—
Liabilities:				
Benefit plans	50,969	1,182	49,787	—
Derivative financial instruments	—	—	—	—

Other financial assets are comprised of life insurance policies with cash surrender value which have been purchased by us to assist in funding deferred compensation arrangements with certain employees. We determine the fair value of the plan assets with the assistance of an actuary using observable inputs (Level 2), which approximate the contract value of the investments. These policies are carried at fair value and the gain or loss recognized is the difference in the fair value actuarially calculated and the value recorded in our general ledger.

31. AUDIT FEES

Set forth below is a summary of the total fees paid to our independent registered public accounting firm, PricewaterhouseCoopers, for fiscal years 2014 and 2013. These fees consisted of (in thousands):

	Year Ended December 31,	
	2014	2013
Audit fees	\$ 2,778	\$ 2,799
Audit related fees	—	—
Tax fees	105	111
All other fees	51	26
Total	<u>\$ 2,934</u>	<u>\$ 2,936</u>

32. DIRECTORS' AND NONEXECUTIVE DIRECTORS' REMUNERATIONS

The following table summarizes, with respect to our Supervisory Directors, information relating to the compensation earned for services rendered in all capacities during the fiscal year 2014.

Name and Principal Position	Year	Salary	Stock Awards (1)	Non-Equity Incentive Plan Compensation	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation (2) (3)	Total
David M. Demshur	2014	\$951,000	\$ 3,588,425	\$ —	\$ 78,000	\$ 17,008	\$4,634,433
President, Chief Executive Officer and Chairman of the Supervisory Board	2013	910,000	3,569,493	1,820,000	(438,000)	16,622	5,878,115
Richard L. Bergmark	2014	508,600	1,464,052	—	80,000	17,030	2,069,682
Executive Vice President, Chief Financial Officer, and Supervisory Director	2013	486,720	1,532,261	730,080	(416,000)	16,660	2,349,721
Charles L. Dunlap (4)	2014	—	90,314	—	—	80,500	170,814
Supervisory Director	2013	—	35,471	—	—	40,400	75,871
Michael Kearney (4)	2014	—	145,341	—	—	89,100	234,441
Supervisory Director	2013	—	132,985	—	—	85,400	218,385
John Ogren (4)	2014	—	145,341	—	—	104,650	249,991
Supervisory Director	2013	—	132,985	—	—	93,450	226,435
Jan Willem Sodderland (4)	2014	—	133,151	—	—	56,700	189,851
Supervisory Director	2013	—	140,928	—	—	53,000	193,928
Lucia van Geuns (4)	2014	—	90,314	—	—	56,700	147,014
Supervisory Director	2013	—	35,471	—	—	28,500	63,971
Margaret Ann van Kempen (4)	2014	—	134,654	—	—	62,250	196,904
Supervisory Director	2013	—	64,779	—	—	58,550	123,329

(1) The amounts included in the “Stock Awards” column include the dollar amount of compensation expense we recognized for the fiscal year ended December 31, 2014. The awards for which compensation expense was recognized consists of Performance Restricted Shares granted in 2012, 2013 and 2014 for our executive Supervisory Directors and Restricted Shares granted in 2012, 2013 and 2014 for our nonexecutive Supervisory Directors. See “Equity Incentive Compensation” or Note 14 - *Stock-Based Compensation* for a description of the material features of these awards. No options were awarded to our named executive officers in 2014. None of our nonexecutive Supervisory Directors had any option awards outstanding as of December 31, 2014.

(2) Amounts for executive Supervisory Directors consist of our matching contributions and contributions through our retirement plans and amounts paid under certain insurance plans. Amounts for nonexecutive Supervisory Directors consist of fees paid to outside directors for service on the Supervisory Board and related committees.

(3) All named executive officers received perquisites in excess of \$10,000 in fiscal 2013 and 2014 due to Company 401(k) discretionary contributions and an increase in premium with the Company-Owned Life Insurance. The amounts shown reflect discretionary contributions made by the Company.

(4) Each of our nonexecutive Supervisory Directors who served any portion of 2014 had the following aggregate number of stock awards outstanding as of December 31, 2014: Mr. Dunlap, 1,844; Mr. Kearney, 2,985; Mr. Ogren, 2,985; Mr. Sodderland, 2,985; Ms. van Geuns, 1,844, and Ms. van Kempen, 2,985.

Retainer/Fees

Each nonexecutive Supervisory Director was paid the following amounts during fiscal 2014:

- a base annual retainer, payable semiannually in arrears, in amount of \$45,000;

- and an additional annual retainer for the following positions:
 - for our Lead Director, an additional \$15,000;
 - for our Audit Committee chairman, an additional \$25,000;
 - for our Compensation Committee chairman, an additional \$20,000;
 - for our Nominating and Governance Committee chairman, an additional \$9,000;
- \$2,000 per meeting of the Supervisory Board at which the individual is present in person;
- \$1,850 per meeting for each committee meeting at which the individual is present in person; and
- reimbursement for all out-of-pocket expenses incurred in attending any Supervisory Board or committee meeting.

2006 Nonemployee Director Stock Incentive Plan

The following table shows the unvested restricted performance and restricted shares that have been awarded to each of our nonemployee directors under our 2006 NonEmployee Director Stock Incentive Plan:

Date of Award	Restricted Performance Shares per Director	Restricted Shares per Director (1)
2012	—	1,141
2013	—	1,088
2014	—	756

⁽¹⁾ Restricted Shares will vest at the end of the vesting period without performance criteria

On April 1, 2012, we made a grant to the nonemployee directors in the amount of shares equal to \$150,000 per director, calculated upon the share price as of March 31, 2012, rounded upwards to the nearest whole share for a total of 1,141 shares each. On May 31, 2012, we made a grant of 1,141 shares to the newly elected director. These restricted shares will vest, without performance criteria, at the end of a three-year vesting period that began on April 1, 2012.

On April 1, 2013, we made a grant to the nonemployee directors in the amount of shares equal to \$150,000 per director, calculated upon the share price as of March 31, 2013, rounded upwards to the nearest whole share for a total of 1,088 shares each. On May 31, 2013, we made a grant of 1,088 shares to the two newly elected directors. These restricted shares will vest, without performance criteria, at the end of a three-year vesting period that began on April 1, 2013.

On April 1, 2014, we made a grant to the nonemployee directors in the amount of shares equal to \$150,000 per director, calculated upon the share price as of 2014, rounded upwards to the nearest whole share for a total of 756 shares each. These restricted shares will vest, without performance criteria, at the end of a three-year vesting period that began on April 1, 2014.

We anticipate that we will make grants in 2015 in the amount of shares equal to \$150,000 per director, calculated upon the share price as of March 31, 2015, rounded upwards to the nearest whole share. The restricted shares will vest, without performance criteria, at the end of a three-year vesting period that will begin on April 1, 2015, subject to action taken by the Compensation Committee and the Board to take into account the Board Succession Plan.

In the event of an award recipient's death prior to the last day of the performance period, his or her restricted performance shares will vest as described above. If an award recipient's service with us terminates (other than for death or due to the Board Succession Plan) prior to the last day of the performance period, his or her restricted performance shares will be immediately forfeited to the extent not then vested. In the event of a change in control (as defined in the 2006 Nonemployee Director Stock Incentive Plan) prior to the last day of the performance period and while the award recipient is in our service (or in the event of a termination of the award recipient's service upon such change in control), all of the award recipient's restricted performance shares will vest as of the effective date of such change in control.

Other Arrangements

We have made no loans, advances or guarantees to any of our Supervisory Directors.

Elements of Compensation

Base Salary

Base salary is the fixed annual compensation we pay to an executive for performing specific job responsibilities. It represents the minimum income an executive may receive in any given year. We target base salaries to result in annual salaries in the normal market range of our peer group for executives having similar responsibilities. The Compensation Committee may adjust salaries based on its annual review of the following factors:

- the individual's experience and background;
- the individual's performance during the prior year;
- the benchmark salary data;
- the general movement of salaries in the marketplace; and
- our financial and operating results.

As a result of these factors, a particular executive's base salary may be above or below the median at any point in time. Messrs. Demshur and Bergmark received a 4.5% and 4.5% merit increase in 2014, respectively. The new approved salary levels for 2014 base salaries were as follows: Mr. Demshur, \$951,000; and Mr. Bergmark, \$508,600. For 2015, the Compensation Committee has approved an increase in base salaries for our executives as follows: Mr. Demshur, \$989,000; and Mr. Bergmark, \$528,000; however, in consideration of the economy, their salaries will remain at the 2014 level at this time.

Non-Equity Incentive Compensation

The Compensation Committee determines the terms under which the annual incentive compensation will be paid to executive officers. The purpose of these awards is to:

- share our success with employees;
- provide a financial incentive to focus on specific performance targets;
- reward employees based on individual and team performance;
- promote a sense of shared accomplishment among employees; and
- encourage employees to continually improve our financial and operating performance and thereby create shareholder value.

Under our annual incentive plan, the Compensation Committee has the discretion to set goals and objectives that it believes are consistent with creating shareholder value, including financial measures, operating objectives, growth goals and other measures. The Compensation Committee also considers individual achievement. The maximum award opportunity is established as a percentage of salary for each executive officer based upon a review of the competitive data for that officer's position, level of responsibility and ability to impact our financial success. The Compensation Committee designs these awards so that cash incentive compensation will approximate the market median when individual and corporate strategic objectives are achieved and will exceed the market median when performance plans are exceeded. Annual incentive awards are designed to put a significant portion of total compensation at risk.

Under the annual incentive plan, a target award opportunity is established as a percentage of salary for each executive officer based upon a review of the competitive data for that officer's position, level of responsibility and ability to impact our financial success. The target award opportunity for each of Messrs. Demshur and Bergmark is 100% and 75% respectively. Under Messrs. Demshur's and Bergmark's employment agreements, each of Messrs. Demshur and Bergmark is entitled to receive amounts of up to 200% and 150%, respectively. These percentages result in two times our target amounts, which we believe are consistent with amounts provided to similarly situated executives by companies in our peer group.

For 2014, the Compensation Committee determined that the annual incentive compensation for the named executive officers will be at the discretion of the Committee, provided that the Company attains certain EPS results for the year. For 2014, the EPS that must have been attained was \$6.00 per share before any discretionary incentive award could be made. Further, any such award was set at a maximum of 2 times annual salary for Mr. Demshur and 1.5 times annual salary for both Messrs. Bergmark and Davis. The Compensation Committee has determined that, while the Company's management had performed very well in achieving an EPS of \$5.85 per share in light of the downturn in the energy industry in the second half of 2014, the final EPS total did not mathematically reach the threshold required for the Committee to have any discretion to award a cash bonus. Accordingly, the Compensation Committee determined that these three named executives are not entitled to receive a 2014 year-end cash bonus.

For 2015, the Compensation Committee has decided that the 2014 experience, whereby management achieves excellent results on an industry-wide comparison basis, but does not receive any cash incentive bonus, warrants a modification of the cash incentive bonus formula to provide the Compensation Committee more discretion to reward such performance. In addition, while cash incentive bonus in previous years has been based upon the achievement a certain minimum threshold of EPS, at this point in 2015, given the precipitous drop in oil and gas prices and the uncertainty surrounding the oil and gas industry and our clients' budgets, the choice of any EPS target for the year to use as a reliable measure of the performance of the Company for purposes of determining incentive compensation for the named executive officers, even as a part of the formula, would be arbitrary. Therefore, the Compensation Committee has decided that the named executive officers should be eligible for an incentive cash bonus to the extent (a) the Company's operational and financial performance is superior on three relative performance criteria of Revenue, Operating Margin, and EPS as compared to the Comp Group using certain predetermined metrics, and (b) the Company's improvement on a combined metric of safety and ESG on a year-over-year Company specific basis. The Committee decided that the financial factors should carry more relative weight and determined that financial performance would account for 75% of the potential bonus and the combined safety and ESG factors would account for 25% of the potential bonus.

Relative Performance Metric

These three relative financial performance metrics will each carry a 25% weighting and will be determined by calculating the percentile ranking of the Company of:

1. Revenue: Compare the change in the Company's 2015 revenue vs its 2014 revenue to the Comp Group's change in revenue.
2. Operating Margin: Compare the change in Core Lab's 2015 margins vs. 2014 margins to the Comp Group's change in margins.
3. EPS: Compare the change in Core Lab's 2015 EPS vs 2014 EPS on a percentage basis to the Comp Group's change in EPS.

After the end of the 2015 year, Bloomberg data will be used to determine the Company's performance as a percentile of the Comp Group on each criterion. Scores shall be determined based on each metric's percentile ranking of the Company against the Comp Group as determined by the Bloomberg data. A ranking at the top of the list will be assigned a ranking of being in the 100th percentile.

For each criterion, the named executive officers can achieve a maximum score of 25 and a minimum score of 12.5 for a ranking between the 100th and the 50th percentile, respectively. For example, if the Company's ranking for change in revenue compared to the Comp Group's change in revenue is at the 75th percentile level, then the Revenue Metric would receive a score of 18.75. Scores will be extrapolated on a straight-line basis from the 50th percentile to the 100th percentile. A score of zero will be applied to any ranking below the 50th percentile.

Absolute Performance Metric

This metric will carry a 25% weighting and will involve a determination by the Committee of the Company's progress in improving on a collective basis, year-over-year, in seven areas, consisting of: Environment, Human Rights, Business Behavior, Corporate Governance, Human Resources, Community Involvement and Safety. The Committee will base its determination primarily on relevant objective third-party reports and may award up to 25% of the maximum bonus possible depending on the Company's overall improvement in these areas. If the Committee determines that overall the Company's performance at the end of 2015 on a year-over-year basis, has declined, it may award as little as zero (0) bonus for this metric.

Equity Incentive Compensation

We currently administer long-term incentive compensation awards through our LTIP. Specifically, we encourage share ownership by awarding long-term equity incentive awards under two programs, consisting of the Restricted Share Award Program, or "RSAP" and the Performance Share Award Program, or "PSAP". We believe that widespread common share ownership by key employees is an important means of encouraging superior performance and employee retention. Our equity-based compensation programs encourage performance and retention by providing additional incentives for executives to further our growth, development and financial success by personally benefiting through the ownership of our common shares and/or rights, which recognize growth, development and financial success over a longer time horizon.

We use restricted share grants as our primary form of equity compensation, which we believe are a stronger motivational tool for our employees. Restricted share awards provide some value to an employee during periods of stock market volatility, whereas other forms of equity compensation, such as stock options, may have limited perceived value and may do little to retain and motivate

employees when the current value of the company's stock is less than the option price. Currently, our long-term equity incentive compensation is exclusively in the form of restricted shares and performance restricted shares.

Our Compensation Committee, based on recommendations from our Chief Executive Officer, determines the amount and terms of our long-term incentive awards by periodically reviewing competitive market data and each executive's long-term past performance, ability to contribute to our future success, and time in the current job. The Committee takes into account the risk of losing the executive to other employment opportunities and the value and potential for appreciation in our shares. The number of shares previously granted or vested pursuant to prior grants is not typically a factor that is used when determining subsequent grants to an executive officer. The subcommittee considers the foregoing factors together and subjectively determines the appropriate magnitude of the award. As a result of the two named executive officers declining RSAP awards in 2013 and 2014, RSAP equity incentives were not part of their total compensation.

The Committee awards restricted shares and performance restricted shares that vest over a period of years. Restricted share awards vest based on an employee's continued employment over a period of time. The Committee determines the appropriate length of the vesting period which for most restricted shares is at a rate of 1/6 per year over a period of six years. Performance restricted shares vest if we achieve certain performance goals generally over a three-year period, which allow us to compensate our employees as we meet or exceed our business objectives.

We have no program, plan or practice to time the grant of restricted shares or performance shares to executives in coordination with material non-public information.

Restricted Share Award Program

Restricted Share awards are subject to continued employment, and one-sixth of the shares vest each year for six years on the anniversary of the date of grant. Full vesting will occur if an executive officer's employment is terminated because of death or disability or upon the occurrence of a change in control if the executive officer has been continuously employed by us from the date of the grant until the change in control. No performance accelerators for early vesting exist within this award. Compensation expense relating to these awards, which we recognized for financial accounting purposes during fiscal 2014, is reflected in Stock Awards in the Summary Compensation Table.

For 2008 through 2014, Messrs. Demshur and Bergmark, at their request, have not had grants of RSAP based awards.

Performance Share Award Program

Under the PSAP, our executive officers are awarded rights to receive a pre-determined number of common shares if certain performance targets are met, as defined in the applicable agreements for the respective three-year period.

On February 17, 2012, certain executives were awarded rights to receive an aggregate of 79,009 common shares if our calculated return on invested capital ("ROIC"), as defined in the PSAP, was in the top decile of the Bloomberg Comp Group at the end of the three year performance period, which began on January 1, 2012 and ended on December 31, 2014. In 2012, the long-term incentive guideline used to make awards was four times 2011 base salary for Mr. Demshur and three times 2011 base salary for Mr. Bergmark. At December 31, 2014, Core Lab had the highest ROIC compared to the Bloomberg Comp Group. The Compensation Committee of our Board of Supervisory Directors verified that the performance target criteria had been met and 79,009 shares vested.

On February 13, 2013, certain executives were awarded rights to receive an aggregate of 79,660 common shares if our ROIC, as defined in the PSAP, is in the top decile of the Bloomberg Comp Group at the end of the three year performance period, which ends on December 31, 2015. Unless there is a change in control as defined in the PSAP, none of these awards will vest if the specified performance target is not met as of the last day of the performance period.

On February 10, 2014, certain executives were awarded rights to receive an aggregate of 53,548 common shares if our ROIC, as defined in the PSAP, is in the top decile of the Bloomberg Comp Group at the end of the three year performance period, which ends on December 30, 2016, the last trading day of 2016. Unless there is a change in control as defined in the PSAP, none of these awards will vest if the specified performance target is not met as of the last day of the performance period.

	David M. Demshur	Richard L. Bergmark
Unvested Shares @ Jan 1, 2014	59,053	24,308
Granted during 2014	19,946	8,001
Vested during 2014	(29,835)	(12,587)
Unvested Shares @ December 31, 2014	49,164	19,722

The restricted performance shares are unvested and may not be sold, assigned, or otherwise transferred by an award recipient until such time as, and then only to the extent that, the restricted performance shares have vested. Subject to certain exceptions described below, the restricted performance shares will vest assuming a recipient's continued employment (or death or disability while employed) and the satisfaction of certain performance goals is achieved. The restricted performance shares will vest only upon the Company's return on invested capital being in the top decile of the Company's peers as published by Bloomberg at the end of the respective performance period and the shares shall fully vest if that criterion is met. If it is not met, then no shares shall vest and the award shall be forfeited. The criterion may not be reset.

In the event of an award recipient's death or disability prior to the last day of the performance periods, his or her restricted performance shares will vest as described above. If an award recipient's service with us terminates (other than for death or disability) prior to the last day of the performance periods, his or her restricted performance shares will be immediately forfeited to the extent not then vested. In the event of a change in control (as defined in the 2007 Long-Term Incentive Plan) prior to the last day of the performance period and while the award recipient is in our service (or in the event of a termination of the award recipient's service upon such change in control), all of the award recipient's restricted performance shares will vest as of the effective date of such change in control.

Health and Welfare Benefits

We offer a standard range of health and welfare benefits to all employees, including our executive officers. These benefits include medical, prescription drug and dental coverages, life insurance, accidental death and dismemberment, long-term disability insurance and flexible spending accounts. Our plans do not discriminate in favor of our executive officers.

401(k)

We offer a defined contribution 401(k) plan to substantially all of our employees in the United States. We provide this plan to assist our employees in saving some amount of their cash compensation for retirement in a tax efficient manner. Participants may contribute up to 60% of their base and cash incentive compensation, subject to the current limits under the Internal Revenue Code of 1986, as amended (the "Code"). We match employee contributions under this plan up to the first 4% of the participant's contribution and may make additional discretionary contributions. For plan year 2014, we contributed an additional 1.5% of the admissible compensation for each eligible employee, including our executive officers, into the plan to acknowledge the outstanding efforts of our employees. We have not yet determined the amount of such discretionary contributions for 2015.

Deferred Compensation Plan

Through our subsidiary, Core Laboratories LP, we have adopted a nonqualified deferred compensation plan that permits certain employees, including all executive officers, to elect to defer all or a part of their cash compensation (base, annual incentives and/or commissions) from us until the termination of their status as an employee. Participating employees are eligible to receive a matching deferral under the nonqualified deferred compensation plan that compensates them for contributions they could not receive from us under the 401(k) plan due to the various limits imposed on 401(k) plans by the U.S. federal income tax laws.

The employer matching contributions vest at a rate of 20% per year over a period of 5 years. Discretionary employer contributions may also be made on behalf of participants in the plan and are subject to discretionary vesting schedules determined at the time of such contributions. Vesting in all employer contributions is accelerated upon the death of the participant or a change in control. Employer contributions under the plan are forfeited upon a participant's termination of employment to the extent they are not vested at that time.

Supplemental Executive Retirement Plans

In 1998, based on our review of post-retirement compensation provided by various companies in the oilfield services industry, we adopted a Supplemental Executive Retirement Plan, referred to as the "Group SERP", for the benefit of certain key employees and outside directors. The Group SERP was established to provide additional retirement income for certain of our then-executive officers

and death benefits to the officers' designated beneficiaries as a reward for the executive officer's prior contributions and future efforts to our success and growth. Richard Bergmark and David Demshur participate in the Group SERP.

Other Perquisites and Personal Benefits

We do not offer any perquisites or other personal benefits to any executive with a value over \$10,000 beyond those discussed above.

We believe in the importance of providing attractive intangible benefits to all employees such as open and honest communications, ethical business practices, and a safe work environment.

Executive Compensation Policies

Share Retention Guidelines

In 2010, the Committee approved stock ownership requirements for the CEO to own our common shares equal in value to at least five times his annual base salary and for the CFO and COO to own common shares equal in value to at least three times their annual base salary. Alignment with shareholder interests is reflected in current stock ownership among the named executive officers, the value of which ranges from approximately thirty to thirty-seven times annual base salary based on the closing price of our common stock on December 31, 2014, as reflected in the beneficial ownership table provided in "Ownership of Securities - Securities Ownership by Certain Beneficial Owners and Management." They reflect a significant personal investment in us by the same executives responsible for determining the future success of the organization and the return to shareholders.

Employment Agreements and Change in Control Agreements

We maintain employment agreements with our three executive officers to ensure they will perform their roles for an extended period of time. These agreements are described in more detail below. These agreements provide for severance compensation to be paid if the employment of the executives is terminated under certain conditions, such as following a change in control, termination by Messrs. Demshur and Bergmark for any reason or termination by us for any reason other than upon their death or disability, for "cause" or upon a material breach of a material provision of his employment agreement, each as defined in the agreements.

The employment agreements between us and our named executive officers and the related severance provisions are designed to meet the following objectives:

Change in Control

As part of our normal course of business, we engage in discussions with other companies about possible collaborations and/or other ways in which the companies may work together to further our respective long-term objectives. In addition, many larger, established companies consider companies at similar stages of development to ours as potential acquisition targets. In certain scenarios, the potential for merger or being acquired may be in the best interests of our shareholders. We provide severance compensation if an executive's employment is terminated following a change in control transaction to promote the ability of our senior executives to act in the best interests of our stockholders even though their employment could be terminated as a result of the transaction.

Termination without Cause

If we terminate the employment of an executive officer without cause as defined in the applicable agreement, we are obligated to continue to pay him certain amounts as described in greater detail below. We believe these payments are appropriate because the terminated executive is bound by confidentiality, non-solicitation and non-compete provisions covering two years after termination and because we and the executive have a mutually agreed to severance package that is in place prior to any termination event. This provides us with more flexibility to make a change in senior management if such a change is in our and our shareholders' best interests.

Employment Agreements

Our executive employment agreements include provisions governing the payment of severance benefits if employment is terminated by the executive for any reason or by the Company for any reason other than (1) death or disability, (2) for cause, or (3) the executive's material breach of a material provision of the employment agreement. In such event, our executive severance benefits will be comprised of:

- (a) the payment of a lump-sum amount equal to the sum of:

- 200% of his base salary as in effect immediately prior to the termination; and
 - two times 45% of the maximum annual incentive bonus he could have earned pursuant to his employment agreement;
- (b) provision of a benefits package for the executive and his spouse and dependent children consisting of medical, hospital, dental, disability and life insurance benefits at least as favorable as those benefits provided to the executive and his spouse and dependent children immediately prior to termination, for as long as the executive and his spouse or dependent children are living;
- (c) the provision of outplacement services at a cost not to exceed 100% of the executive's annual base salary as in effect immediately prior to the termination;
- (d) the full and immediate vesting and exercisability of all of his outstanding stock options, which options shall remain exercisable for the greater of (1) three months following such termination, or (2) the period provided in the plan or plans pursuant to which such stock options were granted.

For purposes of calculating the lifetime medical benefits, we assume the following:

- a discount rate of 4%;
- mortality under section 417(e)(3)(A)(ii)(I), the 2014 Applicable Mortality Table for Lump Sums under the Pension Protection Act of 2006 (PPA);
- a current medical trend of 5.7% per annum, decreasing in accordance with a schedule over time to 5.4% in 2016 and 5.5% in 2019;
- that medical benefits are to be coordinated with Medicare such that premiums will be reduced by 70% for ages 65 and older; and
- that the health plan is fully insured and community rated and will continue to be so in the future.

For purposes of calculating the welfare benefits, we assume the following:

- the basic life insurance benefit was valued as a whole life premium a discount rate of 3.5%;
- mortality under section 417(e)(3)(A)(ii)(I), the 2014 Applicable Mortality Table for Lump Sums under PPA;
- the accidental death and disability coverage was valued at 10.8% of the value of basic life insurance benefit, per the current premium ratio and this benefit was assumed to continue beyond age 65; and
- the long-term disability premium was escalated to 4% until age 65, reflecting the age-related incidence of disability as well as increased administrative costs; no value is attributed to the benefit beyond age 65, as long-term disability coverage is rarely available once employment ends.

If the executive's employment is terminated as a result of death or disability, the executive (if living), his spouse, and/or his dependent children, as applicable, will be entitled to the benefits described under clause (b) and (d) above.

If the executive's employment is terminated for any reason within three years following a change in control, the executive will be entitled to the same benefits described above except that certain outstanding stock options shall remain exercisable for the greater of (i) one year following such termination, or (ii) the period provided in the plan or plans pursuant to which such stock options were granted and the lump-sum payment described in clause (a) above shall be equal to three times the sum of:

- his base salary as in effect immediately prior to his termination of employment; and
- the greater of (A) 45% of the maximum annual incentive bonus he could have earned pursuant to his employment contract for the year in which his employment terminates or (B) the highest annual bonus he received in the three fiscal years ending prior to the fiscal year in which occurred the change in control.

The employment agreements generally use the following terms:

“Cause” means the executive has been convicted of any felony or a misdemeanor involving moral turpitude.

“Change in Control” means a merger of the Company with another entity, a consolidation involving the Company, or the sale of all or substantially all of the assets of the Company if (i) the holders of equity securities of the Company immediately prior to the transaction do not beneficially own immediately after the transaction 50% or more of the common equity of the resulting entity,

(ii) the holders of equity securities of the Company immediately prior to the transaction do not beneficially own immediately after the transaction 50% of the voting securities of the resulting entity, or (iii) the persons who were members of the Supervisory Board of Directors immediately prior to the transaction are not the majority of the board of the resulting entity immediately after the transaction. A Change in Control also occurs when (i) there is shareholder approval of a plan of dissolution or liquidation of the Company, (ii) any person or entity acquires or gains ownership of control of more than 30% of the combined voting power of outstanding securities of the Company or resulting entity, or (iii) a change in the composition of the Board of Directors the results of which are that fewer than a majority of the supervisory directors are incumbent directors.

Each executive's employment agreement contains a standard confidentiality and non-solicitation provision and requires that the executive not compete with the business conducted by the Company at any time during the period that he is employed by the Company and for the two-year period thereafter unless his employment with the Company is terminated by him for good reason, or by the Company for cause. Notwithstanding, the post-employment noncompetition and non-solicitation restrictions terminate upon a change in control of the Company.

Upon a change in control, our executive officers may be subject to certain excise taxes pursuant to Section 4999 of the U.S. Tax Code ("Code") (which imposes a 20% excise tax on certain excess parachute payments). In such case, we have agreed to pay each of our executive officers a gross-up payment such that, after the payment of any income, excise or other tax on the gross-up payment, the executive officer retains an amount sufficient to pay all excise taxes pursuant to Section 4999 of the Code.

The calculation of the Section 4999 gross-up amounts described above is based upon an excise tax rate under Section 4999 of 20%, a 35% federal income tax rate and a 1.45% Medicare tax rate. For purposes of the gross-up calculations, we have assumed that (1) no amounts will be discounted as attributable to reasonable compensation and (2) all cash severance payments are contingent on a change in control (although we believe there may be a viable position to the contrary with respect to at least a portion of the cash severance payments).

The tax gross-up payment described above will be payable to the executive for any excise tax incurred under Section 4999 of the Code regardless of whether his employment is terminated. However, the amount of the gross-up payment will change based upon whether the executive's employment with us is terminated because the amount of compensation subject to the Section 4999 excise tax will change.

A copy of the Company's Compensation Committee charter may be found on the Company's website, at www.corelab.com/investors/governance.

33. RELATED PARTIES

In 2014 and 2013, 69,075 shares valued at \$10.3 million and 72,111 shares valued at \$12.1 million, respectively, were surrendered to the Company pursuant to the terms of a stock-based compensation plan, in settlement by the participants of their exercise cost in the stock options and their personal tax burdens that may result from the issuance of common shares under this arrangement. These shares were surrendered at the then current market price on the date of settlement. See Note 14 - *Stock-Based Compensation* and Note 32 - *Director's and Nonexecutive Directors' Remunerations*. We had no other significant related party transactions for the year ended December 31, 2014.

The following table lists significant subsidiaries of the parent company that are included in the consolidated group:

Name	Legal Seat	Ownership %
Core Laboratories Australia PTY Ltd	Perth, Australia	100%
Core Laboratories Canada Ltd.	Alberta, Canada	100%
Core Laboratories International B.V.	Amsterdam, The Netherlands	100%
Core Laboratories LP	Delaware, United States	100%
Core Laboratories Malaysia SDN BHD	Kuala Lumpur, Malaysia	100%
Core Laboratories Sales N.V.	Willemstad, Curacao	100%
Core Laboratories (U.K.) Limited	London, United Kingdom	100%
Owen Oil Tools LP	Delaware, United States	100%
Core Lab de Mexico S.A. de C.V.	Mexico City, Mexico	100%
Saybolt Belgium N.V.	Antwerp, Belgium	100%
Saybolt LP	Delaware, United States	100%
Saybolt Nederland B.V.	Rotterdam, The Netherlands	100%
Saybolt (Singapore) PTE LTD	Singapore, Singapore	100%
Stim-Lab, Inc.	Oklahoma, United States	100%
ZAO Petroleum Analysts	Moscow, Russian Federation	100%

The following table lists associates of the parent company that are not included in the consolidated group:

Name	Legal Seat	Ownership %
Saybolt Tunisie SarL	Tunis, Tunisia	49%
Saybolt Med S.A.	Tunis, Tunisia	49%
Saybolt Saudi Arabia Co., Ltd.	Jubail, Saudi Arabia	45%
Shanghai SIC - Saybolt Commodities Surveying Co Ltd.	Shanghai, China	50%
Saybolt Maroc	Morocco	49%
Projeito Brasil	Macaé, Brasil	49%

34. SUBSEQUENT EVENTS

None.

Company financial statements

CORE LABORATORIES N.V.
BALANCE SHEET
December 31, 2014 and 2013
(In thousands of USD, except share and per share data)
(After proposed appropriation of results)

	<u>Ref.</u>	<u>2014</u>	<u>2013</u>
ASSETS			
NON-CURRENT ASSETS			
Investment in subsidiaries	3	\$ 1,278,535	\$ 1,134,747
Deferred income tax asset	6	1,544	930
Loans to subsidiaries	4	290,000	—
Other assets	5	4,354	4,369
TOTAL NON-CURRENT ASSETS		<u>\$ 1,574,433</u>	<u>\$ 1,140,046</u>
CURRENT ASSETS			
Prepaid expenses and other current assets		\$ 947	\$ 822
Deferred tax asset		—	—
Receivables from subsidiaries		39,812	10,933
Accounts receivable		160	34
Cash and cash equivalents		889	1,621
TOTAL CURRENT ASSETS		<u>41,808</u>	<u>13,410</u>
TOTAL ASSETS		<u>\$ 1,616,241</u>	<u>\$ 1,153,456</u>
SHAREHOLDERS' EQUITY			
Common shares, EUR 0.02 par value in 2014 and in 2013; 200,000,000 shares authorized, 45,600,002 issued and 43,636,984 outstanding at 2014 and 46,750,002 issued and 45,101,389 outstanding at 2013		\$ 1,131	\$ 1,286
Additional paid-in capital		—	4,597
Retained earnings		479,858	476,355
Other reserves		(16,939)	(10,151)
Treasury shares (at cost), 1,963,018 at 2014 and 1,648,613 at 2013		(317,613)	(245,184)
TOTAL SHAREHOLDERS' EQUITY	7	<u>\$ 146,437</u>	<u>\$ 226,903</u>
LIABILITIES			
NON-CURRENT LIABILITIES			
Long term payable to subsidiaries	10	\$ 230,024	\$ 4,400
Borrowings	11	105,047	—
Income tax payable		650	556
Employee benefit obligations	9	20,241	18,008
Deferred income tax liability	6	1,772	1,283
Other long term liabilities		947	—
TOTAL NON-CURRENT LIABILITIES		<u>\$ 358,681</u>	<u>\$ 24,247</u>
CURRENT LIABILITIES:			
Accounts payable		\$ 1,512	\$ —
Payables to subsidiaries	10	1,100,851	898,999
Income tax payable		3,002	291
Other accrued expenses		5,758	3,016
TOTAL CURRENT LIABILITIES		<u>1,111,123</u>	<u>902,306</u>
TOTAL LIABILITIES		<u>1,469,804</u>	<u>926,553</u>
TOTAL EQUITY, PROVISIONS AND LIABILITIES		<u>\$ 1,616,241</u>	<u>\$ 1,153,456</u>

The accompanying notes are an integral part of these Financial Statements.

CORE LABORATORIES N.V.
INCOME STATEMENT
For the Years Ended December 31, 2014 and 2013
(In thousands of USD)

	<u>Ref.</u>	<u>2014</u>	<u>2013</u>
Standalone company net income (loss) after taxation		\$ (25,707)	\$ (9,116)
Profit (loss) from subsidiaries after tax	3	<u>286,301</u>	<u>262,790</u>
Result after taxation		<u>\$ 260,594</u>	<u>\$ 253,674</u>

The accompanying notes are an integral part of these Financial Statements.

1. GENERAL

The description of the Company's activities and the group structure, as included in the notes to the consolidated financial statements, also apply to the Company-only financial statements. We have 17 employees in 2014.

2. ACCOUNTING PRINCIPLES

Basis of preparation

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

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

In case no other policies are mentioned, refer to the accounting policies as described in the accounting policies in the consolidated financial statements of this Annual Report. For an appropriate interpretation, the company financial statements of Core Laboratories N.V. should be read in conjunction with the consolidated financial statements.

The company prepared its consolidated financial statements in accordance with the International Financial Reporting Standards ("IFRS") as adopted by the European Union.

Investments in consolidated subsidiaries

The accompanying Consolidated Financial Statements include the accounts of Core Laboratories N.V. and its subsidiaries. Subsidiaries are all entities (including structured entities) over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to us. They are de-consolidated from the date that control ceases. Inter-company transactions, balances and unrealized gains on transactions between consolidated companies are eliminated. Unrealized losses are also eliminated but considered an impairment indicator of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by us. The equity method of accounting is used to record our interest in investments in which we have less than a majority interest and do not exercise control but have significant influence.

We record non-controlling interest associated with consolidated subsidiaries that are less than 100% owned.

We use the acquisition method of accounting to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair value of the assets transferred, the liabilities incurred and the equity interests issued by us. The consideration transferred includes the fair value of any assets or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, we recognize any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets.

When the company's share of losses in an investment equals or exceeds its interest in the investment, (including separately presented goodwill or any other unsecured non-current receivables, being part of the net investment), the company does not recognize any further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the investment. In such case the company will recognize a provision.

Loans to subsidiaries

Amounts due from investments are stated initially at fair value and subsequently at amortized costs. Amortized costs is determined using the effective interest rate.

3. INVESTMENTS IN SUBSIDIARIES

<i>(in thousands)</i>	Investments in Subsidiaries
Book value at January 1, 2014:	\$ 1,134,747
Investments	(71)
Dividends received	(72,591)
Deemed dividend	(64,376)
(Reduction of) / additional negative net asset value stated at nil	996
Equity from Subs - AOCI	(6,471)
Net income from subsidiaries	286,301
Book value at December 31, 2014:	\$ 1,278,535

For a listing of directly and indirectly held subsidiaries that are included in the financial fixed assets as investments in affiliates, see Note 33 - *Related Parties* of the Notes to the consolidated financial statements.

4. LOANS TO SUBSIDIARIES

<i>(in thousands)</i>	Loans to Subsidiaries
Book value at January 1, 2014:	—
Loan to subsidiary	290,000
Book value at December 31, 2014:	290,000

Loans to subsidiaries consist of a \$290 million note bearing interest at 6%.

5. OTHER ASSETS

<i>(in thousands)</i>	Other Assets
Book value at January 1, 2014:	4,369
Increase in cash surrender value of life insurance	(15)
Book value at December 31, 2014:	4,354

Life insurance policies with cash surrender value have been purchased by us to assist in funding deferred compensation arrangements with certain employees. These policies are carried at market value. The fair value is determined by the plan administrator's actuary calculation and the changes in the fair value are recognized through profit and loss.

6. INCOME TAXES

For a reconciliation of the effective tax rate with the statutory rate see Note 25 - *Income Taxes* to Consolidated Financial Statements.

The deferred tax assets at December 31, 2014 relate to tax credits as follows:

	Tax Credits	Tax Liabilities	Total
December 31, 2012	\$ 2,868	\$ 700	\$ 2,168
(Charged)/credited to income statement	(1,938)	583	(2,521)
December 31, 2013	930	1,283	(353)
(Charged)/credited to income statement	614	489	125
December 31, 2014	<u>\$ 1,544</u>	<u>\$ 1,772</u>	<u>\$ (228)</u>

7. EQUITY

Share capital

The authorized share capital of the Company as at December 31, 2014 amounts to EUR 4 million and consists of 200,000,000 ordinary shares with a par value of EUR 0.02 each.

Issued and paid in share capital amounts to \$1.1 million and consists of 45,600,002 issued and 43,636,984 outstanding ordinary shares with a par value of EUR 0.02 each. Repurchased ordinary shares amounts to \$317.6 million and consists of 1,963,018 ordinary shares with a par value of EUR 0.02 each.

The movements in the number of shares in 2014 are as follows:

	Ordinary Shares	Repurchased Ordinary Shares	Shares Outstanding
Balance at January 1, 2014	46,750,002	1,648,613	45,101,389
Issue of ordinary shares	—	(216,395)	216,395
Cancellation of treasury shares	(1,150,000)	(1,150,000)	—
Repurchased own shares	—	1,680,800	(1,680,800)
Balance at December 31, 2014	<u>45,600,002</u>	<u>1,963,018</u>	<u>43,636,984</u>

The movement in shareholders' equity is as follows (in thousands):

	<u>Common Shares</u>	<u>Additional Paid-In Capital</u>	<u>Accumulated Earnings</u>	<u>Other Reserves</u>	<u>Repurchased Shares</u>	<u>Total Shareholders' Equity</u>
BALANCE, December 31, 2013	\$ 1,286	\$ 4,597	\$ 476,355	\$ (10,151)	\$ (245,184)	\$ 226,903
Stock-based compensation	—	21,932	—	—	—	21,932
Stock-based awards issued	—	(31,857)	—	—	31,857	—
Tax charge of stock awards issued	—	(2,621)	—	—	—	(2,621)
Repurchases of common shares	—	—	—	—	(264,368)	(264,368)
Dividends paid	—	—	(89,089)	—	—	(89,089)
Cancellation of treasury shares	(28)	7,949	(168,003)	—	160,082	—
Currency translation adjustment	(127)	—	—	127	—	—
Share in other comprehensive income of subsidiaries	—	—	—	(6,472)	—	(6,472)
Pension adjustment	—	—	—	(443)	—	(443)
Net income (loss)	—	—	260,595	—	—	260,595
BALANCE, December 31, 2014	<u>\$ 1,131</u>	<u>\$ —</u>	<u>\$ 479,858</u>	<u>\$ (16,939)</u>	<u>\$ (317,613)</u>	<u>\$ 146,437</u>

Our functional currency is the U.S. dollar. However, the par value of our common stock is denominated in Euros. We have recorded a cumulative translation adjustment related to the value of our common stock of \$127,000 related to this re-measurement, as indicated in the movement schedule above using an exchange rate of \$1.21 U.S. Dollars per Euro.

Treasury Shares

We are incorporated in The Netherlands and under the Dutch Civil Code, a corporation and its subsidiaries can hold a maximum of 50% of their issued shares in treasury. On October 29, 2002, we began to repurchase our shares under a share repurchase program approved by shareholders in connection with our initial public offering in September 1995. We currently have shareholder approval to hold 10% of our issued share capital in treasury. On May 13, 2014 at our annual shareholder's meeting, our shareholders authorized the extension of our share repurchase program of up to 10% of our issued share capital from time to time for an 18 month period until November 13, 2015. The cancellation of shares had also been approved by shareholders at prior shareholder meetings. The repurchase of shares in the open market is at the discretion of management pursuant to shareholder authorization.

From the activation of the share repurchase program through December 31, 2014, we have repurchased 37,867,189 shares for an aggregate purchase price of approximately \$1.5 billion, or an average price of \$38.43 per share and have cancelled 30,975,406 shares at a cost of \$840.0 million. During the twelve months ended December 31, 2014, we repurchased 1,680,800 of our common shares for \$264.4 million, at an average price of \$157.29 per share which included rights to 69,075 shares valued at \$10.3 million, or \$148.85 per share, that were surrendered to us pursuant to the terms of a stock-based compensation plan, in consideration of the exercise price of their stock options and their personal tax burdens that may result from the issuance of common shares under this plan. Subsequent to year end, we have repurchased 843,130 shares at a total cost of approximately \$91.7 million.

At the annual meeting of shareholders on May 13, 2014, the shareholders approved the cancellation of 1,150,000 shares of our common stock then held as treasury stock. These treasury shares were canceled on July 25, 2014, after the expiration of the waiting period required under Dutch law. We charged the excess of the cost of the treasury stock over its par value to additional paid-in capital.

At December 31, 2014, the Company has no outstanding stock options.

Dividends

Cash dividends of \$0.50 per share of common stock were paid in February, May, August and November 2014. The total dividends paid in 2014 were \$89.1 million. On February 20, 2015, we paid a quarterly dividend of \$0.55 per share of common stock to shareholders of record on January 23, 2015.

8. PREFERENCE SHARES

We have 6,000,000 preference shares authorized by our shareholders with a par value of EUR 0.02. At both December 31, 2014 and 2013, there were zero shares issued or outstanding.

9. POSTRETIREMENT BENEFIT PLANS

EMPLOYEE BENEFIT PLANS (USD in thousands)

	2014	2013
Balance sheet obligations for:		
Post-employment benefits - SERP	\$ 12,275	\$ 10,785
Post-employment benefits - Employee severance	7,966	7,223
Liability in the balance sheet	<u>\$ 20,241</u>	<u>\$ 18,008</u>
Income statement charge (benefit) for:		
Post-employment benefits	\$ (761)	\$ (654)
	<u>\$ (761)</u>	<u>\$ (654)</u>
Remeasurements recognized in the statement of other comprehensive income in the year	\$ (443)	\$ (914)
Cumulative remeasurements recognized in the statement of other comprehensive income	\$ (1,453)	\$ (1,010)

We have entered into deferred compensation contracts under a Supplemental Executive Retirement Plan (“SERP”) for certain key employees and an outside director to provide the participants an annual retirement benefit based on years of service and on the average of their base salary for the five years prior to retirement. The benefits under these contracts are fully vested and benefits are paid when the participants attain 65 years of age. Life insurance policies with cash surrender values have been purchased for the purpose of funding the deferred compensation contracts.

The following table summarizes the change in the projected benefit obligations and the fair value of the plan assets for the SERP for the years ended December 31, 2014 and 2013 (in thousands):

	<u>2014</u>	<u>2013</u>
Defined Benefit Obligations:		
Defined benefit obligations at beginning of year	\$ 18,008	\$ 12,209
Service cost	—	7,055
Interest cost	2,145	(362)
Benefits paid	(800)	(500)
Remeasurements	888	(394)
Defined benefit obligations at end of year	\$ 20,241	\$ 18,008
Fair Value of Plan Assets:		
Fair value of plan assets at beginning of year	\$ 3,880	\$ 3,368
Interest Income	187	(1,408)
Employer contributions	—	(1)
Benefit payments	—	(290)
Administrative expenses	(73)	(77)
Remeasurements	193	2,282
Fair value of plan assets at end of year	\$ 4,187	\$ 3,874
Over (under)-funded status of the plan at end of the year (1)	\$ (16,054)	\$ (14,134)

(1) includes \$4,033 and \$3,874, for 2014 and 2013 respectively, of insurance contracts used to partially fund the deferred compensation for the executives and is included in Other Assets on the Balance Sheet.

The following actuarial assumptions were used to determine the actuarial present value of our defined benefit obligations at December 31, 2014 and 2013:

	<u>2014</u>	<u>2013</u>
Weighted average assumed discount rate	4.51%	5.25%

Expected benefit payments under this plan for the next five years are as follows (in thousands):

2015	\$ 650
2016	650
2017	650
2018	650
2019	650

10. PAYABLES TO SUBSIDIARIES

Liabilities of a long-term nature due greater than 5 years are specified as follows (in thousands):

	Long-Term Inter-company Liability
At January 1, 2014	<u>\$ 4,400</u>
Charged / (credited) to the income statement:	
Additions	225,624
Payments	—
Transfers from short-term inter-company liability:	—
At December 31, 2014	<u><u>\$ 230,024</u></u>

The 2014 addition to long-term intercompany liability consists of a \$290 million note which bears no interest.

11. BORROWINGS

Debt at December 31, 2014 and 2013 is summarized in the following table (in thousands):

	2014	2013
Credit facility	<u>106,000</u>	<u>—</u>
Deferred debt acquisition costs	(953)	—
Borrowings, net	<u><u>\$ 105,047</u></u>	<u><u>\$ —</u></u>

The carrying amounts of our borrowings are denominated in US Dollars.

Also see Note 16 - *Borrowings* of the Notes to the consolidated financial statements.

12. COMMITMENTS AND CONTINGENCIES

Along with certain of our material, wholly-owned subsidiaries, we are guarantors or co-borrowers under the Credit Facility and Senior Notes. For a discussion of our Credit Facility and Senior Notes, please see Note 16 - *Borrowings* of the Notes to the consolidated financial statements.

Core Laboratories N.V. and its wholly owned Dutch subsidiaries constitute a fiscal entity. As a result of the fiscal entity, the Company is liable for the fiscal entity's income tax liabilities of the entire fiscal unity. Income taxes are allocated to the companies within the fiscal entity on the basis of their taxable income.

13. RELATED PARTIES

For related party discussions, see Note 33 - *Related Parties* of the Consolidated Financial Statements.

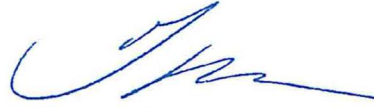
14. SUPERVISORY DIRECTORS

For a discussion of Supervisory Director remuneration and related party transactions, see Note 32 - *Director's and Nonexecutive Directors' Remunerations* and Note 33 - *Related Parties* to the Notes to Consolidated Financial Statements.

Amsterdam, The Netherlands,
April 29, 2015



David M. Demshur
President, Chief Executive Officer and
Supervisory Director (Principal Executive
Officer)



Jacobus Schouten, on behalf of
Core Laboratories International B.V.
sole managing director of Core Laboratories N.V.



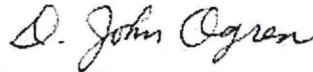
Richard L. Bergmark
Executive Vice President, Chief Financial
Officer, and Supervisory Director



Charles L. Dunlap
Supervisory Director



Michael C. Kearney
Supervisory Director



D. John Ogren
Supervisory Director



Jan Willem Sodderland
Supervisory Director



Lucia van Geuns
Supervisory Director



Margaret Ann van Kempen
Supervisory Director

Other information

1 Auditor's Report

The Auditor's report is included on page [107](#).

2 Statutory Appropriation of Income

The Articles of Incorporation of the Company provide that the results for the year are subject to the disposition of the shareholders decided upon at the Annual Meeting of Shareholders. Income remaining after payment of any interim dividends is expected to be fully included in retained earnings.

Proposed appropriation of results

The Board of Supervisory Directors proposes to increase retained earnings in the amount of \$260.6 million from net income (loss). The Company expects to utilize available earnings generated by our operations for the development and growth of the business, to repurchase our shares under our share repurchase program and to pay dividends. The determination as to the payment of dividends will be made at the discretion of our Supervisory Board and will depend upon our operating results, financial condition, capital requirements, income tax treatment of payments, general business conditions and such other factors we may deem relevant. Because Core Laboratories N.V. is a holding company that conducts substantially all of its operations through subsidiaries, our ability to pay cash dividends on the common shares is also dependent upon the ability of our subsidiaries to pay cash dividends or otherwise distribute or advance funds to us and on the terms and conditions of our existing and future credit arrangements.

3 Branches

The consolidated financial statements include the financial information for the following branch locations:

Name	Legal Seat
Core Laboratories International B.V. - Abu Dhabi Branch	Abu Dhabi, United Arab Emirates
Core Laboratories International B.V. - Colombia Branch	Bogota, Colombia
Core Laboratories International B.V. - Pakistan Branch	Karachi, Pakistan
Core Laboratories International B.V. - India Branch	Mumbai, India
Core Laboratories International B.V. - Oman Branch	Muscat, Oman
Core Laboratories International B.V. - Libya Branch	Tripoli, Libya
Core Laboratories International B.V. - Iraq - Kurdistan Branch	Erbil, Kurdistan
Core Laboratories Middle East Services B.V. - Abu Dhabi Branch	Abu Dhabi, United Arab Emirates
Core Laboratories Corporate Holding B.V. - Pakistan Branch	Karachi, Pakistan
JSC Saybolt Analyt Holding B.V. Representation in Batumi	Batumi, Georgia
Saybolt LP Puerto Rico Branch	Guayanilla, Puerto Rico
Saybolt International B.V. - Bahrain Branch	Manama, Bahrain
Saybolt International B.V. - Yemen Branch	Aden, Yemen
Saybolt International B.V. - Qatar Branch	Doha, Qatar
Saybolt Analyt Holding B.V. - Turkmenistan	Turkembashi, Turkmenistan
Saybolt Tianjin M&I Company - Xiamen Branch	Xiamen, China
Saybolt Tianjin M&I Company - Zhuhai Branch	Zhuhai, China
Saybolt Tianjin M&I Company - Guangzhou Branch	Guangzhou, China
Saybolt Tianjin M&I Company - Manzhouli Branch	Manzhouli, China
EW Saybolt & Co SA - Abu Dhabi Branch	Abu Dhabi, United Arab Emirates
EW Saybolt & Co SA - Egypt Branch	Alexandria, Egypt
Saybolt Eastern Hemisphere BV - Taiwan Branch	Taipei, Taiwan
Saybolt Eastern Hemisphere BV - Kuwait Branch	Mangaf, Kuwait
Owen Oil Tools LP - Thailand Branch	Songkhla, Thailand
Production Enhancement Corporation Trinidad Branch	San Fernando, Trinidad and Tobago
Pencor International Ltd. Kazakhstan Branch	Atyrau, Kazakhstan

4 Subsequent Events

None

Independent auditor's report

To: the General Meeting of Shareholders and the Board of Supervisory Directors of Core Laboratories, N.V.

Report on the financial statements

Our opinion

In our opinion:

- the consolidated financial statements give a true and fair view of the financial position of Core Laboratories N.V. and its subsidiaries ('the group') as at 31 December 2014 and of its result and cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union (EU-IFRS) and with Part 9 of Book 2 of the Dutch Civil Code;
- the company financial statements give a true and fair view of the financial position of Core Laboratories N.V. as at 31 December 2014 and of its result for the year then ended in accordance with Part 9 of Book 2 of the Dutch Civil Code.

What we have audited

We have audited the financial statements 2014 of Core Laboratories N.V., Amsterdam ('the company'). The financial statements include the consolidated financial statements and the company financial statements.

The consolidated financial statements comprise:

- the consolidated balance sheet as at 31 December 2014;
- the following statements for 2014: the consolidated income statement and the consolidated statements of other comprehensive income, changes in equity and cash flows; and
- the notes, comprising a summary of significant accounting policies and other explanatory information.

The company financial statements comprise:

- the company balance sheet as at 31 December 2014;
- the company income statement account for the year then ended; and
- the notes, comprising a summary of the accounting policies and other explanatory information.

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

The basis for our opinion

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

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

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

Our audit approach

Overview

We designed our audit by determining materiality and assessing the risks of material misstatement in the financial statements. In particular, we looked at where the management made subjective judgements, for example in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain.

Apart from the key audit matters, which will be explained below, other points of focus in our audit included, amongst others, revenue recognition, goodwill impairment analysis, employee pension accounting, compensation expenses and the corporate income tax position.

As in all of our audits, we also addressed the risk of management override of internal controls, including evaluating whether there was evidence of bias by the management that may represent a risk of material misstatement due to fraud.

Materiality

Overall materiality: \$ 16.7 million which represents 5% of profit before tax.

Audit scope

We performed a full scope audit on the significant components within the group.
For the other components audit procedures are performed both centrally and locally including site visits.
The group engagement team performed its audit procedures in the United States of America, The Netherlands and Sweden.

Key audit matters

Accounting principles generally accepted in the United States of America ('USGAAP') to EU-IFRS bridge
Impact oil price development

Materiality

The scope of our audit is influenced by the application of materiality. Our audit opinion aims on providing reasonable assurance about whether the financial statements are free from material misstatement. Misstatements may arise due to fraud or error. They are considered to be material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the nature, timing and extent of our audit procedures and to evaluate the effect of identified misstatements on our opinion.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

Overall group materiality	\$ 16.7 million (2013: \$ 16.3 million).
How we determined it	5% of profit before tax.
Rationale for benchmark applied	We have applied this benchmark, a generally accepted auditing practice, based on our analysis of the common information needs of users of the financial statements. On this basis we believe that profit before tax is an important metric for the financial performance of the company.

We also take misstatements and/or possible misstatements into account that, in our judgment, are material for qualitative reasons.

We agreed with the supervisory board that we would report to them misstatements identified during our audit above \$ 1.3 million (2013: \$ 1 million) as well as misstatements below that amount that, in our view, warranted reporting for qualitative reasons. Besides that, we would report any misstatements identified in the USGAAP to EU-IFRS bridge above \$ 0.8 million (2013: \$ 0.8 million).

The scope of our group audit

Core Laboratories N.V. is head of a group of entities. The financial information of this group is included in the consolidated financial statements of Core Laboratories N.V.

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

The group audit focussed on the significant components aggregated on a country level with the highest revenues from sales to third parties and assets, like the United States of America, Canada and The Netherlands. For these countries audit procedures are performed locally with respect to internal controls and the year-end consolidated financial statements. We determined the audit procedures needed locally at each of the components in scope, being either a full audit of the complete financial information or specified audit procedures which focused mainly on the audit of revenues/receivables, post-employee benefits and cash. For the non-significant components we performed additional procedures on group level. These procedures included, among others, controls testing, disaggregated analytical procedures and identification of potential issues through reconciliation of the group information with management reporting and inquiries with group and senior management. Furthermore, we

performed a site visit to Sweden to incorporate unpredictability in our audit approach and performed controls procedures, fraud procedures and revenue testing.

Where the work was performed by component auditors, we determined the level of involvement we needed to have in the audit work at those functions to be able to conclude whether sufficient appropriate audit evidence had been obtained as a basis for our opinion on the group financial statements as a whole.

The group consolidation, financial statement disclosures and a number of complex items are audited by the group engagement team at the head office. These include management estimates goodwill impairment analysis, pension accounting, share based payments and corporate income tax position.

By performing the procedures above at components, combined with additional procedures at group level, we have obtained sufficient and appropriate audit evidence regarding the financial information of the group as a whole to provide a basis for our opinion on the consolidated financial statements.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in the audit of the financial statements. We have communicated the key audit matters to the supervisory board, but they are not a comprehensive reflection of all matters that were identified by our audit and that we discussed. We described the key audit matters and included a summary of the audit procedures we performed on those matters, below. On pages 2 to 38 of the 2014 Annual Report, the company also disclosed several financial and/or operational risk factors that could have a material adverse effect on its financial position and results of operations.

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

<i>Key audit matter</i>	<i>How our audit addressed the matter</i>
<p><i>US GAAP to EU-IFRS bridge</i></p> <p>The company has its securities listed at the NYSE in New York and Euronext Amsterdam and as such needs to comply with the requirements of both its regulators. Considering that a relatively large part of the activities of the company is located in the US, their bookkeeping is mainly focused on the US environment and as such in accordance with the US GAAP financial reporting framework. However, the consolidated financial statements of Core Laboratories N.V., to be filed in The Netherlands, have to be prepared in accordance with EU-IFRS and with Part 9 of Book 2 of the Dutch Civil Code. Therefore management prepares a bridge from the US GAAP financial statements to the EU-IFRS financial statements. The areas of adjustment mainly concern employee benefits, share based payments and business combinations. Due to the complexity of these adjustments this area is sensitive to error and requires significant attention during our audit.</p>	<p>We have quarterly meetings with management and the Audit Committee in order to identify any events or transactions that occurred, that could result in a different accounting treatment under EU-IFRS compared to US GAAP. We audit all adjustments substantively. Our audit procedures in this respect include amongst others the involvement of financial reporting specialists, to assist us in evaluating if the adjustments prepared by management are in line with the requirements of EU-IFRS. We recalculate the adjustments and reconcile them to underlying evidence.</p>
<p><i>Impact oil price development</i></p> <p>Core Laboratories' business and operations are substantially dependent upon the condition of the global oil and gas industry. The oil and gas industry is highly cyclical and has been subject to significant economic downturns at various times as a result of numerous factors affecting the supply of and demand for oil and natural gas, including the level of capital expenditures of the oil and gas industry, the level of drilling activity, the level of production activity, market prices of oil and gas, economic conditions existing in the world, interest rates and the cost of capital, environmental regulations, tax policies, political requirements of national governments, coordination by the Organization of Petroleum Exporting Countries ("OPEC"), cost of producing oil and natural gas, and technological advances.</p> <p>In the Annual Report of the Directors on page 29, the company describes that down turns in the oil and gas industry may have adverse effects on the company's revenue, result, financial position or cash flows. The current developments as the pressure on the oil prices, low level of investments by drilling companies and declining rig counts, will have an impact on the company's operational and financial strategy.</p>	<p>We evaluated the impact of the decline of the oil price on the forecasted revenues and gross margins that were used for the impairment analysis and on the applied discount rates and growth rates. There is no impact on the valuation of the assets.</p> <p>We discussed the company's financing facilities and access to finance as part of our audit procedures. We confirmed the existing financing and available credit lines with contracts and providers of finance, compliance with covenants and evaluated the access to capital markets.</p>

Responsibilities of the management and the supervisory board

The management is responsible for:

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

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

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

Our responsibilities for the audit of the financial statements

Our responsibility is to plan and perform an audit engagement to obtain sufficient and appropriate audit evidence to provide a basis for our opinion. Our audit has been performed with a high but not absolute level of assurance which makes it possible that we did not detect all frauds or errors.

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

Report on other legal and regulatory requirements

Our report on the directors' report and the other information

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

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

Our appointment

We were appointed as auditors of Core Laboratories N.V. on 22 April 2014 by the supervisory board and later by the passing of a resolution by the shareholders at the annual meeting held on 13 May 2014 and has been renewed annually by shareholders representing a total period of uninterrupted engagement appointment of 12 years.

Amsterdam, 29 April 2015

PricewaterhouseCoopers Accountants N.V.

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Appendix to our auditor's report on the financial statements 2014 of Core Laboratories N.V.

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

The auditor's responsibilities for the audit of the financial statements

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

- Identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the intentional override of internal control.
- Obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Concluding on the appropriateness of the management's use of the going concern basis of accounting, and based on the audit evidence obtained, concluding whether a material uncertainty exists related to events and/or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report and are made in the context of our opinion on the financial statements as a whole. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluating the overall presentation, structure and content of the financial statements, including the disclosures, and evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the supervisory board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We provide the supervisory board with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with the supervisory board, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, not communicating the matter is in the public interest.