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Brunel

Brunel International N.V. **Annual Report 2015**

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CEO statement

CEO statement

After years of on-going organic growth in both sales and profitability, developments in the price of oil made 2015 a particularly challenging year for Brunel.

Oil & Gas

An important part of our services is focused on the Oil & Gas market and during the year customers have cancelled, terminated or postponed a number of new and existing projects.

Obviously this has meant less call for our services during this period, so we are now working hard to adapt the business to this new reality. We will need to organise ourselves in a leaner, smarter and more flexible way, with a sharp eye on market developments and an open ear for the needs of our customers. Though we do not expect to see any immediate recovery in this market over the short-term, we have confidence in the strength of our organisation and that makes us optimistic about the opportunities of any long-term developments in the global Oil & Gas market will bring us.

Europe

In Europe we have 50 offices spread across the six countries where we are active: Germany, The Netherlands, Belgium, Switzerland, Austria and the Czech Republic. And our services are geared to projects in a wide variety of sectors including Automotive, Aerospace, Rail, Telecom, Embedded Software, IT and Financial Services.

Following a period of restructuring, we have seen a positive revenue trend since the second half of 2015. And with a growth rate exceeding 10% in the last quarter, you could say the outlook for 2016 is rosy. We have made considerable investments in recent years in our organisation, our people, our processes and our systems. An organisation that is now solid and ideally positioned to grab an even bigger slice of the market.

Challenges and opportunities

We are going through exciting times, with the market undergoing all sorts of changes. Our clients continue making ever greater demands on us, in terms of both the type and quality of services they receive. It is in this area more than any that we see opportunities, and it is here where we must focus our energy.

It is difficult times like these in particular that make us stronger as a company and ultimately more successful. Because success is down to the quality of your people, and the collaborations and choices you make as a team. Which is why I would like to thank every member of our team – that is, every Bruneller – for all you have achieved last year under tough, tough circumstances, and the incredible effort that you all continue to put in.

I wish each and every one of you success in the times ahead. Times that will be challenging, for sure, but also rich with opportunities for companies prepared to grab them. And it is precisely because I believe so strongly in the strength, resilience and flexibility of the Brunel team that I am confident about the road ahead.

Jan Arie van Barneveld
CEO

Corporate profile

Corporate profile of Brunel

Brunel was founded in 1975 by the graduated engineer Jan Brand. Starting with the placement of a single fellow engineer, the foundation was laid for what became a global provider of business services that specialises in the flexible placement of professionals. Over the years, the company has continued to grow and diversify, but has always maintained Jan Brand's original focus: placing highly qualified, mainly technical, specialists.

Two perspectives

Brunel serves the world market from two main perspectives. On the one hand, we aim our services at specific global business lines. Examples include our focus on the worldwide Oil & Gas industry, and on the international automotive, rail, aerospace, telecom and pharmacy sectors. On the other hand, we focus on traditional secondment in Europe, and more specifically Germany, The Netherlands, Belgium, Czech Republic and Austria.

Access to excellence

In everything we do, we follow our firmly-rooted cultural values: eagerness, result-driven and operational excellence. This allows us to provide added value for clients in both business and government sectors, by meeting their knowledge and project capacity needs in a highly effective way. Brunel stands out from its competitors through its superior services, which center on high-quality account management and recruitment management, and our in-depth knowledge of the relevant market segments and related disciplines.

A truly global business

Today Brunel is an international group with a strong global brand. Operating from its own international network of 104 branch offices in 37 countries, we have over 11,000 employees and an annual turnover of EUR 1,229 million (2015).

Brunel International N.V. is listed on Euronext Amsterdam and included in the Amsterdam Small Cap Index (AScX).

Financial highlights 2015

Financial highlights 2015

EUR million, unless stated otherwise

	2015	2014
Profit		
Revenue	1,228.9	1,386.6
Gross Profit	230.0	249.0
Other income		
Operating costs	173.9	174.3
Operating profit (EBIT)	56.1	74.7
Result before tax	56.7	75.4
Tax	19.1	26.4
Group income	37.6	48.9
Net income	37.1	48.4
Ratios		
Change in revenue on previous year	-11.4%	8.0%
Gross margin	18.7%	18.0%
Operating profit / Revenue	4.6%	5.4%
Group income / Revenue	3.1%	3.5%
Balance		
Working capital	310.4	290.8
Group equity	347.7	328.3
Balance sheet total	479.4	492.6
Net cash flow	53.1	29.7
Ratios		
Shareholder's equity / total assets	72.5%	66.5%
Current assets / current liabilities	3.42	2.81
Workforce		
Employees total (average)	12,495	13,725
Employees indirect (average)	1,601	1,624
Employees total (year end)	11,554	13,549
Employees indirect (year end)	1,503	1,668
Shares in EUR		
Earnings per share	0.75	0.99
Shareholders equity per share	6.96	6.64
Dividend per share	1.50	0.70
Highest price	20.65	26.00
Lowest price	12.95	12.73
Closing price at 31 December	16.80	13.60

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Report from the Supervisory Board

Report from the Supervisory Board

We hereby present the report of the Supervisory Board for the year 2015

Financial statements 2015

The financial statements and the notes thereto have been audited by PricewaterhouseCoopers Accountants N.V. who provided an unqualified audit opinion. The Supervisory Board supports the proposal of the Board of Directors to declare a dividend of EUR 0.75 per share and additionally a super dividend of EUR 0.75 per share.

The financial statements will be presented at the General Meeting of Shareholders on 17 May 2016. We recommend the General Meeting of Shareholders to adopt the financial statements and discharge the members of the Board of Directors.

Position and major topics 2015

The Supervisory Board considers the development and succession of senior management, the company's strategy, the current turmoil in the Oil & Gas sector and sustainable growth in turnover and profitability to be among its key areas of focus.

Besides the periodical financial performance reviews, topics discussed during the year under review were risk assessment and risk management, the group's working capital, cash position, dividend policy and the development of operations that have been started up in the last couple of years. These discussions included presentations by the Board of Directors on strategy, operations and financial performance. Progress regarding the company's IT strategy and infrastructure, investments and corporate tax rate development were also reviewed. The discussion on the strategy also included utilising the global network outside the Oil & Gas industry.

The solvency ratio of the company is 73% and the cash position is healthy. The objective to fund the projected organic growth from its own resources is achievable.

The national and international laws and regulations relating to the company cover areas such as employment, work permits, health & safety, foreign exchange and taxes. The Supervisory Board has discussed how compliance with relevant laws and regulations can be ensured. Non-compliance is reported via the periodic consultation with the Supervisory Board. The Supervisory Board obtains information from the Board of Directors regarding the extent and nature of various regulations and how compliance is monitored internally.

Composition of the Supervisory Board

Ir. D. (Daan) van Doorn
Chairman
(b.1948, male, Dutch)

APPOINTED:
Annual General Meeting of Shareholders in May, 2006

CURRENT TERM:
2014 – 2018

FORMER MAIN DIRECTORSHIP:
CEO and Chairman of the Executive Board of Vion N.V.

OTHER DIRECTORSHIPS:
Chairman of the Supervisory Board of Coöperatieve Rabobank Oosterschelde; Member of the Supervisory Board of A-ware Food Group B.V.

Drs. A. (Aat) Schouwenaar
Vice Chairman
(b. 1946, male, Dutch)

APPOINTED:
Annual General Meeting of Shareholders in May, 2001

CURRENT TERM:
2015-2017

FORMER MAIN DIRECTORSHIP:
Chairman of the Management Board and CEO of Endemol B.V.

OTHER DIRECTORSHIPS:
Chairman of the Supervisory Board of Holland Casino; Vice Chairman of the Supervisory Board of Asito Dienstengroep S.E. and Docdata N.V.; Member of the Supervisory Board of Stadion Amsterdam N.V.

Drs. Ing. J. (Jan) Bout
Supervisory Director,
(b. 1946, male Dutch)

APPOINTED:
Extraordinary General Meeting of Shareholders on 15 November 2012

CURRENT TERM:
2012 - 2016

FORMER MAIN DIRECTORSHIP:
Chairman of the Board of Directors of Royal Haskoning

OTHER DIRECTORSHIPS:
Member of the Supervisory Board of Haskoning DHV Groep B.V.

Corporate governance structure

The Board of Directors and Supervisory Board are responsible for compliance with the Dutch Corporate Governance Code (‘the Code’) and maintaining the corporate governance structure. They are collectively accountable towards these issues to the General Meeting of Shareholders. Once a year, compliance with the best practice provisions of the Code is discussed with the Board of Directors.

Compliance with the Code is described in this report in the section ‘Corporate governance’. During 2015 no relevant changes occurred to the corporate governance structure. Brunel is studying the draft revision of the Code recently issued by the Monitoring Commission Corporate Governance to determine whether changes in the corporate governance structure need to be made.

Appointment and selection

The members of the Supervisory Board are appointed for a term of four years and may thereafter be reappointed. They can remain on the board for up to twelve years from the date of their first appointment. Candidates nominated for appointment or reappointment must meet the criteria as shown in the drawn-up profile. It will be proposed to the General Meeting of Shareholders on 17 May 2016 to reappoint Mr. Bout for his second term of four years on the Supervisory Board.

In deviation of article III.3.5 of the Dutch corporate governance code, because of his expertise and the phase Brunel is in, the General Meeting of Shareholders on 30 April 2015 reappointed Mr. Schouwenaar for an additional term of two years in addition to his term of fourteen years.

Although there is currently no female representation on the Supervisory Board or the Board of Directors, with the result that we do not meet the legal objectives, the diversity of both Boards has always been a part of the selection process of new members, to ensure a diverse Board composition when possible within the required profile.

Meetings

In 2015 the Supervisory Board held five scheduled meetings, all of which were attended by the entire Board of Directors and Supervisory Board.
The Supervisory Board further held two closed meetings that were not attended by the Board of Directors.

Committees

According to the guidelines of the Code, Brunel is not obliged to set up separate auditing, remuneration and selection & appointments committees. However Brunel has had an Audit Committee since 2001 and has opted to retain the structure. The complete Supervisory Board also serves as the Remuneration and Selection & Appointments Committees. By-laws and terms of reference for both the Supervisory Board and its committees are posted on the company’s website.

Evaluation of the Board of Directors

The performance of the Board of Directors as a whole, and of its individual members, was reviewed.

Self-evaluation of the Supervisory Board

At a private meeting, the Supervisory Board reflected on its own performance and that of its individual members. In its own estimation, and in accordance with article III.2.1. of the Dutch Corporate Governance code, the Supervisory Board consists of independent members and has a balanced composition of knowledge and experience.

Remuneration Committee

This committee assesses remuneration, including the short-term and long-term bonuses of the members of the Board of Directors; prepares the remuneration report; and oversees the remuneration policy of the company. Before appointing the new board members, a benchmark analysis has been performed by an external consultancy agency. The results of this benchmark were utilised in the determination of the compensation and the targets for the board.

Remuneration policy

The remuneration policy remained unchanged. The long term variable component has been changed from an option scheme to a stock appreciation rights (SAR) scheme.

The Supervisory Board believes that the remuneration policy expedites the short-term operational performance and long-term objectives of the company, and provides appropriate incentives to achieve the strategic goals.

The remuneration of new members of the Board of Directors is compliant with the One-Tier Board Act ('Wet Bestuur & Toezicht'), including the applicable requirements for claw back procedures on bonus.

The remuneration structure for the Board of Directors is designed to balance short-term operational performance with the long-term objectives of the company, with due regard for the risks to which variable remuneration may expose the enterprise. The total remuneration and the remuneration elements are based on the going rates in the international labour market and are fine-tuned using data from companies which are similar to Brunel in terms of scale and complexity.

Before the remuneration policy as a whole is determined, and the level of remuneration of individual board members is fixed, scenario analysis are made of the variable remuneration components and the consequences that they could have on the level of remuneration of the board members. The level and structure of the remuneration of the board members is determined by reference to the scenario analysis carried out and with due regard for the pay differentials within the company. In determining the level and structure of the remuneration of board members, both financial and non-financial indicators relevant to the long term objectives of the company are taken into account.
The remuneration package, following the adoption of the remuneration policy, contains three components: base salary, short term variable component and long term variable component.

The base annual salary is assessed periodically against a group of comparable enterprises. Before appointing the new board members, an independent benchmark was performed by an external HR consultancy agency. The variable component of the total remuneration package is performance related. It consists of short- and long-term components. Performance targets and conditions are derived from our strategy and annual business plans.
The targets are assigned prior to the relevant year and assessment of realisation is conducted after year-end by the Supervisory Board. The short-term incentive compensation is paid in cash. The short-term bonus scheme for the members of the Board of Directors rewards both financial performance and individual performance. Both elements are weighted equally. The quantitative targets (budget, sales, margin, profitability, EBIT and control of working capital) reflect the financial parameters considered by the Supervisory Board to be critical with regard to the realisation of Brunel's strategic objectives.
The Supervisory Board ensures that the targets agreed are both challenging and realistic.
For commercial and competition-related considerations, Brunel does not wish to publish the targets that have been agreed. The short term bonus may not exceed 75% of the fixed annual salary of the CEO. For other board members the maximum bonus opportunity is 50% of the fixed annual salary. The realisation of each financial or individual target can independently result in bonus payment. The Supervisory Board allocates the bonus based on the achievement of the targets of members of the Board of Directors and determines the associated pay-out.

The board members have been compensated for the cap of the maximum amount of "pensionable income" at EUR 100,000 that came into effect at 1 January 2015. The expected saving on pension premium for Brunel has been added to the salaries of the board members. This addition is not taken into account when calculating the bonus.

The remuneration report outlines the remuneration policy, provides a description of implementation of the remuneration policy in 2015, and sets out the remuneration of the members of the Board of Directors. The remuneration policy and remuneration report are posted on the company's website.

Audit Committee

The Supervisory Board selects the external auditors. The Audit Committee has a supervisory role regarding the integrity of the internal and external financial reports of the company, risk management, and information technology. The Supervisory Board, the Board of Directors and the external auditor are represented in the Audit Committee.

The Audit Committee met five times in 2015: prior to the publication of the full-year 2014 figures, prior to announcing the quarterly results and to discuss the external auditor's audit plan for 2015 and interim findings. The discussion on the scope of the audit included the key audit matters as identified by PricewaterhouseCoopers N.V.: working capital, recovery of compensable tax losses, compliance with laws and regulations and IT implementations. On request of the Audit Committee, a presentation on cyber security was given by Pricewaterhouse-Coopers N.V., including the relevant audit findings on this matter. In addition, the Audit Committee's chairman, Mr. Bout, held meetings with the CFO on an ongoing basis. Mr. Bout reported the committee's findings to all members of the Supervisory Board.

Recurring items for the Audit Committee meetings such as risk assessment and risk management, internal controls, compliance with laws and regulations, and the quality of the finance function were discussed. Regarding the ongoing IT implementations, segregation of duties was discussed, since sufficient segregation of duties within the IT applications is a condition to replace more manual controls by automated controls. Furthermore, the performance of the commercial team, that monitors and strengthens contractual risk management, has been evaluated.

Appointment of external auditor annual accounts 2016

It will be proposed to the Annual Shareholders Meeting on 17 May 2016 that PricewaterhouseCoopers Accountants N.V. will be our external auditor for the annual accounts of 2016.

Internal audit function

From an internal control perspective, Brunel is organised in regions (Oil & Gas) and countries (Europe). In each region and country, a financial controller is responsible for internal control for the activities in his/her area. These financial controllers meet with the CFO on a monthly basis. Furthermore, compensation and hiring/dismissal of these financial controllers is the responsibility of the CFO in order to provide sufficient independence towards local general managers. Besides the local controllers, Brunel has an independent team of controllers in Amsterdam in the department Corporate Finance & Control (CFC). Core competences are auditing, reporting and controlling, and the majority of the team has worked with a big four audit firm before joining Brunel. Besides group reporting, CFC performs internal audit activities, both in desk top reviews and during visits. All entities are visited by a member of CFC at least once every two years, and significant or high risk entities are visited multiple times in a year. CFC also provides the group with accounting manuals and updates on internal control procedures. The members of CFC report directly to the Board of Directors, primarily the CFO and have the possibility to meet with the Audit Committee if deemed necessary.

In 2016, the need to implement an internal audit function within Brunel will be considered again. In previous evaluations, it was concluded that there currently is no need to install an internal audit function. Considerations in this evaluation were that reliable financial information is ensured by (I) reliable administration and management information systems, monitored by regional financial controllers, (II) increased visits from central management, (III) uniform worldwide IT systems and (IV) extended scope for external audits using locally based native-speaking audit personnel.

Risks and internal risk management systems

During 2015 the Supervisory Board also discussed with the Board of Directors the updated risk assessment that was performed by the Board of Directors in cooperation with commercial management and the regional financial controllers. This concerns risks associated with the strategy and the nature of the business, and the way that the Board of Directors monitors the design and operation of the internal risk management systems. Risk assessment and risk management systems are being further embedded in the reporting structure to support decision-making and achieving of strategic objectives in the coming years. The operational and strategic risks related to the company are described in the section 'Risks, risk management and control systems' of this annual report.

Information and communication technology

In 2011 a start was made with the implementation of the strategy 'One Brunel, One IT'. As of March 2014, all entities of Brunel use the secured global workplace for access to the network and applications.

In 2015, the IT strategy was discussed, as well as the transfer of the responsibilities from the project organisation to the support organisation after finalisation of the main IT projects.

Financial reporting

The Board of Directors informed the Supervisory Board on the processes for the preparation of the financial reports and how the quality of the financial reporting is monitored. On the basis of this and the report of the external auditor, the Supervisory Board believes the Board of Directors adequately interprets its responsibility for the quality of the financial information.

Dialogue with the external auditor

The Audit Committee has discussed the annual accounts, annual report, management letter and risk management policy with the Board of Directors and the external auditor. The Supervisory Board assessed the independence of the auditor. It was concluded that threats to independence are absent. The Supervisory Board believes that the external auditor provided the Supervisory Board with all relevant information in order to exercise its supervisory responsibilities.

The main items included in the auditor's board report are:

- Analysis of EBIT
- Working capital developments
- Audit differences
- Management estimates
- Key audit matters

Relationship with shareholders

The Supervisory Board discussed with the Board of Directors how to take into account the interests of shareholders as well as the issues raised by shareholders at the last Annual General Meeting of Shareholders. The Supervisory Board believes that the company acted in a constructive and careful way regarding the shareholders' interests.

Other

The Supervisory Board approved the operational and financial objectives of the company, and also approved the strategy designed to achieve the objectives and the preconditions associated with that strategy.

The Supervisory Board endorsed the Board of Directors' efforts on Corporate Social Responsibility (CSR) and the particular aspects that are relevant to the enterprise.

Furthermore, no matters occurred which under the law, the statutes or the Code require the approval of the Supervisory Board.

Conflicts of interest

In 2015, no matters occurred involving conflicts of interest of directors, Supervisory Board Members, shareholders and/or external auditors that are of material significance to the company and/or the respective directors, members, shareholders and/or external auditors. Information on related party transactions is included under note 20 to the annual accounts.

Amsterdam, 4 March 2016

The Supervisory Board

D. van Doorn
Chairman
A. Schouwenaar
Vice Chairman
J. Bout

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Report from the Board of Directors

Report from the Board of Directors

Brunel offers top quality account management and recruitment management, meeting stringent compliance & safety standards in every location in which our clients operate. Our Brunel Europe division is a specialist in the flexible labour market with the expertise of Engineering, Automotive, Finance, IT, Legal and Pharma recruitments and services in The Netherlands, Germany, Belgium and other European countries. On the other hand, Brunel Oil & Gas division has established a global network of business lines based on the regions and locations with developed oil fields and their associated business. This division is expanding its services by also becoming a project resourcing specialist and unleashing the full potential of our global infrastructure by also looking into other related sectors such as mining, renewable energy and construction.

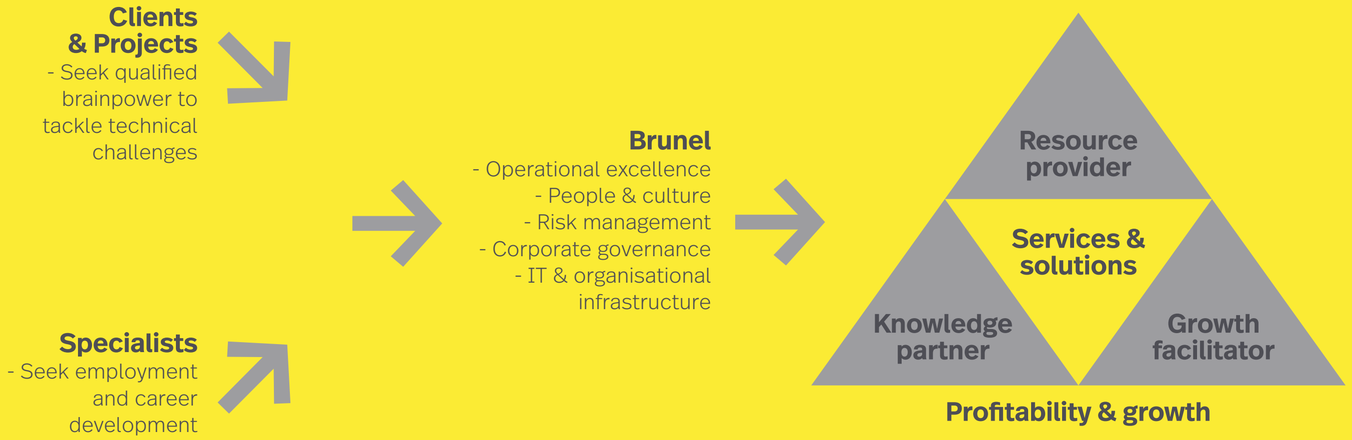
For clients and projects, Brunel is a service and solution partner. We help them to get the job done and to provide them the access to a flexible and specialised knowledge base in order to meet the rising global service demand and break down today's technical boundaries.

For specialists and candidates, we are their growth facilitator. Specialists constantly look for assignments in their area of expertise in order to realise their career potential. They need a facilitator connecting them to challenging projects and to take care of the administration and operational process so they can focus on developing the skills which they progress towards distinction. At the same time, Brunel provides specialists the opportunities to excel through assignments and to develop cutting-edge experience.

Business model

How Brunel does business

- Match clients', projects' and specialists' needs of recruitment and employment
- Provide diverse services and customised solutions of employment, contracting, secondment and administration



THE WHOLE IS GREATER THAN THE SUM OF ITS PARTS

How Brunel creates value

- Become a knowledge partner for clients to achieve business continuity, flexibility, efficiency and success
- Become a growth platform for specialists to accumulate peak employee value and career advancement
- Achieve both profitability for shareholders and sustainable business growth
- Innovative mindset of creating added value for stakeholders

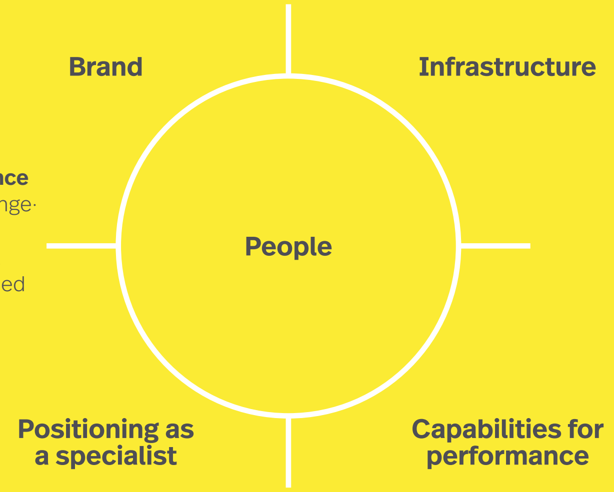
Brunel strives to create value for all the people directly and indirectly involved in our business. Our sustainable business growth engine has been constructed with an effective strategy at its core. The essence of our growth strategy is to compete in attractive businesses in which our distinctive resources – Brunel's brand, positioning, infrastructure, capabilities and people, contribute to our competitive advantages. Our business is unique in its quality, size and diversity. It is built on an effective business process, world class IT infrastructure, operational excellence and dedicated staff to maximise value for our clients, specialists and investors alike. It is important that we continue to enhance our culture of compliance, with which the management is continuously engaged. A winning culture is the cornerstone of everything we do, underpinning our competitive advantages in the international market. In today's ever-changing environment, moving forward requires Brunel continues evolving to ensure we remain a market leader.

Brunel's distinctive resources

Global operations
- Worldwide operations with global scale of efficiency
- Global database of talents and knowhow
- Global clients knowledge

Global brand & Independence
- 1975 started up in The Netherlands
- 1980's first foreign office in Belgium
- 1990's founded Brunel Energy in Asia, Americas, Europe
- Early 2000's working on global supplier agreements

Local expertise
- Develop sensitivity and responsive-ness to national differences
- Concentrate on local content and added value



"Financial" strength & compliance
- 1997 listed on the Stock Exchange
- Publish audited accounts
- Solid balance sheet to support growth strategy with limited need for external financing

Technology
- One IT infrastructure connecting all global entities
- Leverage information, knowledge and expertise
- Improve service quality and delivery time

Organisational structure and specialism

Brunel's organisation is built around our culture of business excellence and leads directly to the attraction and treatment of specialists. Having access to the right knowledge and experience is essential to Brunel.
By developing close-working relationships in the spirit of partnering, Brunel is able to fully understand and appreciate clients' and specialists' needs throughout the full project life cycle. We provide added-value via the tailor-made solutions and short lines of communication which enable us to respond quickly and accurately to their needs, wherever in the world.

How Brunel is organised

Specialists

11,000 specialists placements every year
1,500 new candidates attraction every week
1,000 permanent recruitment on an annual basis
1 centralised global database of
700,000 candidates with 190 nationalities

Clients & projects

40 years of working experience with clients from more than 35 areas of specialisms

Brunel people & organisation

1 flat networked organisation of
1500 indirect employees
104 branch offices in 37 countries across
6 continents connected with 1 global IT network

6 regional hubs – Amsterdam, Bremen, Houston, Qatar, Rotterdam, Singapore
to facilitate 2 operation divisions – Brunel Oil & Gas and Brunel Europe

Brunel culture

1 shared unique, strong and effective Brunel culture. In everything we do, we follow our firmly rooted cultural values of entrepreneurship, a result-driven approach and operational excellence

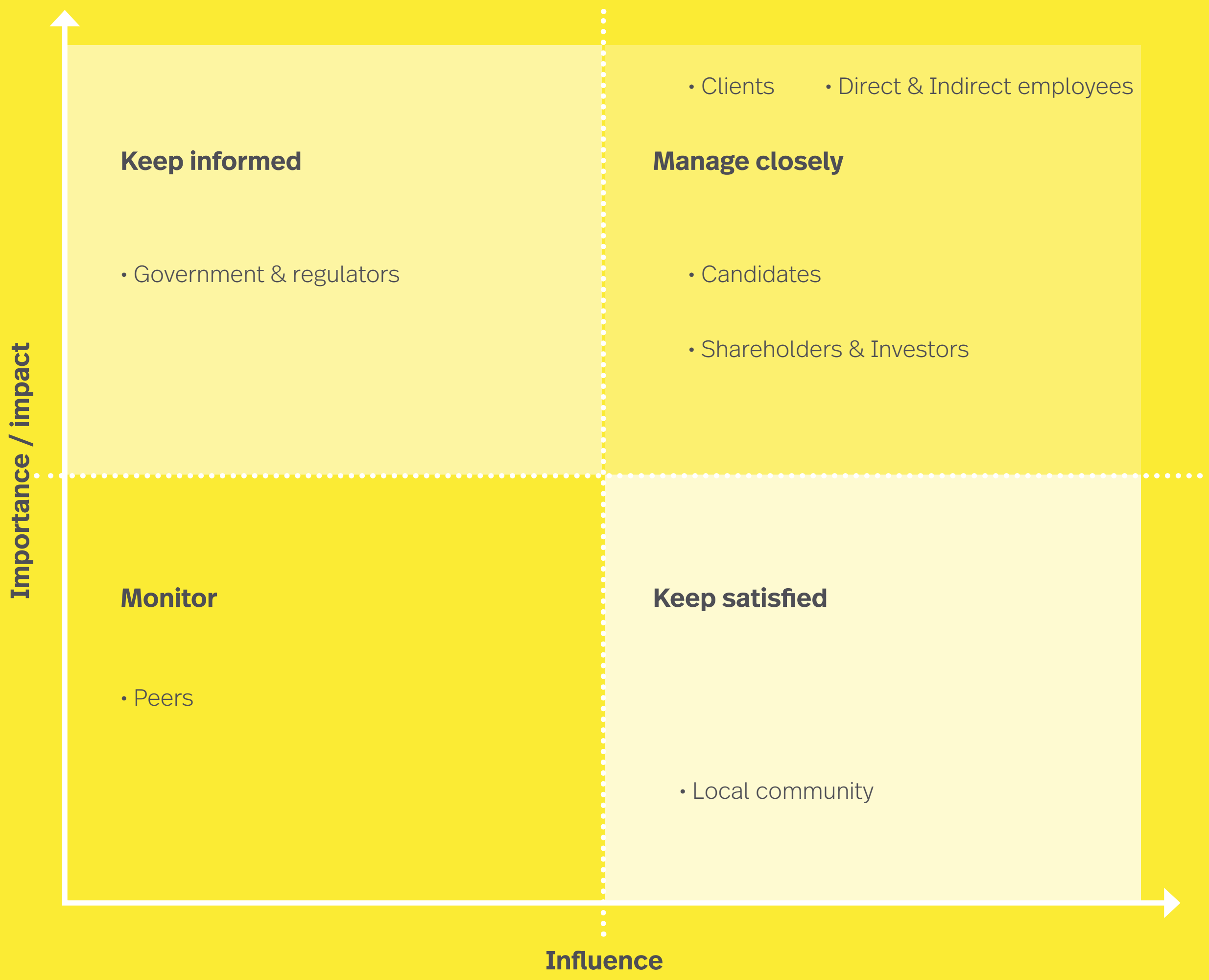
Brunel's services and expertise

Sustainability and material issues

Sustainability lies in the heart of our strategy and operations. Because of the nature of our business, our role in the community is not limited to our own company and employees. The responsibility extends further to our clients, suppliers, candidates, the education sector and society in general. Therefore, sustainability not only means creating sustainable financial returns for shareholders, but also providing sustainable value for other stakeholders as a knowledge partner, a resource provider, a growth facilitator and contributing to society as a major force of employment creation in the economy.
In Brunel, we see sustainability as an integration result of maintaining an effective growth strategy and operating as a socially responsible business.

With regard to sustainability, we have implemented a set of principles and partnership focuses defined in the CSR policy (available at www.brunelinternational.net).
We mainly focus on the aspects that are related to work in the broadest sense: Brunel's role in the labour market as a reflection of society, promoting working environment that focuses on the safety, health, education and personal development of our people, participating in a wide range of sponsoring activities for sport and health, human rights and fighting life-threatening diseases at both an international level and local level.

Stakeholder matrix



Importance / impact: The degree of the mutual importance/ impact that the stakeholder group and Brunel have on each other

Influence: Brunel's influence on the stakeholder group's decision making

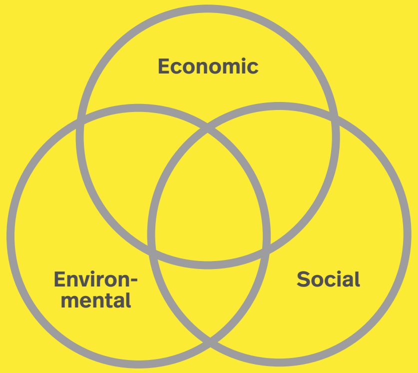
We are currently in the process of developing our sustainability framework which integrates materiality assessment into growth strategy, risk management and governance. Understanding our stakeholders is the starting point of the materiality assessment process. We engage with a diverse group of stakeholders with varying perspectives and opinions to understand their needs and expectations and to gain insights. The chosen stakeholder groups are shown in the matrix on the left page.

Materiality assessment process

Our diverse group of stakeholders

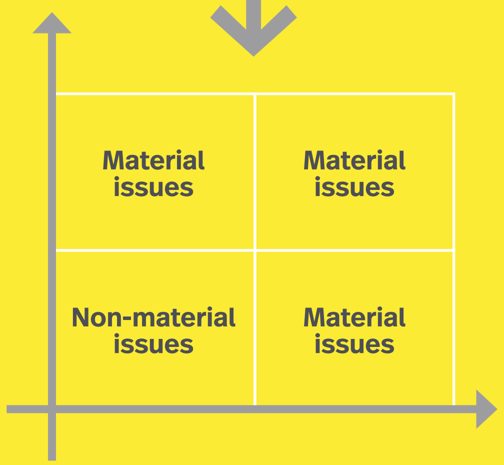
As a global business, our stakeholders have various perspectives and interests, therefore that requires us not only to contribute to society at an international level but also participate in socially involved and volunteering initiatives on a local level

Engage



The stakeholders raise relevant matters in the three domains of sustainability via multiple channels

Prioritise



We identify and prioritise material issues based on the strategic impact on the business and importance to stakeholders

Integrate

We are in the process of integrating financial and non-financial key priorities and of providing a more complete perspective over our business performance and value. This is an ongoing process

We are working on an integrated approach to ensure our business strategy take the sustainability issues into account and embed them in wider business processes

Feedback

Materiality assessment process:

The materiality assessment process is followed by identifying potential material topics categorised in the social, economic and environmental domains.
We went through detailed analysis of the strategic priorities, the study of all reports submitted for board or executive discussion, key business risk factors and identified opportunities, employee surveys, all formal and informal stakeholder feedback and integrated corporate social responsibility policy. We have identified and prioritised the main sustainability issues that are material to both internal and external stakeholders based on the strategic impact on the business, importance to stakeholders and the social, economic and environmental impact of each topic in the value chain. These issues are captured in a materiality matrix and have been adopted by the Board of Directors.

Materiality matrix

The materiality assessment is an ongoing process. We are working towards an integrated approach to ensure our business strategy take the sustainability issues into account and embed them in wider business processes. During our daily operation, we follow up with stakeholders to get feedback on the material topics reported. The strategic and operational responses to these material issues are reported in the following sections in this annual report.

Categories of material issues	Strategic and operational responses in this report
Profitability & growth	Growth strategy - Strategic objective 1&3 Risks, risk management and control system From the prospective of sustainabiliy Performance
People	Growth strategy - Strategic objective 2 Risks, risk management and control system Business environment From the prospective of sustainabiliy
Culture	Growth strategy - Strategic objective 2 Risks, risk management and control system
Governance & external relationships	Corporate governance From the prospective of sustainabiliy Business environment Risks, risk management and control system
Non-material issues	Brunel has carefully analysed which aspects of its operations have an impact on the environment and what can be done to minimise it. The result is a broad package of measures covering these listed issues. We conclude these issues are not significantly relevant to Brunel and our stakeholders and they are not material enough to be reported in the integrated annual report

Business environment

Our business is operating in a world of constant changes. We keep monitoring the following business environment indicators:

- **The macroeconomic cycle**
The overarching macroeconomics in Europe are favourable to our business. We are likely to see an upcycle and a further recovery for the next years with a modest growth rate. Demand for temporary and permanent staff tends to increase when GDP grows and productivity gains, specifically, when the economy picks up companies firstly increase their flexible capacity. Therefore the positive economic conditions are likely to contribute to our margins and growth.

- **The Oil & Gas industry**
In the coming year the oil majors are expected to continue reducing their capex budgets and consolidating suppliers which have direct impact on the significant oil job losses worldwide and such losses are bound to have a lasting impact. In the short term, the trend has a direct negative impact on Brunel Energy's headcount development, revenue and profitability in all regions. However it is the right time for Brunel Oil & Gas to improve efficiencies to strengthen our market position and proactively partner with our clients to help them realise their strategic priorities. Furthermore, the market trends clearly indicate an increase in technical complexity for projects going forward. This means the competence and expertise of the specialists must more closely be fitted to the project. This is exactly in which Brunel Oil & Gas excels thanks to our advanced global IT infrastructure. Therefore we are confident in Brunel's market position in the long run.

- **The labour market trends**
There has been a clear trend of increased flexibility and greater mobility among candidates. Moreover the mismatch between the profiles in demand by companies and the candidates with the right competencies and the level of education has been growing. For Brunel, actively adopting technology in hiring and recruitment process has been and will still be an effective way to improve our productivity.

- **Client behaviours & trends**
Clients are seeking to add flexibility to their workforce by employing skilled people on a contract or project basis; the larger clients e.g. in the Oil & Gas industry, continue to enforce stricter compliance rules, combined with complex tendering procedures and price pressure. As clients increase focus on core activities and they realise that outsourcing certain HR functions results in efficiency gains, especially in many immature markets around the world, the outsourcing of recruitment of skilled employees is continued. Moreover, clients are seeking for a total offering or a broader range of services from fewer suppliers. On one hand, these behaviours and trends put more pressure on smaller suppliers to operate and compete in the market; on the other hand, organisations like Brunel are setup and prepared for these changes which is in fact a growth opportunity for us.

- **Competition**
The worldwide competition is increasing, (1) the big generic manpower companies, who are working towards specialisation and (2) the global niche players, who already have or are working towards global coverage. In The Netherlands and Belgium the top players have considerable market shares, whereas the market in Germany is more fragmented. Moreover there is an increase in offering staffing services via internet and social media. We seize such trend as an opportunity to proactively use technology and sharpen our corporate image to further differentiates us from the competition. We also expect further consolidation (Mergers & Acquisitions) amongst our competitors in the Oil & Gas sector.

- **Laws, regulations and compliance**
The regulatory environment in the Dutch job markets has become stricter with regarding to flexible labour and the providers of staffing/HR services. This change has direct impact on the costs for our clients particularly in the short term. In emerging markets of our business the legal systems are in varying stages of development, which increases our compliance costs and risks. Within Brunel, the building of "Culture of Compliance" is continued and we are proactively increasing the organisation's awareness of business conduct standards, anti-bribery & corruption practices, and safety management.

Growth strategy

Regardless of the uncertain and dynamic environment we are operating in, Brunel has always maintained its growth strategy as a priority. It is vital that we make wise choices about where and how to compete in order to grow at a reasonably fast pace as a specialist in both the global market and lucrative niches.

The formula for growth in broad terms:

To grow successfully and sustainably, we must at the very least meet the following three conditions:

- have a clear direction, and be prepared to make choices in terms of markets and positioning
- continue to increase our capacities at the right moment, at the appropriate rate and in the right directions
- improve our organisational and IT infrastructures continually

Growth strategy

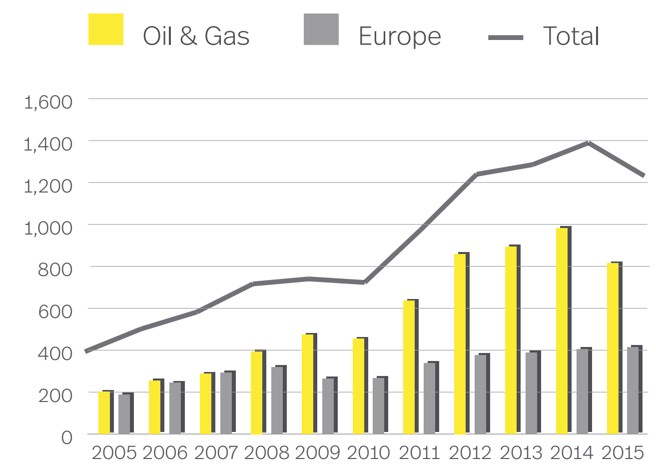
How to create competitive returns for shareholders and sustainable value for our people?

Strategic response to material issues of:	- Profitability & growth	- People - Culture	- Profitability & growth - Governance & external relationships
What are our strategic objectives?	**1** **Concentrating on profitable growth**	**2** **Building a solid reputation and being an industry shaper**	**3** **Achieving operational excellence**
What challenges do we face?	- Increased price pressure - Stricter regulatory environment	- New technical challenges - The war for talent	- Tension between customer focus and operating processes
What are the associated top risks?	- Unfavourable macro-economic conditions - Competition - Dependency on key clients - Contract negotiations and contract management	- Attraction & retention of talents	- Non-compliance
How do we achieve growth?	**- Directions for growth**	**- Drivers for growth**	**- Organisational infra-structure for growth**

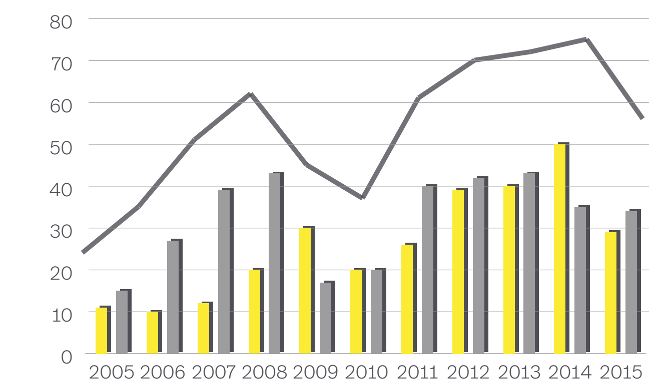
Growth formula

Revenue & EBIT development

Revenue development



EBIT development



Strategic objective: Concentrating on profitable growth

Growth formula - directions for growth:

- **within the existing commercial structure**
- **through organic expansion of offices**
- **by deepening existing verticals**
- **through new verticals**
- **by adding new services**

Brunel has a balanced business combination of Brunel Oil & Gas and Brunel Europe which can provide strong financial and operation results in different market conditions. In the past 40 years, Brunel has developed a global infrastructure connecting all continents. All our offices are connected and supported via regional hubs by sharing financial, human and commercial resources.
The advantage of this structure allows the regions where Brunel is already well established to focus on maximising economies of scale, whilst also providing the agility to quickly adjust our organisation to changing circumstances. When new opportunities have been identified, we can act quicker to establish our business in the new areas by leveraging the benefits from the regional hubs.

To increase the specialised and professionalised nature of Brunel, we have a strong focus on deepening existing verticals and adding new services (such as single source project resourcing, guaranteed delivery models, cost efficiency exercises). In Brunel Oil & Gas, these vertical markets are the niches we can specialise in and really excel at. We extend our services from sourcing the staff to acting as their partner responsible for logistics, travel and supply of talent. Moreover, we are shifting away from reactive filling vacancies and servicing nominees for our clients in Oil & Gas, we are in the process to be a proactive project partner and help our clients realise their strategic goals in today's challenging Oil & Gas market. This also ties in nicely with compliance and cost efficiencies, making the move from transaction to service a win-win for our clients. The efficiencies resulting from the finalisation of our IT develop-ments and implementations will enable us to deal with the price pressure we currently face in the market.

Even within the existing infrastructure we can find new verticals. In Brunel Europe, The Netherlands and Germany specifically, we keep increasing our content knowledge, i.e. knowledge about the labour markets development, client behaviours and trends, technology, legislations and laws and our peers.
The proactive approach further specialised our business lines and we are able to better fulfil and anticipate customers' requirements, intensifying cooperation and innovation with them. Specialisation as such attracts more clients in a field of increasing technical complexity and higher requirements on specialists. Deepening these verticals brings us in niches where such advantages put us ahead of the competition, and brings in higher margins.

From the prospective of sustainability:

Achieving the strategic objective - concentrating on profitable growth allows us to contribute both directly and indirectly to the local economy we are operating in.

Community involvement

In some markets we operate in, there has been a focus on attracting existing local expertise and, where necessary, bringing in international specialists to train and develop the local talents of the future. Our operations in Russia, Papua New Guinea and Thailand are good examples of maximising local employment opportunities to build local economic growth.
In Singapore, Indonesia, Philippines and Brazil, we donate to local charities and organise volunteer activates to support local children to participate programs of health and safety, education and sports.
The Brunel foundation is an independent foundation that shapes the social involvement of Brunel Nederland and its employees. The Brunel foundation's activities focus on making the knowledge, expertise and ability of Brunel employees available for social initiatives by deploying our employees, offering financial support, and developing and/or participating in social projects/initiatives.
The Brunel foundation focuses on three pillars: education, innovation and contributing to or increasing awareness of social themes. In 2015, we have successfully carried out the Make-A-Wish Business Challenge to help children with a life threatening illness and the CoderDojo projects to teach children programming and other partnerships, see www.brunel.nl/brunel-foundation.

Tax strategy

Pursuing a transparent and honest tax policy is part of doing business for Brunel. As such, our tax structure follows our business and Brunel has no evasive tax-structure. Complying with tax laws and paying fair share of taxes is an important part of our corporate social responsibility since it contributes to provide the basic building blocks for economic growth in the countries we operate, even more so in the developing countries. We do not only pay a substantial amount of corporate income tax, but also significant amounts on other taxes such as wage taxes, withholding taxes and VAT. Due to the nature of our business, wage tax is an important area for us. Both for compliance as well as for the significance of the amounts.

Of course we also try to optimise our tax position. But once again, also for this part, tax should follow the business and all transactions must have a business rationale.

Since tax compliance is an important part of our service delivery, it's our policy to effectively manage risk and to comply with all applicable tax laws, rules and regulations.
The aim is to comply with the letter as well as the spirit of the law. Therefor we make use of the services of reputable tax advisors at both local and group level. We strive to establish an open and transparent relationship with the tax authorities in all countries we operate in. To achieve consistency, all significant dealings with tax authorities are monitored by the CFO.

Transactions conducted between group companies located in different countries are conducted in line with the Organisation for Economic Co-operation and Development (OECD) Guidelines for Multinational Enterprises and other local transfer pricing regulations.

During 2015, we reviewed the current tax policy, amongst others for compliance with the OECD BEPS developments. Considering our tax policy and structure, we believe the impact of these developments for Brunel will be limited. Country-by-country reporting will probably result in more discussions with tax authorities. We understand external country-by-country reporting will provide more insight into local tax contributions. However, especially considering the turbulent circumstances in the Oil & Gas industry and competitiveness, we decided not to introduce this reporting this year.

The disclosures in the financial statements on our corporate income tax rate, as well as the actual corporate income tax paid reflect our tax policy execution.

Strategic objective:

Building a solid reputation of having good quality resources and being an industry shaper

Growth formula - drivers for growth:

- **direction and position**
- **IT infrastructure**
- **the Brunel culture**
- **quality of our people & management**

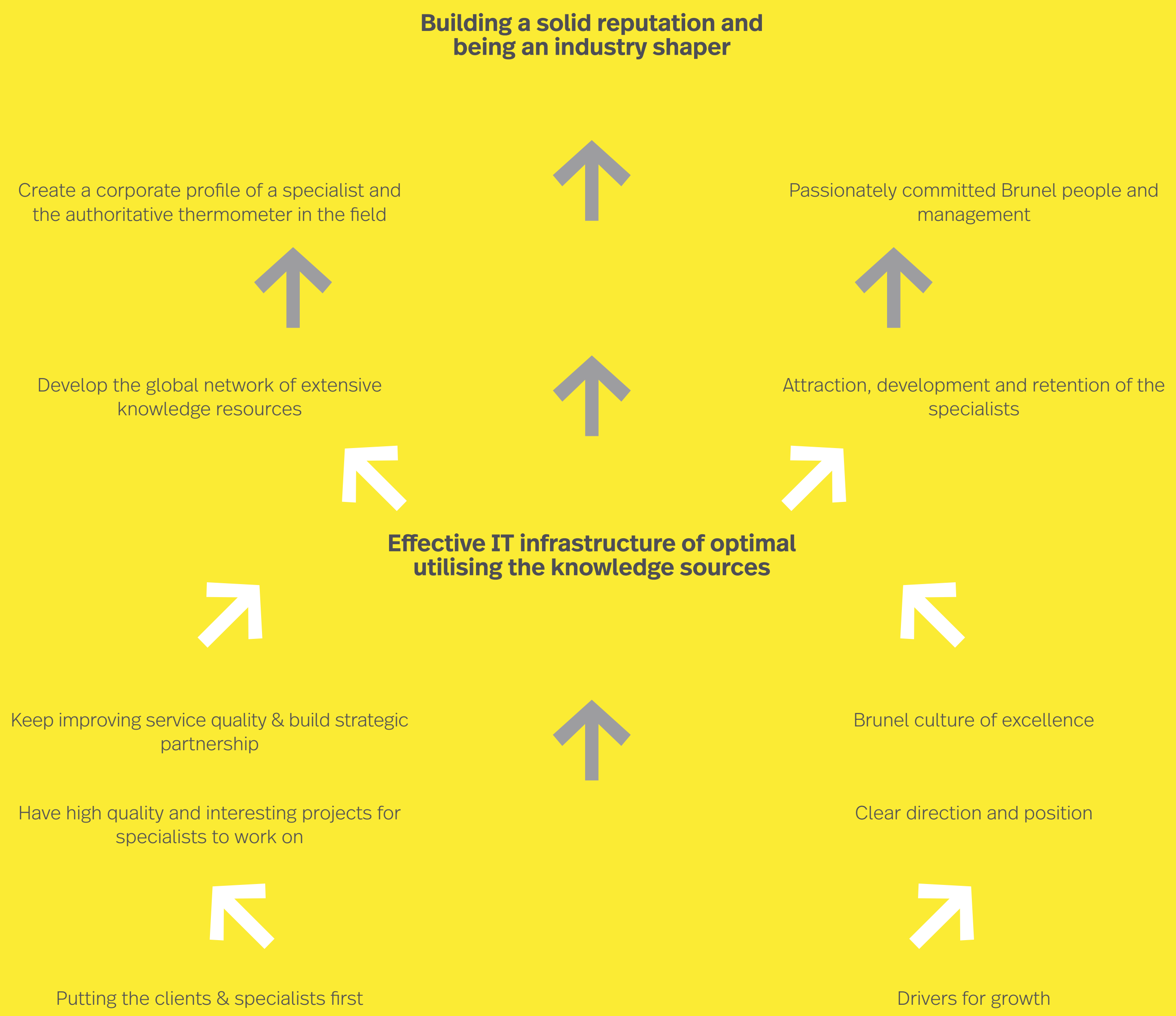
We keep sharpening our corporate image as a predominantly technical, active worldwide specialist and a knowledge and resource partner with a solid reputation. High recognition as a specialist is vital in differentiating us from the competition. Successfully implementing complex technical or logistical projects also sets up apart as a specialist and a credible provider of high quality services. Such a profile makes us both more attractive and better positioned in the on-going battle for clients and talents.

A good IT infrastructure is critical to the optimal functioning of every aspect and activity within our organisation. In 2015 the continued rollout of our IT infrastructure helped ensure business development, account management, recruitment, finance & pay rolling be fully supported in their relations with clients, candidates and contractors. In 2016 we will upgrade our main systems to optimise efficiency and ensure standardisation around the globe. With our advanced technological infrastructure, management is able to measure things more in detail than ever before which requires a mind-set-shift process and cultural change about how we apply technology even more smartly. All these factors are helping management become more responsive to the rapid changes taking place within our business environment.

To keep a market-leading position, Brunel needs to attract, develop and retain exceptional and motivated specialists to work within our organisation and to work for our clients and projects. Therefore, there is a great need for people with the proper skills and expertise to meet new technical challenges. A pre-existing labour shortage with the industry leads to a real manpower challenge.
This challenge affects the global Oil & Gas and engineering industries and in particular the secondment sectors. In the long run, the sectors are working with educational institutions to attract and develop young talents; in the meanwhile, we are using advanced IT tools to optimally utilise the knowledge sources that are already accessible. It is intended to raise the level of our interaction with the specialists, provide deeper industry knowledge to improve the selection of the candidates and other services. This includes speedy relocation, transport and payroll processing. The talent shortage also is caused by the facts that some specialists lack the voice or skills to properly advertise themselves. Due to this, these specialists often do not succeed in utilising the full range of possibilities of their career. This despite a tight labour market with a lot of opportunities for these specialists who act upon them. Brunel is to help our specialists develop and market themselves to the full extent of their abilities.

From this rationale comes the Brunel culture of excellence through the development of excellent people. Our organisation is flat with few management layers. Such a culture demands our management to be alert and strong on coaching and leading by examples. Besides, our employees need self-discipline and a strong sense of where boundaries lie. Excellent people sustain the Brunel culture and the good working culture motivates our people. We aim to create a long lasting bond with the specialists, beyond the simple paymaster throughout projects. This helps us retain knowledge and stimulate the flow of information through our network.

Building a reputation



From the prospective of sustainability:

We believe that the best way for Brunel to achieve sustainability is by acting in the long-term interest of our stakeholders, our partners and society. We strive to be a world-class operator, a responsible business and a good employer.

Training, education & culture

The need to find sufficient skilled younger specialists to meet capacity is an issue affecting many sectors of the resources industry, and a major concern for the Oil & Gas and engineering industries. At Brunel we contribute to developing future local talent. This includes not only providing opportunities for people to work on such cutting-edge projects, but also through using educational establishments and institutions to educate the younger generation.

Australia

Brunel Australia has committed to training twenty apprentices suitable for the offshore construction sector as part of its responsibility to return skilled workers back into the sector. Five apprentices per annum over a four year term are to be employed and supported until such time as they have completed their training. We have had our first apprentice completed the training and seven more apprentices are expect to have completed by the end of the year.

The Netherlands

To further develop our engineers and raise the profile of the engineering profession in The Netherlands, in 2015, a group of Brunel engineers were selected as the first participants joining the Chartered Engineer (CEng) and Incorporated Engineer (IEng) programme in The Netherlands. This Chartered structure is led by The Royal Netherlands Society of Engineers (KIVI) and it helps to ensure the development of the engineering profession, with a deep connection to society. Engineers with Chartered Status enjoy recognition by government, business and the general public worldwide. Brunel is the first company among its peers providing chartership opportunities to the engineers in the Dutch market.

Brunel has formed a partnership with TU Delft and YES! Delft Students to encourage innovative ideas and promote entrepreneurship among students. We also take part in the innovative educational project Youth and Technology Network Nederland, which aims to attract college students to study engineering and technology. Regularly we organise presentations and training sessions (including job training and labour market orientation) for students to prepare them for their career start.

Germany

Brunel Germany partners with different German engineering organisations, promoting technology and helping develop dedicated engineering students. At nearly every university, we offer important soft skill training (e.g. project management) and career advice to prepare students for their professional career take-off. One aspect of our commitment to VDI, the Association of German Engineers, is to provide exceptional engineering students a mentoring program which includes a six-month internship at our development center, Brunel Car Synergies.

Brunel Germany also sponsors the event Formula Student Germany and ten racing teams to design and build a single seat formula race car. The team with the best overall package of construction, performance, and financial and sales planning wins the competition.

Brunel Germany also takes the initiative to operate an environmental management system that conforms to the requirements of the DIN EN ISO 14001 which guarantees a responsible handling of all resources.

Human rights

Brunel respects and promotes fundamental human rights in line with the legitimate role of business.

Our approach to human rights is informed by general concepts as described in the UN Guiding Principles: on business and human rights and the revised OECD guidelines to protect human rights and social development.

Defending human rights, both internally and externally, has been integrated into existing governance and business management systems. Topics like health and safety, country risks and local content are often discussed within the management of Brunel and are assessed periodically. It is also expressed in Brunel's CSR policy, equal opportunity policy, standards of business conduct, and health, safety & environmental policy. Brunel provides annual e-learning programmes on code of conduct and general business principles to train employees on both Brunel's and clients' business principles, including respect for our employees and support for human rights in line with the legitimate role of business.

Our existing approach is sufficient to identify and mitigate human rights risks and we are committed to continually evolve our human rights approach in line with changing internal and external factors.

Strategic objective – Achieving operational excellence

Growth formula - organisational and infrastructure for growth:

- **100% client focus through business lines and regions**
- **centralisation of certain functions**
- **balancing customer focus and operational excellence**
- **strong back office and operations department**

For Brunel, operational excellence means achieving deep commercial know-how, efficient business processes, increased productivity, improved customer responsiveness and cost minimisation throughout our organisation as a whole. To achieve this, we need motivated and committed employees. They must be backed up by an effective management system implemented company-wide and must be able to rely on a cutting-edge IT infrastructure.

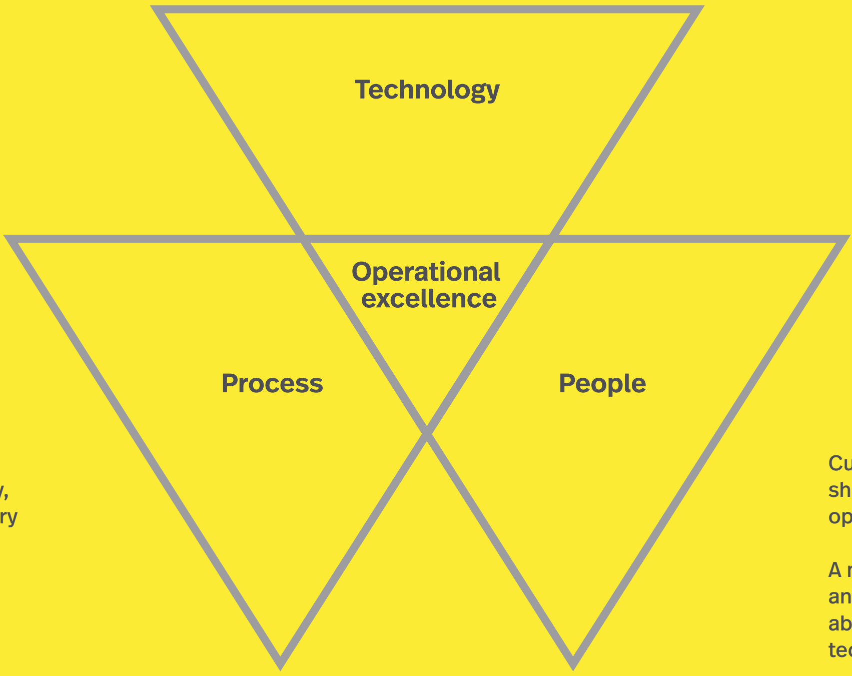
Brunel is first and foremost a sales-driven and results-oriented company. Brunel has a strong culture of entrepreneurship and employee autonomy with a limited organisational infrastructure. Brunel's sales force is organised in business lines and regions. This structure brings manageability, clear lines of accountability and helps maximise client services without loosing our focus on specific industries and key clients. A strong supporting infrastructure is vital to facilitate, manage and monitor those commercial services so that the back office does not neglect the compliance and other processes that form our operational excellence. To this end a strong centralisation has taken place in the back offices which take away the operation and compliance tasks from the sales organisation.

This centralisation has also been put in place in regards to the regions, creating centralised regional hubs. Examples of centralised back office hubs are Amsterdam, Bremen, Houston, Rotterdam and Singapore.

Overall this management structure allows commercial activity, business development, account management and recruitment to be 100% externally focused on clients and candidates, while being fully supported by strong centralised regional hubs that help oversee and manage the potential pitfalls of a bold sales organisation such as risk management and internal control.

Operational excellence

Developing the tools we need now with continuous improvement



Streamlining process to improve productivity, efficiency and regulatory compliance

More flexible, transparent, collaborative and manageable

Culture of entrepreneurship and world class operational discipline

A mind-set-shift process and smart management about how to apply technology

Risks, risk management and control systems

Brunel's risk management is aimed at long-term sustainable management of its business activities. The Board of Directors considers the ability to control strategic, operational, compliance, financial reporting and financial risks crucial to achieving set targets, and for the continuity of the company. For this reason, Brunel has developed different risk appetites to achieve different strategic objectives and pays considerable attention at all relevant levels to risk management and internal control. Brunel has embedded the COSO ERM framework as the foundation of its risk management framework.
The Board of Directors reviews the risk management framework and assesses company's top risks on a regular basis, followed by communication and action among different level and functions within Brunel. On an annual basis, the Board of Directors discusses its risk management framework and company risks with the Audit Committee and the Supervisory Board as well as the external auditor.

Risk appetite

The Board of Directors defines the risk appetite of Brunel i.e. the level of risk that Brunel willing to take to achieve its objectives and sets the risk appetite by our strategy, code of conduct, company values, authority schedules and policies. Our risk appetite differs by types of risk:

Risk category	Risk description	Risk appetite
Strategic risks (S)	Risks which affect or are created by Brunel's business strategy and could affect Brunel's long-term positioning and performance	Low - moderate
Operational risks (O)	Risks which affect Brunel's ability to execute its strategic plan	Low - moderate
Compliance risks (C)	Risks of non-compliance with laws, regulations, local standards, codes of conducts, internal policies and procedures	Zero tolerance
Financial and reporting risks (F)	Risks include areas such as financial reporting, valuation, currency, liquidity and impairment risks	Low

Brunel's internal risk management and control measures are based on the COSO ERM framework and distinguish between eight components:

1. Internal environment
2. Objective setting
3. Event identification
4. Risk assessment
5. Risk response
6. Control activities
7. Information and communication
8. Monitoring

1. Internal environment

The Board of Directors is responsible for coherence between the various internal control and risk management elements. Factors that influence the internal environment include integrity, management style, the tone set at the top, the risk management philosophy and risk appetite. Periodically the Board of Directors – together with a senior officer from Corporate Finance & Control if required – visits the operating companies to facilitate complex decision-making, to control financial progress and to monitor realisation of the business objectives. Another important aspect of the internal environment is the code of conduct, which includes a whistle-blower policy. The code is posted on the corporate website.

2. Objective setting

Brunel has set its objectives based on its strategic growth pillars. The objectives chosen support and align with Brunel's mission, and are consistent with our risk appetite.

3. Event identification

Brunel strives to ensure that all potential events are identified that could affect the achievement of the objectives which Brunel has set itself. This includes internal and external events. During the financial controllers meeting in June updates for the risk assessment have been performed. This update will be carried out a regular basis.

4. Risk assessment

Our risk assessment helps us effectively assess and prioritise the risks we face, based on the potential impact of those risks on the company and the likelihood of those risks occurring. The risk assessment enables Brunel to further improve its risk management and provide additional confidence that corporate objectives will be achieved. The risks listed in this section are our main, material and company-specific, risks based on the risk analysis.

5. Risk response

Our approach to risk management is not only improving the controls in place to manage these risks, but also their effectiveness. With this information, Brunel is able to determine how to manage its risks and select its risk responses, such as avoiding, accepting, reducing and/or sharing the risks. The set of actions that Brunel has developed is aligned with our risk appetite.

6. Control activities

All Brunel divisions are subject to general policy rules and procedures aimed at controlling our risks. The implementation of our global IT systems enables us to replace manual controls by automated controls.

The most important policies and procedures are:

Risk category:	Risk management:
Strategic risk	Strategy updates Annual business reviews
Operational risk	Uniform IT systems Contracting procedures Weekly KPI reporting Monthly management reporting Quarterly business reviews Visits Insurances
Compliance risk	Reporting & disclosures Legal counselling Anti-bribery & corruption Training
Financial risk	Uniform IT systems Accounting & control manual Internal control Corporate finance & control department Monthly reporting Quarterly reviews Treasury Audit

Strategy updates

The Board of Directors reviews Brunel's strategy periodically, at least every three years, or when developments require a review of the strategy. Currently, a review of the strategy is ongoing.

Annual business reviews

Brunel reviews all businesses at least annually during the budget cycle. The budget is prepared by all entities. All budgets are discussed with local management by the Board of Directors, supported by the Corporate Finance & Control Department. The main opportunities and threats for achieving the budget are discussed. After approval by the Supervisory Board, the budgets are used to set targets for local management. The Board of Directors maintains a list of breakthroughs that need to be achieved in order to successfully execute Brunel's strategy.

Uniform IT systems

In 2011 Brunel has started its 'One Brunel, one IT program'. The goal of this program was to develop IT systems and implement these globally. A distinction can be made between IT infrastructure and applications. The IT infrastructure provides all Brunel employees access to the Brunel-workplace. The global Brunel workplace is managed centrally. Besides the ease of access to all applications and personal documents everywhere in the world, this infrastructure enables us to manage all IT risks globally.

The global implementation of all our applications was finalised at the end of 2014: most of our entities are using the same applications for front- mid- and accounting processes. Our CRM-solution is interfaced to our accounting application(s), using customised interfaces. As a result of the global setup, all commercial and compliancy information is stored, and accessible, in one secured environment. The finalisation at the end of 2014 enabled us to replace manual controls by automated controls. The IT program will be fully finalised in Q2 2016 with the release of the update of our CRM application, which will allow us to increase standardisation of processes throughout our organisation.

Contracting procedures

In 2014, Brunel has formalised its procedures around contracting. For each region within Energy a risk manager has been appointed. This risk manager has been selected based on his/her experience in contracting and compliance with tax, other legislation and client requirements. All agreements or binding offerings are reviewed by the risk manager to determine the risk factor. Risk depends on a number of factors, such as margin, location, services and insurance requirements.

Every high risk contract has to be reviewed by the corporate legal department and have to be released by either the COO Energy or the CFO.

Reporting

Brunel has the following reports in place to maintain full insight in performance and strategy execution:

- Online, real time headcount report
- Weekly KPI reporting
- Monthly management reporting, including all relevant commercial activities
- Monthly financial reporting
- Quarterly updated rolling forecasts

All reports are summarised and provided to the Board of Directors. At least each quarter the reports are discussed with local management by a member of the Board of Directors, supported by the Corporate Finance & Control Department.

Insurances

Brunel has an insurance manual in place, including insurance policies in the fields of employment relationships, liabilities and business continuity.

Accounting and Control manual

This manual includes, besides reporting policies, valuation principles and definitions:

- The main internal control activities
- Authorisation rules
- Procedures on tax compliance
- Contracting procedures
- Treasury procedures

7. **Information and communication**
The information and communication policy for internal risk management and control systems is aimed at acceptance and implementation at all organisational levels. This has resulted in a generally accepted code of conduct, internal training courses for new employees, and training-on-the-job programmes.

Relevant information on Brunel's main risks is clearly communicated throughout the organisation. Effective communication also occurs in a broader sense, flowing down, across, and up the entity. To this end various types of business deliberations are carried out. Thus every year Brunel's financial community holds an international meeting, attended by all regional financial controllers, to discuss best practices and the latest developments in financial management and internal controls, and subsequently to document and implement these company-wide.

8. Monitoring
Corporate Finance & Control / Internal Audit

Monitoring the adequacy and effectiveness of internal risk management and control systems is an on-going improvement process. Monitoring activities are arranged in periodic consultation between the Board of Directors and local managers, and through frequent contact between the Corporate Finance & Control department and local financial management. These discussions are partly based on the weekly operational and monthly financial reports.

Brunel currently does not have an internal audit department. However, CFC also includes controllers with an auditing background and many internal audit activities are now performed by this department. CFC is an independent department that reports directly to the Board of Directors and the Audit Committee. The activities of CFC include, amongst others, reviewing monthly reports of all entities and frequently visiting our operating entities. During these visits, accuracy of monthly reporting and compliance with policies and procedures is verified, amongst others.

All operating entities of Brunel are visited at least once every two years, and significant entities are visited at least three times a year. In addition, CFC advises local management in terms of possible improvements to their internal risk management and control systems.

In 2016 the need to implement an internal audit funtion within Brunel will be considered again.

External audit

The external auditor is responsible for auditing the annual financial statements. The auditor reports findings in the form of management letters at the level of the Group or individual operating companies. In addition, he reports directly to the Audit Committee. The external auditor attends the meetings of the Supervisory Board at which the annual accounts are adopted. The auditor also attends – and is authorised to address – the General Meeting of Shareholders.

Top risks and risk trends

Brunel assesses risks according to their impact and likelihood (including the related mitigating actions). The resulting impact could comprise a material direct or indirect adverse effect on Brunel's business, operations, volumes, financial condition and performance, reputation and/or other interests. Below we identify and discuss our top company-specific risks, the risk trends through 2015 and our risk response plan. The risks listed and the response plans are not exhaustive and may be adjusted from time to time.

Risk trends

Risks with high likelihood & impact

Unfavourable macroeconomic conditions/geo political situation (S)

The macroeconomic conditions (including adverse and instable local economic, market trends, political and social conditions) are likely to mainly affect Brunel's business through pressure on growth and margins. Brunel's professional secondment business in Europe is very dependent on the economic cycle. The Energy division is dependent on the Oil & Gas industry, making us vulnerable to the current Capex reductions in the industry and geo-political events.

Key aspects:	Response plans:
Dependency on countries	Expanding, diversifying and monitoring client base
Dependency on industries	Closely monitoring all market developments and continuously reviewing the countries in which we do business and their geo-political events
	Continuously exploring business opportunities in "new" Energy countries
	Maintaining flexibility in cost structure and managing the share of contractors versus employees
	Concentrating on projects which fit our portfolio

Special attention of 2015 and looking forward:

The significant capital expenditure cuts of our Oil & Gas clients increased our macroeconomic risks in segment. During the year, Brunel Oil & Gas has focused on major projects that are planned to go ahead. We also focused on deepening existing relationships and expanded towards other industries which are well developed based on our existing infrastructure and done business cross regions. Such diversification does not conflict with our position as a specialist.

Competition (S)

Competition is continuously increasing through our existing competitors, new market entrants and clients' increasing expectations on services portfolio. The intense competition puts pressure on our margins and it drives us to raise higher service quality. Any reputation damage can drive our clients to our competitors.

Key aspects:	Response plans:
Margin pressure	Closely monitoring the trends of clients' preferences, markets and competitors
Service delivery	Maintaining close contact with clients and specialists
Reputation	Flexibility to adjust network and local operations to meet new service requirements
	Focusing on Brunel's unique and tailored services
	Enhancing Brunel's service quality and efficiency
	Developing innovation team and adding value through innovation

Special attention of 2015 and looking forward:

We have seen increased competition towards our specific verticals and countries in terms of winning both clients and specialists. Both in the mature market in The Netherlands, as well as in the troubled Oil & Gas market, more and more we see competitors offering very low rates to gain market share. Through the past few years we have laid a solid organisational infrastructure for growth and by now the basis has been completed. To unleash such set up of operation excellence allows us to concentrate on better servicing clients and specialists, spotting and adding the missing pieces of growing forces and infrastructure. Therefore we expect a higher level of competition risk in 2016.

Attraction, development and retention talents (O)

Both Brunel and our clients need skilled employees in the workforces to sustain growth and innovation. The potential for inadequate succession of key personnel in Brunel's (senior) management function is due to a lack of structural attention for succession planning, a small top management basis and the scarcity of qualified managers within the organisation. The scarcity of qualified internal staff could limit future growth and as we are just able to manage the existing business. A shortage of qualified people on the labour markets could result in Brunel being unable to fully accomplish our goals.

Key aspects:	Response plans:
Experienced staff	Preparing current successful employees for future key positions
Management potential	Improving talent development program for sales organisation
Specialists shortage	Initiating structured training program for other business functions
	Succession plan
	Retention plan
	Improving employee engagement

Special attention of 2015 and looking forward:

Due to our business nature, we are fully aware of the importance of attracting, developing and retaining the right people in war for talents. Increasing employees training and engagement has been one of the priorities in 2015 and will remain so. Maintaining our unique culture also helps to build our employees' loyalty. Due to the low oil price, the shortage of specialists in the Oil & Gas and engineering industries decreased and we expect this to remain the same throughout 2016.

Non-compliance with laws, regulations, local standards and codes (C)

Brunel's global presence exposes it to a variety of regulatory, political and other environments which may affect our business and operations, especially in emerging markets where the legal systems are in varying stages of development. In specific countries with tougher business environment, we also face uncertainties which are cases of unknown probabilities. In particular, our operations in these difficult countries are subject to the uncertainty associated with the local legal system, which could adversely affect our business and limit the legal protection available. Although we cannot predict the effect of further legal developments in such countries, we make careful decisions when we tap into any new countries, in order to manage or even avoid the uncertainties.

Non-compliance with internal policies and/or external laws and regulations by employees, subcontractors or third-party suppliers could result in financial losses, loss of customers or reputational damage.

Brunel is a full member of TRACE International and Transparency International and complies with global anti-corruption laws, in particular the United States Foreign Corrupt Practices Act and UK's Anti-Corruption & Bribery Act 2010.

Key aspects:	Response plans:
HR	Increasing knowledge and awareness of laws, regulations, standards and codes
Legal	Monitoring, reviewing, reporting and adapting to relevant (changes in) rules and regulations
HSE	Strengthening IT infrastructure for standard operational procedures and guidance
Business conduct	Implement and update global HSE system
Anti-bribery & corruption	Risk-based reviews of operations by HSE professionals
	Increasing internal compliance awareness and effective communication between central compliance team and country managers working in the field
	Communicating and implementing business conduct standards internally
	Maintaining a global whistle blower procedure

Special attention of 2015 and looking forward:

In 2015, the global compliance risk has continued to increase in the industries and some of the countries we operate in. Brunel has committed to maintain a strong corporate compliance culture, especially preventing illegal practices such as bribery, collusion in our industries and operation locations. Brunel has zero-tolerance of any violation on these law. Brunel has also closely monitored the global sanction lists and ensured safe and legal financial transactions with international customers. Despite our continuous efforts, we expect an increased compliance risk in general onwards due to the external environment.

Safety is a high priority in our operations. In Brunel everyone from the executive to our engineers has a personal responsibility and accountability to be involved in preventing health and safety issues. As a global company, to ensure all regions comply and foster required HSE standards Brunel depends on a consistent and professional HSE infrastructure, preferably one Global HSE System. In 2015, we have start building a Brunel Global HSE System for both contractors and employees which is based on our moral duty of care, local legal requirements, clients and industry expectations and HSE “best practice”.

The implementation of this system is an expansion of our current local HSE infrastructures which are at different maturity levels. The implementation consists of the following five stages in all regions:

- Emergency response and incident management
- Policy, medical fitness and injury management
- Fitness for work & risk management
- Supporting documentation and HSE management plan – a HSE system

Certification

In 2015, we have successfully implemented stage 1. Brunel aims to keep developing in each region over the coming period to provide the building blocks to have a global accredited HSE system.

Other top risks with medium likelihood and impact

Dependency on key clients (S)

With the strong growth in the business line Finance in The Netherlands, the dependency on key clients and a specific industry has increased. Our main clients in Germany are the bigger manufacturers.
Our Energy business had a first move advantage to work on global supplier agreements with International Oil Companies. Until recent years, our ability to grow is highly dependent on key clients and their wiliness to continue to do business with Brunel.

Key aspects :	Response plan:
Damage by losing one of the key clients	Further expanding, diversifying and monitoring client base
Complacency attitude of having business “given” by key clients	Strengthen sales organisation
	Monitoring on an ad hoc basis the share of key clients as a percentage of total revenue

Special attention of 2015 and looking forward:

Brunel has a continuous focus on growing business. In 2015, most of our key clients in Oil & Gas significantly cut their capital expenditure; reducing the number of contractors we have working with them. To gain market share in this segment, and to be able to return to growth again, our salesforce has a focus on clients and countries with volume potential, sustainable margins and acceptable risks.
We have also diversified our client profile by adding new service packages.

We expect a similar risk of dependency on key clients in 2016 before the new clients base start fully paying off.

Contract negotiation and management (C)

The potential of entering into burdensome, unenforceable or unfavourable contract terms or contracts that lack clear definition of business arrangements resulting in non-compliance with contract terms and increased costs. Due to the focus on further growth and the expanding clients the risk of entering in these contracts has increased.

Key aspects :	Response plan:
Margin pressure caused by burdensome and unfavourable contracts	Developing and implementing commercial task force globally
Liabilities	Performing go/no go client and project selection through thorough review of contract conditions, clients credit check and risk assessment
	Setting up and updating minimum commercial, financial and legal requirements which our contracts should comply with

Special attention of 2015 and looking forward:

During 2015 we have seen the trend of clients asking us to take more responsibility for the work our contractors perform increasing. Accepting inappropriately high contractual liability could result in a client making a claim that would materially affect the Group’s result. In 2015 we have updated our IT systems to increasingly facilitate the use of standard contracts, whilst simultaneously monitoring activities with client specific contracts.
The implementation of the commercial team in 2014 was an important step towards growing as a professional organisation. The team evaluates new projects from the commercial, legal, financial and compliance aspects. This has enabled us to manage our contact negotiation and management risk in 2015 while balancing the commercial benefits. For the near future, we expect competitors, especially in Oil & Gas, to accept unfavourable terms, and by doing so also impacting our industry and increase the contracting risks.

Tax (C)

Brunel operates worldwide which exposes the group to various jurisdictions and complex tax systems. Depending on jurisdictions, tax rules as well as interpretations can be subject to changes, which can expose Brunel to additional tax costs.

Key aspects :	Response plans:
Additional cost	Formal procedures and monitoring systems around tax compliance
Reputation damage	Engage reputable tax advisors
	Training
	Implement group wide controls

Special attention of 2015 and looking forward:

Our commercial team has put more and more attention on tax compliance in the contracting process. We have also seen a lot of changes in tax laws and interpretations. Especially in developing countries, the attitude of local tax authorities has become more opportunistic or even aggressive. This manifests itself in unexpected tax claims, a disproportionate amount of tax audits, and a tax authority that is not open to resolve disputes without going to court. Dispute resolution can be time-consuming and costly. To minimise these tax risks, we engage reputable tax advisors to ensure our compliance. In some developing countries, we might occasionally accept an incorrect tax claim, because the actual claim is lower then the expected costs for the appeal.

We expect this risk to increase in 2016, especially considering the budgetary issues some developing countries are facing due to the low oil price. Also in The Netherlands we are faced with a new tax law for freelancers that we need to adopt.

Information Technology risks (O)

A good IT infrastructure is critical to the optimal functioning of every aspect and activity within our organisation. In the last five years, we have been working on automation and improving working process. However regulatory requirements and scrutiny is ever increasing, rapid deployment of emerging technologies also creates risks. Cyber attacks, data fraud or theft, information mismanagement can have big negative impact on our business continuity and reputation.

Key aspects :	Response plans:
Change management	Formalising change management procedure
Security & user management	Further attention required for segregation of duties conflicts in key applications
Key applications for sales, operation and finance departments	Implement formal user management procedures for local finance applications
Cyber security and data privacy	Maintain an up to date security environment
	Further increase the awareness of data privacy among different level and functions

Special attention of 2015 and looking forward:

Brunel's IT general controls environment is evolving and has improved compared to previous year. We are able to centrally manage all our systems and data via proven technology and professional partners. Key IT systems and system interface have been further rolled out which increased the automation of work process & control. The IT organisation is currently in the transition period from a project development organisation to a support organisation. We expect a decreasing risk on key aspects mentioned above.

Financial reporting (F)

The main measure to control the quality of the financial reporting, and prevent unintentional or intentional errors is internal control. Brunel continues to standardise and to uniformise processes and procedures. As a result, more group wide controls will be implemented, as well as sharing of best practices. We are also monitoring the business environment to be able to quickly respond to changes in the control environment. We will implement a new tool in 2016 to enhance the consolidation and to be able to get more insight in the financials of our operations.

Productivity (O)

This applies specifically to the secondment business in Europe, where employment contracts are based on contractual agreements with clients. Potential early termination of deployed employees can result in loss of productivity. Productivity is measured on a daily basis and reported on a weekly basis, so that corrective actions can be taken in a timely manner.

Financial risks (F)

Brunel has always had exceptionally high solvency rates. The company does not use any long-term credit lines and boasts favourable liquidity positions and bank facilities that accommodate the day-to-day management of the working capital. During the current crisis in the Oil & Gas industry, it looks like this is increasingly becoming an advantage, as our strong balance sheet was recognised by both clients and employees.

Brunel is considered a solid partner in business and our assets include a limited amount of goodwill. As a result, impairment risks and the associated deterioration of the solvency level are highly unlikely. Brunel's most important financial assets are its account receivables, spread over more than two thousand clients. Despite internal procedures, uncollectible debts cannot be ruled out; but the risk of a material erosion of operating profit is very small.

Brunel does incur currency risks. Main currency risk is the translation risks in connection with our accounts receivable positions and foreign participations. In the ordinary course of business, revenues and expenses are often stated in the same currency, which helps reduce the effect of exchange rate differences. However, some (developing) countries have implemented mandatory use of local currencies to protect their economies. This can increase our currency risk due to the international nature of our clients and contractors.
Awarded pension schemes concern defined contribution schemes managed by external parties.

Further information is included in on pages 122 to 124 of the financial statements.

Concluding remarks

The Board of Directors is responsible for the quality and completeness of all financial statements published by the company. The Supervisory Board oversees the manner in which the Board of Directors exercises that responsibility. In 2015, the Board of Directors reviewed and analysed the strategic, operational, financial reporting and compliance risks to which the Group is exposed, and it regularly reviewed the design and operational effectiveness of the Brunel risks and control systems, including the improvements. The outcome of these reviews was shared with the Audit Committee and the Supervisory Board.

Taking the risks and control systems described above into consideration, the Board of Directors is of the opinion that the internal risk management and control systems with regard to financial reporting risks have been working adequately during the year under review and provide reasonable assurance that the financial report does not contain material misstatements.

Corporate governance

Brunel's understanding of corporate governance is based on applicable laws, the rules and regulations applicable to companies listed on the NYSE Euronext Amsterdam stock exchange and the Dutch corporate governance code (the "Code"). The full text of the Code can be seen on www.commissiecorporate governance.nl.

Compliance and continuation

The Board of Directors and Supervisory Board are responsible for maintaining the corporate governance structure and for ensuring compliance with that structure. They render joint account on these issues to the General Meeting of Shareholders.

Following the introduction of the Code in 2005, Brunel International N.V.'s corporate governance structure was discussed at the Annual General Meeting of Shareholders in May 2005. This included a few aspects where our corporate governance deviates from the Code. In December 2008, the revised Code was introduced. Where feasible and relevant, Brunel International N.V. implemented these changes through an amendment of the by laws of the Board of Directors and Supervisory Board respectively.

In May 2010 an overview report on corporate governance was submitted for discussion to the General Meeting of Shareholders under a separate agenda item.

Brunel is of the opinion that the vast majority of the principles and best practices of the Code are being applied. This chapter describes the principal aspects of the corporate governance structure. If applicable, explanations for deviating from the Code's best practice stipulations are provided.
The corporate governance structure at Brunel International N.V. and the deviations from the Code are based on current conditions and views within Brunel Conditions may change which may lead to adjustments in the structure and in the way in which Brunel International N.V. complies with the Code.
Every substantial change to the corporate governance structure of the company will be submitted to the General Meeting of Shareholders for discussion on a separate agenda item.

Deviations from the Dutch corporate governance code

Best practice provision II.1

Contrary to the provisions of best practice provision II.1.1, the CEO has been appointed for an indefinite period of time. The CEO was appointed before the Code was implemented and the company wishes to respect the existing contract with the CEO.

Best practice provision III.3.5

After having reached the maximum term of appointment to the Supervisory Board Mr. Schouwenaar was re-appointed for an extra term in 2013. In order to secure continuity and effective succession within the Supervisory Board the Annual General Meeting of Shareholders re-appointed Mr. Schouwenaar at 30 April 2015 for an additional term of two years.

Best practice provision IV.1

In 2005 the General Meeting of Shareholders decided to discontinue the adoption of the rules applicable to statutory two-tier entities ("structuurregime"). The Supervisory Board was granted the right to submit a binding nomination in the case of the appointment of Directors and Supervisory Directors. In deviation from best practice provision IV.1.1 such nomination may only be rejected by the General Meeting of Shareholders by means of a two-thirds majority of votes cast, representing more than half the issued capital. These criteria were prescribed as the Supervisory Board considers it necessary, in light of Brunel's specific circumstances, to ensure that its position is as strong as possible in the current structure.

Best practice provision IV.3

Information for analysts, shareholders, the press and other parties in the financial markets is provided in accordance with the relevant recommendations in the Code. However Brunel does not entirely comply with the public nature of meetings, for example through transmission on the internet, as we believe this implies a disproportionate burden for our organisation.

Board of Directors

Tasked with the management of the company, the Board of Directors is responsible for setting Brunel's mission, vision and strategy; execution of its implementation; taking responsibility for Brunel's overall results, and addressing corporate responsibility issues.

The Board of Directors operates in accordance with the interests of Brunel International N.V. and is to that end required to

consider all appropriate interests associated with the company. The Board of Directors is responsible for complying with all relevant primary and secondary legislation, the risk profile associated with the strategy, the corporate responsibility issues relevant to the company, its financing, and its external communications.
The Board of Directors is required to report developments on the abovementioned subjects to, and discuss the internal risk management and control systems with, Brunel's Supervisory Board and its Audit Committee.

Supervisory Board

Brunel International N.V.'s Articles of Association determine that the Supervisory Board consists of a minimum of three members. The Supervisory Board determines the number of its members.
The Supervisory Board is charged with supervising the Board of Directors and the general course of affairs of Brunel, as well as advising the Board of Directors.
The Supervisory Board evaluates the corporate structure and the control mechanisms established by the Board of Directors.

In performing its duties the Supervisory Board shall take into account the relevant interest of the company's stakeholders, and, to that end, consider all appropriate interests associated with the company.

Members of the Supervisory Board perform their duties without mandate and independent of any particular interest in the business of the company. The Supervisory Board is responsible for the quality of its own performance and for this purpose annually reviews its performance. The responsibility for proper performance of its duties is vested in the Supervisory Board as a whole. Brunel ensures that there are structured reporting lines to the Supervisory Board.

The Audit Committee assists the Supervisory Board in fulfilling its supervisory responsibilities for the integrity of the financial reporting process, the system of internal business controls and risk management, the external audit process, the external auditor's qualifications, independence and performance.

The Chairman of the Supervisory Board ensures the proper functioning of the board and its committees and acts on behalf of the Supervisory Board as the main contact for the Board of Directors. The Vice-Chairman replaces the Chairman when required and acts as contact for the other board members concerning the functioning of the Chairman.
The by-laws of the Supervisory Board and the resignation schedule are posted on the company's website, www.brunelinternational.net

Structure and shares

On 3 June 2014 each ordinary share with a nominal value of EUR 0.05 was split into two shares with a nominal value of EUR 0.03. The authorised capital of Brunel International N.V. is EUR 5,998,000 divided into 199,600,000 ordinary shares and one priority share. The par value of the ordinary shares is EUR 0.03 each. The par value of the priority share is EUR 10,000. On 31 December 2015 the number of outstanding shares was 49,967,624.

Priority share

The priority share, which has a par value of EUR 10,000, has been issued to Stichting Prioriteit Brunel, subject to the condition precedent that the majority shareholder loses its majority share in Brunel International N.V.'s share capital. The priority share will be fully paid up as soon as the issue becomes unconditional.
The protective stipulations are included in the Articles of Association of Brunel International N.V. and are posted on the company's website.

Major shareholder

According to The Netherlands Authority for the Financial Markets (AFM) register on notification of substantial holdings, Brunel founder Mr. J. Brand directly or indirectly holds a capital interest of approximately 63%, with corresponding voting rights.

Annual General Meeting of Shareholders

Brunel International N.V. is required to hold an Annual General Meeting of Shareholders within six months after the end of the financial year in order to, among other things, adopt the financial statements and to decide on any proposal concerning dividends. Further to Dutch law, the release from liability of the members of the Board of Directors and release from the liability of Supervisory board members for the performance of their respective duties during the financial year are also agenda items for this meeting.

Voting rights

Each shareholder has the right to attend General Meetings of Shareholders, either in person or by written or electronic proxy, to address the meeting and to exercise voting rights, subject to the provisions of Brunel International N.V.'s Articles of Association. An eligible shareholder has the aforementioned rights if registered as shareholder on the applicable record date as set by the Board of Directors.

Each of the shares in Brunel International N.V.'s share capital carries the right to cast one vote. Unless otherwise required by Dutch law or Brunel International

N.V.'s Articles of Association, resolutions are passed by a simple majority of votes cast by the shareholders present or represented at the meeting.

Auditor

The Annual General Meeting of Shareholders charges the external auditors with the task of auditing Brunel International N.V.'s annual accounts.

Delegation

On 30 April 2015 the Annual General Meeting of Shareholders authorised the Board of Directors for a period of 18 months to issue (rights) to shares and to restrict or exclude shareholders' pre-emption rights, with due observance of the law and Articles of Association (which require the approval of the Supervisory Board). The authorisation is limited to 5% of Brunel International N.V.'s issued share capital, as at the date of issue. A new authorisation will be submitted for approval to the Annual General Meeting of Shareholders of 17 May 2016.

On 30 April 2015 the Annual General Meeting of Shareholders also authorised the Board of Directors for a period of 18 months to acquire own shares with due observance of the law and the Articles of Association (which require the approval of the Supervisory Board) to the maximum of 10% of the issued share capital of Brunel International N.V., by means of stock market purchases or in any other way, at prices lying within the bandwidth of 10% above and 10% below the Euronext Amsterdam opening price for the company's shares on the day of the purchase, or, in default thereof, the most recent prices registered. A new authorisation will be submitted for approval to the Annual General Meeting of Shareholders of 17 May 2016.

Amendment to the Articles of Association

Amendment to Brunel International N.V.'s Articles of Association can take place upon a proposal of the Board of Directors approved by the Supervisory Board and adopted by the General Meeting of Shareholders. A proposal to amend the Articles of Association must be stated in a notice convening a General Meeting of Shareholders. The proposal shall be passed upon an absolute majority of the votes cast in the General Meeting of Shareholders.

Brunel International N.V.

Performance

Brunel International N.V.

Oil crisis impacting the Energy division in 2015, while Netherlands continued to grow; Germany recovering

The operating profit has mostly been impacted by the Oil & Gas division, where many of our clients reduced their headcount, cut allowances & costs and reduced fees following the oil price decline in 2015.
Our Projects division faced completion of its major projects.

In Europe we saw a mixed development. Brunel Netherlands had a successful year, where growth was realised in the IT, Finance and Legal business lines, while revenue disappointed in the Engineering business line.
Germany had a difficult start of the year, while headcount started growing from May onwards.

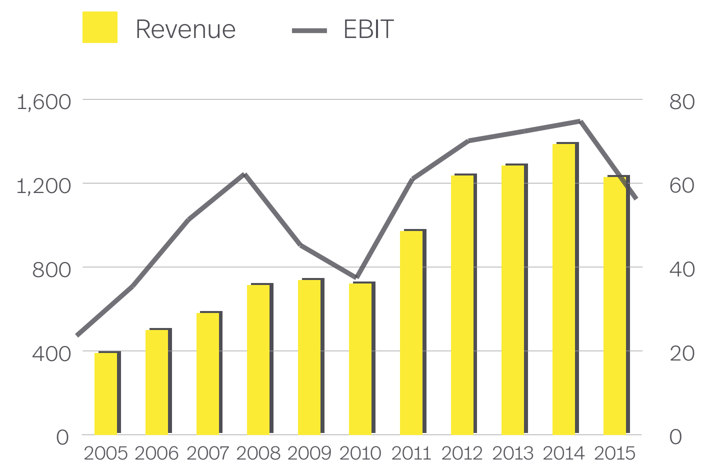
Our direct headcount decreased to 10,051 at 31 December 2015 from 11,881 at 31 December 2014, whilst our indirect headcount decreased from 1,668 to 1,503. Both the decrease in direct and indirect headcount is the result of the current circumstances in the Oil & Gas industry, partly offset by the growth in The Netherlands. For 2016, we expect a further decrease in headcount in Oil & Gas and a continued increase in Europe.

Balance sheet

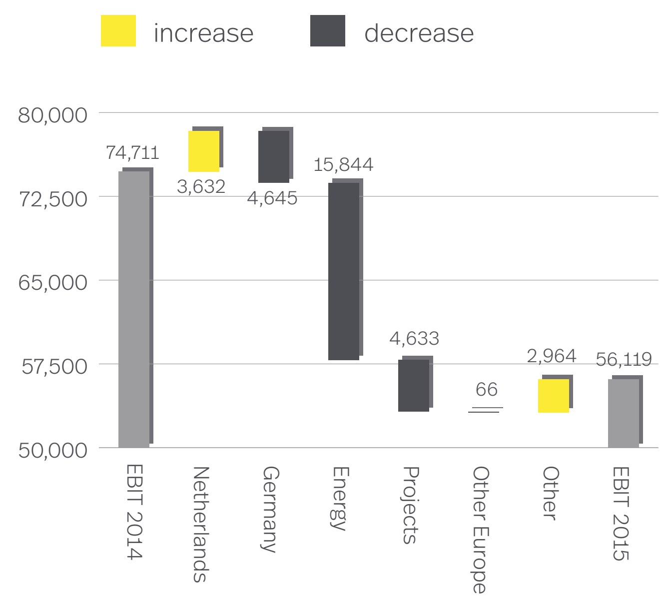
Our balance sheet remains strong, with a strong solvency ratio. The working capital reduction due to the lower revenue, as well as the improved collection process resulted in a strong cash flow over 2015.

Investments in fixed assets in 2016 will be roughly at the same level as in 2015.

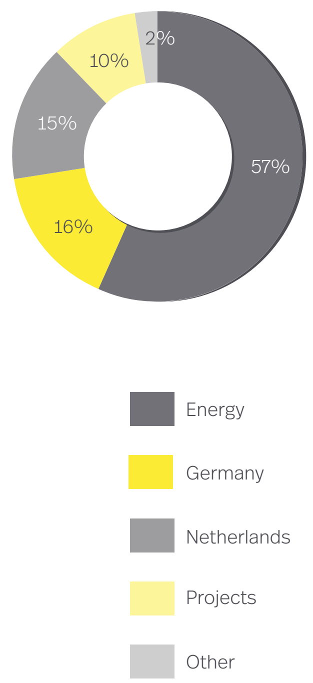
Revenue and EBIT



EBIT

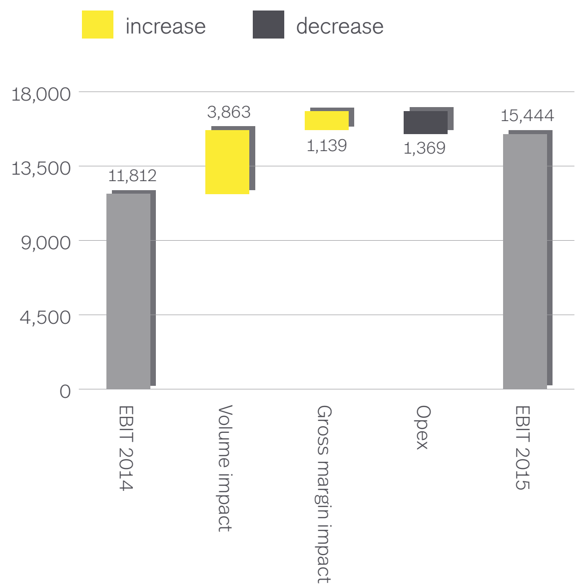


Revenue share

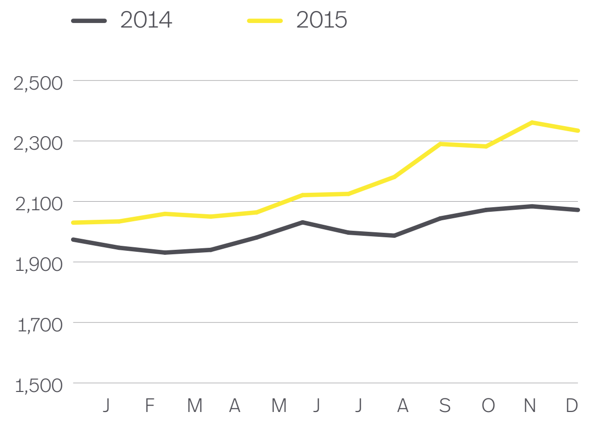


Brunel Netherlands

EBIT

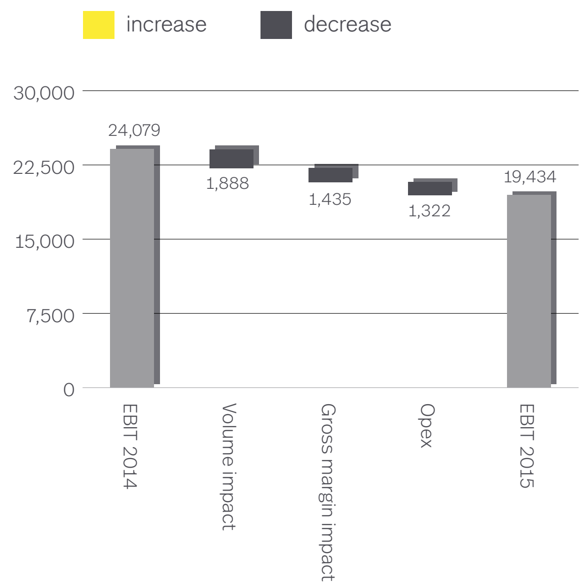


Headcount development

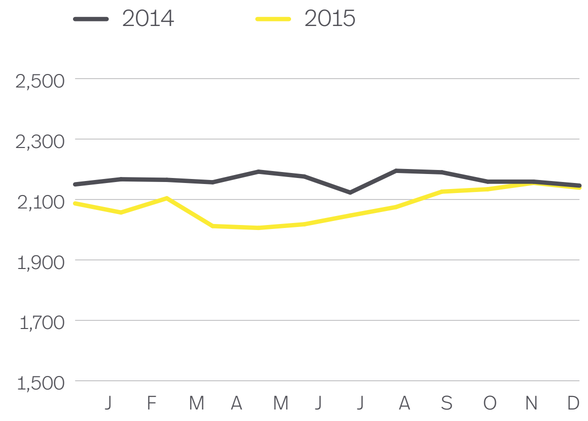


Brunel Germany

EBIT



Headcount development



Brunel Netherlands

Headcount growth Brunel Netherlands fully profited from the recovery of the Dutch economy and the demand for highly skilled employees. Increased demand for Finance, Legal and IT professionals drove the continued headcount growth and month on month outperformance of 2014.

Higher margin The profitability further improved driven by a margin improvement, mainly in the IT and Finance business lines, driven by an improved mix of higher fees in IT and a higher margin on young professionals in the Finance business line.

Increased operating expenses Operating expenses increased following investments in the commercial organisation, mainly focused on the outperforming business lines.

Optimistic outlook We expect continued growth in our Dutch markets based on our strong market position and continued demand in the professionals market.

Brunel Germany

Reduced profitability due to a combination of volume and margin reduction From May onwards, headcount started growing month on month; a difficult start of the year had a significant impact on the remainder of the year however. The margin reduction was mainly caused by increased price pressure.

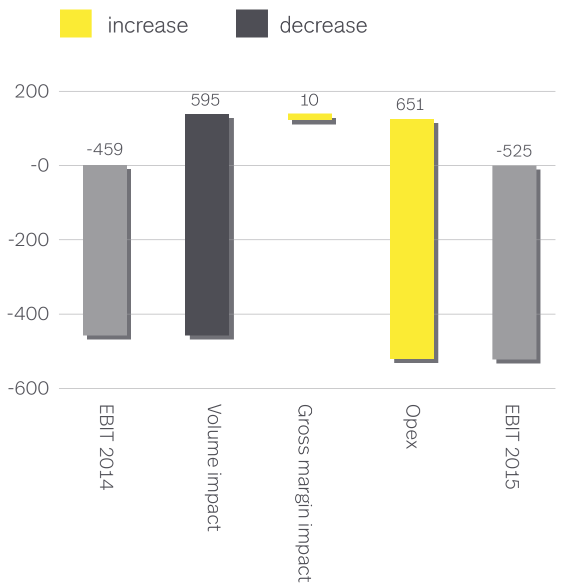
Increased operating expenses Operating expenses were driven by increased staff costs following an indirect headcount increase to support future growth offset by reduced marketing costs.

Rebooting growth We have restructured the management team who lead the recovery of the German performance. In addition the German account management improved their use of our IT systems.

Optimistic outlook We expect the growth to continue in 2016 now account management is fully up to speed.

Brunel Europe - Other entities

EBIT



Brunel Europe - Other entities

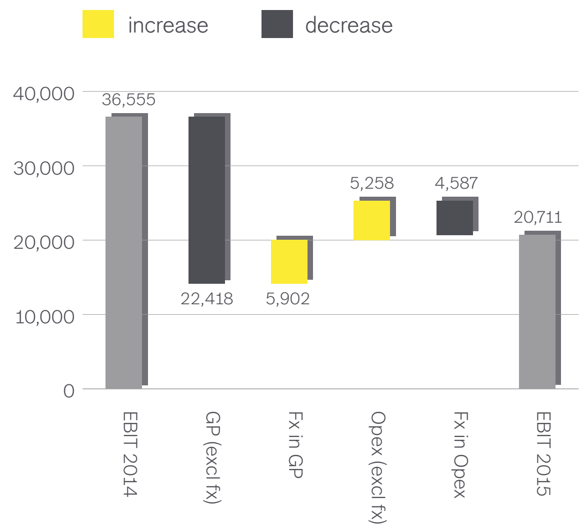
Improved revenue At a stable margin, revenue improved mostly in Switzerland, followed by Czech, while Austria and Belgium remained relatively stable year on year.

The increase in operating expenses was predominantly driven by Belgium (bankruptcy of a client) and Switzerland (headcount increase), offset by cost reductions in Austria.

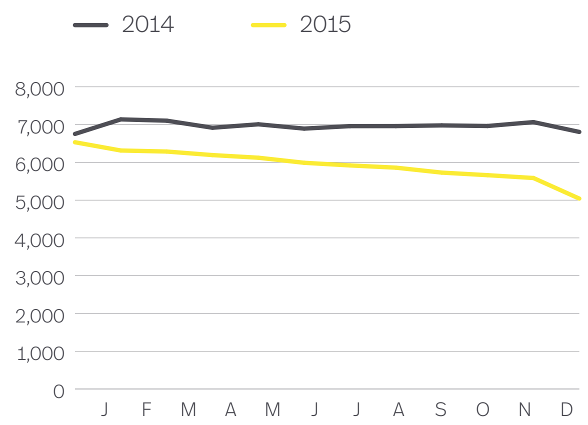
Expecting further growth
In the Austrian, Swiss and Czech markets, our organisation is becoming more and more mature and we see further strong growth. In the Belgium market we expect limited growth.

Brunel Energy

EBIT



Headcount development



Brunel Energy

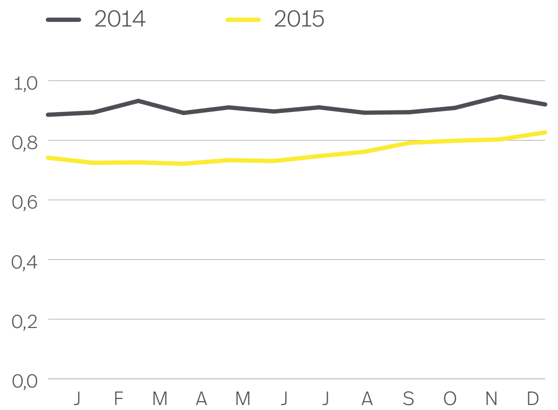
Lower oil prices dampening profitability indirectly The Energy division was impacted significantly by the reduced oil price that forced clients to cut headcount, rates and allowances.
The reductions of allowances positively impacted our margin, since the profitability on allowances is relatively low.
Overall our gross margin dropped to a limited extent as a result of different regional mix in the Energy division compared to 2014.

Right-sizing overhead structure
Following various cost saving and cost efficiency measures, overhead costs in constant currency decreased. Brunel profited from further process improvements and has restructured various offices where deemed necessary.
We have reduced indirect personnel by more than 100 to adjust our organisation to the current volume of our business.

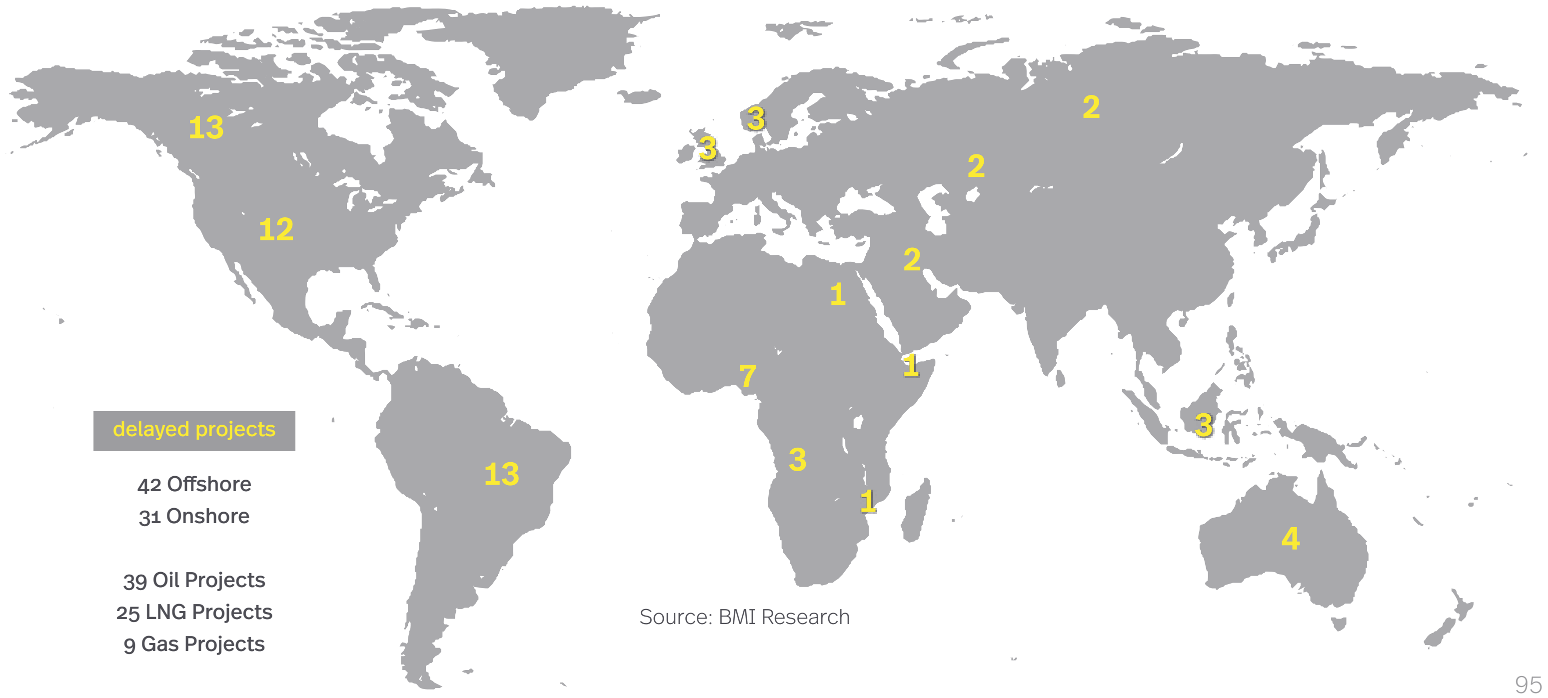
Fx impact offsetting the cost reductions We focused on right-sizing our cost base to match our depressed operating environment, however the foreign exchange differences largely offset the cost reduction.

Outlook remains challenging in the short term Following the adverse revenue development in 2015, we will see the full year impact of the downward trend in 2016. The recovery of the Energy market is highly dependent on the volatile oil market.

US Dollar versus Euro

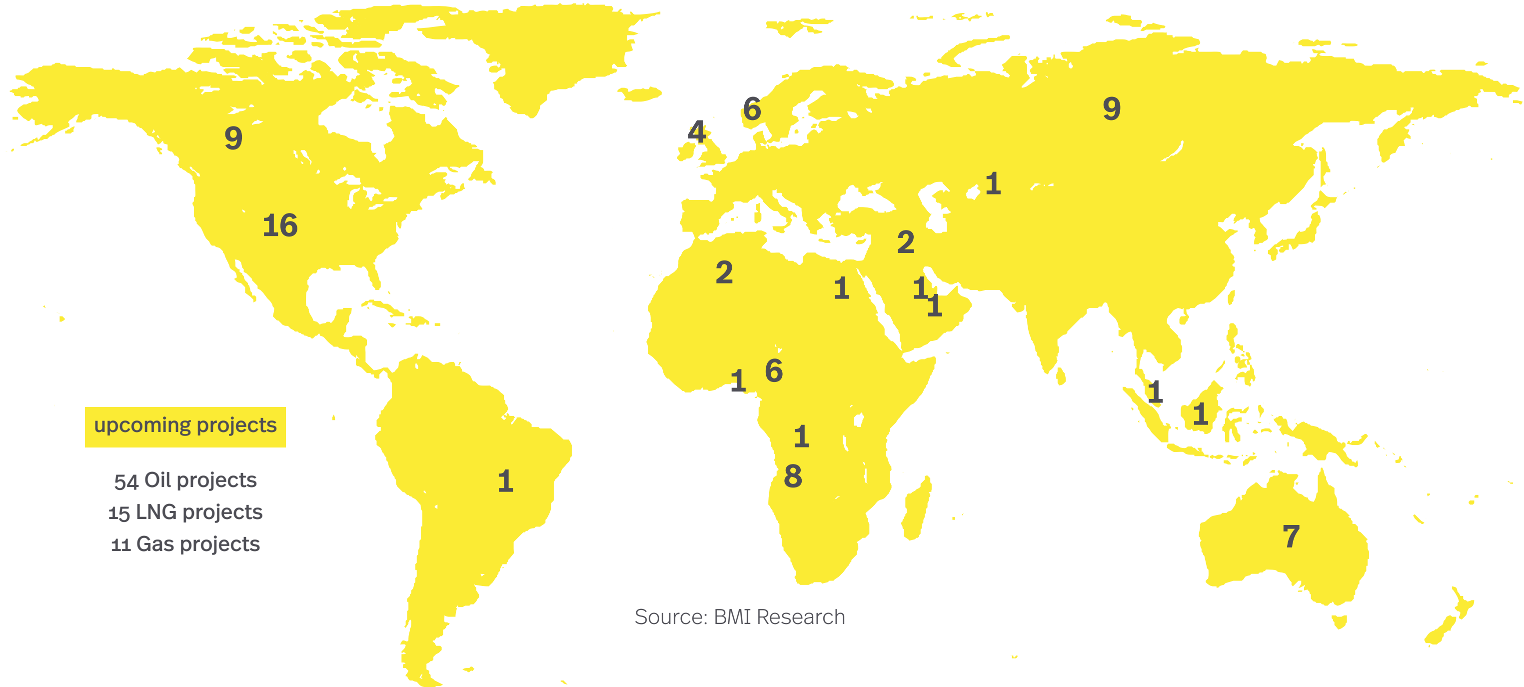


Oil & Gas majors and their delayed project pipeline:



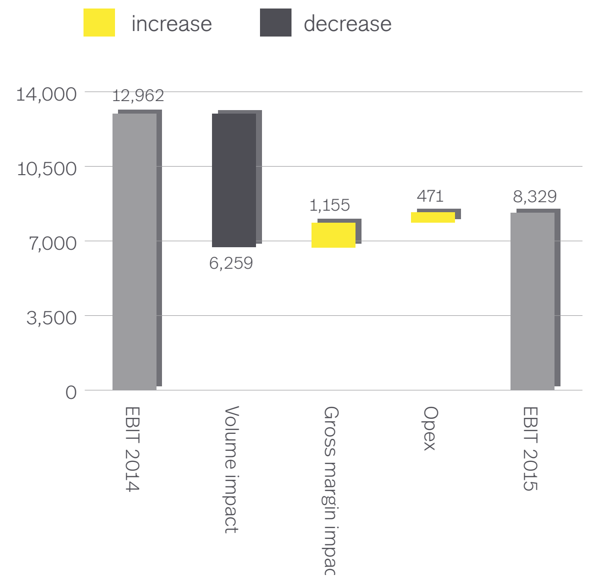
Maintain a positive longer-term outlook for Brunel Energy's growth The regions Americas and Europe & Africa have been mostly impacted by cancellations and delays of major Oil & Gas projects by our clients, as many projects are originated in these regions. Due to the expected lower level of activities in the near future, we have an increased focus on winning new clients to gain market share and return to growth in the near future in these parts of the world. In South East Asia and Australia our business has been less impacted, due to the ongoing capex projects in these areas. In the Middle East the impact is limited as a result of the cost advantages of Oil & Gas projects the area has compared to other regions. The strong US dollar partly offset the negative revenue & gross profit trend.
We have a positive outlook in the long term due to: the external factors of the pressure of industry shuffle faced by small suppliers and ongoing small-medium sized projects on regional and local level; and internal factors of continuous improvement on our progress efficiency and the expected pay off from diversification in the near future.

Oil & Gas majors and their upcoming project pipeline:



Brunel Projects

EBIT



Brunel Projects

Expected completion of main projects Following the (nearing) completion of the major projects in the Projects division, the volume was negatively impacted, offset by a positive margin development. The reduction of the division size had a positive impact on the operating expenses.

No more separated reporting
We will see a strong decline in the Projects division as a result of the completion of our main projects in Australia early 2016. Therefore, the Projects division will be part of our Energy division going forward.

Declarations

The members of the Board of Directors as required by section 5:25c, paragraph 2, under c of the Dutch Act on Financial Supervision (Wet op Financieel Toezicht) confirm that to the best of their knowledge:

- These 2015 financial statements give, in accordance with IFRS as endorsed by the EU, a true and fair view of the assets, liabilities, financial position and profit or loss of the Company and the undertakings included in the consolidation taken as a whole.
- This Annual Report gives a true and fair view of the Company's position and the undertakings included in the consolidation taken as a whole as of 31 December 2015, and of the development and performance of the business for the financial year then ended.
- This Annual Report includes a description of the principal risks and uncertainties that the Company faces.

This annual report and the 2015 financial statements, audited by PricewaterhouseCoopers Accountants N.V., have been presented to the Supervisory Board. The 2015 financial statements and the external auditor's report relating to the audit of the 2015 financial statements were discussed with the Audit Committee in the presence of the Board of Directors and the external auditor. The Supervisory Board endorses the recommendation of the Board of Directors that the General Meeting of Shareholders adopts the 2015 financial statements included in this annual report and the Board of Directors recommends the proposal to pay a cash dividend for the financial year of 2015 of EUR 0.75 per common share and an additional super dividend of EUR 0.75 per share.

Amsterdam, 4 March 2016

Board of Directors

J.A. van Barneveld
CEO
P.A. de Laat
CFO
J.A. de Vries
COO Energy

6

The Brunel share

The Brunel share

The Brunel share

Structure and shares

Brunel International N.V. is a public limited liability company. Its authorised capital is EUR 6 million, divided into 199.6 million ordinary shares and one priority share. The par value of the ordinary shares is EUR 0.03 each. The par value of the priority share is EUR 10,000. The priority share has not been issued.

Stock exchange listing

Brunel International N.V. ordinary shares are listed at the NYSE Euronext stock exchange in Amsterdam (ticker symbol BRNL). Since 2015, Brunel has been listed on the Amsterdam Small Cap Index (AScX). Since April 2011, options on Brunel shares have also been traded on NYSE Liffe, the derivatives market of NYSE Euronext.

Share capital

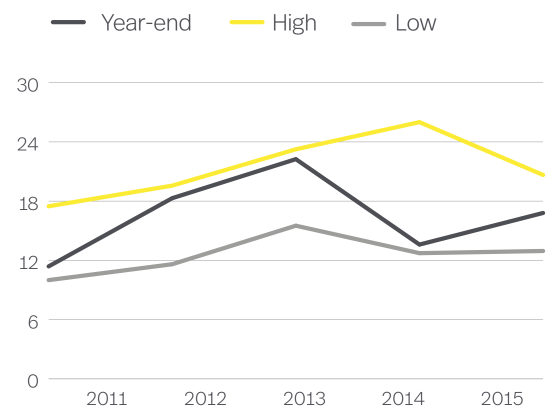
The total number of shares outstanding on 31 December 2015 is 49,967,624, giving a market capitalisation of EUR 839 million at that time. The number of shares outstanding at year-end 2014 was 49,396,624. The increase in the number of shares outstanding is due to the fact that stock option rights have been exercised.

Share option scheme

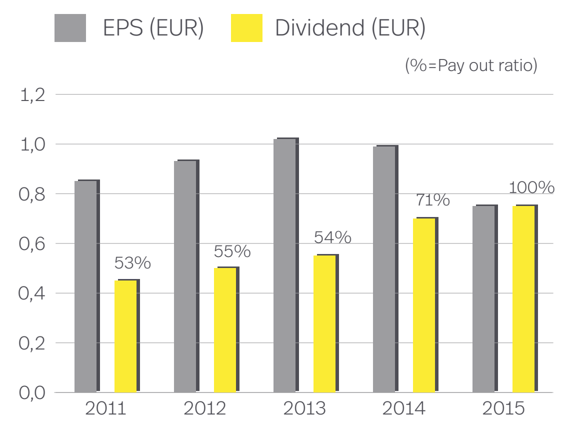
In 2015, option rights were granted to the members of the Board of Directors, under the Articles of Association. A note explaining these grants is included in the Supervisory Board's remuneration report, which is available on the company's website. Several senior management members were also granted option rights.

Share price development (EUR)

Brunel Share price (EUR)



Brunel earnings per share (EUR)



Interests

According to the AFM register on notification of substantial holdings, Mr. J. Brand, the company's founder, directly or indirectly holds a capital interest of approximately 63%, with corresponding voting rights.

Dividend

In the General Meeting of Shareholders of 2015 Brunel's dividend policy changed to on a pay-out ratio of 30 to 100 per cent (previously 30 to 60 per cent) of net income. For this year we propose to pay a dividend of EUR 0.75 per share and an additional super dividend of EUR 0.75 per share to the General Meeting of Shareholders.

Financial calendar

4 May 2016	Trading update for the first quarter 2016
17 May 2016	Annual General meeting of Shareholders
19 May 2016	Ex-dividend listing
14 June 2016	Dividend available for payment
19 August 2016	Half year results 2016
4 November 2016	Trading update for the third quarter 2016

Annual accounts

Brunel International N.V.

Financial statements 2015

Contents

Consolidated balance sheet

x EUR 1,000, before profit appropriation

	31 December 2015		31 December 2014	
Non-current assets				
Goodwill (1)	4,218		4,104	
Other intangible assets (2)	13,043		15,219	
Property, plant and equipment (3)	10,729		9,570	
Financial fixed assets (4)	-		160	
Deferred income tax assets (16)	12,729		12,348	
Total non-current assets		**40,719**		**41,401**
Current assets				
Trade and other receivables (5)	253,627		323,956	
Income tax receivables (16)	5,010		2,145	
Cash and cash equivalents (6)	180,037		125,070	
Total current assets		**438,674**		**451,171**
Total assets		**479,393**		**492,572**
Non-current liabilities				
Provisions (7)	712		856	
Deferred income tax liabilities (16)	1,561		2,338	
Long-term liabilities (8)	1,074		753	
Total non-current liabilities		**3,347**		**3,947**
Current liabilities				
Current liabilities (9)	124,932		152,333	
Income tax payables (16)	3,387		8,023	
Total current liabilities		**128,319**		**160,356**
Total liabilities		**131,666**		**164,303**
Net assets		**347,727**		**328,269**
Group equity (10)				
Share capital	1,499		1,481	
Share premium	76,765		68,654	
Reserves	231,885		209,244	
Unappropriated result	37,122		48,424	
Non-controlling interest	456		466	
Total equity		**347,727**		**328,269**

Consolidated profit and loss account

x EUR 1,000

	2015	2015	2014	2014
Revenue		**1,228,948**		**1,386,585**
Direct personnel expenses (13)		998,939		1,137,547
Contribution Margin		**230,009**		**249,038**
Indirect personnel expenses (13)	107,833		109,720	
Depreciation and amortisation (14)	8,417		7,750	
Other expenses (15)	57,640		56,857	
Total operating costs		**173,890**		**174,327**
Operating profit		**56,119**		**74,711**
Exchange differences	1,781		974	
Interest income	333		513	
Interest expenses	-641		-937	
Financial income and expense		**1,473**		**550**
Share of profit of investments accounted for using the equity method (4)		-928		110
Group result before tax		**56,664**		**75,371**
Tax (16)		19,060		26,444
Group result after tax		**37,604**		**48,927**
Net income attributable to equity holders of the parent (ordinary shares)		**37,122**		**48,424**
Net income attributable to non-controlling interest		482		503
Net income for the year		**37,604**		**48,927**
Basic earnings per share in EUR (17)		0.75		0.99
Diluted earnings per share in EUR (17)		0.74		0.98

Consolidated statement of comprehensive income

x EUR 1,000

	2015	2014
Net income	**37,604**	**48,927**
Other comprehensive income		
Items that may be reclassified subsequently to profit or loss		
Exchange differences arising on translation of foreign operations	9,397	15,303
Income tax relating to components of other comprehensive income	-825	-207
Total other comprehensive income (net of tax)	8,572	15,096
Total comprehensive income	**46,176**	**64,023**
Attributable to:		
Ordinary shareholders	45,630	63,517
Non-controlling interests	546	506
Total comprehensive income	**46,176**	**64,023**

Consolidated cash flow statement

x EUR 1,000

	2015	2014
Cash flow from operating activities		
Group result before tax	56,664	75,371
Adjustments for:		
Depreciation and amortisation (14)	8,417	7,750
Interest income	-333	-513
Interest expenses	641	937
Share of loss/(profit from associates)	928	-110
Other non cash expenses (20)	2,266	284
Share based payments	2,123	3,299
Changes in:		
Receivables (18)	78,287	95
Provisions (7)	-144	-878
Long-term liabilities (8)	321	-
Current liabilities (19)	-32,837	-1,061
	116,333	**85,174**
Income tax paid (16)	-28,376	-28,867
Interest paid	-641	-937
Interest received	333	513
Cash flow from operating activities	**87,649**	**55,883**
Cash flow from investing activities		
Additions to property, plant & equipment (3)	-4,125	-3,064
Additions to software (2)	-3,362	-5,974
Disposals of property, plant & equipment (3)	271	-
Additions to financial fixed assets (4)	-	-50
	-7,216	**-9,088**
Cash flow from financial operations		
Issue of new shares	8,129	10,419
Dividend non-controlling interest	-556	-427
Dividend ordinary shareholders	-34,884	-27,138
	-27,311	**-17,146**
Total cash flow	**53,122**	**29,649**
Cash position at 1 January	125,070	89,671
Exchange rate movements	1,845	5,750
Cash position at 31 December	**180,037**	**125,070**

Consolidated statement of changes in equity

x EUR 1,000

			Reserves						
	Share Capital	Share Premium	Translation reserve	Share based payments	Retained earnings	Unappropriated result	Attributable to ordinary shareholders	Non-controlling interest	Total
Balance at 1 January 2014	**1,218**	**58,498**	**-11,097**	**6,030**	**173,532**	**49,525**	**277,706**	**387**	**278,093**
Net income						48,424	48,424	503	48,927
Exchange differences arising on translation of foreign operations			15,300				15,300	3	15,303
Income tax relating to components of other comprehensive income			-207				-207		-207
Total comprehensive income	-	-	15,093	-	-	48,424	63,517	506	64,023
Cash dividend (10)						-27,138	-27,138	-427	-27,565
Appropriation of result					22,387	-22,387			
Share split	246	-246							
Share based payments				3,299			3,299		3,299
Option rights exercised	17	10,402		-2,914	2,914		10,419		10,419
Balance at 31 December 2014	**1,481**	**68,654**	**3,996**	**6,415**	**198,833**	**48,424**	**327,803**	**466**	**328,269**
Net income						37,122	37,122	482	37,604
Exchange differences arising on translation of foreign operations			9,333				9,333	64	9,397
Income tax relating to components of other comprehensive income			-825				-825		-825
Total comprehensive income	-	-	8,508	-	-	37,122	45,630	546	46,176
Cash dividend (10)						-34,884	-34,884	-556	-35,440
Appropriation of result					13,540	-13,540			
Modification of share based payment scheme (11)				-1,383			-1,383		-1,383
Share based payments (11)				1,578	398		1,976		1,976
Option rights exercised (11)	18	8,111		-2,234	2,234		8,129		8,129
Balance at 31 December 2015	**1,499**	**76,765**	**12,504**	**4,376**	**215,005**	**37,122**	**347,271**	**456**	**347,727**

Notes to the consolidated financial statements

Participations

Brunel International N.V.'s main participations are listed below. These are included in the consolidated financial statements of Brunel International N.V. Unless otherwise stated, all these participations are, directly or indirectly, wholly-owned and Brunel has full or over half of the voting power. Some non-material participations are not included in the list.

Brunel Corporate B.V., Amsterdam, The Netherlands
Brunel Nederland B.V., Rotterdam, The Netherlands
Brunel Energy Holding B.V., Rotterdam, The Netherlands
Brunel Energy Europe Staff B.V., Amsterdam, The Netherlands
Brunel Energy Europe B.V., Rotterdam, The Netherlands
Brunel CR B.V., Amsterdam, The Netherlands
Brunel Energy Nederland B.V., Rotterdam, The Netherlands
Brunel Consultants N.V., Mechelen, Belgium
Brunel Engineering Consultants N.V., Mechelen, Belgium
Brunel International UK Ltd, London, United Kingdom
Brunel Service GmbH & Co. KG,Bremen, Germany
Brunel GmbH, Bremen, Germany
Car Synergies GmbH, Bochum, Germany
Brunel Austria GmbH, Salzburg, Austria
Brunel Switzerland AG, Zürich, Switzerland
Brunel International France Sarl, Paris, France
Brunel Italia SRL, Verona, Italy
Brunel Energy Norge AS,Stavanger, Norway
Brunel Polska Sp. Z o.o., Wroclaw, Poland
Brunel Denmark ApS, Copenhagen, Denmark
Brunel Recruitment Kazakhstan Atyrau LLP, Atyrau, Kazakhstan
Brunel Energy Nigeria Ltd, Lagos, Nigeria
Brunel Energy LLC, Dubai, United Arab Emirates
Brunel DMCC, Dubai, United Arab Emirates
Brunel Oil & Gas Services WLL, (75%) Doha, Qatar
Brunel India Private Ltd, Mumbai, India
Brunel Energy Kuwait WLL, (75%) Farwania, Kuwait
Ishtar Baghdad for General Services LLC Baghdad, Iraq
Brunel Technical Services Company (Kurdistan) LLC Erbil, Iraq
Brunel Energy Japan K.K. Tokyo, Japan
Brunel International South East Asia Pte Ltd, Singapore
Brunel Technical Services, Pte Ltd, Singapore
Brunel Energy Malaysia SDN BHD, Kuala Lumpur, Malaysia
Brunel Korea Ltd, Ulsan, South Korea
Brunel Energy Hong Kong Ltd, Hong Kong, China
Brunel Hong Kong Ltd, Hong Kong, China
Brunel Consultancy Shanghai Ltd, Shanghai, China
Brunel Technical Services Manpower Corporation Makati City, Philippines
Brunel Technical Services Philippines Inc, Makati City, Philippines
Brunel Technical Services Thailand Ltd, Bangkok, Thailand
Brunel Energy (Thailand) Ltd, Bangkok, Thailand
Brunel Energy Pty Ltd, Perth, Australia
Brunel Technical Services Pty Ltd, Perth, Australia
Brunel Construction & Maintenance Services Pty Ltd, Perth, Australia
Brunel Energy Inc, Houston, Unites States of America
Brunel Energy Canada Inc, Calgary, Canada
Multec Canada Ltd, Toronto, Canada
Brunel Energy Servicos Ltda Brasil, Rio de Janeiro, Brazil

General information

Brunel International N.V. is a public limited liability company domiciled in Amsterdam, The Netherlands and listed on the Euronext Amsterdam.
The head office of the company is located in Amsterdam, the address is:

John M. Keynesplein 33
1066 EP Amsterdam
The Netherlands

The consolidated financial statements of Brunel include the company and its subsidiaries (together referred to as 'Brunel'). A summary of the main subsidiaries is included on page 112 of this report.

The financial statements were signed and authorised for issue by the Board of Directors and released for publication on 4 March 2016. The financial statements and the dividend proposal are subject to adoption by the General Meeting of Shareholders on 17 May 2016.

Unless stated otherwise all the information in these financial statements is in thousands of Euro, which is the Company's functional currency. All financial information presented in Euro has been rounded to the nearest thousand.

Brunel's activities are mainly secondment, project management, recruitment and consultancy.

Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union for the year starting 1 January 2015 and also comply with the financial reporting requirements included in Part 9 of Book 2 of the Dutch Civil Code.

The financial information relating to Brunel International N.V. is presented in the consolidated financial statements. Accordingly, in accordance with article 2:402 of The Netherlands Civil Code, the company financial statements only contain an abridged profit and loss account.

The financial statements have been prepared under the historical cost convention, and financial assets and financial liabilities at fair value through profit and loss.

New and amended standards adopted by the group

The following new and revised International Financial Reporting Standards (IFRSs) have been adopted in these consolidated financial statements.
The application of these new and revised IFRSs has not had any material impact on the amounts reported for the current and prior years but may affect the accounting for future transactions or arrangements.

- Annual Improvements to IFRSs – 2010-2012 Cycle and 2011 – 2013 Cycle
- Defined Benefit Plans: Employee Contributions – Amendments to IAS 19

New and revised IFRSs issued but not yet effective

The Group has not applied the following new and revised IFRSs that have been issued but are not yet effective:

- IFRS 15, 'Revenue from contracts with customers' [1]
- IFRS 16, 'Leases'[2]
- IFRS 9, 'Financial Instruments' [3]

The Board of Directors does not anticipate that the new IFRS 15 and IFRS 9 standards and amendments will have a significant effect on amounts reported in the consolidated financial statements. Application of the new standards and amendments may result in more extensive disclosures in the financial statements.

The Board of Directors is currently in the process of assessing the impact of the valuation of assets and liabilities and on its income statement. Based on current lease commitments, the impact on the valuation of assets and liabilities is expected to be material.

[1] Effective for annual periods beginning on or after 1 January 2018
[2] Effective for annual periods beginning on or after 1 January 2019
[3] Effective for annual periods beginning on or after 1 January 2018

Principles of consolidation

The consolidated financial statements include the financial information of Brunel International N.V. and its subsidiaries.
Subsidiaries relate to companies controlled directly or indirectly by Brunel International N.V.
These companies are listed on page 112. An investor controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. The results of acquired or disposed companies are consolidated from the date which control is transferred and the date the control is ceased, respectively.

All intra-group transactions, balances, income and expenses are eliminated on consolidation.

Non-controlling interests in the net assets of consolidated subsidiaries are identified separately from Brunel's equity therein. Non-controlling interests consist of the net equity value of those interests at the date of the original business combination and the Non-controlling interests' share of changes in equity since the date of the combination. Profit or loss and each component of other comprehensive income are attributed to the owners of the parent and to the non-controlling interests. Total comprehensive income is attributed to the owners of the parent and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Accounting principles for the valuation of assets and liabilities and determination of profit

Goodwill

Goodwill is allocated to groups of cash-generating units for the purpose of impairment testing.
The allocation is made to those groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit.
Any impairment loss for goodwill is recognised directly in the profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

The recoverable amount is based on the higher of the fair value less cost of disposal and value in use.
The value in use is determined by means of cash flow projections based on the actual operating results adjusted for non-cash items (mainly depreciation) and the expected future performance. The latter is based on management's estimates and assumptions of revenue growth and development of operating margins, assessed with external data.

Acquisition-related intangible assets

Acquisition-related intangible assets (customer databases and trade names) that are acquired by Brunel and have definite useful lives are stated at cost less accumulated amortisation and impairment losses. When an intangible asset is acquired in a business combination, its cost is the fair value at the date of its acquisition. This cost is determined on a basis that reflects the estimated amount that the entity would have paid for the asset in an arm's length transaction between knowledgeable and willing parties, based on the best information available. If the fair value cannot be measured reliably, the asset is not recognised as a separate intangible asset, but is included in goodwill. Amortisation of acquisition-related intangible assets is charged to operating expenses on a straight-line basis over their estimated useful lives, from the date they are available for use. The residual values and useful lives are reviewed at each balance sheet date and adjusted, if appropriate. Refer to Note 2 Other intangible assets for further details.

Software

Acquired software (licenses) and developed software are stated at cost less accumulated amortisation and impairment losses. Expenditures in relation to the development of identifiable and unique software products used by Brunel, and that will probably generate economic benefits exceeding costs beyond one year, are recognised as intangible assets and amortised over their estimated useful lives. Capitalised costs include employee costs of software development and an appropriate portion of relevant overhead. Expenditures associated with maintaining computer software programs are recognised as an expense when incurred. Amortisation of software applications is charged to operating expenses and/or cost of services on a straight-line basis over their estimated useful lives, from the date they are available for use. The residual values and useful lives are reviewed at each balance sheet date and adjusted, if appropriate. Acquired computer software licenses are amortised, using the straight line method, over their useful lives.

Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and impairment losses.
Historical cost includes expenditures that are directly attributable to the acquisition of the assets.
Depreciation of property, plant and equipment is charged to operating expenses on a straight-line basis over their estimated useful lives, from the date they are available for use. Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within depreciation and amortisation in the profit and loss account.

Financial fixed assets

Associates are all entities over which the group has 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. Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. The group's investment in associates includes goodwill identified on acquisition.

Business combinations

All business combinations are accounted for by applying acquisition method. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets. When a company or business is acquired, the acquirer recognises goodwill as an asset. Goodwill is recognised for the future economic benefits arising from assets acquired that are not individually identified and separately recognised. The excess of the consideration transferred over the fair value of the identifiable net assets acquired is recorded as goodwill. Impairment of goodwill will be tested at least annually. An impairment loss recognised for goodwill is not reversed in a subsequent period. Changes in ownership interests in subsidiaries that do not result in loss of control are dealt with in equity.

Trade receivable and other receivables

Trade receivable and other receivables are initially stated at fair value. Subsequent measurement is at amortised costs less provision for impairment.

Provisions

Provisions are recognised for legally enforceable or constructive obligations as a result of a past event and for which the settlement is likely to require an outflow of resources and to the extent these can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows at an interest rate that reflects the current market assessments of the time value of money and, where appropriate, the risks specific to the obligation.

Provisions for onerous contracts are recognised if the expected benefits to be derived by Brunel from a contract are lower than the unavoidable cost of meeting its obligations under the contract. Estimated amounts for legal claims are provided for at the lowest amount at which Brunel expects the claim to be reasonably settled. Due to the highly uncertain timing of the expected future cash out-flow, provided amounts for legal claims are categorised to be settled within one year after the balance sheet date, unless these are explicitly expected to be settled differently.

Long-term liabilities

Long-term liabilities are recognised initially at fair value, net of transaction costs incurred. Long-term liabilities are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the profit and loss account over the period of the long-term liabilities using the effective interest method.

Current liabilities

Current liabilities are initially stated at fair value and subsequently measured at amortised cost using the effective interest method.

Cash and cash equivalents

Cash and cash equivalents include cash in hand and deposits held at call with banks.

Foreign currency and exchange differences

Balance sheet items denominated in foreign currencies are translated at the rates of exchange prevailing at the balance sheet date; profit and loss account items are translated at the average rates during the financial year. Exchange differences relating to transactions in foreign currency are recorded in the profit and loss account. Exchange differences due to the consolidation of foreign companies are charged or credited directly in other comprehensive income to the translation reserve.

For the purpose of presenting consolidated financial statements, the assets and liabilities of Brunel's foreign operations are translated into Euro using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period.

Functional and presentation currency

Brunel operates in countries with different currencies. All companies have, as their functional currency, the local currency of the country in which they operate, which is their primary economic environment. The functional currency of the parent company, as well as of a major portion of its subsidiaries, is the Euro.

The translation reserve comprises all translation differences arising from the translation of the net investment in activities in currencies other than the Euro. Such translation differences are recognised initially in other comprehensive income and presented in this separate component of shareholders' equity and recognised in the statement of comprehensive income on disposal of the net investment. The translation reserve also includes the tax effect on translation differences.

Share based payment

Brunel has a share based payment arrangement under which options are granted to the directors and senior management of the company. These options are settled in ordinary shares. The grant date fair value of these options is included in the indirect personnel expenses. The expenses are credited to equity for the same amount. The fair value is calculated based on the Black-Scholes option valuation model. At each balance sheet date, Brunel revises its estimates of the number of options that are expected to become exercisable subject to continued employment based on this non-market vesting condition. The impact of the revision of original estimates, if any, is recognised in the income statement with a corresponding adjustment to equity. The share-based payment reserve relates to options granted by Brunel to its employees under its share option plan.

Stock Appreciation Rights (SAR)

In 2015 the option scheme has been replaced by a SAR scheme. The SAR granted to personnel are conditional and linked to performance targets for the year of allocation. The SAR scheme is a cash settled plan.

The fair value of these SAR's is charged to the income statement in the indirect personnel expenses from the grant date through vesting date linearly. The fair value of the SAR is determined at every year-end based on the Black and Scholes option valuation model. At each balance sheet date, Brunel revises its estimates of the number of SAR's that are expected to become exercisable subject to continued employment based on this non-market vesting condition. The impact of the revision of original estimates, if any, is recognised in the income statement with a corresponding entry to liabilities.

The SAR liability relates to SAR's granted by Brunel to its employees under its SAR scheme.

Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the company and when the amount can be measured reliably. Revenue for Brunel is mainly derived from the provision of services to third parties after deduction of sales tax and discounts granted. The following types of revenue are recognised;
Contracting revenue (rendering of services) whereby hours or days worked at agreed rates during the financial reporting period are recognised as revenue.
Reimbursable expenses related revenue in cases where Brunel acts as a principal are recognised as a gross amount (including true up) upon the receipt of a reimbursable claim.
Recruitment revenue relate to revenue for the recruitment of employees for third parties whereby revenue is recognised once the service has been completed.

Other revenue such as in cases where Brunel acts as a service provider, revenues are reported on a net basis, when the service is rendered.

Direct personnel expenses

Direct personnel expenses relate to costs attributed directly to the services provided.

Exchange differences

Foreign currency transactions are translated into the functional currency at the exchange rate applicable at the date of the transactions. Currency translation differences resulting from the settlement of these transactions and the translation of the monetary assets and liabilities denominated in foreign currency at the balance sheet date are recognised as exchange differences in the consolidated profit and loss account.

Foreign exchange differences relating to bank balances are recorded in the financial income and expense, other foreign exchange differences are recorded in the contribution margin.

Interest income and expenses

Interest income comprises interest received on outstanding deposits and interest costs comprise interest due on funds drawn, calculated using the effective interest method.

Retirement benefit costs

All pension plans prevailing within Brunel are defined contribution plans, which are funded through payments to independent entities. Brunel has no legal or constructive obligations to pay further contributions if these separate entities do not hold sufficient assets to pay all employees the pension benefits relating to employee service in the current and prior periods. The regular contributions constitute net periodic costs for the year in which they are due and are included within direct and indirect personnel expenses.

Leasing

Rentals payable under operating leases are charged to profit or loss on a straight-line basis over the term of the relevant lease. Benefits received and receivables as an incentive to enter into an operating lease are also spread on a straight-line basis over the lease term.

Taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. Brunel's liability for current tax is calculated using applicable rates.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised. Deferred tax is charged or credited to profit or loss, except when it relates to funding items charged or credited directly to equity, in which case the related deferred tax is also dealt with in equity.

Deferred 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 assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Accounting principles for determining the consolidated cash flow statement

The cash flow statement has been prepared according to the indirect method, whereby profit or loss is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments, and items of income or expense associated with investing or financing cash flows.

Accounting principles for segment reporting

Operating segments have been identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segments and to assess their performance. Information reported to the Group's chief operating decision maker is focused at components engaged in providing services in a particular economic environment from those of other segments. A geographical segment is engaged in providing services in a particular economic environment which are subject to risks and returns that are different from those segments operating in other economic environments.

Critical accounting estimates, assumptions and judgments

In the preparation of financial statements, management makes certain critical accounting estimates and assumptions concerning the future. The resulting reported amounts will, by definition, rarely equal the related actual outcome. Estimates and judgments are continually evaluated and are based on historical experience and various other factors, including expectations of future events, which are believed to be reasonable under the circumstances. The following estimates, assumptions and judgments have an inherent significant risk of potentially causing material adjustments to the carrying amounts of assets and liabilities within the next financial year.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision only affects that period or in the period of the revision and future periods if the revision affects both current and future periods.

Impairment of assets

Brunel tests whether intangible assets have suffered any impairment, in case of triggering events and at least annually for goodwill. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The recoverable amounts of cash-generating units have been determined using, amongst other instruments, value-in-use calculations. These calculations require the use of estimates. Based on these impairment tests, impairment losses, if any, are identified. However, should the actual performance of these cash-generating units become materially worse compared to the performance based on the estimates, possible impairment losses could arise, or could deviate from the detected impairment losses. This impairment loss or deviation could have impact on the carrying amounts of the intangible assets. For the impairment testing of goodwill, refer to note 1 and note 2.

Receivables

Brunel has receivables on third parties in numerous countries. These receivables include revenue to be invoiced. Significant judgment is required in determining the collectability of the receivables. When the expected payments are different from the fair value such differences will impact the valuation of the receivable. Hence an allowance for bad debts will be recognised, which will be deducted from the receivables. Refer to note 5.

Provisions

Due to the nature of provisions, a considerable part of their determination is based on estimates and/or judgments, including assumptions concerning the future. The actual outcome of these uncertain factors may be materially different from the estimates, causing differences with the estimated provisions. Hence, the differences between actual outcomes and the recorded provisions can impact results over the periods involved. The timing of outflow of resources to settle these obligations is subject to the same uncertain factors. Refer to note 7.

Income taxes

Brunel is subject to income taxes in numerous jurisdictions. Significant judgment is required in determining the worldwide deferred tax asset on, amongst other items, tax losses carry-forward. There are many uncertain factors that influence the amount of the tax losses carry-forward. Brunel recognises deferred tax assets on tax losses carryforward based on their best estimates. When the actual results are different from the amounts that were initially estimated, such differences will impact the income tax in the income statement and the deferred tax assets and/or deferred tax liabilities in the period in which these deviations occur.

Capital risk management

Brunel manages its capital to ensure that entities in the group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.
The dividend policy of Brunel is aimed at maximising the distributions to shareholders, while reserving enough capital to ensure the ability to continue as a going concern and to fund planned growth. Brunel's strategy is to use existing cash and cash flows in stead of long-term credit facilities to finance further growth. This typically leads to high solvency rates.

Financial risk management

Brunel's activities are exposed to a variety of financial risks, including the effect of changes in debt and equity market prices, foreign currency exchange rates and interest rates. Brunel's overall risk management program focuses to minimise potential adverse effects on the financial performance of Brunel. This program is implemented and carried out under policies approved by the Board of Directors.

Liquidity risk

Brunel maintains sufficient cash to fund her ongoing operations. In addition there is the availability of funding through adequate credit facilities to minimise liquidity risk. Within Brunel derivative financial instruments are not used or hedging activities undertaken. The department Corporate Finance & Control monitors the worldwide cash position.

Foreign exchange risk

X EUR 1,000

Currency fluctuations affect the consolidated results, because a portion of the cash flow is generated in other currencies than Euro. Brunel limits the foreign exchange risk by maintaining a back-to-back policy, meaning that the management strives to have both income and expenses to be generated locally in the same currency. Due to the back-to-back policy, the foreign exchange risk of Brunel is limited to the exchange risk over the results in foreign currencies. The foreign currencies that can have a material effect on the income statement of Brunel are the US dollar and the Australian dollar. The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the reporting date are as follows:

	Assets 31 December		Liabilities 31 December	
	2015	2014	2015	2014
US dollar	116,416	124,174	15,440	24,929
Australian dollar	61,134	79,871	19,770	20,301
	177,550	**204,045**	**35,210**	**45,230**

The following table details the Group's sensitivity to a 10% increase and decrease in the Euro against the relevant foreign currencies. These percentages represent management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a change in foreign currency rates. The sensitivity analysis includes loans within the group, where the denomination of financial position is in a currency other than the currency of the lender or the borrower.
A positive number below indicates an increase in profit and other equity when the Euro weakens 10% against the relevant currency. For a 10% strengthening of the Euro against the relevant currency, there would be an equal and opposite impact on the profit and other equity, and the balances below would be negative.

	US dollar Impact		Australian dollar impact	
	2015	2014	2015	2014
Profit or loss	-149	-22	797	1,091
Other equity	7,856	6,918	2,393	1,304
Total Equity	**7,707**	**6,896**	**3,190**	**2,395**
Revenue	27,080	33,726	22,513	28,595

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the company. Brunel has no significant concentrations of credit risk. The most important balance sheet items that are imposed to credit risk are the trade and other receivables. The trade accounts receivable include an allowance for bad debts. Reference is made to note 5. Generally services are provided to large and financially strong companies. In order to minimise credit risk exposure Brunel intensively monitors the payment behaviour of their customers. Other policies limit the amount of credit exposure to any financial institution. Despite these internal procedures, uncollectible debts can not be ruled out, but the risk of a material erosion of the operating profit is small. As per 31 December 2015 the largest receivable against a single counterparty amounted EUR 8.1 million (31 December 2014: EUR 7.1 million). For 2015, largest revenue from transactions with a single external customer amounted to EUR 53.9 million (2014: EUR 111.5 million).

Interest rate risk

Due to the nature of Brunel's business the operating cash flows are substantially independent of changes in market interest rates. Interest coverage is the leading parameter in managing interest exposure. Due to the capital structure of Brunel the interest paid and received are immaterial amounts and hence no material interest rate risk applies.

Notes to the consolidated balance sheet

X EUR 1,000, unless stated otherwise

1. Goodwill

Movements during the year:

	2015	2014
At cost at 1 January	6,634	6,634
Accumulated impairment and exchange rate movements	-2,530	-2,653
Balance at 1 January	**4,104**	**3,981**
Changes in carrying amount:		
Contingent consideration	-	-
Exchange rate movements	114	123
Balance at 31 December	**4,218**	**4,104**
At cost at 31 December	6,634	6,634
Accumulated impairment and exchange rate movements	-2,416	-2,530
Balance at 31 December	**4,218**	**4,104**

Goodwill has been allocated for impairment testing purposes to two individual cash generating units:

	2015	2014
Brunel Germany	2,844	2,844
Brunel Energy	1,374	1,260
Balance at 31 December	**4,218**	**4,104**

Impairment testing

In the financial year the company assessed the recoverable amount of goodwill for the main allocated amounts. The recoverable amount of the main cash-generating unit (Brunel Germany) for which goodwill is capitalised is based on value in use. The value in use is determined by means of cash flow projections based on the actual operating results adjusted for non-cash items (mainly depreciation) and the expected future performance. The latter is based on management's estimates and assumptions of revenue growth and development of operating margins, assessed with external data. The forecasted cash flows have been derived from the budget 2016. The value in use of the main cash generating unit resulted in no impairment compared to the carrying amount as at 31 December 2015.

Management has projected cash flow forecasts over a period of five years. The annual budget is used as a basis for the projection in the first year whereas key assumptions were applied for the extrapolation of the results to the period after the second year.

Key assumptions used in calculation of the value in use for the significant cash generating unit Brunel Germany are:

	2015	2014
Revenue growth	5%	5%
Budgeted gross margin	35.5%	35%
Overhead costs increase	2%	2%
Pre tax discount factor	14%	16%
Depreciations and investments plans	Depreciations are used for new or replacing investments	Depreciations are used for new or replacing investments

All cash generating units have substantial headroom available to cover variations in assumptions

2. Other intangible assets

The other intangible assets consist of the following:

	2015	2014
Software	12,883	14,131
Trade name For All Finance	160	482
Customer database For All Finance	-	606
Balance at 31 December	**13,043**	**15,219**

The amortisation rates are as follows:

- Software: 20-40% per annum
- Trade name For All Finance: 33.33% per annum
- Customer database For All Finance: 15% per annum

Residual values are considered to be zero.

Software

Movements during the year:

At cost at 1 January	16,403
Accumulated depreciation	-4,282
Balance at 1 January 2014	**12,121**
Changes in carrying amount:	
Additions	5,974
Disposals	-
Transfer from PP&E	430
Amortisation	-4,420
Exchange rate	26
Total changes 2014	**2,010**
At cost at 31 December	22,646
Accumulated amortisation	-8,515
Balance at 31 December 2014	**14,131**
Changes in carrying amount:	
Additions	3,362
Disposals	-
Amortisation	-4,662
Exchange rate	52
Total changes 2015	**-1,248**
At cost at 31 December	25,928
Accumulated amortisation	-13,045
Balance at 31 December 2015	**12,883**

Software mainly includes financial and business supporting software acquired.

The average remaining amortisation period is four years.

Trade name For All Finance

	2015	2014
At cost at 1 January	965	965
Accumulated amortisation and impairment	-483	-161
Balance at 1 January	**482**	**804**
Changes in carrying amount:		
Amortisation	-322	-322
Balance at 31 December	**160**	**482**
At cost at 31 December	965	965
Accumulated amortisation and impairment	-805	-483
Balance at 31 December	**160**	**482**

In 2013 the estimated useful life of the trade name has been reviewed and consequently adjusted from indefinite to three years. This change in estimate is adjusted prospectively. The impact for the coming half year amounts to EUR 160.

Customer database For All Finance

	2015	2014
At cost at 1 January	3,937	3,937
Accumulated depreciation and impairment	-3,331	-2,726
Balance at 1 January	**606**	**1,211**
Changes in carrying amount:		
Amortisation	-606	-605
Balance at 31 December	**-**	**606**
At cost at 31 December	3,937	3,937
Accumulated amortisation and impairment	-3,937	-3,331
Balance at 31 December	**-**	**606**

3. Property, plant and equipment

Movements during the year:

	Office Equipment	Computer systems	Total
At cost at 1 January	20,591	4,837	25,428
Accumulated depreciation	-12,485	-3,808	-16,293
Balance at 1 January 2014	**8,106**	**1,029**	**9,135**
Changes in carrying amount:			
Additions	2,653	411	3,064
Disposals	-	-	-
Transfer to Software	-	-430	-430
Depreciation	-1,996	-407	-2,403
Exchange rate	129	75	204
Total changes 2014	**786**	**-351**	**435**
At cost at 31 December	23,005	4,186	27,191
Accumulated depreciation	-14,113	-3,508	-17,621
Balance at 31 December 2014	**8,892**	**678**	**9,570**
Changes in carrying amount:			
Additions	3,804	321	4,125
Disposals	-243	-28	-271
Depreciation	-2,430	-397	-2,827
Exchange rate	118	14	132
Total changes 2015	**1,249**	**-90**	**1,159**
At cost at 31 December	25,756	4,043	29,799
Accumulated depreciation	-15,615	-3,455	-19,070
Balance at 31 December 2015	**10,141**	**588**	**10,729**
Depreciation rate	20-40%	20-40%	20-40%

No leased items are included in property, plant and equipment. Residual values are considered to be zero.

The carrying amount equals the estimated fair value of the assets.

4. Financial fixed assets

	2015	2014
Balance at 1 January	**160**	**-**
Acquisition of associate	-	40
Result for the year	**-928**	**110**
Reclass negative participations to receivable associates	753	
Exchange rate movements	15	10
Balance at 31 December	**-**	**160**

Interest in associates

Set out below is the associates of the group as at 31 December 2015 which, in the opinion of the directors, are material to the group. The entity listed below has share capital consisting solely of ordinary shares, which are held directly by the group. The country of incorporation or registration is also their principal place of business, and the proportion of ownership interest is the same as the proportion of voting rights held.

Name of entity	Country of incorporation	% of ownership interest 2015	% of ownership interest 2014	Nature of relationship	Measurement method	Carrying amount 2015	Carrying amount 2014
IBR Solucões Limitada [1]	Angola	49%	49%	Associate	Equity method	-	160

[1] IBR Solucões Limitada is an associate of Brunel International N.V. operating in Angola.

The tables below provide summarised financial information for the associate that is material to the group. The information disclosed reflects the amounts presented in the financial statements of the relevant associate and not Brunel International N.V.'s share of those amounts. They have been amended to reflect adjustments made by the entity when using the equity method, including fair value adjustments and modifications for differences in accounting policy.

	31 December 2015	31 December 2014
Current assets	6,698	2,323
Current liabilities	6,751	2,001
Long-term liabilities	700	-
Net assets	**-753**	**322**

	2015	2014
Opening net assets 1 January	**322**	**80**
Profit/(loss) for the period	-1,139	223
Foreign exchange	64	19
Closing net assets at 31 December	**-753**	**322**

Summarised statement of comprehensive income

	2015	2014
Revenue	7,979	2,032
Profit/(loss) for the period	-1,139	223

The net asset value has been fully provided for and the result has been included in our consolidated profit and loss account.

5. Trade and other receivables

	2015	2014
Trade accounts receivables	165,256	219,849
Receivable from associates	2,664	-
Prepayments	8,756	10,550
Accrued income	66,347	85,868
Other receivables	10,604	7,689
Balance at 31 December	**253,627**	**323,956**

All receivables have an expected term of less than one year. The carrying amount of these receivables equals the fair value. Prepayments and accrued income include a Nigerian withholding tax receivable of EUR 2,150 (2014: EUR 2,931) for which EUR 2,150 (2014: EUR 2,272) has been impaired.

The amount of trade accounts receivables above includes an allowance for bad debts. All of the amounts included in the allowance for bad debts relate to individually impaired trade accounts receivables. A provision for impairment of trade and other receivables is established when it is more likely than not that the Group will not be able to collect the amounts receivable. The provision for impairment of trade receivables is based on the trade receivable portfolio experience of subsidiaries, as well as on individual assessments of expected non-recoverable receivables. Significant financial difficulties of the debtor, the probability that the debtor will enter into bankruptcy or financial reorganisation, and serious default or delinquency in payments, are considered indicators that the trade receivable is impaired. The amount of the provision is equal to the difference between the carrying amount of the asset and the present value of estimated future cash flows.

The movement in this allowance is as follows:

	2015	2014
Balance at 1 January	**7,404**	**7,288**
Fully provided receivables which are written off	-1,643	-552
Change in allowance recognised in result	1,311	284
Exchange rate movements	229	384
Balance at 31 December	**7,301**	**7,404**

Ageing of past due and not impaired trade accounts receivables is as follows:

	31 December 2015	31 December 2014
60-90 days - past due, not impaired	3,990	5,363
90-120 days - past due, not impaired	2,013	3,324
120+ days - past due, not impaired	4,857	10,061
Total	**10,860**	**18,748**

The improved aging is mainly caused by the implementation of new vendor management systems and new invoicing requirements by some large clients in 2014, and as a consequence in 2014 those clients had difficulties to process/authorise the invoices sent. In 2015 these difficulties have been solved and the aged positions decreased accordingly. There are no disputed amounts in the aged positions.

The specific credit terms granted vary from 14-90 days. These terms are based on the general terms and conditions of Brunel and/or specific agreements with individual customers.

Generally services are provided to large and financially strong companies, which are mainly operating in the oil industry. In order to minimise credit risk exposure Brunel intensively monitors the payment behaviour of their customers based on specific agreements with individual customers and the credit worthiness of the customer. Based on historical behaviour of their customers Brunel does not expect any material write-offs.

6. Cash and cash equivalents

This item consists mainly of bank balances, part of which EUR 12.1 million (2014: EUR 12.6 million) is not freely disposable on grounds of issued bank guarantees.

7. Provisions

	Onerous contracts	Sickness	Total
Balance at 1 January	**436**	**420**	**856**
Additions	-	82	82
Withdrawals	-226	-	-226
Release	-	-	-
Balance at 31 December	**210**	**502**	**712**

The provision for onerous contracts represents the present value of the future lease payments that the Group is presently obligated to make under non cancellable operating lease contracts for premises. The estimate may vary as a result of the utilisation of the leased premises and sub-lease arrangements where applicable.

The majority of the non-current part of these provisions is expected to be settled within three years of the balance sheet date.
The provision for sickness represents the obligation for continuation of wage payment during extended periods of sickness.

8. Long-term liabilities

The long-term liabilities concerns the long-term part of the agreed rent free period for offices in The Netherlands. These amounts will expire within one to five years. The carrying amount of these liabilities equals the fair value.

9. Current liabilities

	2015	2014
Trade payables	16,634	24,199
Taxes and social security charges	40,623	44,482
Pensions	732	280
Accrued employee expenses	38,428	46,171
Accrued expenses	27,181	32,563
Other liabilities	1,334	4,638
Balance at 31 December	**124,932**	**152,333**

Practically all liabilities have an expected term of less than one year. The majority of trade payables and taxes and social security charges are due within a range of 1–45 days. The majority of the other liabilities and accrued employee expenses are due within a range of 1–180 days. The carrying amount of these liabilities equals the fair value.

10. Group Equity

The authorised capital is EUR 5,998,000 divided into one priority share with a nominal value of EUR 10,000 and 199.6 million ordinary shares with a nominal value of EUR 0.03. The subscribed capital consists of 49,967,624 ordinary shares (2014: 49,396,624) with a value of EUR 1,499,029.

The movement in the number of issued shares is:

	2015	2014
Issued at 1 January	**49,396,624**	**24,357,812**
Issue of shares		318,000
Issued at 3 June		**24,675,812**
Share Split		24,675,812
Issue of shares	571,000	45,000
Issued at 31 December	**49,967,624**	**49,396,624**

Except for the translation reserve, all reserves are freely distributable. In 2014 the cash dividend per share was EUR 0.70. The proposed dividend for 2015 will be EUR 0.75 per share and an additional super dividend of EUR 0.75 per share. Further information is provided in the consolidated statement of changes in Group equity on page 111 of this report.

At 3 June 2014, a two-for-one share split has occurred.

The priority share, which has a par value of EUR 10,000, has been issued to Stichting Prioriteit Brunel, subject to the condition precedent that the majority shareholder loses its majority share in Brunel International N.V.'s share capital. The priority share will be fully paid up as soon as the issue becomes unconditional.
The protective stipulations are included in the Articles of Association of Brunel International N.V. and are posted on the company's website.

Non-controlling interest

The movement in non-controlling interest is as follows:

	2015	2014
Balance at 1 January	**466**	**387**
Result for the year	482	503
Dividend	-556	-427
Exchange rate movements	64	3
Balance at 31 December	**456**	**466**

11. Option rights

Outstanding options:

Year granted	2010	2011	2012	2013	2014	Total
Outstanding at 1 January 2015	**130,000**	**320,000**	**787,000**	**772,000**	**1,246,000**	**3,255,000**
Modification of plan	-	-	-337,000	-292,000	-344,000	-973,000
Granted	-	-	-	-	-	-
Exercised	-130,000	-141,000	-300,000	-	-	-571,000
Forfeited	-	-	-8,000	-62,000	-435,000	-505,000
Outstanding at 31 December 2015	**-**	**179,000**	**142,000**	**418,000**	**467,000**	**1,206,000**
Weighted average exercise price in EUR	12.77	14.51	15.00	16.29	22.92	18.44
Range of exercise prices in EUR	12.65 – 13.15	10.38 – 15.40	15.00	16.29 – 17.21	22.92	
Expiry date	17 March 2015	4 March 2016	2 March 2017	1 March – 15 May 2018	1 March 2019	

Year granted	2010	2011	2012	2013	2014	Total
Outstanding option rights J.A. van Barneveld						
1 January 2015	**100,000**	**100,000**	**150,000**	**75,000**	**100,000**	**525,000**
Modification of plan	-	-	-150,000	-75,000	-	-225,000
Granted	-	-	-	-	-	-
Exercised	-100,000	-	-	-	-	-100,000
Forfeited	-	-	-	-	-	-
31 December 2015	**-**	**100,000**	**-**	**-**	**100,000**	**200,000**
Exercise prices in EUR	12.65	15.31	-	-	22.92	
Outstanding option rights P.A. de Laat						
1 January 2015	**-**	**-**	**-**	**10,000**	**40,000**	**50,000**
Modification of plan	-	-	-	-10,000	-40,000	-50,000
Granted	-	-	-	-	-	-
Exercised	-	-	-	-	-	-
Forfeited	-	-	-	-	-	-
31 December 2015	**-**	**-**	**-**	**-**	**-**	**-**
Exercise prices in EUR	-	-	-	-	-	
Outstanding option rights J.A. de Vries						
1 January 2015	**-**	**-**	**20,000**	**40,000**	**40,000**	**100,000**
Modification of plan	-	-	-20,000	-40,000	-40,000	-100,000
Granted	-	-	-	-	-	-
Exercised	-	-	-	-	-	-
Forfeited	-	-	-	-	-	-
31 December 2015	**-**	**-**	**-**	**-**	**-**	**-**
Exercise prices in EUR	-	-	-	-	-	
Outstanding option rights J.M. Ekkel						
1 January 2015	**-**	**-**	**20,000**	**-**	**-**	**20,000**
Modification of plan	**-**	**-**	**-**	**-**	**-**	**-**
Granted	-	-	-	-	-	-
Exercised	-	-	-20,000	-	-	-20,000
Forfeited	-	-	-	-	-	-
31 December 2015	**-**	**-**	**-**	**-**	**-**	**-**
Exercise prices in EUR	-	-	15.00	-	-	

	2015 Number of options	2015 Weighted average exercise price	2014 Number of options	2014 Weighted average exercise price
Balance at the beginning of year	**3,255,000**	**18.20**	**3,256,000**	**15.42**
Modification of plan	-973,000	18.25		
Granted during the year	-	-	1,322,000	22.92
Exercised during the year	-571,000	14.24	-681,000	15.30
Forfeited during the year	-505,000	21.98	-642,000	16.92
Balance at the end of year	**1,206,000**	**18.44**	**3,255,000**	**18.20**

The number and amounts for 2014 in the table above are adjusted for the stock split per 3 June 2014. A two-for-one share split has occurred and the exercise price of the options was adjusted to 0.5 of the original exercise price. This modification did therefore not result in an incremental fair value to be recognised.

The options granted to personnel are conditional and linked to performance targets for the year of allocation. The main performance targets are revenue and EBIT. The vesting period is three years. Options can be exercised during two years after vesting on condition that the employee is still in the service of the company. The method of settlement can be sale of treasury shares or share issue.

All options are granted with an exercise price equal to the market price of the shares at the day of granting.

The options granted to the Board of Directors are conditional, meaning that they can be exercised after three years on condition that the applicable board member still holds the position. This last condition does not apply to the 2014 and 2015 series for the CEO.

The weighted average share price of options exercised in 2015 amounts to EUR 14.24 (2014 EUR 23.40). Options exercised by the Board of Directors are exercised at a weighted average share price of EUR 12.65 (2014 EUR 22.84).

The reference dates are the date of granting, and precisely three years later. As per 31 December 2015 only the 2011 and the 2012 outstanding options can be exercised.

Shares will be issued by Brunel on the day of exercising the options. No financing arrangement is in place in relation to the share options granted. Brunel does not hold any treasury shares.

For the Dutch participants the option scheme has been modified based on IFRS 2 guidance for options that had not vested yet. The only adjustment is that the possibility to settle options in shares has been cancelled. As a consequence the scheme for these participants is a cash settled plan. This modification is accounted for by a reclass from equity to liabilities. This modification has been done to align our compensation scheme with current practises

Stock Appreciation Rights (SAR)

In 2015 the option scheme has been replaced by a SAR scheme. The SAR's granted to personnel are conditional and linked to performance targets for the year of allocation. The main performance targets are revenue and EBIT. The vesting period is three years. Options can be exercised during two years after vesting on condition that the employee is still in the service of the company. The SAR scheme is a cash settled plan. There is no incremental fair value as a result of the settlement method modification.

Due to the cash settlement method of the SAR's, the rights are subject to a mark-to-market valuation exercise to measure the fair value on the specific balance date. When (re)measuring the fair value on the latest reporting date, the expected life of the right is determined based on the expectation regarding exercise behaviour of the participants (in line with IFRS 2 B16-21). Exercise behaviour is influenced by for example share price development.

The grant date fair value of the SAR's is determined based on the Black and Scholes option valuation model. In this model the expected volatility is based on historical volatility of the Company shares (29.61%) over the past three years, the expected dividend yield is based on the dividend policy and set at 4.0%, an expected life of five years and a risk free interest of -0.40%. The risk free interest is based on the yield of AAA rated EU government bonds with a one year maturity. The weighted average fair value of SAR's granted in 2015 amounts to EUR 2.93. During 2015 740,500 SAR's have been granted conditionally, no SAR's could be exercised and 45,000 SAR's were forfeited. The total costs of the SAR scheme in 2015 recognised in the P&L amount to EUR 730. Per year end the total liability for the SAR scheme amounts to EUR 1,530. Costs are spread over the period in which employees provide services.

12. Contingent liabilities

Brunel has entered into long-term non-cancellable commitments under rent and lease contracts. Brunel leases all of its offices under operating lease arrangements. Some of the arrangements include renewal options. Other lease commitments relate to company cars for which operational lease arrangements apply with commitments up till four years.

	31 December 2015	31 December 2014
Expire in year 1	13,531	14,564
Expire in years 2-5	22,973	23,789
Expire in years 6 and later	9,011	11,874
Total	**45,515**	**50,227**

Interest in other companies

As of 31 October 2015 Sailing Holland B.V. will no longer act as a structure to facilitate Brunel's participation in the Volvo Ocean Race. As a consequence, the conditions of IFRS 12 of a structured entity are no longer met. The group therefore does not consider Sailing Holland B.V. a controlled entity as of 31 October 2015. The results of Sailing Holland B.V. up to 31 October 2015 (control end date) are included in the consolidated profit and loss. The impact of the change of control on the balance sheet and the profit and loss is not significant.

Notes to the consolidated profit and loss account

x EUR 1,000, unless stated otherwise

13. Salaries and social security charges

The profit and loss account includes the following amounts:

	2015		2014	
	Direct	Indirect	Direct	Indirect
Salaries	760,950	79,999	887,364	81,921
Social charges	31,226	9,564	40,659	9,578
Pension charges	20,236	2,088	16,915	2,753
Other	186,527	16,182	192,609	15,468
Total	**998,939**	**107,833**	**1,137,547**	**109,720**

The pension scheme is classified as defined contribution.

Remuneration of directors

The directors' remunerations charged to the results in 2015 (2014) are set out below:

	Short-term employee benefits				Termination	Share based	
	Salary	Bonus	Pension	Other **	Benefit	Payments	Total
Board of Directors:							
J.A. van Barneveld, CEO	600 (600)	180 (200)	60 (197)	157 (-)	-	326 (697)	1,323 (1,694)
P.A. de Laat, CFO	280 (230)	65 (75)	6 (10)	10 (-)	-	71 (51)	432 (366)
J.A. de Vries, COO Energy	280 (237)	25 (106)	8 (14)	13 (-)	-	129 (121)	455 (478)
J.M. Ekkel, COO Europe (stepped down per 7 November 2014)	- (216)	- (50)	- (9)	-	- (333)*	- (13)	- (621)
Supervisory Board:							
D. van Doorn	55 (51)	-	-	-	-	-	55 (51)
A. Schouwenaar	50 (46)	-	-	-	-	-	50 (46)
J. Bout	50 (44)	-	-	-	-	-	50 (44)
	1,315 (1,424)	**270 (431)**	**74 (230)**	**180 (-)**	**- (333)**	**526 (882)**	**2,365 (3,300)**

* Includes a termination benefit of EUR 250 and EUR 83 salary for notice period

** Other benefits concern the compensation for the cap of the maximum amount of "pensionable income" at EUR100,000 that came into effect at 1 January 2015. The expected saving on pension premium for Brunel has been added to the salaries of the board members

- Mr. Van Barneveld has 119,984 shares in the company, in addition to 200,000 conditional share options
- Mr. De Laat has 3,500 shares in the company
- Mr. De Vries has 7,000 shares in the company
- The members of the Supervisory Board hold neither shares nor share options in the company
- No loans and/or guarantees have been issued to members of the Board of Directors or Supervisory Board

SAR rights of directors

Year granted	**2012**	**2013**	**2014**	**2015**	**Total**
J.A. van Barneveld, CEO	150,000	75,000	-	70,000	295,000
P.A. de Laat, CFO	-	10,000	20,000	50,000	80,000
J.A. de Vries, COO Energy	20,000	40,000	40,000	50,000	150,000
Range of exercise prices in EUR	15.00	16.29 – 17.21	22.92	17.68	

14. Depreciation and amortisation

The costs for depreciation and amortisation in the profit and loss account consist of:

	2015	**2014**
Other intangible assets (2)	5,590	5,347
Property, plant and equipment (3)	2,827	2,403
Total	**8,417**	**7,750**

15. Other expenses

The 2015 other expenses amount to EUR 57.6 million (2014: EUR 56.9 million) and include EUR 14.2 million (2014: EUR 14.1 million) rental costs and leasing costs.

Audit costs

	Pricewaterhouse Coopers Accountants N.V.	Member firms / affiliates	Total 2015	Pricewaterhouse Coopers Accountants N.V.	Member firms / affiliates	Total 2014
Audit fees	488	729	1,217	466	1,050	1,516
Audit related fees	9	31	40	15	42	57
Tax services	-	89	89	-	123	123
Other non-audit fees	-	63	63	-	43	43
Total	**497**	**912**	**1,409**	**481**	**1,258**	**1,739**

The fees listed above relate to the procedures applied to the company and its consolidated group entities by accounting firm and external auditors as referred to in article 1(1) of the Dutch Accounting Firms Oversight Act (Dutch acronym: Wta).

16. Tax

	2015	2014
Current tax (income)/expense	19,994	28,669
Deferred tax(income)/expense	-934	-2,225
Tax (income)/expense	**19,060**	**26,444**

In 2015, the effective tax rate on the result before tax is 33.6% (2014: 35.1%).

The reconciliation between the actual tax expense and the tax expense based on the Dutch corporate income tax rate (2015 and 2014: 25%) is as follows:

	2015		2014	
Income tax at Dutch corporation income tax rate	14,166	25.0%	18,815	25.0%
Permanent differences:				
Difference with foreign tax rates	3,961	7.0%	4,565	6.0%
Weighted average applicable tax rate	**18,127**	**32.0%**	**23,380**	**31.0%**
Adjustment previous years	-2,678	-4.7%	807	1.1%
Non-taxable items	-778	-1.4%	-656	-0.9%
Tax losses not recognised as deferred tax asset	1,920	3.4%	931	1.2%
Derecognition of deferred tax asset	918	1.6%	-	-
Other taxes	1,551	2.7%	1,982	2.6%
Effective tax charge	**19,060**	**33.6%**	**26,444**	**35.1%**

The effective tax rate is strongly affected by changes in the mix of results of subsidiaries in countries with different tax rates and/or systems. Countries with alternative minimum taxes had a relatively lower share in the results.

The adjustment previous years mainly relate to the settlement of withholding tax receivables in 2015, that was not anticipated hence the receivable was fully provided for. Other taxes mainly relate to withholding taxes on dividend and interest payments.

Movement schedule tax assets and liabilities

	Current	Deferred	Total
Balance at 1 January 2015			
Tax asset	2,145	12,348	14,493
Tax liability	-8,023	-2,338	-10,361
	-5,878	**10,010**	**4,132**
Movements during the year			
Paid/Received	28,376	-	28,376
Through Profit and loss	-19,994	934	-19,060
Through other comprehensive income	-825	-	-825
Exchange rate adjustment	-56	224	168
	7,501	**1,158**	**8,659**
Balance at 31 December 2015			
Tax asset	5,010	12,729	17,739
Tax liability	-3,387	-1,561	-4,948
	1,623	**11,168**	**12,791**

During the financial year an amount of EUR -825 was credited directly to other comprehensive income (2014: EUR -207) for tax relating to foreign exchange results recorded directly in the shareholders' equity.

The deferred tax assets originate from accumulated tax losses (mainly from USA, Germany and Austria), foreign tax credits and temporary differences. Recognition of these assets is based on the

forecasted results for the relevant group companies. The deferred tax liabilities relate to temporary differences and retained earnings in foreign subsidiaries which will be subject to Dutch corporate income tax once distributed to the relevant parent company.

	Opening balance	Recognised in P&L	Exchange rate adjusted	Closing balance
Deferred tax assets				
Deferred tax assets in relation to:				
Temporary differences in allowance for doubtful debt	510	-37	8	481
Temporary differences valuation other intangible assets	1,666	729	-	2,395
Temporary differences in accruals employee expenses	1,942	-561	-144	1,237
	4,118	**131**	**-136**	**4,113**
Recognised tax losses	8,230	24	362	8,616
Total deferred tax assets	**12,348**	**155**	**226**	**12,729**
Deferred tax liabilities				
Deferred tax liability in relation to:				
Temporary differences valuation other intangible assets	-272	232	-	-40
Temporary differences in accruals employee expenses	-298	142	-	-156
Retained earnings from subsidiaries	-1,768	405	-2	-1,365
Total deferred tax liabilities	**-2,338**	**779**	**-2**	**-1,561**
Total deferred tax assets and liabilities	**10,010**	**934**	**224**	**11,168**

Deferred tax assets amounting to EUR 8,616 (2014: EUR 8,230) are dependent on future taxable profits in excess of the profits arising from the reversal of existing temporary differences. The part of deferred tax assets that is expected to be recovered within one year is estimated at EUR 679. Unused tax losses for which no deferred tax assets have been recognised amount to EUR 12,803 (2014: EUR 4,772). All tax losses, either recognised or unrecognised can be offset with future profits. Dependant on the country these losses can either be offset within 15 years or indefinitely. In addition tax credits amounting to EUR 2,817, which are dependent of the composition of future profits, have not been recognised.

17. Basic earnings per share

	2015	2014
Weighted average number of ordinary shares for the purpose of basic earnings per share	49,682,124	49,056,124
Effect of dilutive potential ordinary shares from share based payments	321,000	450,000
Weighted average number of ordinary shares for the purpose of diluted earnings per share	50,003,124	49,506,124
Net income for ordinary shareholders in EUR	37,122,000	48,424,000
Basic earnings per share in EUR	0.75	0.99
Diluted earnings per share in EUR	0.74	0.98

Notes to the consolidated cash flow statement

The majority of the items on the consolidated cash flow statement are, on an individual basis cross-referenced to the relevant notes on the consolidated income statement and balance sheet. For the remainder of the material items, the reconciliation between amounts included in the consolidated cash flow statement and related amounts in income statement and balance sheet are shown below.

18. Receivables

	2015	2014
Balance at 1 January	**323,956**	**304,613**
Change in allowance for bad debts	-2,266	-284
Change in receivables	-78,287	-95
Reclass negative participations to receivable associates	-753	-
Exchange rate movements	10,977	19,722
Balance at 31 December	**253,627**	**323,956**

19. Current liabilities

	2015	2014
Balance at 1 January	**152,333**	**143,217**
Change in current liabilities	-32,837	-1,061
Change in SAR liability	1,530	-
Exchange rate movements	3,906	10,177
Balance at 31 December	**124,932**	**152,333**

20. Other non-cash expenses

The other non-cash expenses include the change in allowance for bad debts recognised in the result (note 5) and the impairment of other receivables.

Transactions with related parties

The Board of Directors, the Supervisory Board, majority shareholder and participations are considered to be related parties. For information about the Directors' remuneration reference is made to note 13. Transactions with related parties were made on terms equivalent to those that prevail in arm's length transactions. Included under other operating expenses is an amount of EUR 79 (2014: EUR 79) paid as consultancy fee to the majority shareholder of Brunel International N.V. Additionally there is an amount receivable from the majority shareholder of Brunel International N.V. of EUR 110 (2014: EUR 0).

Segment reporting

x EUR 1,000, unless stated otherwise

Segment activities

The reportable segments are identified at components engaged in providing services that are subject to risks and returns that are different from those of other segments in a geographical overview of these activities. The Energy division supplies engineers, project management and consultancy services to Oil & Gas companies and related industries. As the Energy operations are similar in the nature of the products and services, the type of customers and the methods used to provide the services, a further stratification of this segment is not deemed to be useful.

Reportable segments

	Revenue		Contribution margin		Operating profit	
	2015	2014	2015	2014	2015	2014
Oil & Gas						
Energy*	696,648	806,040	83,845	100,361	20,711	36,555
Projects	117,048	175,643	12,503	17,608	8,329	12,962
Total Oil & Gas	**813,696**	**981,683**	**96,348**	**117,969**	**29,040**	**49,517**
Europe						
Germany	196,412	201,707	70,050	73,373	19,434	24,079
Netherlands	188,437	175,372	55,713	50,711	15,444	11,812
Other regions	30,403	27,823	7,635	6,985	-525	-459
Total Europe	**415,252**	**404,902**	**133,398**	**131,069**	**34,353**	**35,432**
Unallocated			263		-7,274	-10,238
	1,228,948	**1,386,585**	**230,009**	**249,038**	**56,119**	**74,711**

* In the segment Energy a revenue of EUR 17.5 million (2014: EUR 24.7 million) is generated in The Netherlands.

	Balance sheet total		Non-current assets		Investment in IA & PPE	
	2015	2014	2015	2014	2015	2014
Oil & Gas						
Energy	274,467	312,620	8,275	11,629	1,143	957
Projects	28,018	43,208	425	406	3	15
Total Oil & Gas	**302,485**	**355,828**	**8,700**	**12,035**	**1,146**	**972**
Europe						
Germany	56,858	52,643	7,941	8,033	970	1,204
Netherlands	61,600	53,045	4,518	6,029	191	1,977
Other regions	58,450	31,056	19,560	15,304	5,180	4,885
Total Europe	**176,908**	**136,744**	**32,019**	**29,366**	**6,341**	**8,066**
	479,393	**492,572**	**40,719**	**41,401**	**7,487**	**9,038**

	Tax expense		Current & Long-term liabilities		Depreciation and amortisation	
	2015	2014	2015	2014	2015	2014
Oil & Gas						
Energy	9,406	13,768	68,946	84,988	1,610	1,276
Projects	2,492	3,813	12,633	31,405	14	17
Total Oil & Gas	**11,898**	**17,581**	**81,579**	**116,393**	**1,624**	**1,293**
Europe						
Germany	4,263	5,471	13,575	14,254	915	740
Netherlands	3,857	3,169	30,329	27,817	1,702	1,693
Other regions	-73	79	6,183	5,839	302	243
Total Europe	**8,047**	**8,719**	**50,087**	**47,910**	**2,919**	**2,676**
Unallocated	-885	144			3,874	3,781
	19,060	**26,444**	**131,666**	**164,303**	**8,417**	**7,750**

Employees

The total number of direct and indirect employees with the group companies is set out below:

Average workforce

	2015		2014	
	Direct	Indirect	Direct	Indirect
Oil & Gas				
Energy	5,905	683	7,013	745
Projects	428	24	611	26
Total Oil & Gas	**6,333**	**707**	**7,624**	**771**
Europe				
Germany	2,074	439	2,171	428
Netherlands	2,143	370	1,978	348
Other regions	344	85	328	77
Total Europe	**4,561**	**894**	**4,477**	**853**
Total	**10,894**	**1,601**	**12,101**	**1,624**
Total workforce	**12,495**		**13,725**	

Workforce at 31 December

	2015		2014	
	Direct	Indirect	Direct	Indirect
Oil & Gas				
Energy	5,046	595	6,806	756
Projects	202	19	511	28
Total Oil & Gas	**5,248**	**614**	**7,317**	**784**
Europe				
Germany	2,139	426	2,146	454
Netherlands	2,334	377	2,072	356
Other regions	330	86	346	74
Total Europe	**4,803**	**889**	**4,564**	**884**
Total	**10,051**	**1,503**	**11,881**	**1,668**
Total workforce	**11,554**		**13,549**	

Other segment information

Other segment information provides an overview of the activities with regard to professional specialisation.

	Revenue		Operating profit	
	2015	2014	2015	2014
Engineering	290,860	297,626	26,121	31,079
Oil & Gas	813,696	981,683	29,040	49,517
IT	58,188	50,653	4,233	3,349
Unallocated	66,204	56,623	-3,275	-9,234
	1,228,948	**1,386,585**	**56,119**	**74,711**

Employees

The total number of direct and indirect employees with the group companies is set out below:

Average workforce

	2015		2014	
	Direct	Indirect	Direct	Indirect
Engineering	3,101	598	3,190	525
Oil & Gas	6,333	707	7,624	771
IT	660	102	579	83
Unallocated	800	194	708	245
	10,894	**1,601**	**12,101**	**1,624**
Total workforce	**12,495**		**13,725**	

Workforce at 31 December

	2015		2014	
	Direct	Indirect	Direct	Indirect
Engineering	3,155	585	3,141	549
Oil & Gas	5,248	614	7,317	784
IT	739	107	606	89
Unallocated	909	197	817	246
	10,051	**1,503**	**11,881**	**1,668**
Total workforce	**11,554**		**13,549**	

Company balance sheet

x EUR 1,000, before profit appropriation

	31 December 2015		31 December 2014	
Non-current assets				
Other intangible assets (21)	11,853		10,830	
Property, plant & equipment	159		57	
Financial assets (22)	270,757		230,304	
Deferred income tax assets	2,723		1,757	
Total non-current assets		**285,492**		**242,948**
Current assets net of current liabilities				
Trade and other receivables (23)	83,555		113,433	
Income tax receivables	232		-	
Cash and cash equivalents	27,841		10,974	
Total current assets		**111,628**		**124,407**
Total assets		**397,120**		**367,355**
Non-current liabilities				
Deferred income tax liabilities	436		436	
Total non-current assets		**436**		**436**
Current liabilities				
Current liabilities (24)	49,413		38,305	
Income tax payables	-		811	
Total current liabilities		**49,413**		**39,116**
Total liabilities		**49,849**		**39,552**
Net assets		**347,271**		**327,803**
Shareholders' equity (25)				
Share capital	1,499		1,481	
Share premium	76,765		68,654	
General reserve	219,381		205,248	
Translation reserve	12,504		3,996	
Unappropriated result	37,122		48,424	
Total shareholders' equity		**347,271**		**327,803**

Company profit and loss account

x EUR 1,000

	2015	2014
Result on participations (26)	40,855	54,222
Other income and expenses after tax	-3,733	-5,798
Net result	**37,122**	**48,424**

Notes to the company balance sheet and profit and loss account

x EUR 1,000, unless stated otherwise

General

The financial statements of Brunel International N.V. have been prepared using the option of section 362, subsection 8, of Book 2 of Dutch Civil Code, meaning that the accounting principles used are the same as for the consolidated financial statements.

Foreign currency has been translated, assets and liabilities have been valued, and net income has been determined, in accordance with the principles of valuation and determination of income on pages 115 until 120.
Subsidiaries of Brunel International N.V. are presented using the equity method.

21. Other intangible assets

This concerns software. Movements during the year:

	2015	2014
At cost at 1 January	**17,774**	**13,352**
Accumulated amortisation	-6,944	-3,331
Balance at 1 January	**10,830**	**10,021**
Changes in carrying amount		
Additions	4,587	4,422
Amortisation	-3,564	-3,613
Balance at 31 December	**11,853**	**10,830**
At cost at 31December	**22,361**	**17,774**
Accumulated amortisation	-10,508	-6,944
Balance at 31 December	**11,853**	**10,830**

22. Financial assets

The financial assets consist of the following:

	31 December 2015	31 December 2014
Subsidiaries	267,291	227,915
Funding of group companies	3,466	2,389
	270,757	**230,304**

Subsidiaries

Movements during the year:

	2015	2014
Balance at 1 January	**227,915**	**159,452**
Capital contributions and acquisitions	3,942	2,355
Profit for the year	40,855	54,222
Dividend payment	-13,000	-9,000
Reclass negative participations to funding of group companies	-1,217	5,814
Exchange rate movements	8,796	15,072
Balance at 31 December	**267,291**	**227,915**

Funding of group companies

Movements during the year:

	2015	2014
Balance at 1 January	**2,389**	**7,167**
Reclass negative participations to funding of group companies	1,217	-5,814
Repayments	-1,945	-
Additions	1,579	1,036
Exchange rate movements	226	-
Balance at 31 December	**3,466**	**2,389**

23. Trade and other receivables

	31 December 2015	31 December 2014
Group companies	83,015	111,908
Other receivables	540	1,525
	83,555	**113,433**

24. Current liabilities

	31 December 2015	31 December 2014
Group companies	46,877	36,322
Other liabilities	2,536	1,983
	49,413	**38,305**

25. Shareholders' equity

Composition of and changes in shareholders' equity:

	Share Capital	Share Premium	General reserve	Translation reserve (legal reserve)	Unappro-priated result	Total 2015	Total 2014
Balance at 1 January	**1,481**	**68,654**	**205,248**	**3,996**	**48,424**	**327,803**	**277,706**
Exchange differences result				8,508		8,508	15,093
Result financial year					37,122	37,122	48,424
Cash dividend					-34,884	-34,884	-27,138
Appropriation of result			13,540		-13,540	-	-
Modification of share based payment scheme			-1,383			-1,383	
Share based payments			1,976			1,976	3,299
Option rights exercised	18	8,111				8,129	10,419
Balance at 31 December	**1,499**	**76,765**	**219,381**	**12,504**	**37,122**	**347,271**	**327,803**

In the year under review the cash dividend per share was EUR 0.70. The proposed dividend for 2015 will be EUR 0.75 per share and an additional super dividend of EUR 0.75 per share.

Information on outstanding options is provided in the notes to the consolidated balance sheet. The details on the composition of and changes in the shareholder's equity of 2015 are disclosed in the consolidated statement of changes in group equity.

Employees

Salaries, social securities charges and pension expenses amounted to EUR 2.1 million, EUR 0.1 million and EUR 0.2 million, respectively for 2015 (2014: expenses of EUR 2.8 million, EUR 0.1 million and EUR 0.3 million, respectively). At the end of 2015 Brunel International N.V. employed 15 people (2014: 15), all in The Netherlands. Besides the Board of Directors and their personal assistants, these concern the group finance and legal department.

26. Result participations

	2015	2014
Profit group companies (22)	40,855	54,222

Other

Disclosures of director's remuneration and audit fees are included in note 13 and 15 to the consolidated financial statements.

Guarantees

The company has guaranteed the liabilities for its Dutch participations Brunel Nederland B.V. and Brunel Energy Holding B.V. Other guarantees to the amount of EUR 0.7 million (2014: EUR 0.7 million) have been provided. Brunel International N.V. has guaranteed towards Brunel GmbH its receivable on Brunel Car Synergies GmbH. At December 2015 this receivable amounts to EUR 6.7 million (2014: EUR 7.0 million). Brunel International N.V. is part of fiscal unities for corporate income taxes, as well as for value-added taxes. As a consequence, the company bears joint and several liabilities for the debts with respect to corporate income taxes and value-added taxes of the fiscal unities. The company settles corporate income taxes, based on the fiscal results before taxes of the subsidiaries belonging to the fiscal unity.

Amsterdam, 4 March 2016

The Board of Directors	The Supervisory Board
J.A. van Barneveld	**D. van Doorn**
P.A. de Laat	**A. Schouwenaar**
J.A. de Vries	**J. Bout**

8 Additional information

Additional information

Events after balance sheet date / Subsequent events

No events of interest to the group as a whole took place after the balance sheet date.

Profit appropriation according to the articles of association

Article 26.2 The Board of Directors determines the part of the Company's profits which will be added to the reserves, subject to the approval of the holder of the priority share*.

Article 26.3 The remaining part of the Company's profits is at the disposal of the shareholders for distribution of profit.

Proposed profit appropriation

It will be proposed to the General Meeting of Shareholders that a dividend of EUR 0.75 per share will be paid in cash.

It will be proposed to add the remainder of the profit to the general reserve.

Super dividend

It will also be proposed to pay an additional super dividend of EUR 0.75 per share out of retained earnings.

Priority share

The priority share, which has a par value of EUR 10,000, has been issued to Stichting Prioriteit Brunel, subject to the condition precedent that the majority shareholder loses its majority share in Brunel International N.V.'s share capital. The priority share will be fully paid up as soon as the issue becomes unconditional. The protective stipulations are included in the Articles of Association of Brunel International N.V. and are posted on the company's website.

*) Pursuant to Article 4.3, as long as the priority share is not subscribed, the rights attached to this share are exercised by the General Meeting of Shareholders

9

Independent auditor's report

Independent auditor's report

To: the general meeting and Supervisory Board of Brunel International N.V.

Report on the financial statements 2015

Our opinion

In our opinion:

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

What we have audited

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

The consolidated financial statements comprise:

- the consolidated balance sheet as at 31 December 2015;
- the following statements for 2015: the consolidated profit and loss account and the consolidated statements of comprehensive income and changes in equity and the consolidated cash flow statement; and
- the notes, comprising a summary of significant accounting policies and other explanatory information.

The company financial statements comprise:

- the company balance sheet as at 31 December 2015;
- the company profit and loss account for the year then ended; 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 Brunel International 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 and context

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 Board of Directors made subjective judgements, for example in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. 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 Board of Directors that may represent a risk of material misstatement due to fraud.

We ensured that the audit teams both at group and at component levels included the appropriate skills and competences which are needed for the audit of a professional secondment company. We therefore included specialists in the areas of payroll, social charges and wage tax laws in our audit team.

Materiality
- Overall materiality: EUR 1,965,000 which represents 3.5% of operating profit

Audit scope
- We conducted audit work for 22 components
- Site visits were conducted in 3 countries: USA, Germany and Russia
- The company uses shared service centres in several locations, as a consequence we audit certain processes, served by those shared service centres, centrally
- Audit coverage: 85% of consolidated revenue, 87% of operating profit and 83% of consolidated total assets

Key audit matters
- Valuation and accuracy of accounts receivables and revenues to be invoiced
- Compliance with laws and regulations relating to salaries of direct employees
- Valuation of deferred tax assets

Materiality

The scope of our audit is influenced by the application of materiality which is further explained in the section 'Our responsibility for the audit 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 on the individual financial statement line items and disclosures 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	EUR 1,965,000 (2014: EUR 2,250,000)
How we determined it	3.5% of operating profit (equals EBIT as reported by Brunel)
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 operating profit is an important metric for the financial performance of the company. The materiality decreased compared to last year due to the decrease in operating profit of the Company. The relative dependency on the more volatile energy business declined this year. Combined with a strong and further improved financial position over the last years we decided to use a percentage of 3.5% instead of 3% which we used in 2014
Component materiality	To each component in our audit scope, we, based on our judgement, allocate materiality that is less than our overall group materiality. The range of materiality allocated across components varied between EUR 50,000 and EUR 1,950,000

We also take (possible) misstatements into account that, in our judgement, are material for qualitative reasons, for example the disclosure of the remuneration of the board.

We agreed with the audit committee and the Supervisory Board that we would report to them misstatements identified during our audit above

EUR 98,000 (2014: EUR 112,500) as well as misstatements below that amount that, in our view, warranted reporting for qualitative reasons.

The scope of our group audit

Brunel International N.V. is the parent company of a group of entities. The financial information of this group is included in the financial statements of Brunel International N.V.
The group audit focussed on the significant components in The Netherlands, Germany, Australia, Singapore, USA, Thailand and Russia. We consider these component locations as significant due to the size of the companies or the specific country risks.

Eight components had audits of their complete financial information as those components are individually significant to the group. Additionally based on discussion with management and risk analysis, we have selected fourteen components for audit procedures to achieve appropriate coverage on financial line items in the consolidated financial statements.

In total, in performing these procedures, we achieved the following coverage on the following financial line items:

Revenue	85%
Total assets	83%
Operating profit	87%

None of the remaining components represented more than 2% of total group revenue or total group assets. For those remaining components we performed, amongst others, analytical procedures to corroborate our assessment that there were no significant risks of material misstatements within those components. The group's accounting process is structured around regional shared service centres and national accounting offices. The regional offices maintain the accounting records and controls for different entities ('components') in the region and report on behalf of local management to the head office finance team in Amsterdam through an integrated consolidation system. As a consequence we audit certain processes centrally for the entities served in those regional offices.

We used component auditors from other PwC network firms who are familiar with the local laws and regulations in each of the territories to perform this audit work. In India, the audit was performed by a non-PwC audit firm.

Where the work was performed by component auditors, we determined the level of involvement we needed to have in their audit work to be able to conclude whether sufficient appropriate audit evidence had been obtained as a basis for our opinion on the consolidated financial statements as a whole. Among others we assessed that local component teams tested the reconciliation between capacity (payroll) and billing at all entities.

The group engagement team visits the component teams on a rotational basis, taking into consideration any specific country risks. In the current year the group engagement team visited USA, Germany and Russia. For all components in scope of our group audit, we held multiple conference calls throughout the audit to share knowledge, instruct the teams, discuss the audit approach and evaluate the audit findings.

The group consolidation, financial statement disclosures and a number of items are audited by the group engagement team at the head office. These include, valuation of goodwill, valuation of deferred tax assets and share based payments.

By performing the above mentioned procedures 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 judgement, 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.

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 or on specific elements of the financial statements. Any comments we make on the results of our procedures should be read in this context.

Last year we reported the key audit matter "Adequacy of implementation new IT systems in The Netherlands and Singapore". Since the implementations were successfully finalised and no other large implementations of new IT systems took place in 2015 this issue is no longer considered a key matter. As most of the key audit matters relate to the company's business processes it is inevitable that those key audit matters remain consistent over the years.

Key audit matter	How our audit addressed the matter
Valuation and accuracy of accrued income (revenues to be invoiced) Refer to note 5 of the financial statements Approximately 14% of the Group's total assets relate to 'accrued income' (EUR 66.3 million). The accrued income is important to our audit due to the magnitude and given that timely and accurate invoicing is inherently more complex in the energy sector when compared to other industries due to the location of projects and specific invoicing arrangements agreed with global clients.	Our audit procedures included, among others, reconciliation of revenue to be invoiced positions with timesheets, approved work orders and client contracts and substantive testing on invoicing and payments subsequently received to year end. We paid specific attention to large clients in the energy sector with aged positions in this respect.
Compliance with laws and regulations relating to salaries of direct employees Brunel operates worldwide and has to comply with different laws and regulations in around 30 countries. Given the large number of countries in which Brunel operates and the regulatory environment in some of the countries in the Middle East, Asia and Africa, we observe higher complexity to comply with all the laws and regulations. Furthermore due to the nature of the business small errors in the calculation of expenses and payments of wage tax and other payroll related charges may have a material impact on the financial statements.	We validated controls on group level to comply with laws and regulations, we performed substantive audit procedures and tested the effectiveness of internal controls on the accuracy and completeness of gross versus net salary calculations and the accuracy of filings - and payments for wage tax, other payroll related charges to fiscal authorities. We used payroll specialists within PwC to perform these procedures. We also obtained and reviewed correspondence with fiscal authorities and tested the reconciliation between the salary administration and the finance administration. We have not noted any material non-compliance.
Valuation of the deferred tax assets Refer to note 16 of the report of the financial statements The valuation of deferred tax assets of EUR 12.7 million, which mainly relates to accumulated tax losses from USA, Germany and Austria, was significant to our audit because of the magnitude of the assets and the related complexity and subjectivity of the estimate made. The main assumptions underneath the estimates made are the revenue growth, the margin development and the productivity of indirect employees. Furthermore, for the USA the assumptions are affected by the development of the worldwide oil prices.	We performed audit procedures on, among others, the assumptions and methodologies used, the accuracy and completeness of the fiscal losses per entity, we have challenged the assumptions applied by group and local management. This was done by amongst others comparing the assumptions on revenues, margins and productivity to internal budgets, the historic performance of the company, local economic developments and external market information and we checked the adequacy of the disclosures in note 16 of the financial statements. We used corporate tax specialists within PwC to assist us. In particular we assessed the recoverability of the deferred tax asset of Brunel USA, amounting EUR 4.6 million due to the magnitude and past performance of the US operations.

Responsibilities of the Board of Directors and the Supervisory Board

The Board of Directors is responsible for:

- the preparation and fair presentation of the financial statements in accordance with EU-IFRS and with Part 9 of Book 2 of the Dutch Civil Code, and for the preparation of the report from the Board of Directors in accordance with Part 9 of Book 2 of the Dutch Civil Code, and for
- such internal control as the Board of Directors determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the financial statements, the Board of Directors is responsible for assessing the company's ability to continue as a going concern. Based on the financial reporting frameworks mentioned, the Board of Directors should prepare the financial statements using the going concern basis of accounting unless the Board of Directors either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so. The Board of Directors 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 opinion aims to provide reasonable assurance about whether the financial statements are free from material misstatement. Reasonable assurance is a high but not absolute level of assurance which makes it possible that we may not detect all misstatements. Misstatements may arise due to fraud or error. They are considered to be material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

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

Report on other legal and regulatory requirements

Our report on the report from the Board of Directors 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 report from the Board of Directors and other information):

- We have no deficiencies to report as a result of our examination whether the report from the Board of Directors, 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 report from the Board of Directors, to the extent we can assess, is consistent with the financial statements.

Our appointment

We were appointed as auditors of Brunel International N.V. on 6 May 2015 by the Supervisory Board following the passing of a resolution by the shareholders at the annual meeting held on 6 May 2015. The appointment has been renewed annually by shareholders representing a total period of uninterrupted engagement appointment of three years.

Utrecht, 4 March 2016

PricewaterhouseCoopers Accountants N.V.

P. Jongerius RA

Appendix to our auditor's report on the financial statements 2015 of Brunel International 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 accompanying financial statements and explained what an audit involves.

The auditor's responsibilities for the audit of the financial statements

We have exercised professional judgement and have maintained professional scepticism throughout the audit in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error. Our audit consisted, among 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 Board of Directors.
- Concluding on the appropriateness of the Board of Directors' use of the going concern basis of accounting, and based on the audit evidence obtained, concluding whether a material uncertainty exists related to events and/or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to

the date of our auditor's report and are made in the context of our opinion on the financial statements as a whole. However, future events or conditions may cause the company to cease to continue as a going concern.

- Evaluating the overall presentation, structure and content of the financial statements, including the disclosures, and evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

Group financial record

Group financial record

x EUR million, unless stated otherwise

	2015	2014	2013	2012	2011	2010	2009	2008	2007	2006	2005
Profit											
Net revenue	1,228.9	1,386.6	1,283.4	1,236.5	972.4	720.9	738.4	714.2	579.9	499.1	390.8
Contribution margin	230.0	249.0	230.7	223.4	189.5	152.0	151.8	167.0	136.3	115.3	88.4
Operating profit	56.1	74.7	72.3	70.0	60.9	37.3	45.1	62.1	51.2	35.3	23.5
Result before tax	56.7	75.4	72.5	69.4	61.7	38.4	44.7	62.5	51.3	35.3	24.1
Group result after tax	37.6	48.9	49.9	44.5	39.7	25.6	32.1	45.6	36.9	24.2	16.0
Net income	37.1	48.4	49.5	44.1	39.4	25.2	31.1	44.8	36.1	26.3	15.9
Cash flow (net profit + depreciations / impairment)	45.5	56.7	55.9	48.9	43.4	29.2	35.5	48.0	39.2	29.7	18.7
Depreciation and amortisation	8.4	7.8	6.0	4.5	3.7	3.6	3.4	3.2	3.1	3.0	2.8
Additions to tangible fixed assets	4.1	3.1	2.6	2.8	2.7	2.3	5.3	4.0	4.3	4.5	2.5
Workforce											
Average over the year	12,495	13,725	13,073	11,219	9,545	7,656	7,847	7,904	7,248	6,148	4,796
Balance sheet information											
Non-current assets	40.7	41.4	36.0	37.7	31.4	27.6	28.9	19.6	17.3	15.1	6.4
Working capital	310.4	290.8	246.1	228.1	202.8	175.0	152.5	144.6	118.6	99.0	90.3
Group equity	347.7	328.3	278.1	264.2	232.9	202.2	180.9	163.8	135.4	113.6	96.7
Balance sheet total	**479.4**	**492.6**	**438.5**	**419.5**	**381.4**	**294.2**	**254.7**	**235.4**	**197.9**	**178.5**	**150.3**

	2015	2014	2013	2012	2011	2010	2009	2008	2007	2006	2005
Ratios											
Change in revenue on previous year	-11.4%	8.0%	3.8%	27.2%	34.9%	-2.4%	3.4%	23.2%	16.2%	28.0%	25.0%
Contribution margin/ net revenue	18.7%	18.0%	18.0%	18.1%	19.5%	21.1%	20.6%	23.4%	23.5%	23.1%	22.6%
Operating profit/ net revenue	4.6%	5.4%	5.6%	5.7%	6.6%	5.2%	6.1%	8.7%	8.8%	7.1%	6.0%
Group result/ net revenue	3.1%	3.5%	3.9%	3.6%	4.4%	3.6%	4.3%	6.4%	6.3%	4.8%	4.1%
Group equity/ total assets	72.5%	66.5%	63.4%	62.9%	61.0%	68.7%	71.0%	69.6%	68.5%	63.6%	64.4%
Current assets/ current liabilities	3.42	2.81	2.57	2.48	2.38	2.91	3.08	3.03	2.91	2.54	2.69
Shares (in EUR)											
Earnings per share	0.75	0.99	1.02	0.93	0.85	0.55	0.68	0.98	0.80	0.58	0.35
Shareholders' equity per share	6.96	6.64	5.71	5.45	4.95	4.35	3.91	3.58	2.97	2.50	2.14
Dividend per share	1.50	0.70	0.55	0.50	0.45	0.40	0.40	0.40	0.35	0.25	0.15
Highest price	20.65	26.00	23.25	19.57	17.48	14.82	11.92	9.28	13.33	17.47	9.00
Lowest price	12.95	12.73	15.50	11.61	10.00	9.73	3.51	4.05	7.43	8.48	4.33
Closing price at 31 December	**16.80**	**13.60**	**22.25**	**18.30**	**11.39**	**14.75**	**11.73**	**4.28**	**8.18**	**13.00**	**9.00**

At 3 June 2014, a two-for-one share split has occurred. For the purpose of calculating the data per share in this table, the weighted average number of shares has been calculated as if the share split had occurred at 1 January 2004.

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